



**Board of Directors Meeting of the
Utility Regulation and Competition Office (“OfReg”)
held on Thursday 21 January 2021, 9:00 am
(Via Virtual Conference)
General Meeting 1 of 2021**

Minutes

In attendance:

Dr. the Hon. Linford Pierson, Chair (Chair)
Mr. Paul Byles, Non-executive Director (PB) (left at 2:55 pm)
Mr. Rudy Ebanks, Non-executive Director (RE)
Mr. Gene Banks, Non-executive Director (GB)
Mr. Phillip Ebanks, Non-executive Director (PE) (left at 1:00 pm)
Mr. Malike Cummings, Chief Executive Officer (CEO)
Mr. Duke Munroe, Chief Fuels Inspector/Director Fuels Markets (CFI)
Mr. Gregg Anderson, Executive Director Energy & Utilities (EDE)
Mr. Sonji Myles, Acting Executive Director ICT (AEDI)
Mr. Christen Suckoo, Chief Operating Officer (COO) (by board directive)
Ms. Alison Maxwell, Assistant General Counsel/Acting Secretary (AGC/AS) (by invitation)
Dr. John Epp, General Counsel (GC) (by invitation for items #6.1.2 and #6.1.3)

Start: 9:05 am End: 4:10 pm

1. General

- 1.1 Welcome and Prayer
The Chair welcomed all attendees and said a prayer.
- 1.2 Approval of Agenda
Motion: The Board hereby approves the Agenda.
Moved by PB and seconded by PE
- 1.3 Chair’s Remarks
None

2. Declaration of Interest
None

3. Minutes of Previous Meetings and Round Robin Resolutions

- 3.1 Approval of the Minutes of:
- General meeting no. 9, held 18 November 2020



Motion: The Board hereby approves the minutes, as amended, of General Meeting #9 held on 18 November 2020.

Approved by RE and seconded by GB

- Special Meeting no. 1, held 7 January 2021

Motion: The Board hereby approves the minutes of Special Meeting #1 held on 7 January 2021.

Approved by RE and seconded by PB.

3.2 Matters arising from Minutes

3.3 Round Robin Resolutions

3.3.1 Board resolution amendments for [REDACTED] account signatories. Redacted under Personal information FOI Law 2020 Sec 23
Acting Board Secretary to re-sign using a wet signature as the Bank does not accept electronic signatures.

3.3.2 Request to waive threshold requirement in OfReg's Procurement and Procedures Manual specific to the website development RFQ.

3.3.3 Approval of the transfer of ownership [REDACTED] Redacted under Sec 23 (1) of FOI law 2020 revision Personal Info.

[REDACTED]
Redacted under Sec 19 (4) PAL Regulatory decision

3.3.4 Approval of CORE Rates RECRTS

[REDACTED]
Redacted under Sec 19 PAL (4) Regulatory decision

3.3.5 Withdrawal of Motion - Appointment of [REDACTED] as Board Secretary Redacted under Sec 23 (1) of FOI law 2020 revision Personal Info.
The Board, by round robin, approved the withdrawal of the motion of the appointment of [REDACTED] subject to the completion of the COO's investigation into the concerns expressed by the EDE. Redacted under Sec 23 (1) of FOI law 2020 revision Personal Info.
Moved by PB and seconded by RE

4. Chief Executive Officer Report

The CEO's report was placed in the Board papers. The CEO gave a summary of his report. Discussion ensued.

5. Regulatory Matters

5.1 Energy and Utilities

5.1.1 Final Draft Determination on Renewable Energy Capacity Reallocation and Tariff Setting (RECRTS)

[REDACTED]

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

5.1.2 Approval of CWC's Capex for West Bay Desalination Plant Replacement

The Board paper and corresponding documentation was submitted and inserted in the Board papers. Discussion ensued.

[Redacted]

5.2 Fuels [Redacted under Sec 19 (4) Public Authorities Law Regulatory decision]

5.2.1 Fuel Market Definition & Competition Assessment Update

The CFI confirmed that the Report was received, and is currently under review for finalisation. The CFI confirmed that the first engagement meeting was held with the Consultant on 12 January 2021, and the Consultant is addressing a number of initial queries raised by the Fuels team. The next meeting with the Consultant is scheduled to be held on 19 January 2021. The Fuels Team aims to issue the public consultation by end of month.

5.2.2 Fuel investigation of slow reduction of fuel prices at pump

The Fuels Team is aiming to commence the follow-up phase and a request for the preliminary financial statements of 2020 will be sent out by end of January 2021. The basis is, as a regulator, the Office is reasonably expected to review the movement of price in line with the importers/wholesalers sustainability. The CFI informed the Board that the relevant parties have provided feedback to the Office's findings. However, it was concluded that the Office's assessment is incomplete, because the Office failed to recognise broader economic considerations. Therefore, the follow up assessment will gauge how the businesses did relative to 2019 and 2020, and make an appropriate determination for implementation/enforcement.

5.2.3 Rubis fire suppression remedial action

The Office, the Cayman Islands Fire Service ("CIFS") and Rubis conducted the site visit during early December 2020, and observed the efforts towards compliance. The CIFS expressed their satisfaction with progress made, and OfReg reinforced the message of maintaining this capability. The Chief Fire Officer has not yet shared his report. As a further precaution,

[Redacted]

unilaterally. The legal opinions from the GC and the [REDACTED] were submitted and inserted in the Board papers. Discussion ensued.

5.3 ICT

Redacted under Sec 17 (1) (c) of FOI law 2020 revision. Record subject to legal privilege

5.3.1

Committee's progress with international submarine cable and OfReg's role

The AEDI informed the Board that the Office was attending meetings in relation to the project until October 2020. The AEDI stated that the correspondence about the project was last received on 7 October 2020, in which the Office was informed that the next meeting will be cancelled. The Office did not receive any information since then, but the AEDI was informed that meetings have occurred. However, OfReg did not receive any invitations to join those meetings. The AEDI informed the Board that the Office had provided the Ministry with a bundle of documents and data in November 2020 as requested, to support the Government's subsea cable initiative. Discussion ensued.

5.3.2

Paradise Mobile Application

The CEO's memorandum addressed to the Senior Policy Officer in the Commerce, Planning and Infrastructure Ministry, in relation to the Paradise Mobile's licence application, was inserted in the Board papers prior to the meeting. The AEDI provided an update of the application, and requested that the Board consider the application by round robin. The Board agreed to adhere to the AEDI's request.

5.3.3

Re-Licensing of ICT Licensees

The AEDI informed the Board that the process has commenced. Discussion ensued.

6. Board Matters

6.1 Board Administration

6.1.1 Board Action Item Log ('BAIL')

The CEO gave a brief summary of the pending items listed on the BAIL.

6.1.2 Appointment of the Risk & Audit Committee Chair (PB left before discussion commenced.)

The GC joined the meeting by invitation at 2:44 pm. The GC informed the Board that the URC law is quite clear in relation to the requirements. He recommends that the process be underway to appoint a new chair. Discussion ensued.

6.1.3 Amendments to the URC Law re the three-year term of Executive Directors

The Board asked the GC to provide his legal opinion regarding the statutory prescribed three-year contract term for Executive Directors stated in the Utility Regulation and Competition Law ("the URC Law") in light of the Public Authorities Law ("the PAL"). It was noted and accepted that the PAL supersedes the URC Law. Therefore, section 47(4) of PAL needed to be considered

and interpreted when analysing this question. The CEO can hire and set terms and conditions, including the length of the contract (i.e. can hire for less than or more than 3 years) under the PAL. The GC concluded that as section 46(7) of PAL is in force, section 30(2) of the URC Law does not have any effect anymore, due to inconsistency between the laws. He held the position that there was no need to revise the URC Law at this time to address the inconsistency. He also informed the Board that he spoke with the Law Review Commissioner 10 days ago, and she does not plan to propose any changes to URC Law as the PAL repeals the section in question de facto.

6.1.4 Approval of Credit Card – CEO

Motion: The Board hereby approves for the CEO to obtain a company credit card.

Moved by RE and seconded by PB.

6.1.5 Approval of 2021 Annual Plan

Motion: The Board hereby approves the 2021 Annual Plan subject to review of Key Performance Indicators.

Moved by PB and seconded by RE.

6.1.6 Appointment of new Board Secretary

Motion: Whereas the COO conducted a review, and the CEO accepted the recommendation to advance Mrs. Joanne Connolly's appointment as Board Secretary, the Board hereby approves the appointment of Mrs. Connolly as the Board Secretary as of 1 February 2021.

Moved by RE and seconded by PB.

6.1.7 Approval of Revised Procurement Policy and Procedures Manual 2021

Motion: The Board hereby approves the revised Procurement Policy and Procedures Manual.

Approved by PB and seconded by RE

6.2 Board Committee reports

6.2.1 Risk and Audit Committee (PB (Chair), PE and GB)

The R&A Committee Charter was signed, and inserted in the Board papers. No updates.

6.2.2 Public Relations Committee (PB, PE, RE, GB and CEO)

Motion: The Board hereby approves the appointment of GB as the Chair of the Public Relations Committee.

Approved by PB and seconded by RE. (CARRIED)

6.2.3 Innovation Committee (PB (Chair), PE, RE, GB)

Minutes of Innovation Meeting.

Motion: The Board hereby approves the appointment of the AEDI to be a part of the Innovation Committee.

Approved by PB and seconded by RE.

6.2.4 Remuneration and Human Resource Committee (PE (Chair), RE, PB and GB)

6.2.5 Finance Committee (RE (Chair), PB, GB and the FC)

The Finance Committee Terms of Reference ('TOR') was submitted and inserted in the Board papers. RE proposed an amendment to the TOR and also proposed that NED Banks be appointed to the Committee.

Motion: The Board hereby approves the Term of Reference as amended as well as approves the appointment of GB to the Committee.

Moved by RE and seconded by PB.

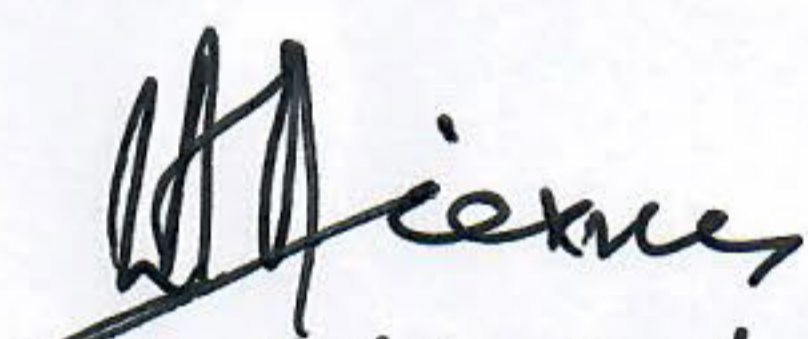
The Finance Committee met on 12 January and the Minutes of the meeting was submitted and inserted in the Board papers. The Chair of the Committee presented a brief summary of the minutes.

7. Any Other Business

The CFI thanked the AEDI for his service and contributions in the Board meetings to date.

8. Adjournment: Date of next meeting.

There being no further business to discuss, the meeting was adjourned. The next meeting scheduled is for 9 am on 25 February 2021.


15 March 2021