

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, May 19, 2022	TIME: 9:01am – 2:54pm
Meeting conducted online	
<p>Chair: Robert Poirier Directors: 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>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP Welch LLP, Samantha Slater, Umar Saeed [Agenda item 6.1] Carol Hochu – IAC Co-Chair and President and CEO of the Tire and Rubber Association (TRAC) [IAC Delegation Agenda item 8.0] Michelle Saunders – VP, Sustainability, Food, Health & Consumer Products of Canada (FHPC) [IAC Delegation Agenda item 8.0] Julie Kwiecinski – Director of Public Affairs, Ontario, Canadian Federation of Independent Businesses (CFIB) [IAC Delegation Agenda item 8.0]</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Stacey Bowman, Cameron Parrack, Cindy Maingot, Davina Gouden</p> <p>Board Secretariat: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:01a.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. 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.

4.0 Registrar Quarterly Report

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

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of the April 28, 2022 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Correspondence



- 5.4 Finance and Technology Committee Report Information Items
 - a) Minutes of the April 14, 2022 Meeting
 - b) Minutes of the April 21, 2022 Meeting
- 5.5 Governance Committee Report Information Items
 - a) Minutes of the April 12, 2022 Meeting

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

- a) 2021 Audit

The Audit and Risk Committee Chair presented the recommendation to approve the draft financial statements.

The Audit and Risk Committee Chair welcomed S. Slater and U. Saeed, the Auditors with Welch LLP, to the meeting and summarized the Committee's discussion of the Auditor's Report and the Audited Financial Statements.

Motion

IT IS RESOLVED that the Board approves the Draft Audited Financial Statements.

It was duly Moved, Seconded and Carried.

- b) Audit Findings Letter (Management Letter) including Recommendations arising from the 2021 audit

S. Slater and U. Saeed presented the Audit Findings Letter. The Auditor commented there were no significant deficiencies found and no issues working with management to conduct the audit.

- c) Draft Audited 2021 Financial Statements & Report

S. Slater presented the Draft Audited Financial Statements.

The Board discussed the draft financial statements. There was a discussion around the Notes to the Financial Statements.

There was a discussion with the Auditor related to HST returns.

d) In Camera with the Auditor

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.

Following the in camera session the Auditors left the meeting.

e) Appointment of Auditor for Fiscal 2022

The Audit and Risk Committee Chair summarized the Committee's discussions and recommendation to appoint Welch LLP to provide audit services for the 2022 fiscal year.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board appoints Welch LLP to provide audit services for the 2022 fiscal year.

It was duly Moved, Seconded and Carried.

6.2 Finance and Technology Committee Report

- a) Approval of 2022 RRCEA Program Fees for Tires, Batteries, ITT/AV, Lighting, HSP and Blue Box
- b) Approval of revised General Fee Setting Policy
- c) 2022 RRCEA Consultation Written Submissions
- d) RRCEA Program Fees Consultation Report

The Finance and Technology Committee Chair summarized the Committee's discussion and recommendation to approve the 2022 RRCEA Program Fees for Tires, Batteries, ITT/AV, Lighting, HSP and Blue Box.

The Board discussed the Committee's recommendation, including the fee setting policy, consultation report, cost allocation method, and stakeholder feedback.

Motion

IT IS RESOLVED that the Board approves the following motions:



IT IS RESOLVED that the Board directs that the draft consultation report be finalized by the CEO and posted on the Registry;

IT IS FURTHER RESOLVED that the Board approves the revised General Fee Setting Policy;

IT IS FURTHER RESOLVED that the Board approves the revised Cost Allocation Methodology;

IT IS FURTHER RESOLVED that the Board approves the fee model for 2022;

IT IS FURTHER RESOLVED that the Board approves the following fee schedules:

Material Group	Registrant	2022 Fee
Tires	Producer: 0 to 999 tires supplied	\$75 flat fee
	Producer: 1,000+ tires supplied	\$0.141 per tire

Material Group	Registrant	2022 fee
ITT-AV	Producer: 6360 Kg or less	\$75 flat fee
	Producer: > 6360 Kg	\$0.06 per Kg
Batteries	Producer: 6250 Kg or less	\$75 flat fee
	Producers: >6250 Kg	\$0.06 per Kg

Material Group	Registrant	2022 Fee
HSP Category A&B (for each* of all sub-material categories)	Producer: up to 10,000 Kg	\$75 flat fee
	Producer: > 10,000 Kg	\$0.0163 per Kg
HSP Category C	Producer	\$7500 flat fee



HSP Category D	Producer	\$1,000 flat fee
HSP Category E	Producer	\$1,000 flat fee
Category C, D and E	Producer with annual revenue in Ontario < \$ 2 Million	\$75 flat fee

* Producers report their supply of each sub-material category separately, and a flat or variable fee is charged for each sub-material category for which the supply is greater than 0.

Material Group	Registrant	2022 Fee
Blue Box Materials	Producer: 50,000 Kg or less	\$75 flat fee
	Producer: > 50,000 Kg	\$0.0044 per Kg

Material Group	Registrant	2022 Fee
Lighting	Producer: 350 Kg or less	\$75 flat fee
	Producer: > 350 Kg	\$0.22 per Kg

- The number of tires supplied for Tires is based on a rolling average of three years (2018-2020 for 2022 fees) of data required to be submitted by producers under the Tires Regulation.
- The kg supplied for ITT-AV is based on the average of the 2018, 2019 and 2020 supply data required to be submitted by producers under the Electrical and Electronic Equipment Regulation, net of the number of kg that the producer is permitted to count toward a reduction in the management requirement under the regulation. The kg supplied for batteries is based on an average of 2019, 2020, and 2021 supply data required to be submitted by single-use battery producers and 2018, 2019 and 2020 data required to be submitted by rechargeable battery producers under the Batteries Regulation, net of the number of kg that the producer is permitted to count toward a reduction in the management requirement under the regulation.
- The kg supplied for Blue Box material is based on 2021 supply data required to be submitted by producers under the Blue Box regulation



- The kg supplied for Hazardous and Special Products material is based on an average of 2019, 2020 and 2021 supply data. The supply data used to calculate the fee will be the supply that would have been obligated under the existing WDTA program plans for those materials. Producers report their supply of each sub-material category separately, and a flat or variable fee is charged for each sub-material category for which the supply is greater than zero.
- The kg supplied for Lighting is based on the average of 2018, 2019 and 2020 supply data required to be submitted by producers under the Electrical and Electronic Equipment Regulation

Fee payment timeline

When producers register on the Registry, fees will be automatically calculated. Fees are due based on the terms of the invoice.

Other charges and fees

The Authority will levy other charges as follows:

- A monthly 1.5% late payment fee as a percentage of the fee value
- Ministry of the Environment, Conservation and Parks costs associated with Environmental Review Tribunal hearings resulting from the appeal of compliance orders and administrative penalty orders from affected parties
- Prosecution costs directly from affected parties

It was duly Moved, Seconded and Carried.

- e) Updates to Financial Management and Control Policy

The Finance and Technology Committee Chair summarized the Committee's discussion and recommendation to approve the Financial Management and Control Policy.

The Board discussed 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.

- f) 2022 Cash Flow Forecast and Increase in Line of Credit

The Finance and Technology Committee Chair summarized the Committee's discussion and recommendation to approve the increase to the line of credit.

The Board discussed the risks and mitigation measures in place and next steps.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the CEO and authorized signatories of the Board to execute an amended arrangement with the bank increasing the revolving line of credit facility as recommended by the Finance and Technology Committee.

It was duly Moved, Seconded and Carried.

g) IT Project Consulting Expenses Request for Approval

The Finance and Technology Committee Chair summarized the Committee's discussion and recommendation to approve the IT Project Consulting Expenses.

The Board discussed the Committee's recommendation.

Motion

The Committee recommends that the Board approve the following motions:

IT IS RESOLVED that the Board approves the increase in the budget for 1906448 Ontario Inc.

IT IS RESOLVED that the Board approves the extension of the contract for 7676751 Canada Corporation, to December 31, 2022.

It was duly Moved, Seconded and Carried.

6.3 Governance Committee Report

a) Governance Charter & 2022 Workplan Revisions

The Governance Committee Chair summarized the Committee's discussion on the revised Governance Charter & 2022 Workplan.

He informed the Board that feedback was received from both the Audit and Risk Committee Chair and the Finance and Technology Committee Chair regarding the separation of duties between the two committees.

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

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Governance Charter and 2022 Workplan effective May 19, 2022.

It was duly Moved, Seconded and Carried.

b) Delegation of Authority Policy

The Governance Committee Chair summarized the Committee's discussion and recommendation to approve the revised Delegation of Authority Policy.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the revised Delegation of Authority Policy.

It was duly Moved, Seconded and Carried.

c) Board 2022 Evaluation

The Governance Committee Chair summarized the Committee's discussion on the 2022 Board Evaluation. The Committee was supportive of the approach to approve a 2022 Board evaluation process without third party support led by the Chair/Vice-Chair using an anonymous online survey.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves a 2022 Board evaluation process without third party support led by the Chair or Vice-Chair using an anonymous online survey. The anonymous online survey will additionally solicit feedback from RPRA executives.

It was duly Moved, Seconded and Carried.

d) Expiry of Elected Director Terms

The Governance Committee Chair provided a verbal update on the 2022 Expiry of Elected Director Terms. He informed the Board that this item will be deferred until after the June election.

e) 2022 Board Retreat Outcomes

The Governance Committee Chair summarized the Committee's discussion on the 2022 Board Retreat Outcomes.

The Board Chair suggested that a retreat be held in-person in the fall.

f) [New Item] Updates to Financial Management and Control Policy

The Governance Committee Chair requested that the Board consider an additional revision to the Financial Management and Control Policy. As the Board Secretary is an employee and not a director, the suggestion was made to remove the Board Secretary as a board signatory.

The Board discussed the recommendation.

Motion

IT IS RESOLVED that the Board approves the updated FMCP policy as recommended.

It was duly Moved, Seconded and Carried.

7.0 Draft Final 2021 Annual Report

The Board Chair presented the Draft Final 2021 Annual Report for approval.

The Chief of Programs and Planning commented that Board members could submit minor edits before the report is to be submitted to the Minister.

Motion

IT IS RESOLVED that the Board approves the Draft Final 2021 Annual Report, subject to revisions arising from final comments, for submission to the Minister on June 1 and for public posting on RPRA's website.

It was duly Moved, Seconded and Carried.

8.0 Industry Advisory Council

The Board Chair provided opening remarks and welcomed C. Hochu, M. Saunders, and J. Kwiecinski to the meeting.

The Industry Advisory Council (IAC) delegation gave a presentation outlining their issues of interest and concerns. The Board discussed and asked questions of the delegation

The Board Chair thanked C. Hochu, M. Saunders, and J. Kwiecinski and they departed the meeting.

9.0 RPRA Approach to Public Reporting on Industry Performance

The CEO introduced the Public Reporting on Industry Performance presentation and provided opening comments.

The General Counsel & Chief of Strategic Initiatives presented the slide deck to the Board. He informed the Board that a version of the slide deck will be provided to the IAC and SPAC and then posted for comment in June 2022.

The Committee discussed the presentation.

10.0 Other Business

The Board discussed the presentation from the Industry Advisory Council.

11.0 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. General Counsel & Chief of Strategic Initiatives, Legal Counsel, and the Board Secretariat were present for agenda items 11.1 a) and b).

11.1 In Camera Governance Committee Report

a) Nominees for Board Officers

The Governance Committee Chair summarized the Committee's discussion on the Nominees for Board Officers.

The Board discussed the process for appointing Board Officers and the Committee's recommendations.

The election of officers will be conducted at the Annual Meeting of the Board.

b) Nominees for Board Committees and Committee Chairs

The Governance Committee Chair summarized the Committee's discussion on the Nominees for Board Committees and Committee Chairs.

The Board discussed the Committee's recommendations.

The motion to appoint Board Committees and Committee Chairs will be considered at the Annual Meeting of the Board.

11.2 In Camera Human Resources Committee Report

11.3 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 items.



11.4 Prepping for Government

The CEO and Board Chair suggested that a meeting of the Board be scheduled following the election to discuss the outcomes of the election.

The CEO departed the meeting. Only Board members remained.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

12.0 Adjournment

The meeting was adjourned at 2:54 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary