



**Board of Directors Meeting of the
Utility Regulation and Competition Office (“OfReg”)
held on Thursday, 10 January 2019,
at its Offices, 3rd Floor Alissta Towers
General Meeting 1 of 2019**

Minutes

In attendance:

Dr. the Hon. Linford Pierson, Chair (Chair)
Mr. Ronnie Dunn, Deputy Chair (RD)
Mr. Frank Balderamos, Non-executive Director (FB)
Ms. Melissa Lim, Non-executive Director (ML)
Mr. Rudy Ebanks, Non-executive Director (RE)
Mr. Gregg Anderson, Acting CEO/Executive Director Energy & Utilities (ACEO/EDEU)
Mr. Duke Munroe, Chief Fuels Inspector/Director Fuels Markets (CFI)
Mr. Alee Fa’amoe, Executive Director ICT (EDICT)
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 invitation of the Chair)
Mrs. Melissa Powery, Financial Controller (FC) (by invitation, for item 4.2.1)

Start: 10:10 AM End: 3:05 PM

1. General

- 1.1 Welcome and Prayer
Chairman welcomed all members and CFI said a prayer.
- 1.2 Approval of Agenda
Motion, ML and seconded by FB: that the agenda as amended (AOB) be adopted for this meeting. CARRIED
- 1.3 Remarks by Chair
 1. Happy New Year to all, and I pray that OfReg will continue to grow from strength to strength. Although much has been accomplished since our first meeting on 16 January, 2017, I’m sure you will agree that much remains to be done.
 2. In this connection, I would remind all board members to constantly bear in mind the aims and objectives of OfReg, as expressed in our Vision and Mission Statements, as well as in OfReg’s underlying strategic plans—as we endeavor to work towards excellence within OfReg.



3. Unity of our efforts is of key importance to OfReg's success. Let us therefore endeavour to work in unity as a board, and thus benefit from our 'shared thinking'—and get away from any "us and them mentality" that may exist on this board. None of us is as smart as all of us. There is an old African proverb which reminds us that, "a wise man never knows all, only fools know everything." When there is teamwork and collaboration between the Executive Directors and the Non-Executive Directors of this board wonderful things can and will be achieved.
4. As you are all no doubt aware, at the first meeting of OfReg in January, 2017, the Board adopted the Robert's Rules of Order, so I would remind each of us to endeavour to follow the procedures contained therein.
5. The duties and responsibilities of the Executive Members and the Non-Executive Members are well articulated in the provisions of URC Law, 2016 and the PAL, 2017. Each one of us has an important role on this board, and when we as board members merge our skills toward accomplishing OfReg's Vision and Mission Statements, it creates a synergy that makes the whole board greater than the sum of each individual's contribution.
6. Serving on this or any statutory board of government should be regarded as an honor and privilege, and thus requires our time and dedication. That said, however, commencing with this meeting, I would like to see an improvement in the efficient utilization of our time.
7. As a general rule (except for emergencies) there is no reason why we should not be able to complete our meeting agenda by 3pm. If this is also your wish, please let us record this as a resolution of the board. Further, throughout 2019 and beyond, let us employ best practices in conducting all of our board of directors meetings. Thank you.

Motion, ML and seconded by RE: that the meetings of the Board adjourn at 3 pm unless the circumstances are extraordinary. CARRIED

2. Declaration of Interest: None

3. Minutes of Previous Meetings

- 3.1 Approval of the Minutes of:
 - General Meeting, held 6 December 2018Motion, ML and seconded by RD: that the draft (v3) minutes as amended (items 1.3, 2, 4.2.2, 4.2.3, 5.1.1, 5.1.3, 5.3.2, and 7.1) are approved. CARRIED
- 3.2 Matters Arising From Previous Minutes
 - 3.2.1 Review the Good Governance Handbook from PoCS
Members are required to read the Handbook.
 - 3.2.2 CEO appointment, email from OfReg (Chair) to Cabinet Secretary 27 November 2018 re PAL consultation
GC/S to seek information from the Cabinet Secretary.



- 3.2.3 Risk and Audit Chair, stipend, Cabinet has not dealt with matter, email from Cabinet Secretary to Board (Sec) 20 December 2018
GC/S to seek information from the Cabinet Secretary.
- 3.2.4 Appointment of NED (PAL)
GC/S to seek information from the Cabinet Secretary.

4. Board Matters

- 4.1 Board Correspondence
Memorandum from Attorney General's Chambers to GC dated 17 December 2018 re powers of OfReg's Board
Acknowledged by the Board.

- 4.2 Board Administration

- 4.2.1 Financial Report 30 November 2018
The FC attended, provided her report, answered questions and departed. The Board determined that \$400,000 earmarked for the 911 project should be returned to the Ministry (perhaps as a capital withdrawal) and explained in a Cabinet Paper (written by the COO with advice from RD and Cabinet Office). This was to be completed by 17 January 2019.

- 4.2.2 CoLA proposal
The case for a cost of living allowance was reviewed and discussed.

Motion, FB and seconded by RE: that the necessary steps be now completed to seek a cost of living increase for OfReg employees. CARRIED

- 4.2.3 Annual Plan 2019
The NEDs gave a response to the draft Annual Plan in December 2018. The Senior Management Team had reviewed the comments, adopted many of them and continued work on the plan. The ACEO agreed to have the next version of the plan to the Board on or about 29 January 2019.

- 4.2.4 Office relocation or expansion
The applicable policy was the Government policy "Crown Estate Matters" and it dictated the use of the services of the Department of Lands & Survey. The manager of Alissta Towers Ltd reportedly stated that it may agree a long-term lease with OfReg and allow OfReg to use part of the 4th floor. The COO agreed to communicate with L&S and the Landlord by 18 January 2019. No Members were to communicate with Landlord.

- 4.2.5 OfReg executive and service vehicles
The vehicles provided by OfReg have been branded. The vehicle assigned to JP Morgan, the former CEO, was being driven intermittently by Capt. Echard McLaughlin.

Motion, ML and seconded by RD: that the vehicle once assigned to JP Morgan be sold in a process determined by the ACEO in consultation with DVES. CARRIED

- 4.2.6 Internal policies and procedures update
The COO reported that the penultimate draft was not completed. He tendered his apology for the delay.



- 4.2.7 **Human Resource Plan and appraisals**
The Board directed that the penultimate draft of the HR Policy and Procedure Manual be completed by mid-March 2019 by the COO. It was to be submitted to the Board's Policy Subcommittee (RD, FB, RE, ML and EDICT) for final consideration, before being submitted to the Board in the April 2019 general meeting.
- 4.2.8 **Licensees in (or not in) compliance with law or licence (Compliance Dashboard)**
The Executives agreed to prepare a colour coded Dashboard report for the next meeting of the Board.
- 4.2.9 **Quarterly industry engagement process**
The Board directed the ACEO to engage the Senior Management Team in the task of planning the industry engagement process and to report to the Board at the next meeting of the Board.
- 4.3 **Risk and Audit Committee (Appointment of the Chairman)**
Addressed above.
- 4.4 **Board Members Declaration of Interest for 2019 (Policy on date of submission)**
The Board agreed that members will present their individual annual declarations of interest on or before the last meeting of the year.

5. Regulatory

5.1 **Energy and Utilities**

5.1.1 **Approval of CUC's C44L-04 Business Case (deferred)**

5.1.2 **Consumer Owned Renewal Energy (CORE) Program**

The CORE program had come to a natural end.

5.1.3

5.1.4

5.1.5

5.2 **Fuels**

5.2.1 **none**

5.3 **ICT**

5.3.1 **ICT Monthly Update**

The EDICT commented on his report and the upcoming process of seeking to contract for the administration of the Uni-Registry.

5.3.2 **Update on SMP exercise**

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



The EDICT presented information on determining Significant Market Power.

6. Chief Executive's Report

ACEO presented the highlights of his report, including the plan to implement performance management, and the delay in the selection of the CAPE.

7. Any Other Business

7.1 Service provider contract (vs consultant contracts)

The Board directed that contract templates provided by service providers are not to be used. The OfReg template was to be used.

7.2 OfReg credit card and credit limit for EDEU

The CEO post holder was issued an OfReg credit card for official business as was the EDICT and CFI.

Motion, FB and seconded by ML: that the EDEU is now authorized to obtain an OfReg Credit Card with a credit limit of \$5,000. CARRIED

7.3 Board Directives to Secretary (COO attendance and papers)

Motion, FB and seconded by RE: that the GC/S revise the document "Board Directives to Secretary" to include the attendance at Board Meetings of the COO, the access of the COO to the Board papers, and the creation of an Action Items Log. CARRIED.

The ACEO was directed to ensure the Action Items were completed.

8. Date of next meeting
14 February 2019


Chair

Date: 14/2/2019