

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, December 16, 2021	TIME: 9:00am – 3:45pm
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: Charles O'Hara Resource Recovery Policy Branch, MECP Sue Lo, Stewardship Ontario Administrator [Agenda item 8.0] Geoff Rathbone, Continuous Improvement Fund [Agenda item 10.0] John Dinner, Board Governance Services [Agenda item 12.6 a)]</p> <p>RPRA: Frank Denton, Lorella Hayes (Interim CFO), Noah Gitterman, Wilson Lee, Emily Rix, Mary Cummins (Deputy Registrar), Cameron Parrack (Manager)</p> <p>Board Secretariat: 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

No conflicts were declared.

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 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.

3.0 CEO Report

The CEO provided a verbal update which focused on ministry updates, the advisory councils, and staff updates.

A question was raised on the outstanding matter related to employee T4s. The interim CFO responded that she was briefed on the situation and would provide an update at the next scheduled Audit and Risk Committee and Finance and Technology Committee meetings.

4.0 Registrar Report

The Registrar provided an update on the Registry projects and the registration campaigns that are underway for Blue Box and HSP.

There was a discussion on Blue Box and the rule creation process. It was discussed that RPRA is not responsible for the content of the rules, or assessing the fairness of the rules. The Registrar indicated that three registered PROs are currently qualified as rule creators.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of the November 29, 2021 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 **Audit and Risk Committee Report Information Items**
 - a) Minutes of the September 9, 2021 Meeting
 - b) Prep for possible Auditor General VFM Audit



- c) Financial Compliance Review
 - d) Annual Report on Services Procured through Contracts
 - e) Report on Reserves and Review Reserves Policy
 - f) Self-evaluation of the Committee's 2021 Performance
- **5.4 Finance and Technology Committee Report Information Items**
 - a) Minutes of the November 24, 2021 Meeting
 - b) Minutes of the December 1, 2021 Meeting
 - c) Q3. 2021 Review Board Remuneration and Board/CEO Expense Claims
 - d) Q3. 2021 YTD/Variance Analysis
 - e) Q3. 2021 Registry Report
 - f) Financial Compliance Review
 - g) Annual Report on Services Procured through Contracts
 - h) Self-evaluation of the Committee's 2021 Performance
 - **5.5 Governance Committee Report Information Items**
 - a) Minutes of the September 13, 2021 Meeting
 - b) Annual Policy Review (policies with no changes)
 - c) Self-evaluation of the Committee's 2021 Performance
 - **5.6 Human Resources Committee Report Information Items**
 - a) Minutes of September 7, 2021 Meeting
 - b) RPRRA Diversity Update
 - c) Q3. HR Performance Report
 - d) Self-evaluation of the Committee's 2021 Performance
 - **5.7 WDTA Transition and Oversight Committee Report Information Items**
 - a) Minutes of the August 3, 2021 Meeting
 - b) Self-evaluation of the Committee's 2021 Performance

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

- a) Approve Audit Plan for the 2021 fiscal year

The Audit and Risk Committee Chair summarized the Committee's discussion and recommendation to approve the Audit Plan for the 2021 fiscal year.

The Board discussed the Audit Plan and the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the Audit Planning Letter with Welch LLP for the 2021 financial statement audit.

It was duly Moved, Seconded and Carried.

- b) Review Whistleblower Policy

The Audit and Risk Committee Chair summarized the Committee's discussion and recommendation to approve the revisions made to the Whistleblower Policy.

The Board accepted the Committee's recommendation.

Motion

BE IT RESOLVED that the Board approves the proposed changes to the Whistleblower Policy.

It was duly Moved, Seconded and Carried.

6.2 Finance and Technology Committee Report

- a) Extension of Project Management Services Agreements

The Finance and Technology Committee Chair presented the report and the Committee's recommendation. He informed the Board that the Committee discussed the extension of the two project management service agreements.

The Board discussed the two project management service agreements.

Motions

IT IS RESOLVED that the Board approves the extension of the service agreement with David Vincent, 1906448 Ontario Inc., with scope and timeline limited to the HWP project.

IT IS RESOLVED that the Board approves the extension of the service agreement with Stephanie Anselm, FDB Consulting Inc, with scope and timeline limited to the BB/HSP project and transition of the Excess Soil project.

It was duly Moved, Seconded and Carried.

- b) Review Financial Management and Controls Policy

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

The Board accepted the Committee's recommendation.

Motion:

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

It was duly Moved, Seconded and Carried.

c) Procurement Policy

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

The Finance and Technology Committee Chair summarized the Committee's discussion.

The Board discussed the Committee's recommendation.

Motion

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

It was duly Moved, Seconded and Carried.

d) Optimus Preliminary Findings – Update on Fee Model Review

The Finance and Technology Committee Chair presented the report and summarized the Committee's discussion. He reminded the Board that in August 2021, management retained Optimus SBR to review the cost allocation methodology. The work is ongoing, and a final report will be presented in February 2022.

In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

e) 2022 RRCEA Registry Project Approval – Hazardous and Special Products (HSP) & Blue Box

The Board requested that the following record of in camera activities be added to the public minutes. The Ministry Observer excused himself from the discussion of the item.

The Board received and discussed the report on the 2022 RRCEA Registry Project Approval – Hazardous and Special Products (HSP) & Blue Box.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

Motion

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.

- f) TD Facility Conversion to Fixed Term Loan

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

The Finance and Technology Committee Chair summarized the Committee's discussion.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the CEO and authorized signatories of the Board executing the term loan arrangement and the re-allocation of the unused portion of Facility #4 with TD Bank.

It was duly Moved, Seconded and Carried.

6.3 Governance Committee Report

- a) Committee Structure Review

The Governance Committee Chair presented the report and summarized the Committee's discussion.

The Governance Committee Chair presented committee structure options for discussion. The Board discussed the options and asked questions around the rationale for restructuring and risk management.

The Board Chair, Governance Committee Chair, and the CEO will discuss additional options and provide an update at the February Board meeting.

- b) Elections and Appointments

The Governance Committee Chair summarized the Committee's discussions and recommendation.

The Board discussed the election process and supported the procedural process for the election of Board Directors and the appointment of Committee Chairs and Members.

Motion

IT IS RESOLVED that the Board approves the proposed Election and Appointment Procedures of the Board document.

It was duly Moved, Seconded and Carried.

c) Annual Policy Review

Code of Conduct

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

He reminded the Directors that the Authority must provide the Minister with a copy of the Code of Conduct at least four weeks prior to final approval by the Board to allow the Minister an opportunity to review and provide comments.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Code of Conduct for forwarding to the Minister for review and comment prior to final Board approval in February 2022.

It was duly Moved, Seconded and Carried.

Perquisites Policy

The Governance Committee Chair presented the report and the Committee's recommendation. He summarized the Committee's discussions and informed the Board that the proposed changes were intended to make the Perquisites Policy align more closely with the Broader Public Sector Perquisites Directive.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Perquisites Policy.

It was duly Moved, Seconded and Carried.

Public Complaints Policy

The Governance Committee Chair presented the report and the Committee's recommendation. He summarized the Committee's discussions and informed the Board that that the Policy was changed as per Ministerial direction.

He informed the Board that the name of the policy was also changed and would now be referred to as the Formal Public Complaints and Requests for Clarifications Policy.

The Chief of Programs and Public Affairs informed the Board that the Policy was with the Minister's office and that final comments were pending.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the CEO finalize the revised Formal Public Complaints and Requests for Clarifications Policy in accordance with the Board's discussion after receipt of final comments from the ministry, and in consultation with the Chair of the Governance Committee.

It was duly Moved, Seconded and Carried.

d) Board Education

The Governance Committee Chair summarized the Committee's discussion on Board Education.

The Governance Committee Chair asked Board Directors who have suggestions and feedback on the proposed topics to follow up with him.

e) Planning Q1. 2022 Board Strategy Session

The Governance Committee Chair presented the report and summarized the Committee's discussion on the Q1. 2022 Board Strategy Session.

The Board discussed the proposed options for duration, content, and a facilitator.

The Board Chair asked Board Directors who have feedback to follow up with the Governance Committee Chair.

6.4 Human Resources Committee Report

a) Annual Performance Review Process Update

The Human Resources Committee Chair presented the report and the Committee's recommendation. She summarized the Committee's discussions including the request to review the distinction between merit versus pay for performance. The Committee also discussed the performance review process.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Compensation Policy.

It was duly Moved, Seconded and Carried.

6.5 WDTA Transition and Oversight Committee Report

a) Blue Box Program 2022 Steward Obligation

The WDTA Transition and Oversight Committee Chair presented the report and the Committee's recommendation. She summarized the Committee's discussions and informed the Board that Stewardship Ontario (SO) and the Association of Municipalities of Ontario/City of Toronto have agreed on the 2022 Steward Obligation including using a simplified methodology.

The Board accepted the Committee's recommendation.

Motion

IT IS RESOLVED that the Board sets the 2022 total stewardship obligation at \$171,983,609.

It was duly Moved, Seconded and Carried.

b) Stewardship Ontario Simplified Steward Fee Setting Proposal

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

The Board discussed the report and the simplified steward fee-setting methodology.

c) In-Kind Advertising Program – Partial Cash Contribution

The WDTA Transition and Oversight Committee Chair summarized the Committee's discussion on the In-Kind Advertising Program – Partial Cash Contribution. She informed the Board of the need to correct

the calculation of past In-Kind contributions and the impact it would have on newspaper stewards and municipalities.

The CEO informed the Board that the Ministry has been briefed on the matter.

The Board discussed the risks and mitigation measures associated with this matter.

d) **WDTA Program Updates**

The WDTA Transition and Oversight Committee Chair presented the report.

The Board received the report.

7.0 Service Provider Advisory Council (SPAC) Terms of Reference and Membership

The Board Chair presented the report on the Service Provider Advisory Council Terms of Reference and Membership.

The Manager of Programs and Planning informed the Board that comments are pending from the Minister's office.

Motion

BE IT RESOLVED that the CEO finalize the Terms of Reference, membership, and Co-Chairs of the Service Provider Advisory Council in accordance with the Board's discussion after receipt of final comments from the ministry, and in consultation with the Board Chair.

It was duly Moved, Seconded and Carried.

8.0 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 the simplified fee-setting methodology, In-Kind issue, and MHSW program.

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

9.0 Stakeholder Engagement and Communications Strategy

The CEO presented the Stakeholder Engagement and Communications Strategy for discussion.

The Board discussed the report.

10.0 Board Education: “Blue Box transition; Implementation issues for municipalities”

The Board Chair welcomed Mr. Rathbone and introductions were made.

Mr. Rathbone provided an education session on Supporting Communities through the Blue Box Transition.

The Chair thanked Mr. Rathbone and he departed the meeting.

11.0 Other Business

No new business was brought forward for discussion.

12.0 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.

12.1 In Camera Governance Committee Report

- a) 2021 Full Board/Individual Director Evaluation ~ John Dinner

Management was excused for this discussion.

The Board received and discussed the report.

12.2 In Camera Human Resources Committee Report

The Board requested that the CEO, Registrar, Interim CFO, Chief of Communications and Stakeholder Relations, Legal Counsel, and Board Secretariat be present for agenda item 12.3

12.3 2022 Executive Performance Objectives

The Board received and discussed the report on the 2022 Executive Performance Objectives.

Motion

IT IS RESOLVED that the Board approves the Executive Performance Objectives for 2022.

It was duly Moved, Seconded and Carried.

12.4 2022 CEO Performance Objectives

The Board requested that the CEO be present for this agenda item.

Motion

IT IS RESOLVED that the Board approves the following 2022 CEO Performance Objectives:

1. The 2022 Executive Performance Objectives as approved; and
2. Personal Objectives:
 - a. Organizational efficiency and effectiveness;
 - b. Strengthening stakeholder engagement; and
 - c. Preparing for and building a strong communications/relationship with the new government going into and following the June election.

It was duly Moved, Seconded and Carried.

12.5 Recommendation on Registrar Appointment

The Board discussed the appointment taking into consideration, among other items, its succession plan, organizational structure, and performance.

Motion

IT IS RESOLVED that the Board approves the appointment of Ms. Mary Cummins to the position of Registrar, effective February 1, 2022.

It was duly Moved, Seconded and Carried.

12.6 Risk #7 RPRA Culture

The Board discussed organizational culture, taking into consideration, among other items, the impact of workplace restrictions related to the pandemic and organizational workload stemming from multiple concurrent program transitions.

12.8 Other In Camera Business

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

13.0 Adjournment

The meeting was adjourned at 3:45 p.m.



RPR

Resource Productivity
& Recovery Authority

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary