

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, January 28, 2021	TIME: 10:31am – 2:53pm
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Saqib Cheema, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma</p> <p>Guests: Christine Bomé Charles O'Hara Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Noah Gitterman, Wilson Lee, 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 10:31 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 were 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 ministry updates, stakeholder engagement and staff updates.

4.0 Registrar Report

The Registrar provided an update on the EEE and Batteries registration along with the various Registry projects. He commented that the Compliance team is focused on getting producers registered by January 31, 2021. He informed the board of some of the key challenges relating to EEE and Batteries registration, including the tight timeline since the EEE regulation was finalized in late September; the complexities of the EEE and Batteries regulations compared to the Tires program; differences in the material obligated under the EEE regulation compared to the old OES program; and differences in the obligated producers compared to the old OES program.

The compliance team's adjustment to N. Gitterman being the new Registrar was discussed. There was a discussion about the high level of effort and quality of work the compliance team is putting into the current registration drive and other compliance projects, and the 2021 recruitment plans to expand the team.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board Directors approve the following minutes:
 - 5.1 Minutes of the December 16, 2020 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Correspondence
 - 5.4 Finance and Technology Committee Report Information Item
 - a) Minutes of the December 2, 2020 Meeting
 - 5.5 Governance Committee Report Information Item
 - a) Minutes of the December 3, 2020 Meeting
 - 5.6 Human Resources Committee Report Information Item
 - a) Minutes of December 2, 2020 Meeting
 - 5.7 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of the December 8, 2020 Meeting

b) Director of Transition Report

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Finance and Technology Committee Report

a) Update Hazardous Waste Registry Project

The Finance and Technology Committee Chair provided an update on the Hazardous Waste Registry Project. He informed the Board that following the last Committee and Board meeting that Management was asked to revise the Registry Approval Template based on feedback received. Management will present the updated template using the already approved Batteries and EEE project for illustrative purposes at a meeting to be scheduled in February. Following that meeting, Management will be asked to use the new template for the Hazardous Waste Registry Project.

The CEO informed the Board that the letter advising Minister Yurek to extend the timeline for the Hazardous Waste Registry Project was delivered.

b) Extension of Project Management Consulting Agreements

The Committee Chair presented the report on the Extension of Project Management Consulting Agreements. He informed the Board that Management has started the recruitment process for an in-house Project Manager. Management was advised to ensure there is training, knowledge transfer and a succession plan for when an in-house Project Manager is hired.

There was a discussion about risks and the mitigation measures management has put in place.

Motion

IT IS RESOLVED that:

The Board authorizes staff to proceed with the extension of contract for David Vincent, 1906448 Ontario Inc., and management will consider the contract in light of the Board's discussion.

It was duly Moved, Seconded and Carried.

c) Emergency Rent Subsidy (CERS)

The CEO reiterated the reasons for not applying for the Emergency Rent Subsidy (CERS) and confirmed to the Board that no other DAA's are applying, and that the Authority will not apply.

6.2 Governance Committee Report

- a) Review process for annual appointment of Committee Chairs, Members, Board Chair and Vice-Chair

The Governance Committee Chair presented the Committee's report and recommendations on how to revise the annual process for appointments.

There was a discussion about the proposed approaches and the nomination process.

The Governance Committee will work with management to document a process on the preferred option.

- b) Board Strategy Session

The Governance Committee Chair presented the Board Strategy Session report. He informed the Board that the committee discussed the timing of the strategy session and possibly hosting and in-person session in Q4. This is dependent on the pandemic conditions. A future proposal will be presented with additional details on the timing, potential facilitator, and topics for discussion.

- c) Board Education for 2021

The Governance Committee Chair presented the Committee's report and next steps for confirming topics, timing and external presenters.

Two potential topics were identified, one on Diversity and Inclusion and the other on how boards govern in the digital age. The Board also discussed repeating the 2018 session on Financial essentials for Board members.

6.3 WDTA Transition and Oversight Committee Report

- a) OES Liquidator Approval

The WDTA Transition and Oversight Committee Chair presented the OES Liquidator Approval report and the Committee's recommendation. The Board discussed the proposal.

Motion

BE IT RESOLVED that the Board approve Deloitte LLP to be appointed by the OES Board of Directors as the OES Liquidator.

It was duly Moved, Seconded and Carried.

b) Approval to Consult on the OTS Wind Up Plan: Surplus Funds Addendum

The WDTA Transition and Oversight Committee Chair presented the Committee's report and recommendation to begin consultations.

The Board discussed the OTS plan including potential risks and mitigations.

Motion

BE IT RESOLVED that the Board approve RPRRA staff to begin consultation on the OTS Wind Up Plan: Surplus Funds Addendum.

It was duly Moved, Seconded and Carried.

c) Approval of Stewardship Ontario's 2021 MHSW Steward Rules

The WDTA Transition and Oversight Committee Chair presented the Committee's report.

Stewardship Ontario proposed two administrative changes that must be approved by the Authority. The changes pertain to administrative updates to the dates and deadlines included within the Steward Rules and removing the blanket COVID-19 relief clause. Management recommended adoption of these changes.

Motion

BE IT RESOLVED that the Board approve the 2021 Stewardship Ontario MHSW Steward Rules.

It was duly Moved, Seconded and Carried.

7.0 Other Business

No new business was brought forward for discussion.

8.0 In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

The Board requested that the following record of in camera activities be added to the public minutes. Frank Denton, Noah Gitterman and Sandra Montague attended for 8.1, part of 8.2 and 8.5.

8.1 Human Resources Committee Report

The Board received and discussed the Human Resources Committee Reports on 2020 Corporate Objectives for all executives and the 2020 CEO Self-Assessment.

The Board also received and discussed a succession planning update from the CEO and Chief Financial & Administrative Officer.

Received.

8.2 Corporate Performance Incentive and CEO Compensation

The Board received and discussed the Human Resources Committee Reports on 2020 Corporate Performance Incentive and CEO Compensation

Motion: To accept the recommendations of the Human Resources Committee in respect of corporate performance incentives for the executive team and CEO compensation and for the Board Chair to draft the three annual Board memorandums to the CEO and Chief Financial & Administrative Officer.

It was duly Moved, Seconded and Carried.

8.3 In Camera Governance Committee Report

The Chair of the Governance Committee tabled the 2020 Board Evaluation Report which the Board received and discussed. Action items were noted to the Committee Chair.

Received.

8.4 In Camera Minutes of the Human Resources Committee of December 2, 2021

Motion: To approve the In-Camera Minutes of the Human Resources Committee of December 2, 2021.

It was duly Moved, Seconded and Carried.

8.5 Other Business – Audit Fraud Questionnaire

The Board received and discussed the completed 2020 Audit Fraud Questionnaire.

Motion: To approve the execution of the completed 2020 Audit Fraud Questionnaire and authorize the Chief Financial & Administrative Officer to distribute to the external auditors Chaplin and Co.

It was duly Moved, Seconded and Carried.



Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

9.0 Adjournment

The meeting was adjourned at 2:53 p.m.

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary