

**Board of Directors Meeting
Minutes – Approved**

DATE: Friday, March 26, 2021	TIME: 11:01am – 4:24pm
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</p> <p>Board Secretariat: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 11:01 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

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

The Board unanimously agreed that an in-camera session was not required.

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 presented his report, including an update on the EEE and Batteries registration along with the various Registry projects.

There was a discussion on recruitment and staff wellbeing under continuing pandemic conditions. The Registrar informed the Board that both he and the Deputy Registrar have regular check-ins with all compliance staff.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board approve the following minutes:
 - 5.1 Minutes of the January 19, 2021 Board Meeting
 - 5.2 Minutes of the January 28, 2021 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.3 Business Arising
 - 5.4 Correspondence
 - 5.5 Finance and Technology Committee Report Information Item
 - a) Minutes of the January 19, 2021 Meeting
 - b) Minutes of the January 28, 2021 Meeting
 - c) Minutes of the February 26, 2021 Meeting
 - d) Minutes of the March 18, 2021 Meeting
 - e) Revised Batteries and EEE Project Approval Template
 - 5.6 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of the January 19, 2021 Meeting

It was duly Moved, Seconded and Carried.

5.7 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. The CEO, Registrar and Executive team were present for all items.



6.0 Board Committee Reports

6.1 Finance and Technology Committee Report

a) Hazardous Waste Project Approval

The Board received and discussed the Hazardous Waste Project Digital Reporting Service Project Approval report.

Motion: On the recommendation of the Finance and Technology Committee:

IT IS RESOLVED that the Board approves the project budget and authorizes the CEO to negotiate and execute required contract documents with the recommended vendors.

It was duly Moved, Seconded and Carried.

b) Excess Soil Registry Project Approval

The Board received and discussed the Excess Soil Registry Project Approval.

Motion: On the recommendation of the Finance and Technology Committee:

IT IS RESOLVED that the Board approves the project budget and authorizes the CEO to negotiate and execute required contract documents with the recommended vendor.

It was duly Moved, Seconded and Carried.

Error in T4 Reporting

An item was brought to the Board's attention relating to an error in the pension adjustment boxes on T4 slips for certain employees of both the Authority and its predecessor Waste Diversion Ontario. The Board discussed covering certain impacts on affected employees resulting from the error, as proposed by management. It was discussed that the error only affects a subset of employees.

Motion

The Committee recommends that the Board approve the following resolution:

IT IS RESOLVED that, based on the Finance and Technology Committee's recommendation, the Board authorizes the CEO to work with outside counsel and outside tax advisors to offer to reimburse current and former employees for penalty taxes, interest, and related advisory services as a result of misreported T4 slips.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera

It was duly Moved, Seconded and Carried.

c) Revised 2021 Budget

The Finance and Technology Committee Chair provided an update on the revised 2021 budget presented by management.

The CEO provided an overview of the changes proposed for 2021.

There was a discussion on what was driving the need for the changes and the risks and mitigations measures put in place.

Motion:

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

IT IS RESOLVED that the updated 2021 Budget is approved.

It was duly Moved, Seconded and Carried.

d) Draft 2021 Registry Fees for the purpose of Consultation

The CEO presented the Draft 2021 Registry Fees for the purpose of Consultation. He informed the Board that consultation on the Blue Box and Hazardous and Special Products Registry Fees would be delayed, pending finalization of regulations for these materials.

The Registrar presented the Draft 2021 Fees Approval for Consultation, including a two-phased approach, with phase one proceeding first to set the Tires and Batteries/EEE fees based on their 2020 fees, and phase two proceeding later in the spring to present the full budget allocation to all Registry programs for 2021 after the HSP and Blue Box regulations are anticipated to be finalized.

The Finance and Technology Committee Chair summarized the committee's deliberations on the proposed approach.

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

IT IS RESOLVED that the CEO is authorized to begin consultation on setting the Tire, EEE and Battery, Blue Box and Hazardous and Special Products 2021 Registry Fees at a time to be determined by the CEO.

It was duly Moved, Seconded and Carried.



6.2 WDTA Transition and Oversight Committee Report

a) Ontario Tire Stewardship Wind Up Plan: Surplus Funds Addendum

The WDTA Transition and Oversight Committee Chair provided a report on the committee's deliberation and recommendation to approve the addendum to the OTS wind-up plan setting out an interim distribution plan for OTS's surplus.

The Chief of Communications & Stakeholder Relations Relations informed the Board that the Authority's consultations on the Surplus Funds Addendum to the OTS Wind-Up Plan proposed by the OTS liquidator generated supportive reactions from stakeholders.

Motion:

IT IS RESOLVED that the Board approve the OTS Wind Up Plan: Surplus Funds Addendum without conditions.

It was duly Moved, Seconded and Carried.

b) Stewardship Ontario (SO) & Ontario Electronic Stewardship (OES) Wind up Plan Updates

The Chief of Communications & Stakeholder Relations provided an update on the implementation of the approved SO Wind-Up Plan for the Blue Box Program and the conditions that were imposed. The update noted that SO had submitted its response to Condition #2 relating to enhancing its conflict-of-interest plan.

The Chief of Communications & Stakeholder Relations also provided an update on early discussions between SO and municipalities on the methodologies for calculating the Steward Obligation and the Municipal Funding Allocation Model. The update noted that the discussions had started positively.

The Chief of Communications & Stakeholder Relations informed the Board that the Liquidator for OES will be seeking court appointment and that the Authority would not be required to appoint an Administrator.

The CEO informed the Board there is a possibility that there will be a need to appoint an Administrator for SO, should the Board resign following finalization of the Blue Box regulation.

c) Candidate List for Potential IFO Administrators

The CEO provided an update on the list of potential IFO Administrators for SO should the need arise to make an appointment.

The CEO commented that in the event an SO Administrator is required the Authority could form a sub-committee consisting of board directors and management to conduct interviews and then report back to the Board with a recommended candidate.

7.0 Revised Operating Agreement

The CEO provided an update on proposed revisions to the Operating Agreement with the Minister. He informed the Board that the ministry's consultation period will close on March 29, 2021 and that to date the Ministry has not proposed any additional changes.

Motion

IT IS RESOLVED that the Board delegates the Chair of the Board to work with staff to finalize agreement on amendments to the Operating Agreement and execute the final agreement.

It was duly Moved, Seconded and Carried.

8.0 Industry Advisory Committee

The CEO presented the Industry Advisory Committee report and provided an update on the consultation process, terms of reference and proposed members.

The Chief of Communications & Stakeholder Relations informed the Board that the terms of reference is reflective of the Minister's direction and that stakeholder suggestions were adopted where consistent with the Minister's direction.

There was a discussion regarding membership and who the Authority Co-Chair should be. The Board elected Board Vice-Chair T. Wright as a Co-Chair of the Committee.

Motion

BE IT RESOLVED that the Board approve the Terms of Reference, membership and Co-Chairs of the Industry Advisory Council and directs that subsequent revisions to the Terms of Reference, the membership, and Co-Chairs be made by Authority staff in consultation with the Ministry, industry and the Board Chair.

It was duly Moved, Seconded and Carried.

9.0 Other Business

No new business was brought forward for discussion.



10.0 Board Education

The Governance Committee Chair introduced and welcomed R. Steinecke who provided an education session on Corporate Governance.

11.0 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.

12.0 Adjournment

The meeting was adjourned at 4:24 p.m.

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary