

**Board of Directors Meeting
Minutes – Approved**

DATE: Tuesday June 22, 2021	TIME: 9:02am – 2:50pm
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, Marnie Silver, Jeffrey Steiner</p> <p>Guests: Christine Bomé Krista Friesen Resource Recovery Policy Branch, MECP Dr. Mkabi Walcott [Agenda Item 10.0]</p> <p>RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Sandra Montague, John Pinard, Emily Rix</p> <p>Board Secretariat: Andrea Abraham</p>	

1.0 Call to Order

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

Let us take a moment to acknowledge that we are on the traditional territory of many First Nations.

We acknowledge that the Resource Productivity and Recovery Authority operates on these lands and has a responsibility to work with the original keepers of this territory and the many diverse Indigenous Peoples living here today.

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 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, the release of the Blue Box and Hazardous and Special Products regulations, stakeholder engagement, and staff updates.

4.0 Registrar Report

The Registrar provided an update on the following Registry Programs: Batteries, Electronics and Electrical Equipment (BEEE), Excess Soil, and Hazardous Waste Program (HWP).

There was a discussion about the 2020 ITT/AV and Batteries registration.

The Board discussed the 2021 recruitment plan as well as the key risks facing the Compliance and Registry team.

5.0 Consent Items

There was a discussion on the CIO Report and the OTS Trademarks system.

Motion:

IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of the May 18, 2021 Board Meeting
 - 5.2 Minutes of the May 18, 2021 Annual Meeting of the Board of Directors
 - 5.3 Minutes of the June 7, 2021 Board Meeting

2. That the Board receive the remaining consent items:
 - 5.4 Business Arising5.5 Correspondence
 - 5.6 Finance and Technology Committee Report Information Items
 - a) Minutes of the April 27, 2021 Meeting
 - b) Minutes of the May 18, 2021 Meeting
 - c) Q1. 2021 Review Board Remuneration and Board/CEO Expense Claims
 - d) Q1. 2021 YTD/Variance Analysis
 - e) Q1. 2021 Registry Report
 - f) CIO Report
 - g) Report on banking and investment arrangements of the Authority
 - h) Review/Renew Insurance Coverage

- 5.7 WDTA Transition and Oversight Committee Report Information Items
 - a) Minutes of the March 16, 2021 Meeting
 - b) Review reports on waste diversion program performance
 - c) Review Reports on Transition/Wind up Implementation

It was duly Moved, Seconded and Carried.

6.0 Stakeholder Engagement and Communications Strategy

The CEO provided opening remarks on the strategy.

The Chief of Communications and Stakeholder Relations provided an overview of his presentation, which focused on discussions with the associations, the 2021 Business plan and meetings with IAC and SPAG, as well as key issues for 2021.

There was a discussion about the Authority's engagement efforts with Municipalities and First Nations communities.

7.0 Board Committee Reports

7.1 Finance and Technology Committee Report

- a) Draft 2022 Budget and 2023 – 2024 Forecast

The Chair of the Finance and Technology Committee summarized the Committee's discussion on the draft budget and forecast.

- b) TD Facility #2 Conversion to Term Loan

The Chair of the Finance and Technology Committee summarized the Committee's discussion and recommendation to convert the Tires/Foundation facility to a term loan.

The Board discussed the Committee's recommendation.

Motion:

IT IS RESOLVED that the CEO and authorized signatories of the Board are approved to execute the term loan arrangement with TD Bank.

It was duly Moved, Seconded and Carried.

- c) Annual Review of Policies
 - I. Travel, Meal and Hospitality Expense Policy
 - II. Investment Policy

The Chair of the Finance and Technology Committee summarized the Committee's discussion on the annual review of the above noted policies.

Management proposed that no changes be made to the policies this year.

d) Registry Project Contingency

The Chair of the Finance and Technology Committee summarized the Committee's discussion and recommendation to combine the individual Registry project contingencies for BEEE, Excess Soil and HWP into an overall project portfolio contingency.

The Board discussed the Committee's recommendation.

Motion:

The Board approve the following motion:

IT IS RESOLVED that the project contingencies for the three approved Registry portal projects – Batteries/ITT-AV/Lighting, Excess Soil, and Hazardous Waste – may be managed as a portfolio contingency available for any of the three projects, without requiring additional Board approval.

It was duly Moved, Seconded and Carried.

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.

7.2 Human Resources Committee Report

a) HR Strategy for 2022 and 2024 Business Plan

The Board discussed the Committee's recommendation concerning the HR Strategy for 2022 and 2024 Business Plan including organizational capacity and budgetary considerations.

Motion:

IT IS RESOLVED that the CEO has budget approval to hire an additional Senior Leader and a Project Manager in 2021.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

7.3 WDTA Transition and Oversight Committee Report

a) MHSW Wind up Plan

The Chair of the WDTA Transition and Oversight Committee summarized the Committee's discussion and recommendation to approve the Stewardship Ontario (SO) Municipal Hazardous or Special Waste (MHSW) Wind Up Plan.

The Board discussed the Committee's recommendation.

Motion:

BE IT RESOLVED that the Committee recommends that the Board approve the SO's MHSW Wind Up Plan: Program Extension Addendum without conditions.

It was duly Moved, Seconded and Carried.

b) Approval of OES Steward Rules

The Chair of the WDTA Transition and Oversight Committee summarized the Committee's discussion and recommendation to approve the amendments to Ontario Electronic Stewardship's Steward Rules.

The Board discussed the Committee's recommendation.

Motion:

BE IT RESOLVED that the Committee recommends that the Board approve the Ontario Electronic Stewardship Steward Rules.

It was duly Moved, Seconded and Carried.

c) ERM – Risks Assigned to WDTA Transition and Oversight Committee

The Chair of the WDTA Transition and Oversight Committee Chair summarized the Committee's discussion on the risks assigned to the committee and how it will fulfill this responsibility. The Committee was supportive of the approach proposed.

8.0 By-Law Changes

The Board Chair presented the report on the recommended By-Law Changes.

The Board discussed the changes as they relate to the following:

1. Chair and Vice-Chair Appointment Terms
2. Elected Director Term Limits; and
3. Board Member Remuneration

General Counsel reminded the Directors that the Ministry must be notified in advance before the By-Law changes can be approved. Approval to notify the Ministry was received at the May meeting. The Ministry responded that they had no comments on the recommended changes.

Motion:

IT IS RESOLVED that the Board approves the following changes to By-law 2017-1:

9.2 Term of Office

The Chair and Vice-Chair shall hold office until the second Annual Meeting following their appointment. All other Officers shall hold office until the next Annual Meeting following their appointment, provided that any Officer who is an employee of the Authority shall hold office so long as they are employed by the Authority, or until they are removed as an Officer by the Board.

4.9 Term of Office of Elected Directors

Subject to the provisions of any regulation made by the Minister under the RRCEA and to the terms of the Operating Agreement, each Director elected by the Board shall serve for a term of such duration not to exceed three (3) years as the Board determines at the time of election. Each elected Director shall be eligible for re-election, provided that a person shall not be elected to the Board if the person has been or would be upon the termination of their current term of appointment, a member of the Board for a total of more than nine (9) years.

4.7 Remuneration of Directors

Subject to the terms of the Operating Agreement, applicable law and any policy directions of the Minister, the Board may approve reasonable remuneration for the Directors of the Authority. Directors are entitled to be reimbursed for expenses properly incurred by them in the performance of their duties, including attending meetings of the Board or any Committee thereof to which they have been appointed as members or to which they have been invited to attend.

It was duly Moved, Seconded and Carried.

9.0 Other Business

9.1 Financial Signatories and Approvals during transition in the CFAO position

The CFAO presented her report and the recommendation that the Senior Financial Consultant be delegated temporary signatory and approval authority until a permanent CFAO is hired.

The Board discussed the recommendation.

Motion:

IT IS RESOLVED that the Board authorizes the Senior Financial Consultant to have the same signatory and approval authority as the CFAO under the following areas of the FMCP: 3.0 (Cash and Treasury Management), 4.0 (Expenditure Control Management), 8.0 (Payroll Management and Employee Agreements), 9.0 (Chart of Accounts and Operating Software), and 11.0 (Financial Reporting).

It was duly Moved, Seconded and Carried.

10.0 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.

The Board and the CEO discussed organizational design thinking.

The Chair of the Finance and Technology Committee gave an overview of his assessment of organizational capacity.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

11.0 Board Education: Diversity, Equity & Inclusion ~ Presenter Dr. Mkabi Walcott

The Board Chair welcomed Dr. Walcott and introductions were made.

Dr. Walcott presented on Diversity and Inclusion and the role of Management and the Board.

12.0 Adjournment

The meeting was adjourned at 2:50 p.m.



RPR
Resource Productivity
& Recovery Authority

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary