

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE: Wednesday, July 22, 2020</b>	<b>TIME: 9:02 a.m. – 11:41 a.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> Charles O'Hara, Resource Recovery Policy Branch, MECP</p> <p><b>RPRRA:</b> Frank Denton, Noah Gitterman, 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 9:02 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**

**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 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 3.1 Minutes of the June 24, 2020 Board Meeting
2. That the Board receive the remaining consent items:
  - 3.2 Business Arising
  - 3.3 Correspondence
  - 3.4 Audit and Risk Committee Report Information Item
    - a) Minutes of the April 23, 2020 Meeting

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

### **4.0 Board Committee Reports**

#### **4.1 Audit and Risk Committee Chair Report**

a) Independent Review Related to Registry Projects

The Audit and Risk Committee Chair presented the Committee's discussion and recommendation to the Board regarding an independent review related to the Registry projects.

The Board considered the Committee's recommendation.

**Motion:**

BE IT RESOLVED that the CEO is directed to procure expertise on IT project governance, procurement, and oversight so that the Authority's project approval and monitoring procedures remain up-to-date and appropriately tailored to future Registry projects to help maximize value for money.

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

#### **4.2 Governance Committee Report**

a) Committee Chair and Member Appointments

The Governance Committee Chair presented the Committee's report and recommendations on updated Committee appointments, as a result of recent changes in Board membership. The Board considered the Committee's recommendations.

**Motion:**

BE IT RESOLVED the Board approve the updated committee membership and that the Chair and members of each Committee hold office until the next Annual Meeting of the Board, or until their successors are duly appointed, namely:

**Committee Chairs & Members**

Committee	Members
<b>Audit and Risk</b>	David Brezer – Chair Saqib Cheema Mary Shenstone Robert Poirier – ex-officio
<b>Finance and Technology</b>	Ken Kawall - Chair Andrea Nemtin Rajesh Sharma Christine Bomé Robert Poirier – ex-officio
<b>Governance</b>	Tom Wright - Chair David Brezer Rajesh Sharma Mary Shenstone Robert Poirier – ex-officio
<b>Human Resources</b>	Andrea Nemtin – Chair Ken Kawall Rajesh Sharma Robert Poirier – ex-officio
<b>WDTA Transition and Oversight</b>	Tom Wright – Interim Chair Christine Bomé – member, and Chair designate effective Dec. 1, 2020 Saqib Cheema Mary Shenstone Robert Poirier – ex-officio

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

**5.0 Mission Statement Update**

The CEO presented management’s report with respect to changes to the Authority’s mission statement, noting that potential changes to the mission statement were originally discussed at the Board’s January 2020 strategy meeting; that management reviewed potential changes with staff and solicited their feedback, and that three options are brought forward for the Board’s consideration.

The Board discussed the options and a number of suggestions for refinements were made. The Board agreed that the following Mission Statement be approved and included in the Business Plan:



***“Support compliance with individual producer responsibility through education and enforcement to foster Ontario’s circular economy, spur innovation and protect the environment.”***

## **6.0 Other Business**

The CEO provided an oral update on impacts on the Authority relating to COVID-19.

The Board Chair informed members that he has been in discussion with the CEO and Chair of the Governance Committee with regards to how In Camera sessions and material are treated. This discussion will continue at the next Governance Committee meeting.

There was a discussion regarding the status of the Authority’s industry and service provider advisory groups.

## **7.0 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.**

## **8.0 Adjournment**

The meeting was adjourned at 11:41 a.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary