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April 12, 2019

Mayor Ed Holder
The Corporation of the City of London
Office of the Mayor
300 Dufferin Avenue
London, Ontario N6A 4L9

Re: Appointments/Affirmations of London Hydro's Board of Directors

Dear Mayor Holder:

After five strong years of leadership, hard work and significant time commitment, Mohan Mathur, P.Eng., Ph.D., FCAE, has decided to relinquish the Board Chair responsibilities. Mohan has also elected to retire from the London Hydro Board after having served for over 13 years. Former Dean of Western Engineering, Mohan was instrumental in shaping the technology innovation culture and in nurturing the safety culture at London Hydro. All of us profoundly thank him for his contributions to the success of London Hydro and wish him the very best in the future. With Mohan's exit, we will lose engineering skills on the Board. Please note, the Board of London Hydro has elected Gabe Valente as Chair and Connie Graham as Vice Chair, effective March 1, 2019.

London Hydro has been a very successful corporation with excellent performance and sound financial returns. This is the result of a well-functioning, skilled and experienced Board which has over the years maintained a high standard of governance. The average tenure of the current Board members is about 7.7 years, much less than desirable; this is because of the two new appointments of Board members in 2016 and 2017. Ideally, it would be more appropriate to maintain an average tenure of 9 years or more for good governance of the corporation, especially a strictly regulated and yet competitive organization, like London Hydro. Also, with Mohan's exit our average tenure will decline to about 6 years.

Ex-Mohan, London Hydro has strong financial, business and strategic expertise in the current mix of its Board members; thus, it is necessary and appropriate to seek a new member with engineering skills to replace Mohan. Such a selection will again complete the required skill set for the corporation. It would be consistent with London Hydro's Shareholder Declaration, the Ontario Energy Board's draft Governance Guidelines as well as the Office of the Superintendent of Financial Institutions of Canada's requirements for a high performing Board to have all-round skills from engineering to finance to strategy. Therefore, please consider this letter as a request to City Council to elect a new Board member to replace Mohan for Class III, specifically with a candidate that has engineering skills. The remaining Board members in the various classes have all expressed interest to continue to serve on the Board of London Hydro.

The former Western Engineering Dean, Andy Hrymak, PhD, PEng., who is presently Western's Provost & Vice President (Academic), had previously applied to be a member of our Board in 2017 when Guy Holburn was the eventual appointee. Our understanding is that Andy is still willing to be nominated for the appointment to London Hydro's Board. Given Andy's engineering qualifications as well as our experience of having worked with him on many research projects during his tenure as Dean of Engineering, London Hydro strongly endorses his candidacy. We believe that Andy's experience and qualifications will strengthen the collective skills of the London Hydro Board.

With the noted vacancy for Mohan's replacement, we will separately prepare and submit the necessary shareholder resolution at the time of our Annual General Meeting regarding the following nominations for the various Classes of London Hydro's Board members for Council's consideration.

Class	Number of Board Members	Board Members	Skills/Competencies	Nomination for 2019
I	2	Jack Smit	Finance	Nominated
		Gabe Valente	Finance	Nominated
II	2	Guy Holburn	Business/Regulatory	Nominated
		Connie Graham	Strategy	Nominated
III	2	Marilyn Sinclair	IT & Business	Nominated
		Vacancy	Engineering	Vacant
IV	1	Michael van Holst	Community	Nominated

Sincerely,



Gabe Valente, Chair, Board of Directors
London Hydro Inc.

✓ c. Cathy Saunders, City Clerk, Corporation of the City of London