

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE: Wednesday, June 19, 2024</b>	<b>TIME: 12:15pm – 5:40pm</b>
<b>Meeting conducted online</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Mary Shenstone (Vice-Chair), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Jeffrey Steiner</p> <p><b>Regrets:</b> Ken Kawall (Vice-Chair &amp; Treasurer)</p> <p><b>Guests:</b> Charles O’Hara, Resource Recovery Policy Branch, MECP Ursula Denison, Green Dot [agenda item 3.0]</p> <p><b>RPRA:</b> Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Wilson Lee, Cameron Parrack, Stacey Bowman</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 1:29 p.m., following a board education session which began at 12:15pm.

**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 Board Education: EPR Lessons from other jurisdictions ~ Presenter: Ursula Denison**

The Registrar provided opening remarks and introduced U. Denison.

C. Parrack and S. Bowman joined the meeting at 12:20 p.m.

U. Denison gave a presentation on "Lessons Learned in the German "Green Dot" PRO."

The board asked questions and discussed differences and similarities with Ontario's approach to producer responsibility..

The Chair thanked U. Denison and she departed the meeting at 1:28 p.m.

C. Parrack and S. Bowman departed the meeting at 1:32 p.m.

### **3.0 CEO Report**

The CEO presented his report, which focused on the CEO transition, ministry updates, and key deliverables in May and June 2024.

The board received the report.

### **4.0 Registrar Report**

The Registrar provided a verbal report, which focused on conferences, speaking engagements, compliance and enforcement, and administrative penalties.

The board discussed the report.

## **5.0 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 5.1 Minutes of the May 16, 2024 Board Meeting
  - 5.2 Minutes of the Annual Meeting of the Board, May 16, 2024 Meeting
2. That the Board receive the remaining consent items:
  - 5.3 Correspondence
  - 5.4 Business Arising
  - 5.5 **Audit and Risk Committee Report Information Items**
    - a) Minutes of the April 24, 2024, Meeting
  - 5.6 **Finance and Technology Committee Report Information Items**
    - a) Minutes of the April 30, 2024, Meeting
    - b) Q1. 2024 Board Remuneration and Board/CEO Expense Claims
  - 5.7 **Human Resources Committee Report Information Items**
    - a) Minutes of February 5, 2024, Meeting
    - b) Enterprise Risk Management

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

## **6.0 Strategic Plan Report**

S. Bowman joined the meeting at 2:10 p.m.

The chair introduced the Strategic Plan Report for decision.

The CEO presented the Strategic Plan Report and provided opening comments. He informed the board that the strategic plan will be published in September.

The board discussed the report and suggested revisions to the mission and vision statements for consideration. The board requested a special purpose meeting in July to continue the discussion.

S. Bowman departed the meeting at 2:53 p.m.



**Motion:**

IT IS RESOLVED that the board approves the following content as part of RPRA's strategic plan: strategic goals, objectives, and strategies, and

IT IS FURTHER RESOLVED that the board directs staff to draft additional explanatory content for the strategic plan and publish a final version of the plan on the RPRA website no later than when the 2025 business plan is published.

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

**7.0 Audit and Risk Committee Report**

**a) Enterprise Risk Management**

S. Cheema, acting chair of the Audit and Risk Committee, presented the Enterprise Risk Management report on behalf of K. Kawall.

S. Cheema provided opening remarks and summarized the committee's discussion.

The board considered the report for approval.

**Motion**

IT IS RESOLVED that the board approves the delegation of enterprise level risks to the assigned committees as outlined in the Enterprise Risk Register.

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

**b) Enterprise Risk Management Plan and Enterprise Risk Management Policy**

S. Cheema presented the Enterprise Risk Management Plan and Enterprise Risk Management Policy report.

S. Cheema provided opening remarks and summarized the committee's discussion. He informed the board that management proposed a number of housekeeping changes and will submit the risk management plan to the ministry.

The board considered the report for approval.

**Motion**

The committee recommends that the board approve the following 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 Management Policy, and staff are directed to provide the Enterprise Risk Management Plan to the Ministry of the Environment, Conservation and Parks.

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

### **c) Internal Audit Plan Update**

S. Cheema presented the Internal Audit Plan Update report and summarized the committee’s discussion.

He informed the board that KPMG has been appointed as the internal auditors and will present their findings at the September committee meeting.

The board received the report

## **8.0 Finance and Technology Committee Report**

### **a) Draft 2025 – 2027 Strategic Priorities and Budget Assumptions**

The Finance and Technology Committee chair introduced the Draft 2025 – 2027 Strategic Priorities and Budget Assumptions report and summarised the committee’s discussion.

There was a discussion about the report, including the use of residual funds and assumptions about resources for 2025.

### **b) Q1. 2024 YTD/Variance Analysis**

The Finance and Technology Committee chair introduced the Q1. 2024 YTD/Variance Analysis report and summarized the committee’s discussion.

The board discussed the report.

### **c) Review/Renew Insurance Coverage**

The Finance and Technology Committee chair introduced the Review/Renew Insurance Coverage and summarized the committee's discussion.

There was a discussion on cyber insurance.

The board suggested that RPR's insurance broker be invited to a future meeting.

The board discussed the report.

### **d) CIO Report**

The Finance and Technology Committee chair introduced the CIO Report and provided opening remarks.

The CIO presented her report, which focused on key highlights, performance measures, and the dashboard.

The board discussed the report.

## **9.0 Human Resources Committee Report**

### **a) Q1. 2024 HR Performance Report**

The Human Resources Committee chair presented the Q1. 2024 HR Performance Report and summarized the committee's discussion.

The board discussed the metrics.

### **b) RPR's Pension Plan**

The Human Resources Committee chair presented the Pension Plan report and summarized the committee's discussion.

The Human Resources Committee chair informed the members that staff are considering hiring a consultant to provide an independent assessment of RPR's plan and its administration.

The board discussed the report.

## **10.0 Appointment of Industry Advisory Council Members**

The Chief of Programs and Public Affairs presented the Appointment of Industry Advisory Council Members report and recommendation.

He informed the board that council members' three-year terms had expired, that several members are proposed to be re-appointed, and that two new members are proposed. He further commented that the ministry and Industry Advisory Council co-chair were consulted on the two new appointees.

The Chief of Programs and Public Affairs informed the board that in the future this item would be presented to the Governance, Regulatory, and Stakeholder Affairs Committee before coming to the board.

The board discussed the report and recommendation.

**Motion**

BE IT RESOLVED that the Board approves the following industry advisory council appointments:

Organization	Appointment Status
<b>Tire and Rubber Association of Canada (TRAC)</b> <i>*IAC Industry Co-Chair – Carol Hochu</i>	Reappointment
<b>Canadian Beverage Association (CBA)</b>	Reappointment
<b>Retail Council of Canada (RCC)</b>	Reappointment
<b>Food, Health &amp; Consumer Products of Canada (FHCP)</b>	Reappointment
<b>Canadian Consumer and Special Products Association (CCSPA)</b>	Reappointment
<b>Electronic Products Stewardship Canada (EPSC)</b>	Reappointment
<b>Canadian Federation of Independent Businesses (CFIB)</b>	Reappointment
<b>News Media Canada (NMC) / Ontario Community Newspapers Association (OCNA)</b>	Reappointment
<b>Electro-Federation Canada (EFC)</b>	Reappointment
<b>Canadian Vehicle Manufacturers Association (CVMA)</b>	New appointment
<b>Chemistry Industry Association of Canada (CIAC)</b>	New appointment

It was duly moved, seconded, and carried.

## **11.0 Other Business**

No new business was brought forward for discussion.

All staff departed the meeting at 4:50 p.m. The CEO remained for the in camera discussion.

## **12.0 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 was present for agenda items 12.1 a. and b.

### **12.1 In Camera Human Resources Committee Report**

#### **a) Outgoing CEO final partial year assessment**

The board discussed and accepted the HR Committee's recommendation on the outgoing CEO's final partial year assessment.

#### **b) CEO Transition**

The board received and discussed the CEO Transition report.

The CEO departed the meeting at 5:20 p.m. Only board directors remained.

### **12.2 In Camera Consent Items**

**Motion:** IT IS RESOLVED:

That the board receive the remaining consent items:

- In Camera Human Resources Minutes of February 5, 2024, Meeting
- In Camera Human Resources Minutes of May 13, 2024, Meeting

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

**Motion:** To move out of in camera.

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





**13.0 Adjournment**

The meeting was adjourned at 5:40 p.m.

Robert Poirier

Andrea Abraham

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Chair

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Secretary