

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, February 20, 2025	TIME: 9:01 a.m. – 1:55 p.m.
Meeting conducted online	
<p>Chair: Robert Poirier Directors: Ken Kawall (Vice-Chair & Treasurer), Mary Shenstone (Vice-Chair), Janet Clark, Tanweer Gilani, Rajesh Sharma, Marnie Silver, Jeffrey Steiner</p> <p>Regrets: Andrea Nemtin</p> <p>Guest: Charles O’Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Noah Gitterman, Mary Cummins, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix</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.

It was duly moved, seconded, and carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

Director R. Poirier 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 his involvement with the Ontario Lottery and Gaming Corporation and the Ontario Cannabis Retail Corporation, producers under the Blue Box regulation.

Director R. Sharma 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 his involvement with the Financial Services Regulatory Authority, a producer under the Blue Box regulation.

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 Board In Camera Session

Motion: To move in camera.

The CEO, general counsel, and corporate secretary departed the meeting at 9:07a.m.

It was duly moved, seconded, and carried.

The board requested that the following record of in camera activities be added to the public minutes.

3.0 In Camera Human Resources Committee Report

3.1 Reporting on 2024 Corporate Objectives (all executives)

All executives and the corporate secretary joined the meeting at 9:14 a.m.

The Human Resources Committee chair presented the Reporting on 2024 Corporate Objectives report and summarized the committee's discussion.

The CEO commented on management's accomplishments and challenges in 2024.

The board received and discussed the report.

All staff with the exception of the CEO departed the meeting at 9:32 a.m.

3.2 2024 Year-end Registrar Performance Evaluation (CEO Only)

The board received and discussed the 2024 Year-end Registrar Performance Evaluation report.



3.3 2024 Year-end CEO Self-Assessment (CEO Only)

The board received and discussed the 2024 Year-end CEO Self-Assessment report.

3.4 2025 CEO Salary Range (CEO & CFAO)

The CFAO rejoined the meeting.

The board discussed the CEO salary range report.

The CEO and CFAO departed the meeting and only board directors remained.

In Camera Session – Part B (Board Only)

3.5 2025 CEO Salary Range

The board discussed and accepted the Human Resources Committee's recommendation and approved a new salary range. The board authorized the board chair and the HR Committee chair to document and report its decision to the CEO and the CFAO.

3.6 2024 Corporate Performance Incentives

The board discussed and accepted the Human Resources Committee's recommendation and approved its portion of the corporate performance incentive. The board authorized the board chair and the HR Committee chair to document and report its decision to the CEO and the CFAO.

3.7 2024 CEO Performance Evaluation & CEO Compensation

The board discussed and accepted the Human Resources Committee's recommendation and approved a 2024 CEO performance incentive payout, salary and a merit increase. The board authorized the board chair and the HR Committee chair to document and report its decision to the CEO and the CFAO.

All executives, general counsel, and the corporate secretary joined the meeting at 11:30 a.m.

The Registrar provided an update on compliance activities.

The CEO and general counsel provided an update on the Environmental 360 Solutions litigation.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

4.0 CEO Report

The CEO presented his report, which focused on ministry updates, the Auditor General performance audit, and key deliverables.

The board received the report.

C. O'Hara joined the meeting at 12:18 p.m.

6.0 Registrar Report

The Registrar presented her report, which focused on EPR registrations and reporting, compliance policies and plans, Registry procedures, recruitment, and risks.

The board discussed the report.

6.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of the, November 29, 2024 Board Meeting
2. That the Board receive the remaining consent items:
 - 6.2 Business Arising
 - 6.3 Board Correspondence
 - 6.4 **Finance and Technology Committee Report Information Items**
 - a) Minutes of November 21, 2024, Meeting
 - b) Prolink Insurance Broker presentation
 - c) CIO Report
 - d) Self-evaluation of the Committee's 2024 performance
 - 6.5 **Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items**
 - a) Minutes of November 13, 2024, Meeting
 - b) Stakeholder Engagement and Communications Updates
 - c) Regulatory Updates
 - d) WDTA Program Updates
 - 6.6 **Human Resources Committee Report Information Items**
 - a) Minutes of November 14, 2024, Meeting
 - b) Self-Evaluation of the Committee's 2024 performance

It was duly moved, seconded, and carried.

7.0 Finance and Technology Committee Report

- a) Updated Financial Management and Controls Policy

J. Steiner joined the meeting at 12:27 p.m.

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

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

Motion

IT IS RESOLVED that the board approves the proposed changes to the Financial Management and Control Policy, with the changes coming into effect April 1, 2025.

It was duly moved, seconded, and carried.

- b) Approve Administrative Penalty Funds Policy

The Finance and Technology Committee chair presented the Use of Administrative Penalty Revenues Policy report and summarized the committee's discussion.

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

Motion

IT IS RESOLVED that the board approves the Use of Administrative Penalty Revenues Policy.

It was duly moved, seconded, and carried.

- c) Order to Cash Registry Project

The Finance and Technology Committee chair presented the Order to Cash Registry Project report and summarized the committee's discussion.

There was a discussion on the amortization period of the project costs.

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

M. Silver rejoined the meeting at 12:43 p.m.

Motion

IT IS RESOLVED that the board approves the O2C project budget and authorizes the CEO to negotiate and execute the required contract documents with the recommended vendor.

It was duly moved, seconded, and carried.

- d) Report on banking and investment arrangements of the Authority

The Finance and Technology Committee chair presented the Report on banking and investment arrangements of the Authority and summarized the committee’s discussion.

The committee chair provided an overview of other banking matters that were disclosed in the CEO Attestation.

The committee chair informed the board members of two fraudulent incidents, neither of which had any resultant financial losses. He further commented that staff reported the findings, the key internal controls identified the incidents, and management took action in response.

The board discussed the report and were supportive of management’s response and mitigation measures.

8.0 Governance, Regulatory, and Stakeholder Affairs Committee Report

- a) Appointments of Service Provider Advisory Council Co-Chairs and Members

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented the Appointments of Service Provider Advisory Council Co-Chairs and Members report and summarized the committee’s discussion and recommendation.

The board received the report and committee’s recommendation.

Motion

IT IS RESOLVED that the Board approves the following service provider advisory council appointments:

Organization	Appointment Status
Emterra Group <i>*SPAC industry co-chair – Paulina Leung</i>	Reappointment



Loop Recycled Products	Reappointment
E360 Solutions	Reappointment
City of Toronto	Reappointment
Quantum Lifecycle Partners	Reappointment
Ontario Tire Dealers Association	Reappointment
Waste to Resource Ontario	Reappointment
Waste Connections of Canada	Reappointment
GFL Environmental	Reappointment
Regional Public Works Commissioners of Ontario	New appointment
Municipality of Greenstone	New appointment
Stericycle/Waste Management	New appointment
Ontario First Nations Technical Services Committee	New appointment

It was duly moved, seconded, and carried.

b) Approval of 2025 Blue Box Steward Rules

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented the Approval of 2025 Blue Box Steward Rules report and summarized the committee’s discussion.

The board received the report and committee’s recommendation.

Motion

IT IS RESOLVED that the board approves the 2025 Stewardship Ontario Blue Box Steward Rules.

It was duly moved, seconded, and carried.

c) Annual Registrant Perception Survey KPI Results

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented the Annual Registrant Perception Survey KPI Results report and summarized the committee’s discussion.

The board received the report.

9.0 Human Resources Committee Report

a) Q4. 2024 HR Performance Report

The Human Resources Committee chair presented the Q4. 2024 HR Performance Report and summarized the committee's discussion.

The board received the report.

10.0 Other Business

C. O'Hara departed the meeting at 1:20 p.m.

The board chair provided an update on the March board retreat.

All executives departed the meeting at 1:23 p.m. The CEO, general counsel, and corporate secretary were asked to join the in camera session for agenda item 11.1.

11.0 In Camera Discussion

Motion: To move in camera.

It was duly moved, seconded, and carried.

11.1 Governance, Regulatory, and Stakeholder Affairs Committee In Camera Report

a) Director Recruitment Update

The Governance, Regulatory, and Stakeholder Affairs Committee chair presented the Director Recruitment Update report and summarized the committee's discussion.

The Governance, Regulatory, and Stakeholder Affairs Committee chair informed the board of next steps.

J. Steiner rejoined the meeting at 1:36 p.m.

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

Motion

IT IS RESOLVED that the board approves the use of a recruitment firm as described in the accompanying note to identify possible board members to fill the current vacancy. The recruitment process will continue to be led by the chair of the Governance, Regulatory and Stakeholder Affairs Committee with support from RPRA staff.

It was duly moved, seconded, and carried.

The CEO, general counsel, and corporate secretary departed the meeting at 1:46 p.m.



Motion: To move out of in camera.

It was duly moved, seconded, and carried.

14.0 Adjournment

The meeting was adjourned at 1:55 p.m.

Robert Poirier

Chair

Andrea Abraham

Secretary