

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE:</b> Thursday, August 8, 2024	<b>TIME:</b> 9:01am – 1:10pm
<b>Meeting conducted online</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> Ken Kawall (Vice-Chair &amp; Treasurer), Mary Shenstone (Vice-Chair), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p><b>Guests:</b> John Fox, Resource Recovery Policy Branch, MECP</p> <p><b>RPRA:</b> Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Stacey Bowman [agenda items 7.1 &amp; 8.0]</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 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 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 In Camera Session**

**Motion:** To move in camera.

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

The CEO was asked to join the in camera session at 9:35 a.m.

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

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

R. Poirier departed the meeting at 9:57 a.m. and K. Kawall chaired the meeting on his behalf.

### **3.0 CEO Report**

The CEO presented his report, which focused on ministry updates and key deliverables.

The board received the report.

### **4.0 Registrar Report**

K. Kawall, acting chair, introduced the Registrar Report.

The Registrar provided a verbal report, which focused on enforcement, administrative penalties, free riders, and guideline development.

The board discussed collection systems, administrative penalties, and setting service level standards.



## 5.0 Consent Items

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 5.1 Minutes of the June 19, 2024 Board Meeting
  - 5.2 Minutes of the July 15, 2024 Board Meeting
2. That the Board receive the remaining consent items:
  - 5.3 Business Arising
- 5.4 Human Resources Committee Report Information Items  
Minutes of June 10, 2024, Meeting
  - a) Minutes of June 10, 2024, Meeting
  - b) Q2. 2024 HR Performance Report
- 5.5 Finance and Technology Committee Report Information Items
  - a) Minutes of the June 11, 2024, Meeting

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

## 6.0 Human Resources Committee Report

- a) HR Strategy for 2025-2027 Business Plan

K. Kawall, acting chair, introduced the HR Strategy for 2025-2027 Business Plan report.

The Human Resources Committee chair provided opening remarks on the committee's discussion.

The CFAO presented the HR Strategy for 2025-2027 Business Plan report and provided an overview of the proposed 2025-2027 strategies and planned activities, as well as the human resources assumptions and FTEs for the 2025 draft business plan.

The board discussed the report including a discussion on headcount and the salary and benefits contingency.

R. Poirier rejoined the meeting at 10:49 a.m. and resumed chairing duties.



## **7.0 Finance and Technology Committee Report**

### **7.1 Draft Business Plan and draft 2025 Budget and 2026-2027 Forecast & Preliminary 2025 Fee Impact**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Draft Business Plan and draft 2025 Budget and 2026-2027 Forecast & Preliminary 2025 Fee Impact report. He informed the board that the final budget and proposed fee consultation will be presented in September.

The board discussed the report

### **7.2 2024-2025 Registry Enhancements**

#### **a) Registry Enhancement Project – Data Analytics Tool Kit**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Registry Enhancement Project – Data Analytics Tool Kit report.

The board discussed the committee's recommendation on the Registry Enhancement Project – Data Analytics Tool Kit.

#### **Motion:**

IT IS RESOLVED that the board approves the Data Analytics Toolkit project budget and authorizes the CEO to negotiate and execute required contract documents with the recommended vendor.

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

#### **b) Registry Enhancement Project – Blue Box**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Registry Enhancement Project – Blue Box report.

The board discussed the committee's recommendation on the Registry Enhancement Project – Blue Box.

#### **Motion:**

IT IS RESOLVED that the board approves the Blue Box Facility project budget and authorizes the CEO to negotiate and execute required contract documents with the recommended vendor.

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

c) Registry Enhancement Project – Order to Cash

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Registry Enhancement Project – Order to Cash project.

The CIO provided an update on the Order to Cash project and plan. She informed the board that management will provide an update at a future meeting.

## **8.0 Updating RPRA's Vision and Mission Statements**

The chair introduced the Updating RPRA's Vision and Mission Statements report.

The CEO presented the Updating RPRA's Vision and Mission Statements report and provided opening remarks. He reminded the members that the board supported the revised vision statement at the July 15, 2024, meeting. Management presented a revised mission statement based on feedback received at the July 15, 2024, meeting.

S. Bowman provided an overview of the draft narrative elements for the strategic plan, including a revised proposed mission statement. She informed the board that a final version of the strategic plan will be presented at the September meeting.

The board discussed the report and supported the revised mission statement.

S. Bowman departed the meeting at 12:11 p.m.

## **9.0 Other Business**

No new business was brought forward for discussion.

The chair thanked J. Fox for attending and he departed the meeting at 12:12 p.m.

All staff departed the meeting at 12:14 p.m. The CEO was asked to join the in camera session.

## **10.0 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 10.1 and 10.2.



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

### **10.1 Registrar 2024 Mid-Year**

#### a) Registrar Mid-Year Performance Assessment

The board reviewed and discussed the Registrar Mid-Year report.

### **10.2 2024 Incoming CEO Performance Objectives**

The board received and discussed the 2024 Incoming CEO Performance Objectives report.

#### **Motion:**

The committee recommends that the board approve the following motion:

IT IS RESOLVED that the board approves the following 2024 performance objectives for the incoming CEO:

1. 2024 Executive Performance Objectives as approved at the November 30, 2023, board meeting.
2. CEO Leadership Objectives:
  - a. Smooth CEO transition
  - b. Planning and organizational improvements
  - c. Leadership development

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

The CEO departed the meeting at 1:07 p.m. Only board members remained.

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

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

### **11.0 Adjournment**

The meeting was adjourned at 1:10 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary