

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE:</b> Thursday, February 17, 2022	<b>TIME:</b> 3:24pm – 5:25pm
<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, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p><b>Guests:</b> John Armiento, Resource Recovery Policy Branch, MECP</p> <p><b>RPRA:</b> Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix</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 3:24 p.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 Board 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 with 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 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes as amended:
  - 3.1 Minutes of the February 3, 2022 Board Meeting
2. That the Board receive the remaining consent items:
  - 3.2 Business Arising
  - 3.3 Correspondence
  - 3.4 Finance and Technology Committee Report Information Items
    - a) Minutes of December 14, 2021 Meeting
    - b) Report on Services procured through contracts in Q4. 2021
  - 3.5 WDTA Transition and Oversight Committee Report Information Items
    - a) Minutes of the December 7, 2021 Meeting

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

## **4.0 Code of Conduct**

Legal Counsel presented the Code of Conduct report. She reminded the Board that a number of changes to the Code of Conduct By-Law were approved at the December 16, 2021 meeting and that the Code of Conduct By-Law was forwarded to the Minister for review as required under the Operating Agreement After the Minister's review, a number of additional clarifying changes are proposed.

The Board discussed the report.

### **Motion**

IT IS RESOLVED that the Board approves the proposed changes to the Code of Conduct.

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



## 5.0 Board Committee Reports

### 5.1 Finance and Technology Committee Report

#### a) Review of Cost Allocation Methodology & Fee Model - Optimus Final Report

The Finance and Technology Committee Chair presented the report and the Committee's recommendation. He summarized the Committee's discussion with Optimus SBR on their review.

Chief of Strategic Initiatives informed the Board that Optimus SBR was retained to review the Cost Allocation Methodology, Fee Model, and Fee-setting policy. Optimus SBR suggested changes to the policy for the purpose of clarity and validated the Cost Allocation Methodology and Fee Model.

The Board received the report and discussed.

#### **Motion**

IT IS RESOLVED that the draft report prepared by Optimus SBR "Cost Allocation Methodology and Fee Model Review," be received by the Board for information, and that a summary of the final report be approved for posting on the Authority's website during the consultation period for proposed 2022 Registry Fees.

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

#### b) Overview of the Fee-Setting Process

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

The Board received the report.

#### c) Proposed 2022 Fee Policy and Registry Fees Approval to Consult

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

The Board discussed the potential impacts of the proposals on stakeholders.

#### **Motion**

IT IS RESOLVED that the CEO is authorized to begin consultation on an updated General Fee-Setting Policy and 2022 Registry Fees for the Tires, Batteries and ITT-AV, Blue Box, Hazardous and Special Products, and Lighting programs at a time to be determined by the CEO.

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

d) Amendments to the Financial Management and Control Policy and Cost Allocation Methodology

The Finance and Technology Committee Chair presented the report and informed the Board that the amendments to the Financial Management and Control Policy will be deferred to a future meeting.

e) Update Policies related to Information Security

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

He reminded the Board of the work started by the former CIO and stated that the current CIO received input from the Committee on creating the overarching data security policy.

He further commented that the CIO is in the process of creating a technology roadmap and will present both the roadmap and policy later in the year.

f) Use of Administrative Penalty Funds

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

General Counsel informed the Board that the Ministry is in the process of consulting on a regulation that would allow the Registrar to issue administrative penalties to regulated entities under the RRCEA. He further stated that the Ministry has asked RPRA to comment on the purposes for which administrative penalty funds may be used.

The Board discussed the report.

### **Motion**

IT IS RESOLVED that following approval of an administrative penalty regulation, RPRA will consult on the purposes for which administrative penalty funds may be used, and that a key principle of the consultation will be that the administrative penalty funds collected will be used to reduce future costs that would otherwise have been incurred by producers through RPRA fees.

IT IS FURTHER RESOLVED that the Chair and CEO are directed to communicate this decision to MECP and the Minister, as appropriate.

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

## **5.2 WDTA Transition and Oversight Committee Report**

a) Simplified Steward Fee Setting Methodology - Blue Box Wind Up Plan Amendment

The Chief of Programs and Public Affairs presented the report and an overview of the Committee's discussion. He informed the Board of Stewardship Ontario's proposal to simplify how steward fees are set and the revised fee-setting methodology.

The Board received the report and discussed the Committee's recommendation.

### **Motion**

The Board approves the Blue Box Wind Up Plan Addendum implementing Stewardship Ontario's (SO) Revised Fee-Setting Methodology for 2023-2025 with the following conditions:

1. Before implementing the simplified fee-setting methodology, SO shall provide a comprehensive plan satisfactory to Authority staff for determining the recovery rate of the Blue Box Program through to the transition in 2025. The plan shall include a detailed methodology for calculating generated tonnes considering the proposed elimination of steward supply-to-market reporting to SO.
2. SO shall continue to undertake bale composition studies until an alternative is presented that is satisfactory to Authority staff.

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

### **6.0 Board Education: Blue Box Reform – Presenter Mary Cummins, Registrar**

The Board requested that the education session be deferred until the next meeting.

### **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. The CEO was present for agenda item 8.1

### **8.1 Risk #7 RPRA Culture**

The CEO informed the Board about pandemic-related matters and the current culture of the organization, including retention and recruitment matters. The Board discussed these matters.

The CEO departed the meeting. Only Board members remained.



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

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

**9.0 Adjournment**

The meeting was adjourned at 5:25 p.m.

Robert Poirier

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Chair

Mary Shenstone

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Corporate Secretary