

In Attendance:

Directors:

Glenda Gies (Chair)
Joyce Barretto
David Brezer
Ken Kawall
Nidhi Tandon
Tom Wright

Guests:

Wendy Ren, MOECC

Staff:

Frank Denton, CEO
Patrick Moran, Registrar
Wilson Lee, Director of Communications and Stakeholder Relations
John Pinard, Director of I&IT
Sandra Montague, Director of Finance and Administration
Sarrah Young, Board Secretariat

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 9:02 a.m.

1.1. Adoption of the Agenda

An additional item was added to the agenda under Board Committee Reports as item 3.1.2 Adjustment to Reserve Contribution.

Motion: To adopt the agenda as amended.

The motion was duly moved and seconded. Carried

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

None were declared.

1.3. Correspondence

There was a brief discussion regarding the correspondence.

Motion: To receive the correspondence items for information.

The motion was duly moved and seconded. Carried

2. APPROVAL OF MINUTES

2.1. Minutes of the July 24, 2017 Board Meeting.

No errors or omissions were identified.

Motion: To approve the minutes of July 24, 2017 as presented.

The motion was duly moved and seconded. Carried

3. BOARD COMMITTEE REPORTS

3.1 FINANCE COMMITTEE

3.1.1 2017 Operating Cash Flow Forecast

The Director of Finance and Administration spoke to the report and described the criteria to be used during application of the Capital Asset Policy when determining the life of an asset.

Motion: Whereas the current Capital Asset Policy was reviewed and approved by the Board at the June 22, 2017 Board Meeting; and,

Whereas it was understood that changes to this policy would be made as the need arises; and,

Whereas it is deemed necessary to revise the existing Capital Asset Policy for IT Infrastructure and Networks to be a range of 5 to 10 years to reflect the useful lifespan of the particular asset;

BE IT THEREFORE RESOLVED that the Board approves the revised Capital Asset Policy.

The motion was duly moved and seconded. Carried

3.1.2 Adjustment to Reserve Contribution

The Director of Finance and Administration described the opportunity to increase the contribution to the reserve in 2017 within the budget previously provided to the IFOs.

Motion: Whereas it is in the interest of RPRA and its stakeholders to minimize fluctuations in costs invoiced under the WDTA and registration fees under the RRCEA; and,

Whereas RPRA has a number of large multi-year expenditures, including the Registry and the Reserve Contribution; and,

Whereas managing the timing of these expenditures can help to minimize fluctuations in costs invoiced under the WDTA and registration fees under the RRCEA;

BE IT THEREFORE RESOLVED that the Board increase the reserve contribution from \$50K/m to \$250K/m commencing July 1 for the remainder of 2017; and

That managing the timing of multi-year expenditures be considered in the 2018 budget and the 2019 to 2020 forecast.

The motion was duly moved and seconded. Carried

3.2 IFO WIND UP AD HOC COMMITTEE

3.2.1 Deferral of Aspect 13 Project

The CEO noted that Aspect 13 deals with conflicts of interest and other risks during wind up of a program and IFO. Upon review of the proposed scope for the Aspect 13 project, staff are recommending that the project be deferred until assessment of an IFO's wind up plan. Aspect 13 in the Interim Guideline has been updated to identify the documents to be included in a wind up plan.

Motion: Whereas RPRA has entered into a Purchase Order with PwC to undertake further work to expand Aspect 13 of the Wind Up Guide to address governance, competition and conflict of interest; and,

Whereas, upon review of PWC's preliminary proposal for scope of work, staff proposed an alternative approach to Aspect 13 that would not require the work proposed by PWC; and,

Whereas the IFO Wind-Up Ad Hoc Committee has revised Aspect 13 in the Interim Guide to Assist in Evaluating an Industry Funding Organization Wind-Up Plan such that further work by PWC at this time is not required;

BE IT THEREFORE RESOLVED that RPRA staff amend the agreement with PwC to defer the additional work on the review of Board governance documents to take place at the time of submission of the OTS wind up plan and other wind up plans as appropriate.

The motion was duly moved and seconded. Carried

4. 2018 – 2020 BUSINESS PLAN

The Chair described the process utilized for review of the Business Plan by members of the Board. There was a discussion regarding terminology and some of the references used in the Business Plan to ensure clarity and consistency.

Motion: Whereas RPRA is obligated under the Act to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve the strategic objectives; and,

Whereas Schedule A of the Transitional Operating Agreement states that "Pursuant to s. 9.1 of the Agreement, the Authority shall enable the Minister to review and comment on the Authority's business plan by providing the Minister with a copy of the business plan at least 4 weeks prior to final approval of the Board";

BE IT THEREFORE RESOLVED that the Draft 2018 – 2020 Business Plan is approved for submission to the Minister of the Environment and Climate Change for review and comment.

The motion was duly moved and seconded. Carried

5. REGISTRAR REPORT

The Registrar gave a brief report and responded to questions from the Board.

6. CEO REPORT

The CEO gave a brief update and responded to questions from the Board.

7. OTHER BUSINESS

None.

8. IN-CAMERA DISCUSSION

Motion: To move In Camera.

The motion was duly moved and seconded. Carried

Motion: To move out of In Camera.

The motion was duly moved and seconded. Carried

9. ADJOURNMENT

The meeting was adjourned at 11:35 a.m.