

**Board of Directors Meeting  
Minutes – Draft for Approval**

<b>DATE:</b> Wednesday, December 16, 2020	<b>TIME:</b> 9:05 a.m. – 2:35 p.m.
<b>Meeting conducted online</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Mary Shenstone (Secretary), Ken Kawall (Treasurer), Saqib Cheema, Andrea Nemtin, Rajesh Sharma</p> <p><b>Guests:</b> Christine Bomé, Tom Wright, Tanweer Gilani Charles O'Hara Resource Recovery Policy Branch, MECP John Dinner, Board Governance Services [Agenda Item 9.2 a]</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 9:05 a.m. The Chair welcomed T. Gilani, who is anticipated to be appointed by the Minister as director to the Board, and introductions were made.

**1.1 Adoption of the Agenda**

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

Director K. Kawall requested the addition of a new agenda item 6.2 c) Registry RFP Approval.

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

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

Director S. Cheema declared a conflict on agenda item 6.5 b).

**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.

The Board discussed the CEO Attestation and the Schedule A – Exceptions and Corrections.

### **4.0 Registrar Report**

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

There was a discussion about recent compliance initiatives including, but not limited to, free-riders and the Registrar's letter to municipalities about the inspection carried out in relation to OES.

### **5.0 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - Minutes of the September 22, 2020 Board Meeting
  - Minutes of the September 28, 2020 Board Meeting
  - Minutes of the October 28, 2020 Board Meeting
  
2. That the Board receive the remaining consent items:
  - 5.4 Business Arising
  - 5.5 Correspondence
  - 5.6 Audit and Risk Committee Report Information
    - a) Minutes of the September 11, 2020 Meeting
    - b) Whistleblower Policy Annual Review
    - c) Potential Auditor General VFM Review
    - d) Self-Evaluation of the Committee's 2020 performance
  - 5.7 Finance and Technology Committee Report Information Item
    - a) Minutes of the September 9, 2020 Meeting
    - b) Minutes of the September 14, 2020 Meeting
    - c) Registry RFPs
      - I. Hazardous Waste RFP
      - II. Batteries & EEE RFP
    - d) Optimus – Draft Project Approval Template
    - e) Q3. 2020 Review Board Remuneration and Board/CEO Expense Claims



- f) Q3. 2020 YTD/Variance Analysis
- g) Q3. 2020 Registry Expenditure Report
- h) COVID-19 Update
- i) Financial Compliance Review
- j) Annual Report on services procured through contracts
- k) Investment Policy Annual Review
- l) Self-Evaluation of the Committee's 2020 performance
- 5.8 Governance Committee Report Information Item
  - a) Minutes of the September 10, 2020 Meeting
  - b) Board Compensation
  - c) Annual Policy Review
  - d) Self-Evaluation of the Committee's 2020 Performance
- 5.9 Human Resources Committee Report Information Item
  - a) Minutes of August 4, 2020 Meeting
  - b) HR Performance Report
  - c) Self-Evaluation of the Committee's 2020 performance
- 5.10 WDTA Transition and Oversight Committee Report Information Item
  - a) Minutes of the September 15, 2020 Meeting
  - b) Director of Transition Report
  - c) Candidate List for Potential Advisors on Wind-Up and Transition
  - d) Self-Evaluation of the Committee's 2020 performance

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

## **6.0 Board Committee Reports**

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

a) 2021 Executive Performance Objectives

The Committee Chair presented the Committee's recommendation on 2021 Executive Performance Objectives, and a summary of the Committee's discussion.

There was a discussion about workload in 2021 and modified corporate targets.

#### **Motion**

Whereas Step 10 of the Performance Management Framework requires that corporate objectives for the strategic, operational and stakeholder categories be established for each performance year;

IT IS RESOLVED that the Board approve the attached corporate objectives, measures and targets for the strategic, operational and stakeholder categories for 2021 as recommended by the Human Resources Committee.

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

b) Committee Charter Review

The Chair presented the Committee Charter Review. She summarized the changes that the Committee proposed to its Charter.

**Motion**

The Committee recommends that the Board approve the following motion:

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

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

**6.2 Finance and Technology Committee Report**

a) Revised 2021 Forecast

The Committee Chair presented the Revised 2021 Forecast and the Committee's recommendation regarding management's proposed updated human resource plan for 2021.

There was a discussion about the recommendation on additional resources, project delivery risks and the updated 2021 Human Resource Plan.

**Motion**

The Finance and Technology Committee recommends that the Board adopt the following resolution:

BE IT RESOLVED that the CEO is authorized to hire additional resources in accordance with management's updated 2021 human resource plan.

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

b) Canada Emergency Wage Subsidy (CEWS) Update

The CEO provided an update on the Canada Emergency Wage Subsidy (CEWS) and informed the Board that the Authority would not be applying for it consistent with other Ontario Administrative Authorities as the Authority is not an intended beneficiary.

c) Registry RFP Approval



The Committee Chair informed the Board that management would present the RFP approvals for Batteries/EEE and Hazardous Waste in early January 2021. He provided an update on the RFP process and the work conducted by Optimus.

He informed the Directors there would be a need for a special purpose Finance and Technology Committee Meeting and Board meeting in January to approve the proposals.

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

#### **a) Approval of the Blue Box Wind-Up Plan & CIF Strategic Plan**

The Director of Transition recused himself from the discussion.

The CEO presented Stewardship Ontario's proposed Blue Box Wind-Up Plan and CIF Strategic Plan for approval, with conditions based on the WDTA Transition and Oversight Committee's recommendation.

The Board discussed the proposed conditions, including conditions related to Stewardship Ontario's proposed MCD methodology for setting steward fees.

#### **Motion**

Be it resolved that the Committee recommends that the Board approve the Blue Box Program Transition & Stewardship Ontario Wind-Up Plan with the following conditions:

1. Before the Material Cost Differentiation (MCD) methodology may be implemented,
  - a. SO shall develop a proposal, to the satisfaction of the Authority, that further mitigates the increase in the In-Kind funding to municipalities and First Nation communities as a result of the adoption of the MCD methodology until the program winds-up.
  - b. Before implementing MCD, Stewardship Ontario shall provide a plan to the satisfaction of the Authority that adequately addresses concerns expressed by stakeholders about potential impacts on competition in the market for resource recovery services under the RRCEA.
2. Stewardship Ontario shall ensure that the Code of Conduct applies to all Stewardship Ontario staff, and that a plan be developed to the satisfaction of Authority staff showing how CSSA staff that work on Stewardship Ontario files will not provide services to any programs where conflict of interest concerns are present, and showing how CSSA will not use any Stewardship Ontario program data – including steward-specific information – in any programs where conflict of interest concerns are present. The plan would be submitted to the Authority by February 15, 2021.
3. Stewardship Ontario shall develop a plan to the satisfaction of Authority staff to ensure that data retained outside of the secure SAP system is only accessible to authorized individuals



during transition and destroyed after transition or after the individual ceases their service to Stewardship Ontario. The plan shall be submitted to the Authority by May 31, 2021.

4. Stewardship Ontario shall develop a plan to the satisfaction of Authority staff to maintain or minimize reduction in program performance during transition. In developing this plan, Stewardship Ontario shall focus on the program elements for which it is responsible and consider increasing its annual budget for Promotion & Education. The plan shall be submitted to the Authority by September 15, 2021.

5. The Wind-up Plan shall be updated by Stewardship Ontario as required to address operational and implementation issues and as directed by Authority staff.

6. Stewardship Ontario 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.

BE IT RESOLVED that the Committee recommends that the Board approve the CIF Wind-Up Plan and Amendments to the CIF Strategic Plan (2019-2021) and, as part of the Plan, approve the change in CIF governance.

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

b) Approval of Stewardship Ontario's 2021 Blue Box Steward Rules

The Director of Transition presented the Approval of Stewardship Ontario's 2021 Blue Box Steward Rules. He informed the Board that the rules are reviewed annually, and any amendments must be approved by The Authority. He commented that the changes consisted of a number of clarifying administrative edits proposed by SO.

#### **Motion**

BE IT RESOLVED that the Board approve the 2021 Stewardship Ontario Blue Box Steward Rules without conditions.

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

#### **6.4 Audit and Risk Committee Report**

a) Review of 2020 Audit Plan

The CFAO informed the Board that Chaplin and Co. would be overseeing the 2020 Audit. She commented that the audit process would be similar to previous years.

#### **Motion**

Whereas the Board appointed Chaplin & Company as the Authority's auditor at the May 11<sup>th</sup>, 2020 annual meeting;

IT IS RESOLVED that the Board approve the execution of the Engagement letter for the 2020 audit.

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

## **6.5 Governance Committee Report**

### a) Update and Review Transitional Operating Agreement

The CEO provided an update on discussions with the Ministry to date on the proposed changes to the Transitional Operating Agreement.

### b) Audit and Risk Committee Chair and Membership

Director S. Cheema recused himself from this discussion due to a conflict of interest.

The Committee Chair informed the Directors that the Audit and Risk Committee required the appointment of a new Chair. The Committee recommended that S. Cheema be appointed Chair of this committee.

### **Motion**

BE IT RESOLVED that the Board appoint Saqib Cheema as the Chair of the Audit & Risk Committee effective immediately.

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

Mr. Cheema rejoined the meeting and was informed of his appointment as the Chair of the Audit & Risk Committee.

## **7.0 Communications and Stakeholder Engagement Update**

The CEO and Chief of Communications and Stakeholder Relations gave a presentation on “Communications and Stakeholder Engagement Strategy”.

There was a discussion on how other jurisdictions operate in comparison to Ontario.

## **8.0 Other Business**

### 8.1 2021 Board/Committee Meeting Dates and Master Workplan

The Board Chair requested that Directors inform the Board Secretariat of any conflicts regarding the 2021 Board and Committee meeting dates.



**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 2:35 p.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary