RPRA
Resource Productivity & Recovery Authority

Governance Charter

September 17, 2025

Governance Charter			
Policy Number:	RPRA-Board-GRSAC-011		
Review Frequency:	Annually	**Date Last Reviewed:**	September 17, 2025
Responsible Officer:	Corporate Secretary	**Date Last Revised:**	September 17, 2025

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Purpose

The board of the Resource Productivity and Recovery Authority (RPRA) is responsible for the overall governance and strategic direction of RPRA subject to the provisions of the *Resource Recovery and Circular Economy Act, 2016* (RRCEA), the *Waste Diversion Transition Act, 2016*, (WDTA), RPRA's by-laws, and RPRA operating agreement with the Minister of the Environment, Conservation and Parks, as well as all applicable legislation. To ensure that the board has a shared understanding of its role, it has adopted this governance charter. The charter is also a resource for staff in understanding the board's role.

Overview of the Resource Productivity and Recovery Authority

RPRA is a non-crown, not-for-profit corporation governed by a board of directors. It was established by the RRCEA to perform the duties and exercise the powers given to RPRA under the act or any other act and to provide information to persons involved in activities that relate to resource recovery or waste reduction in Ontario and to the public about the RRCEA, the regulations and activities carried out under the RRCEA or any other act under which RPRA has powers or duties.

The operating agreement between RPRA and the Minister of the Environment, Conservation and Parks sets out the respective roles and responsibilities of the two parties and their operating relationships.

A description of RPRA's legislative mandate can be found on the website at Who We Are - RPRA.

Vision and Mission Statements

RPRA's Vision: A waste-free and prosperous Ontario

RPRA's Mission: Support waste reduction and resource recovery by enforcing compliance with Ontario's producer responsibility laws, providing registry services to our regulated community, and reporting publicly on Ontario's progress towards a circular economy.

1. Governance Roles and Responsibilities

a) Responsibilities of the Members

The board is composed of five members appointed by the Minister of the Environment, Conservation and Parks and six members elected by the board of RPRA.

The board is responsible for the overall governance of the affairs of RPRA and has established board committees to assist in its responsibilities.

The board is accountable for RPRA's short- and long-term compliance with its mandated objectives and accountability under the RRCEA, WDTA, and the operating agreement.

Within the board's broad governance role are a number of specific roles including:

- strategic planning
- corporate governance and statutory compliance
- oversight of management and administration
- oversight of risk management
- oversight of internal financial and operational controls
- ensuring the appropriate accounting of financial matters
- appointing and evaluating the performance of the chief executive officer (CEO)
- appointing and evaluating the performance of the registrar
- oversight of communications with stakeholders

As set out in section 25(1) of the RRCEA, the board is responsible to manage, or supervise the management of, RPRA's affairs. The board directly manages some activities (such as strategic planning and appointing the CEO and registrar) and delegates other responsibilities to the CEO and the registrar.

b) Responsibilities of Directors

Directors have a fiduciary responsibility to RPRA. In exercising their powers and discharging their duties. Directors act honestly and in good faith with a view to the best interests of RPRA and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

In carrying out their duties, directors are expected to:

- provide strategic direction;
- act in the public interest;

- be committed to RPRA and align their actions with this commitment;
- be willing to take on appropriate roles;
- regularly attend board and committee meetings;
- prepare for meetings by reading materials in advance;
- participate in board activities such as orientation and evaluation;
- avoid and report conflicts of interest and maintain confidentiality as specified in RPRA's code of conduct;
- maintain a culture of open debate and careful examination of all relevant issues; and
- strive for a consensus approach to decision making.

c) Officers of RPRA

The officers of RPRA include a chair, one or more vice-chairs, a secretary, and a treasurer, as well as a CEO and a registrar. The chair and vice-chair(s) shall be directors. One person may hold more than one office, except that the office of chair and vice-chair may not be held by the same person.

The chair and vice-chair(s) shall hold office until the second annual meeting following their appointment. All other officers shall hold office until the next annual meeting following their appointment, provided that any officer who is an employee of RPRA shall hold office so long as they are employed by RPRA, or until they are removed as an officer by the board.

The authority of the officers rests in the powers given to them by the board, subject to any limits set out in the RRCEA, WDTA, the operating agreement, and RPRA's by-laws.

d) Role of the Chair

The chair provides leadership in guiding the board and coordinating its activities to enhance the effectiveness of the board. The chair manages board operations and processes, acts as liaison between the board and the CEO, and represents the board to the Minister of the Environment, Conservation and Parks.

The chair is an ex-officio member of all committees, other than committees to which the chair is appointed as a full member or committee chair.

The chair shall:

- Preside over effective, efficient board meetings and the annual meeting and annual public meeting;
- Ensure that RPRA is appropriately represented at official functions and meetings;
- Ensure that there is cohesion of direction and purpose at a policy and strategic level

and that corporate strategies and performance reports are presented to the board;

- Ensure that the board has full governance of the organization's business and affairs and is alert to its obligations to the organization, to staff and under the law;
- Provide leadership and assist the board in reviewing and monitoring RPRA's strategies and policies;
- Act as a signing officer of the organization;
- Coordinate the agenda and information packages for board meetings with the CEO, in collaboration with the secretary, ensuring that management provides sufficient and appropriate information;
- Provide advice to directors on legal and governance issues, including arranging for independent professional advice as necessary;
- Review and report to the board on any conflict of interest matters involving directors including:
    - providing clarification and direction to the board with respect to a conflict or potential conflict of interest;
    - reviewing activities submitted by directors that they believe may contravene the code of conduct and if so, advising the director to refrain from the activity or take other appropriate action to remedy the conflict or perceived conflict; and
    - monitoring and reporting annually to the board concerning compliance with the code of conduct;
- Review meeting minutes to ensure completeness and accuracy;
- Attend committee meetings, where appropriate; and
- Review any attendance and board protocol issues as they arise.

If the chair is absent from a meeting of the board or unable to act, the vice-chair(s) will perform the duties and exercise the powers of the chair. In the event the position of the elected chair becomes vacant, the board will elect a new chair from among its members to serve in this capacity until the next annual meeting.

e) Role of the Vice-Chair(s)

The vice-chair(s) work collaboratively with the chair. The vice-chair(s) assist the chair in fulfilling the chair's duties and responsibilities and is authorized to act on behalf of the chair when necessary. The vice-chair(s) are elected by the board from among its members.

The vice-chair(s) are ex-officio members of all committees, other than committees to which the vice-chair is appointed as a full member or committee chair.

The vice-chair(s) shall:

- Have all the powers and duties of the chair in the absence or disability of the chair, including presiding over meetings of the board and/or the annual meeting in the chair's absence or disability;
- Provide assistance to the chair as required;

Act as a signing officer of the organization; and

- Fulfill other duties that may be assigned to the vice-chair(s) from time to time by the chair.

f) Role of the Secretary

The secretary maintains RPRA's minute book and other documents of record, and supports the board and committee chairs in managing board operations and processes.

The secretary shall:

- Ensure confidential secretarial services are delivered to the board and committees. This includes:
  - providing agendas, minutes, action items, documents, notices and information as may be required for each meeting of the board and its committees;
  - manage meetings logistics, including the coordination, preparation and distribution of board and committee materials and correspondence, ensuring presentation standards and quality control;
- Act as a signing officer of the organization and sign and issue certified copies of all requested corporate documents (note: these responsibilities shall not be delegated);
- Ensure that appropriate corporate records are kept including corporate by-laws and minutes of board and committee meetings and decisions and resolutions of the directors, including from in camera meetings;
- Support the chair in performing the chair's role; and
- Fulfill other duties that may be assigned to the secretary from time to time by the chair.

The secretary, if not a staff member, may delegate these duties to a staff member to provide support to these functions.

If the secretary is a staff member, additional key duties and activities are set out in their job description.

Where the secretary is absent, unable to act, has not designated a replacement or the office is vacant, the meeting chair may appoint another person to act as meeting secretary for the purposes of that meeting.

g) Role of the Treasurer

The treasurer oversees RPRA's finances. The treasurer works collaboratively with the chair and the CEO to support the board in achieving its fiduciary responsibilities with respect to financial management. In this capacity, the treasurer shall:

- Act as a signing officer of the organization;
- Oversee the status of the organization's finances;
- Ensure the development of an annual capital and operating budget for board approval; and
- Ensure the development and board review of financial policies, procedures and systems.

2. Role of the Chief Executive Officer

The CEO is responsible for administering the activities set out in RPRA's approved business plan and budget according to the policies and procedures approved by the board. The responsibilities of the CEO are set out in the agreement between the board and the CEO, as updated from time to time.

3. Role of the Registrar

The registrar is responsible for administering the system for registration of parties obligated under regulations enacted by the Minister of the Environment, Conservation and Parks under the RRCEA (the registry) and for ensuring compliance by obligated parties to the requirements set out in the RRCEA and WDTA and their regulations. The responsibilities of the registrar are set out in the agreement between the board and the registrar, as updated from time to time.

4. Procedures Governing Board Meetings

a) Board Meeting Protocol and Minutes

The following protocols apply to regular meetings of the board:

1. The chair approves an agenda in advance of each meeting.

2. A board package, including the agenda and associated materials, is made available in the board portal to each director at least seven days prior to the meeting.

3. If a director is unable to attend a board meeting listed in the annual board and committee calendar due to conflicts or other unforeseen circumstances, the director

will notify the chair and corporate secretary.

4. As set out in RRCEA section 25(13), a quorum for the transaction of business at meetings of the board shall be six members, unless a different number is prescribed by the regulations.

5. If sensitive or confidential matters are to be discussed, the board may, by approved motion, move in camera as outlined below. If the secretary has delegated secretarial duties to staff or is a staff member, the board will appoint a member of the board to act as secretary to record the minutes of the in-camera portion of the meeting.

6. All material issues addressed by the board and all decisions and resolutions of the board will be recorded in the minutes of the meeting.

7. A copy of the draft minutes, reviewed by the chair, shall be included in the board package provided to members prior to the subsequent board meeting for approval by the board at that meeting. Notes taken at and any audio recordings of discussions during meetings, including in camera portions of meetings, shall be destroyed once the meeting minutes are approved by the board.

8. The approved minutes are posted on RPRA's web site at: https://rpra.ca/about-us/our-board/board-minutes/

b) Protocol for In Camera Items

Certain issues requiring the attention of RPRA's board may be sensitive or confidential. Examples of such issues include:

- matters concerned with the assessment, rewarding, disciplining and/or termination of employees;
- matters related to compliance and enforcement;
- matters that are, or may become, the subject of litigation;
- matters related to contractual relationships between RPRA and third parties such as:
    - quotes submitted in competition for subcontracted work;
    - financial and other terms of contractual arrangements; and
    - information of a sensitive nature provided by third parties who have requested confidentiality.

If sensitive or confidential matters are to be discussed at board meetings, the following procedures are followed:

1. A motion is required to move the board or committee meeting in camera. The motion to move into a closed session is debatable to permit discussion of the need for an in-camera session. The debate must be concerned with the merits

of dealing with the issue in a closed session, without discussing the issue. The motion is not amendable.

2. Individuals who would otherwise be entitled to attend a board meeting may be excluded from the in-camera session. Examples include but are not limited to: the minister's appointed observer; a director who declares a conflict of interest; the CEO when the CEO's performance is being discussed; and, when an individual, based on their employment, personal or business interests, has or would appear to have a conflict of interest.

3. Once the meeting moves in camera, the secretary appointed for the in-camera session will take the minutes.

4. The standard procedures for moving, debating, and deciding motions apply during an in-camera session.

5. When the confidential business is completed, a motion is moved to rise from the in-camera session and this motion is put to a vote without debate or amendment. After the motion is approved, the meeting returns to the normal agenda.
6. Minutes are kept of the proceedings of an in-camera session by the appointed secretary. These minutes are approved at an in-camera session at a subsequent board meeting and filed in a secure manner with access restricted to the board.

c) Annual Public Meeting of the Board

In keeping with the general by-law, the board shall hold an annual public meeting within Ontario, at a time, place and date not later than six months following the end of the fiscal year of the corporation as determined by the board. The annual public meeting shall be open to the general public and the board shall make reasonable efforts to inform the general public of such meetings, including posting information about the annual public meeting on the registry and RPRA's website.

At each annual public meeting, the board shall present its annual report and audited financial statements, and report on the affairs of RPRA for the immediately preceding year.

The chair presides over the annual public meeting.

Notice of the annual public meeting shall be delivered or mailed to each director and to RPRA's auditor not less than twenty-one days prior thereto and the auditor may attend the annual public meeting for the purpose of addressing issues related to the financial statements.

Prior to the annual public meeting, the board shall:

- approve the financial statements and auditor's report;
- appoint the auditor for the ensuing year and specify the manner in which the auditor's remuneration is to be fixed;
- elect or appoint the officers; and
- appoint members of committees.

5. Board Committees

a) Overview

RPRA's general by-law stipulates that the board may establish committees as the board deems appropriate to assist in the conduct of its business. In discharging its obligations, the board has specific responsibilities that it may delegate to these committees. However, that delegation does not limit the board's overall responsibility for the organization.

At this time, there are four board committees: the Audit and Risk Committee, the Finance and Technology Committee, the Governance, Regulatory, and Stakeholder Affairs Committee, and the Human Resources Committee. Each committee reports to the board at the discretion of the committee chair and at the request of the chair of the board. Committees act on behalf of, and make recommendations to, the board.

Committees may not act outside of the authority delegated by the board.

Committees, through the committee chair and members, organize their activities including through development of a committee workplan.

Each committee shall, annually, and in cooperation with the Governance, Regulatory, and Stakeholder Affairs Committee:

- provide a self-evaluation of the committee, comparing the performance of the committee with the requirements of its charter, to the board; and
- review its charter and present any recommendations for change to the board.

The board may also convene ad hoc committees to deal with issues as they arise. The following section outlines the purpose, powers, and duties of each committee.

b) Audit and Risk Committee

Purpose

The Audit and Risk Committee has been established to assist the board in fulfilling its oversight responsibilities with respect to RPRA's standards of integrity and behaviour, (including RPRA's safe disclosure policy and procedures), reporting of financial information (including reports of fraud) risk management oversight, and management control practices.

All members of the Audit and Risk Committee shall maintain independence with respect to matters that come before it.

Powers and Duties

The Audit and Risk Committee shall have the following specific functions, duties, and responsibilities:

1. ***Audit process:*** To provide oversight of the audit process and the relationship with external auditors on behalf of the board, the committee shall:

   a. when appropriate, invite proposals from audit firms in order to assess which auditors would best serve RPRA and recommend their appointment;
   b. review the work of the auditors;
   c. review and approve the auditors' appointment or reappointment terms of engagement and compensation;
   d. review and approve the scope of the annual audit set out in the audit engagement letters and any special areas of concern;
   e. monitor the independence and performance of the auditors;
   f. review management's representation letter to the auditors;
   g. meet with the auditor to review risks, in particular risks associated with fraud and other adverse financial impacts;
   h. review the audit opinion;
   i. review and recommend appropriate corrective action as recommended by the auditors in a timely fashion;
   j. review RPRA's draft annual audited financial statements and the auditors' report including discussing significant issues regarding accounting principles and practices, financial statement disclosures, and management estimates and decisions;
   k. recommend to the board the audited financial statements for approval;
   l. review documents related to the audited financial statements and the auditors' report prior to filing with and/or distribution to external parties; and
   m. ensure that RPRA is in compliance with legislation pertaining to audits of non-profit organizations and filing of required information with government.

2. ***Oversight of internal audit:*** To provide oversight of the internal audit function and relationship with internal auditors on behalf of the board, the committee shall:

   a. review the annual internal audit plan as set out in the engagement letter, including scope of work and budget;
   b. review the results of the internal audit report, including management's plan for corrective action, if necessary; and
   c. when appropriate, review the appointment or reappointment of the internal auditor.

3. ***Enterprise risk management:*** To provide oversight of the implementation of RPRA's management and risk controls on behalf of the board, the committee shall:

    a. regularly review RPRA's enterprise risk management framework and mitigation strategies;
    b. recommend to the board the delegation of specific risks to each committee;
    c. ensure that management is complying with risk management policies and procedures; and
    d. advise the board on the effectiveness of RPRA's enterprise risk management framework and the activities to implement the framework.

4. ***Internal controls:*** To provide oversight over financial reporting, the design and maintenance of effective internal controls, and management's compliance with financial and technology policies and procedures, the committee shall, through discussion with management and external auditors**:**

    a. annually review the quality of the financial reporting process, internal controls to ensure the integrity of financial and accounting information and internal controls to prevent and detect fraud
    b. annually, or more frequently as circumstances warrant, review a report assessing RPRA's compliance with its financial policies, including procurement, financial reporting, payroll, delegation of authority, and accounting procedures;
    c. annually review a report assessing services procured through contracts with a value of $50,000 or more, the number and type of multi-year commitments, an assessment of value-add of the major suppliers, any goods and services acquired on a sole or single source basis, and any commitments that have been made for the upcoming year; and
    d. annually, or more frequently as circumstances warrant, review a report assessing RPRA's compliance with its policies and practices relating to data security and data strategy.
    e. review RPRA's response to incidents of fraud, including corrective measures implemented to address fraud and strengthen internal controls.

5. ***Oversight of policies:*** The committee shall:

    a. review and recommend adequate and effective policies related to the committee's functions and areas of responsibility; and
    b. every two years or as circumstances warrant, review the policies identified in appendix A.

6. To perform any other activities consistent with this charter and RPRA's by-laws as the board may deem necessary, advisable, or appropriate for the committee to perform.

c) Finance and Technology Committee

Purpose

The Finance and Technology Committee has been established to ensure effective oversight on behalf of the board of the financial and technology assets of RPRA.

This committee oversees the preparation of the annual business plan and operating and capital budgets, and general financial resources management.

This committee is responsible for ensuring that management has adequate and effective policies and procedures for financial reporting and for monitoring and reviewing financial performance and internal controls.

The committee oversees RPRA's acquisition and use of information technology and manages related risks.

Powers and Duties

The Finance and Technology Committee shall have the following specific functions, duties, and responsibilities:

1. ***Financial oversight:*** To ensure that RPRA is fiscally responsible, the committee shall review:

    a. quarterly financial reports comparing revenues and expenditures and cash flow forecasts against the approved budget and business plan, with notes explaining the causes for variances;
    b. quarterly expenditure reports associated with the registry in relation to the total project budget approved by the board and the milestone budgets set out in master services agreements and statements of work;
    c. registry project proposals and other contracts requiring board approval;
    d. quarterly per diem remuneration and expense claims of directors and expense claims of the CEO;
    e. the banking and investment arrangements of RPRA; and
    f. the adequacy of insurance coverage maintained by RPRA.

2. ***Reporting:*** To provide accurate and complete financial reporting that meets the board's information needs, the committee shall:

    a. review and recommend adequacy of reports communicating RPRA's financial position, in adherence to the budget and its allocation of resources toward the achievement of its mandate;
    b. oversee preparation of the annual draft financial statements with particular

attention to significant accounting and reporting issues, including underlying assumptions and estimates, as well as the draft of management's discussion and notes for the annual report; and

c. liaise with the Audit and Risk Committee on corrective action arising from external audit observations.

3. ***Annual budget:*** The committee shall:

   a. review the annual budget and the business plan, together with the underlying assumptions for both documents, and report and make recommendations thereon to the board;
   b. oversee the sufficiency of the organization's business plan, operating and capital budget (including full time employees), cash flow management, and operating reserve; and
   c. make recommendations to the board regarding fee setting policies and proposed fees under section 41 of the RRCEA.

4. ***Information Technology:*** The committee shall:
   a. ensure the efficient use of information technology as an enabler of RPRA's overall strategic direction;
   b. manage technology risks, including recommending policies relating to data security and data strategy;

5. ***Oversight of enterprise risks delegated to the Finance and Technology Committee.***

6. ***Oversight of policies:*** The committee shall:

   a. review and recommend adequate and effective policies related to the committee's functions and areas of responsibility; and
   b. every two years or as circumstances warrant, review the policies identified in appendix A.

7. To perform any other activities consistent with this charter and RPRA's by-laws as the board may deem necessary, advisable, or appropriate for the committee to perform.

d) Governance, Regulatory, and Stakeholder Affairs Committee

Purpose

The Governance, Regulatory, and Stakeholder Affairs Committee has been established to address governance issues related to the effective functioning of RPRA, its board and its committees, and to provide strategic oversight over

the organization's stakeholder relations.

This committee is responsible for oversight on behalf of the board of corporate governance processes, the policies and protocols of the board including the code of conduct as it applies to directors, and board and committee evaluations.

This committee is also responsible for oversight of the organization's compliance with the RRCEA, WDTA and operating agreement, including delivery of the compliance and enforcement function within the context of the registrar's independent decision-making responsibility.

This committee is also responsible for oversight of RPRA's stakeholder relations strategy, including engagement with its advisory councils, the Ministry, media relations, and other key stakeholders and stakeholder groups. This also includes oversight of RPRA's service delivery to its registrants.

Powers and Duties

The Governance, Regulatory, and Stakeholder Affairs Committee shall have the following specific functions, duties, and responsibilities:

1. ***Corporate governance:*** The committee shall:

   a. monitor the functioning of the board and committees, and recommend governance issues to be discussed to ensure timely, complete information and effective decision-making;
   b. monitor the affairs of the organization to ensure compliance with all statutory requirements, by-laws, codes, policies, procedures and protocols;
   c. direct the periodic review of existing and development of new by-laws, policies, procedures, and protocols that are necessary for the board to carry out its mandate, including maintenance of this charter;
   d. review, approve and oversee the effective implementation of new director orientation as required;
   e. review annually, in consultation with the board and each committee, the charters and workplans of the board and committees, respectively, and recommend to the board any amendments to responsibilities and duties and the establishment or abolition of committees;
   f. evaluate every two years (as per the operating agreement) the performance of each director and the full board and report any recommendations to the board;
   g. maintain and periodically update a skills profile matrix of board members;
   h. arrange training and educational development opportunities for directors, as appropriate; and
   i. stay apprised of relevant legislation, reports, position papers, or other developments on the subject of corporate governance generally and the duties

and responsibilities of directors, and develop recommendations for consideration of the board, as appropriate.

2. ***Nominations:*** The committee shall:

   a. oversee the director election process, consistent with the requirements outlined in the RRCEA and the operating agreement;
   b. monitor the terms of elected directors and alert the board about upcoming potential vacancies;
   c. support the board by recommending qualified candidates for consideration prior to expiry of terms and should vacancies in any of the six elected positions occur to ensure that the list of qualified candidates excludes those disqualified under section 7.3 of the operating agreement and to ensure that the directors collectively possess the experience and practical expertise outlined in the section 26(2) of the RRCEA and section 7.1 (b) of the operating agreement;
   d. review and prepare a slate for the positions of chair, vice-chair(s), secretary and treasurer for consideration by the board on an annual basis and/or as vacancies occur, as necessary;
   e. develop succession plans for the chair and vice-chair positions; and
   f. nominate replacements for committee and committee chair positions, as required.

3. ***Regulatory oversight:*** The committee shall oversee RPRA's compliance with and implementation of the RRCEA, WDTA, regulations under these acts, any other acts or regulations thereunder that apply to RPRA, the operating agreement, any policy direction received from the minister, and any other applicable legislation. This oversight shall include:

   a. reviewing how the statutory and regulatory duties of the registrar, deputy registrar and inspectors are exercised within the context of section 8.5 of the operating agreement; and
   b. ensuring that reviews of the operating agreement are completed as required under the operating agreement.

4. ***WDTA oversight and decisions:*** The committee shall:

   a. review and make recommendations to the board regarding the approval of program and industry funding organization (IFO) wind up plans and amendments to plans;

   b. oversee RPRA's consultations relating to IFO wind up plans submitted to RPRA for approval;
   c. review reports about the performance of waste diversion programs;
   d. help ensure effective transition of waste diversion programs from the WDTA to individual producer responsibility under the RRCEA by reviewing reports on transition and the implementation of wind up in accordance with wind up plans;

and

e. recommend any required changes to the wind up guide.

5. ***Stakeholder Affairs:*** The committee shall oversee:

   a. RPRA's approach to engaging and consulting with stakeholders;
   b. the effectiveness of consultations;
   c. the administration of the Industry Advisory Council and the Service Provider Advisory Council and any other formal councils;
   d. activities to promote transparency;
   e. constructive relations with all Ontarians, including northern, rural, and Indigenous communities; and
   f. RPRA's stakeholder engagement and communications strategy.

6. ***Oversight of enterprise risks delegated to the Governance, Regulatory, and Stakeholder Affairs Committee.***

7. ***Oversight of policies:*** The committee shall:

   a. review and recommend adequate and effective policies related to the committee's functions and areas of responsibility; and
   b. every two years or as circumstances warrant, review the policies identified in appendix A.

8. ***Service Delivery:*** The committee shall

ensure efficient service delivery and management of service delivery risks, through recommendation and review of policies and standards.

9. To perform any other activities consistent with this charter and RPRA's by-laws as the board may deem necessary, advisable, or appropriate for the committee to perform.

e) Human Resources Committee

Purpose

The Human Resources Committee has been established to ensure effective oversight on behalf of the board of the human resources of RPRA. This committee oversees human resources management and ensures the adequacy and effectiveness of human resource policies and procedures.

Powers and Duties

The Human Resources Committee shall have the following specific functions, duties, and responsibilities.

1. ***Human resources oversight:*** The committee shall:

   a. review and oversee the implementation of efficient and effective personnel policies (see section 4 below);
   b. review the total rewards framework for RPRA staff and recommend adjustments, as appropriate;
   c. review a quarterly report that includes human resource workforce metrics and risks, actions to advance diversity, equity and inclusion, and reports of workplace violence, bullying, and harassment, and ensure plans are in place to help mitigate these risks;
   d. review results of staff engagement surveys and ensure plans are in place to help foster improvements;
   e. Oversight of RPRA's Defined Contribution Pension Plan and
   f. ensure that RPRA is in compliance with relevant human resources legislation including but not limited to the Employment Standards Act, 2000, the Occupational Health and Safety Act, the Pay Equity Act, the Accessibility for Ontarians with Disabilities Act, 2005, the Pension Benefits Act, and the Human Rights Code as it applies to employment.

2. ***Appointments of the CEO and the registrar:*** The committee shall:

   a. ensure that qualified, competent candidates are put forth for the positions of CEO and registrar if these positions are or are anticipated to become vacant;
   b. review and develop, in consultation with the CEO, succession planning relating to the CEO, registrar and other executives;
   c. establish annual performance objectives for the CEO and evaluate performance against these objectives;
   d. conduct mid-year performance review for the CEO;
   e. annually review and recommend CEO compensation;
   f. review leadership development, talent planning, and organizational structures to promote the organization's purpose, objectives and values; and
   g. recommend corporate performance targets used to evaluate executives' performance and assess achievement of targets.

3. ***Oversight of enterprise risks delegated to the Human Resources Committee.***

4. ***Oversight of policies:*** The committee shall:

   a. review and recommend adequate and effective policies related to the committee's functions and areas of responsibility; and
   b. every two years or as circumstances warrant, review the policies identified in appendix A.

5. To perform any other activities consistent with this charter and RPRA's by-laws as the board may deem necessary, advisable, or appropriate for the committee to perform.

6. Procedures Governing Board Committees

a) Committee Governance

1. Committees shall be responsible to the board.

2. Each committee shall comprise of a minimum of three members appointed by the board.

3. The board will appoint a chair for each committee from among the committee members. If the committee chair is not present at any meeting of the committee, the chair of the meeting shall be chosen by the committee from among the members present.

4. A member of a committee serves a term ending at the annual meeting following appointment and is eligible for reappointment for one or more additional terms.

5. Where a vacancy occurs at any time in the membership of a committee, it may be filled by the board. A vacancy shall be filled by the board if the membership of the committee is less than the minimum three members as a result of the vacancy.

6. When appointing members to a committee, the board will endeavor to select the individuals who collectively possess the skills and competencies necessary to carry out the work of the particular committee. In the event that the expertise is not available, committee members will be supported to develop the capability or otherwise address the gap.

7. Committees may retain, within approved budget amounts or with the board's approval, external experts that the committee deems necessary in the performance of its duties. Committees may also ask RPRA's auditors, legal counsel, consultants or management, as appropriate, to attend meetings and provide pertinent information.

8. All members of a committee shall exercise independent judgment in carrying out their responsibilities.

b) Board Committee Meetings and Minutes

The time and place of meetings of a committee and the procedures at such meetings will be determined by the members of the committee, provided that:

1. Reasonable notice of the time and place of every meeting is given in writing or by electronic communication to each member of the committee prior to the time fixed for such meeting, preferably at least ten days before the meeting.

2. The committee chair approves an agenda in advance of each meeting following consultation with the CEO.

3. The agenda and associated materials will be available to each member of the committee in the online board portal at least seven days prior to the meeting.

4. A meeting of the committee may be called on the direction of the committee chair, the chair of the board, the CEO, or by any two members of the committee.

5. The CEO is invited to attend all committee meetings.

6. The chair of the board is an ex-officio member of all committees, other than committees to which the chair is appointed as a full member or committee chair., The vice-chair(s) are ex-officio members of all committees, other than committees to which the vice-chair is appointed as a full member or committee chair. If the chair or vice-chair(s) are present at the committee meeting, they will be counted towards quorum and may vote. If the chair or vice-chair(s) are not present at the committee meeting, they will not be counted towards calculating quorum.

7. A quorum for committee meetings is a majority of the committee members.

8. If a director is unable to attend a committee meeting listed in the annual board and committee calendar due to conflicts or other unforeseen circumstances, the director will notify the committee chair and corporate secretary.

9. Members may attend either in person, virtually, or by telephone provided that all members participating in the meeting can speak to and hear each other.

10. If sensitive or confidential matters are to be discussed, the committee may, by an approved motion, move in camera. The same procedures that are used by the board are to be followed:
    a. A motion is required to move to in camera. The motion to move is

debatable to permit discussion of the need for an in-camera session. The debate must be concerned with the merits of dealing with the issue in a closed session, without discussing the issue. The motion is not amendable.

b. Individuals who would otherwise be entitled to attend a committee meeting may be excluded from the in-camera session. Examples include but are not limited to a director who has declared a conflict of interest; the CEO when the CEO's performance is being discussed; and, when an individual, based on their employment, personal or business interests, has or would appear to have a conflict of interest.
c. If the secretary has delegated secretarial duties to staff or is a staff member, the committee will appoint a member of the committee to act as secretary to record the minutes of the in camera portion of the meeting. Once the meeting moves in camera, the appointed secretary takes the minutes.
d. The standard procedures for moving, debating and deciding motions apply.
e. When the confidential business is completed, a motion is moved to rise from the in-camera session and put to a vote without debate or amendment. After the motion is approved, the meeting returns to the normal agenda.
f. Minutes are kept of the proceedings by the appointed secretary and they are approved at an in-camera session at a subsequent committee meeting.

11. An outline of material issues addressed by the committee and all decisions and resolutions by the committee will be recorded in the minutes of the meeting.

12. A draft copy of the minutes, approved by the committee chair, shall be circulated prior to the next committee meeting for approval by the committee. Once approved, minutes are circulated to the board at least seven days prior to the next regular board meeting. Notes taken at or audio recordings of discussions during meetings, including in camera portions of meetings, shall be destroyed once the meeting minutes are approved by the committee.

13. A verbal report of the meeting will be made by the committee chair to the board at the next regular board meeting and it will be included in the minutes of the board meeting.

14. Committees will have access to any and all records of the organization required for the execution of the committee's responsibilities.

7. Board Policies and Procedures

a) By-Laws

Under section 27 of the RRCEA, the board may pass by-laws;

a. regulating the board's proceedings, specifying the powers and duties of the officers and employees of RPRA, and generally for the management of RPRA's affairs;
b. respecting the appointment of officers and employees of RPRA and providing for payment of their remuneration and reimbursement of their expenses;
c. providing for payment of the remuneration and reimbursement of the expenses of members of the board;
d. establishing requirements with respect to conflict of interest for directors, officers, and employees.

Two by-laws currently govern RPRA:

1. The general by-law which relates generally to the conduct of the affairs of the organization, and

2. The code of conduct by-law which relates to the ethical standards of behaviour expected of directors, officers, and employees.

The general by-law includes information on the board, procedures for board and committee meetings, annual meetings, appointment of officers, protection of directors and officers, execution of documents, banking and borrowing arrangements, the financial year, and the procedures to appoint the auditor.

The code of conduct by-law includes a statement of principles, information on disclosure of conflict of interest, prohibited and permitted transactions, and actions taken upon a breach of the code of conduct.

A copy of the by-laws can be found on RPRA's web site at:
https://rpra.ca/about-us/documents-and-policies/

b) Board Performance Evaluation Process

Assessing board effectiveness is an important governance responsibility. Periodically the board conducts a formal review of its performance, policies, and practices. The evaluation examines the processes and structure of the board as a whole, as well as its committees.

The results are used as the basis for discussion and to help the board determine changes in its governance processes and policies. The board reviews the effectiveness of board meetings as part of its in-camera discussion at each board meeting. Similarly, committees review the effectiveness of committee meetings as part of the in-camera discussion at each committee meeting.

As required by section 7.7 of the operating agreement, the board shall conduct a performance evaluation for each individual board member and a full board evaluation no less than once every two years. The results of the full board evaluation shall be summarized in a report and a copy provided to the chair, who shall provide a copy of the report to the minister on request.

c) CEO and Registrar Performance and Evaluation Process

One of the board's key responsibilities is the selection of the CEO and appointment of the registrar. A position description forms the basis of the responsibilities for each of the CEO and registrar positions.

The board is responsible for setting CEO and registrar annual performance objectives, periodic review of and performance evaluation against these objectives, the CEO and registrar compensation framework and adjustments, and development of CEO and registrar succession plans. The Human Resources Committee manages these tasks on behalf of the board and reports to the board accordingly.

The board may delegate to the CEO some or all of the responsibility for setting the registrar's annual performance objectives, periodic review of and performance evaluation against these objectives, the registrar compensation framework and adjustments, and development of the registrar succession plan.

d) Board Liability Insurance

Consistent with the general by-law, RPRA purchases and maintains insurance for the benefit of any director, officer or other person acting on behalf of RPRA against any liability incurred in that person's capacity as a director, officer, or other person acting on behalf of RPRA, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of RPRA.

e) Director Remuneration Policy

The directors of RPRA are entitled to per diem remuneration for performance of their duties according to RPRA's policies and procedures, including attending meetings of the board or any committee thereof to which they have been appointed as members or which they have been invited to attend.

RPRA's director remuneration policy sets out per diem rates and the activities for which directors are eligible to claim remuneration. RPRA's administration of director remuneration policy sets out the processes to submit and manage remuneration claims.

f) Travel, Meal, and Hospitality Expense Policy

The directors of RPRA are eligible for reimbursement of out-of-pocket expenses if the

expense is business-related, required for the effective performance of the person's duties to RPRA, and properly incurred by them in the performance of their duties according to RPRA's policies and procedures, including attending meetings of the board or any committee to which they have been appointed as members.

RPRA's travel, meal and hospitality expense policy sets out eligible business expenses and the rates of reimbursement. RPRA's administration of director remuneration policy sets out the processes to submit and manage expense claims.

APPENDIX A: BOARD-APPROVED POLICIES

RPRA Policies & Frameworks

Policies will be reviewed every 2 years or more often if required - as recommended by the GRSA Committee and approved by the Board in September 2023

**** Policies with an asterisk in front are reviewed annually***

Sub-Category Level	Policy No.	Policy/Framework	Internal/Publicly Posted
ARC	001	*Enterprise Risk Management Policy	Internal
ARC	002	*Enterprise Risk Management Framework (appendix to policy - **approved by CEO**)	Internal
ARC	003	Safe Disclosure Policy (formerly Whistleblower Policy)	Internal
FTC	001	Financial Management and Controls Policy	Internal
FTC	002	General Fee Setting Policy	Public
FTC	003	Information Security Policy	Internal
FTC	004	Investment Policy	Internal
FTC	005	Procurement Policy	Public
FTC	006	Travel, Meal and Hospitality Expense Policy	Public
FTC	007	Use of Administrative Penalty Funds Policy	Public
GRSAC	001	Access and Privacy Code	Public
GRSAC	002	Administration of Director Remuneration Policy	Internal
GRSAC	003	Board Education Policy	Internal
GRSAC	004	Code of Conduct By-law	Public
GRSAC	005	CEO Compliance attestation procedure	Internal
GRSAC	006	Delegation of Authority	Internal
GRSAC	007	Director Remuneration Policy	Public
GRSAC	008	Formal Public Complaints and Requests for Clarifications Policy	Public
GRSAC	009	French Language Services Plan	Public
GRSAC	010	General By-Law	Public
GRSAC	011	*Governance Charter	Public
GRSAC	012	Oversight of the Compliance Function Policy (+ Registrar Reporting Protocol - Annual review)	Internal
GRSAC	013	Perquisites Policy	Public
GRSAC	014	Records Retention Policy	Public
GRSAC	015	Risk-Based Compliance Framework	Public
GRSAC	016	Wind up Guide(s)	Public
HRC	001	*CEO Succession Plan	Internal
HRC	002	*Registrar Succession Plan	Internal

HRC	003	Performance Management Framework	Internal
HRC	004	Total Rewards Policy	Internal