

**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, November 30, 2023	TIME: 2:12 p.m. – 7:00 p.m.
Hybrid In-person & 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>Guest: Krista Friesen, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order a 2:12 p.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 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.

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 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.

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

3.0 2023 Full Board/Individual Director Evaluation

The Governance, Regulatory, and Stakeholder Affairs Committee Chair summarized the evaluations and following discussion, it was decided that the Committee will review the evaluation and recommendations and invite all board members to attend the meeting.

4.0 In Camera Human Resources Committee Report

a) 2024 Executive Performance Objectives

The Human Resources Committee Chair summarized the committee's discussion and recommendation to approve the Executive Performance Objectives and Measures for 2024.

The Board discussed the committee's recommendation.

Motion

IT IS RESOLVED that the board approves the Executive Performance Objectives and Measures for 2024.

It was duly moved, seconded, and carried.

b) Succession Planning for CEO, Registrar and other Executives

The CEO and CFAO were present for this item and provided an overview of the Executive succession plan, Registrar succession plan and the CEO Succession Plan.

The board discussed the report and the importance of continued leadership development to support succession planning.

The CEO provided a verbal six months working notice to the Board of his intention to retire in June 2024. The Chair of HRC provided an overview of the CEO succession plan and discussed the recruitment approach and strategy upon receipt in early 2024 of his written notice with the specified retirement date.

Motion:

IT IS RESOLVED that the Chair of the Board and the Chair of the Human Resources Committee be delegated authority to approve the engagement of a recruitment firm to conduct an open and full recruitment process to support the hiring of the next CEO after a notice to retire is received.

IT IS FURTHER RESOLVED that the Board directs the establishment of a CEO Selection Committee when required, made up of the following Board Members

- Janet Clark
- Ken Kawall
- Robert Poirier
- Rajesh Sharma
- Mary Shenstone

who will provide a recommendation to the Human Resources Committee on the selection of a preferred candidate for the next CEO for approval by the Board, and further that Janet Clark be selected as Chair of the CEO Selection Committee and that Rajesh Sharma be Vice Chair.

It was duly moved, seconded, and carried.

c) 2024 CEO Performance Objectives

The Board received the report and discussed the committee's recommendation.

Motion:

The Performance Management Framework requires that performance objectives be established for the CEO for each performance year:

IT IS RESOLVED that the committee recommend that the board approve the following 2024 CEO Performance Objectives:

1. 2024 Executive Performance Objectives as approved under agenda item 3.1.
2. Personal Leadership Objectives:
 - a. Support smooth execution of CEO succession plan.
 - b. Lead delivery of RPRA Strategic Plan with target date of Q2 completion
 - c. Strong organizational culture, including a Diversity, Equity, and Inclusion Strategy.

It was duly moved, seconded, and carried.



d) Annual Review CEO Job Description

The Chair presented an overview of the changes to the Job Description.

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

Motion

IT IS RESOLVED that the board approves the revised CEO job description.

It was duly moved, seconded, and carried.

Motion: To move out of In Camera.

It was duly moved, seconded, and carried.

5.0 CEO Report

The CEO presented his report which focused on ministry updates, staff updates and communications and stakeholder engagement.

There was a discussion on the corporate dashboard.

The board received the report.

6.0 Registrar Report

The registrar presented her report which focused on Registry development, reporting and performance, service delivery and compliance cases.

Her report also included an update on RPRA's digital reporting services for HWP and Excess Soil.

There was a discussion on high priority free riders as well as staffing resources in the compliance department.

The board discussed the report.

7.0 Consent Items

Motion: IT IS RESOLVED:

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



- 7.1 Minutes of the September 21, 2023, Board Meeting
 - 7.2 Business Arising
 - 7.3 Board Correspondence
2. That the board receive the remaining consent items:
- 7.4 Audit and Risk Committee Report Information Items
 - a. Minutes of the June 20, 2023, Meeting
 - b. RPRA Compliance to Data Security Policies
 - c. Preparation for possible Auditor General VFM Audit Review
 - 7.5 Finance and Technology Committee Report Information Items
 - a. Minutes of the September 11, 2023, Meeting
 - b. Q3. 2023 Board Remuneration/Board & CEO Expense Claims
 - c. Q3. 2023 YTD/Variance Analysis
 - d. Primer on Data Governance
 - e. Cyber Security – RPRA’s approach in the event of a breach
 - f. Enterprise Risk Management
 - g. CIO Report
 - 7.6 Governance, Regulatory, and Stakeholder Affairs Committee Report Information Items
 - a. Minutes of the September 18, 2023, Meeting
 - b. Stakeholder Engagement and Communications
 - c. Monitor Board and Committee Performance and discuss Governance Issues
 - d. Enterprise Risk Management
 - e. Policy Review – General By-Law
 - 7.7 Human Resources Committee Report Information Items
 - a. Minutes of August 1, 2023, Meeting
 - b. Enterprise Risk Management
 - c. Q3. 2023 HR Performance Report

It was duly moved, seconded, and carried.

Board Committee Reports

8.0 Audit & Committee Report

a) Approve Audit Plan for 2023 Fiscal Year

The Audit and Risk Committee chair summarized the committee’s discussion on the Audit Plan for 2023 Fiscal Year and presented the committee’s recommendation.

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

Motion

IT IS RESOLVED that the board approves the Audit Planning Letter from Welch LLP for the 2023 financial statement audit, and the CEO and Chair of Audit and Risk Committee be authorized to sign the engagement letter.

It was duly moved, seconded, and carried.

b) Review Whistleblower Policy

The Audit and Risk Committee chair summarized the committee's discussion on the Whistleblower Policy.

He informed the board that the committee provided management with feedback which they will integrate and present in the next iteration of the document.

The board received the document.

c) Enterprise Risk Management

The Audit and Risk Committee chair summarized the committee's discussion on the Enterprise Risk Management and presented the committee's recommendation.

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

Motion

IT IS RESOLVED that the board approves the delegation of enterprise level risks to the assigned committees outlined in the Enterprise Risk Register, as amended.

It was duly moved, seconded, and carried.

9.0 Finance and Technology Committee Report

a) 2024 Registry Fees

EPR & HWP Approval

The acting Finance and Technology Committee chair R. Sharma summarized the committee's discussion on the 2024 Registry Fees and presented the committee's recommendation.

The General Counsel and Chief of Strategic Initiatives provided a summary of the recommendations and presented the proposed final 2024 fees.

There was a discussion on the feedback received and impact on stakeholders.



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 extends the 2023 Excess Soil program fee schedule into 2024 until new 2024 fees are approved; and

IT IS FURTHER RESOLVED that the Board approves the following new fee schedules:

2024 Fee Schedules

Tires

Registrant	2023 Fee
Producer: 0 to 999 tires supplied*	\$90 flat fee
Producer: 1,000+ tires supplied	\$0.186 per tire

*The number of tires supplied is an average of supply in 2020, 2021 and 2022.

Batteries and ITT/AV

Material Group	Registrant	2023 fee
ITT/AV	Producer: 6360 Kg* or less	\$90 flat fee
	Producer: > 6360 Kg	\$0.037 per Kg
Batteries	Producer: 6250 Kg** or less	\$90 flat fee
	Producers: >6250 Kg	\$0.037 per Kg

*The volume of single use batteries and ITT-AV supplied are rolling averages of supply reported in 2021, 2022 and 2023, and volume of rechargeable batteries is the average of 2020, 2021 and 2022. Volumes are net of the number of kgs that the producer is permitted to count toward a reduction in the management requirement under the regulation.



2024 Fee Schedules cont.

HSP

HSP material	Registrant	Proposed 2024 fee
Automotive materials – oil filters	Producer: > 10,000 kg	\$0.074 per Kg
Automotive materials – oil containers	Producer: > 10,000 kg	\$0.094 per Kg
Automotive materials – antifreeze	Producer: > 10,000 kg	\$0.025 per Kg
Paints, coatings, solvents, pesticides, and pressurized containers	Producer: > 10,000 kg	\$0.013 per Kg
Category C – Mercury-containing barometers, thermometers, thermostats	Producer	\$7,500 flat fee
Category D – Fertilizers	Producer	\$1,000 flat fee
Category E – Refillable propane containers	Producer	\$1,000 flat fee

*The supply data used to calculate the proposed 2024 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 2023 HSP fees). The supply data for which the 2024 fee is applied to automotive materials, and paints, coatings, solvents, pesticides and pressurized containers is the average of 2021, 2022 and 2023 Kgs supplied.

2024 Fee Schedules cont.

Blue Box

Registrant	2023 Fee
Producer: 50,000 Kg* or less	\$90 flat fee
Producer: > 50,000 Kg*	\$0.0062 per Kg

*The kg supplied of Blue Box materials is supply in 2023 required to be submitted under the Blue Box Regulation.

Lighting

Registrant	2023 Fee
Producer: 1166 Kg* or less	\$90 flat fee
Producer: >1166 Kg*	\$0.319 per Kg

*The Kg supplied of Lighting is a rolling average of supply in 2020, 2021, and 2022.



2024 Fee Schedules Cont.

Hazardous Waste

Hazardous Waste generators are responsible for paying fees to RPRA.

Description	Fee
Hazardous waste*	\$30/ tonne
Manifest**	\$6/ manifest

*Tonnage fee applies to waste shipped and waste disposed onsite. Fee excludes waste subject to tonnage fee exemptions in the Subject Waste Regulation under the RRCEA

**Excludes manifests subject to manifest fee exemptions in the Subject Waste Regulation under the RRCEA.

Fee payment timeline

When registrants report their supply, file notices, or complete waste activities, fees will be automatically calculated. Fees are due based on the terms of the invoice.

Other charges and fees

RPRA may levy other charges as follows:

- A monthly 1.5% administrative charge on late payments
- Ministry of the Environment, Conservation and Parks costs associated with Environmental Review Tribunal hearings resulting from the appeal of compliance orders and administrative penalty orders from affected parties
- Prosecution costs directly from affected parties

It was duly moved, seconded, and carried.

Excess Soils Status

The acting Finance and Technology Committee chair R. Sharma, summarized the committee's discussion on the update on Excess Soils staff report.

The board received the report.

b) Desktop and Infrastructure Support

The acting Finance and Technology Committee chair R. Sharma, summarized the committee's recommendation on the Desktop and Infrastructure Support procurement.

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

Motion

IT IS RESOLVED that the board approves the CEO authority to execute an agreement with Technical Action Group for Managed Services for Infrastructure and Desktop to December 31, 2026.

It was duly moved, seconded, and carried.



c) Registry Managed Services

The acting Finance and Technology Committee chair R. Sharma, summarized the committee's recommendation on the Registry Managed Services procurement.

The board discussed the report. The Chief Information Officer answered questions about the procurement process and outcomes.

Motion

IT IS RESOLVED that the board approves the CEO authority to execute an agreement with PWC for Registry Managed Services Agreement to December 31, 2026

It was duly moved, seconded, and carried.

d) Annual Policy Review

The acting Finance and Technology Committee chair R. Sharma, summarized the committee's recommendations on the annual policy review, covering changes to the Travel, Meal, and Hospitality Expense Policy, Procurement Policy, and Investment Policy.

The impacts of the proposed recommendations were discussed.

Motion

IT IS RESOLVED that the board approves the revised Travel, Meal, and Hospitality Expense Policy.

IT IS RESOLVED that the board approves the revised Investment Policy

IT IS RESOLVED that the board approves the revised Procurement Policy

It was duly moved, seconded, and carried.

10.0 Governance, Regulatory and Stakeholder Affairs Committee Report

a) Blue Box 2024 Steward Obligation

The Governance, Regulatory and Stakeholder Affairs Committee chair M. Shenstone, summarized the committee's recommendation on the Blue Box Steward Obligation. The Chief of Programs and Public Affairs provided additional context for the recommendation.

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

Motion

IT IS RESOLVED that the board sets the 2024 total Stewardship Obligation at \$84,833,887.

It was duly moved, seconded, and carried.

b) Blue Box Steward Rules

The Governance, Regulatory and Stakeholder Affairs Committee chair M. Shenstone, summarized the committee's recommendation on the Blue Box Steward Rules. It was noted that the rule changes are for administrative reasons and for purposes of clarification. It was noted that Stewardship Ontario had completed its consultation on the rules.

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

Motion

IT IS RESOLVED that the Governance, Regulatory and Stakeholder Affairs Committee recommends to the Board that the 2024 Stewardship Ontario Blue Box Steward Rules be approved.

It was duly moved, seconded, and carried.

c) Skills Matrix

The Governance, Regulatory and Stakeholder Affairs Committee chair M. Shenstone, summarized the committee's discussion on a revised skills matrix and demographics profile of board members. It was noted that the committee recommends approval of the skills matrix, and that updates to the demographics section will be considered at a later time.

The board discussed the skills matrix and the demographics profile. The board agreed to add Diversity, Equity, and Inclusion expertise to the skills matrix.

Motion

IT IS RESOLVED that the board approves the skills matrix, as amended by the board.

It was duly moved, seconded, and carried.

d) Annual Policy Review

Delegation of Authority

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion and recommendation to approve the changes to the Delegation of Authority policy.

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

Motion

IT IS RESOLVED that the board approves the proposed changes to the Delegation of Authority Policy.

It was duly moved, seconded, and carried.

Director Remuneration Policy

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion and recommendation to approve the changes to the Director Remuneration Policy.

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

Motion

IT IS RESOLVED that the board approves changes to the Director Remuneration Policy and Administration of Director Remuneration Policy to a) permit preparation based on the scheduled or actual board or committee meeting length, whichever is greater, and b) clarify that directors may be remunerated for attendance at and preparation for advisory council meetings.

It was duly moved, seconded, and carried.

e) Transparency on Board Meetings

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion and recommendation to approve the board transparency measures.

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

Motion

IT IS RESOLVED that the CEO is directed to publish on the RPRA website the following board information: annual committee and board meeting dates, the annual workplan, the Governance Charter, and an annual summary of board member attendance.

It was duly moved, seconded, and carried.

f) Board Education for 2024

The Governance, Regulatory and Stakeholder Affairs Committee chair summarized the committee's discussion on the board education topics for 2024.

She informed the board that committee members expressed interest in learning more about extended producer responsibility lessons from other jurisdictions, artificial intelligence/cybersecurity, regulatory governance, diversity, equity and inclusion, and service delivery.



The board discussed the report.

11.0 Other Business

No new business was brought forward for discussion.

12.0 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.

13.0 Adjournment

The meeting was adjourned at 7:00 p.m.

Robert Poirier

Andrea Abraham

Chair

Secretary