



**WINDSOR
UTILITIES
COMMISSION**

MINUTES OF COMMISSION MEETING

**MEETING TO CONVENE IN
IN-CAMERA SESSION**

THURSDAY, AUGUST 20, 2009

A meeting to convene in in-camera session was held on Thursday, August 20, 2009 in the 2nd Floor Board Room at 787 Ouellette Avenue, Windsor, Ontario.

The meeting commenced at 9:28 a.m.

PRESENT:

Acting Chair George Sandala, Loretta Stoyka, Jim Drummond, Eddie Francis (via teleconference), Ron Jones, Karen Behune Plunkett (at 9:34 a.m.), Bill Marra (at 9:48 a.m.), Rocco Lucente, Helga Reidel, General Manager John Wladarski, Chief Operating Officer John Stuart, Chief Financial Officer Victoria Zuber, City of Windsor Tony Ardovini, Recording Secretary Wendy Howlett.

Regrets: Chair Ken Lewenza

DECLARATION OR CONFIRMATION OF CONFLICT OF INTEREST(S)

No conflicts were declared.

APPROVAL OF THE AGENDA

Acting Chair George Sandala stated his initial position was that this agenda should not be in-camera but rather in public session. However, he acknowledged his limited experience and knowledge regarding Municipal Act issues surrounding meetings, and noted the expertise of the members of the Governance and Human Resources Committee. There being no objections the Acting Chair indicated that we would be guided by the position taken by the Governance and Human Resources Committee's position in their deliberations. L. Stoyka responded that the governance policies were still in draft form and would be made public once approval had been granted.

Moved by R. Jones

Seconded by R. Lucente

That approval be given to the Commission convening in in-camera session for the purpose of considering the following:

- (A) CORPORATE GOVERNANCE POLICY
- (B) CHARTERS – GOVERNANCE AND HUMAN RESOURCES COMMITTEE, AUDIT AND FINANCE COMMITTEE
- (C) ADOPTION OF MINUTES – GOVERNANCE AND HUMAN RESOURCES COMMITTEE MEETING OF AUGUST 13, 2009

- CARRIED

Discussion on the items of business.

TRANSMISSION OF RECOMMENDATIONS

Moved by B. Marra, seconded by J. Drummond,

THAT the Recording Secretary BE DIRECTED to transmit the recommendation(s) contained in the report(s) discussed at the In-Camera Commission meeting held August 20, 2009 directly to the Commission for consideration.

1. That the Corporate Governance Policy be ACCEPTED as amended.
2. That the Charter of the Governance and Human Resources Committee be ACCEPTED as amended.
3. That the in-camera meeting minutes of the Governance and Human Resources Committee of August 13, 2009 be RECEIVED.

- CARRIED

TERMINATION OF MEETING

Moved by B. Marra, Seconded by J. Drummond

That the meeting to convene in in-camera session terminate at 11:41 a.m.

Recording Secretary

Chair