

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, April 28, 2022	TIME: 9:00am – 1:03pm
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Saqib Cheema, Janet Clark, Tanweer Gilani, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p>Regrets: Andrea Nemtin</p> <p>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP Sue Lo, Stewardship Ontario Administrator [Agenda item 7.0]</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Barbora Grochalova</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 amended.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

Directors R. Poirier and J. Clark identified potential conflicts of interest due to their respective involvement with the Ontario Lottery and Gaming Corporation, a producer under the Blue Box program.

Based on the agenda, it was determined that neither R. Poirier nor J. Clark would be required to recuse themselves from any discussions or voting. R. Poirier and J. Clark will continue to abide by the mitigation measures developed to address their potential conflicts of interest, as required under RPRA's Code of Conduct By-Law.

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 CEO Report

The CEO presented his report, which focused on ministry updates, stakeholder engagement, and staff updates.

The Board discussed the report.

4.0 Registrar Quarterly Report

The Registrar presented her report, which focused on the Registry development projects, registrations, reporting, and performance.

She provided an update on the Hazardous Waste, Blue Box, and HSP registry projects, and on the Marketing Cloud project.

The Board discussed the report.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:

- 5.1 Minutes of the February 17, 2022 Board Meeting

2. That the Board receive the remaining consent items:



- 5.2 Business Arising
- 5.3 Correspondence
- 5.4 Audit and Risk Committee Report Information Items
 - a) Minutes of the December 6, 2021 Meeting
 - b) Q4 2021 Report on Services Procured Through Contracts
 - c) Enterprise Risk Management
- 5.5 Finance and Technology Committee Report Information Items
 - a) Minutes of the February 15, 2022 Meeting
 - b) Minutes of the February 17, 2022 Meeting
 - c) Q4. 2021 Board Remuneration and Board/CEO Expense Claims
 - d) Q4.2021 YTD/Variance Analysis
 - e) Q4 2021 Registry Report
 - f) 2022 Budget and Cash Flow Forecast
 - g) Fees Pre-Meeting Discussion
- 5.6 Governance Committee Report Information Items
 - a) Minutes of the December 2, 2021 Meeting
 - b) Registrar Reporting Protocol Annual Review
 - c) Update Skills Matrix for Board Members
- 5.7 WDTA Transition and Oversight Committee Report Information Items
 - a) Minutes of the February 10, 2021 Meeting
 - b) Proposed Changes to In-Kind Program to Support Transition
 - c) WDTA Program Updates

The Finance and Technology Committee Chair requested that items 5.5 f) 2022 Budget and Cash Flow Forecast and 5.5 g) Fees Pre-Meeting Discussion be removed from consent and discussed under Board Committee Reports.

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 WDTA Transition and Oversight Committee Report

- a) Blue Box Steward Rules

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

The Board received the report and discussed the recommendation.

Motion

IT IS RESOLVED that the Board approves the 2022 Stewardship Ontario Blue Box Steward Rules.

It was duly Moved, Seconded and Carried.

6.2 Finance and Technology Committee Report

a) Fees Pre-Meeting Discussion

The Finance and Technology Committee Chair presented the report and summarized the Committee's meeting with stakeholders.

The Board received the report and discussed the concerns raised by stakeholders.

b) 2022 Budget and Cash Flow Forecast

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

The Board discussed the report and requested that the 2022 Budget and Cash Flow Forecast be a standing item on the agenda until further notice.

7.0 Stewardship Ontario Administrator Report (Verbal)

The CEO welcomed S. Lo to the meeting.

The Administrator presented her report. She reported on four areas: 1) SO's relationship with stakeholders, including RPRA staff 2) MHSW Program Wind-Up, 3) status of the Master Services Agreement with RRA, and 4) Other current issues.

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

8.0 Governance Charter & 2022 Workplan Revisions

The Board Chair provided opening remarks. He commented that the Board would like management to propose further revisions to committee mandates based on the discussions at the Audit and Risk and Finance and Technology committees.

The Finance and Technology Committee Chair commented that items for consideration include allocating powers and duties between the two committees, addressing any gaps, removing duplication of work, and clarification on the use of "internal controls" terminology.

The Finance and Technology Committee Chair will send management documentation on the standard definition of internal controls.

Legal Counsel informed the Board that a revised version of the Charter and workplan will be presented to the Governance committee on May 9, 2022.

9.0 2022 Board Retreat Survey Results

The Board Chair presented the 2022 Board Retreat Survey results. He informed the Board that this item would be delegated to the Governance Committee and that the Committee would review the comments and present a report at a future board meeting to determine next steps and plans for a future retreat.

Motion

IT IS RESOLVED that the Board delegates to the Governance Committee the review of the 2022 Board Retreat survey results and presentation of a report and proposed next steps at a future Board meeting.

It was duly Moved, Seconded and Carried.

10.0 Organizational Review Update

The CEO provided a verbal update on management's plan to fulfill the Business Plan commitment to undertake an organizational review and to review performance measures in 2022.

The Board Chair commented that Directors should follow-up directly with the CEO with any feedback.

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. The CEO, CFAO, General Counsel, Legal Counsel, and the Board Secretariat were present for agenda items 12.1 a) and 12.1 b).

12.1 In Camera Audit and Risk Committee/Finance and Technology Committee

- a) Update on HST Status

The Board received and discussed the report on HST status.

The Board requested that this item be delegated to the Finance and Technology Committee with a request that the Committee report back to the Board no later than the end of August 2022.

Motion

IT IS RESOLVED that the Board delegates responsibility for oversight of the HST status item to the Finance and Technology Committee with the Committee providing a report to the Board before the end of August 2022.

It was duly Moved, Seconded and Carried.

b) Update CEO Attestation Exception #2 – Error in T4 Reporting

The Board received and discussed the report on Error in T4 Reporting.

The board discussed the update related to an error in the pension adjustment boxes on T4 slips for certain employees, which was first brought to the board's attention in March 2021.

12.2 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.

13.0 Adjournment

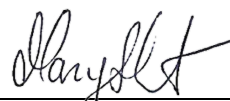
The meeting was adjourned at 1:03 p.m.

Robert Poirier

Mary Shenstone



Chair



Corporate Secretary