



**Board of Directors Meeting
Minutes – Approved**

DATE: Wednesday, August 15, 2018	TIME: 9:00am – 3:00pm
LOCATION: 4711 Yonge Street, Suite 408, Toronto Ontario	
Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Joyce Barretto (Secretary), Ken Kawall (Treasurer), David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Mary Shenstone, Nidhi Tandon	
Guests: John Armiento, Resource Recovery Policy Branch, MECP	
RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Sandra Montague, John Pinard, Geoff Rathbone, Mary Cummins (in her position as Acting Deputy Registrar in the Registrar's absence)	
Regrets: Pat Moran	
Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:00 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

None was declared.

2.0 CONSENT ITEMS

There was a discussion regarding recent correspondence, including requirements under the Tires Regulation, specifically that the definition of tires under the Regulation includes types of tires that are not included in the existing Ontario Tire Stewardship Used Tires Program. The CEO commented that the Authority's approach to administering the regulation is to ensure compliance in a manner that minimizes burden on registrants.

Motion: IT IS RESOLVED that the Board of Directors receive the following consent items:

2.1 Business Arising



- 2.2 Correspondence
- 2.3 Human Resources Committee Report Information Items
- 2.4 Finance Committee Report Information Items
- 2.5 Director of I&IT Report

It was duly Moved, Seconded and Carried.

3.0 Approval of Minutes

3.1 Minutes of June 21, 2018 Board Meeting

A correction to the draft June 21, 2018 minutes was noted.

Motion: IT IS RESOLVED that the Board of Directors approve the minutes of the June 21, 2018 Board meeting, as corrected.

It was duly Moved, Seconded and Carried.

4.0 Board Committee Reports

4.1 Human Resources Committee Report

a) Whistleblower Policy

The CEO presented an update to the Whistleblower Policy, originally approved by the Board in March 2017, noting that the revised Policy is more robust, reflects the growth of the organization and aligns with the Authority's recently approved Complaints Policy. A key change includes providing for multiple avenues that an individual can use to report a concern, now that a full executive team is in place.

There was a discussion of the proposed changes, including how the updated Policy applies to third parties such as independent contractors and vendors. The Board requested that the Policy be edited to use consistent language when referring to third party service providers.

It was noted that the Whistleblower Policy is an internal document for Board members and employees and that stakeholders and other members of the public are to use the Complaints Policy, which is publicly posted, to report concerns.

Director D. Brezer left the meeting at 9:28 a.m., before the motion was moved.

Motion:

Whereas the Human Resources Committee recommended to the Board that the revised Whistleblower Policy be approved;



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IT IS RESOLVED that the Board approve the revised Whistleblower Policy, subject to revisions as requested .

It was duly Moved, Seconded and Carried.

b) HR Policy Manual

The CEO presented proposed updates to the HR Policy Manual, which was last updated by the Board in February 2017. The main objective for the updates was to address new statutory obligations for the organization. The updates were also meant to engage staff and help ensure retention over time, with no significant financial impacts. There was discussion about a number of the proposed changes.

Consideration of the motion was deferred to allow discussion in-camera.

5.0 2019 – 2021 Budget and Business Plan

a) Finance Committee Report

a. Draft 2019 – 2021 Budget

The Finance Committee Chair presented the draft 2019 budget and 2020-2021 forecasts, which are to be provided to the Ministry for review and comment before final approval by the Board in September. The Finance Committee Chair noted the changes made to the draft budget from the previous version considered by the Board, in order to minimize expenses where possible without jeopardizing current and future activities required to deliver the Authority's mandate.

There was a discussion regarding the budget and forecasts, including the assumptions being made about the registration of obligated parties under future regulations under the RRCEA.

Motion:

Whereas the Finance Committee recommended to the Board that the revised draft 2019 Budget and the draft 2020 and 2021 Forecasts be approved;

IT IS RESOLVED that the Board approve the draft 2019 Budget and the draft 2020 and 2021 Forecasts for inclusion in the draft 2019 -2021 Business Plan to be submitted to the Ministry of Environment, Conservation and Parks for review and comment as provided for in the Transitional Operating Agreement.

It was duly Moved, Seconded and Carried.



b) Draft 2019 – 2021 Business Plan

The CEO presented the draft business plan proposed to be submitted to the Ministry for review and comment before final approval by the Board in September.

There was a discussion of the draft plan. Suggestions were made about the performance objectives, the introduction to the report, and the use of additional visuals.

Motion:

Whereas RPRA is obligated under the *Resource Recovery and Circular Economy Act, 2016* to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve its strategic objectives; and,

Whereas the Operating Agreement requires that a draft Business Plan be submitted for the Ministry's review 4 weeks prior to final approval by the Board;

IT IS RESOLVED that the Draft 2019 – 2021 Business Plan is approved for submission to the Ministry of the Environment, Conservation and Parks for review.

It was duly Moved, Seconded and Carried.

6.0 Director of Transition Report

a) General Update

The Director of Transition provided the Board with an update.

Conflict of Interest Related to Wind up Plans

The Director of Transition presented a summary of OES's proposal to address real, potential, and apparent conflicts of interest in the preparation and implementation of its wind-up plan. The proposal has been developed with input from Authority staff and an external governance consultant. There was a discussion about the proposed plan, including the nature of the potential conflicts, the content of OES's code of conduct, and the views of stakeholders. It was noted that components of the conflict of interest plan would be consulted on when OES consults on its wind-up plan.

The Director of Transition also presented a summary of the Authority's initial discussions and proposed next steps with Stewardship Ontario about how it will address real, potential, or apparent conflicts of interest in the development and implementation of the wind-up plan for the Municipal Hazardous or Special Waste Program.



2019 Blue Box Program Steward Obligation

The Director of Transition updated the Board on the calculations for the 2019 blue box steward obligation completed by staff using the methodology approved by the Board in June 2018. The Director of Transition informed the Board that the 2019 Steward Obligation is approximately 1.2% higher than the 2018 obligation. There was a discussion regarding the calculation, views expressed by Stewardship Ontario and the Association of Municipalities of Ontario and City of Toronto, and the future of the Blue Box Program Plan.

b) OTS – Adjustment of Fee Elimination Period

The Director of Transition provided an update on the OTS Wind Up Plan (WUP) and discussions between Authority staff and OTS about the fee elimination date scheduled for October 1, 2018.

OTS provided the Authority with a revised financial forecast for the remainder of 2018 and after program wind-up in 2019. Depending on the assumptions applied, the revised forecast raises questions about cash flow. Authority staff and OTS are in discussions about whether the fee elimination date requires adjustment.

There was a discussion regarding options for maintaining or adjusting the fee elimination date, given the Board's desire to minimize any surplus when OTS is finally wound up.

Motion:

Whereas the Board approved the OTS Wind Up Plan on March 22, 2018, which includes the Fee Elimination date of October 1, 2018;

Whereas there is a requirement to notify stewards at least 30 days in advance of a change to fees including a Fee Elimination;

Whereas the decision of whether an October 1, 2018 Fee Elimination will be delayed or cancelled must be made on or before August 31, 2018;

IT IS RESOLVED that the CEO is authorized to proceed under either of the following conditions:

1. To confirm the October 1, 2018 Fee Elimination in the event that the CEO and the OTS Administrator are in agreement that the Fee Elimination date should continue to be October 1, 2018; or
2. To delay the October 1, 2018 Fee Elimination in the event that the CEO and the OTS Administrator are in agreement that the Fee Elimination date should be moved from October 1 to November 1 or December 1; and

IT IS FURTHER RESOLVED that, in the event that the CEO and the OTS Administrator do not reach agreement as set out above, or in the event that the CEO and the OTS Administrator are in agreement that the Fee Elimination date should be cancelled, a special Board meeting be convened prior to August 31, 2018 to consider the Fee Elimination date.



It was duly Moved, Seconded and Carried.

7.0 Registrar Report

Mary Cummins, the newly appointed Deputy Registrar, presented the report in the absence of the Registrar.

The Deputy Registrar provided a status report regarding registrations under the Tires Regulation and outreach plans for tire producers and service providers. The outreach includes contacting by phone all of OTS's registered stewards to ensure they are aware of the registration requirements under the Tires Regulation.

There was a discussion regarding the outreach activities and other communications strategies. The Board Chair requested that updates be provided prior to and following the August 31, 2018 deadline for producer registration.

8.0 CEO Report and Attestation

The CEO presented his status report and attestation of compliance for the period April 1, 2018 to June 30, 2018. The CEO answered questions regarding the compliance attestation.

A question was asked about the expiry of terms for two elected directors as of November 1, 2018. The Board Chair commented that this issue is being considered by the Governance Committee at their September 7 meeting and a recommendation will be brought to the September Board meeting.

9.0 Other Business

The Finance Committee Chair inquired about the updated Registry budget, as outlined in the Director of I&IT Report.

The Director of I&IT reported that Authority staff have been working with the vendor for Registry development to separate the Registry budget into projects by program. There was a discussion about the updated budget, future development work, and next steps once the Registry for tires is completed.

Director D. Brezer rejoined the meeting at 12:13 p.m.

10.0 In Camera Session

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.



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Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

11.0 Adjournment

The meeting was adjourned at 2:45 p.m.

Glenda Gies

Joyce Barretto

Chair

Corporate Secretary

