

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, September 22, 2022	TIME: 9:02 am – 2:59pm
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 Ed Gugenheimer, CEO, Alberta Recycling Management Authority (ARMA)</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Stacey Bowman, Cameron Parrack, Barbora Grochalova, Pam Castillo [joined on behalf of Mary Cummins]</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:02 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 will continue to abide by the mitigation measures developed to address any potential conflicts of interest, as required under RPRA’s Code of Conduct By-Law, due to their respective involvement with the Ontario Lottery and Gaming Corporation, a producer under the Blue Box program.

Director R. Poirier identified his involvement with Metrolinx, a potential registrant under the Excess Soil program. It was determined that there was no agenda item requiring his recusal.

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, project updates, stakeholder engagement, and staff updates.

The Board discussed RPRA's Temporary Work from Home Policy. The CEO informed the Board that management continues to monitor workplace practices across Ontario as well as productivity and the impact of working from home on the organization's culture.

4.0 Registrar Quarterly Report

The Registrar provided a verbal report, which focused on the Registry development projects, registrations, reporting, and performance.

The Board discussed the pause to the reporting requirements of the Excess Soil Regulation and the financial implications for RPRA.

5.0 Consent Items

Motion: IT IS RESOLVED:

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

- 5.1 Minutes of the August 25, 2022 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 June 23, 2022 Meeting
- 5.4 Finance and Technology Committee Report Information Items
 - a) Minutes of the August 17, 2022 Meeting
 - b) Q2. 2022 Review Board Remuneration and Board/CEO Expense Claims
- 5.5 Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the June 15, 2022 Meeting
 - b) Review Orientation and Onboarding Program
 - c) Monitor Board and Committee Performance and discuss Governance Issues
- 5.6 Human Resources Committee Report Information Items
 - a) Minutes of August 16, 2022 Meeting

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

- a) Risk Management Framework and Risk Management Plan

The Audit and Risk Committee Chair presented the Risk Management Framework and Risk Management Plan and summarized the Committee's discussion and recommendation to approve the Risk Management Plan and submit a summary of the plan to the Ministry by October 1, 2022.

The CFAO provided an overview of the plan.

The Board discussed the Committee's recommendation.

Motion

Whereas Section 3, Schedule D of the Operating Agreement states that:

"The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority's major activities and objectives;
- b) identify and assess risks to the achievement of stated major activities;
- c) identify a risk mitigation strategy;
- d) establish and maintain a system of internal controls to minimize risk; and

- e) document policies and procedures to manage risk

A summary of the risk management plan shall be provided to the Ministry annually for review.”

IT IS RESOLVED that the Board approves the Enterprise Risk Policy and staff are directed to provide the Risk Management Plan to the Ministry of the Environment, Conservation and Parks.

It was duly Moved, Seconded and Carried.

6.2 Finance and Technology Committee Report

- a) Final Business Plan – 2023 Budget and 2024 – 2025 Forecast

The Finance and Technology Committee Chair summarized the Committee’s discussion and recommendation to approve the Final Business Plan – 2023 Budget and 2024 – 2025 Forecast.

The Board discussed the Business Plan, including the FTE assumptions, and considered the recommendation.

Motion

IT IS RESOLVED that the Board approves the 2023 – 2025 Business Plan, and the Chair is directed to finalize the plan in accordance with the Board’s discussion for submission to the Minister by October 2, 2022 and posting on the Authority’s website, and

IT IS FURTHER RESOLVED that the CEO is authorized to hire 2023 budgeted positions before the end of 2022, to ensure business readiness for increased activity anticipated at the end of 2022.

It was duly Moved, Seconded and Carried.

- b) Proposal to Consult on 2023 Registry Fees

The Finance and Technology Committee Chair summarized the Committee’s discussion and presented the Committee’s recommendation to authorize the CEO to begin consultation on the 2023 Registry Fees.

The Board discussed the Committee’s recommendation.

Motion

IT IS RESOLVED that the CEO is authorized to begin consultation on 2023 Registry fees at a time to be determined by the CEO.

It was duly Moved, Seconded and Carried.

c) Extension of Project Management Service Agreement

The Finance and Technology Committee Chair summarized the Committee's discussion and presented the Committee's recommendation to approve the extension of the project management service agreement.

The Finance and Technology Committee Chair noted that this extension would be limited to the duration of the HWP project, scheduled to conclude in January.

The Board discussed the Committee's recommendation.

Motion

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

It was duly Moved, Seconded and Carried.

d) Procurement Policy

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

The Finance and Technology Committee Chair informed the Board that the Committee discussed the proposed changes and questions were asked regarding when standard purchase orders could be used instead of detailed agreements.

The Board discussed the Committee's recommendation.

Motion

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

It was duly Moved, Seconded and Carried.

e) Information Security Policy

The Finance and Technology Committee Chair summarized the Committee's discussion and presented the Committee's recommendation to approve the Information Security Policy. He commented that the Board's focus is on the overarching policy, which includes a list and description of each operational policy. He further commented that two Committee members with IT backgrounds reviewed the operational policies and did not note concerns.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the Information Security Policy.

It was duly Moved, Seconded and Carried.

f) 2022 Organizational Review

The Finance and Technology Committee Chair introduced the 2022 Organizational Review and provided opening remarks.

The CEO presented the report. The CEO informed the Board that completion of the organizational review was a commitment in the 2022 Business Plan. He further commented that if RPRA is audited by the Auditor General this will be a key document and reflects third party expertise.

The Finance and Technology Committee Chair commented that the Committee was supportive of the framework put forward and discussed the benefits of lean organizational practices.

The Board discussed the report.

g) Q2. 2022 YTD/Variance Analysis

The Finance and Technology Committee Chair introduced the Q2. 2022 YTD/Variance Analysis report and provided opening remarks.

The CFAO presented the report and provided an update on cash flow.

The Board discussed the report.

h) Q2. 2022 Registry Report

The Finance and Technology Committee Chair summarized the Committee's discussion and presented the Q2. 2022 Registry Report.

The CIO commented that OPS standards were considered where applicable when building HWP as requested by the Ministry. She further commented that the Ministry conducts risk assessments and to date has not noted any issues.

The Board discussed the report.

6.3 Governance, Regulatory, and Stakeholder Affairs Committee Report

a) CIF Windup Plan Amendment Proposal for Consultation

The Governance, Regulatory, and Stakeholder Affairs Committee Chair introduced the CIF Windup Plan Amendment Proposal for Consultation. She summarized the Committee's discussion and presented the Committee's recommendation to approve RPRA staff to consult on the proposed amendment to the plan.

The Chief of Programs and Public Affairs provided an overview of the report.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board authorizes RPRA staff to consult on the proposed amendment to the Continuous Improvement Fund Wind-Up Plan and authorizes RPRA staff to approve the consultation materials.

It was duly Moved, Seconded and Carried.

b) WDTA Program Updates

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

The Board discussed the report.

c) Committee Charter Review

The Governance, Regulatory, and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the Committee's recommendation to approve the proposed changes to the Governance Charter.

The Governance, Regulatory, and Stakeholder Affairs Committee Chair informed the Board that the Human Resources Committee proposed one change to its charter to reference reports of 'Workplace Violence, Bullying and Harassment,' and one addition to the Powers and Duties of each Committee: "Perform any other activities consistent with this Charter and RPRA's By-Laws as the Board may deem necessary, advisable, or appropriate for the Committee to perform."

A question was raised about how the Board should continue to exercise its oversight function related to service delivery matters, especially in light of the impending launch of the HWP Registry and the re-start of the Excess Soil Registry. The CEO responded that management would consider the question.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Committee Charters.

It was duly Moved, Seconded and Carried.

d) 2023 Workplan Review

The Governance, Regulatory, and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the Committee's recommendation to approve the 2023 Workplan.

The Board discussed the Committee's recommendation.

Board Motion

IT IS RESOLVED that the Board approves the 2023 Workplan.

It was duly Moved, Seconded and Carried.

e) Annual Governance Charter Review

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

The Board discussed the report.

f) Review Skills Matrix

The Governance, Regulatory, and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the Review Skills Matrix report. She informed the Board that the Committee identified several gaps within the skills matrix and requested some revisions.

The Board discussed the report.

g) Development of Roster for future Board Director Vacancies

The Governance, Regulatory, and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the Development of Roster for future Board Director Vacancies report. She informed the Board that the Committee discussed the importance of diversity and the use of external recruitment firms.

Legal Counsel and the Corporate Secretary will develop a process and report back at a future meeting.

The Board discussed the report.

h) Planning for Fall 2022 Board Retreat (Verbal)

The Governance, Regulatory, and Stakeholder Affairs Committee Chair provided a verbal update and summarized the Committee's discussion on planning for a Fall 2022 Board Retreat. She provided an update on proposed timing and schedule and potential speakers.

6.4 Human Resources Committee Report

a) Q2. 2022 HR Performance Report

The Human Resources Committee Chair summarized the Committee's discussion and presented the Q2. 2022 HR Performance Report. He informed the Board that the Committee's discussion focused on key human resources initiatives and key performance metrics.

The Board discussed the report.

7.0 Other Business

The Board discussed Circular Material Ontario's recent acquisition of the operations of the Resource Recovery Alliance (RRA), formerly known as the Canadian Stewardship Services Alliance, including how RPRA is ensuring adherence to wind up conditions related to data security and conflict of interest.

The Ministry observer departed the meeting at 1:37p.m.

8.0 Education Session: EPR in other Jurisdictions

The Board Chair welcomed Ed Gugenheimer, CEO, Alberta Recycling Management Authority (ARMA).

Mr. Gugenheimer gave a presentation on EPR in Alberta.

The Board Chair thanked Mr. Gugenheimer and he departed the meeting.

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, and Corporate Secretary were present for agenda items 9.1, 9.2, and 9.3.

9.1 In Camera Finance and Technology Committee Report

a) HST Status Update (Verbal)

The Board discussed the HST Status update.



9.2 In Camera Human Resources Committee Report

The CEO and CFAO were present for agenda items 9.2.

- a) RPR Culture – People Risk

The CEO and CFAO provided an update on the current culture of the organization.

9.3 Board of Directors Financial Sustainability Due Diligence

The Board received and discussed the report on Board of Directors Financial Sustainability Due Diligence.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 2:59 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary