

**Board of Directors Meeting
Minutes – Approved**

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| DATE: Thursday, May 15, 2025 | TIME: 9:03 a.m. – 12:10 p.m. |
| Meeting conducted online | |
| Chair: Robert Poirier Directors: Ken Kawall (Vice-Chair & Treasurer), Mary Shenstone (Vice-Chair), Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner Guest: Charles O'Hara, Resource Recovery Policy Branch, MECP Kyungsoo Yoon, Umar Saeed, Welch LLP RPRA: Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix Corporate Secretary: Andrea Abraham | |

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:03 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

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 the Ontario Lottery and Gaming Corporation and the Ontario Cannabis Retail Corporation, both producers 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 RPRA's Code of Conduct By-Law, due to his involvement with the Financial Services Regulatory Authority, a producer under the Blue Box regulation.

Directors R. Sharma and A. Nemtin declared real, potential, or apparent conflicts of interest under agenda item 10.1 a) Expiry of Elected Director Terms.

Directors M. Shenstone and K. Kawall declared real, potential, or apparent conflicts of interest under agenda item 10.1 b) Nominees for Board Officers.

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

The Registrar joined the meeting at 9:04 a.m.

Motion: To move in camera.

The CEO and Registrar were asked to join the in-camera session.

The corporate secretary departed the meeting at 9:05 a.m.

It was duly moved, seconded, and carried.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

3.0 CEO Report

The CEO presented his report, which focused on ministry updates, the Auditor General performance audit, and key deliverables.

The board received the report.

4.0 Registrar Report

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

The board discussed the report.

J. Steiner joined the meeting at 10:10 a.m.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of the February 20, 2025 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Board Correspondence
 - 5.4 **Audit and Risk Committee Report Information Items**
 - a) Minutes of November 26, 2024, Meeting
 - b) Q4. 2024 Report on Services Procured through Contracts
 - c) 2024 Financial Compliance Review
 - d) Self-evaluation of the Committee's 2024 performance
 - 5.5 **Finance and Technology Committee Report Information Items**
 - a) Minutes of the February 11, 2025, Meeting
 - b) Q4. 2024 Board Remuneration and Board/CEO Expense Claims
 - c) Q4. 2024 YTD/Variance Analysis
 - d) Investment Management RFP Award
 - 5.6 **Governance, Regulatory and Stakeholder Affairs Committee Report Information Items**
 - a) Minutes of February 5, 2025, Meeting
 - b) Minutes of February 18, 2025, Meeting
 - c) Minutes of March 24, 2025, Meeting
 - d) Stakeholder Engagement and Communications Updates
 - e) Follow-up on 2024 Registrant Survey Results
 - f) Service Delivery
 - g) Self-evaluation of the Committee's 2024 performance

It was duly moved, seconded, and carried.

6.0 Governance, Regulatory and Stakeholder Affairs Committee Report

a) WEEE Program Termination

The chair of the Governance, Regulatory and Stakeholder Affairs Committee presented and summarized the committee's discussion on the WEEE Program Termination report.

She informed the board that this is the first IFO liquidation and second program termination.

The board discussed the report.

Motion

IT IS RESOLVED that the board, having reviewed Ontario Electronics Stewardship's Final Implementation Report of the OES Wind Up Plan in fulfilment of s. 14(20) of the *Waste Diversion Transition Act, 2016*, is satisfied that OES has taken the steps required to implement the plan and that the plan has been implemented.

IT IS FURTHER RESOLVED that the board directs the chair to recommend that the Minister of the Environment, Conservation and Parks terminate the WEEE Program.

It was duly moved, seconded, and carried.

b) CIF Wind up

The chair of the Governance, Regulatory and Stakeholder Affairs Committee presented and summarized the committee's discussion on the CIF Wind up report.

She informed the board that CIF is ready to be terminated and that CIF's data and intellectual assets had been transferred to RPRA. CIF transferred ownership of its website to RPRA because the information is useful to municipalities. She noted that management commented that the cost to maintain the CIF website is nominal.

The board received the report.

Motion

IT IS RESOLVED that the board, having reviewed the Continuous Improvement Fund's Wind-Up Report dated March 31, 2025, and staff's analysis of the report, is satisfied the plan has been fully implemented.

IT IS FURTHER RESOLVED that the board directs the chair to communicate to the Continuous Improvement Fund and to the Minister that the plan has been fully implemented and that it is now terminated.

It was duly moved, seconded, and carried.

c) Board 2025 Evaluation

The chair of the Governance, Regulatory and Stakeholder Affairs Committee presented and summarized the committee's discussion on the Board 2025 Evaluation report.

She informed the board a full evaluation of the board and individual directors is required this year. She informed the board of the committee's recommendation to use an outside consultant to conduct the evaluation.

The board received the report.

Motion:

IT IS RESOLVED that the board approves a 2025 board evaluation process led by a third-party vendor procured in accordance with our Procurement Policy, to include interviews with individual board directors.

It was duly moved, seconded, and carried.

d) Annual Policy Review

- a. Board Education Policy (GRSAC-003)
- b. Code of Conduct By-Law (GRSAC-004)
- c. General By-Law (GRSAC-010)
- d. Oversight of the Compliance Function Policy (GRSAC-012) (+ Registrar Reporting Protocol)

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

She informed the board that no changes were being proposed to the Code of Conduct By-law or General By-Law, and that management proposed minor housekeeping changes to the Board Education Policy and the Oversight of the Compliance Function Policy (+ Registrar Reporting Protocol).

The board received the report.

Motion

IT IS RESOLVED that the board approves the proposed changes to the Board Education Policy.

IT IS RESOLVED that the board approves the proposed changes to the Oversight of the Compliance Function Policy and Registrar Reporting Protocol.

It was duly moved, seconded, and carried.

e) Update on Board Director Recruitment (verbal)

The chair of the Governance, Regulatory and Stakeholder Affairs Committee presented and summarized the committee's discussion on the Update on Board Director Recruitment.

She informed the board that the board chair and CEO were approaching the Minister with proposed changes to the Operating Agreement, and that a recruitment firm had provided some candidates for consideration.

The board asked the ministry observer if he could comment on the timing to fill the vacant appointee position.

To close her report, the chair of the Governance, Regulatory and Stakeholder Affairs Committee informed the board that the committee had received a presentation on RPRA's Service Delivery Model: Registrant Services Framework from staff. She commented that committee members expressed strong satisfaction with the work staff have done on service delivery.

7.0 Audit and Risk Committee Report

7.1 2024 Audit

a) Draft Audited 2024 Financial Statements & Report

The chair of the Audit and Risk Committee presented and summarized the committee's discussion on the Draft Audited 2024 Financial Statements & Report.

K. Yoon and U. Saeed joined the meeting at 10:38 a.m.

The committee chair welcomed K. Yoon and U. Saeed, auditors from Welch LLP to the meeting.

K. Yoon and U. Saeed presented the draft audited financial statements.

The board discussed the report.

b) In Camera with Auditor

All staff departed the meeting at 10:45 a.m.

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.

Staff rejoined the meeting at 10:54 a.m.

The chair of the Audit and Risk Committee thanked the auditors and they departed the meeting at 10:54 a.m.

c) Appointment of Auditor for Fiscal 2025

The chair of the Audit and Risk Committee informed the board that the motion to appoint Welch LLP would be considered at the annual meeting of the board.

7.2 Auditor General Performance Audit Update

The CEO presented the Auditor General Performance Audit Update report.

C. O'Hara rejoined the meeting at 10:58 a.m.

The board discussed the report.

8.0 Draft RPRA 2024 Annual Report

The Chief of Programs and Public Affairs presented the Draft RPRA 2024 Annual Report.

He informed the board that members had time to submit comments and that the annual report was due to the Ministry by June 1, 2025.

The board considered the Draft RPRA 2024 Annual Report for approval.

Motion

IT IS RESOLVED that the Board approves the Draft Final 2024 Annual Report and that the Chair is authorized to finalize the Report for submission to the Minister on May 30th and for public posting on RPRA's website.

It was duly moved, seconded, and carried.

9.0 Other Business

No new business was raised.

All executives and the ministry observer departed the meeting at 11:19 a.m.

10.0 In Camera Discussion

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

Motion: To move in camera.

It was duly moved, seconded, and carried.

The CEO, general counsel, and corporate secretary were asked to join the in camera session for agenda items 10.1 b and c.

10.1 In Camera Governance Committee Report

a) Expiry of Elected Director Term (interim decision)

Directors A. Nemtin and R. Sharma departed the meeting.

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

She informed the board that directors A. Nemtin and R. Sharma's terms expire on November 1, 2025.

The board discussed the report.

b) Nominees for Board Officers

Directors A. Nemtin and R. Sharma rejoined the meeting at 11:53 a.m.

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 informed the board that staff are proposing a change to the Governance Charter to reflect the language and interpretation of the General By-Law which provides that one person may hold more than one officer position, except the office of chair and vice-chair.

Motion

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

It was duly moved, seconded, and carried.

M. Shenstone and K. Kawall departed the meeting at 11:57 a.m.

The board discussed the report.

K. Kawall rejoined the meeting at 12:02 p.m.

c) Nominees for Board Committees and Committee Chairs

R. Poirier departed the meeting at 12:05 p.m.

Vice-chair K. Kawall chaired this portion of the meeting.

The vice-chair presented the Nominees for Board Committees and Committee Chairs report.

The board reviewed and discussed the slate of committee members and committee chairs. A recommendation was made that the vice-chairs be ex-officio members of all committees of which they are not currently members.

M. Shenstone rejoined the meeting at 12:09 p.m.

The CEO, general counsel, and corporate secretary departed the meeting at 12:09 p.m.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

11.0 Adjournment

The meeting was adjourned at 12:10 p.m.

Robert Poirier

Andrea Abraham



Chair



Secretary