

**Board of Directors Meeting
Minutes – Approved**

DATE: Wednesday, May 24, 2023	TIME: 9:00am – 1:01pm
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 Samantha Slater, Christa Casey, Welch LLP [Agenda item 6.1]</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Stacey Bowman, Cameron Parrack, Barbora Grochalova</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 amended.

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.

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, stakeholder engagement, and staff updates.

The board discussed the report.

4.0 Registrar Report

The Registrar presented her report, which focused on Registry development, reporting and performance for Tires, ITT/AV, Batteries, Blue Box, HSP, 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 free-riders including the risks and mitigation measures 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 February 14, 2023 Board Meeting

- 2. That the Board receive the remaining consent items:
 - 5.3 **Audit and Risk Committee Report Information Items**
 - a) Minutes of the November 17, 2022 Meeting
 - b) Self-evaluation of the Committee's 2022 performance
 - c) Q4. 2022 Report on Services Procured through Contracts
 - d) Financial Compliance Review

 - 5.4 **Finance and Technology Committee Report Information Items**
 - a) Minutes of the November 22, 2022 Meeting
 - b) Q4. 2022 Board Remuneration and Board/CEO Expense Claims
 - a) Q4. 2022 YTD/Variance Analysis
 - b) Q4. 2022 Registry Report
 - c) Self-evaluation of the Committee's 2022 performance
 - d) Registry Credit Facilities and Conversion to Term Loan

 - 5.5 **Governance Committee Report Information Items**
 - a) Minutes of the February 6, 2023 Meeting
 - b) Follow up on Modus Registrant Perception Survey
 - c) Follow up on IAC & SPAC February 14, Presentations
 - d) Enterprise Risk Management
 - e) Board 2023 Evaluation

 - 5.6 **Human Resources Committee Report Information Items**
 - a) Minutes of February 2, 2023 Meeting
 - b) Q1. 2023 HR Performance Report
 - c) Enterprise Risk Management

It was duly Moved, Seconded and Carried.

6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

a) 2022 Audit

The Audit and Risk Committee chair introduced the 2022 Audit report and summarized the committee's discussion.

The Audit and Risk Committee chair welcomed S. Slater and C. Casey, the auditors with Welch LLP, to the meeting.

b) Draft Audited 2022 Financial Statements & Report

S. Slater and C. Casey presented the draft audited financial statements. The Auditor commented there were no significant deficiencies found and no issues working with management to conduct the audit.

The committee chair informed the members that the motion to approve the 2022 audited financial statements would be considered at the annual meeting of the board.

c) In Camera Discussion with the Auditor

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.

Following the in camera session the auditors left the meeting.

d) Report from Finance & Technology Chair

The Audit and Risk Committee chair provided introductory remarks.

The chair of the Finance and Technology Committee informed the board that one of the responsibilities of the committee is for the chair to liaise with the Audit and Risk Committee. He informed the board that he attended the April 27, 2023 meeting with the auditor and conveyed to the Audit and Risk Committee that the Finance and Technology Committee had not identified concerns with the financial statements.

e) Appointment of Auditor for Fiscal 2023

The Audit and Risk Committee chair introduced the Appointment of Auditor for Fiscal 2023 report. He summarized the committee's discussion and recommendation to appoint Welch LLP to provide audit services for the 2023 fiscal year.

The board discussed the committee's recommendation.

The committee chair informed the board that the motion to appoint the auditor for fiscal 2023 would be considered at the annual meeting of the board.

6.2 Finance and Technology Committee Report

a) 2023 HSP Registry Fees Approval

The Finance and Technology Committee chair summarized the committee's discussion on the 2023 HSP Registry Fees. He informed the board that management will present the final fee model at the June 14, 2023 committee meeting and update the board on June 22, 2023.

6.3 Governance, Regulatory and Stakeholder Affairs Committee Report

a) MHSW Program Termination

C. Parrack and B. Grochalova joined the meeting at 11:07 a.m.

The Governance, Regulatory and Stakeholder Affairs Committee chair presented the report on the MHSW program termination. She summarized the committee's discussion and recommendation.

The board discussed the report and next steps.

Motion

IT IS RESOLVED that the Board, having reviewed Stewardship Ontario's Final Implementation Report of the MHSW Wind Up Plan dated [in draft pending Board review], in fulfilment of s. 14(20) of the *Waste Diversion Transition Act, 2016*, is satisfied that SO has taken the steps required to implement the plan and that the plan has been implemented.

IT IS FURTHER RESOLVED that the Board authorizes the Chair to notify the Minister of the Environment, Conservation and Parks that it supports the termination of the MHSW Program.

It was duly Moved, Seconded and Carried.

C. Parrack and B. Grochalova left the meeting at 11:14 a.m.

b) Board Education Policy

The Governance, Regulatory and Stakeholder Affairs Committee chair presented the Board Education Policy report and the committee's recommendation.

She informed the board that the committee had discussed the annual budget for directors and approval requirements.

The board discussed the report.

Motion

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

It was duly Moved, Seconded and Carried.

7.0 Draft Final 2022 Annual Report

S. Bowman joined the meeting at 11:18 a.m.

The board chair presented the Draft Final 2022 Annual Report for approval.

The Chief of Programs and Public Affairs commented that board members could submit edits before the report is finalized this week.

The board discussed the report and provided feedback for consideration.

Motion

IT IS RESOLVED that the Board approves the Draft Final 2022 Annual Report and that the Chair is authorized to finalize the Report for submission to the Minister on June 1st and for public posting on RPRA's website.

It was duly Moved, Seconded and Carried.

8.0 Other Business

a) Request to post the approved board meeting calendar to the RPRA website

The CEO provided an update in response to a request from stakeholders to post board meeting dates.

The board discussed the request and approved that management proceed with posting the meeting dates to the RPRA website.

The board chair suggested that management review current transparency measures and bring a discussion to the Governance, Regulatory and Stakeholder Affairs committee on potential additional measures.

9.0 In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

The CEO, CFAO, CIO, Chief of Programs and Public Affairs, General Counsel and Chief of Strategic Initiatives, Legal Counsel, and the Corporate Secretary were present for agenda items 9.1, 9.2, 9.4 & 9.5.

9.1 In Camera Governance Committee Report

a) Expiry of Elected Director Term (K. Kawall)

The Governance, Regulatory and Stakeholder Affairs Committee chair presented the report and the committee's recommendation to re-elect K. Kawall for a further three-year term.

The appointment of K. Kawall was conducted anonymously via electronic vote.

Motion

Whereas the term of elected Director Ken Kawall expires on July 1, 2023,

IT IS RESOLVED that Ken Kawall be re-elected to the Board of Directors of RPRA effective July 1, 2023 for a term expiring June 30, 2026.

It was duly Moved, Seconded and Carried.

b) Staggering Director Terms

The board chair presented the Staggering Director Terms report and summarized the Governance, Regulatory and Stakeholder Affairs committee's discussion.

The board chair noted that under the General By-Law, members can be re-elected for up to three years provided they have not exceeded nine years at the time of re-election.

c) Nominees for Board Officers

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion on the Nominees for Board Officers.

She reminded the board that the positions of chair and vice-chair will be considered every two years and will be discussed in 2024. The position of secretary is held by a staff member who will hold office so long as they are employed by RPRA or until they are removed as an officer by the board.

The committee chair informed the board that the motion to appoint Board Officers would be considered at the annual meeting of the board.

The board discussed the report.

d) Nominees for Board Committees and Committee Chairs

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion on the Nominees for Board Committees and Committee Chairs.

The committee chair commented that all board members were contacted prior to confirming the proposed slate. She informed the board that A. Nemtin would be joining the Audit and Risk Committee.

The committee chair informed the board that the motion to appoint Board Committees and Committee Chairs would be considered at the annual meeting of the board.

The board discussed the report.

9.2 In Camera Human Resources Committee Report

a) RPRA Approach to Hybrid Workplace

The Human Resources Committee chair introduced the RPRA Approach to Hybrid Workplace report and provided opening comments.

The CEO provided an overview of RPRA's draft hybrid work policy, staff views, and RPRA's planned approach.

The members discussed the report and their views on the policy, commenting on the implications for organizational culture, productivity, and staff morale and well-being.

The board provided feedback on the policy for consideration by management.

The board concluded that RPRA's approach to hybrid work is at the discretion of management and does not require a board decision.

b) RPRA Culture – People Risks

The Human Resources Committee chair provided opening remarks and put forth a recommendation that this item no longer be a standing item at the board but remain with the committee.

The board agreed and suggested that the CEO can also provide updates in his reports.

9.4 In Camera Consent Items

Motion: IT IS RESOLVED:

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

- 9.4 a) In Camera Minutes of the February 14, 2023 Meeting



2. That the Board receive the remaining consent items:

- 9.4 b) In Camera Human Resources Minutes of February 10, 2023 Meeting

It was duly Moved, Seconded and Carried.

9.5 Other In Camera Business

No new business was brought forward for discussion.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 1:01 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary