



Union Water Supply System Inc.

Board of Directors Meeting

Wednesday, November 22nd, 2023

10:00 am

Roma Club, 19 Seacliff Dr.
Leamington

AGENDA

A. Call to Order:

B. Welcoming Remarks

C. Disclosures of Pecuniary Interest:

D. Approval of Minutes:

Minutes of the Board of Directors Meeting held on October 18th, 2023
Pages 2 - 4

E. Business Arising Out of the Minutes

F. Items for Consideration:

1. Verbal update and presentation on 2024 Preliminary Operations and Capital Budget for UWSS Inc.

G. Special Closed Meeting of the UWSS Joint Board of Management

Recommendation:

That the That the UWSS Inc. Board of Directors move into a Special Closed Meeting, pursuant to the Municipal Act Section 239 (2)(b) for the following reason:

Matters for Consideration:

Legal discussion Under Municipal Act Section 239 (2)(b) update regarding personal matters about an identifiable individual, including municipal or local board employees.

1. UWSS/13/23 dated November 16th, 2023
Pages
2. UWSS/14/23 dated November 17th, 2023
Pages

- H. Disclosure of Pecuniary Interest and General Natural Thereof
- I. Adjournment of Special Closed Meeting
- J. Report on Closed Session
- K. New Business:
- L. Action Items:
- M. Comments, Announcements, and Other Business:
- N. Adjournment:
- O. Date of Next Meeting: TBD

/kmj



**UWSS Inc.
Board of Directors
Meeting**

Thursday, September 14, 2023
Ruthven Water Treatment Plant
1615 Union Ave, Ruthven
1 pm

MINUTES

Directors Hilda MacDonald (Chair)
 Kim DeYong (Vice Chair)
 Lori Atkinson - absent
 Sherry Bondy
 Tom Kissner
 Kirk Walstedt
 Dennis Rogers
 Mike St. Amant
 Sebastian Schmoranz - absent
 John Tofflemire
 Larry Verbeke
 Wayne Wharram

Also in Attendance: Rodney Bouchard, UWSS Inc. Chief Executive Officer
For UWSS Khristine Johnson, UWSS Inc. Office Coordinator

Guest William Willis, Willis Business Law - UWSS Legal Counsel

Call to Order: 10:29 am

Introduction: Each director present introduces themselves.

Disclosure of Pecuniary Interest: none

Adoption of Board Minutes:

No. UWSS Inc-17-23

Moved by: Director Walstedt

Seconded by: Director Bondy

That the minutes of the Union Water Supply System Inc. meeting held on September 14th, 2023 is received.

Carried

Business Arising out of Minutes:

None.

Report UWSS/12/23 dated October 13th, 2023 re: Rectifying Resolution to Confirm Decisions and Actions by UWSS Inc. Interim Board of Directors

The CEO welcomes everyone to the meeting. He notes that he is going to allow our legal representative, William Willis, explain the rectifying resolution.

William Willis explains what actions have occurred so far with the four (4) interim directors of the board. He notes that even though the first four (4) directors have approved certain policies and created several resolutions, now, with a full board, the new board needs to approve all of the items in order to continue forward.

The Manager reads the resolution in full.

There were several questions from the directors including where the directors could obtain copies of the policies to review. There was a discussion as to why both the Joint Board of Management and the Board of Directors was running consecutively. The Manager explains that this is necessary until assets have been transferred and the budget has been approved.

William Willis explains that a package will be sent to the municipalities within the next week or so with the intention that January 1, 2024 there will be a final transition over to the new Board of Directors. The old board will then need to complete the year end for 2022.

There is then a discussion regarding due diligence and William Willis clarifies that is there is an item that is controversial it will need to be brought to the attention of both boards for the time being. The Manager notes that he does not envision anything of significance that will need to be brought forward.

Finally, there was a small discussion regarding a few housekeeping items, such as email, acronyms, etc.

No. UWSS-18-23

Moved by: Director Walstedt

Seconded by: Director Verbeke

That report UWSS/12/23 dated October 13, 2023 re: Rectifying Resolution to Confirm Decisions and Actions by UWSS Inc. Interim Board of Directors is received; And

That the Union Water Supply System Inc. Board of Directors approves that, notwithstanding any defects or irregularities in the meetings of directors of the Corporation from February 24, 2023 until the date hereof including, but not necessarily limited to, by reason of defective or improper election of directors or otherwise, all acts and proceedings taken or purported to have been taken to the date hereof by the directors of the Corporation as disclosed by the minutes of meetings of the directors be and the same are hereby approved, ratified, sanctioned, confirmed and adopted for all purposes

New Business:

The Manager explains what members can possibly look forward to at the November meeting, such as the Request for Financing, Budget, and several policies.

Adjournment:

No. UWSS-19-23

Moved by: Director Kissner

Seconded by: Director St. Amant

Time adjourned: 10:58 am

Date of Next Meeting: November 22, 2023, Roma Club, Leamington

/kmj