



**Union Water Supply System
Inc.**

Board of Directors Meeting

Wednesday, April 17th, 2024

9:00 am

Kingsville Arena, 1741 Jasperson

ADDENDUM

A. Items for Consideration:

1. UWSS/11/24 dated April 16, 2024 re: UWSS Inc. Finance and Audit Committee
Appointments
Pages 2 - 3
2. UWSS/12/24 dated April 16, 2024 re: UWSS Inc. Governance Committee
Appointments
Pages 4 - 5

To: UWSS Inc. Board of Directors
From: Rodney Bouchard, UWSS Inc. CEO
Date: April 16, 2024
Re: UWSS Inc. Finance & Audit Committee
Appointments



Recommendation:

It is recommended that the Union Water Supply System Inc. (UWSS Inc.) Board of Directors appoints the following individuals to the UWSS Inc. Finance & Audit Committee:

Voting Members

- Dennis Rogers - Town of Kingsville Director
- Tom Kissner - Town of Kingsville Director
- Wayne Wharram - Municipality of Leamington Director
- Lori Atkinson - Municipality of Leamington Director
- Mike St. Amant - Municipality of Leamington Director

Non-Voting Members

- Rodney Bouchard - UWSS Inc. CEO
- Sabrina Nazzani - Virtual CFO for UWSS Inc. (Partner at Capital Assist)

Background:

At the January 17 regular meeting of the UWSS Inc. Board of the Directors (Board), UWSS Inc. Management was directed by the Board to work with retained UWSS Inc. counsel to develop Terms of Reference for establishing a UWSS Inc. Audit & Finance Committee.

The purpose of the Finance and Audit Committee is to assist the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and risk management, and when required, to make recommendations to the full Board for approval. Responsibilities of the Committee include but are not limited to the following:

- Oversee the Corporation's accounting and financial reporting processes.
- Review of the Corporation's financial statements.
- Monitor the Corporation's compliance with legal and regulatory requirements.
- Assess the external auditor's qualifications and independence and monitor the performance of the Corporation's internal audit function and external auditors without assuming responsibility for management's day-to-day duties.

Re: UWSS/11/24 - UWSS Inc. Finance & Audit Committee Appointments

Discussion:

At the February 21, 2024 UWSS Inc. Board of the Directors meeting, the Board adopted the Terms of Reference for the UWSS Inc. Finance & Audit Committee (Committee). The solicitation of members for the Committee would be led by the UWSS Inc. Board Chair with assistance from UWSS Inc. administration.

It was noted at that meeting that the UWSS Inc. CEO and the retained UWSS Inc. Virtual CFO (Sabrina Nazzani, Partner at Capital Assist) would be included as non-voting members of this Committee.

The UWSS Inc. Chair sent out an email on February 21, 2024 to all UWSS Inc. Board Directors soliciting interested members for participation on the Finance & Audit Committee.

The following list of interested UWSS Inc. Board directors for participation on the Committee was confirmed by UWSS Inc. Board Chair and UWSS Inc. CEO on April 15th, 2024.

- Dennis Rogers - Town of Kingsville Director
- Tom Kissner - Town of Kingsville Director
- Wayne Wharram - Municipality of Leamington Director
- Lori Atkinson - Municipality of Leamington Director
- Mike St. Amant - Municipality of Leamington Director

Comment

Establishing a Finance & Audit Committee of the UWSS Inc. Board of Directors will ensure proper fiscal governance for the Corporation. UWSS Inc. administration recommends the appointment of the Committee members as identified in this report.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj

To: UWSS Inc. Board of Directors
From: Rodney Bouchard, UWSS Inc. CEO
Date: April 16, 2024
Re: UWSS Inc. Governance Committee Appointments



Recommendation:

It is recommended that the Union Water Supply System Inc. (UWSS Inc.) Board of Directors appoints the following individuals to the UWSS Inc. Governance Committee:

Voting Members

- Hilda MacDonald - Municipality of Leamington Director/UWSS Inc. Board Chair
- Kim DeYong - Town of Kingsville Director / UWSS Inc. Board Vice-Chair
- Tom Kissner - Town of Kingsville Director
- John Tofflemire - Municipality of Leamington Director

Non-Voting Members

- Rodney Bouchard - UWSS Inc. CEO

Background:

At the January 17 regular meeting of the UWSS Inc. Board of the Directors (Board), a discussion arose on the establishment of various UWSS Inc. Committees including a Governance Committee. UWSS Inc. administration and retained UWSS Inc. counsel worked together to develop a Terms of Reference for establishing a UWSS Inc. Committee that would be presented to the UWSS Inc. Board for review and consideration.

The Governance Committee is responsible to provide a focus on governance that will enhance the corporate performance of the Corporation and to assess and make recommendations regarding the effectiveness of the Board and its committees. Responsibilities of the Committee include but are not limited to the following:

- Review, approve or make recommendations to the Board in respect of guidelines, policies, procedures and practices relating to matters of corporate governance.
- Monitor developments and best practices relating to corporate governance and periodically review the Corporation's governance practices with a view to maintaining high standards of corporate governance.
- Receive reports from management and provide oversight with respect to risk management in corporate governance areas.

Re: UWSS/12/24 - UWSS Inc. Governance Committee Appointments

Discussion:

At the February 21, 2024 UWSS Inc. Board of the Directors meeting, the Board adopted the Terms of Reference for the establishment of a UWSS Inc. Governance Committee. (Committee). The solicitation of members for the Committee would be led by the UWSS Inc. Board Chair with assistance from UWSS Inc. administration.

It was noted at that meeting that the UWSS Inc. CEO would be included as non-voting members of this Committee.

The UWSS Inc. Chair sent out an email on February 21, 2024 to all UWSS Inc. Board Directors soliciting interested members for participation on the Governance Committee.

The following list of interested UWSS Inc. Board directors for participation on the Committee was confirmed by UWSS Inc. Board Chair and UWSS Inc. CEO on April 15th, 2024.

- Hilda MacDonald - Municipality of Leamington Director/UWSS Inc. Board Chair
- Kim DeYong - Town of Kingsville Director / UWSS Inc. Board Vice-Chair
- Tom Kissner - Town of Kingsville Director
- John Tofflemire - Municipality of Leamington Director

Comment

Establishing a Governance Committee of the UWSS Inc. Board of Directors will ensure proper operational governance and management of the Corporation. UWSS Inc. administration recommends the appointment of the Committee members as identified in this report.

Respectfully submitted,



Rodney Bouchard, CEO
Union Water Supply System Inc.

/kmj