

**Board of Directors Meeting of the
Utility Regulation and Competition Office (“OfReg”)
held on Thursday 10 August, 2017,
at its offices, 3rd Floor Alissta Towers
Meeting #12**

Present:

Dr the Hon Linford Pierson	Chairman
Mr Gregg Anderson	Deputy Chairman
Mr J Paul Morgan	CEO
Mr. Alee Fa’amoe	Deputy CEO
Mr Ronnie Dunn	Non-executive Director
Ms Melissa Lim	Non-executive Director
Mr Frank Balderamos	Non-executive Director
Mr Sonji Miles	Deputy Director ICT/Acting Secretary (DDICT)
Mr Echard McLaughlin	Administration Manager
Ms Joanne Conolly	Secretary

Apologies

Ms Alison Maxwell	Associate Counsel
Mr Louis Boucher	Executive Director Energy & Utilities (EDEU) (Acting)
Mr Duke Munroe	Chief Fuels Inspector/Dir Fuel Markets (CFI)

1. General

1.1 Approval of Agenda

- Chair moved to adopt an amended agenda based upon some deferred matters listed, which required more consideration by the Board, being: 1.5.2, 1.5.3, 1.5.4, 1.5.10, 1.5.11. Motion was seconded and carried.

1.2 Prayer

- JP provided the prayer before the meeting.

1.3 Welcome

- The Chair welcomed the Board and noted the new additions of Echard McLaughlin, and Joanne Conolly taking the minutes.

1.4 Minutes of Previous Meeting

1.4.1 Approval

- The Chair dealt first with approval of the previous minutes of the special meeting held (meeting #11 held 19 July 2017). Points of note during that discussion:
 - Draft lease agreement – now been accepted by landlord and today can be signed;

- Cyber security engagement with Deloitte. SM confirmed met with them through a workshop and feedback on the road map to come;
- Deloitte's engagement should be noted as 'Board has no objection to the appointment', not that it has approved the appointment;
- Legal Opinion sought from Dinner Martin on Public Authorities Law – the department has reverted to the QC with an expanded remit as his first Opinion submitted was too narrow. Currently awaiting that revised Opinion;
- Point #5 of the agenda erroneously had 6 July as next meeting date. This was corrected.

The minutes of the previous meeting were thereafter approved

- The Board looked at the next set of minutes of the general meeting (meeting #10 held on July 2017). Points of note:
 - The Chair pointed out that the presentation span during meetings needs to be shorter. 15-20 mins of presentation is adequate and then after the presentation questions can be asked, to avoid interruptions.
 - Point 1.5.1 Risk & Audit Committee - JP said the agenda item should be made clear to say there would be a conflict of interest for the recommendation of the audit committee. The Board should look at somebody else. The Chair suggested the Board give some thought to it. JP made the point that it does come with a stipend.
 - Healthcare can now come off the agenda as issues re merger and health insurance for employees had been sorted out.
 - GA noted consistency was required throughout Board minutes and as such, moved that designations rather than initials would be used to identify contributors. RD seconded and the motion was passed, to use designations going forward.

The minutes of the previous meeting were thereafter approved.

1.5 Board Matters

1.5.1 Appointment of Executive Director E&U

- GA was excused from the meeting while the Board discussed the decision around the appointment of the Executive Director E&U. The Chair and JP provided a brief background and asked for comments and approval on the appointment. All the Board were in favour. The appointment was carried, starting 1 September 2017. GA returned to the meeting, accepted the offer of appointment, and the Board proffered their congratulations upon his appointment.

1.5.2 Contractor / Consultancy Review

Deferred as agreed

1.5.3 OfReg roles & Responsibilities

Deferred as agreed

1.5.4 Board Charter

Deferred as agreed

1.5.5 Strategic Plan

- JP made comments on strategic plan and gave a presentation. This presentation covered the strategic focus for the next 5 years, 2017-2021 and is in Dropbox.
- FB asked how OfReg is seen as fitting in with government's priorities, like reducing crime. AF informed the Board that this would cover issues such as cyber security. He went on to confirm that OfReg is also working on the 911 upgrade system and explained the thinking behind having a public universal safety fund. There is focus to develop Emergency Notification Systems in place, for which SM is working out the protocols as it relates to OfReg facilitating licensees compliance with mandate to be agreed.
- ML asked whether OfReg intended to be represented at meetings held by Cayman Finance around 'block chain'. AF noted that a dialogue about this and other issue had been started in 2015 and as ML had been invited already it was left to ML and AF to work out details of an attendee at the meetings.

1.5.6 Providing for sustainable revenues for OfReg – Board Paper

- JP presented on the steps necessary for a robust and sustainable budget process necessary to support the needs of the Office as it relates to meeting its mandates. There followed some discussion on the budget for the remainder of the 2017 fiscal year.

1.5.7 Resolution to open accounts at CNB

- The Board discussed the draft resolution and clauses therein as necessary and appropriate for establishing an account with CNB. The Board subsequently agreed to review (by round robin) the account application form used by CNB which also included a draft resolution, with a view to agree on signoff.

1.5.8 Authentication of OfReg's official seal.

- The Board reviewed the official seal of the Office. It was approved and authenticated by the Board.

1.5.9 Proper use of OfReg's logo as approved on 16 January 2017.

- The Chair requested the Board comply with the approved logo, therefore promoting characteristic standardization across the department for business cards, correspondence etc. The use on Office

approved shirts being an exception, in that the logo colours may be altered to approved black or blue depending on shirt colour.

1.5.10 Gift Policy Approval

Deferred as agreed

1.5.11 Risk and Audit Committee

Deferred as agreed

2. Regulatory

2.1 ICT

2.1.1 Datalink – possible court actions.

- AF provided background in respect of the recent Determination re the ongoing pole attachments dispute. AF informed the Board that Datalink had submitted a letter before action in relation to seeking judicial review of the Office process in relation to the Determination. AF confirmed that the Office had engaged external counsel- Dinner Martin. The Chair asked to be kept updated in respect of the judicial review.

2.1.2 23(2) Notice – Changes & Consultation

- SM explained that these changes are made via gazette notice, after Consultation rather than changing the law, to adjust the type or price of licenses or relationships between different types of licenses and the procedure has not been updated since 2011. AF mentioned that in order for OfReg to take certain enforcement actions and update its licensing regime this licensing structure needs to be updated.

2.1.3 Type Approval Process – for final approval

- SM reminded the board of DE's (Manager of Infrastructure and Spectrum) presentation at a previous meeting for in which recommendations to improving the process and implementing a fee structure and gave a brief background of that presentation and the approval of the Board in principle. DE has since streamlined the process, creating online forms, which now also include the request for a fee. It is proposed to charge \$500 for 10 years approval.

Board approved launch of new process.

2.2 Energy and Utilities

2.2.1 Electricity

- JP confirmed there was nothing to report at this time.

2.2.2 Water

- JP relayed to the Board that the licence negotiations with Consolidated Water were ongoing and that satisfactory progress is being made. The

Water Authority has been cooperative and the transfer of information has so far been smooth.

2.3 Fuels

2.3.1 Sol Jackson Point Terminal Incident Brief

- A paper had been written by the Director of Fuel Markets and JP went through the incident review and confirmed DM was still investigating.

2.3.2 Operating Permits – Update

- Nothing to report.

2.3.3 Advisory Committees Updates

- Nothing to report.

3. Consumer Affairs

- Nothing to report.

4. Administration

4.1 HR Update

- EM confirmed that Joanne Conolly was on board as the new Executive Team Assistant. The position of general counsel has been re-advertised in the paper and will appear next week. The position for Analyst will have to be re-advertised.

4.2 Operations update

- EM confirmed that the terms of the lease for the new location have been accepted by the landlord and the lease is with the Board today to be signed. The Chair signed the lease.

The Chair also recommended that some consideration be given to conducting a feasibility study towards purchasing the space.

4.3 Finance Update

- JP confirmed the management accounts were accessible via the shared Board folder. The Chair commented this can be raised at the next meeting for discussion.

5. AOB

- JP requested that the Administration Manager be added as a signatory on the Butterfield Bank accounts, and the Board agreed.

6. Date of Next Meeting

- The date of the next meeting was set at Monday 11th September 2017, with an 11 am start time.

There being no other business the meeting was brought to a close.

**Action matters arising from the Board of Directors Meeting of the
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Arising from	Action	By	When
1.4.1	Awaiting revised Opinion from consultant counsel	AM	
1.4.1	Suggestions for new audit committee member	Board	
1.5.5	Agree attendance at Cayman Finance meetings	ML & AF	
1.5.6	Document in shared board folder to be read, and comments provided	Board	
1.5.7	Resolutions from CNB to be viewed, ideas shared (round robin)	Board	
1.5.9	Staff to receive business cards with correct colour logo	EM	
2.1.1	Request for judicial review to be looked at and Board updated	AF & legal team	
2.1.2	Public consultation paper to be rolled out	SM	
2.1.3	Type approval process to be rolled out	DE	
4.1	Legal Analyst's position to be re-advertised	EM	
4.2	Feasibility study to be done re purchase of building space vs leasing	RD & AF	
4.3	Management accounts to be gone through with Board	Board & Troy	
5	Administrator to be added as signatory on BOB accounts	EM & SM	



Chair, Board of Directors, OfReg

Board secretary (Acting)