

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE: Thursday, September 23, 2021</b>	<b>TIME: 9:00am – 3:00pm</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), Saqib Cheema, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p><b>Guests:</b> Charles O'Hara Resource Recovery Policy Branch, MECP Sue Lo, Stewardship Ontario Administrator</p> <p><b>RPRA:</b> Frank Denton, Wassim Attalla (Interim CIO), Gail Cosman (Interim CFAO), Noah Gitterman, Wilson Lee, Emily Rix, Mary Cummins [Agenda items 3.0, 4.0]</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 9:00 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**

Director M. Shenstone declared a potential conflict under agenda item 6.4 g) Committee Appointments.

Directors R. Poirier and S. Cheema declared potential conflicts under agenda item 6.4 e) Expiry of Elected Director Terms – Re-election of R. Poirier and S. Cheema.

Director R. Poirier declared a potential conflict under agenda item 6.3 b) 2022 Registry Fees for Excess Soils, due to his position as a Director on the Board of Metrolinx, and will recuse himself from the discussion and abstain from voting on this item.

**1.3 Indigenous Land Acknowledgement Statement**

The Chair offered a Land Acknowledgement:

The Authority is hosting this meeting from Toronto and wants to acknowledge that traditionally, Toronto was a gathering place for many nations including the Anishinabek, the Haudenosaunee, and the Wendat peoples. The Authority also acknowledges that it is meeting in the area covered by Treaty 13, also known as the Toronto Purchase, and pays its respects to the Mississaugas of the Credit First Nation.

Ontario is unique in that its land base is covered by Treaty and land purchase agreements between the original occupants of the land, the First Nations, who continue to care for this land and continue to shape Ontario today – and the Authority wants to show its respect for this.

## **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.

The CEO also provided an update on COVID-19 and the workplace. Management will determine what a future work model looks like and when it would be appropriate for staff to return to the office.

## **4.0 Registrar Quarterly Report**

The Registrar provided a status update on Registry development. He advised the Board that the Batteries and Electrical and Electronic and Equipment (BEEE) portal has been completed and is now being used by producers.

The Registrar informed the Board that the procurement process for the Blue Box and HSP portals has started, and that management will bring the project approvals to the Board.

There was a discussion about managing and onboarding new staff. The Deputy Registrar commented that training is going well for new hires and that she and the Registrar have regular check-ins with the staff.

There was a discussion about the new Blue Box program, stakeholder concerns, and delivery risks.

The Registrar informed the Board that management will develop Administrative Penalty Guidelines in relation to the anticipated Administrative Penalties Regulation.

## 5.0 Consent Items

The Board discussed the letter from the Canadian Paint and Coatings Association to the Premier Doug Ford. The CEO commented that management was preparing a response.

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 5.1 Minutes of the August 11, 2021 Board Meeting
  - 5.2 Minutes of the August 19, 2021 Board Meeting
  
2. That the Board receive the remaining consent items:
  - 5.3 Business Arising
  
  - 5.4 Correspondence
  
  - 5.5 Audit and Risk Committee Report Information Items
    - a) Minutes of the April 22, 2021 Meeting
  
  - 5.6 Finance and Technology Committee Report Information Items
    - a) Minutes of the August 4, 2021 Meeting
    - b) Minutes of the August 10, 2021 Meeting
    - c) Minutes of the August 19, 2021 Meeting
    - d) Q2. 2021 Review Board Remuneration and Board/CEO Expense Claims
  
  - 5.7 Governance Committee Report Information Items
    - a) Minutes of the May 5, 2021 Meeting
    - b) Review Orientation and Onboarding program
    - c) Monitor Board and Committee Performance and discuss Governance issues
  
  - 5.8 Human Resources Committee Report Information Items
    - a) Minutes of August 4, 2021 Meeting

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

## 6.0 Board Committee Reports

### 6.1 Audit and Risk Committee Report

#### a) Enterprise Risk Management

The CEO presented the ERM report and informed the Board that no significant issues were raised by the Committees in reviewing their assigned risks.

#### b) Risk Management Framework and Risk Management Plan

The CEO presented the report and the Committee's recommendation to approve the Risk Management Plan and submit a summary of the plan to the Ministry by October 1, 2021. He reminded the Board that under the Operating Agreement the Authority is required to submit a summary of the Risk Management Plan to the Ministry on an annual basis. He commented that minor amendments were made to the plan.

The Board discussed the Committee's recommendation.

### **Motion**

The Committee recommends that the Board approve the following motion:

Whereas Section 3, Schedule D of the Transitional Operating Agreement states that:

"The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority's major activities and objectives;
- b) identify and assess risks to the achievement of stated major activities;
- c) identify a risk mitigation strategy;
- d) establish and maintain a system of internal controls to minimize risk; and
- e) document policies and procedures to manage risk

A summary of the risk management plan shall be provided to the Ministry annually for review."

IT IS RESOLVED that the Board approves the Risk Management Plan and staff are directed to provide a summary to the Ministry of the Environment, Conservation and Parks.

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

- c) Report on Reserves and Review Reserves Policy

The Interim CFAO presented the report and informed the Board that the reserves are in compliance with the Operating Reserve Policy requirements.

The Board discussed stakeholder concerns that the Authority should consider a lower reserve.

The Interim CFAO will conduct further analysis and report back at the December Board meeting.

## **6.2 Human Resources Committee Report**

- a) Final HR Strategy for 2022 and 2024 Business Plan / 2021 Compensation Review Update

The Human Resources Committee Chair presented the report and summarized the Committee's discussion on the final HR Strategy for 2022, 2024 Business Plan and the 2021 Compensation Review.

The Human Resources Committee Chair informed the Board that the Committee discussed the business plan, the organizational structure for the executive team, and title changes.

The CEO informed the Board that recruitment for a permanent CIO and CFO is ongoing.

The Interim CFAO informed the Board that she will report in December with updated market information on merit increases, and additional information on the Authority's merit pay and pay for performance programs.

- b) Enterprise Risk Management – Mitigation Measures for Risks assigned to the Human Resources Committee

The Human Resources Committee Chair presented the report and summarized the Committee's discussion on ERM and the mitigation measures in place to address the risks assigned to the Committee.

### **6.3 Finance and Technology Committee Report**

The Board Chair departed the meeting temporarily and asked that the Vice-Chair chair the meeting in his absence.

- a) Final Business Plan – 2022 Budget and 2023-2024 Forecast

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the Final Business Plan.

The Board discussed the proposed plan, including the FTE assumptions, and considered the recommendation.

#### **Motion:**

Whereas RPRA must provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve the strategic objectives; and,

Whereas the Business Plan must be submitted to the Minister 90 days before the beginning of the fiscal year;

IT IS RESOLVED that the Board approves the Draft Final 2022 – 2024 Business Plan, and the Chair is directed to finalize in accordance with the Board's discussion for submission to the Minister by October 2, 2021 and posting on the Authority's website.

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

b) 2022 Registry Fees for Excess Soils

The Finance and Technology Committee Chair presented the Committee's recommendation to authorize the CEO to begin consultation on the 2022 Excess Soil Registry Fees.

The Board discussed the Committee's recommendation.

**Motion:**

IT IS RESOLVED that the CEO is authorized to begin consultation on the setting of Excess Soil 2022 Registry Fees.

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

c) Q2. 2021 YTD/Variance Analysis

The Board Chair rejoined the meeting.

The Finance and Technology Committee Chair summarized the Committee's discussion on the Q2. 2021 YTD/Variance Analysis.

d) Q2. 2021 Registry Report

The Finance and Technology Committee Chair summarized the Committee's discussion on the Q2. 2021 Registry Report.

e) Enterprise Risk Management – Mitigation Measures for Risks assigned to the Finance and Technology Committee

The Finance and Technology Committee Chair summarized the Committee's discussion on the ERM and the mitigation measures in place to address the risks assigned to the Committee.

f) Review Financial Management and Controls Policy

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the amended Financial Management and Controls Policy.

The Finance and Technology Committee Chair summarized the Committee's discussion on the FMCP, the payroll deduction tax issue, and the HST issue.

The Interim CFAO will review the FMCP again and look at the delegation levels for managers, and report back at the December meeting.

The Finance and Technology Committee Chair recommended that the Board approve the amendments to the policy, which reflect current executive titles and authorized signatories.

The Board discussed the Committee's recommendation.

**Motion:**

IT IS RESOLVED that the Board approves the proposed updates to the Financial Management and Controls Policy.

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

g) Review Procurement Policy

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the updates made to the Procurement Policy.

The Finance and Technology Committee Chair summarized the Committee's discussion on allowing follow-on contracts and revising the procurement value amounts to be consistent with the FMCP.

The Interim CFAO informed the Board that the Committee requested additional analysis of the OPS Procurement Directive and the follow-on agreement recommendation. The Interim CFAO will report back in December.

The Board discussed the Committee's recommendation.

**Motion:**

IT IS RESOLVED that Board approves the proposed updates to the Procurement Policy.

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

h) Review/Update Policies relating to Data Security

The Finance and Technology Committee Chair summarized the Committee's discussion on the policies relating to Data Security.

The Interim CIO informed the Board that a comprehensive security assessment will be conducted in Q4 2021.

## **6.4 Governance Committee Report**

The Board Chair resumed Chairing duties.

a) Committee Charter Review

The Governance Committee Chair summarized the Committee's discussion on the Charter Review and presented the Committee's recommendation to approve changes to the Charter.

The Committee Chair informed the Board of the changes proposed by the Human Resources Committee to its section of the Charter.

The Board discussed the Committee's recommendation.

**Motion**

IT IS RESOLVED that the Board approves the proposed changes to the Human Resources Committee Charter.

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

b) 2022 Workplan Review

The Governance Committee Chair presented the Committee's recommendation to approve the 2022 Workplan.

The Governance Committee Chair summarized the Committee's discussion and the request by management to move the Q4 December deliverables to November.

The Board discussed the Committee's recommendation.

**Motion**

IT IS RESOLVED that the Board approves the 2022 Workplan.

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

c) Annual Governance Charter Review

The Governance Committee Chair presented the Committee's recommendation to approve the Governance Charter.

The Board discussed the Committee's recommendation.

**Motion**

BE IT RESOLVED that the Board approves the proposed changes to the Governance Charter.



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

d) 2021 Full Board/Individual Director Evaluation

The Governance Committee Chair summarized the Committee's discussion on the process for conducting a full board and individual Director evaluations.

The Board discussed the proposal and the Committee's recommendation to engage John Dinner, including the demonstrated value of his services, and the unique support he can provide given his past work with the Board.

**Motion**

BE IT RESOLVED that the Board approve J. Dinner, Board Governance Services, be engaged to conduct Board, Chair and individual director evaluations.

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

e) Expiry of Elected Director Terms – Re-election of R. Poirier and S. Cheema

Board Directors R. Poirier and S. Cheema declared a conflict of interest and left the meeting.

The Governance Committee Chair presented the report and the Committee's recommendation to re-elect both Directors for three-year terms.

The Board discussed the Committee's recommendation.

**Motion**

The Committee recommends that the Board consider re-electing Robert Poirier and Saqib Cheema for three-year terms, and proposes the following motion for the Board:

Whereas the term of two elected Directors expires on October 31, 2021

IT IS RESOLVED that Robert Poirier be re-elected to the Board of Directors of the Authority effective November 1, 2021 for a three-year term.

IT IS RESOLVED that Saqib Cheema be re-elected to the Board of Directors of the Authority effective November 1, 2021 for a three-year term.

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

Board Directors R. Poirier and S. Cheema returned to the meeting.



- f) Enterprise Risk Management – Mitigation Measures for Risks assigned to Governance Committee

The Governance Committee Chair summarized the Committee's discussion on the ERM and the mitigation measures in place to address the risks assigned to the Committee.

- g) Committee Appointments

Board Director M. Shenstone declared a potential conflict of interest and left the meeting.

The Governance Committee Chair presented the report and the Committee's recommendation.

The Board discussed T. Wright participating on four Committees. The Governance Committee Chair commented that this was temporary and would be re-evaluated when the Board was at a full complement.

The Board discussed the Committee's recommendation.

**Motions:**

IT IS RESOLVED that that Marnie Silver is appointed to the Finance & Technology Committee.

IT IS RESOLVED that Tom Wright is appointed to the Human Resources Committee and the WDTA Transition and Oversight Committee.

IT IS RESOLVED that Mary Shenstone is appointed Chair of the WDTA Transition and Oversight Committee.

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

Board Director M. Shenstone returned to the meeting.

- h) Rotman School of Management: 360° Governance Guidelines

The Governance Committee Chair summarized the Committee's discussion on the Rotman School of Management: 360 Governance Guidelines.

The Board discussed how the guidelines could be incorporated into the Board Strategy Session.

- i) Planning Q4 2021 Board Strategy Session

The Governance Committee Chair presented the report and summarized the Committee's discussion on the Board Strategy Session.

The Board discussed timing and suggested that the strategy session be scheduled in Q1 2022.

## **7.0 Stewardship Ontario Administrator Report (Verbal)**

The Board Chair welcomed Ms. S. Lo to the meeting.

The SO Administrator presented her report, providing an update on fee setting and Stewardship Ontario's relationship with CSSA.

The Chair thanked Ms. Lo and she departed the meeting.

## **8.0 Other Business**

No new business was brought forward for discussion.

## **9.0 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 requested that the CEO, Registrar, Interim CFAO, Chief of Communications and Stakeholder Relations, Legal Counsel, and Board Secretariat be present for agenda item 9.1

### **9.1 Update on GFL/CSSA Matter**

The Board received and discussed the report on the GFL/CSSA matter and discussed management's plan to keep the Board up-to-date on developments.

### **9.2 In Camera Finance and Technology Committee Report**

The Board requested that the CEO, Registrar, Interim CFAO, Legal Counsel, and Board Secretariat be present for agenda items 9.2

#### **a) Update on Registry Project Challenges**

The Board received and discussed the report on Registry Project Challenges.

#### **b) Interim Executive Procurement Review**

The Finance and Technology Committee Chair presented the report and the Committee's recommendation.



The Board discussed the procurement of LHH Knightsbridge for two interim executive roles, the interim CFAO and interim CIO. A competitive procurement was not run due to the timing of the previous executives' departures and the urgent need to fill their roles. One of the contracts exceeded the CEO's financial approvals threshold. When this was identified, the matter was brought to the Board with the appropriate single source procurement documentation for review and ratification.

**Motion:**

IT IS RESOLVED THAT the Board ratifies the contract with LHH Knightsbridge for the Interim CIO.

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

**9.3 In Camera Human Resources Committee Report**

The CEO and Interim CFAO remained in the meeting.

a) Update on 2021 Staffing (Verbal)

The Board received a verbal staffing report and discussed.

b) Registrar 2021 Mid-year Review

The Board received a report and discussed the Registrar's 2021 Mid-year Review.

The CEO and Interim CFAO left the meeting and the Board remained in camera.

**Motion:** To move out of In Camera.

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

**10.0 Adjournment**

The meeting was adjourned at 3:00 p.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary