

**Annual Meeting of the Board of Directors
Minutes – Approved**

DATE: Wednesday, May 24, 2023	TIME: 1:03pm – 1:20pm
<p>Zoom Meeting Details:</p> <p>Join Zoom Meeting https://us06web.zoom.us/j/7706721332?pwd=emxRUzZONVF3NHk0ZXBWekE2Q3BQZz09</p> <p>Meeting ID: 770 672 1332</p> <p>Passcode: 404404</p> <p>One tap mobile: +16475580588,,7706721332#,,,,*404404# Canada +17789072071,,7706721332#,,,,*404404# Canada</p>	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair), Ken Kawall (Treasurer), Saqib Cheema, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Mary Shenstone, Marnie Silver, Jeffrey Steiner</p> <p>Regrets Janet Clark</p> <p>RPRA: Frank Denton, Noah Gitterman, Lorella Hayes, 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 1:03 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

Director R. Poirier 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 his

involvement with the Ontario Lottery and Gaming Corporation, a producer under the Blue Box program.

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 Approval of Minutes

Motion: To ratify approval of the May 19, 2022 Annual Meeting of the Board of Directors Minutes.

It was duly Moved, Seconded and Carried.

3.0 Appointment of Officer

The appointment of the officer was conducted anonymously via electronic vote.

Chair	Robert Poirier (holds office until the 2024 Annual Meeting)
Vice-Chair	Tom Wright (holds office until the 2024 Annual Meeting)
Treasurer	Ken Kawall (holds office until the 2023 Annual Meeting)
Secretary	Andrea Abraham (holds office so long as she is employed by RPRA or until she is removed as an Officer by the Board)

Motion: Ken Kawall is hereby appointed as an Officer of RPRA. The Treasurer shall hold office until the next Annual Meeting or until a successor is duly appointed.

It was duly Moved, Seconded and Carried.

4.0 Appointment of Committees and Committee Chairs

The appointment of the committees and committee chairs was conducted anonymously via electronic vote.

Motion: The following Committees are hereby continued or established, with the Chair and members of each Committee to hold office until the next Annual Meeting of the Board, or until their successors are duly appointed, namely:

It was duly Moved, Seconded and Carried.

Committee	Chair	Members
Audit and Risk (6)	Saqib Cheema	Andrea Nemtin Mary Shenstone Jeffrey Steiner Tom Wright Robert Poirier (Ex-Officio)
Finance & Technology (6)	Ken Kawall	Janet Clark Tanweer Gilani Rajesh Sharma Marnie Silver Robert Poirier (Ex-Officio)
Governance, Regulatory, and Stakeholder Affairs (6)	Mary Shenstone	Ken Kawall Rajesh Sharma Jeffrey Steiner Tom Wright Robert Poirier (Ex-Officio)
Human Resources (7)	Rajesh Sharma	Andrea Nemtin Tanweer Gilani Marnie Silver Janet Clark Mary Shenstone Robert Poirier (Ex-Officio)

5.0 Approval of Auditor's Report and Financial Statements

Motion: That the Board approves the 2022 Audited Financial Statements containing the Auditor's Report.

It was duly Moved, Seconded and Carried.

6.0 Appointment of Auditor

Motion: Welch LLP are hereby appointed as the Auditor of the Corporation, to hold office until the 2024 Annual Meeting of the Board, at such remuneration as may be fixed by the Board of Directors.

It was duly Moved, Seconded and Carried.

7.0 Ratification of the Acts of the Directors and Officers

Motion: Those acts and omissions of each Director and Officer of the Corporation, which:

- (a) Were within their respective scopes of authority;
- (b) Did not constitute a breach of their respective duties to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) Since [May 19, 2022], are referred to or appear in or may be inferred from any resolution, minutes of meetings, financial statements, registers, records, reports or notices of or concerning the Corporation which are now or have been available to the Directors; are hereby ratified, sanctioned and approved.

It was duly Moved, Seconded and Carried.

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.

Motion: To move out of In Camera.

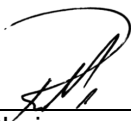
It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 1:20 p.m.

Robert Poirier

Andrea Abraham



Chair



Secretary