



**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, January 31, 2019	TIME: 9:00 a.m. – 4:40 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: John Armiento, Resource Recovery Policy Branch, MECP Bruce Campbell, OTS Administrator (for item 5.0)	
RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone	
Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:01 a.m.

1.1 Adoption of the Agenda

The Board Chair suggested that the in camera portion of the agenda be re-ordered to more efficiently accommodate the Board Secretariat remaining in the room for the purpose of taking minutes and members of the Executive Team remaining in the room for specific in camera agenda items.

Motion To adopt the meeting agenda as amended.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

The Board Chair declared a conflict under agenda item 9.6 and advised that she would excuse herself from the room for this item. The Vice-Chair agreed to chair this portion of the meeting.



2.0 CONSENT ITEMS

Motion IT IS RESOLVED that:

1. the Board of Directors approve the following minutes:
 - 2.1 Minutes of December 14, 2018 Board Meeting
 - 2.2 Minutes of January 4, 2019 Board Meeting
2. the Board receive the remaining consent items:
 - 2.3 Business Arising
 - 2.4 Correspondence
 - 2.5 Finance Committee Report Information Items
 - 2.6 Human Resources Committee Report Information Items

The Board inquired if a response was sent to the letter received from the Ontario Tire Dealers Association on December 14, 2018. The Director of Transition informed the Board that the Authority had responded.

It was duly Moved, Seconded and Carried.

3.0 Board Committee Reports

3.1 Finance and Technology Committee Report

3.1 a) Q4 Registry Expenditure Report

The Finance and Technology Committee Chair reviewed the decision made at the December 14, 2018 Board meeting in which the Authority confirmed that the Tires Registry and the foundational components of the Registry were complete, and that, moving forward, the Authority would transition to individual program reporting on Registry development.

The Director of I&IT walked the Board through the registry expenditures chart for Q4 2018. There was a discussion of how expenditures will be tracked moving forward. The Board requested an amendment to the chart to improve presentation clarity.

3.1 b) 2019 RRCEA Fees

The Finance and Technology Committee Chair reported to the Board that the recommended motion before them today was to approve the 2019 RRCEA Tires Fees. The proposed fees are based on the assumption that only tires will be registering in 2019.

The Director of Transition summarized the results of the Authority's consultation, and informed the Board that the recommended 2019 Tires Fees are generally consistent with what was charged in 2018.



The one exception is a proposed amendment that the PRO fee and software licensing fees would be consolidated.

The Director of Transition also commented that, for the 2020 fees, the Authority will likely need to determine a mechanism to charge fees for multiple materials.

Questions were asked about the impact the fees would have on producers supplying a relatively small number or weight of tires. The Board noted the importance of analyzing the data reported by producers to assess impacts of fees on producers supplying various quantities and weights of tires.

There was also a discussion about the revised approach to the fee for PROs and the views of PROs on the revised approach during the consultation process.

The CEO noted that staff will review data received in the first year of operations under the Tires Regulation to inform future fee decisions.

Motion

IT IS RESOLVED that the Board approve the 2019 Tires Fees as recommended by the Finance and Technology Committee, and

That the 2019 Tire Fees be published no later than February 4, 2019 for the required 30-day notice period.

It was duly Moved, Seconded and Carried.

3.1 c) Board Education Financial Literacy – New 2018 Financial Template

The Finance and Technology Committee Chair presented a proposed new format for the financial statements. The recommendations to revise the statements came from management and discussions arising from Board financial literacy training.

The Director of Finance and Administration informed the Board that she will work with the Auditor to implement the proposed changes.

4.0 Director of Transition Report

The Director of Transition informed the Board that the complaint call frequency relating to the tire backlog has decreased since his last report at the January 4, 2019 board meeting.

The Director of Transition also stated that OTS has received a portion of its HST input tax credit refund from CRA and there are no concerns about cash flow management during wind up. Discussions are underway as to how to distribute surplus funds.



The Director of Transition reminded the Board that February 1, 2019 is the first day of the OES fee elimination. The Authority will ensure that OES fees to producers cease as of February 1.

The Director of Transition mentioned that staff continue to closely monitor OES's implementation of its conflict of interest plan.

An update was provided on the Wind up Plan for MHSW. SO has implemented its conflict of interest plan, including hiring an independent MHSW Program Manager.

The Director of Transition informed the Board that the process for setting the 2020 Blue Box Steward Obligation will commence with the 2018 Municipal Datacall. Staff will present a recommendation for the 2020 Steward Obligation at the June Board meeting. He further remarked that concerns among municipalities and Stewardship Ontario regarding the methodology used to determine the steward obligation continue.

A question was asked about the process and timeline to appoint the OTS liquidator. The Director of Transition informed the Board that a report would be presented at the February Board meeting.

5.0 OTS Administrator Report

The OTS Administrator provided an update to the Board regarding matters concerning CRA, human resources, and the appointment of an OTS liquidator.

A number of questions were asked about OTS's projected surplus, the CRA HST issues that are impacting the projection, and how certain the projection can be at this point.

6.0 Registrar Report

The Registrar provided an update to the Board regarding compliance planning activities, and the development of an annual compliance plan to prioritize compliance activities for the year.

The Board asked a number of questions regarding reporting and how the data within the Registry was being analyzed and leveraged. Questions were also asked about capacity to create more timely and more comprehensive reports in-house. The Registrar commented that management was considering this option.

7.0 CEO Report & Attestation

The CEO presented a revised dashboard based on feedback received on the last iteration that was presented to the Board. The Board suggested further edits for management's consideration.



The CEO informed the Board that the current time lines set out in Minister's directions for winding up the batteries program and the WEEE Program will be challenging given the time needed to build the Registry components for these programs once the regulations are finalized.

The CEO provided an update on the Ministry of Environment, Conservation and Parks' consultations on the Minister's Plan to Tackle Climate Change, and on broader government activities, including the government priority of reducing regulatory burden.

8.0 Other Business

8.1 Board Portal

The CEO presented the board with a recommendation to move to a third-party board portal vendor. The matter was initially presented to the Board in June 2018 but was deferred.

The Board discussed the pros and cons of the current in-house portal vs. the functionality that would be provided by an external vendor.

Motion

Whereas the Transitional Operating Agreement requires the Authority to adopt security measures including restricted access, encryption and password protection systems;

Whereas the Authority Board and Committees are provided with confidential information;

IT IS RESOLVED that the Board authorize the CEO to enter into an agreement with Boardvantage to provide Board portal services, subject to satisfactory completion of a trial and negotiation of mutually acceptable terms; and

IT IS FURTHER RESOLVED that the Board authorize the CEO to implement the proposed data security and document control measures.

The Motion was not carried.

8.2 Operating Agreement

The Director of Legal Services informed the Board of the results of the negotiations with ministry staff on a revised Operating Agreement. The Board discussed a summary of the changes being proposed. It was noted that the revisions are consistent with the proposed changes that were presented to the Board at its September 20, 2018 meeting.



Motion

BE IT RESOLVED that the Board authorizes the Chair to finalize and execute the revised Operating Agreement and forward it to the Minister of the Environment, Conservation and Parks.

It was duly Moved, Seconded and Carried.

8.3 Online Board Evaluation

The CEO sought feedback from the Board about whether there was a need to proceed with a 2018 self-evaluation in light of the recent Board strategy session.

The Board discussed the merits of conducting the evaluation as it would establish a benchmark for the evaluation in 2019. The Board agreed to proceed with the 2018 self-evaluation.

9.0 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.

10.0 Adjournment

The meeting was adjourned at 4:40 p.m.

Glenda Gies

Chair

Joyce Barretto

Corporate Secretary