

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

<b>DATE: Thursday, May 16, 2024</b>	<b>TIME: 1:33pm – 1:51pm</b>
<b>Virtual – Microsoft Teams</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Ken Kawall (Treasurer &amp; Vice-Chair), Mary Shenstone (Vice-Chair) Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Jeffrey Steiner</p> <p><b>RPRA:</b> Frank Denton, Noah Gitterman, Adeola Ayoade</p> <p><b>Corporate Secretary:</b> Andrea Abraham</p>	

**1.0 Call to Order**

With a quorum present, the meeting was called to order at 1:33 p.m.

**1.1 Adoption of the Agenda - PASSED**

Motion: To adopt the agenda as presented.

**It was duly moved, seconded, and carried.**

**1.2 Declaration of Real, Potential or Apparent Conflict of Interest**

Directors J. Clark and 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 their respective involvement with the Ontario Lottery and Gaming Corporation, a producer under the Blue Box program.

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 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.

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## 2.0 Approval of Minutes

**To Ratify Approval**

**Motion:** *To ratify approval of the minutes of the May 24, 2023, annual meeting of the board of directors.*

**It was duly moved, seconded, and carried.**

## 3.0 Appointment of Officers

**For Decision**

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

<b>Chair</b>	<b>Robert Poirier</b> (holds office until the 2024 annual meeting)
<b>Vice-Chair(s)</b>	<b>Ken Kawall</b> (appointed vice-chair effective February 13, 2024; holds office until the 2025 annual meeting)  <b>Mary Shenstone</b> (appointed vice-chair effective February 13, 2024; holds office until the 2025 annual meeting)
<b>Treasurer</b>	<b>Ken Kawall</b> (holds office until the 2024 annual meeting)
<b>Secretary</b>	<b>Andrea Abraham</b> (holds office so long as she is employed by RPRA or until she is removed as an officer by the board)

### **Motions:**

Robert Poirier is hereby appointed chair of RPRA. The chair shall hold office until the 2026 annual meeting or until a successor is duly appointed.

Ken Kawall is hereby appointed treasurer of RPRA. The treasurer shall hold office until the 2025 annual meeting or until a successor is duly appointed.

**It was duly moved, seconded, and carried.**

## 4.0 Appointment of Committees

**For Decision**

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, or until their successors are duly appointed:

Committee	Chair	Members
Audit and Risk (6)	Ken Kawall	Andrea Nemtin Mary Shenstone Jeffrey Steiner Saqib Cheema (*until October 31, 2024) Robert Poirier (ex officio)
Finance and Technology (4)	Rajesh Sharma	Tanweer Gilani Janet Clark Robert Poirier (ex officio)
Human Resources (6)	Janet Clark	Andrea Nemtin Tanweer Gilani Rajesh Sharma Mary Shenstone Robert Poirier (ex officio)
Governance, Regulatory, and Stakeholder Affairs (5)	Mary Shenstone	Ken Kawall Rajesh Sharma Jeffrey Steiner Robert Poirier (ex officio)

It was duly moved, seconded, and carried.

**5.0 Approval of Auditor’s Report and Financial Statements For Decision**

**Motion:** *The board approves the 2023 audited financial statements containing the auditor’s report.*

It was duly moved, seconded, and carried.

**6.0 Appointment of Auditor For Decision**

**Motion:** *Welch LLP are hereby appointed as the auditor of the corporation, to hold office until the 2025 annual meeting, at such remuneration as may be fixed by the board.*

It was duly moved, seconded, and carried.

**7.0 Ratification of the Acts of the Directors and Officers For Decision**

**Motion:** *Those acts and omissions of each director and officer of the corporation that:*

- (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*

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(c) *since [May 24, 2023], 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.

## **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 1:51 p.m.

Robert Poirier



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Chair

Andrea Abraham



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Secretary