



**Board of Directors Meeting of the
Utility Regulation and Competition Office (“OfReg”)
held on Thursday, 13 February 2020,
at its Offices, 3rd Floor Alissta Towers
Special Meeting 1 of 2020**

Minutes

In attendance:

Dr. the Hon. Linford Pierson, Chair (Chair)
Mr. Ronnie Dunn, Non-executive Director (RD)
Mr. Rudy Ebanks, Non-executive Director (RE)
Mr. Paul Byles, Non-executive Director (PB)
Mr. Phillip Ebanks, Non-executive Director (PE)
Mr. Gene Banks, Non-executive Director (GB)
Mr. Malike Cummings, Chief Executive Officer (CEO)
Mr. Gregg Anderson, Executive Director Energy & Utilities (EDEU)
Mr. Alee Fa’amoe, Executive Director ICT (EDICT)
Dr. John Epp, General Counsel/ Secretary (GC/S) (left the meeting at 1:56 pm)
Ms. Alison Maxwell, Assistant General Counsel/ Assistant Secretary (AGC/AS)
Mr. Christen Suckoo, Chief Operating Officer (COO) (by Board Directive)

Apologies:

Mr. Duke Munroe, Chief Fuels Inspector/Director Fuels Markets (CFI)

Start: 1:30 PM End: 3:07 PM

1. General

1.1 Welcome and Prayer

The Chair welcomed all members and PE said a prayer.

1.2 Approval of Agenda

Motion, RD and seconded by RE: that the agenda be adopted for this meeting. CARRIED

2. Declaration of Interest

None.



3. Board Matters

3.1 Consideration and approval of draft Terms of Reference for all Board Committees

Moved by PB and seconded by RE – Approval of the Terms of Reference for the Innovation Committee.

Moved by PE and seconded by RD (as amended) – Approval of the Terms of Reference for Remuneration and Human Resources Committee.

It was noted that the name of the committee would have to be amended to reflect the name as stated in section 27 of the Utility Regulation and Competition Law (as revised) ("URC Law") which is the "Remuneration and Human Resource Committee."

The GC/S reminded the Board that the remit of the committee is to provide guidance only as per section 27 of the URC Law. Discussion ensued in relation to the committee's access to OfReg staff if for some reason the committee could not speak with the CEO. The GC/S stated that the Terms of Reference should correspond with the Board communications management policy. PB suggested that the wording in section 2 could be slightly altered to include the wording "if the communications policy cannot be adhered to" before the words "in order to carry out the Committee's responsibilities" so that the Terms of Reference does not contradict the policy. In addition, the CEO queried how section 4 will be achieved. RD and PB responded, and stated it will be done through the HR Manual and policies. The COO and EDICT suggested edits in order to address grammatical errors, and the Board agreed.

The Board's expectations in regards to the support that is to be provided are outlined in the Terms of Reference for both committees accordingly.

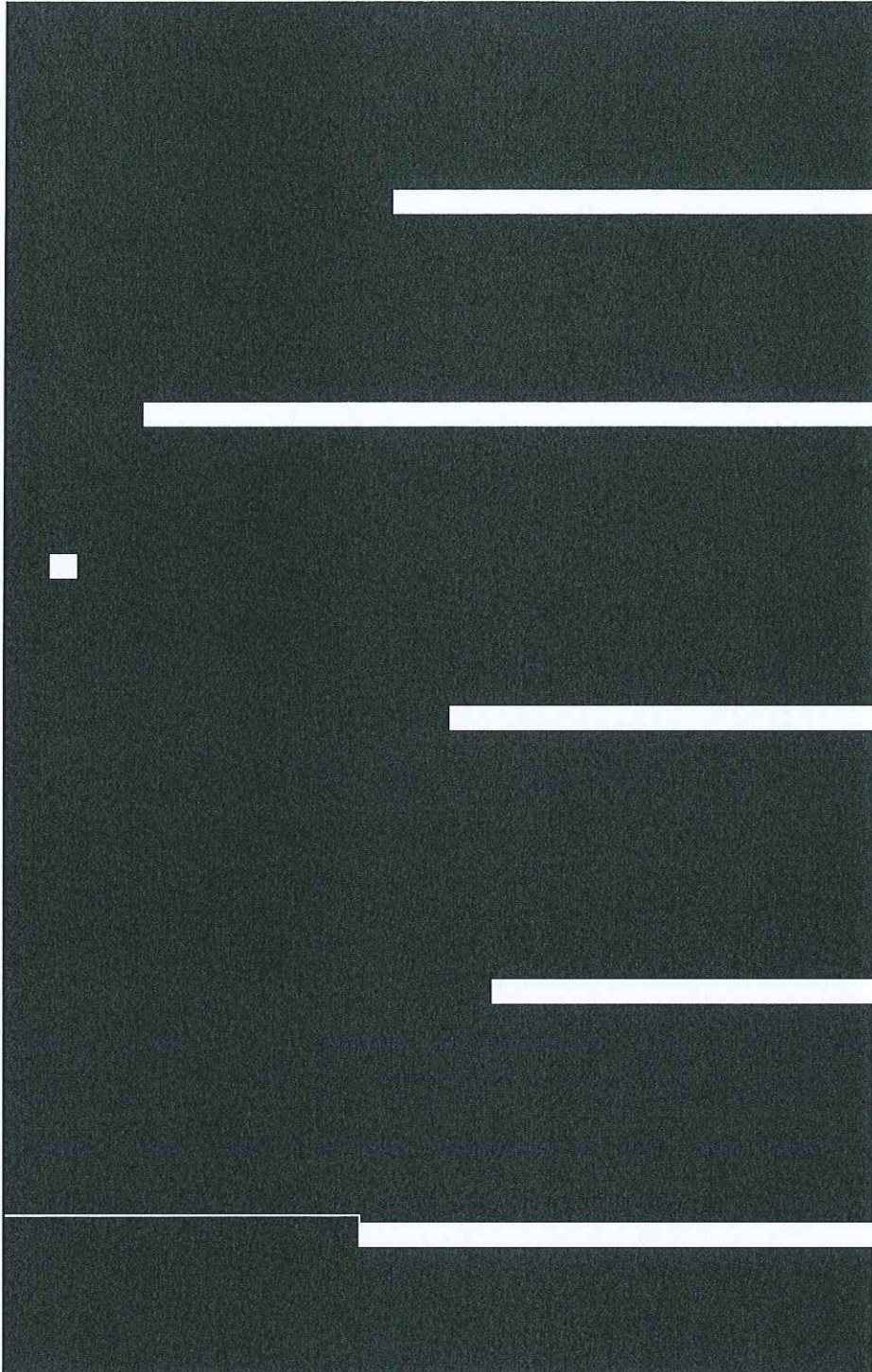
3.2 Record the Board's expectations in regards to the support that is to be provided to Board Committees in execution of their functions agreed as part of item 1

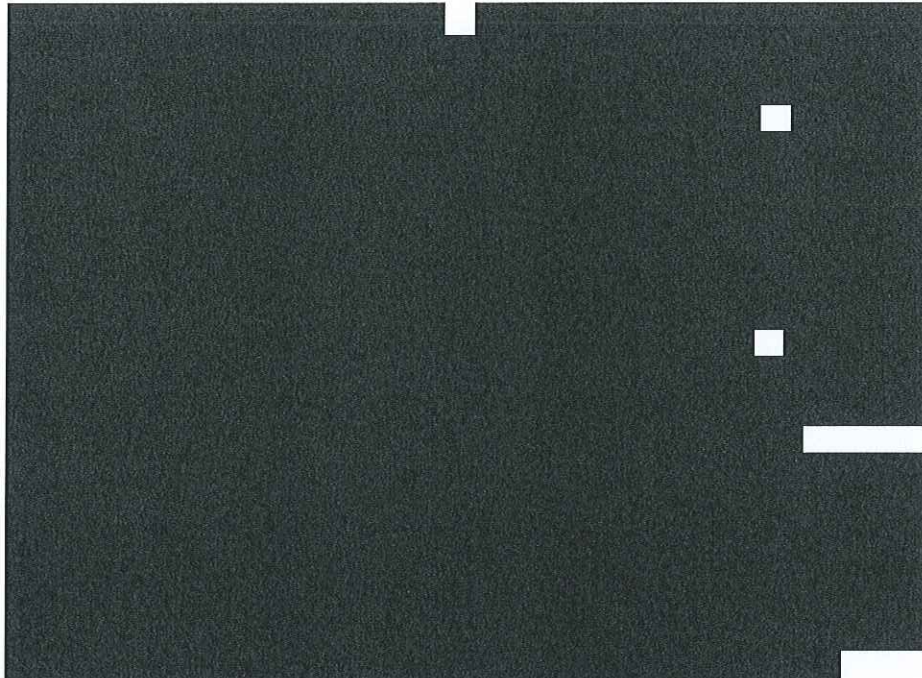
3.3 Record the Board's expectations in regards to matters shown on the Board's action item log (BAIL)

The Non-Executive Directors re-iterated that deadlines should be adhered to regardless of the cancellation of the General Meeting this month. In addition, as soon as projects are complete, all relevant documents should be placed in the Board Papers folder.

3.4 Explanation from the CEO on certain HR matters at OfReg

[REDACTED]





3.5 Consideration of a change to the Secretary of the Board.

Discussions ensued in relation to the consideration of a change to the Secretary of the Board.



The Board noted that there is significant value to the GC/S being able to act solely in his formal capacity and provide legal advice as requested, without the distraction of the Secretary role. It was suggested and discussed that the GC/S be invited into the Board Meeting when needed as well as review the Board papers and insert the legal implications for the board to consider. RE reminded the board that the GC/S could retain the title and a recording secretary could be used.

The Board instructed the CEO to task an employee with being Secretary to the Board before the next meeting. All agreed. CARRIED.





4. Adjournment

Moved by RD, all agreed: that the meeting to be adjourned at 3:07 pm.


Chair:

Date: 2 April 2020

Reviewed by CAP 23 Nov 2020. No redaction needed under the FOIA/DPL laws