

**Board of Directors Meeting
Minutes – Approved (as Amended)**

DATE: Thursday, February 3, 2022	TIME: 9:03am – 3:12pm
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Mary Shenstone (Secretary), Ken Kawall (Treasurer), Saqib Cheema, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p>Regrets: Tom Wright (Vice-Chair), Tanweer Gilani</p> <p>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix</p> <p>Board Secretariat: Andrea Abraham</p>	

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 as presented.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

No conflicts were declared.

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 between 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 In Camera Discussion

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.

3.0 Chair Report

The Board Chair congratulated M. Cummins on her appointment as Registrar, and thanked N. Gitterman for assuming the role previously.

4.0 CEO Report

The CEO presented his report, which focused on ministry updates, stakeholder engagement, and staff updates.

A question was asked about the status of the Service Provider Advisory Council (SPAC). The CEO responded that the Ministry is supportive of the draft Terms of Reference and is considering the proposed membership.

The CEO provided an update on the Board Strategy session that will be scheduled at the end of March.

5.0 Registrar Report

The Registrar provided a verbal update on the Registry projects.

There was a discussion on the Blue Box rules and the Authority's role.

6.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of the December 16, 2021 Board Meeting
2. That the Board receive the remaining consent items:
 - 6.2 Business Arising

- 6.3 Correspondence
- 6.4 Human Resources Committee Report Information Items
 - a) Minutes of December 1, 2021 Meeting

It was duly Moved, Seconded and Carried.

7.0 Modus Report

The Board Chair provided introductory remarks.

The Chief of Programs and Public Affairs introduced Charlie Graves and Terry Rawlings from Modus Research.

The CEO reminded the Board of the qualitative and quantitative research being undertaken by Modus.

Mr. Graves and Mr. Rawlings presented the results of their research. They commented that overall the findings were positive and that a majority of stakeholders supported RPRA's mandate and viewed RPRA as a trusted authority.

The Board discussed the results and response rate.

The Board Chair thanked Mr. Graves and Mr. Rawlings and they departed the meeting.

8.0 Committee Structure Update

The Board Chair provided introductory remarks and presented the report for discussion.

The Board discussed possible new Committee structures and mandates. The Board proposed a committee structure with the following high-level areas of responsibility:

- #1 Governance, Regulatory, Nominations and Stakeholder Affairs
- #2 Human Resources
- #3 Finance and Technology
- #4 Audit and Risk

The Board Chair requested that management circulate a revised proposal with proposed Committee names and draft mandates based on the feedback received.

Motion

The Board approves the following motion:

IT IS RESOLVED that the Board approves a new Committee structure as follows:

- Governance, Regulatory, Nominations and Stakeholder Affairs
- Human Resources
- Finance and Technology
- Audit and Risk

It was duly Moved, Seconded and Carried.

9.0 Board Committee Reports

Human Resources Committee Reports:

9.1 CEO & Registrar Position Description

The Board Chair provided introductory remarks.

The Human Resources Committee Chair presented the report and the Committee's recommendation. She provided an overview of the proposed changes to the position descriptions.

The Board discussed the proposed amendments to the two position descriptions and suggested additional amendments.

Motion

The Board approves the following motions:

IT IS RESOLVED that the Board approves the revised CEO job description with suggested changes.

IT IS RESOLVED that the Board approves the revised Registrar job description with suggested changes.

It was duly Moved, Seconded and Carried.

9.2 2021 Employee Survey Results

The Human Resources Committee Chair presented the report and summarized the Committee's discussion of the employee engagement survey results.

The CEO commented that the 2021 results were very positive.

A question was asked how management is monitoring work-life balance. The CEO responded that some managers are regularly working extra hours. Executives are monitoring the situation and have regular check-ins with these individuals.

9.3 COVID Update and Working Remotely

The Human Resources Committee Chair presented the report and summarized the Committee's discussion.

The CFAO informed the Board that management is monitoring the impact of COVID-19 and identifying risks to deliverables. To date, there have been no disruptions to project timelines.

The CFAO commented that management is in the process of updating the temporary work-from-home policy as well as considering a future state when employees may physically return to the office.

9.4 Non-Compete Clause in Employment Contracts

The Ministry observer recused himself from this discussion.

The Human Resources Committee Chair presented the report and summarized the Committee's discussion.

The Board received and discussed the report.

10.0 Other Business

No new business was brought forward for discussion.

11.0 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 Board requested that the CEO, General Counsel, Board Secretariat, and all Executives be present for agenda item 11.1

11.1 Reporting on 2021 Corporate Objectives

The Board received and discussed the report on 2021 Corporate Objectives.

The Board requested that the CEO and CFAO remain for agenda items 11.2 and 11.3. All other staff departed the meeting.

11.2 Draft 2022 Registrar Performance Objectives

The Board received and discussed the Draft 2022 Registrar Performance Objectives report.

11.3 2021 Year-end Registrar Self-Assessment

The Board received and discussed the 2021 Year-end Registrar Self-Assessment.

The Board requested that the CEO remain for agenda items 11.4 and 11.5. The CFAO departed the meeting.

11.4 2021 CEO Self-Assessment

The Board received and discussed the 2021 CEO Self- Assessment.

11.5 Risk #7 RPRRA Culture

The CEO informed, and the Board discussed, pandemic related matters and current culture of the organization including retention and recruitment matters.

The CEO departed the meeting. Only Board members remained.

11.6 2021 Corporate Performance Incentive and CEO Compensation

The Board discussed: (1) Corporate annual performance incentive awards; (2) CEO annual performance incentive award; and (3) CEO salary.

All three (3) items were duly Moved, Seconded and Carried.

The Board delegated to the Chair to prepare the appropriate memorandums, with copy to the chair of HR Committee, for the CFAO to make the appropriate payouts.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.



12.0 Adjournment

The meeting was adjourned at 3:12 p.m.

Robert Poirier

Chair

Mary Shenstone

Corporate Secretary