

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday May 16, 2024	TIME: 9:01 a.m. – 1:30 p.m. 1:33pm – 1:51pm (Annual Meeting of the Board)
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Ken Kawall (Vice-Chair & Treasurer), Mary Shenstone (Vice-Chair), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Jeffrey Steiner</p> <p>Guests: Charles O’Hara, Resource Recovery Policy Branch, MECP Welch LLP: Samantha Slater, Christa Casey [Agenda item 7.1 b)]</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lisa Innes, Wilson Lee, Adeola Ayoade, Stacey Bowman [Agenda item 9.0], Michelle Axbey and Nandaraye Choi [Agenda item 11.0]</p> <p>Regrets: Lorella Hayes</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.

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 RPR'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 Board In Camera Session

Motion: To move in camera.

It was duly moved, seconded, and carried.

The CEO, General Counsel and Chief of Strategic Initiatives, and the Registrar were present for agenda item 2.0.

3.0 In Camera CEO Selection Committee – Directors Only

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

C. O'Hara and staff joined the meeting at 10:06 a.m.

4.0 CEO Report

The CEO presented his report, which focused on strategic planning activities, Ministry updates, and an update on meetings held with the advisory councils.

The board discussed the report.

5.0 Registrar Report

The Registrar presented her report, which focused on EPR registration and reporting, compliance policies, compliance plans and initiatives, compliance bulletins, recruitment, and risks related to the delivery of the compliance mandate.

The board discussed the report.

6.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of the February 14, 2023 Board Meeting
 - 6.2 Minutes of the March 25, 2024 Board Meeting
2. That the Board receive the remaining consent items:
 - 6.3 Business Arising
 - 6.4 Audit and Risk Committee Report Information Items
 - a) Minutes of the November 27, 2023, Meeting
 - b) Q4. 2023 Report on Services Procured through Contracts
 - c) 2023 Financial Compliance Review
 - d) Internal Audit Services Update
 - e) Audit Findings Letter (Management Letter) including Recommendations arising from the 2023 audit
 - f) Management Discussion and Analysis
 - g) Self-evaluation of the Committee's 2023 performance
 - 6.5 Finance and Technology Committee Report Information Items
 - a) Minutes of the February 1, 2024, Meeting
 - b) Q4. 2023 Board Remuneration and Board/CEO Expense Claims
 - c) Q4. 2023 YTD/Variance Analysis
 - d) Enterprise Risk Management
 - 6.6 Governance, Regulatory and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the February 6, 2024 Meeting
 - b) Stakeholder Engagement and Communications Updates
 - c) Follow-up on Modus Registrant Perception Survey
 - d) Enterprise Risk Management
 - e) Self-evaluation of the Committee's 2023 performance

It was duly moved, seconded, and carried.



7.0 Audit and Risk Committee Report

7.1 2023 Audit

a) Draft Audited 2023 Financial Statements & Report

The chair of the Audit and Risk Committee presented and summarized the committee's discussion on the Draft Audited 2023 Financial Statements & Report.

The board chair welcomed S. Slater and C. Casey, auditors from Welch LLP to the meeting.

S. Slater and C. Casey presented the draft audited financial statements.

The board discussed the report.

b) In Camera with the Auditor

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.

Following the in camera session the auditors left the meeting.

c) Report from Finance & Technology Chair (verbal)

The chair of the Finance and Technology Committee informed the board that one of the chair's responsibilities is to liaise with the Audit and Risk Committee. He informed the board that he attended the April 24, 2024 committee meeting and had no concerns to report back.

d) Appointment of Auditor for Fiscal 2024

The chair of the Audit and Risk Committee presented and summarized the committee's discussion on the Appointment of Auditor for Fiscal 2024 report.

He informed the board that the motion to appoint Welch LLP would be considered at the annual meeting of the board.

e) Safe Disclosure Policy

The chair of the Audit and Risk Committee summarized the committee's discussion and recommendation to approve the Safe Disclosure Policy. The board considered the report for approval.

Motion

IT IS RESOLVED that the board approves the proposed changes to the Whistleblower Policy, including renaming it Safe Disclosure Policy.

It was duly moved, seconded, and carried.

8.0 Governance, Regulatory, and Stakeholder Affairs Committee Report

a) Board 2024 Evaluation

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion and recommendation to approve a 2024 board evaluation process.

She informed the board that the process would be conducted in-house and the questions from 2018 would be used to create the survey.

The board discussed the report and committee's recommendation.

Motion:

IT IS RESOLVED that the board approves a 2024 Board evaluation process led by the Chair or delegated to the Vice-Chairs using an anonymous online survey.

It was duly moved, seconded, and carried.

b) Governance Charter – Approve changes to the Audit and Risk Committee

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion and recommendation to approve the changes to the Audit and Risk Committee charter. The board considered the changes for approval.

Motion

IT IS RESOLVED that the board approves the proposed changes to the Audit and Risk Committee charter.

It was duly moved, seconded, and carried.

c) Skills Matrix

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion and recommendation to approve further changes to the board skills matrix, following the updates in fall 2023.

The board discussed the report and committee's recommendation.

Motion

IT IS RESOLVED that the board approves the proposed changes as presented and amended.

It was duly moved, seconded, and carried.

d) Appointment of Co-Chair to IAC & SPAC

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion and recommendation for the appointment of an RPRA co-chair to IAC & SPAC.

She informed the board that an initial conversation was held at the February 6, 2024, committee meeting about who would replace T. Wright as the RPRA co-chair on the advisory councils. She further commented that the recommendation to appoint J. Steiner was deferred until J. Steiner had been re-appointed to the board.

Motion

IT IS RESOLVED that the board appoints Jeffrey Steiner as co-chair of IAC and SPAC effective May 16, 2024.

It was duly moved, seconded, and carried.

9.0 Draft Final 2023 Annual Report

The Chief of Programs and Public Affairs presented the Draft Final 2023 Annual Report.

He informed the board that members still had time to submit edits and comments. The board considered the Draft Final 2023 Annual Report for approval.

Motion

IT IS RESOLVED that the Board approves the Draft Final 2023 Annual Report and that the Chair is authorized to finalize the Report for submission to the Minister on June 1st and for public posting on RPRA's website.

It was duly moved, seconded, and carried.

C. O'Hara departed the meeting at 11:25 a.m.

10.0 Other Business

No new business was brought forward for discussion.

11.0 Board Education: RPR Indigenous Engagement Strategy Update

M. Axbey and N. Choi joined the meeting at 12:35 p.m.

The CEO introduced Senior Compliance Officer Michelle Axbey and Stakeholder Relations Advisor Nandaraye Choi and provided opening remarks.

M. Axbey and N. Choi presented on the RPR Indigenous Engagement Strategy and responded to questions from board members.

The chair thanked the presenters.

M. Axbey and N. Choi departed the meeting at 1:06 p.m.

12.0 In Camera Discussion

Motion: To move in camera

It was duly moved, seconded, and carried.

The CEO, General Counsel and Chief of Strategic Initiatives, and the Corporate Secretary were present for agenda items 12.1 a., b., and c.

12.1 In Camera Governance Committee Report

a) Expiry of Elected Director Term (interim decision)

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion and recommendation regarding the expiry of two elected directors.

She informed the board that directors R. Poirier and S. Cheema's terms expire on October 31, 2024. R. Poirier had indicated that he would like to stand for re-election. S. Cheema had indicated that he will not seek re-election.

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee commented that the committee will come back to the board in September regarding the re-election of R. Poirier.

There was a discussion at the committee to initiate the process to elect a new director to fill the position to be vacated by S. Cheema to ensure governance continuity. The committee discussed commencing the recruitment process in September and recommended running the process in-house.

The board discussed the report and committee's recommendation.

Motion:

IT IS RESOLVED that the board approves a recruitment process, to fill the vacant position, led by the Chair of the Governance, Regulatory and Stakeholder Affairs Committee with support from RPRA staff.

It was duly moved, seconded, and carried.

b) Nominees for Board Officers

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion on the nominees for Board Officers. She informed the board that the motion to appoint the nominees would be considered at the annual meeting of the board.

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee commented that R. Poirier would like to be considered for the role of chair, and K. Kawall for the role of treasurer.

There was a discussion regarding the roles of the treasurer and chair of the Audit and Risk Committee and whether the role of treasurer could be held by a staff member. The board requested that management seek advice and report back.

c) Nominees for Board Committees and Committee Chairs

The chair of the Governance, Regulatory, and Stakeholder Affairs Committee summarized the committee's discussion on the nominees for board committees and committee chairs. She informed the board that the motion to appoint the nominees would be considered at the annual meeting of the board.

The board discussed the report.

All staff departed the meeting at 1:07 p.m.

Motion: To move in camera.

It was duly moved, seconded, and carried.

The CEO, General Counsel and Chief of Strategic Initiatives, and the Registrar stayed in camera with the board.



Motion: To move out of in camera.

It was duly moved, seconded, and carried.

13.0 Adjournment

The meeting was adjourned at 1:30 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary