

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE: Wednesday, September 18, 2024</b>	<b>TIME: 10:03am – 3:40pm</b>
<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> Marc Peverini, Resource Recovery Policy Branch, MECP Jason Grossman, Gartner</p> <p><b>RPRA:</b> Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Wilson Lee, Joymalya Bhattacharjee, Emily Rix, 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 10:03 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 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.

The CEO, Registrar, General Counsel, and Chief of Programs and Public Affairs were asked to join the in-camera session at 10:07 a.m.

The Corporate Secretary departed the meeting.

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

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

#### **a) Expiry of Elected Director Term (R. Poirier)**

The Registrar and Chief of Programs and Public Affairs departed the meeting.

The Corporate Secretary rejoined the meeting.

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented the report on the Expiry of Elected Director Term (R. Poirier) and the committee's recommendation to re-elect R. Poirier to the board of directors.

The appointment was conducted anonymously via electronic vote.

## **Motion**

IT IS RESOLVED that Robert Poirier be re-elected to the board of directors of RPRA effective November 1, 2024, for a three-year term.

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

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

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

All staff rejoined the meeting at 11:10 a.m.

The board chair welcomed the ministry observer M. Peverini to the meeting.

The board chair acknowledged that this would be S. Cheema's last meeting with the board and thanked him for his years of service.

## **4.0 CEO Report**

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

There was a discussion on work arrangements and office space. The CEO informed the board that the current lease will end at the end of 2026.

The board discussed the report.

Director A. Nemtin departed the meeting at 11:48 a.m.

## **5.0 Registrar Report**

The Registrar provided her report, which focused on EPR registrations and reporting, compliance policies, compliance plans and initiatives, recruitment, and risks.

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 August 8, 2024 Board Meeting
2. That the Board receive the remaining consent items:



- 6.2 Business Arising
- 6.3 **Audit and Risk Committee Report Information Items**
  - a) Minutes of the June 17, 2024, Meeting
- 6.4 **Finance and Technology Committee Report Information Items**
  - a) Minutes of the August 6, 2024, Meeting
  - b) Q2. 2024 Board Remuneration and Board/CEO Expense Claims
- 6.5 **Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items**
  - a) Minutes of the May 14, 2024, Meeting
  - b) Stakeholder Engagement and Communications Updates
  - c) Review Orientation and Onboarding Program
  - d) Director Recruitment Update
  - e) Board Evaluation Update

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

## **7.0 Audit and Risk Committee Report**

- a) Review 2024 Internal Audit Report

The Audit and Risk Committee chair introduced and summarized the committee's discussion on the Review 2024 Internal Audit report. He informed the board that KPMG reviewed five financial controls as identified in the scope of work.

The Audit and Risk Committee chair informed the board that KPMG made seven recommendations – three medium priority and four low priority.

The board discussed the report and concluded that they were pleased with the results, as well as the cooperation between KPMG and staff, and the efforts of the team.

R. Poirier rejoined the meeting at 1:39 p.m.

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

### **8.1 Final Business Plan - 2025 Budget and 2026-2027 Forecast**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Final Business Plan - 2025 Budget and 2026-2027 Forecast report and presented the committee's recommendation.

He provided an update on the summary of changes made to the plan and budget since the August meeting. He also informed the board that management met with the advisory councils and described the feedback received from the councils.

The CFAO presented on the changes made to the plan and budget since the last meeting.

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

Director A. Nemtin rejoined the meeting at 12:41 p.m.

### **Motion**

IT IS RESOLVED that the board approves the 2025-2027 business plan, and the chair is directed to finalize the plan in accordance with the board's discussion for submission to the Minister by October 1, 2024 and posting on RPRA's website

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

## **8.2 Proposal to consult on 2025 Registry Fees**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the proposal to consult on 2025 registry fees and presented the committee's recommendation.

The Finance and Technology Committee chair informed the board that management is not proposing any changes to the fee model, cost allocation methodology, or cost drivers.

The CFAO gave a presentation highlighting key points and the main inputs to the fee setting process.

R. Poirier departed the meeting at 12:45 p.m.

The board discussed the report, the impact on the various programs, and the committee's recommendation.

### **Motion**

IT IS RESOLVED that the CEO is authorized to begin consultation on 2025 Registry program fees at a time to be determined by the CEO.

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

S. Bowman departed the meeting at 1:13 p.m.

## **8.3 RPRA use of AP Funds Policy (verbal update)**

The Finance and Technology Committee chair introduced the RPR use of AP Funds Policy.

The CEO provided a verbal update on the status of the policy. He informed the board that stakeholders were consulted earlier in the year and that management would provide an update during the November board cycle.

The CEO confirmed for the board that any administrative penalty funds received would be held in a separate account.

The board discussed the report.

#### **8.4 Quarterly Financial Reports**

##### **a) Q2. 2024 YTD/Variance Analysis**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the Q2. 2024 YTD/Variance Analysis report.

The board received the report.

#### **8.5 Annual Policy Review**

##### **a) General Fee Setting Policy (FTC-002)**

The Finance and Technology Committee chair introduced and summarized the committee's discussion on the General Fee Setting Policy and presented the committee's recommendation. He informed the board that staff reviewed the policy and proposed a number of housekeeping changes. No substantive changes were proposed.

The board received the report.

#### **Motion**

IT IS RESOLVED that the board approves the revised General Fee Setting Policy.

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

#### **9.0 Governance, Regulatory, and Stakeholder Affairs Committee Report**

##### **9.1 Committee Charter Review**

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented and summarized the committee discussion on the Committee Charter Review report and presented the committee's recommendation.

She informed the board that the Human Resources Committee proposed the addition of a reference to the committee's oversight of RPRA's pension plan and compliance with the Pension Benefits Act.

She further commented that no changes are suggested to the charters of the Audit and Risk Committee, Finance and Technology Committee, or Governance, Regulatory, and Stakeholder Affairs Committee.

The board received the report.

**Motion**

IT IS RESOLVED that the board approves the proposed changes to the committee charters.

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

**9.2 2025 Workplan Review**

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented and summarized the committee discussion on the 2025 Workplan Review report and presented the committee's recommendation.

The board received the report.

**Motion**

IT IS RESOLVED that the board approves its 2025 workplan.

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

**9.3 Annual Governance Charter Review**

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented and summarized the committee discussion on the Annual Governance Charter Review report and presented the committee's recommendation.

She informed the board that the charter needed to be updated to include the new vision and mission statements, including a proposed administrative change to the wording of the mission statement.

The board received the report.

**Motion**

IT IS RESOLVED that the board approves the proposed changes to the Governance Charter.

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

#### **9.4 Annual Policy Review**

- a. CEO Compliance Attestation Procedure (GRSAC-005)
- b. Formal Public Complaints and Requests for Clarification Policy (GRSAC-008)
- c. Risk-Based Compliance Framework (GRSAC-015)
- d. Access and Privacy Code (GRSAC-001)

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented and summarized the committee discussion on the Annual Policy Review report and presented the committee's recommendations.

She informed the board that staff reviewed the policies and proposed a number of housekeeping changes to the CEO Compliance Attestation Procedure, Formal Public Complaints and Requests for Clarification Policy, and Risk-Based Compliance Framework.

The Governance, Regulatory, and Stakeholder Affairs Committee chair commented that work is underway to make substantive changes to the Risk-Based Compliance Framework for future discussion and approval, and that staff are not recommending any changes to the Access and Privacy Code at this time.

#### **Motion**

IT IS RESOLVED that the board approves the proposed changes to the CEO Compliance Attestation Procedure.

IT IS RESOLVED that the board approves the proposed changes to the Formal Public Complaints and Requests for Clarifications Policy.

IT IS RESOLVED that the board approves the proposed changes to the Risk-Based Compliance Framework.

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

#### **10.0 Other Business**

The board discussed the timing of the next board retreat and topics for discussion. The board chair suggested the retreat be held in Q1. 2025.

M. Silver departed the meeting at 2:03 p.m.

M. Peverini departed the meeting at 2:06 p.m.





**11.0 Board Education: “Ransomware has changed – are we ready?” ~ presented by J. Grossman, Gartner**

J. Bhattacharjee joined the meeting at 2:10 p.m.

The CIO introduced J. Grossman from Gartner.

J. Grossman gave a presentation on ransomware.

The board asked a number of questions about cybersecurity, ransomware attacks, and AI.

The board thanked J. Grossman and he departed the meeting at 3:09 p.m.

All staff departed the meeting at 3:09 p.m. The CEO was asked to join the in camera session.

**12.0 In Camera Discussion**

**Motion:** To move in camera.

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

The CEO departed the meeting and only board directors remained.

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

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

**13.0 Adjournment**

The meeting was adjourned at 3:40 p.m.

Robert Poirier

Andrea Abraham

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Chair

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Secretary