

**Board of Directors Meeting  
Minutes – Approved**

<b>DATE:</b> Thursday, June 22, 2023	<b>TIME:</b> 9:01am – 1:11pm
<b>Virtual by Zoom</b>	
<p><b>Chair:</b> Robert Poirier <b>Directors:</b> 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><b>Guests:</b> Marc Peverini, Manager, Waste Diversion, Resource Recovery Policy Branch, MECP Sue Lo, Stewardship Ontario Administrator [agenda item 8.0]</p> <p><b>RPRRA:</b> Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee Monica Ahmed, Michelle Axbey, Sydney Baker, Barbora Grochalova, Jess Turchet [agenda item 9.0]</p> <p><b>Corporate Secretary:</b> 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.

**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 RPRRA’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 provided a verbal update, which focused on Ministry updates, stakeholder engagement, and staff updates.

## **4.0 Registrar Report**

The registrar provided a verbal update, which focused on reporting for Tires, ITT/AV, Batteries, Blue Box, HSP, and Lighting.

There was a discussion about the Annual Public Meeting and learning session that occurred on June 21, 2023.

## **5.0 Consent Items**

**Motion:** IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
  - 5.1 Minutes of the May 24, 2023 Board Meeting
  - 5.2 Minutes of the May 24, 2023 Annual Meeting of the Board
  
2. That the Board receive the remaining consent items:
  - 5.3 Audit and Risk Committee Report Information Items
    - a) Minutes of the April 27, 2023 Meeting
    - b) Enterprise Risk Management

- 5.4 Finance and Technology Committee Report Information Items
  - a) Minutes of the April 25, 2023 Meeting
  - b) Q1. 2023 Board Remuneration/Board & CEO Expense Claims
  - c) Q1. 2023 YTD/Variance Analysis
  - d) Q1. 2023 Registry Report
  - e) Review renewal Insurance coverage
  - f) Enterprise Risk Management
  - g) CIO Report
  - h) Review Information Security Policy

**It was duly Moved, Seconded and Carried.**

## **Board Committee Reports**

### **6.0 Audit and Risk Committee Report**

#### **a) Enterprise Risk Management Policy and Framework**

The Audit and Risk Committee chair introduced the Enterprise Risk Management Policy and Framework report and summarized the committee's discussion and recommendation to approve the policy for submission along with the framework to the ministry before October 1, 2023.

He informed the board that minor amendments were made to the policy and that management will consider future enhancements related to risk appetite and risk tolerance statements.

The committee chair further commented that minor housekeeping changes were made to both documents for the purpose of clarity.

The board received the report.

#### **Motion:**

Whereas section 3, schedule D of the Operating Agreement states that:

“The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority's major activities and objectives;
- b) identify and assess risks to the achievement of stated major activities;
- c) identify a risk mitigation strategy;
- d) establish and maintain a system of internal controls to minimize risk; and
- e) document policies and procedures to manage risk

A summary of the risk management plan shall be provided to the Ministry annually for review.”

IT IS RESOLVED that the board approves the Enterprise Risk Management Policy, and staff are directed to provide the Enterprise Risk Management Plan to the Ministry of the Environment, Conservation and Parks.

**It was duly Moved, Seconded and Carried.**

**b) Internal Audit Plan**

The Audit and Risk Committee chair introduced the Internal Audit Plan report and summarized the committee's discussion and recommendation to approve an internal audit function at RPRA.

The board discussed the report and the committee's recommendation.

**Motion**

IT IS RESOLVED that the CEO is directed to procure internal audit services and finalize an internal audit mandate and scope of work as set out in the accompanying committee report.

**It was duly Moved, Seconded and Carried.**

**7.0 Finance and Technology Committee Report**

**a) Draft 2024 – 2026 Budget Assumptions and Draft 2024 – 2026 Strategic Priorities**

The Finance and Technology Committee chair presented the report and summarized the committee's discussion on the Draft 2024 – 2026 Budget Assumptions and Draft 2024 – 2026 Strategic Priorities.

He informed the board that the approach to completing the business plan would be similar to past years. He commented that the committee discussed the contingency reserve as well as stakeholder concerns regarding fees.

The CEO informed the board that both IAC and SPAC would be consulted on the draft 2024 budget assumptions.

The board discussed the report.

**b) 2023 HSP Registry Fees Approval**

The Finance and Technology Committee chair presented the 2023 HSP Registry Fees Approval report and summarized the committee's discussion and recommendation.

He informed the board that in May management brought forward a revised fee model and that additional consultations were held.

The board discussed the report and the committee's recommendation.

## Motion

IT IS RESOLVED that the Board directs that the draft consultation report be finalized by the CEO and posted on the Registry;

IT IS FURTHER RESOLVED that the Board approves the HSP fee model for 2023;

IT IS FURTHER RESOLVED that the Board approves the following HSP fee schedule:

Material Group	Registrant	2023 Fee
HSP automotive materials – oil filters	Producer: up to 10,000 Kg	\$85 flat fee
	Producer > 10,000 Kg	\$0.074 per Kg
HSP automotive materials – oil containers	Producer: up to 10,000 Kg	\$85 flat fee
	Producer > 10,000 Kg	\$0.095 per Kg
HSP automotive materials - antifreeze	Producer: up to 10,000 Kg	\$85 flat fee
	Producer > 10,000 Kg	\$0.025 per Kg
HSP paints, coatings, solvents and pressurized containers	Producer: up to 10,000 Kg	\$85 flat fee
	Producer > 10,000 Kg	\$0.013 per Kg
HSP Category C (mercury-containing products)	Producer	\$7,500 flat fee
HSP Category D (Fertilizer)	Producer	\$1,000 flat fee
HSP Category E (Refillable Propane Containers)	Producer	\$1,000 flat fee
Category C, D and E	Producer with annual revenue in Ontario < \$2 Million	\$85 flat fee

- Flat fee rates for producers of categories C, D and E with annual revenues in Ontario greater than \$2 Million are proposed to remain stable at 2022 rates. These material groups are treated differently because they have substantially fewer obligations than other RRCEA programs.
- The number of Kgs reported in 2023 will be the average of 2020, 2021 and 2022 Kgs supplied.
- The supply data used to calculate the proposed 2023 fee is the supply reported into the sectors identified for that material type in the 2021 rules for stewards under the Municipal Hazardous or Special Waste (MHSW) programs (consistent with the 2022 HSP fees)
- The supply data used to validate the revised proposed 2023 fee was the average of 2019, 2020 and 2021 Kgs supplied (reported to RPRA in 2022)
- Rolling average supply volumes of A&B materials predicted for 2023:
  - Large producers (> 10,000 Kg): 125 M Kg

**It was duly Moved, Seconded and Carried.**

### c) Registry Credit Facilities and Conversion to Term Loan

The Finance and Technology Committee chair presented the Registry Credit Facilities and Conversion to Term Loan report and summarized the committee's discussion.

He informed the board that the TD Bank credit facilities for the HSP, Blue Box, Excess Soil, HWP and foundation registry projects needed to be converted to term loans on or before June 30, 2023.

He commented that the committee discussed options and management's recommendation that RPRA enter into a 3-year term loan, amortized over 10 years.

At the Finance and Technology Committee meeting on June 14, 2023, it was discussed that the interest rate being offered by TD Bank could increase before the board meeting on June 22, when the

committee's recommendation was to be considered by the board. To lock in the rate available at the time, the committee supported seeking board approval as soon as possible by email through a written resolution.

On June 15, 2023, the corporate secretary emailed all board members requesting those in favour to affix their signature to the written resolution. Signatures were received from all members.

The board discussed the report.

**Written Resolution (signed by all board directors in advance of the June 22, 2023, board meeting):**

IT IS RESOLVED that the Board authorizes the CEO to execute the necessary agreements to convert utilized Registry project credit facilities to term loans, based on a 3-year term.

**d) Review Financial Management and Controls Policy**

The Finance and Technology Committee chair presented the Financial Management and Controls Policy report and summarized the committee's discussion and recommendation.

He informed the board that management recommended revisions to the FMCP to include reference to the Administrative Penalties Regulation and various housekeeping changes.

The board discussed the report and the committee's recommendation.

**Motion:**

IT IS RESOLVED that the Board approves the proposed changes to the Financial Management and Controls Policy.

**It was duly Moved, Seconded and Carried.**

**8.0 Stewardship Ontario Administrator Report (Verbal)**

The chair welcomed S. Lo to the meeting.

The administrator presented her report. She reported on SO's cooperative relationship with RPRA, the simplified fee setting methodology, and the Blue Box transition.

The chair thanked Ms. Lo and she departed the meeting.



**9.0 Board Education Session: Everything you wanted to know about the new Blue Box Program but were afraid to ask.**

The following staff were invited to attend the presentation: M. Ahmed, M. Axbey, S. Baker, B. Grochalova and J. Turchet. Introductions were made.

The registrar and invited staff members gave a presentation on the Blue Box program and responded to questions from board members.

The chair thanked the presenters.

M. Ahmed, M. Axbey, S. Baker, B. Grochalova and J. Turchet departed the meeting.

**10.0 Other Business**

No new business was brought forward for discussion.

**11.0 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.**

**12.0 Adjournment**

The meeting was adjourned at 1:11 p.m.

Robert Poirier

Andrea Abraham

---

Chair

---

Secretary