

**Board of Directors Meeting
Minutes – Approved**

DATE: Tuesday, February 13, 2024	TIME: 9:05 a.m. – 2:11 p.m.
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Ken Kawall (Treasurer), Saqib Cheema, Janet Clark, Andrea Nemtin, Rajesh Sharma, Mary Shenstone, Marnie Silver, Jeffrey Steiner</p> <p>Guest: Carolina Huignard, Senior Policy Analyst & Anti-Racism Action Plan Divisional Lead, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Marisa Luff, Pam Castillo, Stacey Bowman</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:05 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda.

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 will 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 Metrolinx, a party with obligations under the Excess Soil regulation.

Director R. Sharma 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 Financial Services Regulatory Authority, 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 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.

3.0 In Camera Governance, Regulatory, and Stakeholder Affairs Committee Report

The CEO, general counsel and chief of strategic initiatives, and corporate secretary were present for this item.

a) Recommendation for Vice-Chair position

The board chair summarized the committee's discussion on the recommendation for the vice-chair position and presented the committee's recommendation.

Directors M. Shenstone and K. Kawall departed the meeting to allow the board the opportunity to discuss privately.

The board chair commented that he had canvassed all directors to determine interest in the vice-chair role. He informed the directors that the committee's recommendation would be to appoint both K. Kawall and M. Shenstone to the role of vice-chair.

The board discussed the recommendation.

Directors M. Shenstone and K. Kawall rejoined the meeting

The appointment of the vice-chairs was conducted anonymously via electronic vote.

Motion:

IT IS RESOLVED that Ken Kawall and Mary Shenstone be appointed vice chairs effective February 13, 2024, for terms expiring on the day of RPRA's annual meeting of the board in 2025.

It was duly moved, seconded, and carried.

The general counsel and chief of strategic initiatives and the corporate secretary departed the meeting.

4.0 In Camera Human Resources Report

In Camera Session – Part A (board, CEO & CFAO)

4.1 Update from CEO Selection Committee

The CEO and CFAO were present for this item.

The chair of the CEO Selection Committee provided a verbal update on its meeting of January 12, 2024, including the terms of reference, diversity, equity & inclusion, communications plan, and roadmap.

In Camera Session – Part B (with staff)

4.2 Reporting on 2023 Corporate Objectives (all executives)

All executives and the corporate secretary joined the meeting.

Director J. Steiner joined the meeting.

The Human Resources Committee chair introduced the Reporting on 2023 Corporate Objectives report and summarized the committee's discussion.

The CEO commented on management's accomplishments and challenges in 2023.

The board received and discussed the report.

All staff departed the meeting with the exception of the CEO.

4.3 2023 Year-end Registrar Performance Evaluation (CEO only)

The board received and discussed the 2023 Year-end Registrar Performance Evaluation report.

4.4 2023 Year-end CEO Self-Assessment (CEO only)

The board received and discussed the 2023 CEO Self-Assessment report.

4.5 2024 CEO Salary Range (board, CEO & CFAO)

The CFAO rejoined the meeting.

The board discussed and accepted the HR Committee's recommendation and approved a merit increase for the CEO

The CEO and CFAO departed the meeting and only board directors remained.

In Camera Session – Part C (board only)

4.6 2023 Corporate Performance Incentives

The board received and discussed the 2023 Corporate Performance Incentives.

4.7 2023 CEO Performance Evaluation & CEO Compensation

The board discussed and accepted the HR Committee's recommendation and approved a performance incentive payout for the calendar year 2023.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

5.0 CEO Report

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

6.0 Registrar Report

M. Luff and P. Castillo joined the meeting.

The registrar introduced M. Luff and P. Castillo, who worked on the new format for the registrar report.

The registrar presented her report which focused on risk-based compliance updates, digital reporting services, service delivery, and department updates.

The registrar provided an update on RPRA's first notices of intention to issue administrative penalty orders against free riders in the blue box and tires programs.

There was a request from the board for more information about the trading of performance credits between PROs in the producer responsibility programs.

The board discussed the report and provided the registrar with feedback on the new format.

M. Luff and P. Castillo departed the meeting.

7.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 7.1 Minutes of the November 30, 2023, Board Meeting
2. That the Board receive the remaining consent items:
 - 7.2 Business Arising
 - 7.3 Correspondence
 - 7.4 Finance and Technology Committee Report Information Items
 - a) Minutes of the November 22, 2023, Meeting
 - b) CIO Report
 - c) Status update on Organizational Review
 - d) Self-evaluation of the Committee's 2023 performance
 - 7.5 Governance, Regulatory and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the November 21, 2023
 - b) Council Pre-Meeting Discussion
 - c) Stakeholder Engagement and Communications Updates
 - d) MODUS Annual Registrant Perception Survey Results
 - e) Service Delivery Model
 - f) Update to the RPRA Stakeholder Engagement and Communications Strategy
 - g) IAC Presentation
 - h) SPAC Presentation
 - 7.6 Human Resources Committee Report Information Items
 - a) Minutes of November 13, 2023, Meeting
 - b) Self-Evaluation of the Committee's 2023 performance

It was duly moved, seconded, and carried.

8.0 Finance and Technology Committee Report

a) Proposed final 2024 fees for the Excess Soil Registry & Financing

S. Bowman joined the meeting.

The Finance and Technology Committee chair presented the report and the committee's recommendation to approve the 2024 fees for the excess soil registry and financing.

He informed the board that management recommended setting fees according to the fee model proposed in November, that the program deficit recovery be spread over five years instead of three, and that management negotiate with TD Bank for an increase in debt financing and an extension of the line of credit for the excess soil registry program.

The Finance and Technology Committee chair outlined the committee's discussion, including:

- the consultation process and the feedback received from stakeholders
- what the 2024 fee rates and risks would look like with different recovery periods
- options for "smoothing" the fees over the deficit recovery period
- risks if increased financing from the bank does not materialize, and the debt service ratios for different financing options, and
- the stability and the future of the Excess Soils program, the Ministry's involvement and role in the program, including proposed regulatory changes.

The board discussed the report and the committee's recommendation.

Motion:

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

IT IS RESOLVED that the board authorizes the CEO to seek approval from TD Bank to increase the Excess Soil line of credit limit to \$3.5M, extend the sunset date to December 31, 2028, and for conversion of a term loan, subject to final Board approval of the financing.

IT IS FURTHER RESOLVED that the board approves the following new fee schedule for the Excess Soil Registry:



2024 Excess Soil Registry Fee Schedule

Project Area Notices

Soil Volume (m3)	Fee
100 to 2,000	\$90 flat fee
2001 to 10,000	Variable fee - \$0.130 / m3
10,001 to 50,000	Variable fee - \$0.125 / m3
50,001 to 100,000	Variable fee - \$0.240 / m3
100,001 to 500,000	Variable fee - \$0.30 / m3
> 500,000	\$150,000 flat fee

Reuse Sites

Soil Volume (m3)	Fee
10,000 to 50,000	\$3,150 flat fee
50,001 to 1,000,000	\$12,600 flat fee
1,000,001 to 5,000,000	\$29,400 flat fee
> 5,000,001	\$42,000 flat fee

Residential Soil Depots

Soil Volume (m3)	Fee
Up to 10,000	\$1,050 flat fee

All fees are subject to HST.

It was duly moved, seconded, and carried.

S. Bowman departed the meeting.

b) Report on banking and investment arrangements of the Authority

The Finance and Technology Committee chair presented the report on banking and investment arrangements of the Authority and summarized the committee's discussion.

He informed the board that the CFAO provided an update on RPRA's banking, borrowing, and investment arrangements, as well as cash flow forecasts.

The board discussed the report.

c) IT Procurement – Managed Security Services Provider

The Finance and Technology Committee chair presented the IT Procurement – Managed Security Services Provider report and the committee's recommendation.

He informed the board that management is seeking approval to authorize the CEO to negotiate and execute an agreement with the recommended managed security services vendor.

The board asked the CIO questions about value for money, in-sourcing versus outsourcing, and the status of the cybersecurity roadmap.

The board discussed the report and the committee's recommendation.

Motion:

IT IS RESOLVED that the Board authorizes the CEO to negotiate and execute an agreement with the recommended Managed Security Services vendor.

It was duly moved, seconded and carried.

9.0 Human Resources Committee Report

a) Q4. 2023 HR Performance Report

The Human Resources Committee chair presented the Q4. 2023 HR Performance report and summarized the committee's discussion.

He informed the board that the HR performance metrics were largely met, however some employee engagement survey scores were lower in 2023 than the previous year, and that management is in the process of analyzing the survey results and engaging with staff.

The CFAO informed the board that RPRA has gone through a significant period of hiring, onboarding and training, and that management will now focus on retention, growth and development.

The board discussed the report and asked questions about the survey results.. The CFAO provided her insights and informed the board that sessions were being scheduled for all staff to discuss internal communication, recognition, and ensuring that RPRA has a safe and trusting culture.

The board asked the CFAO for an update on succession planning, as well as training and development opportunities for staff.

10.0 Other Business

No new business was brought forward for discussion.

All staff departed the meeting except the CEO and corporate secretary

11.0 In Camera Discussion

Motion: To move in camera.

It was duly moved, seconded, and carried.



11.1 In Camera Consent Items

Motion:

That the board receive the following consent item:

- b) In camera Governance, Regulatory and Stakeholder Affairs Committee Minutes of January 11, 2024

It was duly moved, seconded, and carried.

The CEO and corporate secretary departed the meeting and only board directors remained.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

12.0 Adjournment

The meeting was adjourned at 2:11 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary