



**Board of Directors Meeting
Minutes – Approved**

| | |
|---|------------------------------------|
| DATE: Friday, August 16, 2019 | TIME: 9:00 a.m. – 4:10 p.m. |
| TELECONFERENCE: Toll free dial-in number: 1-877-394-5901 Local dial-in number: 416-548-6023 Conference ID:3476387 Moderator: RPRA | |
| Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kwall (Treasurer), Joyce Barretto, David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma Guest: Krista Friesen, Resource Recovery Policy Branch, MECP Regrets: Nidhi Tandon RPRA: Frank Denton, Noah Gitterman, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone 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

No conflicts were declared.

2.0 Board In Camera Session 9:01am

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.



Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

3.0 Board Chair Report

The Chair presented her report, which included an overview of the appointment of new Minister's Office staff as well as noteworthy events and circular economy initiatives.

Part two of the Chairs report proposed generative discussion topics for the remainder of 2019 and a list of potential topics for 2020. There was a discussion about the value of Board education, as well as expenditures to date on whole board educational opportunities, including facility tours.

The Board agreed that facility tours are important educational opportunities for Board members, and that additional tours in 2019 should be deferred pending preparation of an estimated budget.

4.0 CEO Report

The CEO presented his report, which included updates on:

- stakeholder engagement activities, including the most recent Industry Advisory Group meeting and the status of the stakeholder survey being conducted by Modus
- areas that the executive team are currently focusing on, which include business planning, overseeing the preparation of wind up plans, and Registry development planning
- internal staff activities

The CEO also provided a verbal update on the Minister's Blue Box Program wind up letter, and the implications for the Authority's business planning.

The Board discussed the CEO's report.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of June 27, 2019 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Correspondence
 - 5.4 Human Resources Committee Report Information Item
 - a) Minutes of April 8, 2019 Meeting



- 5.5 Finance and Technology Committee Report Information Item
 - a) Minutes of June 17, 2019 Meeting
 - b) Update on Financing
- 5.6 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of June 19, 2019 Meeting
 - b) Director of Transition Committee Report

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Human Resources Committee Report

- a) HR Strategy for 2020 – 2022 Business Plan

The Chair of the Human Resources Committee presented a report on the Committee's discussion about the Human Resources Strategy for the 2020 – 2022 Business Plan. The focus of the Committee's discussion was on staffing assumptions and staffing numbers, as well as succession planning and compensation policies. The Committee also discussed risks associated with the HR strategy, including uncertainties around Ministry regulatory initiatives and implications on organizational culture. It was recommended that these risks be included in the Enterprise Risk Management discussion at the next scheduled Audit and Risk Committee meeting.

The Board discussed the Committee report, including how to ensure that the Authority is able to recruit talented and diverse candidates.

The Committee Chair informed the Board that the Committee plans to consider performance metrics for the HR strategy as well as a diversity and inclusion action plan at a future Committee meeting.

6.2 Finance and Technology Committee Report

- a) Draft 2020 Budget and 2021 – 2022 Forecast Assumptions

The Chair of the Finance and Technology Committee presented a summary of the Committee's deliberations on the draft 2020 Budget and 2021 – 2022 Forecast Assumptions. The Committee discussed key assumptions and risks, including changes in assumptions from those presented to the Board on June 27, 2019, the reasons for changes in budgeted expenses compared to the 2019 forecast, and a communications strategy to support posting of the Business Plan which will include the budget and forecasts.



b) Director, I&IT Report

The Chair of the Finance and Technology Committee informed the Board that the Director of I&IT had provided an overview of Registry development to date to the Committee.

The Director of I&IT then presented his Registry report. He noted that the purpose of the report was to clarify what Registry development work had already been completed and, of that work, the elements that will be reused to build the Registry for future regulations.

There was a discussion regarding the estimated amounts for future Registry build costs, associated amortization costs, and developing in-house expertise for Registry managed services and development work.

A question was asked about whether producers will have to sign in separately for each regulated material. The Director of I&IT responded that a single sign-on approach is being implemented, to reduce administrative burden when a producer has registration obligations for multiple materials. It was also discussed that Registry development costs for new materials could not be forecast until regulations are finalized by government. It was discussed that diligent project management and user testing will continue to be important aspects of ensuring successful and cost-effective Registry development.

6.3 WDTA Transition and Oversight Committee Report

a) WEEE Wind Up Plan Approval

The Chair of the WDTA Transition and Oversight Committee presented the Committee's report to the Board on the WEEE Wind Up Plan, noting that OES revised and resubmitted their Plan after the Minister extended the wind up date.

The Board discussed the conditions of approval.

Motion:

BE IT RESOLVED that the Board approve the OES Wind-up Plan with the following conditions:

1. The OES Wind-up Plan shall be updated by OES as required to address operational and implementation issues and as directed by Authority staff.
2. OES shall provide any information identified by Authority staff that is required to assist the Authority in performing its duties under the *Waste Diversion Transition Act, 2016*, pursuant to s. 31 of that Act.
3. OES shall arrange for an independent auditor, who is licensed or holds a certificate of authorization under the *Public Accounting Act, 2004*, to perform an audit satisfactory to the



Authority to assess whether OES intellectual property and any other OES assets were fairly used by or transferred to EPRA.

4. OES shall develop and implement a detailed data management plan acceptable to Authority staff with the objective of ensuring data security and ensuring that data are solely used by OES for the purpose of implementing the approved Wind-up Plan. OES shall submit a draft plan to the Authority within 75 days of the Authority's approval of the OES Wind-up Plan.
5. Regarding OES compliance activities relating to service providers, OES is directed to:
 - a. Develop and implement a compliance guideline acceptable to Authority staff, to ensure consistency and transparency in OES compliance decision-making.
 - b. Submit to the Authority a copy of each rejection, default or suspension notice and the related written justification for the action within 5 business days of issuance.
 - c. Inform the Authority of any generator pairing request that is not accepted or approved within 45 days of the request being submitted to OES, including the details of the request and the status of the request assessment.
 - d. Provide the Authority with advance notice of scheduled site inspections, reviews, and audits.
6. OES shall provide clear and transparent communications to the public and affected stakeholders and collaborate closely with the Authority to coordinate communications to stakeholders relating to the WEEE Program wind-up, under the direction of the Wind-Up Manager.
7. Regarding OES's recommendation that remaining residual funds after program wind-up be transferred to the Authority to offset Registry-related expenses, OES shall cooperate with the Authority in consulting with stakeholders on additional details about the transfer and how the funds will be used.

It was duly Moved, Seconded and Carried.

- b) 2018 Blue Box Datacall Highlights and 2020 Steward Obligation

The Chair of the WDTA Transition and Oversight Committee provided an update to the Board on the 2018 Blue Box Datacall preliminary results regarding the performance of the Program, and preliminary results from applying the methodology to calculate the 2020 Steward Obligation.

It was noted that the Committee discussed the preliminary results and staff's proposal to conduct further analysis of the data and methodology. Staff will report back to the Committee and the Board in September.



7.0 Draft 2020 – 2022 Business Plan

The CEO presented the draft 2020-2022 Business Plan for consideration prior to submission to the Ministry for review as required by the Authority's operating agreement with the Ministry.

The Board discussed the key elements of the business plan that explain the underlying assumptions, the activities required to deliver the Authority's mandate and implement direction from the Minister, and how the Authority can undertake those activities in a cost-effective manner.

There was a discussion about the Transition Team and its potential evolving role as programs and IFOs wind up and additional materials are regulated under the RRCEA. The Team's future responsibilities were considered.

The Chair of the Finance and Technology Committee informed the Board that, moving forward, the Committee proposes to review the business plan narrative at the same time as reviewing the budget and forecasts. The Board agreed with this approach.

Motion:

Whereas RPRA is obligated under the Acts to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve the strategic objectives; and,

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

BE IT RESOLVED that the Draft 2020 – 2022 Business Plan, as updated by staff, is approved for submission to the Ministry of the Environment, Conservation and Parks for review.

It was duly Moved, Seconded and Carried.

8.0 Registrar Report

The Registrar presented his report to the Board, highlighting the following items:

- Registry implementation, including user acceptance testing for the Communications Management System functionality, progress on the procurement for an accounting solution to integrate with the Registry, and planning for a Batteries Registry to meet the government's wind up deadlines;
- Recruitment of compliance staff; and
- Compliance plans relating to tire producers' obligations to implement a compliant tire collection system, tire producers that have not met the registration requirements, and tire producers that have failed to register.



RPRA

Resource Productivity
& Recovery Authority

A question was asked about registrants' experience with the Registry system. It was discussed that producers generally report that once they are signed in, the registration and reporting process is efficient.

It was discussed that, once the regulations are final, the compliance team will need to undertake communications with batteries and electronics producers and service providers to help them comply with their obligations.

9.0 Other Business

No other business items were raised.

10.0 Generative Discussion: Fee Setting Principles

The Director of Transition gave a presentation on the Authority's Fee Setting Policy and Methodology.

Board members asked questions about various aspects of the fee setting process, particularly in the context of fee setting for multiple materials designated under the RRCEA.

11.0 In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

12.0 Adjournment

The meeting was adjourned at 4:10 p.m.

Glenda Gies

Mary Shenstone

Chair

Corporate Secretary

