

**Board of Directors Meeting
Minutes – Approved**

DATE: Wednesday, November 29, 2024	TIME: 9:00 a.m. – 3:02 p.m.
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Ken Kawall (Vice-Chair & Treasurer), Mary Shenstone (Vice-Chair), Janet Clark, Tanweer Gilani, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p>Regrets: Andrea Nemtin</p> <p>Guest: Charles O’Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Cameron Parrack [agenda item 9.0], Stacey Bowman [agenda item 9.0]</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:00 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. 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 Ontario Cannabis Retail Corporation, a party with obligations under the Blue Box regulation.

Director R. Sharma will continue to abide by the mitigation measures developed to address any potential conflicts of interest, as required under RPPRA'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 general counsel and corporate secretary departed the meeting at 9:05 a.m.

The CEO was asked to join the in-camera session.

It was duly moved, seconded, and carried.

The CEO departed the meeting and only board directors remained.

The board requested that the following record of in camera activities be added to the public minutes.

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

3.1 2024 Board Self-Evaluation survey results

The board received and discussed the 2024 Board Self-Evaluation survey results.

4.0 In Camera Human Resources Committee Report

4.1 2025 Executive Performance Objectives

All executives and the corporate secretary rejoined the meeting at 10:06 a.m.

The Human Resources Committee chair summarized the committee's discussion and recommendation to approve the Executive Performance Objectives and Measures for 2025.

The board discussed the committee's recommendation.

Motion

IT IS RESOLVED that the board approves the Executive Performance Objectives and Measures for 2025.

It was duly moved, seconded, and carried.

The Registrar, CIO, Chief of Programs and Public Affairs and the corporate secretary departed the meeting at 10:35 a.m.

The CEO and CFAO were present for agenda items 4.2 and 4.3.

4.2 2025 CEO Performance Objectives

The Human Resources Committee chair summarized the committee's discussion and recommendation to approve the 2025 CEO Performance Objectives.

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

Motion

IT IS RESOLVED that the board approves the following 2025 performance objectives for the incoming CEO:

1. 2025 Executive Performance Objectives to be approved at the November 29, 2024, board meeting.
2. CEO Leadership Objectives:
 - a. Planning and organizational improvements
 - b. Leadership development

It was duly moved, seconded, and carried.

4.3 Succession Planning for all Executives

The Human Resources Committee chair summarized the committee's discussion on the Succession Planning for all Executives report.

The CEO and CFAO were present for this item and provided an overview of the executive succession plan, registrar succession plan, and CEO succession Plan.

The board discussed the report.

The CFAO departed the meeting.

4.4 CEO Transition Plan Update

The Human Resources Committee chair introduced the CEO Transition Plan Update report and summarized the committee's discussion.

The CEO provided an update on the status of the Notice of Application brought by Environmental 360 Solutions against RPRRA. The board discussed the status of the litigation.

The board discussed the report.

The Registrar, CFAO, CIO, Chief of Programs and Public Affairs, general counsel, and corporate secretary rejoined the meeting at 11:13 a.m.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

5.0 CEO Report

C. O'Hara joined the meeting at 11:49 a.m.

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

The CIO presented the revised dashboard.

The board discussed the dashboard and provided feedback to management for consideration.

The board received the report.

6.0 Registrar Report

The Registrar presented her report, which focused on EPR registrations and reporting, compliance policies and plans, Registry procedures, recruitment, and risks.

There was a discussion on administrative penalties and free riders.

The board discussed the report.

7.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 7.1 Minutes of September 18, 2024, Board Meeting
2. That the Board receive the remaining consent items:
 - 7.2 Business Arising
 - 7.3 **Audit and Risk Committee Report Information Items**
 - a) Minutes of September 10, 2024, Meeting
 - b) Safe Disclosure Policy Annual Report
 - c) RPRRA Compliance to Data Security Policies
 - 7.4 **Finance and Technology Committee Report Information Items**
 - a) Minutes of September 12, 2024, Meeting
 - b) Q3. 2024 Board Remuneration and Board/CEO Expense Claims
 - c) Q3. 2024 Financial Reports and Variance Analysis
 - d) CIO Report
 - 7.5 **Governance, Regulatory and Stakeholder Affairs Committee Report Information Items**
 - a) Minutes of September 17, 2024, Meeting
 - b) Stakeholder Engagement and Communications Updates
 - c) WDTA Program Updates
 - d) Review – Wind-up Guide
 - e) Monitor Board and Committee Performance and discuss Governance Issues
 - 7.6 **Human Resources Committee Report Information Items**
 - a) Minutes of August 1, 2024, Meeting

It was duly moved, seconded, and carried.

8.0 Audit and Risk Committee Report

- a) Approve External Audit Plan for 2024 Fiscal Year

The Audit and Risk Committee chair summarized the committee's discussion on the External Audit Plan for 2024 Fiscal Year report and presented the committee's recommendation.

The board discussed the report and the committee's recommendation

Motion

IT IS RESOLVED that the board approves the external audit approach and planning letter from Welch LLP for the audit of the financial statements for the year ending December 31, 2024.

It was duly moved, seconded, and carried.

b) Approval of 2025 Internal Audit Plan

The Audit and Risk Committee chair summarized the committee's discussion on the 2025 Internal Audit Plan.

He informed the board that the committee was supportive of the recommendation for training but also wanted to see one functional area audited in 2025. The committee requested that management work with KPMG and present a revised internal audit plan and related activities at the April 2025 meeting.

The Audit and Risk Committee chair informed the board that a recommendation would not be put forward at this time.

The board received the report.

c) Enterprise Risk Management

The Audit and Risk Committee chair summarized the committee's discussion on the Enterprise Risk Management report.

The board received the report.

M. Silver and C. O'Hara departed the meeting.

9.0 Finance and Technology Committee Report

a) Proposed Final 2025 Program Fees

C. Parrack and S. Bowman joined the meeting at 1:45 p.m.

C. O'Hara joined the meeting at 2:00 p.m.

The Finance and Technology Committee chair summarized the committee's discussion on the Proposed Final 2025 Program Fees report and presented the committee's recommendation.

The CEO and CFAO provided a summary of the recommendations. The CEO informed the board that a fee model review would be conducted in 2025.

There was a discussion on the feedback received and impact on stakeholders.

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

Motion:

The Board approves the following motions:

IT IS RESOLVED that the board directs that the draft consultation report be finalized by the CEO and posted on the Registry;

IT IS FURTHER RESOLVED that the board approves the 2025 program fees and supporting fee schedules.

2025 Fee Schedules

Tires

Registrant	2025 Fee
Producer: 0 to 999 tires supplied*	\$95 flat fee
Producer: 1,000+ tires supplied	\$0.204 per tire

Rates are subject to HST.

*The number of tires supplied is an average of supply in 2021, 2022 and 2023.

Batteries and ITT/AV

Material Group	Registrant	2025 fee
ITT/AV	Producer: 6360 Kg* or less	\$95 flat fee
	Producer: > 6360 Kg	\$0.033 per Kg
Batteries	Producer: 6250 Kg** or less	\$95 flat fee
	Producers: >6250 Kg	\$0.033 per Kg

Rates are subject to HST.

*The kg supplied of rechargeable batteries and ITT/AV are rolling averages of supply in 2021, 2022 and 2023, and kg supplied of single-use batteries is the average of supply in 2022, 2023 and 2024. Total kilograms are the net number of kilograms that the producer is permitted to count toward a reduction in the management requirement under the regulation.



2025 Fee Schedules cont.

HSP

HSP material	Registrant	Proposed 2025 fee
Automotive materials – oil filters	Producer: 10,000 kg or less	\$95 flat fee
	Producer: > 10,000 kg	\$0.071 per Kg
Automotive materials – oil containers	Producer: 10,000 kg or less	\$95 flat fee
	Producer: > 10,000 kg	\$0.103 per Kg
Automotive materials – antifreeze	Producer: 10,000 kg or less	\$95 flat fee
	Producer: > 10,000 kg	\$0.025 per Kg
Paints, coatings, solvents, pesticides, and pressurized containers	Producer: 10,000 kg or less	\$95 flat fee
	Producer: > 10,000 kg	\$0.011 per Kg
Category C, D and E	Producer with annual gross revenue in Ontario < \$2 million	\$95 flat fee
Category C – Mercury-containing barometers, thermometers, thermostats	Producer	\$7,500 flat fee
Category D – Fertilizers	Producer	\$1,000 flat fee
Category E – Refillable propane containers	Producer	\$1,000 flat fee

Rates are subject to HST.

* The supply data used to calculate the 2025 fee is the supply reported into the sectors identified for that material type in the 2021 rules for stewards under the Municipal Hazardous or Special Waste (MHSW) programs (consistent with the 2024 HSP fees)

*The supply data used to determine the proposed 2025 fee is the average of 2021, 2022 and 2023 Kgs supplied (reported to RPRA in 2024).

2025 Fee Schedules cont.

Blue Box

Registrant	2025 Fee
Producer: 50,000 Kg* or less	\$95 flat fee
Producer: > 50,000 Kg*	\$0.0074 per Kg

Rates are subject to HST.

*The kg supplied of Blue Box materials is supply in 2024 required to be submitted under the Blue Box Regulation.

Lighting

Registrant	2025 Fee
Producer: 1166 Kg* or less	\$95 flat fee
Producer: >1166 Kg*	\$0.193 per Kg

Rates are subject to HST.

*The Kg supplied of Lighting is a rolling average of supply in 2021, 2022, and 2023.



2025 Fee Schedules Cont.

Hazardous Waste

Hazardous Waste generators are responsible for paying fees to RPRA.

Description	Fee
Hazardous waste*	\$30/ tonne
Manifest**	\$6/ manifest

Rates are subject to HST.

*Tonnage fee applies to waste shipped and waste disposed onsite. Fee excludes waste subject to tonnage fee exemptions in the Subject Waste Regulation under the RRCEA

**Excludes manifests subject to manifest fee exemptions in the Subject Waste Regulation under the RRCEA.

2025 Fee Schedules Cont.

Excess Soil Registry:

Project Area Notices

- Proponents of projects that generate excess soil that needs to be moved off-site are required to register their project, report on the quantity and quality of soil generated and moved and pay a fee.

Soil Volume (m3)	Fee
100 to 2000	\$95
>2000 to 10,000	Variable fee - \$0.130 / m3
>10,000 to 50,000	Variable fee - \$0.163 / m3
>50,000 to 100,000	Variable fee - \$0.312 / m3
>100,000 to 500,000	Variable fee - \$0.390 / m3
>500,000	\$195,000 flat fee

Rates are subject to HST.



2025 Fee Schedules Cont.

Excess Soil Registry:

Reuse Site Notices

- Owners of soil reuse sites (sites approved to accept certain quantities of Excess Soil, which will be beneficially reused) are required to register, report on the quantity of soil they anticipate accepting, and pay a fee.

Soil Volume (m3)	Fee
10,000 to 50,000	\$3,310 flat fee
>50,000 to 1,000,000	\$13,230 flat fee
>1,000,000 to 5,000,000	\$30,870 flat fee
>5,000,000	\$44,100 flat fee

Rates are subject to HST.

2025 Fee Schedules Cont.

Excess Soil Registry:

Residential Development Soil Depot Notices

- Owners of Residential Development Soil Depot (RDSD) sites (temporary stockpiles of excess soil up to 25,000 m3), are required to register and pay a fee.

Soil Volume (m3)	Fee
Up to 25,000	\$1,103 flat fee

Rates are subject to HST.

2025 Fee Schedules cont.

The following is applicable to all 2025 program fees:

Fee payment timeline

When registrants report their supply, file notices, or complete waste activities, fees will be automatically calculated. Fees are due based on the terms of the invoice.

Other charges and fees

RPRA may levy other charges as follows:

- A monthly 1.5% administrative charge on late payments
- Ministry of the Environment, Conservation and Parks costs associated with Environmental Review Tribunal hearings resulting from the appeal of compliance orders and administrative penalty orders from affected parties
- Prosecution costs directly from affected parties

It was duly moved, seconded, and carried.

C. Parrack and S. Bowman departed the meeting at 2:12 p.m.

b) Report on Amending Bank Arrangements

The Finance and Technology Committee chair summarized the committee's discussion on the Report on Amending Bank Arrangements and presented the committee's recommendation.

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

Motion:

The committee recommends that the board approve the following motions:

IT IS RESOLVED that the board authorizes the CEO to execute the necessary agreements to increase the Excess Soil line of credit to a maximum of \$3.5M and extend the sunset date from December 31, 2025, to December 31, 2028.

IT IS RESOLVED that the board authorizes the CFAO to use \$300,000 of HWP program surplus funds to reduce the HWP line of credit.

IT IS RESOLVED that the board authorizes the CEO and CFAO to execute the necessary agreements to replace TD Bank credit cards with US Bank procurement cards.

It was duly moved, seconded, and carried.

c) Data Analytics Project Change Request

The Finance and Technology Committee chair summarized the committee's discussion on the Data Analytics Project Change Request and presented the committee's recommendation.

The CIO answered questions from the board regarding the use of AI technology.

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

Motion:

IT IS RESOLVED that the board approves the Data Analytics Toolkit Change Request and authorizes the CEO to negotiate and execute the required contract documents with the vendor, as outlined in the accompanying report.

It was duly moved, seconded, and carried.

- d) Internal Audit Recommendations and Financial Management and Controls Policy

The Chief of Programs and Public Affairs departed the meeting at 2:28 p.m.

The Finance and Technology Committee chair the summarized the committee's discussion on the Internal Audit Recommendations and Financial Management and Controls Policy (FMCP) report.

He informed the board that management will present a revised FMCP in February 2025.

The board received the report.

- e) Workplace and Real Estate Strategy

The Finance and Technology Committee chair the summarized the committee's discussion on the Workplace and Real Estate Strategy report.

He informed the board that the current lease expires on December 31, 2026. He commented that management is in the process of issuing an RFP for brokerage services.

The Finance and Technology Committee chair reminded board members of the current hybrid work policy. He stated that management's opinion is that productivity remains high and that all workplace and real estate options will be considered.

The board received and discussed the report.

10.0 Governance, Regulatory, and Stakeholder Affairs Committee Report

- a) Blue Box 2025 Steward Obligation

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion and recommendation on the Blue Box 2025 Steward Obligation.

She informed board members that this is the final year the steward obligation will be set because the program is winding down.

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

Motion

IT IS RESOLVED that the board sets the 2024 total Stewardship Obligation at \$28,519,318.

It was duly moved, seconded, and carried.

- b) Review professional development/Continuing Education Program

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion on the Review professional development/Continuing Education Program report.

She informed the board that management had developed a list of topics that could be included in the 2025 board schedule for the Q1. Retreat.

The Governance, Regulatory and Stakeholder Affairs Committee chair informed the board that committee members expressed interest in learning more about risk-based compliance and administrative law at the retreat. She commented that the following topics could also be considered: ERM risk appetite and tolerance, and AI.

The board received and discussed the report.

- c) In-person Board meetings in 2025.

The Governance, Regulatory and Stakeholder Affairs Committee chair informed management that board members are proposing to attend at least four board meetings in person in 2025.

Motion:

That at least four Board meetings a year be held in person with virtual attendance at these meetings being by exception.

It was duly moved, seconded, and carried.

11.0 Human Resources Committee Report

- a) Annual Review CEO Position Description

The Human Resources Committee chair summarized the committee's discussion on the Annual Review CEO Position Description and presented the committee's recommendation.

The chair informed the members that management had proposed minor revisions to the position description.

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

Motion

IT IS RESOLVED that the board approves the changes to the CEO job description.

It was duly moved, seconded, and carried.

b) Q3. 2024 HR Performance Report

The Human Resources Committee chair summarized the committee's discussion on the Q3. 2024 HR Performance Report.

The CFAO provided an overview and answered questions related to the metrics dashboard, training and development, and FTEs.

There was a discussion on the total FTEs.

The board received and discussed the report.

12.0 Other Business

No new business was brought forward for discussion.

All executives, general counsel, and the corporate secretary departed the meeting at 2:47 p.m.

The CEO was asked to join the in camera session.

13.0 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.



14.0 Adjournment

The meeting was adjourned at 3:02 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary