

**Present:** Mayor Mitchell  
Councillor Drumm  
Councillor Emm  
Councillor Gleed  
Councillor Leahy  
Councillor Mulcahy  
Councillor Roy (arrived at 5:57 p.m.)  
Councillor Yamada

**Also Present:** M. Gaskell, Chief Administrative Officer  
W. Mar, Commissioner of Legal and By-law Services/Town Solicitor  
K. Nix, Commissioner of Corporate Services/Treasurer  
D. Speed, Fire Chief  
J. Sanderson, CEO, Whitby Hydro Energy Corporation  
P. McNeil, Chair, Whitby Hydro Energy Corporation Board  
Z. Sharp, Auditor, KPMG  
Employees and Board Members from the Whitby Hydro Energy Corporation  
C. Harris, Town Clerk  
S. Dave, Legislative Coordinator

**Regrets:** None noted

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1. Declarations of Pecuniary Interest

- 1.1** Councillor Emm made a declaration of pecuniary interest under the Municipal Conflict of Interest Act regarding all matters pertaining to the Whitby Hydro Energy Corporation as he has a family member that sits on the Whitby Hydro Board. Councillor Emm left the meeting room for the duration of the meeting.

2. Presentations

- 2.1** John Sanderson, President and Chief Executive Officer, Whitby Hydro Energy Corporation  
Re: Update on Whitby Hydro Energy Corporation

John Sanderson, President and Chief Executive Officer, Whitby Hydro Energy Corporation, and P. McNeil, Chair, Whitby Hydro Energy Corporation Board appeared before Council and provided an update on the Whitby Hydro Energy Corporation (WHEC). Highlights of the presentation included:

- Accomplishments in 2016 and initiatives and plans for 2017;
- Overview of performance metrics and consolidated earnings;
- Conservation demand management programs;
- Major construction projects including relocation projects and annual maintenance programs such as tree trimming, insulator washing, thermal visioning, and substation maintenance;
- Whitby Hydro community programs including the School Electricity Safety Program, Lighting Retrofit Programs and community sponsorships;
- Ontario Energy Board activity including the transition to a fixed distribution rate, commitment to public safety awareness and reviews of utility governance and cyber security framework;
- Overview of Board Governance and Structure;
- Overview of payments to the Shareholder;
- Collaboration efforts with London Hydro and Festival Hydro to enhance online customer capabilities and receiving an award for Excellence in Customer Service as a result; and
- Brief update on merger discussions, including the report outlining the business case for the merger that will come before Council in Fall 2017.

A question and answer period ensued between Members of Council, Mr. Sanderson and Mr. McNeil regarding:

- Projections for any changes to dividends paid to the Town now and going forward;
- The success of the tree trimming program and how those types of conservation management programs should be maintained or enhanced following a potential merger;
- Commitment to ensuring that customers receive the same or better level of service even after a potential merger;
- Working with the Energy Board to reduce rates and/or maintain the same level of rates for customers;
- Developing a strong succession plan for the WHEC to mitigate the high level of turnover due to staff retiring;
- Potentially bringing affiliate businesses to Whitby that will allow for building equipment and construction projects similar to those in Sault St. Marie and Guelph; and
- Criteria for the coupon program for low-income households.

3. Items for Consideration

- 3.1** Audited Financial Statement and Auditor's Report, Whitby Hydro Energy Corporation (Consolidated) and Whitby Hydro Electric Corporation for the period ending December 31, 2016.

**Resolution # 339-17**

Moved By Councillor Gleed  
Seconded By Councillor Leahy

That the Audited Financial Statements and Auditor's Report for Whitby Hydro Energy Corporation (Consolidated) and Whitby Hydro Electric Corporation for the period ending December 31, 2016 be received for information.

**Carried**

- 3.2** Appointment of Auditor for External Audit Services

**Resolution # 340-17**

Moved By Councillor Drumm  
Seconded By Councillor Leahy

That KPMG be appointed as auditor for Whitby Hydro for the 2017 fiscal year end audit as recommended by the Board of Directors of Whitby Hydro Energy Corporation.

**Carried**

- 3.3** Legal and By-law Services and the Office of the Town Clerk, Joint Report LS 13-17  
Re: Executive Committee of Whitby Hydro Energy Corporation

Detailed discussion ensued with respect to:

- Request for Staff to review Council compensation in light of the recommendation to eliminate the Executive Committee and associated compensation;
- Impact resulting from the elimination of the tax-free 1/3 portion of the Councillors' salaries and opportunities to review Council compensation pending this tax code change by the Federal government; and

- Ensuring that there is regular communication between Council and the WHEC, through regular meetings, memos or reports, so that Council is informed of all relevant matters in a timely manner.

**Resolution # 341-17**

Moved By Councillor Gleed

Seconded By Councillor Leahy

1. That Report LS 13-17 be received for information;
2. That the Executive Committee of Whitby Hydro Energy Corporation ("WHEC") be disbanded, without any further compensation to former members for their roles on the Executive Committee;
3. That Council approve the Shareholder Direction attached as Attachment 3 to this report;
4. That Council refer to the By-laws portion of the Special Council meeting agenda for enactment of amendments to the Town's Procedure By-law, as shown in Attachment 2 to this report; and
5. That the Town Solicitor and the Office of the Town Clerk work with the corporate lawyer for WHEC to update and organize WHEC's corporate documents and the Town's shareholder directions.

**Carried**

4. By-Laws

That the following by-laws be passed:

**4.1** By-law # 7305-17, being a by-law to amend the Procedure By-law # 7279-17

Refer to LS 13-17

**Resolution # 342-17**

Moved By Councillor Drumm

Seconded By Councillor Leahy

That leave be granted to introduce By-law # 7305-17 and to dispense with the reading of the by-law by the Clerk and that the same be considered read and passed and that the Mayor and the Clerk sign the same and the Seal of the Corporation be thereto affixed.

**Carried**

5. Confirmatory By-law

5.1 Confirmatory By-law

**Resolution # 343-17**

Moved By Councillor Leahy

Seconded By Councillor Yamada

That leave be granted to introduce a by-law and to dispense with the reading of the by-law by the Clerk to confirm the proceedings of the Council of the Town of Whitby at its special meeting held on June 26, 2017 and the same be considered read and passed and the Mayor and Clerk sign the same and the Seal of the Corporation be thereto affixed.

**Carried**

6. Adjournment

6.1 Motion to Adjourn

**Resolution # 344-17**

Moved By Councillor Leahy

Seconded By Councillor Drumm

That the meeting adjourn.

**Carried**

The meeting adjourned at 6:06 p.m.

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Christopher Harris, Town Clerk

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Don Mitchell, Mayor