

**Board of Directors Meeting
Minutes – Approved**

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| DATE: Tuesday, June 28, 2022 | TIME: 9:01am – 3:01pm |
| Meeting conducted online | |
| <p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair), Ken Kawall (Treasurer), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Mary Shenstone, Marnie Silver, Jeffrey Steiner</p> <p>Guests: John Armiento, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix</p> <p>Corporate Secretary: Andrea Abraham</p> | |

1.0 Call to Order

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

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.

Directors R. Sharma and A. Nemtin declared conflicts under agenda item 6.3 a) Expiry of Elected Director Terms.

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

- a) Stakeholder Update (Standing Item)
- b) Minister Update
- c) CEO Attestation
- d) Dashboard
- e) Cashflow Update – please see 6.2.d (Standing Item)

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.

The Registrar provided an update on the regulatory roadmap since March 2022 and a summary of trends in compliance cases, including the volume, complexity, and system impact of cases.

5.0 Consent Items

Motion: IT IS RESOLVED:

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

- 5.1 Minutes of the May 19, 2022 Board Meeting
- 5.2 Minutes of the May 19, 2022 Annual Meeting of the Board

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 26, 2022 Meeting
- 5.6 Finance and Technology Committee Report Information Items
 - a) Minutes of the May 16, 2022 Meeting
 - b) Q1. 2022 Review Board remuneration and Board/CEO expense claims
 - c) Insurance Coverage and Renewal
 - d) 2022 FTC Workplan
- 5.7 Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the April 20, 2022 WDTA Transition and Oversight Committee Meeting
 - b) Minutes of the May 9, 2022 Meeting
- 5.8 Human Resources Committee Report Information Items
 - a) Minutes of February 1, 2022 Meeting

The Vice-Chair informed the Board that at the May 19, 2022 Annual Meeting of the Board a motion was passed regarding the appointment of Officers. He noted that a correction was required to the language around term lengths for the Chair and Vice-Chair. He commented that the motion to amend required a 2/3 vote.

MOTION:

The following individuals are hereby appointed as Officers of RPRA. The Chair and Vice-Chair shall hold office until the second Annual Meeting following their appointment. The Treasurer shall hold office until the next Annual Meeting or until a successor is duly appointed. The Secretary shall hold office until a successor is duly appointed.

It was duly adopted.



6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

a) Enterprise Risk Management

The Audit and Risk Committee Chair summarized the Committee's discussion on Enterprise Risk Management and the delegation of risks assigned to each Committee.

The Committee Chair informed the Board that each Committee will report on their respective risks.

6.2 Finance and Technology Committee Report

a) Draft 2023–2025 Budget Assumptions and Draft 2023–2025 Strategic Priorities

The Finance and Technology Committee Chair presented the report and summarized the Committee's discussion on the Draft 2023–2025 Budget Assumptions and Draft 2023–2025 Strategic Priorities.

The Board discussed the report.

b) Q1.2022 YTD/Variance Analysis

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

The Board discussed the report.

c) Q1.2022 Registry Report

The Finance and Technology Committee Chair presented the report and the Committee's recommendation to approve the revised Registry budget.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the revised Registry Budget as outlined in the Q1 2022 Registry Report is approved.

It was duly Moved, Seconded and Carried.

d) Report on Banking, Debt Financing and Cash Flow Forecast

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

The CFAO provided an update on the Cash Flow Forecast and an update on meetings with TD Bank.

The Board discussed the risks and mitigation measures.

e) CIO Report

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

He informed the Board that the CIO provided an update on the 2022 digital roadmap, IT procurement needs for 2023, and the challenges faced in recruiting IT staff.

The Board discussed the report.

f) TAG Network & Security Service

The Finance and Technology Committee Chair presented the report and the Committee's recommendation to approve the extension of the agreement with the Technical Action Group until December 2023.

He informed the Board that the scope of the agreement would increase to include enhanced security services.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the extension of Technical Action Group Agreement until December 31, 2023 for Network, Firewall, and Enhanced Security Services.

It was duly Moved, Seconded and Carried.

g) Enterprise Risk Management

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

The Committee Chair informed the Board that the Committee reviewed the mitigation actions and strategies and was satisfied that the risks assigned to the Committee are being monitored and mitigated.

6.3 Governance, Regulatory, and Stakeholder Affairs Committee Report

a) Expiry of Elected Director Terms

Board Directors R. Sharma and A. Nemtin declared conflicts of interested and departed the meeting.

The Governance, Regulatory, and Stakeholder Affairs Committee Chair presented the report on Expiry of Elected Director Terms and summarized the Committee's discussion.

The Committee Chair informed members that the election could occur at the August Board meeting.

The Board discussed the report.

Board Directors R. Sharma and A. Nemtin returned to the meeting at 12:04 p.m.

b) Enterprise Risk Management

The Governance, Regulatory, and Stakeholder Affairs Committee Chair presented the report and summarized the Committee's discussion.

The Committee Chair informed the Board that the risks assigned to the Committee were reviewed and that the Committee is satisfied with the mitigation measures in place.

6.4 Human Resources Committee Report

a) HR Performance Report

The Human Resources Committee Chair presented the HR Performance Report and summarized the Committee's discussion.

The Committee Chair provided an update on recruitment efforts and the turn-over rate. The Committee also discussed the impact of the so-called "Great Resignation."

There was a discussion about remote work and possible future utilization of the office space.

The Board discussed the report.

b) Enterprise Risk Management

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

The Committee Chair informed the Board that the risks assigned to the Committee were reviewed and that the Committee is satisfied with the mitigation measures in place.

The Committee Chair informed the Board there was a discussion regarding the need to have succession plans documented for all Executives, not just the CEO and Registrar.

7.0 Stakeholder Engagement and Communications Strategy

The CEO presented the report and provided opening remarks on the strategy.

The Chief of Programs and Public Affairs provided an overview, which focused on strategies to engage stakeholders and mitigating measures to overcome perceived challenges.

The Board discussed the report.

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 CEO, CFAO, General Counsel & Chief of Strategic Initiatives, Legal Counsel, and the Corporate Secretary were present for agenda items 9.1, 9.2 a) and b), 9.3 a) and b).

9.1 Prepping for next Government (Verbal)

The Board discussed the election and how best to support the Minister once announced.

9.2 In Camera Finance and Technology Committee Report

a) HST Status Update (Verbal)

The Board discussed the HST Status update.

b) Status update on Banking Arrangements

The Board received and discussed the report on the Status update on Banking Arrangements.

9.3 In Camera Human Resources Committee Report

a) Update on Total Rewards

The Board received and discussed the report on Total Rewards.

b) Risk #7 RPRA Culture

The CEO informed the Board of pandemic-related matters, the risk of burnout among some staff, and the current culture of the organization, including retention and recruitment matters. The Board discussed these items.

9.5 Other Business

The Board Chair proposed planning a strategy session in the fall. The Board agreed that an invitation should be extended to the Minister.

Staff departed the meeting. Only Board members remained.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 3:01 p.m.

Robert Poirier

Andrea Abraham



Chair



Secretary