

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, August 25, 2022	TIME: 9:00m – 3:06pm
Meeting conducted online	
<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>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Stacey Bowman [Agenda item 6.1 a) and 6.2 a)]</p> <p>Corporate Secretary: Andrea Abraham</p>	

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

Motion: To adopt the meeting agenda as presented.

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.

Directors A. Nemtin and R. Sharma declared conflicts under agenda item 7.0 Expiry of Elected Director Terms.

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.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

3.0 CEO Report

The CEO presented his report, which focused on Ministry updates, project updates, stakeholder engagement, and staff updates.

4.0 Registrar Quarterly Report

The Registrar presented her report, which focused on the Registry development projects, registrations, reporting, and performance.

The Registrar informed the Board that free riders continue to require resources to address. In addition, there are major cases currently open under every regulation, which are resource intensive to address.

There was a discussion about the service delivery backlog and the risk and mitigation measures that are in place.

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 June 28, 2022 Board Meeting
2. That the Board receive the remaining consent items:
 - 5.2 Business Arising

- 5.3 Correspondence
- 5.4 Finance and Technology Committee Report Information Items
 - a) Minutes of the June 22, 2022 Meeting Minutes of June 14, 2022 Meeting
 - b) OES Surplus Transfer to RPRA
- 5.5 Human Resources Committee Report Information Items
 - a) Minutes of June 14, 2022 Meeting

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Human Resources Committee Report

- a) HR Strategy for 2023-2025 Business Plan

The Human Resources Committee Chair presented the HR Strategy for 2023 – 2025 Business Plan and summarized the Committee’s discussion. The discussion at the Committee focused on headcount assumptions, changes to the benefits program, and compensation.

The Board discussed the report, including the contingency allocated to staffing resources and the proposed investment in FTEs.

6.2 Finance and Technology Committee Report

- a) Draft Business Plan and draft 2023 Budget and 2024 – 2025 Forecast (and Preliminary 2023 Fee Impact)

The Finance and Technology Committee Chair presented the Draft Business Plan and draft 2023 Budget and 2024 – 2025 Forecast (and Preliminary 2023 Fee Impact) and summarized the Committee’s discussion.

The CEO informed the Committee that IAC and SPAC were consulted. The feedback received from the two councils centred around service needs of registrants, resourcing and the budget.

The Board discussed the plan, including metrics, KPIs, and value for money.

The Board discussed the budget, including proposed investments in IT and front-line staff.

The CEO outlined the next steps in the process.

b) Report on Reserves and Review of Reserves Policy

The Finance and Technology Committee Chair presented the Report on Reserves and Review of Reserves Policy and summarized the Committee's discussion.

The Finance and Technology Committee Chair reminded the Board that stakeholders provided feedback that RPR did not require a reserve of 50% of the annual budget. He informed the Board that management noted that the reserve is below 50%.

There was a discussion of the purpose and uses of the reserve fund. The Finance and Technology Committee Chair suggested that the Reserve Policy be reviewed in Q1, 2023. It was recommended that the uses and purpose of the reserve be clarified in the Business Plan.

The Board discussed the report.

c) Status of Line of Credit and Cash Flow Forecast

The Finance and Technology Committee Chair presented the Status of Line of Credit and Cash Flow Forecast report and summarized the Committee's discussion.

The CFAO provided an update on the cash flow forecast and banking arrangements.

The Board discussed the banking arrangement and agreed with the Finance and Technology Committee Chair that this item no longer needed to be a standing item at the Board and could revert to a quarterly report at the Committee.

There was a discussion about the bank covenants with RPR's lender.

The Board discussed the report.

d) IT Contract Extension

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the IT Contract Extension for Agile By Design.

The Finance and Technology Committee Chair informed the Board that management was seeking approval to extend the agreement with Agile By Design for IT delivery and Governance support services until January 31, 2023.

The Board discussed the Committee's recommendation.

Motion

IT IS RESOLVED that the CEO is authorized to finalize or execute an extension of the contract with Agile By Design until January 31, 2023 for IT Delivery and Governance Services.

It was duly Moved, Seconded and Carried.

e) I.T. Procurement Models

The Finance and Technology Committee Chair presented the IT Procurement Models presentation.

The Finance and Technology Committee Chair reminded the Board that the topic was initially raised in 2021 when a number of programs were presented for approval. At the time, the Committee asked whether other procurement models could benefit RPRA.

The Finance and Technology Committee Chair summarized the Committee's discussion and relayed the Committee's request that the CIO report back on the current model and specific opportunities for upcoming IT procurements.

The Finance and Technology Committee Chair informed the Board that the Committee was pleased that the CIO engaged a third party to assist with this exercise.

The Board discussed the report.

6.3 Annual Policy Review

a) Travel, Meal and Hospitality Expense Policy

The Finance and Technology Committee Chair presented the Travel, Meal and Hospitality Expense Policy report and the Committee's recommendation to update the policy.

The Finance and Technology Committee Chair summarized the Committee's discussion.

The Board discussed the report and agreed that the mileage rate should align with the Canada Revenue Agency rate.

Motion

IT IS RESOLVED that the Board approves the revised Travel, Meal and Hospitality Expense Policy as amended.

It was duly Moved, Seconded and Carried.

b) Investment Policy

The Finance and Technology Committee Chair presented the Investment Policy and the Committee's recommendation.

The Finance and Technology Committee Chair summarized the Committee's discussion.

The Board discussed the report.

Motion

IT IS RESOLVED that the Board approves the revised Investment Policy.

It was duly Moved, Seconded and Carried.

7.0 Expiry of Elected Director Terms

Directors A. Nemtin and R. Sharma declared a potential conflict of interest relating to their re-appointments and departed the meeting.

The Governance, Regulatory, and Stakeholder Affairs Committee Chair presented the report on the Expiry of Elected Director Terms and the Committee's recommendations to re-elect A. Nemtin and R. Sharma to the Board for additional three-year terms.

The Board discussed the need to stagger terms. The Governance, Regulatory, and Stakeholder Affairs Committee Chair informed the Board that the Committee will review the term limits and how terms are staggered.

Directors A. Nemtin and R. Sharma rejoined the meeting at 1:12 p.m.

The appointment of the two Directors was conducted anonymously via electronic vote. A. Nemtin and R. Sharma were re-elected.

Motion:

Whereas the term of two elected Directors expires on November 1, 2022,

IT IS RESOLVED that Andrea Nemtin be re-elected to the Board of Directors of RPRA effective November 1, 2022 for a three-year term.

It was duly Moved, Seconded and Carried.

IT IS RESOLVED that Rajesh Sharma be re-elected to the Board of Directors of RPRA effective November 1, 2022 for a three-year term.

It was duly Moved, Seconded and Carried.

8.0 Other Business

No new business was brought forward for discussion.

The Ministry observer departed the meeting at 1:20 p.m.

9.0 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, CFAO, and Corporate Secretary were present for agenda items 9.2 a) and 9.3

In Camera Finance and Technology Committee Report

9.2 a) HST Status Update (Verbal)

The Board discussed the HST Status update.

In Camera Human Resources Committee Report

9.3 Benefit Enhancements

The Board received and discussed the report on Benefit Enhancements.

Motion

IT IS RESOLVED that the Board approves enhancements to the employee benefits package as outlined in this Report.

It was duly Moved, Seconded and Carried.

9.4 RPRRA Culture – People Risk

The CEO informed the Board of pandemic-related matters. He also provided an update on engagement with the Staff Engagement Committee and the Diversity, Equity, and Inclusion Committee, as well as the current culture of the organization. The Board discussed these items.

The CFAO and Corporate Secretary departed the meeting at 2:08 p.m. Only the CEO remained.



9.5 CEO 2022 Mid-year Review

The Board reviewed and discussed the CEO mid-year assessment.

9.6 Registrar 2022 Mid-year Review

The Board reviewed and discussed the Registrar mid-year assessment.

The CEO departed the meeting. Only Board members remained.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 3:06 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary