

**Board of Directors Meeting
Minutes – Approved**

DATE: Tuesday, February 14, 2023	TIME: 9:00am – 3:57pm
Virtual	
<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 Industry Advisory Council (IAC): Carol Hochu, Shelagh Kerr, Simon Kinsman, Shane Buckingham, Julie Kwiecinski Service Provider Advisory Council (SPAC): Paulina Leung, Nicole Willet, Josh Wiwcharyk, Izzie Abrams, Annette Synowiec, Dave Gordon, Adam Moffatt, Clayton Miller, James Ewles, Ashley Da Souza</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Cameron Parrack, Stacey Bowman, Barbora Grochalova, Maha Shah</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:00 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 K. Kawall and M. Shenstone declared potential conflicts under agenda item 7.1 b 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.

The Board discussed the report.

4.0 Council Pre-Meeting Discussion

The Chief of Programs and Planning introduced the Advisory Council Pre-Meeting Discussion report and provided opening remarks.

The Board discussed the report and requested that the Governance, Regulatory and Stakeholder Affairs Committee discuss the concerns expected to be raised by IAC and SPAC at an upcoming meeting. The Board discussed the role of the councils in supporting RPRA's efforts to advance the government's environmental objectives and being an effective regulator.



5.0 Industry Advisory Council Presentation

The Board Chair provided opening remarks and welcomed Carol Hochu, Shelagh Kerr, Simon Kinsman, Shane Buckingham, and Julie Kwiecinski to the meeting.

The Industry Advisory Council (IAC) delegation gave a presentation outlining their issues of interest and concerns. The Board discussed and asked questions of the delegation.

The CEO informed the delegation that management would follow up at the next IAC meeting on the concerns raised.

The Board Chair commented that the Board requested that the Governance, Regulatory and Stakeholder Affairs Committee discuss the concerns raised in the presentation and that management follow up accordingly.

The Board Chair thanked the delegation and they departed the meeting.

6.0 Service Provider Advisory Council Presentation

The Board Chair welcomed Paulina Leung, Nicole Willet, Josh Wiwcharyk, Izzie Abrams, Annette Synowiec, Dave Gordon, Adam Moffatt, Clayton Miller, James Ewles, and Ashley Da Souza to the meeting.

The Service Provider Advisory Council (SPAC) delegation gave a presentation outlining their four main concerns around diminishing performance, orphaned/overcollection of materials, transparency, and resourcing. The Board discussed and asked questions of the delegation.

The Board Chair thanked the delegation and they departed the meeting.

The Governance, Regulatory and Stakeholder Affairs Committee will be discussing the concerns raised in the presentation and management will follow up accordingly.

7.0 In Camera Session – Part A (with Staff)

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Governance, Regulatory, and Stakeholder Affairs Committee and Human Resources Committee In-Camera Reports

The Board requested that the following record of in camera activities be added to the public minutes. All Executives, Legal Counsel, and the Board Secretary were present for agenda items 7.1 a) and b).



7.1 Director Election process

a) Review of Election and Appointment Procedures of the Board and Staggering Director Terms

The Governance, Regulatory and Stakeholder Affairs Committee Chair presented the report on the Director Election Process and the Committee's recommendation to amend the Election and Appointment Procedures document.

The Committee Chair informed the Board that the Committee discussed the need to stagger terms and the appropriate length of service.

The Board discussed the appropriate length of service taking into account governance best practices. A Director suggested that a succession plan should be in place for the Board Chair. The Board also discussed the use of a recruitment firm if required to assist with filling vacancies for elected positions.

The Committee Chair informed the Board that she, along with the Vice-Chair and Board Chair, will discuss this matter further and report back at the April GRSAC meeting.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Election and Appointment Procedures of the Board.

It was duly Moved, Seconded and Carried.

b) Expiry of Elected Director Terms

Board Directors K. Kawall and M. Shenstone declared potential conflicts of interest and departed the meeting.

The Board Chair informed the Directors that K. Kawall's term expires on July 1, 2023 and M. Shenstone's term expires on November 1, 2023. It was discussed that the Governance, Regulatory and Stakeholder Affairs Committee recommended not to pursue external recruitment at this time.

The General Counsel gave legal advice on term limits.

The Board requested that staff depart the meeting which they did at 12:00 p.m.

Board Directors K. Kawall and M. Shenstone were invited back to the meeting.

All staff were invited back to the meeting.

The Board Chair informed staff of the Board's deliberations, which supported the Committee's recommendation. At this time an external recruitment will not be conducted.



7.2 Reporting on 2022 Corporate Objectives (All Executives)

The Human Resources Committee Chair introduced the Reporting on 2022 Corporate Objectives report and summarized the Committee's discussion.

The CEO commented on management's accomplishments and the team's cohesiveness.

The Board Chair congratulated management on their accomplishments.

All staff departed the meeting with the exception of the CEO.

7.3 Draft 2023 Registrar Performance Objectives

The Board received and discussed the Draft 2023 Registrar Performance Objectives report.

7.4 2022 Year-end Registrar Performance Evaluation

The Board received and discussed the 2022 Year-end Registrar Performance Evaluation.

7.5 2022 Year-end CEO Self-Assessment

The Board received and discussed the 2022 CEO Self- Assessment.

8.1 2022 Corporate Performance Incentives (Board Only)

The Board discussed the Corporate annual performance incentive awards.

The item was duly Moved, Seconded and Carried.

The Board delegated to the Chair to prepare the appropriate memorandums, with copy to the chair of the HR Committee, for the CFAO to make the appropriate payouts.

8.2 2022 CEO Performance Evaluation & CEO Compensation (Board Only)

The Board discussed: (1) CEO annual performance incentive award; and (2) CEO salary.

The two (2) items were duly Moved, Seconded and Carried.

The Board delegated to the Chair to prepare the appropriate memorandums, with copy to the chair of the HR Committee, for the CFAO to make the appropriate payouts.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

9.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:

- 9.1 Minutes of the November 29, 2022 Board Meeting

2. That the Board receive the remaining consent items:

- 9.2 Business Arising
- 9.3 Correspondence
- 9.4 Governance, Regulatory and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the November 23, 2022 Meeting
 - b) Modus Registrant Perception Surveys
 - c) Stakeholder Engagement and Communications Strategy
 - d) WDTA Program Updates
 - e) Self-Evaluation of the Committee's 2022 performance
- 9.5 Human Resources Committee Report Information Items
 - a) Minutes of November 1, 2022 Meeting
 - b) Self-Evaluation of the Committee's 2022 performance

It was duly Moved, Seconded and Carried.

10.0 Registrar Report

The Registrar presented her report which focused on registry development, reporting and performance for Tires, ITT/AV, Batteries, Blue Box, HSP, and Lighting, and Excess Soil.

The Registrar provided an update on service delivery and digital reporting services, compliance cases, compliance plans and initiatives, market performance, Registry procedures and policies, Regulatory updates, and recruitment.

The Board discussed how the Registrar planned to address the case backlog and free-riders, and if she had the necessary resources. The Registrar responded that she was confident in her team.

The Board discussed the report.



11.0 Governance, Regulatory and Stakeholder Affairs Committee Report

11.1 Blue Box Wind up Plan Amendment for In-Kind

Staff members B. Grochalova and M. Shah joined the meeting.

The Governance, Regulatory and Stakeholder Affairs Committee Chair presented the report and the Committee's recommendation to approve the Blue Box Wind Up Plan Addendum implementing the proposed changes to the methodology for calculating the cash portion of the InKind Program.

The Board received the report.

Motion

IT IS RESOLVED that the Board approves the Blue Box Program Wind Up Plan Addendum implementing the changes to the methodology for calculating partial cash payments for the InKind Program obligation during the Blue Box Program transition years (2024–2025).

It was duly Moved, Seconded and Carried.

Staff members B. Grochalova and M. Shah departed the meeting.

11.2 Board Education (verbal)

The Governance, Regulatory and Stakeholder Affairs Committee Chair provided an update on the Committee's discussion around Board Education. She informed the Board that the Committee discussed the annual amount allotted to Directors, approval requirements, and claiming per diems. She commented that management will bring an updated policy to the next GRSAC meeting for Board approval.

12.0 Human Resources Committee Report

12.1 HR Policies Annual Review & Compensation Benchmarking

- a) Total Rewards Policy
- b) Review of Performance Management Framework
- c) Review of HR Manual

The Human Resources Committee (HRC) Chair presented the report and Committee's recommendation to approve the revisions made to the Total Rewards Policy and Performance Management Framework.

He informed the Board that management renamed the Compensation Policy the Total Rewards Policy and that, further to discussions at the last HRC meeting all monetary components from the HR Manual

were moved to this new policy. All non-monetary components in the HR Manual will remain with the CEO for approval.

The Committee Chair also provided an update on the comparator organizations used for salary benchmarking.

The Board discussed the report.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Total Rewards Policy.

IT IS RESOLVED that the Board approves the proposed changes to the Performance Management Framework.

It was duly Moved, Seconded and Carried.

12.2 Q4. 2022 HR Performance Report

The Human Resources Committee Chair introduced the report and summarized the Committee's discussion on key human resources initiatives and key performance metrics.

The Human Resources Committee Chair provided an overview of the 2022 Staff Engagement Survey Results. He commented that the Committee discussed the survey and trends in the results and that management provided insight into the trends. The Committee Chair informed the Board that management will explore the survey results in-depth, host staff and departmental meetings to analyze the results, and develop an action plan.

The CFAO commented that the action plans would be completed by the mid-March.

The Board discussed RPRA's approach to hybrid-working. The CEO commented that management will support a board discussion at an upcoming HRC meeting. .

The Board discussed the report.

13.0 Strategic Planning Process

The CEO presented the Strategic Planning Process.

The Board discussed the presentation. It was discussed that the strategic planning process could aim to be concluded in Q1 2024.

Ministry engagement was discussed.



The Board discussed whether management needed to engage the services of a consultant or if the work could be managed in-house.

The Board discussed that if management felt a Committee should be engaged they should engage the Governance, Regulatory and Stakeholder Affairs Committee rather than establishing an ad-hoc Committee, or engage with the Board directly by providing updates at Board meetings.

The CEO thanked the Board for its feedback.

14.0 Other Business

No new business was brought forward for discussion.

15.0 In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

15.1 In Camera Consent Items

Motion: IT IS RESOLVED:

That the Board of Directors approve the following minutes:

- 15.1 In Camera Minutes of the November 29, 2022 Board Meeting

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

12.0 Adjournment

The meeting was adjourned at 3:57 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary