

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE: Wednesday, August 12, 2020</b>	<b>TIME: 9:01 a.m. – 2:16 p.m.</b>
<b>Meeting conducted online</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Christine Bomé, David Brezer, Saqib Cheema, Andrea Nemtin, Rajesh Sharma</p> <p><b>Guests:</b> John Armiento, Resource Recovery Policy Branch, MECP Michael Loeters, Prolink Insure [Agenda item 8.0]</p> <p><b>RPRA:</b> Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone</p> <p><b>Board Secretariat:</b> Andrea Abraham</p>	

**1.0 Call to Order**

With a quorum present, the meeting was called to order at 9:01 a.m.

**1.1 Adoption of the Agenda**

**Motion:** To adopt the meeting agenda as amended.

**It was duly Moved, Seconded and Carried.**

**1.2 Declaration of Real, Potential or Apparent Conflict of Interest**

No conflicts 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 CEO Report**

The CEO presented his report, which focused on staff engagement and the organization's approach to working from home during the COVID-19 pandemic, ministry updates, and stakeholder engagement. The Board discussed stakeholder engagement approaches.

### **4.0 Registrar Report**

The Registrar presented his report, highlighting registrant outreach and information about Registry costs and compliance team headcount.

There was a discussion about how to address producers that must register across multiple programs, the implementation of the new Batteries program, and how to show the efficiency and value of the Authority's compliance operations.

### **5.0 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 5.1 Minutes of the July 22, 2020 Board Meeting
2. That the Board receive the remaining consent items:
  - 5.2 Business Arising
  - 5.3 Finance and Technology Committee Report Information Item
    - a) Minutes of the June 10, 2020 Meeting
    - b) Report on Banking and Investment arrangements of the Authority
  - 5.4 Human Resources Committee Report Information Item
    - a) Minutes of May 7, 2020 Meeting
  - 5.5 WDTA Transition and Oversight Committee Report Information Item
    - a) Minutes of the July 14, 2020 Meeting
    - b) Director of Transition Report

**It was duly Moved, Seconded and Carried.**

### **6.0 Board Committee Reports**

#### **6.1 Human Resources Committee Chair Report**

- a) HR Strategy for the 2021-2023 Business Plan

The Human Resources Committee Chair presented the HR Strategy for the 2021-203 Business plan.

There was a discussion regarding COVID-19 health and safety and also impacts on the organization relating to employees continuing to work from home.

There was a discussion about staffing assumptions, compensation approaches, diversity and inclusion, and training for employees over the planning period.

## **6.2 Finance and Technology Committee Report**

### **a) COVID-19 Update**

The CEO presented his update. The CEO commented that there were no substantial changes since the last report.

### **b) 2021 Business Plan, Budget and Forecasts and the 2021 Draft Business Plan**

The Finance and Technology Committee Chair informed the Board that the Committee reviewed the draft business plan, reviewed the assumptions presented by Management, and recommended that the draft plan be submitted to the Ministry for review.

There was a discussion regarding the draft plan, including how to show the Authority's cost effectiveness, headcount changes over the planning period, and compensation assumptions. The Board supported sending the draft 2021 Business Plan to the Ministry.

### **c) Canada Emergency Wage Subsidy (CEWS)**

The CEO presented management's report on the Canada Emergency Wage Subsidy (CEWS) program. The Board discussed the report.

### **d) Modifications of MHSW Sub-Allocations**

The Director of Transition presented the staff report on modifications to the cost allocation methodology for MHSW programs, and the Committee's recommendation. The Board discussed the impact of the proposed modification and supported the Committee's recommendation.

### **Motion:**

BE IT RESOLVED that the Board approves the revised WDTA cost allocation methodology for MHSW program operators with respect to the sub-allocation of shared costs among MHSW program operators,

to better reflect the allocation of wind-up costs to Stewardship Ontario's MHSW program, effective as of the January 2020 invoice period.

**It was duly Moved, Seconded and Carried.**

### **6.3 Governance Committee Report**

#### a) In Camera Meeting Practices

The Governance Committee Chair informed the Board that the Committee reviewed the Governance Charter as it relates to in camera meetings and discussed whether current practices should be updated. The Committee agreed that further discussion was required and would bring a report back to the Board in September.

### **6.4 WDTA Transition and Oversight Committee Report**

#### a) Proposed 2020 and 2021 Steward Obligation Methodology and total 2020 Steward Obligation

The Committee Chair informed the Board that Committee Members met with delegates from AMO/City of Toronto and Stewardship Ontario on the 2020 and 2021 steward obligations. The Committee Chair summarized the Committee's discussion for the Board. It was noted that staff plan to present a final recommendation for the Committee's and Board's consideration in September.

### **6.5 2020 Registry Fees Update**

The Director of Transition provided an update on the consultation process, stakeholder feedback and next steps. It was noted that the timing for a final decision on 2020 Registry fees depends in part on the government's finalization of the anticipated Electrical and Electronic Equipment Regulation.

### **7.0 Other Business**

No new business was brought forward for discussion.

### **8.0 D&O Insurance Presentation**

Invited guest Michael Loeters from ProLink, the organization's insurance broker, provided an overview of Directors and Officers Liability coverage, with a focus on emerging risks to the organization related to COVID-19.

### **9.0 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.**

**10.0 Adjournment**

The meeting was adjourned at 2:16 p.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary