

SPECIAL COUNCIL MINUTES
October 15, 2013 -5:30 pm
Committee Room One
Whitby Municipal Building

Present: Mayor Perkins
Councillor Drumm
Councillor Emm
Councillor Mitchell
Councillor Montague
Councillor Roy (arrived at 5:43 p.m.)

Also Present: J. Sanderson, President and Chief Executive Officer, Whitby Hydro Energy Corporation
R. Batten, Director, Whitby Hydro Energy Corporation
J. Longfield, Director, Whitby Hydro Energy Corporation
P. McNeil, Director, Whitby Hydro Energy Corporation
D. MacDonald, Director, Whitby Hydro Energy Corporation
S. Pitchforth, Director, Whitby Hydro Energy Corporation
R. Webster, Director, Whitby Hydro Energy Corporation

R. Petrie, Chief Administrative Officer
D. Wilcox, Town Clerk

Regrets: Councillor Coe

1. DECLARATIONS OF PECUNIARY INTEREST

- 1.1 Councillor Emm made a declaration of pecuniary interest under the Municipal Conflict of Interest Act as a relative is a member of the Board of Directors. Councillor Emm left the meeting immediately upon declaring the conflict.
- 1.2 Mayor Perkins made a declaration of pecuniary interest under the Municipal Conflict of Interest Act regarding any items related to customer service at Whitby Hydro as she has a relative employed in this capacity at Whitby Hydro.

2. ITEMS FOR CONSIDERATION

Whitby Hydro Energy Corporation Shareholders Meeting

- 2.1 Mid-Year Update (verbal report)

With the aid of a powerpoint presentation, J. Sanderson, President and Chief Executive Officer, Whitby Hydro Energy Corporation, provided a detailed Mid-Year Update, noting key highlights of Conservation Programs; annual outage and new service connections; 2013 Peak System Load; capacity of municipal stations; annual maintenance programs; school electricity safety program and major construction projects, such as the Metrolinx Blair Street Grade Separation. In summary, he noted that approved payments to the shareholder for 2013 would be \$5.7M.

A question and answer period ensued. In response to questions, Mr. Sanderson confirmed that there is tremendous capacity in the south part of the Town and provided clarification with respect to the use of poles in the Henry Street road improvement project. Going forward he stated that Whitby Hydro staff will be attending customer information sessions with respect to road reconstruction projects to provide advice as required. He further advised that with respect to outages in the Whitby Shores area, a PIC would be held on October 24, 2013 at the Whitby Marina as part of the customer service outreach program.

2.2 Proposed Terms of Reference for WHEC Executive Committee

P. McNeil, Chair, Board of Directors, Whitby Hydro Energy Corporation, provided an overview with respect to the Proposed Terms of Reference for WHEC Executive Committee. He noted that it was a good governance practice to have a term of reference for the Executive Committee. He indicated that the Terms had been reviewed at the Board level and before final approval, wanted to ensure that Council was satisfied with the Terms.

Council concurred with the use of the Terms of Reference and a brief discussion ensued.

2.3 Governance Update and Requested Amendments to WHEC By-Law No. 1

P. McNeil, Chair, Board of Directors, Whitby Hydro Energy Corporation, provided a Governance Update and outlined requested amendments to the WHEC By-law No. 1. The amendments requested are outlined as follows:

- Amendment 5 – Inclusion of the ‘Executive Committee’ as a defined term;
- Amendment 6 – Establishment of a ‘nine year’ limit on continuous service of Directors. An individual could re-apply for appointment after an absence of one-year;

- Amendment 7 – Election of the Chair of the Board of Directors on an annual basis by the Directors;
- Amendment 8 – Including reference to the remuneration of Executive Committee members, along with that of Directors, being established by the Shareholder;
- Amendment 9 – Requirement for Directors to read and agree to comply with the Code of Conduct on an annual basis;
- Amendment 10 – Establishing the Human Resources and Corporate Governance Committee and the Audit and Finance Committee as Standing Committees of the Board with the appointment of Committee Chairs and members on an annual basis;
- Amendment 11 – Limiting the term of the Chair of the Board to a one year while allowing the Chair to be re-elected by Directors annually;
- Amendment 12 – Changing previous references of Secretary to Corporate Secretary.

He further provided an overview of why the proposed amendments were being made. A question and answer period ensued; specifically related to there being no term limit on the Chair; how 2.3 appears to reflect overseeing staff rather than being a policy Board and how the Selection Committee will review prospective candidates (competency assessment tool).

Council concurred with the comments and a motion was presented later in the meeting. [See Item 2.5]

2.4 Remuneration of Board Committee Chairs

P. McNeil, Chair, Board of Directors, provided an overview with respect to the remuneration of Committee Chairs. He noted that in the summer of 2013, the WHEC Board of Directors established two Committees of the Board in order to ensure effective oversight of Whitby Hydro's business operations and practices, specifically Human Resources & Corporate Governance Committee and the Audit & Finance Committee.

In summary, he advised that the Board of Directors of Whitby Hydro was requesting that the Town approve establishing a remuneration level for Committee Chairs in a manner consistent with the existing practice as noted in Whitby By-law No. 6009-07 and that the remuneration would be effective October 1, 2013.

Council concurred with the comments and a motion was presented later in the meeting. [See Item 2.5]

2.5 Motion for Approval:

Resolution No. 438-13

Moved By Councillor Montague

Seconded By Councillor Mitchell

1. That the Verbal Mid-Year Update report be received;
2. That the Proposed Terms of Reference for WHEC Executive Committee be received for information;
3. That Council approve the remuneration level for Committee Chairs for WHEC at \$21,750.00 effective October 1, 2013 and that the Town Clerk prepare the necessary by-law for presentation at the October 28, 2013 meeting of Council; and
4. Further, that staff be directed to bring forward amendments to Whitby Hydro Energy Corporation By-law No. 1 as approved by Council at its Special meeting held on October 15, 2013.

CARRIED

Resolution No. 439-13

Moved By Councillor Roy

Seconded By Councillor Montague

That Council move in-camera in accordance with the provisions of the Procedural By-law No. 6125-08 and the Municipal Act, 2001, Section 239 (b) personal matters about an identifiable individual, including municipal or local board employees.

CARRIED

3. **IN CAMERA MATTERS**

- 3.1** Confidential Verbal Update from the Chair, Whitby Hydro Energy Corporation with respect to a personal matter about an identifiable individual.

Detailed discussion ensued. [Refer to the In-Camera minutes of the meeting - Town Clerk has custody and control of these minutes.]

Resolution No. 440-13

Moved By Councillor Roy

Seconded By Councillor Montague

That Council rise from the In-Camera session of the Special Meeting of Council.

CARRIED

4. CONFIRMATORY BY-LAW

4.1 Confirmatory By-law

Resolution No. 441-13

Moved By Councillor Roy
Seconded By Councillor Montague

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 Council of the Town of Whitby at its special meeting held on October 15, 2013. and that the same be considered read a first, second and third time and finally passed and that the Mayor and the Clerk sign the same and the Seal of the Corporation be thereto affixed.

CARRIED

5. ADJOURNMENT

5.1 Motion to Adjourn

Resolution No. 442-13

Moved By Councillor
Seconded By Councillor

That the meeting be adjourned.

CARRIED

The meeting adjourned at 6:21p.m.

Debi A. Wilcox, Town Clerk

Patricia Perkins, Mayor

