

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, September 21, 2023	TIME: 9:03am – 2:45pm
Hybrid – in-person & virtual	
<p>Chair: Robert Poirier Directors: Tom Wright (Vice-Chair), Ken Kawall (Treasurer), Saqib Cheema, Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Mary Shenstone, Marnie Silver, Jeffrey Steiner</p> <p>Guest: Charles O’Hara, Resource Recovery Policy Branch, MECF</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee Adeola Ayoade [agenda item 6.0], Pam Castillo [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 9:03 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 respective involvement with the Ontario Lottery and Gaming Corporation, a producer under the Blue Box program.

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 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, General Counsel and Chief of Strategic Initiatives, and the Corporate Secretary were present for this discussion.

There was a discussion on revising the Director Remuneration Policy to reflect advisory council meetings and to clarify preparation time for board and committee meetings. Management will present a report at the November board meeting.

There was a discussion on the re-appointment of director M. Shenstone.

Motion: To move out of In Camera.

It was duly moved, seconded, and carried.

3.0 CEO Report

The CEO provided a verbal update, which focused on strategic planning, ministry updates, and staff updates.

A question was asked regarding the dashboard and if management planned any enhancements to the document. The CEO commented that management was open to suggestions and that the document would be presented again in November. The board chair recommended that directors send any suggestions directly to the CEO.



The CEO informed the board that an invitation would be extended to the Minister to attend either the November 30th board meeting or December 1st strategic retreat.

4.0 Registrar Report

The registrar presented her report, which focused on registry development, and reporting and performance for Tires, ITT/AV, Batteries, Blue Box, HSP, and Lighting. Her report also included information on the digital reporting services for HWP and Excess Soil and service delivery associated with those services.

There was a discussion on the number of open compliance cases.. The registrar informed the board that open cases have been reviewed and most have been determined to be possible non-priority free riders. She commented that the possible impact of closing all open cases would be difficult to assess before knowing the supply data.

The board discussed the report.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:

- 5.1 Minutes of the August 9, 2022, Board Meeting
- 5.2 Business Arising
- 5.3 Board Correspondence

2. That the Board receive the remaining consent items:

- 5.4 **Finance and Technology Committee Report Information Items**
 - a) Minutes of the August 2, 2023, Meeting
 - b) Q2. 2023 Board Remuneration/Board & CEO Expense Claims
 - c) Registry Enhancements Update
- 5.5 **Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items**
 - a) Minutes of the April 26, 2023, Meeting
 - b) Stakeholder Updates
 - c) Regulatory Updates – EPR
 - d) WDTA Program Updates
 - e) Review Orientation and Onboarding Program

It was duly moved, seconded, and carried.



6.0 Board Committee Reports

6.1 Finance and Technology Committee Report

A. Ayoade, finance manager joined the meeting.

a) Q2. 2023 YTD/Variance Analysis

The Finance and Technology Committee chair summarized the committee's discussion on the Q2. 2023 YD/Variance Analysis report and presented the committee's recommendation.

The CFAO provided an update on the financial results for the quarter.

The CFAO informed the board that RPRA has two bank accounts that are not in use and recommended that they be closed. As per the Financial Management and Controls Policy, board approval is required to open and close bank accounts.

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

Motion:

IT IS RESOLVED that the board authorizes the CEO and CFAO to execute the necessary agreements to open one premium savings bank account and close two bank accounts not in use.

It was duly moved, seconded, and carried.

b) Final Business Plan - 2024 Budget and 2025 – 2026 Forecast

The Finance and Technology Committee chair summarized the committee's discussion on the Final Business Plan - 2024 Budget and 2025 – 2026 Forecast and presented the committee's recommendation.

The CFAO gave a presentation highlighting the changes made to the plan and budget since the last meeting.

The board discussed the report, next steps, and the committee's recommendation.

Motion

IT IS RESOLVED that the board approves the 2024-2026 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, 2023, and posting on RPRA's website

It was duly moved, seconded, and carried.

c) Proposal to consult on 2024 Registry Fees

The Finance and Technology Committee chair summarized the committee's discussion on the Proposal to consult on 2024 Registry Fees report and presented the committee's recommendation.

The General Counsel and Chief of Strategic Initiatives and the CFAO gave a presentation highlighting key points and the five main inputs to the fee setting process: 1) the annual budget; 2) the cost allocation methodology; 3) an adjustment to recover prior year deficits or refund prior year surplus; 4) the fee model; and 5) estimates of the number of fee payers and amount of material supplied for each program.

There was a discussion on the consultation process. The General Counsel and Chief of Strategic Initiatives informed the board that the process was similar to past years and that several webinars were scheduled. He further commented that management was responsive to stakeholders' requests to receive more detailed information up front.

The committee chair reminded the board that, similar to past years, stakeholders will be invited to a special purpose meeting in October to discuss the proposed 2024 registry fees.

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

Motion

IT IS RESOLVED that the CEO is authorized to begin consultation on 2024 Registry fees at a time to be determined by the CEO.

It was duly moved, seconded, and carried.

A. Ayoade, Finance Manager departed the meeting.

d) Find A Collection Site Registry Enhancement Project

The Finance and Technology Committee chair summarized the committee's discussion on the Find a Collection Site Registry Enhancement Project report and presented the committee's recommendation.

The CIO provided an overview of the project, the RFP process, and the selected vendor.

She informed the board that there is a requirement for producers to report on their collection sites and that the reporting work and subsequent analysis by RPRA is currently being done manually. This enhancement will automate the process and be integrated with RPRA's website, leading to efficiencies for compliance and registry support staff and provide the public with accessible information about where to drop off recyclable materials. She informed the board that she anticipates the project will be completed in four months.

The board discussed the scope and risk and mitigation measures.

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

Motion

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

It was duly moved, seconded, and carried.

7.0 Governance, Regulatory, and Stakeholder Affairs Committee Report

a) Committee Charter Review

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

She informed the board that the committee reviewed its charter along with the Human Resources Committee and Finance and Technology Committee charters, and that the Audit and Risk Committee would review its charter in November.

The committee chair provided an overview of the proposed housekeeping and substantive changes made to the individual committee charters.

The board discussed the report and committee's recommendation. The board requested that the motion be amended as follows.

Motion

IT IS RESOLVED that the board approves the proposed changes to the charters for the Finance and Technology Committee, Human Resources Committee, and Governance, Regulatory and Stakeholder Affairs Committee.

It was duly Moved, Seconded and Carried.

b) 2024 Workplan Review

The Governance, Regulatory, and Stakeholder Affairs Committee chair summarized the committee's discussion on the 2024 workplan.

She informed the board that committee members proposed having regular discussions on stakeholder engagement and that the discussions should be forward-looking. She further commented that all board directors would be invited to the February 2024 meeting which will be focused on stakeholders.

The board discussed the report.

c) Annual Governance Charter Review

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

She informed the board that this report focused on the governance charter minus the committee charters. She commented that management proposed a number of housekeeping changes.

The board discussed the report and committee's recommendation.

Motion

IT IS RESOLVED that the board approves the proposed changes to the Governance Charter, including the changes recommended by the committee.

It was duly moved, seconded, and carried.

d) Registrar Reporting Protocol Annual Review

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

She informed the board that management proposed a number of housekeeping changes to the Registrar Reporting Protocol and the Oversight of the Compliance Function Policy.

The board discussed the report and committee's recommendation.

Motion

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

It was duly moved, seconded, and carried.

e) Annual Policy Review

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

She informed the board that management proposed a number of housekeeping changes to the Perquisites Policy, Records Retention Policy, and French Language Services Plan.

The committee chair informed the board that management also proposed that policies reviewed by the board be reviewed every two years instead of annually because the organization has matured. The committee was supportive of this recommendation.

The board discussed the report and committee's recommendation.

Motion

IT IS RESOLVED that the board approves the proposed changes to the Perquisites Policy, Records Retention Policy, and French Language Policy.

It was duly moved, seconded, and carried.

f) Review Board Skills Matrix

The Governance, Regulatory, and Stakeholder Affairs Committee chair summarized the committee's discussion on the review Board Skills Matrix report. She reminded the board that the skills matrix was reviewed and amended last year, and that staff proposed additional amendments.

The committee chair provided an overview of the proposed changes and the feedback provided to management around the skills, experience, and demographic categories.

A suggestion was made to add crisis management to the list of skills and experience.

The board discussed the collection of demographic information. The CEO commented that management will also consult with RPRA's Diversity, Equity, and Inclusion Committee.

The General Counsel and Chief of Strategic Initiatives informed the board that management will conduct further research and present an updated proposal to reflect the discussion at a future committee meeting.

A suggestion was made to create two separate documents: one on skills and one that captures demographic information.

The board discussed the report.

g) Development of roster for future board director vacancies

The Governance, Regulatory, and Stakeholder Affairs Committee chair summarized the committee's discussion on the Development of a roster for future board director vacancies report.

She informed the board of the committee's recommendation that neither management nor the board maintain a roster of potential candidates; GRSAC should follow a process to recruit candidates when there is a vacancy.

The board discussed the report.

8.0 Other Business

No new business was brought forward for discussion.

9.0 Board Education Session: The Registry

P. Castillo joined the meeting.

The registrar introduced P. Castillo, Manager, Compliance & Service Delivery.

P. Castillo gave a presentation on the registry.

The board asked a number of questions around the registration process, security features, and automation capabilities.

The board thanked P. Castillo and she departed the meeting.

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, General Counsel and Chief of Strategic Initiatives, and the Corporate Secretary were present for agenda item 10.1 b)

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

b) Expiry of Elected Director Term (M. Shenstone)

The board chair presented the committee's recommendation to re-elect M. Shenstone for a further three-year term.

The appointment of M. Shenstone was conducted anonymously via electronic vote.



Motion

The term of elected Director Mary Shenstone expires on November 1, 2023,

IT IS RESOLVED that Mary Shenstone be re-elected to the Board of Directors of RPRA effective November 1, 2023, for a term expiring October 31, 2026.

It was duly moved, seconded, and carried.

The CEO, General Counsel and Chief of Strategic Initiatives, and the Corporate Secretary departed the board meeting and only board directors remained.

a) Update on 2023 Board Evaluation

The Governance, Regulatory, and Stakeholder Affairs Committee chair provided an update on the 2023 board evaluation.

Motion: To move out of In Camera.

It was duly moved, seconded, and carried.

10.0 Adjournment

The meeting was adjourned at 2:45 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary