

**Board of Directors Meeting
Minutes – Approved**

DATE: Tuesday, September 22, 2020	TIME: 9:01 a.m. – 4:25 p.m.
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Christine Bomé, David Brezer, Saqib Cheema, Andrea Nemtin, Rajesh Sharma</p> <p>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone</p> <p>Board Secretariat: 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 employee work-from-home arrangements during the COVID-19 pandemic, ministry updates and stakeholder engagement.

4.0 Registrar Report

The Registrar presented his report, highlighting the RFP process and development of requirements for the Hazardous Waste Registry development project and the Batteries and EEE Registry development project.

There was a discussion about compliance initiatives including, but not limited to, free-riders. Discussion also ensued on communications strategies that could be used to inform regulated entities about the Authority's compliance program and outcomes.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of the August 12, 2020 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Correspondence
 - 5.4 Audit and Risk Committee Report Information Item
 - a) Minutes of the July 10, 2020 Meeting
 - b) Business Continuity Plan Update
 - c) Report on Reserves
 - 5.5 Finance and Technology Committee Report Information Item
 - a) Minutes of the August 4, 2020 Meeting
 - b) Q2. 2020 Review Board remuneration and Board/CEO expense claims
 - c) Q2. 2020 YTD/Variance Analysis
 - d) Q2. 2020 Registry Expenditure Report
 - e) CIO Report
 - 5.6 Governance Committee Report Information Item
 - a) Minutes of the May 6, 2020 Meeting
 - b) Minutes of the July 31, 2020 Meeting
 - c) Minutes of the August 5, 2020 Meeting
 - d) Review Orientation and Onboarding Program



- 5.7 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of the July 31, 2020 Meeting
 - b) Director of Transition Report

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Audit and Risk Committee Chair Report

a) Appointment of Auditors for fiscal 2021 (procurement process)

The Audit and Risk Committee Chair presented the Committee's recommendation regarding the successful vendor for the procurement of an auditor for fiscal 2021. The Committee Chair described the procurement process, the evaluation team's decision, and the Committee's deliberations.

The Committee Chair noted that, as requested by the Committee, management obtained follow-up information from the top-ranked vendor related to the Canadian Public Accountability Board, which was satisfactory.

The Board discussed the Committee's recommendation, including the ability to extend the auditor's term for an additional three years if the Authority is satisfied with the firm. The vendor will be formally appointed at the Annual Public Meeting in June.

Motion:

BE IT RESOLVED that the Board supports the recommendation of the RFP evaluation team for the Authority's auditor for fiscal year 2021, subject to the evaluation team's satisfaction with the recommended vendor's CPAB inspection report.

It was duly Moved, Seconded and Carried.

b) Enterprise Risk Management

The Audit and Risk Committee Chair presented the Enterprise Risk Management update, including the top ten risk summary, for discussion. The board discussed the risks.

The Committee Chair also presented management's proposal for assigning categories of risks to each committee. The board discussed the risk assignments.

The Board requested that each committee workplan be revised to integrate discussions of the assigned risks, to align where possible with when the ERM is presented to the Board twice a year.

Management will report back on this item at the December Board meeting.

c) Risk Management Framework and Risk Management Plan

The Chair of the Audit and Risk Committee reminded the Board that the Authority is required to submit its Risk Management Plan on an annual basis to the Ministry under the Operating Agreement. The Committee Chair summarised the changes to last year's plan that were being recommended by the Committee, which related to the new Risk Rating Scale and new Risk Management Model that the Board approved in November 2019.

The Board considered the recommendation.

Motion:

Whereas Section 3, Schedule D of the Transitional Operating Agreement states that:

“The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority's major activities and objectives;
- b) identify and assess risks to the achievement of stated major activities;
- c) identify a risk mitigation strategy;
- d) establish and maintain a system of internal controls to minimize risk; and
- e) document policies and procedures to manage risk

A summary of the risk management plan shall be provided to the Ministry annually for review”,

IT IS RESOLVED that the Board approves the Risk Management Plan and staff are directed to provide a summary to the Ministry of the Environment, Conservation and Parks.

It was duly Moved, Seconded and Carried.

d) Potential Auditor General VFM Review

The CEO presented a report on preparing for a potential value-for-money review. The Audit & Risk Committee Chair discussed the value that a review can bring to an organization. Management will provide an updated report to the Board at the December meeting.

e) Charter Review

The Chair of the Audit and Risk Committee informed the Board that the Committee reviewed its charter and requested a minor change for the purposes of clarity.



Motion:

BE IT RESOLVED that the proposed change to the Audit & Risk Committee Charter is approved.

It was duly Moved, Seconded and Carried.

6.2 Finance and Technology Committee Report

a) COVID-19 Update

The CEO provided a COVID-19 update to the Board and informed them that management continues to execute on the road map that was presented to the board in the Spring. The CEO noted that no red flags regarding financial risks to the organization had been triggered since the last board meeting. He also spoke about health and safety considerations for staff as they continue to work from home.

b) Canada Emergency Wage Subsidy (CEWS) Update

The CEO provided an update on the Canada Emergency Wage Subsidy (CEWS) program and discussions with the Ministry and Minister's office. He informed the Board that he was not aware of any similar organizations that have applied for the subsidy.

c) Final Business Plan - 2021 Budget, 2022-2023 Forecast

The Chair of the Finance and Technology Committee presented, on behalf of the Committee, the final Business Plan for approval.

The CEO commented that some of the changes made from the draft that was presented to the Board in August responded to feedback received from Ministry staff.

The Board considered the business plan.

Motion:

Whereas RPRA must 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 Business Plan must be submitted to the Minister 90 days before the beginning of the fiscal year;

IT IS RESOLVED that the Draft Final 2021 – 2023 Business Plan is approved, subject to any clarifying edits and comments from the Ministry of Environment, Conservation and Parks, for submission to the Minister of the Environment, Conservation and Parks and for subsequent posting on the Authority's website.

It was duly Moved, Seconded and Carried.

d) Recommended Final 2020 Registry Fees for Tires, Batteries and Electronics

The Chair of the Finance and Technology Committee presented the Final 2020 Registry Fees for Tires, Batteries and Electronics. He informed the Board that on September 14th several stakeholders were invited to present to the Committee. The final Electrical and Electronic Equipment (EEE) Regulation was made public on September 21, 2020.

There was a discussion of the proposed fees, including changes made in response to stakeholder consultations. It was discussed that the final EEE Regulation, published the day before, matched the assumptions that management had made about the content of the regulation, based on discussions with the ministry. This meant that no changes were needed to the fee proposal recommended by the Finance and Technology Committee, based on the final regulation published on September 21st. The Board also considered the stakeholder consultation report prepared by management, the stakeholder presentations made to the Finance and Technology Committee, and written submissions from a number of different stakeholders.

The Board and management discussed the tight timeline for announcing the fees and starting registrations, among other timing concerns.

Motion:

Be it resolved that the following Fee Schedule is approved by the Board

Material Group	Registrant	Proposed 2020 Registry Fees
Tires	Producer: 0-999 tires supplied*	\$75 Flat Fee
	Producer: 1,000+ tires supplied*	\$0.115 (11.5¢) per tire supplied
	Producer Responsibility Organization	No Registration Fee
EEE and Batteries	Producer: less than 5000 kg EEE or less than 1000 kg of batteries supplied**	\$75 Flat Fee
	Producer: 5000 kg or more EEE or 1000 kg or more batteries supplied**	\$0.034 (3.4¢) per kg supplied
	Producer Responsibility Organization	No Registration Fee

And, be it resolved that the following Fee Schedule is also approved by the Board.

Fee payment timeline

When producers register on the Registry, fees will be automatically calculated. Fees are due at the time of invoice.

Other charges and fees

The Authority will levy a number of other charges such as:

- Credit card charges to recover the costs charged by the credit card company at a rate of 1.5%
- A monthly 1.5% late payment fee as a percentage of the fee value
- Ministry of the Environment, Conservation and Parks costs associated with Environmental Review Tribunal hearings resulting from the appeal of compliance orders and administrative penalty orders from affected parties
- Prosecution costs directly from affected parties

It was duly Moved, Seconded and Carried.

e) Review Financial Management and Controls Policy

The Chair of the Finance and Technology Committee presented the Financial Management and Controls Policy. He informed the Board that the policy was updated to reflect changes to the WDTA allocation and sub-allocation methodologies previously approved by the Board.

Motion:

IT IS RESOLVED that the Finance and Technology Committee recommends that the Board approve the following motion:

It is resolved that the proposed updates to the Financial Management and Controls Policy be approved.

It was duly Moved, Seconded and Carried.

The Chair of the Finance and Technology Committee informed the Board that a number of additional policies were reviewed as part of the annual cycle, however no changes were recommended to those policies, therefore, they were not brought forward to the Board.

6.3 Governance Committee Report

a) 2021 Workplan Review

The Chair of the Governance Committee presented the 2021 Workplan. He informed the Board that specific meeting dates were still pending and that the workplan only included Board meeting dates that staff know will be required. Ad hoc board meetings may be needed depending on the timing of new Registry development projects and 2021 fees, which depend on new regulations from the government. He reiterated that management will include risk as part of the new responsibilities for each of the committees.

b) Evaluate Board Performance

The Chair of the Governance Committee presented the Evaluate Board Performance Report. The Committee recommendation is that the Board conduct a self-evaluation for its performance in 2020 using the same survey that was used in 2018. The Committee discussed and suggested that an external individual be used to compile the results.

c) In Camera Meeting Practices & General Board Practices

The Chair of the Governance Committee presented the In Camera Meeting Practices and General Board Practices report.

There was a discussion of the proposed guidelines relating to in camera practices. A request was made to post the guidelines to the Board portal.

d) Stay Apprised of Developments in Corporate Governance

The Chair of the Governance Committee informed the Board that the Committee recommended including an education session at the December Board meeting on governance. A number of individuals were proposed for consideration to lead the session.

e) Planning 2021 Board Retreat

The Chair of the Governance Committee informed the Board that management proposed that the 2021 Board Retreat be tentatively scheduled in Q2, possibly in person, with social distancing, if possible.

The Committee and management discussed holding an online combined orientation and refresher on the organization's history and mission, both for any new appointed members and any current Board Directors who want to participate.



6.4 WDTA Transition and Oversight Committee Report

a) 2020 and 2021 Steward Obligations

The Chair of the WDTA Transition and Oversight Committee presented the proposed 2020 and 2021 Steward Obligations, as recommended by the Committee. There was a discussion about the proposal, including the new steward and municipal cost containment formulas.

Motion:

The Board approve the following motions, taking into account the context and rationale discussed in the accompanying materials:

IT IS RESOLVED that Board sets the 2020 total steward obligation at \$130,723,483.

IT IS FURTHER RESOLVED that the Board sets the 2021 total steward obligation at \$152,132,761.

IT IS FURTHER RESOLVED that Authority staff are directed to publish the methodology used for these decisions along with the 2020 and 2021 total steward obligations.

It was duly Moved, Seconded and Carried.

b) Approval to Consult on the SO Blue Box Wind up Plan

The Chair of the WDTA Transition and Oversight Committee presented the Committee's recommendation to approve consultation on the proposed SO Blue Box Wind-Up Plan. He explained management's recommendation that there is sufficient alignment of the plan with the requirements of the WDTA, the Minister's Directions, and the Wind-Up Guide to consult.

The Director of Transition informed the Board that this wind-up plan is different from the other wind-up plans the board has approved for the following reasons: 1) the SO Blue Box program does not have a large surplus; 2) municipalities will play a large role in this wind up; 3) the Continuous Improvement Fund that reports to the Authority's board will also need to wind up, and its strategic plan will be considered separately by this board in December; 4) SO is proposing a new fee structure for stewards to be implemented during transition; and 5) the wind up will occur over three years. All of these aspects of the plan will be considered during the consultation.

Motion:

IT IS RESOLVED that the Authority consult on the Blue Box Program Transition & Stewardship Ontario Windup Plan submitted by Stewardship Ontario to the Authority.

It was duly Moved, Seconded and Carried.



7.0 Other Business

No new business was brought forward for discussion.

8.0 Board Education: EEE Regulation and its Implementation

The Registrar provided an overview of the EEE Regulation and the Director of Communications and Stakeholder Relations provided an overview of the communications strategy for implementing the regulation.

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 4:25 p.m.

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary