

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES

WEDNESDAY, JULY 3, 2024

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, July 3, 2024 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Garnet Fenn (Chair), Drew Dilkens, Jo-Anne Gignac, Gregory Ioanidis, Leo Muzzatti, Andrea Orr.

Management: President & CEO G. Rossi; Chief Business Development Officer Kris Taylor; Chief Operating Officer- Water R. Spagnuolo; Chief Operating Officer - Hydro J. Brown; Chief Financial Officer M. Carlini; Chief Risk Officer P. Gleason; Chief People Officer M. Bonnici; Director of Hydro Engineering – M. Vinhaes; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Regulatory Affairs C. Bebbington; Governance and Records Coordinator A. Pelaccia.

Guests: None

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 8:53 a.m.

No conflicts of interest were declared.

IN CAMERA SESSION

All guests, excluding the Executive Team, Director of Regulatory Affairs, and the Governance and Records Coordinator were excused from the meeting.

Moved and seconded
That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:00 a.m.

The In Camera session concluded at 10:23 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded
That the Board move to resume the public meeting session.

-CARRIED

CONSENT AGENDA

Moved and seconded
That the following Consent Agenda items be approved as recommended:

- 3.1 EWU Board Meeting Minutes for April 24, 2024

-CARRIED

COMMUNICATION AGENDA

The President & CEO provided an overview of item 4.1 President and CEO: Strategic and Operational Report. He thanked the Board for attending the Board Retreat the previous week and provided a reminder to complete a Board survey for input on the day.

The Director of Regulatory Affairs reviewed item 4.3, Regulatory Affairs Update – Hydro. She indicated that in the future, the report will continue to contain information related to upcoming federal and provincial legislation and the impacts on business.

The Board discussed the OEB's Benefit-Cost Analysis Framework and the use of it for the next Cost of Service Application and for capital investments greater than two million dollars. The Chief Risk Officer indicated that the OEB has implemented the framework to ensure LDCs are not only building poles but are reviewing other non-wire solutions. A Board Member inquired if we review poles vs. non-wire capital projects. Management confirmed that we review during the capital processes and noted that there are not any restrictions to prevent ENWIN from using non-wired solutions. The Chief Business Development Officer indicated that non-wired solutions provide opportunities for growth in the non-regulated business.

Item 4.5, WUC Q1 2024 Financial Review, was reviewed by the CFO. No issues were noted, however timing for capital projects was discussed. Due to receiving development charges in 2025, this revenue will not be realized until next year.

A change in format for item 4.7, 2024-2028 Strategic Plan Progress, was discussed by the Chief Risk Officer. The Board thanked Management for these changes to make the report clear and concise.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.1 President and CEO: Strategic and Operational Report
- 4.2 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q1, 2024
- 4.3 Regulatory Affairs Update – Hydro
- 4.4 Ontario Electrical Distribution Regulation 22/04 – 2023 External Audit
- 4.5 WUC Q1 2024 Financial Review
- 4.6 Contract Approval Summary – Water
- 4.7 2024-2028 Strategic Plan Progress

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 EWU Q1 2024 FINANCIAL REVIEW

The report was reviewed by the Chief Financial Officer, to the satisfaction of the Board.

Moved and seconded.

THAT the EWU Q1 2024 Financial Review report BE RECEIVED AND APPROVED.

-CARRIED

5.2 DELEGATION OF AUTHORITY POLICY AND PURCHASING POLICIES

Management provided an overview of the policies to the Board and noted that the policies were reviewed at the Committee level.

The Board was informed of the discussion with the Windsor Utilities Commission (WUC) regarding section 4.2.2 of the Delegation of Authority Policy. Variances to the budget are reported in quarterly reviews to the Boards, however, WUC identified that the

reporting of unbudgeted expense variances were not included in the proposed policy. WUC requested that the Purchasing Policy include a requirement for the CEO to report to the Board when sign off on unbudgeted expenses above \$25,000 has occurred.

The Board discussed this proposed change and approved the policy as amended.

Moved and seconded.

THAT the Delegation of Authority and Purchasing Policy and Procedure report BE RECEIVED for information.

AND THAT the Delegation of Authority Policy in the form attached at Appendix A and the Purchasing Policy in the form attached at Appendix C BE APPROVED as amended, effective August 5, 2024.

-CARRIED

OTHER BUSINESS

A Board Member inquired about the Shareholder Direction and if it should be reviewed based on the recent changes to the structure of the EWU Committees and the updates to the Delegation of Authority Policy. Management agreed to review for any required updates.

The Director of Regulatory Affairs noted that an online Director evaluation survey will be provided to all Board Members on July 8. The survey will remain open August 12, and all Director were encouraged to participate in advance of the closing date.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 10:46 a.m.

Recording Secretary

Board Chair