



**Board of Directors Meeting of the
Utility Regulation and Competition Office ("OfReg")
held on Thursday, 11 April 2019,
at its Offices, 3rd Floor Alissta Towers
General Meeting 3 of 2019**

Minutes

In attendance:

Dr. the Hon. Linford Pierson, Chair (Chair) (departed at 4.30 pm)
Mr. Ronnie Dunn, Deputy Chair (RD) (departed at 4.25 pm)
Mr. Frank Balderamos, Non-executive Director (FB) (absent 12.30 to 1.30 pm)
Ms. Melissa Lim, Non-executive Director (ML) (Chair from 4.30 to 4.48 pm)
Mr. Rudy Ebanks, Non-executive Director (RE)
Mr. Alee Fa'amoe, Acting CEO/Executive Director ICT (ACEO/EDICT)
Mr. Gregg Anderson, Executive Director Energy & Utilities (EDEU)
Mr. Duke Munroe, Chief Fuels Inspector/Director Fuels Markets (CFI)
Dr. John Epp, General Counsel/ Secretary (GC/S)
Ms. Alison Maxwell, Assistant General Counsel/ Assistant Secretary (AGC/AS)

Mr. Christen Suckoo, Chief Operating Officer (COO) (by Board Directive)
Mrs. Melissa Powery, Financial Controller (FC) (by invitation, for item 4.2.)

Start: 11:15 AM End: 4:48 PM

1. General

- 1.1 Welcome and Prayer
The Chair welcomed all members and said a prayer.
- 1.2 Approval of Agenda
Motion, FB and seconded by RE: that the agenda as amended be adopted for this meeting. CARRIED
- 1.3 Remarks by Chair
1.Thanks to COO for organizing the informative Strategic Planning Retreat held on Friday, 11 April 2019. Also, for extending my sincere apologies for my absence. As recommended in a previous email to COO, et al, hopefully he will be able to circulate the 'Retreat Summary Report, as soon as this is available from the facilitator (Mr. Graeme Jackson). It would be instructive to receive any analyses, such as SWOT or SWOT/PESTLE analyses, that would provide the basis for internal and/or external influences which may, to date, have had a significant effect on OfReg's 2017-2022 five-year Strategic Plan, with appropriate recommendations to address such issues. I note that EDEU has provided us with the SMT Report of their Retreat held in January this year, which can



provide a good guide in the preparation of the "Strategic Planning Retreat Summary Report."

2. I have been requested by the GC/Board Secretary to remind Board Members that issues for the Board's determination are to be submitted in the approved Board Papers format (which was based on the Cabinet Paper format). For further information on this please contact the GC/Board Secretary directly.

3. As regards the salary adjustment recently proposed by the ACEO and approved by the NEDs, I met with ACEO (together with other Exco members: CFI, EDEU and COO) for our pre-Broad Meeting on Tuesday, 9th April 2019. GC/S was also present at the meeting, but had to leave before its conclusion. One of the issues discussed was the proposed CoLA payment to OfReg's non-management employees. As members are aware, a round robin was circulated by the ACEO which recommended three options for the payment of the salary adjustments to OfReg's non-management employees, neither one of which was consistent with the salary adjustments paid to Core Governments employees nor other SAGCs. During our discussion we examined the legality of the recommended payment to OfReg's non-management staff, and found that the ACEO's recommended payment is inconsistent with section 48 (1) of Pal which states that: "A public authority shall not award cost of living adjustments for staff of a public authority unless permitted to do so by the Cabinet". I have not seen anything in writing from Cabinet in support of the salary adjustment proposed and voted on by the majority of our voting Board. It is also my understanding that Government Caucus was not prepared to pay a CoLA across the board to all of OfReg's employees but would have been amenable to paying a CoLA to OfReg's non-management staff with effect from August, 2018 as paid to core government staff as well as employees of other SAGCs.. Further, I am not aware of any authority granted to OfReg to act in contravention of the provisions of PAL. It is quite possible therefore that any payments to OfReg's non-management staff in contravention of section 48 (1) of PAL would be ultra vires the PAL. I am therefore requesting the voting Board to reconsider the decision to approve any CoLA/salary adjustments to OfReg's non-management staff that is not compliant with the relevant provision/s of PAL.

4. My further comments relate to the question of camaraderie among the executive and non-executive members of this Board. As discussed at the pre-board meeting on Tuesday last (9th April 2019), we are all equal on this Board, regardless of our educational, financial, or distinguishing characteristics. Each one of us was appointed to this Board based on the specific attributes we bring to the Board--a key attribute being leadership ability, with respect for each other being of paramount importance.



Encouraging mutual respect will help to improve unity among directors of this Board. An increase in respect helps to improve communication between colleagues, increase teamwork and productivity. In fact, respect is key in any relationship, be it personal or professional.

Also, let us as leaders show respect to our employees. Many of us are good managers within our various disciplines, but good management does not equate to good leadership. "Good management is doing things right, but good leadership is doing the right thing—Let us do the right thing towards our non-management staff by paying them a CoLA/salary adjustment with effect from August, 2018, which would be consistent with payments made to core government employees, and to the employees of other SAGCs. May God continue to bless us all.

The Chairman's opening remarks concluded with a few reminders: communications with Ministries or Cabinet must be sent through the ACEO; papers for the consideration of the Board must follow the template; members were encouraged to continue to communicate openly with each other outside of meetings; and when new information was presented, decisions made could be reconsidered (for example CoLA).

2. Declaration of Interest

None.

3. Minutes of Previous Meetings

3.1 Approval of the Minutes of:

- General Meeting no. 2, held 14 February 2019 (Minutes v 4)

Motion, RE and seconded by FB: that the draft (v 4) minutes are approved as circulated. CARRIED

3.2 Round Robin Resolutions:

a. Compensation package offered to [REDACTED]

[REDACTED]

By consensus, the actions of the Chair were affirmed. Redacted under Sec 19 (5) Public Authority Law Personal information

b. Bank of Butterfield resolution (withdrawn and redrafted)

Round Robin Resolution withdrawn and new approach taken, see below 4.2 Board Administration.

c. [REDACTED]



ICT Law, and amend their licence accordingly." CARRIED (Concern of EDEU noted.)

Affirmation and concurrent communication of result: moved by RE, and seconded by FB. CARRIED

d. CoLA petition (withdrawn and resubmission)

Round Robin Resolution (concluded 26 March 2019) withdrawn and new approach taken, see below 4.2 Board Administration.

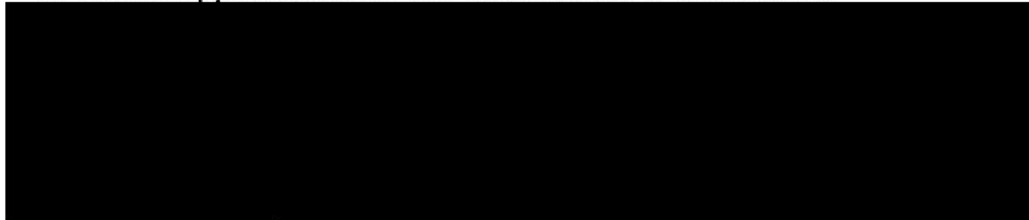
e. Annual Plan and Budget Summary 2019

Round Robin Resolution (concluded 26 March 2019) moved by RE, and seconded by RD "approve the Annual Plan and Budget Summary 2019." CARRIED (Concern of CFI and EDEU noted.)

Affirmation and concurrent communication of result: moved by ML, and seconded by RE. CARRIED

A vote of appreciation for the work of the FC was made.

f.



Redacted under Sec 19 (4) Public Authorities Law Regulatory decision

3.3 Matters Arising From Previous Minutes

3.3.1 Risk and Audit Chair, stipend, Cabinet Paper and resolution

COO reported that the Cabinet Secretariat recommended that a formal resolution of the Board be passed regarding appointment and that it be used in support of the application to Cabinet for approval of the stipend. MOTION: moved by FB, and seconded by ML "appoint Mr. Abraham Mathew as the Chair of the Risk and Audit Committee of OfReg and provide a stipend of \$2,000 per Quarter". CARRIED

The resolution was to be communicated to Cabinet Secretariat forthwith.

3.3.2 Board Directives and Policy to Secretary; amendment adding BAIL

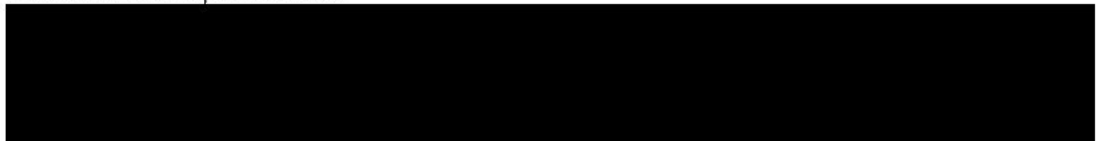
The proposed amendment of the Directives (14 February) was further amended by the addition to the direction in paragraph 11 that 'The list is to be updated and circulated at the end of each meeting'.

MOTION: moved by RE, and seconded by RD "amendment the Board Directives and Policy to Secretary as presented and further amended is approved." CARRIED

4. Board Matters

4.1 Board Correspondence

4.1.1



4.1.2



4.1.3 Letter from Board (by Secretary) to Attorney General and a reply by the Attorney General 11 April 2019 re URCL and operation of 2018 amendment

4.2 Board Administration

4.2.1 Board members

The Chair agreed to attend the nominating committee meeting in May, 2019.

4.2.2 CoLA

The ACEO agreed to prepare a Cabinet Paper requesting a CoLA or Inflation adjustment for the non-management staff from August 2018, and to circulate it to an *ad hoc* Board committee (ACEO, FB, RD and COO) for review by 18 April 2019.

4.2.3 Bank of Butterfield resolutions

ACEO could not comply with BOB KYC request. Two Standard form resolutions were read, edited and approved for use, and signed by Chair and Secretary and form part of these minutes stating the substituted account signatories.

4.2.4 Operation of URC (Amendment) Law 2018

The ACEO and GC agreed to draft a Cabinet Paper in the week ahead seeking the commencement of operation of the amendment.

4.2.5 Financial Report

The FC attended and presented an interim report on the Office's financials for the 1st quarter of 2019 with a full report to follow in due course, as well as answered questions and received comments.

FC agreed to liaise with auditors on the adjustment to the General Reserves and the reporting standard (IPSAS vs IFRS). Assistance in preparation for the Audit was assigned to an *ad hoc* Board committee (ACEO, FB, RD and COO).

FC was directed to seek that the asset transfer to CFI of the fuel tanks (placed in the Districts after Ivan) be reversed and returned to the appropriate Department of Government.

4.2.6 Board Action Item Log

Items were reviewed at various stages in the meeting.

-The content of the website was to be updated as a matter of urgency, and the Procurement Policy could be reviewed at a future date.

-Board agreed to hold public meetings using web conferencing software.

-ACEO was directed to propose dates to BOD for public meeting and then use the public relations firm to publicise the event.

-Water Sector Regulations are near completion.

-PWD and COO examined additional office space in Alissta Towers and a floor plan sketch was to be made by PWD.

-Policy Handbook not yet completed, and performance indicators to be added by end of April 2019.

5. Regulatory

5.1 Truth in Advertising Consultation



A/GC gave an update on the status of the OF 2019 – 1 - Consultation process.

5.2 Anti-Competitive Practices Penalties Rules Consultation

A/GC gave an update on the status of the OF 2019 – 2 – Consultation process.

5.3 Energy and Utilities

5.3.1 E&U Monthly Update

The EDEU planned to prepare and provide an RFP framework in relation to renewable energy solicitation by the end of 2nd Quarter. In addition, the EDEU planned to provide a summary and recommendations regarding the review of CUC's 2019 – 2023 CIP by the next board meeting.

Redacted under Sec 19 (4) Public Authorities Law Regulatory decision

5.3.2

[Redacted]

5.3.3

[Redacted]

5.3.4

[Redacted]

Redacted under Sec 19 (5) Public Authorities Law Personal Information

5.4 Fuels Redacted under Sec 19 (5) (b) Public Authorities Law Personal Information

5.4.1 Funding

On 5 April 2019, the Legislative Assembly approved the recommendation of its Finance Committee to provide \$1.3 m to OfReg. The funding was to assist in the listed purposes, including the Fuels Market Review 2019 should the Board be convinced of the need to conduct the Review. The Chair, RD and CFI agreed to schedule a meeting to discuss the Review.

5.4.2 Fuels sector Monthly Update

A Home Gas Ltd. delivery truck operator failed to secure properly his load of tanks and one 100 LB LPG tank dropped to the ground in central GT, which resulted in a propane spill. An investigation was commenced. A plan to take enforcement measures against lapsed Permit holders was designed by the Fuels team.

5.5 ICT

5.5.1 ICT Monthly Update provided.

6. Chief Executive's Report

None due to time constraints.



7. Any Other Business

7.1 [REDACTED] Redacted under Sec 23 (1) of FOI law 2020 revision Personal Information

The settlement agreement was in draft form.

7.2 New employment contracts and vehicles

Motion, FB and seconded by ML: The Board and the CEO are not to offer personal use vehicles to employees in new employment contracts. CARRIED

7.3 Report damage to OfReg vehicles

The Board was informed that a vehicle owned by OfReg was in an accident. Members were reminded to report to Capt. Echard McLaughlin about any vehicle accidents and/or damage in relation to the Office's fleet.

7.4 Purchase of vehicle for Fuels

The proposed purchase of a replacement vehicle for the Fuels team was reconsidered in the light of additional information presented by the CFI, including the DVES Policy on Vehicle replacement and the potential costs to be incurred in not taking delivery of the vehicle previously ordered, and ongoing maintenance costs.

Motion, FB and seconded by ML: in the light of the new information provided and the financial consequences in not completing the purchase the Office is to complete the purchase of the Chev Silverado truck from Advance Auto and submit the Toyota Hilux truck to DVES for auction sale, with immediate effect. CARRIED

8. Date of next meeting

9 May, 2019

Chair: 

Date: 13/6/19