



**Board of Directors Meeting
Minutes – Approved**

DATE: Friday, December 13, 2019	TIME: 9:00 a.m. – 3:58 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 Kawall (Treasurer), David Brezer, Saqib Cheema, Robert Poirier, Rajesh Sharma Regrets: Andrea Nemtin Guests: John Armiento, Resource Recovery Policy Branch, MECP Charlie Graves and Terry Rawlings, Modus Research for Item 9.1 RPRA: Frank Denton, Noah Gitterman, Wilson Lee, 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

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 suggestions relating to Board education and an overview of resource recovery initiatives.

There was a discussion about Board generative discussion and education topics for 2020. A number of topics were suggested.

The Board discussed scheduling a strategy meeting in January 2020. The CEO, Chair and Vice-Chair will develop an agenda for the meeting.

4.0 CEO Report

The CEO presented his report, which included an update on Bills 130 and 159 as well as an update on meetings with stakeholders.

5.0 Registrar Quarterly Report

The Registrar presented his report highlighting progress on Registry implementation and a summary report on the number of inspection and compliance cases since June 2019.

The Registrar discussed delivery risks in 2020 with multiple overlapping Registry projects and the implementation of two new RRCEA regulations to align with the WDTA program wind up dates. The Board discussed what could be done to mitigate risk and the need for a robust communications plan for new registrants.

6.0 Consent Items

A question was asked about the Audit and Risk Committee Meeting minutes from September 9, 2019 regarding the role of the Board Chair and Finance and Technology Committee Chair in the Business Continuity Plan.

The Director of I&IT informed the Board that he will present a finalized Business Continuity Plan in 2020 to both the Finance and Technology Committee as well as the Audit and Risk Committee. He commented that the Plan will set out roles and responsibilities for Board members and he will schedule business continuity practice runs when appropriate.



RPRA

Resource Productivity
& Recovery Authority

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of November 29, 2019 Board Meeting

2. That the Board receive the remaining consent items:
 - 6.2 Business Arising

 - 6.3 Audit and Risk Committee Report Information Item
 - a) Minutes of September 9, 2019 Meeting
 - b) Strengthening Enterprise Risk Management Update
 - c) Annual Policy Review
 - d) Audit and Risk Committee Self-Evaluation

 - 6.4 Finance and Technology Committee Report Information Items
 - a) Minutes of September 9, 2019 Meeting
 - b) Minutes of October 30, 2019 Meeting
 - c) Q3. 2019 Review Board Remuneration and Board/CEO Expense Claims
 - d) Q3. 2019 YTD/Variance Analysis
 - e) Q3. 2019 Registry Expenditure Report
 - f) Financial Compliance Review
 - g) Annual Report on Services Procured through Contracts
 - h) Data Security and 2020 Information & Information Technology Plan
 - i) Regulation and Registry Build Update
 - j) Finance and Technology Committee Self-Evaluation

 - 6.5 Governance Committee Report Information Item
 - a) Minutes of September 4, 2019 Meeting
 - b) Review Risk-based Compliance and Enforcement Framework
 - c) Governance Committee Self-Evaluation

 - 6.6 Human Resources Committee Report Information Item
 - a) Minutes of August 1, 2019 Meeting
 - b) Report on Compliance Officer Continuous Learning
 - c) Human Resources Committee Self-Evaluation

 - 6.7 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of October 7, 2019 Meeting
 - b) Director of Transition Report
 - c) WDTA Transition and Oversight Committee Self-Evaluation

It was duly Moved, Seconded and Carried.



7.0 Board Committee Reports

7.1 Audit and Risk Committee Report

a) Review of 2019 Audit Plan

The Chair of the Audit and Risk Committee provided an update on plans for the 2019 audit. The Chair informed the Board that Chaplin & Company, the auditor appointed by the Board, attended the Audit and Risk Committee meeting held on November 28, 2019 to review the following documents:

1. Engagement Letter
2. Audit Planning letter and questionnaire
3. Bank Confirmation

Motion

Whereas the Board appointed Chaplin & Company as the Authority's auditor at the May 16th, 2019 annual meeting;

IT IS RESOLVED that the Board approve the execution of the Engagement letter for the 2019 audit.

It was duly Moved, Seconded and Carried.

7.2 Governance Committee Report

The Chair of the Governance Committee informed the Board that item a), relating to implementation of governance review outcomes, was not discussed at the December 2, 2019 Committee meeting and is coming directly to the Board for discussion.

a) Implementation of Governance Review Outcomes

The Chair of the Governance Committee commented that the final report on Implementation of the Governance Review Outcomes will be part of the CEO's 2019 performance review.

b) Committee Charter Review

The Chair of the Governance Committee provided an update on the Committee Charter Review. He reminded the Board that each Committee reviews their Charter annually. He commented that due to the timing of meetings, the Human Resources Committee and the WDTA Transition and Oversight Committee met after the Governance committee meeting, so any proposed changes to those Committee Charters will come directly to the Board.

The Chair presented proposed changes to the Finance and Technology Committee Charter to better reflect the Committee's activities. The Board discussed the changes.



Motion

BE IT RESOLVED that the proposed changes to the Committee Charters are approved.

It was duly Moved, Seconded and Carried.

c) 2020 Board Workplan

The Board discussed the draft 2020 Board and Committee Workplan. The Chair of the Finance and Technology Committee stated his Committee's workplan had not yet been finalized and would need to be revised to adjust the timing of some activities.

There was a discussion that Committees would be responsible for approving their respective workplans, and the Board would approve its own workplan.

Motion

BE IT RESOLVED that the Board's 2020 workplan is approved.

It was duly Moved, Seconded and Carried.

d) Annual Policy and By-Law Review

The Chair of the Governance Committee provided an update on the annual review of the by-laws and policies that the Governance Committee is responsible for reviewing. He explained that the Committee recommends changes to the Governance Charter and the Access and Privacy Code. The changes to the Governance Charter are to clarify the Board Chair's role as ex-officio member of Board Committees. The changes to the Access and Privacy Code are to provide more clarity to registrants about what information is made public on the Registry. It was noted that under the Authority's Operating Agreement with the Ministry, proposed changes to the Access and Privacy Code must be reviewed by the Ministry before final approval by the Board.

The Board discussed the changes.

Motion

BE IT RESOLVED that the proposed changes to the Governance Charter are approved.

BE IT RESOLVED that the proposed changes to the Access and Privacy Code be submitted to the Ministry of the Environment, Conservation and Parks for review.

It was duly Moved, Seconded and Carried.



7.3 Human Resources Committee Report

a) Committee Charter Review

The Chair of the Human Resources Committee provided an update on the Committee review of its Charter. He explained a number of proposed changes to the Charter to better reflect the Committee's current activities. The Board discussed the changes.

Motion

BE IT RESOLVED that the proposed changes to the Human Resources Committee Charter are approved.

It was duly Moved, Seconded and Carried.

b) HR Performance Report

The Chair of the Human Resources Committee informed the Board that the HR Performance Report is still in development and that staff will provide an update on recruitment, staff survey results, HR metrics and HR policies at the next Committee meeting.

7.4 WDTA Transition and Oversight Committee Report

a) MHSW Wind-Up Plan

The Chair reported that a request had recently been received from the Ministry asking that the Board defer consideration of the MHSW Wind-Up Plan.

The CEO reported that the Ministry had advised that the Authority may receive further Minister's direction clarifying previous direction with respect to the treatment of residual funds in the MHSW Wind-Up Plan. It was proposed that a special Board meeting be convened to consider approval of the MHSW Wind-Up Plan if and when further direction from the Minister is received.

Members inquired about the implications for Stewardship Ontario of a delay in the Authority's decision with respect to the MHSW Wind-Up Plan. Staff noted that these implications are being discussed with Stewardship Ontario staff.

Staff reported that the MHSW Wind-Up Plan has been revised based on comments received from stakeholders during the Authority's consultation process and summarized the key revisions.

A member inquired about implications of the proposed transfer of the Orange Drop website to the Authority. Staff undertook to report back.



The MHSW Wind-Up Plan proposal to set aside funds to contribute to the eventual wind up of the Stewardship Ontario corporation was considered, including the proposed value, the manner in which it would be presented on the audited financial statements and the distribution of any portion remaining upon corporate wind up.

The Board agreed to defer consideration of approval of the MHSW Wind-Up Plan.

8.0 Other Business

No new business was brought forward for discussion

9.0 In Camera Discussion with Staff

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.

10.0 Adjournment

The meeting was adjourned at 3:58 p.m.

Glenda Gies

Mary Shenstone

Chair

Corporate Secretary