WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, JUNE 18, 2025

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, June 18, 2025, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Directors:	Kieran McKenzie (Chair), Egidio Sovran, Jim Morrison, Ed Sleiman, Gary Kaschak, Mario Sonego, Onorio Colucci, Robert Feldmann
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; Director of Finance G. Boose, Chief Risk Officer P. Gleason; Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk; Chief People Officer M. Bonnici; Director Purchasing R. McIntyre; Director Customer Care J. LaPlante-Lane; Director People Safety and Culture R. Kemsley; Director of Regulatory Affairs J. Charles; Directo of Information Technology M. Vinhaes; Manager, Risk & Governance A. Pelaccia; Risk & Governance Coordinator, C. Ficociello, Coordinator, Corporate Initiatives, M. Underwood.
Guests:	Peter Godec, Jarislowsky Fraser Ltd.
Regrets:	None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 12:32 p.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded
THAT the following Consent Agenda item BE APPROVED as recommended:

3.1 WUC Board Public Meeting Minutes of April 23, 2025

-CARRIED

COMMUNICATION AGENDA

The Chair of the Audit & Finance Committee provided summarized update for item 4.1, Report of the Chair of the WUC Audit and Finance Committee.

The President & CEO provided an overview of item 4.5, President and CEO: Strategic and Operational Report. Congratulations were provided to the Water Division related to their recent award related to the security of supply project, and Chief Operating Officer – Water, Rob Spagnuolo, and Vice Chair of the WUC Board, Egidio Sovran, were thanked for accepting the award on ENWIN's behalf. The Chief Operating Officer – Water provided an update regarding the CCFM Project indicating the project remains on schedule and the planned phases will be complete by the end of the year. A Commissioner asked why the OTP demolition was over budget. Management confirmed that the demolition exposed sludge that had to be remediated. The two-year project project budget remains on track, as 2024 was $200,000 under budget.

The Chief Risk Officer reviewed 4.6, Regulatory Affairs Report – Water, and introduced the Director of Regulatory Affairs to the Board.

The Board invited Peter Godec, Investment Manager with Jarislowsky Fraser Ltd, in to the meeting at 12:45 for a presentation (Appendix A). A Commissioner asked about market volatility based on global unrest. The Investment manager indicated that a long-term view of the portfolio can still provide beneficial returns if navigated cautiously. A Commissioner asked if the fund should be positioned to purchase oil to receive gains. The Investment Manager indicated that there is a surplus of oil in the markets so there is less demand. If there is global escalation or unrest, a spike in oil could be short-lived and long-term thinking best positions the portfolio. Another Commissioner asked about inflation, given that investments are in bonds. The Investment Manager confirmed that the fear is that inflation is going up, however he anticipates the market to show a 'push-pull' effect between rates and inflation, which will likely stabilize inflation at the current level. The Board thanked the Investment Manager for his presentation and he exited the meeting at 1:02 p.m.

Moved and seconded
That the following Communication Agenda items be received as recommended:

4.1 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)

4.2 Draft WUC Audit & Finance Committee Meeting Minutes of June 5, 2025

4.3 Report of the Chair of the WUC Governance Committee (Verbal Report)

4.4 Draft WUC Governance Committee Meeting Minutes of June 5, 2025

4.5 President and CEO: Strategic and Operational Report

4.6 Regulatory Affairs Update – Water

4.7 WUC Financial and Corporate Compliance for Quarter Ending Q1, 2025

4.8 Sinking Fund Update (Verbal Report)

4.9 2024-2028 Strategic Plan Progress

4.10 WUC Initiatives Tracking

-CARRIED

EXECUTIVE REPORTS

5.1 WUC Q1 2025 FINANCIAL REVIEW

Moved and seconded
THAT the WUC Q1 2025 Financial Review report BE RECEIVED AND APPROVED.

-CARRIED

IN CAMERA SESSION

Moved and seconded
Pursuant to the Municipal Act section 239(2) that the Commission be directed to move in camera for the purpose of consideration of the following items of business:

6.1 WUC Board of Commissioners In Camera Meeting Minutes of April 23, 2025
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.2 WUC Ad Hoc Board of Commissioners In Camera Meeting Minutes of June 5, 2025
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.3 Report of the Chair of the WUC Audit and Finance Committee
s. 239(2)(a) the security of the property of the municipality or local board.

6.4 Draft WUC Audit & Finance Committee In Camera Meeting Minutes of June 5, 2025
s. 239(2)(a) the security of the property of the municipality or local board.

6.5 Report of the Chair of the WUC Governance Committee *s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.*

6.6 Draft WUC Governance Committee In Camera Meeting Minutes of June 5, 2025
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.

6.7 WUC Open Legal Actions: Semi-Annual Update (as of April 30, 2025)
s. 239(2) (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board

6.8 2025 Enterprise Risk Management – Q2 Update
s. 239(2)(a) the security of the property of the municipality or local board
s. 239(2)(i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization.

6.9 WUC Cyber Security Update June 2025
s. 239(2)(a) the security of the property of the municipality or local board

6.10 Recruitment and Selection of WUC Commissioners
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.

6.11 2025 Enterprise Risk Management – Annual Risk Review
s. 239(2)(a) the security of the property of the municipality or local board
s. 239(2)(i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization.

-CARRIED

The In Camera session commenced at 1:06 p.m.

The In Camera session concluded at 1:21 p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Commission move to resume the public meeting session.

-CARRIED

TRANSMISSION OF RECOMMENDATIONS

Moved and seconded
THAT the recommendations discussed in camera be brought forward for consideration.

-CARRIED

Moved and seconded
THAT the WUC Board of Commissioners Meeting In Camera Minutes of April 23, 2025 be approved.

-CARRIED

Moved and seconded
THAT WUC Ad Hoc Board of Commissioners In Camera Meeting Minutes of June 5, 2025 be approved.

-CARRIED

Moved and seconded
THAT the Report of the Chair of the WUC Audit and Finance Committee be received.

-CARRIED

Moved and seconded
THAT the Draft WUC Audit & Finance Committee In Camera Meeting Minutes of June 5, 2025 be received.

-CARRIED

Moved and seconded
THAT the Report of the Chair of the WUC Governance Committee be received.

-CARRIED

Moved and seconded
THAT the Draft WUC Governance Committee In Camera Meeting Minutes of June 5, 2025 be received.

-CARRIED

Moved and seconded
THAT the WUC Open Legal Actions: Semi-Annual Update (as of April 30, 2025) be received.

-CARRIED

Moved and seconded
THAT the 2025 Enterprise Risk Management – Q2 Update be received.

-CARRIED

Moved and seconded
THAT the WUC Cyber Security Update June 2025 be received.

-CARRIED

Moved and seconded
THAT the Recruitment and Selection of WUC Commissioners be approved, as recommended.
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-CARRIED

Moved and seconded
THAT the 2025 Enterprise Risk Management – Annual Risk Review be approved, as recommended.

-CARRIED

OTHER BUSINESS

The Chief Risk Officer informed the Board that all Committee members will be receiving the annual Committee survey to complete over the summer months. Board Members were informed of deadlines for completion and that the survey will be electronic and accessible by link that will be sent by e-mail the following day.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 1:23 p.m.

Recording Secretary

Board Chair