

Resource Productivity & Recovery Authority
Board Meeting Minutes
Thursday, April 6, 2017 at 9:00 a.m.
4711 Yonge Street, Suite 1102, Toronto, Ontario

In Attendance:

Directors:

Glenda Gies (Chair)
Joyce Barretto
David Brezer
Nidhi Tandon
Tom Wright

Guests:

Wendy Ren, MOECC

Staff:

Geoff Rathbone, Acting CEO
Mary Cummins, Program Lead (for Item 4.0)
Sarrah Young, Board Secretariat
Laura Price, Communications Advisor

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 9:02 a.m.

1.1. Adoption of the Agenda

Motion: To adopt the agenda as presented.

The motion was duly moved and seconded. Carried

1.2. Declaration of Real, Potential or Apparent Conflict of Interest

None were declared.

1.3. Correspondence

Staff noted that a response to one letter was being drafted. A verbal report of the response was provided to, and discussed by the Board.

Motion: To receive the correspondence items for information.

The motion was duly moved and seconded. Carried

2. APPROVAL OF MINUTES

2.1. Minutes of the March 23, 2017 Board Meeting.

Motion: To approve the minutes of March 23, 2017.

The motion was duly moved and seconded. Carried

3. IFO/ISO/BREWERS RETAIL 2016 ANNUAL REPORTS

Staff noted that RPRA had received three of the six Annual Reports prior to sending the package to the Board. Subsequently, other reports had been received, with only one Annual Report outstanding.

The IFO/ISO/Brewers Retail reports are included in the RPRA Annual Report appendices. While RPRA is not required to review or comment on the reports, RPRA staff would review the reports, and report on any issues to the RPRA Board.

The Board noted that the Annual Reports in the appendices would need to be available in English and French. Staff was directed to ask the IFOs/ISOs/Brewers to provide French versions of their Annual Reports.

Motion: To receive the Stewardship Ontario, Product Care and Brewers Retail Annual Reports for information.

The motion was duly moved and seconded. Carried

4. BLUE BOX STEWARD OBLIGATION BRIEFING

RPRA Staff provided a history of the Blue Box Steward Obligation, and answered questions from the Board.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

5. BOARD COMMITTEE REPORTS

5.1. Audit Committee

5.1.1. Draft RFP for Selection of Auditor

The Chair of the Audit Committee discussed the requirement to have an Auditor in place for the Annual Meeting in July. An RFP was prepared by staff, and reviewed by the Audit Committee.

The Board reviewed the RFP and noted several changes for clarification.

Motion: To approve the RFP for External Audit Services.

The motion was duly moved and seconded. Carried

5.2. Governance Committee

5.2.1. General By-Law 2017-1

5.2.2. By-Law 2017-2 Code of Conduct

The Chair noted that the documents included in the Board package had been reviewed by the MOECC, and RPRA legal had reviewed the comments. The Board made further comments, and requested further changes to the General By-Law 2017-1. No further changes to By-Law 2017-2 Code of Conduct were noted.

Motion:

Whereas Section 21 (1) of the *Resource Recovery and Circular Economy Act, 2016* provides for the board of directors of the Resource Productivity and Recovery Authority to pass bylaws,
(a) regulating its proceedings, specifying the powers and duties of the officers and employees of the industry funding organization and generally for the conduct and management of the organization;
(b) respecting the appointment of officers and employees of the industry funding organization and providing for payment of their remuneration and reimbursement of their expenses; and
(c) providing for reimbursement of the expenses of the members of the board of directors.

Be it therefore resolved that:

The Board approve General By-Law 2017-1 and By-Law 2017-2 Code of Conduct, as revised;

General By-Law 2017-1 and By-Law 2017-2 Code of Conduct be publicly available; and

The Board refer the following matters to the Governance Committee for consideration:

- **Review of General By-Law 2017-1 and By-Law 2017-2 Code of Conduct by a third-party to ensure RPRA is utilizing governance best practices;**
- **If revisions to General By-Law 2017-1 and By-Law 2017-2 Code of Conduct are required to align with By-Laws implemented recently by other delegated administrative authorities;**
- **If revisions to By-Law 2017-2 Code of Conduct are required to align with provincial standards; and**
- **Review of electronic polling policy for other organizations for best practices.**

The motion was duly moved and seconded. Carried

6. BOARD REMUNERATION

6.1. Ops Directive re Board Remuneration

The Chair reviewed the process for determining the Director's remuneration policy, and the Board's desire to remain consistent with OPS directive. It was noted that the Ontario government updated the OPS directive, and new rates were in place.

The Board discussed the options, and determined to update the Board Remuneration rates to match the OPS directive effective April 1, 2017.

Motion:

WHEREAS the General By-Law of the Authority permits the Board, subject to the provisions of the Transitional Operating Agreement, applicable law and any policy directions of the Minister, to pay remuneration to the members of the Board of Directors;

WHEREAS the Board of Directors previously approved a Director Remuneration Policy based on remuneration for Board members in keeping with the spirit of the per diem rates of remuneration for part-

time appointees to regulatory agencies as set out in the Ontario Public Service *Agencies & Appointments Directive*;

WHEREAS the Treasury Board Secretariat has announced adjustments to the per diem rates of remuneration for part-time appointees to regulatory agencies as set out in the Ontario Public Service *Agencies & Appointments Directive*;

Be it therefore resolved that:

The remuneration rates for the Chair, the Vice-Chair and the Members of the Board of Directors, other than members employed by the Crown including as public servants pursuant to the *Public Service of Ontario Act, 2006*, be aligned with the adjusted per diem rates of remuneration for part-time appointees to regulatory agencies announced on February 23, 2017 by the Treasury Board Secretariat effective April 1, 2017.

The motion was duly moved and seconded. Carried

7. DRAFT ANNUAL REPORT

Staff noted that RPRA was required to send the final Annual Report to the Minister on June 1. In addition, the draft Annual Report was to be provided to the Minister for comment and review six weeks prior. Staff thanked the Chair for her contributions to the Annual Report.

Staff confirmed that updates and revisions from Board would be included in the version sent to the Minister.

Motion: To forward the draft Annual Report to the Minister of the Environment and Climate Change, subject to revisions noted by the Board.

The motion was duly moved and seconded. Carried

8. OTS FORENSIC INVESTIGATION UPDATE

The Board was updated on the investigation.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

9. COMPLIANCE AND ENFORCEMENT SUPPORT RFP RECOMMENDATION

Staff reviewed the RFP process and provided the recommendation to the Board.

The Board discussed the recommendation.

Motion:

WHEREAS staff of the Resource Productivity and Recovery Authority issued an RFP as per Board direction and in accordance with RPRA's Financial Management and Controls Policy using an open competitive bid process to acquire goods and services with a value of \$50,000 and over;

And WHEREAS, RPRA staff evaluated the proposals received and in accordance with RPRA procurement

policies and procedures;

And WHEREAS pursuant to Section III of the Financial Management and Controls Policy, ‘if three suppliers cannot be identified for an invitational process due to limited pool of qualified bidders, or if a minimum of three submissions are not received in an open competitive process, the CEO may procure the service or item through sole source negotiation where the price is fair and equitable and with the approval of the Board’;

Be it therefore resolved that:

The RPRA (Acting) CEO is authorized to contract John T. Lee for the period of April 3, 2017 to July 31, 2017 at a total cost not to exceed \$68,900 inclusive of the subcontract expenses payable by Mr. Lee to Roger Newton and the GHD Business Institute for services to support the Inspector Training Program.

The motion was duly moved and seconded. Carried

10. ACTING CEO REPORT

The Acting CEO reviewed the items in the report and responded to questions from the Board.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

11. OTHER BUSINESS

There was no other business.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

12. IN-CAMERA DISCUSSION

Motion: To move In Camera.

The motion was duly moved and seconded. Carried

Motion: To move out of In Camera.

The motion was duly moved and seconded. Carried

13. ADJOURNMENT

The meeting was adjourned at 12:15 p.m.