



Report to Council

Department: Office of the CAO

Division: Legal and Legislative Services

Date: December 1, 2025

Prepared by: Joseph Malandruccolo, Director, Legal and Legislative Services/Clerk

Report Number: Legal and Legislative Services Report Number 2025-26

Subject: ENWIN Board Seat and Advisory Committee Nomination Policy for the Corporation of the Town of Essex

Number of Pages: 37, including attachments

Recommendation(s)

That Legal and Legislative Services Report Number 2025-26 entitled ENWIN Board Seat and Advisory Committee Nomination Policy for the Corporation of the Town of Essex prepared by Joe Malandruccolo, Director, Legal and Legislative Services/Clerk dated December 1, 2025, be received, and

That By-Law Number 2496 Being a by-law to adopt an ENWIN Utilities Ltd. Board and Advisory Committee Appointment Policy be read a first and second time and provisionally adopted on December 1, 2025.

Purpose

To create a policy for ensuring the appointment by the Town, in a manner that is transparent, fair and consistent, of qualified candidates to act as the one ENWIN Board Nominee and five ENWIN Advisory Committee Nominees.

Background and Discussion

The Corporation of the Town of Essex (the “**Town**”) and Windsor Canada Utilities Ltd. (“**WCU**”) entered into a Purchase and Sale Agreement, dated March 12, 2025, (the “**Share Purchase Agreement**”) pursuant to which WCU purchased from the Town all of the issued and outstanding shares of E.L.K. Energy Inc. and all of the issued and outstanding shares of E.L.K. Solutions Inc. WCU owns all of the issued and outstanding shares in the capital of ENWIN Utilities Ltd. (“**EWU**”).

As a term of the Share Purchase Agreement, WCU and the Town agreed to enter into an agreement (the “**Governance Nomination Agreement**”) requiring WCU to elect to the board of directors of EWU, one nominee proposed by the Town (the “**Board Nominee**”). The Governance Nomination Agreement, among other things, establishes parameters for who is qualified to be the Board Nominee.

Further, as a term of the Share Purchase Agreement, WCU will establish, for a period of up to five years, an advisory committee composed of five volunteers who are appointed by the Town (each, an “**Advisory Committee Nominee**”) to facilitate communication and information exchange between WCU, EWU and the Town in accordance with a local community commitment agreement entered into by WCU and the Town (the “**Local Community Commitment Agreement**”). The

Share Purchase Agreement and Local Community Commitment Agreement, among other things, establishes the roles and responsibilities of the Advisory Committee Nominees. A primary objective of the Advisory Committee Nominees is to make annual funding recommendations with regard to WCU's contribution of \$350,000 in the aggregate (expected to be approximately \$70,000 per year) to help fund local community initiatives within the municipal boundaries of Lakeshore, Essex, and Kingsville.

By-Law Number 2496 adopts an ENWIN Utilities Ltd. Board and Advisory Committee Appointment Policy aimed at ensuring the appointment by the Town, is a manner that is transparent, fair and consistent, and appoints qualified candidates to act as the one EWU Board Nominee and five EWU Advisory Committee Nominees.

Financial Impact

None

Consultations

Kate Giurissevich, Chief Administrative Officer

Shelley Brown, Deputy Clerk

Link to Strategic Priorities

- Embrace asset management best practices to build, maintain, and continuously improve our municipally owned infrastructure.
- Leverage our Town's competitive advantages to promote jobs and economic investment.
- Take care of our natural environment and strengthen the sense of belonging to everyone who makes Essex "home".
- Deliver friendly customer service in an efficient, effective, and transparent manner while providing an exceptional working environment for our employees.
- Build corporate-level and community-level climate resilience through community engagement and partnership and corporate objectives.

Report Approval Details

Document Title:	ENWIN Board Seat Nomination Policy - Legal and Legislative Services-2025-26.docx
Attachments:	<ul style="list-style-type: none"> - By-Law No. 2496 - To Adopt an EnWin Board Appointment Policy.docx - ENWIN Board and Advisory Committee Appointment Policy.docx - Appendix A - Application for Appointment to the EWU Board.pdf - Appendix B - Governance Nomination Agreement.pdf - Appendix C - Local Community Commitment Agreement.pdf
Final Approval Date:	Nov 27, 2025

This report and all of its attachments were approved and signed as outlined below:

No Signature - Task assigned to Kate Giurissevich, Chief Administrative Officer was completed by assistant Shelley Brown, Deputy Clerk, Legal and Legislative Services

Kate Giurissevich, Chief Administrative Officer - Nov 27, 2025 - 3:37 PM