



**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, February 28, 2019	TIME: 9:00 a.m. – 3:32 p.m.
LOCATION: 4711 Yonge Street, Suite 408, Toronto Ontario	
Chair: Glenda Gies (Chair) Directors: Tom Wright (Vice Chair), Ken Kawall (Treasurer), David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Mary Shenstone, Nidhi Tandon	
Regrets: Joyce Barretto (Secretary)	
Guests: Kristen Friesen, on behalf of John Armiento, Resource Recovery Policy Branch, MECP	
RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone	
Board Secretariat: Andrea Abraham	

2.0 Call to Order

With a quorum present, the meeting was called to order at 9:00 a.m.

2.1 Adoption of the Agenda

The Board Chair requested that the agenda be re-ordered to conduct the board education/generative discussion after the in camera portion of the agenda.

Motion To adopt the meeting agenda as amended.

It was duly Moved, Seconded and Carried.

2.2 Declaration of Real, Potential or Apparent Conflict of Interest

The Board Chair declared a conflict under agenda item 8.8 Other in Camera Business and advised she would excuse herself from the room for this item. The Vice-Chair agreed to chair this portion of the meeting.



3.0 Board Chair Report

Following a recommendation from the January Strategy Session, the Board Chair presented a Chair Report. The Chair asked if Board Members had any comments or questions regarding the content and if there was specific content they would like to see in future reports. The Board Members found the report informative and the content relevant.

4.0 CEO Report

The CEO provided an update on stakeholder engagements including meetings of the Industry Advisory Group. The CEO also provided an update on the leadership team's priorities for 2019.

The Board discussed correspondence received by the Authority.

5.0 CONSENT ITEMS

The Board requested an amendment to the January 31, 2019 minutes.

The Board discussed the potential for a teleconference prior to the Authority's consultation on the OES Wind Up Plan.

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes as amended:
 - 5.1 Minutes of January 31, 2019 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising
 - 5.3 Correspondence
 - 5.4 IFO Wind Up Ad Hoc Committee Report Information Items

It was duly Moved, Seconded and Carried.

6.0 Other Business

6.1 Strategy Retreat – Next Steps

The CEO commented that discussions are being held with the Chair and Vice-Chair to discuss next steps following the January 2019 Strategy Session. The CEO informed the Board that some of the recommendations are already being implemented and some require further discussion.

The CEO commented on the list of education and generative discussion topics and that an effort would be made to incorporate one topic at each board meeting.



7.0 a) Board Education/Generative Discussion: WDTA Oversight and WDTA/RRCEA Compliance

The CEO introduced the discussion by noting the objective of the presentation was to review the legal framework that applies to the Authority's compliance function, and the principles under which RPRA's compliance function operates.

The presentation and discussion was led by the Registrar and the Director of Legal Services.

A number of questions were asked about the implementation of RPRA's regulatory program and Risk-Based Compliance Framework. The Board, CEO, Registrar and Director of Legal Services discussed the operation of the compliance function.

8.0 In Camera Session

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.

9.0 Adjournment

The meeting was adjourned at 3:32 p.m.

Glenda Gies

Joyce Barretto

Chair

Corporate Secretary

