



Union Water Supply System Inc.

Governance Committee Meeting

Wednesday, February 4, 2026
1615 Union Avenue, Ruthven
9:00am - 11:00 am

AGENDA

- A. Call to Order**
- B. Welcoming Remarks**
- C. Adoption of the previous minutes**
 - Minutes of Governance Committee Meeting of September 17, 2025
Pages 3 - 6
- D. Special Closed Meeting of the UWSS Inc. Governance Committee**

Recommendation:

That the UWSS Inc. Governance Committee move into a Special Closed Meeting, pursuant to the Municipal Act section 239 (2)(d) for the following reason:

Matters for Consideration:

Legal discussion Under Municipal Act Sections 239 (2) wherein UWSS Inc.'s solicitor will provide guidance for a (d) labour relations or employee negotiations:

- Union Water Supply System Inc. - 2025 Compensation Review (*Confidential Summary Report*) - Marianne Love Consulting
 - Provided under separate cover

- E. Disclosures of Pecuniary Interest and the General Nature Thereof**
- F. Adjournment of Special Closed Meeting:**
- G. UWSS Inc. Policies**
 - UW-M05-001 Social Media Policy and UW-M05-002 Social Media Terms of Use Policy
Pages 7 - 9 Policy
Pages 10 - 11 Terms of Use

- UW-B12-004 Code of Conduct
Pages 13 - 16
- M05 - Board of Directors Compensation and Expense
Reimbursement Policy
Pages 17 - 18

H. Comments, Announcements, and Other Business:

I. Adjournment:

J. Date of Next Meeting: To be determined.

kmj



UWSS Inc. Governance Committee Meeting

Wednesday, September 17, 2025

9:00 am

Water Treatment Plant – Board Room
1615 Union Avenue, Ruthven

MINUTES

Directors: Director DeYong (Chair)
Director Bondy
Director MacDonald
Director Kissner
Director Tofflemire

Also in Attendance:
For UWSS Inc. Rodney Bouchard, Chief Executive Officer
Khristine Johnson, Office Administrator (Recording Secretary)
Erin McKee, Human Resources Generalist (Guest)

Guests: William Willis – Legal Counsel, Willis Business Law (representing UWSS Inc.)
Will Good, Manager of Municipal Services, Town of Kingsville

Call to Order:

The meeting was called to order at 9:01 am

Welcoming Remarks:

Chair DeYong notes that she has a hard stop of 11 am for this meeting.

Adoption of Previous Minutes:

Motion No. GC-10-25

Moved by: Director Tofflemire
Seconded by: Director Kissner

That the minutes of the Governance Committee meeting held on June 11, 2025 are received.
Carried

Report UWSS-GC/01/25 dated September 20, 2025 re: UWSS Inc. Administration Review of UWSS Inc. Restructuring/Governance Documents

The CEO reminds members of the committee of the resolution of the Board of Directors last year and its commitment to review documents, within one (1) year of the asset transfer from the municipalities to the corporation. The intent of this resolution was to review anything that has been identified during the first year of operations. The review commenced in May of 2025, with the CEO, legal counsel and internal staffing.

The main governance documents reviewed included: General By-Law No. 1, Shareholders Agreement, and the Water Service Agreement. The CEO notes that as part of the review, nothing major was identified as requiring revision immediately. He does confirm that there are some typos and small descriptions that could be updated, but the spirit of the documents remains unchanged. He further notes that due to the many ongoing projects, which will require updated licenses and permits, updating these documents post completion rather than every single year.

He then reminds members that he and his team are working with the municipal shareholders on an ongoing basis. He feels another year will allow for more time to ensure that these governance documents are updated properly. Finally, another reason for the delay is the timing of the upcoming election cycle. A full review would require at least 9-12 months and could be interrupted by the 2026 municipal election.

His recommendation is to begin the review in 2027, after the election, and new board members have been appointed, and this will further allow for full shareholder participation. Therefore, initiating the review process every three (3) years with completion by the fifth (5th) year.

William Willis notes that the administration did complete the one (1) year review and the only item he would like the Board of Directors to consider is within Schedule A, allowing for improved transparency for shareholders to add items to the Annual General Shareholders Meeting Agenda.

The Chair feels that the Shareholders should be informed of this recommendation and allow them an opportunity to express any concerns. She also feels that capital items should be updated every calendar year. The CEO notes that capital will require waiting on licensing from the MECP. The Chair also confirms that this review should be forwarded to the Shareholders so they are aware as well.

Motion No. GC-11-25

Moved by: Director Kissner
Seconded by: Director MacDonald

That UWSS Inc. management recommends that a full review of UWSS Inc. restructuring documents with its municipal shareholders be initiated in early 2027. It is also recommended that regular reviews of the UWSS Inc. incorporation and restructuring documents be undertaken, commencing every three (3) years, and completed every five (5) years thereafter.

Carried.

Review of UWSS Inc. Human Resources and Administrative Policies

The CEO explains to the members of the committee that all the attached policies have been through an administrative and legal review.

The policies are as follows:

- UW-A08-001 – Records Retention Policy
- UW-A15-001 – Privacy Policy
- UW-A21-001 – Accessibility Policy
- UW-B12-003 – Whistleblower Policy
- UW-H06-001 – Workplace Violence and Harassment Policy
- UW-H06-002 – Health and Safety Policy
- UW-H06-003 – Return to Work Policy – pages 75 - 82

There are only a few questions from directors, pertaining to Board accessibility and training. Erin McKee, HR Generalist, explains that this is not explicitly addressed within the policy, but training can be offered to members of the board if they chose to take it. Director Kissner asks if the operating authority must follow these policies or whether they have their own. The CEO explains that OCWA would have their own policies, but they would be similar in nature to UWSS Inc.'s.

Director Bondy seeks confirmation on who developed the policies, whether it is committee members or administration. The CEO confirms that typically the administrative staff, along with legal counsel will develop any policies.

Chair DeYong asks if more policies will be coming through the Governance Committee in the future. She suggests a Social Media Policy be developed as well.

Motion No. GC-12-25

Moved by: Director Tofflemire

Seconded by: Director MacDonald

That the following policies are received and should be brought forward to the UWSS Inc. Board of Directors meeting, scheduled for September 24, 2025. The policies include:

- UW-A08-001 – Records Retention Policy
- UW-A15-001 – Privacy Policy
- UW-A21-001 – Accessibility Policy
- UW-B12-003 – Whistleblower Policy
- UW-H06-001 – Workplace Violence and Harassment Policy
- UW-H06-002 – Health and Safety Policy
- UW-H06-003 – Return to Work Policy – pages 75 - 82

Carried.

Comments, Announcements, and Other Business:

Director Bondy asks if committee information will be posted online. The Office Administrator confirms that the intent is to post committee information online and should be posted in the near future.

Adjournment:

Motion No. GC-13-25

Moved by: Director Kissner

Seconded by: Director Bondy

That the meeting be adjourned.

Carried.

Time of Adjournment: 9:27 am

Date of Next Meeting:

November 12, 2025 from 9:00 AM–11 am - Ruthven Water Treatment Plant – Board Room



Union Water Supply System Inc.

Social Media Policy

POLICY NO: UW-M05-001

Date Adopted:

1.0 PURPOSE

Social media provides opportunities to communicate with colleagues, stakeholders, and the public. It facilitates collaboration, information sharing, and engagement that complement traditional communication channels. Employees should recognize that they are ambassadors of Union Water Supply System Inc. (UWSS Inc.), and online interactions can affect UWSS Inc.'s reputation.

This Policy establishes guidelines for appropriate social media use when representing UWSS Inc. Content shared online can be permanent and widely accessible. Participation is voluntary, but Employees engaging in social media related to UWSS Inc. or their work must act professionally and comply with UWSS Inc. policies, including the Code of Conduct.

Employees uncertain about posting content should consult their manager. Questions regarding UWSS Inc. or its policies should also be directed to a manager for guidance or delegation.

2.0 DEFINITIONS

Social Media: Any online platform, application, or website that allows individuals to create, share, or exchange content, including but not limited to Facebook, LinkedIn, X, Instagram, TikTok, blogs, forums, and messaging applications.

Personal Accounts: Social media accounts that are owned or controlled by an Employee or a third party and are not authorized UWSS Inc. accounts.

Authorized Corporation Representatives: Employees expressly authorized by UWSS Inc. to post or communicate on behalf of UWSS Inc.

Associates and Household Members: Spouses, partners, or other persons closely associated with Employees whose social media activity could reasonably be linked to UWSS Inc.

Employees: All individuals who perform work for or on behalf of UWSS Inc., regardless of position or employment status. This includes, but is not limited to, full-time and part-time employees, temporary employees, interns, students, contractors, consultants, managers, and any other individuals engaged by UWSS Inc.

3.0 SCOPE

This policy applies to all Employees at all times when they identify themselves as associated with UWSS Inc., reference UWSS Inc., its clients, partners, or colleagues, or when their social media activity may reasonably be perceived as impacting UWSS Inc.'s reputation, operations, or interests.

4.0 ENGAGING ON SOCIAL MEDIA

When engaging in dialogue related to UWSS Inc. or work responsibilities, Employees must:

- Reflect UWSS Inc.'s values and act professionally at all times.
- Follow the UWSS Inc. Code of Conduct when interacting online to ensure professional and respectful behaviour.
- Exercise judgment before posting information publicly. Consider the following:
 - How would stakeholders perceive this information?
 - Does it contradict UWSS Inc.'s stated positions?
 - Could it be used by media or competitors to harm UWSS Inc.'s reputation?
 - Could it be considered inappropriate, offensive, or illegal?
 - Does it include any confidential or otherwise protected information?

Post meaningful, respectful comments. Avoid spamming or off-the-cuff remarks. When disagreeing with others' opinions, remain polite and professional.

Employees are not required to post on behalf of UWSS Inc. and are free to maintain personal opinions. However, when posting content linked to UWSS Inc., Employees must take care to ensure it does not negatively impact the organization.

5.0 AUTHORIZED CORPORATION REPRESENTATIVES

Only Authorized Corporation Representatives may post or communicate on behalf of UWSS Inc. Authorized Corporation Representatives must ensure that all content is approved and accurately represents UWSS Inc. Unauthorized Employees must not speak as a representative of UWSS Inc., release news, or provide official statements.

Employees should ensure that personal social media posts do not imply that their opinions or statements represent the views, positions, or strategies of UWSS Inc.

6.0 PROHIBITED USE OF SOCIAL MEDIA

Employees are responsible for ensuring their social media activity does not reflect negatively on UWSS Inc. Prohibited conduct includes, but is not limited to:

- Posting inappropriate comments, images, links, or content that may be viewed as representing UWSS Inc.
- Making inflammatory, unprofessional, or disparaging remarks about UWSS Inc., its Employees, vendors, or competitors.
- Publishing discriminatory, harassing, or bullying statements toward anyone.
- Sharing proprietary or confidential UWSS Inc. information.
- Using copyrighted UWSS Inc. materials, branding, or logos without permission.
- Downloading or uploading copyrighted materials illegally using UWSS Inc. resources.

Even if UWSS Inc. is not directly mentioned, content could still be linked back to UWSS Inc. and have an impact on its reputation.

7.0 ASSOCIATES AND HOUSEHOLD MEMBERS

Employees should be aware that social media activity by Associates and Household Members could reasonably be linked to UWSS Inc. Employees are expected to take reasonable steps to ensure such activity does not negatively impact UWSS Inc.

8.0 MONITORING / PRIVACY

UWSS Inc. does not monitor Employees' personal social media accounts. However, the organization may review content if it is linked to UWSS Inc. or if a concern is reported. Any inappropriate content connected to UWSS Inc. may be addressed in accordance with this Policy and the UWSS Inc. Code of Conduct.

9.0 POTENTIAL CONSEQUENCES OF MISUSE

Content posted on social media may be seen by competitors, government agencies, current and future Employees, and others. Employees who fail to adhere to this Policy may face disciplinary action, up to and including termination of employment or contract. Misuse resulting in disclosure of confidential information may have additional consequences, including civil or criminal liability, copyright claims, and damage to personal and professional reputation.

Violations of this Social Media Policy may also constitute breaches of the UWSS Inc. Code of Conduct and will be addressed accordingly.

10.0 POLICY UPDATES

All UWSS Inc. policies are evolving documents. They may be updated to reflect cultural, organizational, or regulatory changes. Employees will be notified of relevant updates in a timely manner.

11.0 REVIEW AND APPROVAL

The Social Media Policy is reviewed every three years or sooner if required. Updates will be communicated to all Employees.

Record of Amendments

Version	Date	Amendment Description	Approved By
1.0		Initial policy approval and implementation	Board



Union Water Supply System Inc. Social Media Terms of Use Policy

POLICY NO: UW-M05-002

Date Adopted:

TERMS OF USE

These Terms of Use apply when you communicate with Union Water Supply System Inc. (UWSS Inc.) through our social media platforms, including but not limited to Facebook, Instagram, LinkedIn, YouTube, or any other official channel. Please read them carefully.

Thank You for Connecting with UWSS Inc.

Our official social media accounts are intended to keep you informed about your water services. We strive to provide accurate, timely, and helpful updates and resources.

WHAT TO EXPECT FROM US

We generally post a few times per week, mainly on weekdays, and less frequently on weekends or Ontario statutory holidays. Our posts may include:

- Service updates.
- Scheduled maintenance notices.
- Water conservation tips.
- Emergency alerts (e.g., water main breaks, boil water advisories).
- Community engagement and educational information.

During business hours, we make every effort to monitor and respond to your comments, direct messages, or mentions. Please note: our social media platforms are not monitored 24/7.

EMERGENCIES AND URGENT ISSUES

Social media is not monitored for emergencies.

For urgent water-related issues, contact our 24/7 emergency line:

- Call: **519-326-4447**
- Available 24 hours a day, 7 days a week, 365 days a year.

For medical, police, or fire emergencies, call **9-1-1**.

GENERAL GUIDELINES AND COMMENTING POLICY

We encourage open dialogue but expect all users to engage respectfully. To ensure a safe, welcoming online environment, please follow these guidelines:

Engage constructively:

- Keep comments relevant to the post or topic being discussed.
- Be respectful in all interactions.

Prohibited content includes but is not limited to:

- Language that is offensive, abusive, discriminatory, harassing, or hateful.
- Misrepresenting your identity or impersonating someone else.
- Spam, solicitations, or unauthorized advertising.
- Violating legal, privacy, or intellectual property rights.
- Including personal information (e.g., account numbers, addresses).

UWSS Inc. reserves the right to remove content and block users as necessary to ensure compliance with these guidelines.

PROTECT PERSONAL INFORMATION

Social media is a public forum. Do not post confidential or sensitive personal information. If your concern requires privacy, please contact UWSS Inc. through our official communication channels listed on our website.

CONTENT MODERATION

While UWSS Inc. may monitor activity on our social media accounts, we are not obligated to do so. Comments and posts represent the views of individual users and not UWSS Inc.

We reserve the right to:

- Remove content that violates these Terms of Use or platform guidelines.
- Block users who repeatedly or seriously violate our expectations or at any time in our sole discretion.
- Report content or users to the platform or law enforcement when appropriate.

Social media channels are moderated by UWSS Inc. staff. Inappropriate, offensive, or discriminatory content will not be permitted. We are committed to maintaining respectful, inclusive, and professional interactions online.

UWSS Inc. adheres to our Health and Safety Policy and Violence and Harassment Policy and will take reasonable steps to prevent and address online conduct that may pose risks to the psychological or physical well-being of employees, in line with the *Occupational Health and Safety Act* and the *Ontario Human Rights Code*.

EXTERNAL LINKS

We may share links to third-party websites for convenience or information purposes. These links do not imply endorsement, and UWSS Inc. is not responsible for the content or security of external sites. Always exercise discretion when visiting third-party websites.

DISCLAIMER AND LIMITATION OF LIABILITY

All content shared through UWSS Inc. social media channels is provided "as is" for informational purposes only. We do not guarantee its accuracy, timeliness, or completeness.

UWSS Inc. is not liable for any loss or damage resulting from use or reliance on content from our social media accounts or any third-party links shared.

PRIVACY NOTICE

Social media platforms have their own privacy policies and data collection practices. UWSS Inc. does not control how these platforms collect or use your personal information. Please review their privacy policies before posting or sharing any personal data.

If UWSS Inc. collects any personal information through social media interactions, it will be handled in accordance with our Privacy Policy.

CHANGES TO THESE TERMS

UWSS Inc. reserves the right to update or modify these Terms of Use at any time without notice. By continuing to engage with our social media accounts, you agree to the current version of these terms.

GOVERNING LAW

These Terms of Use are governed by the laws of the Province of Ontario and the Government of Canada.

Thank you for helping us maintain a respectful and informative online community. For questions or more information, please email Info@unionwater.ca

Record of Amendments

Version	Date	Amendment Description	Approved By
1.0		Initial policy approval and implementation	Board



Union Water Supply System Inc.

Code of Conduct

POLICY NO: UW-B12-004

Date Adopted:

1.0 PURPOSE

Union Water Supply System Inc. (UWSS Inc.) is committed to fostering a safe environment that promotes efficiency, diversity, inclusion, and professional success for all employees. These achievements depend on a workplace free from behaviours that can undermine UWSS Inc.'s progress and mission. An atmosphere of mutual respect, fairness, and trust is essential.

UWSS Inc. is committed to establishing and implementing a standard of excellence in every aspect of its operations, while promoting ethical and responsible conduct, with the utmost respect for the rights of all individuals and the environment. This Code of Conduct provides behavioural guidelines to uphold that commitment.

2.0 GUIDELINES

Corporate Mission

At UWSS Inc., we are committed to creating a workplace where everyone feels respected, included, and empowered to succeed.

Our environment is barrier-free, providing all employees with equal access to opportunities and support. We value the dignity, perspectives, and experiences that each person brings, recognizing that those differences strengthen our team.

By fostering a culture of respect, understanding, and collaboration, we create an environment where people can do their best work and feel valued.

Corporate Values

All personnel, including employees, managers, volunteers, student workers, stakeholders, and members of the board of directors, must individually and collectively uphold the following values:

Integrity

We value honesty and transparency at every level. Our team follows through on commitments, communicates openly, and takes responsibility for their actions, learning from mistakes while recognizing and celebrating each other's successes.

Professionalism

We continuously develop the skills needed to excel. Respect, fairness, and consistency guide our decisions and interactions. We follow established processes and keep teams informed of progress and challenges.

Privacy and Security

We respect personal privacy and maintain strict confidentiality. Best practices in cybersecurity are followed, and personal data is handled only by authorized personnel in accordance with our Privacy Policy.

3.0 HEALTH AND SAFETY CONDUCT

UWSS Inc. has policies and practices in place to protect the health and safety of all employees. Conditions in all UWSS Inc. facilities are maintained to be safe and clean, and to protect employee health.

Reasonable access to potable water, sanitary facilities, fire safety, and ventilation equipment is ensured, meeting or exceeding legislative requirements. All employees must adhere to health and safety policies and practices at all times. Removal or modification of any equipment or tools intended to promote health and safety is strictly prohibited. Health and safety concerns should be reported to the appropriate manager or designated health and safety personnel.

Violence And Harassment

UWSS Inc. has no tolerance for violence and harassment in the workplace. This includes but is not limited to:

- Causing physical harm to another person;
- Threatening behaviour or comments or any behaviour that expresses harmful intent;
- Aggressive behaviour that creates a reasonable fear of bodily harm to another person;
- Verbal abuse, malicious gossip, or causing emotional duress;
- Cyberbullying and Internet harassment; and
- Sexual harassment.

Immediate corrective action will be taken in line with the severity of any incident, in accordance with the Workplace Violence and Harassment Policy. Disciplinary action may apply even if there was no intent to cause harm. Fraudulent or frivolous reports are also subject to progressive discipline.

Mental Health

UWSS Inc. recognizes the importance of maintaining good mental health and works to support employees. Trust, appreciation, honesty, and transparency are foundational elements of UWSS Inc.'s mental health initiatives. Hazards affecting mental health, including workload, challenges, decision-making responsibilities, availability of support, organizational changes, growth opportunities, and role expectations are monitored regularly. Employees should report concerns to their manager or Human Resources. UWSS Inc. will provide reasonable support and accommodation, up to the point of undue hardship.

Other Health and Safety Conduct Violations

Employees must not create unsanitary, unsafe, or unhealthy work conditions. Alcohol and non-prescribed drug use while on UWSS Inc. premises or during UWSS Inc. business is prohibited. Employees must be fit for work and notify their manager if they are unable to perform their duties. Legitimate use of medications that may impair performance must be reported and managed responsibly.

All personnel must work in a manner conducive to a safe and inclusive environment, following all UWSS Inc. practices, policies, and procedures, including:

- Health and Safety Policy;
- Workplace Violence and Harassment Policy;
- Privacy Policy;
- Social Media Policy; and
- Conflict of Interest Policy;

4.0 EMPLOYEE CONDUCT AND BEHAVIOUR

Employees represent UWSS Inc. in both work-related and official capacities. Professional behaviour includes but is not limited to:

- Adhering to dress code standards (business casual or event-specific attire), with reasonable accommodations as required by law
- Interacting respectfully, collaboratively, and honestly, avoiding harassment, discrimination, or bullying
- Following lawful and reasonable directions from management promptly and respectfully
- Avoiding behaviours that disrupt operations, workplace harmony, or safety

Disobedience to lawful instructions is considered insubordination and may result in progressive discipline in accordance with UWSS Inc. policies.

Business Success and Attendance

Employees should contribute to the success of UWSS Inc. and support a productive workplace. Punctual attendance and adherence to scheduled work hours are expected. Employees must notify their manager promptly in case of absence or lateness. Flexibility in work hours is permitted only with prior approval and operational consideration.

Customer Service Excellence

Employees interacting with the public must provide courteous, professional, and solution-focused service. If unable to resolve an issue, employees must escalate appropriately and keep customers informed. Negative language, sarcasm, profanity, or aggression toward customers is prohibited.

Workplace Safety Handling Difficult Situations

Employees should manage difficult or potentially hostile situations professionally and calmly, maintaining safe distance, and following established protocols. Unsafe situations must be reported immediately.

Company Events

Employees representing UWSS Inc. at any event must maintain professional, courteous, and safe conduct, complying with UWSS Inc. policies and procedures. Any behaviour that could harm UWSS Inc.'s reputation, compromise safety, or violate policies may result in disciplinary action.

Compliance

All UWSS Inc. employees and personnel are responsible for understanding and complying with this code, as well as the applicable laws and regulations, including:

- Occupational Health and Safety Act (OHSA)
- Employment Standards Act, 2000 (ESA)
- Accessibility for Ontarians with Disabilities Act, 2005 (AODA)
- Ontario Human Rights Code (OHRC)
- Safe Drinking Water Act, 2002 (SDWA)
- Ontario Water Resources Act (OWRA)
- Municipal Drinking Water Licensing Program (MDWLP)

Criminal Conduct

All criminal activity on UWSS Inc. property or while carrying out business for UWSS Inc. is strictly prohibited. UWSS Inc. will cooperate with law enforcement and may consider investigation outcomes when determining internal corrective action. Prohibited activities include but are not limited to:

- Intentional damage or destruction of property;
- Theft of physical or intellectual property;
- Breaches of security systems;
- Possession of weapons; and
- Use, possession, sale, or distribution of illegal drugs.

Reporting Violations

All personnel must report violations of this Code or applicable laws to Human Resources. Retaliation against good faith reporters is strictly prohibited. UWSS Inc. will investigate complaints promptly and confidentially. Failure to report known violations may result in disciplinary action.

UWSS Inc. reserves the right to discipline or terminate employees who violate this Code. Disciplinary action will be proportionate to the severity of the violation and the employee's standing, in accordance with UWSS Inc.'s progressive discipline policies.

Record of Amendments

Version	Date	Amendment Description	Approved By
1.0		Initial policy approval and implementation	Board



Union Water Supply System Inc.

POLICY No: M05 - Board of Directors Compensation and Expense Reimbursement Policy

Date Adopted: November 22, 2023

Amended:

1.0 COMPENSATION

- a) Each director shall receive an annual stipend of \$10,000 for their service on the UWSS Inc. Board of Directors. The Board Chair and Vice Chair shall receive a supplement of \$5,000 and \$2,500, respectively to compensate for additional responsibilities associated with these roles.

Directors will receive supplemental compensation for participation on UWSS Inc. committees including the Finance & Audit Committee, the Governance Committee and any other committee established by the UWSS Inc. Board. The supplemental compensation will consist of an annual stipend of \$2,500 for each committee.

- b) Payment of compensation to Director's shall be issued quarterly for fiscal quarters ending March 30th, June 30th, September 30th, and December 31st. Quarterly compensation shall be based on one quarter of the annual Board Director stipend and supplemental committee stipend for each Director.
- c) Annual Board and Committee stipends shall be adjusted yearly based on the percentage change in the Consumer Price Index and/or any economic adjustments approved by the Board as part of annual UWSS Inc. budget approval process.

2.0 EXPENSES

- a) A Director shall receive reimbursement for travel, meals, lodging, registration and other actual, reasonable and necessary expenses incurred on Board business. Reimbursement shall be in accordance with UWSS Inc. Policy UW-09 -Travel.
- b) Claims for expense reimbursement shall be submitted following each approved event to the CEO or his designee for review. UWSS Inc. Board Chair will have final approval of Director expense reimbursement. This approval may be delegated to the CEO. A Director must submit receipts to receive reimbursement, unless obtaining a receipt is impractical. Expenditures which are improper or

otherwise not adequately documented will not be reimbursed. If a receipt is lost, the Chair and/or CEO may allow reimbursement if an explanation is provided. Alcoholic beverages and other nonessential expenses including, but not limited to, in-room movies will not be reimbursed unless a business case is provided that provides sufficient reasoning for such expenses. Expense reports must include detailed receipts and must state the date, type of expense, Board business purpose, those in attendance and their affiliations, and amounts expended. Expense claims must be submitted within 60 days after the travel is complete or the expense is incurred, or the expense may not be reimbursed.

- c) To the extent that spouses or other travel companions accompany a Director on Board-related travel or to a Board-related event, the portion related to that person's attendance shall not be compensable by the Board and must be paid for by the Director.