



**Board of Directors Meeting
Minutes – Approved**

DATE: Wednesday, February 19, 2020	TIME: 7:58 a.m. – 2:14 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), Andrea Nemtin, Robert Poirier, Rajesh Sharma Regrets: David Brezer, Saqib Cheema Guests: Charles O'Hara Resource Recovery Policy Branch, MECP RPRA: Frank Denton, 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 7:58 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 a report back on Generative Discussion and Board Education topics. A proposal was brought forward for four education topics to be addressed in 2020.

4.0 CEO Report

The CEO presented his report, which included an update on the potential release dates for the Batteries Regulation and EEE Regulation, as well as stakeholder engagement and staff updates.

There was a discussion about the Industry Advisory Group (IAG) and Corporate Dashboard.

5.0 Registrar Report

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

Questions were asked about the Batteries Regulation timeline and managing the registration process.

In response to a question about how compliance guidance material related to the new regulations would assist producers, the Registrar noted that communication material is being developed with several compliance-focused messages.

6.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of the December 13, 2019 Board Meeting
 - Minutes of the December 27, 2019 Board Meeting
2. That the Board receive the remaining consent items:
 - 6.2 Business Arising
 - 6.3 Correspondence
 - 6.4 Finance and Technology Committee Report Information Items
 - a) Minutes of November 21, 2019 Meeting



- 6.5 Governance Committee Report Information Item
 - a) Minutes of December 2, 2019 Meeting

- 6.6 Human Resources Committee Report Information Item
 - a) Minutes of the December 5, 2019 Meeting
 - b) HR Performance Update

- 6.7 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of December 6, 2019 Meeting
 - b) Director of Transition Report

It was duly Moved, Seconded and Carried.

7.0 Board Committee Reports Part 1

7.1 Governance Committee Report

- a) Registrar's Reporting Protocol

The Governance Committee Chair presented the proposed Registrar's Reporting Protocol. He informed the Board that this is a living document that sets out the expectations of the Board and the Registrar as it relates to reporting on the compliance function.

Motion

The Registrar's Protocol is an acceptable basis for reporting by the Registrar to the Board that appropriately acknowledges both the oversight role of the Board and the independence of the Registrar in fulfilling the Registrar's statutory duties.

It was duly Moved, Seconded and Carried.

7.2 Human Resources Committee Report

- a) Options for HR Metrics

The CEO informed the Board that in 2019 the Human Resources Committee requested that senior management track HR metrics. In response to that request staff have proposed several HR metrics for 2020. At the Committee meeting there was a discussion around diversity and other metrics that could be considered.



8.0 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.

9.0 Board Committee Reports Part 2

9.1 Finance and Technology Committee Report

a) Registry Report

The Finance and Technology Committee Chair informed the Board that the purpose of the Registry Report was to provide an update on the timeline for the various Registry projects as well as the proposed Project Governance Framework.

The Finance and Technology Committee Chair commented that the Project Governance Framework will help ensure that the Board understands its role and the approach to be used by staff to manage parallel projects with potentially different vendors.

The Board noted senior management's recommendation to have Mr. Kawall participate on the Steering Committee as a subject matter expert. Mr. Kawall declared a conflict of interest and excused himself from the discussion. With Mr. Kawall absent, the Board discussed Mr. Kawall's I.T. expertise and sought clarification about his role. Mr. Kawall returned to the meeting. The Board Chair informed Mr. Kawall that the Board supported his participation on the Steering Committee.

b) Committee Performance Review

The Finance and Technology Committee Chair informed the Board that the Committee completed all of its responsibilities for 2019.

c) 2020 Committee Workplan

The Finance and Technology Committee Chair informed the Members that, following the November 21, 2019 Committee Meeting, a request was made for staff to revise the 2020 workplan. Following that meeting, staff reviewed the workplan and shifted a number of agenda items from Q4 to Q3.



d) Policy Review

The Finance and Technology Committee Chair reported that, as part of the annual policy review cycle, four policies were being brought forward for approval including a new Investment Policy. He noted that a number of specific changes were made to the Business Expense Policy including changing the name of the policy.

i. Financial Management and Controls Policy

The Board discussed the Policy and sought clarification on the expense allocation reference table.

ii. Business Expense Policy

The Director of Finance and Administration informed the Board that the name of the Policy was being changed to align with the OPS directive regarding expenses.

A suggestion was made to revise some language for clarity.

iii. Procurement Policy

A question was asked about the reference in the Policy to social and governance considerations, and what implications it would have in evaluating a RFP/RFQ.

iv. Investment Policy

The Finance and Technology Committee Chair informed the Board Members that this was a new Policy for the Authority.

The Board discussed the Policy and suggested minor amendments.

Motion

IT IS RESOLVED that the Board approve the proposed Investment Policy, and the proposed updates to the Financial Management and Controls Policy, the Procurement Policy and the Travel, Meal and Hospitality Expenses Policy with the suggested revisions.

It was duly Moved, Seconded and Carried.



9.2 WDTA Transition and Oversight Committee Report

a) MHSW Wind Up Plan Residual Funds Addendum

The Director of Transition reminded the Board that on December 27, 2019 the Board approved the MHSW Wind-Up Plan with the exception of the plan for the residual funds. He noted that Stewardship Ontario revised the MHSW Wind-Up Plan to include an addendum for the residual funds based on the Minister's updated direction regarding residual funds, which was consulted on by Stewardship Ontario and then by RPRA.

Motion

Be it resolved that the Board approve the MHSW Wind-Up Plan: Residual Funds Addendum without conditions.

It was duly Moved, Seconded and Carried.

b) Revisions to IFO Wind Up Guide

The Director of Transition commented that the IFO Wind Up Guide was created to assist IFOs in preparing their wind up plans. The current guide was last revised in May 2018. Further updates are being proposed to provide clarity around the use of surplus funds and management of data particularly around identification and security.

Motion

IT IS RESOLVED that the Board approve the amendments to the Wind-Up Guide.

It was duly Moved, Seconded and Carried.

10. Mission Statement Follow-Up

The CEO informed the Board as a follow up to the January Strategy Session that senior management plans to meet with staff to discuss proposed changes to the Mission Statement.

He noted that the Director of Communication will lead the discussion and that the outcome of this discussion will be brought to the Board in May.

The Board provided general feedback regarding the proposed options.



11.0 Other Business

No new business was brought forward for discussion

The Board Chair asked Members if there was a need for an in camera session. Hearing none, the meeting was adjourned.

12.0 Adjournment

The meeting was adjourned at 2:14 p.m.

Glenda Gies

Chair

Mary Shenstone

Corporate Secretary