

In Attendance:

Directors:

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

Guests:

Wendy Ren, MOECC

Staff:

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

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 9:00 a.m.

1.1. Adoption of the Agenda

Motion: To adopt the agenda as presented.

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

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 September 22, 2017 Board Meeting

No errors or omissions were identified.

Motion: To approve the minutes of September 22, 2017 as presented.

The motion was duly moved and seconded. Carried

2.2. Business Arising

The Board received a report on the status of action items arising from the last Board meeting. The Chair advised that this would be a regular item on the agenda. The Board noted that tracking action items in this manner is a good governance practice.

3. BOARD COMMITTEE REPORTS

3.1 FINANCE COMMITTEE

The CEO spoke to the report provided. The Director of Finance and Administration updated the Board on the status of the line of credit, noting that the process was nearing completion. The Chair noted the clarification regarding the travel expense portion of the Director Remuneration Policy.

3.1.1 Datacall Auditor RFP - Recommendation

The CEO spoke to the internal Datacall verification process as well as the method used to select an auditor to undertake audits of the Blue Box data submitted by 20 selected programs. The Director of Transition provided clarity around the RFP process and indicated that the RFP had been widely distributed in order to attract proponents. The Director of Finance and Administration confirmed that the RFP had been placed on Biddingo and MERX sites. In response to a question regarding the process to award the second year of the potential two-year contract. The Director of Transition confirmed that staff will present a recommendation to the Board to either extend for a second year or to issue a new RFP after completion of the year one work.

Motion: Whereas the Resource Productivity and Recovery Authority engages with a Public Accountant licensed under the Public Accounting Act to undertake financial audits of revenues and costs related to residential Blue Box programs as submitted by municipalities and First Nations in the Datacall; and,

Whereas RPRA issued an RFP for the Audit of the Blue Box Sections of the 2016 Municipal Datacall Submissions on August 11, 2017; and,

Whereas RPRA has completed the evaluation of proposals received as a result of that RFP; and,

Whereas the RPRA Financial Management and Controls Policy requires the Board to approve the award of a contract that exceeds \$50,000;

IT IS THEREFORE RESOLVED that the Board approves awarding the contract to PricewaterhouseCoopers as the vendor for the Audit of the Blue Box Sections of the 2016 Municipal Datacall Submissions; and,

It is further resolved that the budget for the Audit of the Blue Box Sections of the 2016 Municipal Datacall Submissions not exceed \$190,000 without prior Board approval; and,

It is further resolved that the contract may be extended to include the Audit of the Blue Box Sections of the 2017 Municipal Datacall Submissions at RPRA's sole discretion; and,

It is further resolved that the CEO be authorized to execute the contract with PricewaterhouseCoopers.

The motion was duly moved and seconded. Carried

3.2 HUMAN RELATIONS AND NOMINATIONS COMMITTEE

The Chair spoke about the proposed slate for the five remaining elected positions on the Board. The Board discussed the process by which the applicants had been screened, including the disqualification criteria set out in Section 7.3 of the Transitional Operating Agreement.

Motion: Whereas the Initial Board shall hold one or more elections in order to elect six individuals as board members as set out in RRCEA Section 26(3); and,

Whereas the Initial Board assessed the skills and expertise among the Initial Board in order to identify those skills and expertise that would benefit RPRA's governance; and

Whereas the Human Resources and Nominations Committee assessed candidates against the criteria set out in the RRCEA Section 26(2) and the Transitional Operating Agreement Sections 7.1 and 7.3 and the skills and expertise that would benefit RPRA's governance;

IT IS THEREFORE RESOLVED that the following individuals are elected to the Board of Directors of the Resource Productivity and Recovery Authority:

- **Saqib Cheema for a period of one year effective November 1, 2017;**
- **Andrea Nemtin for a period of two years effective November 1, 2017.**
- **Robert Poirier for a period of one year effective November 1, 2017.**
- **Rajesh Sharma for a period of two years effective November 1, 2017.**
- **Mary Shenstone for a period of three years effective November 1, 2017.**

The motion was duly moved and seconded. Carried

4. COMMUNICATIONS

4.1 French Language Services Plan

The Director of Communications and Stakeholder Relations spoke to the revisions made in the French Language Services Plan based on feedback received. There was a discussion regarding the Plan and the Board agreed it would revisit the plan in one year's time.

Motion: Whereas RPRA is obligated under the *Resource Recovery and Circular Economy Act, 2016* and the Transitional Operating Agreement to develop a French Language Services Plan within one year of the first meeting of the Initial Board; and

Whereas Authority staff have developed a French Language Services Plan;

IT IS THEREFORE RESOLVED that the French Language Services Plan is approved; and

It is further resolved that the French Language Service Plan will be reviewed within one year.

The motion was duly moved and seconded. Carried

4.2 Interim Website Demonstration

The Director of Communications and Stakeholder Relations presented the refreshed website and spoke to its functionality. He asked for feedback to be sent to him so that he could implement any changes needed prior to the launch of the site. He stated that this site will be utilized until the website associated with the Registry is available.

5. DIRECTOR OF I&IT REPORT

The CEO advised that this report would be coming to the Board every meeting to keep them apprised of the progress on the Registry. The Director of I&IT spoke to the report and provided clarification where needed.

6. REGISTRAR REPORT

The Registrar described elements of the proposed compliance framework and responded to questions. There was a discussion regarding the framework and the additional documents that would flow from it in the future.

Motion: Whereas Section 8 of the Transitional Operating Agreement requires the Board to develop a Risk-based Compliance Framework to support compliance with the RRCEA and the WDTA;

IT IS THEREFORE RESOLVED that the Risk-based Compliance Framework, dated October 19, 2017, is approved.

The motion was duly moved and seconded. Carried

7. CEO REPORT

The CEO noted his report and provided additional comments regarding elements of the report.

8. OTHER BUSINESS

None.

9. 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

10. ADJOURNMENT

The meeting was adjourned at 12:23 p.m.