



RPRA
Resource Productivity
& Recovery Authority

**Board of Directors Meeting
Minutes - Approved
Thursday, February 8, 2018
9:00 a.m. - 2:00 p.m.
4711 Yonge St., #408 Toronto**

In Attendance:

Board Members:

Glenda Gies (Chair)
Tom Wright (Vice-Chair)
Saqib Cheema
Ken Kawall
Andrea Nemtin
Robert Poirier
Rajesh Sharma
Mary Shenstone
Nidhi Tandon

Regrets:

Joyce Barretto
David Breezer

Staff:

Frank Denton, CEO
Patrick Moran, Registrar
Wilson Lee, Director of Communications and Stakeholder Relations & Acting Board Secretariat
Sandra Montague, Director of Finance and Administration
John Pinard, Director of Information and Information Technology
Geoff Rathbone, Director of Transition

Dale Johnson, Minutes

Guest: Wendy Ren, Ministry of the Environment and Climate Change

1. CALL TO ORDER (CHAIR)

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

1.1 Adoption of Agenda

Motion: To adopt the meeting agenda as presented.

The motion was duly moved and seconded. Carried

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

None was declared.

1.3 Correspondence

Motion: To receive the correspondence.

The motion was duly moved and seconded. Carried

2. APPROVAL OF MINUTES

2.1 Minutes of the January 16, 2018 Board Meeting

Motion: To approve the January 16, 2018 Board meeting minutes.

The motion was duly moved and seconded. Carried

2.2 Business Arising

Directors discussed an outstanding action item related to Ontario Tire Stewardship and staff noted all outstanding work would be completed ahead of the March 22 Board meeting, when the Used Tires Program Wind Up Plan would be presented to the Board for approval.

The Board had no other questions or comments related to the status report on the Business Arising.

3. BOARD COMMITTEE REPORTS

3.1 Governance Committee

The Chair of the Governance Committee reported on the Committee's discussions and recommendations on a revised Director Remuneration Policy and proposed Board Education Policy and sought approval for both.

Motion:

Whereas the General By-Law of the Authority permits the Board, subject to the provisions of the Operating Agreement, applicable law and any policy directions of the Minister, to establish a Director Remuneration Policy; and

Whereas the Transitional Operating Agreement stipulates that per diem rates of remuneration for the Board should be in keeping with the spirit of the per diem rates of remuneration for part-time appointees to regulatory agencies as set by the Province of Ontario;

Be it resolved that the Authority Board approve the revised per diem rates for Chair, Vice-Chair and Member effective July 1, 2017 as set out in Table 1 of the Order of Council 2311/2017 approved on November 29, 2017 and published on December 15, 2017, including consequential amendments to the Director Remuneration Policy and the Administration of the Director Remuneration Policy

The motion was duly moved and seconded. Carried

Motion:

Whereas Directors have a duty to be knowledgeable about the affairs of Authority, the Board's governance processes and the rights, duties and obligations of Directors; and

Whereas the Authority Board is a skills-based Board; and

Whereas the Board has a duty to support Directors to exercise their responsibility to the best of their ability;

Be it resolved that the Board approve the Board Education Policy; and

Be it further resolved that the Board approve allocation of the 2018 Board Education budget to Whole Board Education and Individual Board Education activities as guidance for implementation of the Policy in 2018.

The motion was duly moved and seconded. Carried

3.2 Human Resources Committee

The Chair of the Human Resources Committee reported on the Committee's discussions and recommendations on a draft Performance Management Framework and draft CEO and Registrar Succession Plans and sought approval for the three documents.

Motion:

Whereas performance management through a proactive system to align individual and organizational objectives is essential to enabling individuals and teams to achieve performance excellence; and

Whereas staff have reviewed best practices for performance management;

Be it therefore resolved that the Board approve the Performance Management Framework, subject to revisions as discussed and further consideration of Step 10.

The motion was duly moved and seconded. Carried

Motion:

Whereas succession plans for key leadership positions are essential to ensure continuity of leadership in the event of an unexpected vacancy;

Be it therefore resolved that the Board approve the CEO Succession Plan, subject to revisions as discussed; and

Be it further resolved that the Board approve the Registrar Succession Plan, subject to

revisions as discussed.

The motion was duly moved and seconded. Carried

3.3 Amended Blue Box Program Plan Ad Hoc Committee

The Chair of the Amended Blue Box Program Plan Ad Hoc Committee reported on the Committee's discussions and provided an overview of the presentation made by a coalition of stakeholders representing municipalities, the waste management industry and environmental groups. The stakeholders described a number of areas of concerns about the draft proposal for an amended Blue Box Program Plan posted on December 19th for consultation by Stewardship Ontario.

4. AMENDED BLUE BOX PROGRAM PLAN

The Director of Transition provided an overview of the process to develop a proposal for an amended Blue Box Program Plan (a-BBPP) and noted that Stewardship Ontario had not submitted a draft a-BBPP to the Authority for its consideration. The Director of Transition noted that comments received from stakeholders on the draft a-BBPP posted for consultation by Stewardship Ontario on December 19th required further discussion among the parties.

Motion:

Whereas the Minister of the Environment and Climate Change directed the Resource Productivity and Recovery Authority and Stewardship Ontario to develop a proposal for an amended Blue Box Program Plan; and

Whereas the Minister further directed that, if approved by the Authority, the proposal for an amended Blue Box Program Plan shall be submitted to the Minister for approval by February 15, 2018; and

Whereas the Authority has not received a proposal for an amended Blue Box Program Plan from Stewardship Ontario for assessment of compliance with the *Waste Diversion Transition Act, 2016* and consistency with the Minister's direction;

It is therefore resolved the Chair of the Authority Board be authorized to forward correspondence to the Minister describing the activities undertaken since August 14th and those that may occur as a result of ongoing discussions, and advise that the Authority has not approved a proposal for an amended Blue Box Program Plan.

The motion was duly moved and seconded. Carried

5. BOARD STRATEGY MEETING REPORT BACK

5.1 Vision, Mission

The CEO outlined the recent staff and Board process to review the organization's vision and mission. The Board considered the revised vision and mission statements.

Motion:

Whereas compelling vision and mission statements are important for communicating the Authority's vision and mission both internally and externally;

Be it therefore resolved that the Authority adopt the following Vision Statement: "A circular economy today for a waste-free tomorrow"; and

Be it further resolved that the Authority adopt the following Mission Statement: "Enforce producer responsibility and advocate for the circular economy to spur innovation and protect the environment"; and

Be it further resolved that the Authority develop and implement a communications strategy for communicating the new vision and mission statements

The motion was duly moved and seconded. Carried

5.2 Values

The CEO outlined the recent staff and Board process to establish organizational values. The Board considered the proposed values.

Motion:

Whereas the Authority is committed to being a values-driven organization; and

Whereas adoption of a formal set of values supports this commitment and is important to communicating the Authority's values internally and externally;

Be it therefore resolved that the Authority adopt the following values:

Integrity: We believe in working in ways that consistently earn the trust and respect of our colleagues and those we regulate and work with outside the organization in achieving the Authority's mandate. Open dialogue and transparency are key to achieving this trust.

Inclusion: Our practices continuously evolve to ensure we reflect and include the value of diversity (ethnicity, gender, age, national origin, disability, sexual orientation, education, faith, gender, culture, race, perspectives, work experiences, lifestyles, and cultures) in our everyday work. We acknowledge that we operate in a changing society

and we will reflect that change in our work.

Collaboration: We work with team members, colleagues, stakeholders and partners to build consensus and solve problems, recognizing our obligation to deliver on our regulatory mandate.

Innovation: We create, and seek to support others in creating, new solutions by listening, learning and being open to new ideas and approaches.

Fairness: Our policies, systems, and practices are designed and implemented based on principles that ensure the realization of our mission without favoritism or discrimination. We well begin by assuming positive intent.

Accountability: We acknowledge and take responsibility for our actions, decisions, and policies, ensuring they meet the spirit of our values and reflect the mandate in which RPRA has been entrusted.

The motion was duly moved and seconded. Carried

5.3 2019 to 2021 Business Plan Critical Path

The CEO outlined a critical path to develop the Authority's 2019 to 2021 Business Plan for submission to the Minister of the Environment and Climate Change 90 days prior to the next fiscal year.

6. DIRECTOR OF TRANSITION REPORT

The Director of Transition provided an update on the General Fee Setting Policy and Tire Fees Proposal consultation process and the Used Tires Program Wind Up Plan consultation process.

7. DIRECTOR OF I&IT REGISTRY REPORT

The Director of I&IT provided a detailed overview of the Registry Project noting progress against all milestones.

8. REGISTRAR REPORT

The Registrar provided an update on activities to build the Authority's compliance function noting progress on key initiatives including: supporting the Ministry in the development of the Tires Regulation and hiring of compliance officers and a Deputy Registrar. The Registrar noted that a communications and compliance plan to support the registration of obligated parties under the Tires Regulation would be presented at the next Board meeting.

9. REVISED 2018 BOARD/COMMITTEE CALENDAR

The Chair outlined revisions to the 2018 Board and Committee calendar.

Motion:

Whereas the Committees have modified their 2018 workplans and meeting schedules;

Be it therefore resolved that the Board approve the revised 2018 Board/Committee Calendar.

The motion was duly moved and seconded. Carried

10. PROCUREMENT OF CONSULTANT

The Director of Transition sought approval to retain a consultant to address a staffing shortage to support key transition initiatives.

Motion:

Whereas the position of Program Lead for the Used Tire and WEEE Programs is vacant as of January 29, 2018; and

Whereas, the process to find a replacement for the Program Lead position is expected to take a number of months;

Be it therefore resolved that the Board approve a contract, in accordance with the Finance Management and Controls Policy, up to the proposed limit to support oversight of the WEEE Program and other activities unrelated to Used Tires.

The motion was duly moved and seconded. Carried

11. CEO REPORT

The CEO provided an overview of stakeholder engagement meetings and an update on implementation of the 2018 HR Plan.

12. OTHER BUSINESS

No other business was identified.

13. IN CAMERA DISCUSSION

Motion:

To move in camera.

The motion was duly moved and seconded. Carried

Motion:

To move out of camera.

The motion was duly moved and seconded. Carried

14. ADJOURNMENT

The meeting was adjourned at 2:30pm

Glenda Gies



Chair

Joyce Barretto



Corporate Secretary