

**Resource Productivity & Recovery Authority
Board Meeting Minutes
Thursday, February 23, 2017 at 9:00 a.m.
4711 Yonge Street, Suite 1102, Toronto, Ontario**

In Attendance:

Directors:

Joyce Barretto
David Brezer
Glenda Gies
Nidhi Tandon
Tom Wright

Guests:

Wendy Ren, MOECC

Staff:

Geoff Rathbone, Director of Operations
Sarra Young, Board & Transition Coordinator
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

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 January 18, 2017 Board Meeting.

A typographical error was noted.

Motion: To approve the revised minutes of January 18, 2017.

The motion was duly moved and seconded. Carried

3. BLUE BOX/MHSW PROGRAM

Staff reviewed the information and noted that there were no changes from the prior year Steward Rules for these programs.

3.1. Steward Fees and Rules

Motions:

MHSW Rules

Whereas RPRA staff have reviewed the Municipal Hazardous or Special Waste program finances;

And Whereas there are no changes to the Rules for Stewards with Respect to Payment of Municipal Hazardous or Special Material Fees;

Be It Therefore Resolved:

That the Rules for Stewards with Respect to Payment of Municipal Hazardous or Special Material Fees for the Period Commencing January 1, 2017 are approved by the Board.

The motion was duly moved and seconded. Carried

Blue Box Rules and Fees

Whereas RPRA staff have reviewed the 2017 Blue Box fee schedule and have found that it is consistent with the Methodology for Calculating Stewardship Ontario Material Specific Fee Rates as outlined in the Amended and Restated Program Agreement;

And Whereas there are no changes to the Rules for Stewards with Respect to Payment of Blue Box Fees;

Be it Therefore Resolved:

That the Rules for Stewards with Respect to Payment of Blue Box Fees for the Period Commencing January 1, 2017 are approved by the Board.

The motion was duly moved and seconded. Carried

3.2. CIF 2017 Budget

Staff gave a brief history of the CIF fund and reviewed the report. It was noted that the CIF staff have diligently evaluated project successes and failures in order to share these learnings with other programs.

Motion:

Whereas the CIF and the CIF Committee report directly to the RPRA Board for the purpose of carrying out the objectives of the CIF as set out in the Blue Box Program Plan;

And Whereas the CIF Committee has prepared the attached CIF budget for the 2017 calendar year;

And Whereas RPRA staff have reviewed the budget and found it to be consistent with the purpose of the CIF;

Be it Therefore Resolved:

That The CIF 2017 annual budget, as presented to the RPRA, be approved.

The motion was duly moved and seconded. Carried

4. BOARD COMMITTEE REPORTS

4.1. Human Resources and Nominations Committee

4.1.1. Recruitment Process and Timelines

The Chair reviewed the process and timelines for recruitment of new positions in RPRA, noting the likely timelines and the importance of posting these positions on the RPRA website.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

4.1.2. RPRA HR Plan

The Board reviewed the HR Plan and discussed several points.

Motion: To approve the RPRA HR Plan.

The motion was duly moved and seconded. Carried

4.1.3. RPRA Board Director Recruitment

The Chair noted that the documents had been developed collaboratively by Board members.

Motion:

To approve the Director recruitment documents.

To post the Call for Applications and distribute a notice to stakeholders.

The motion was duly moved and seconded. Carried

4.1.4. Human Resources Manual

The Board reviewed the draft HR Manual.

The Board requested that the *Accessibility for Ontarians with Disabilities Act (AODA)* be reviewed to determine if amendments to the HR Manual would be required.

Motion: To approve the RPRA HR Manual with revisions as discussed.

The motion was duly moved and seconded. Carried

4.2. Governance Committee

4.2.1. Governance Manual

The Board discussed references in the Governance Manual to business expenses. To reduce repetition, the Board agreed to present the director remuneration policy and the business expense policy as standalone documents and to reference these policies in the Manual.

Motion: To approve the RPRA Governance Manual as amended.

The motion was duly moved and seconded. Carried

4.2.2. By-Law 2017-2 Code of Conduct

The Chair noted that By-Law 2017-2 Code of Conduct had been updated by the Authority's legal counsel to reflect the Waste-Free Ontario Act, and a section on perquisites was added. Schedule B Principles for Code of Conduct and Conflict of Interest for Members of the Board of Directors was added to present the relevant principles excerpted from the draft Transitional Operating Agreement.

Motion: To submit the RPRA By-Law 2017-2 Code of Conduct to the Minister for review and comment prior to Board approval.

The motion was duly moved and seconded. Carried

4.2.3. General By-Law 2017-1

The Board reviewed the three revisions proposed to By-Law 2017-1 and identified two further modifications.

In Section 4.10, a revision was proposed to clarify that an elected Board member could be re-elected for up to

six but no more than nine years.

In Section 1.1.4, it was suggested that the word “legal” be removed. The Chair will discuss the deletion of this word with the Authority’s legal counsel and remove if appropriate.

Motion: To submit the revised RPRA By-Law 2017-1 to the Minister for review and comment prior to Board approval.

The motion was duly moved and seconded. Carried

4.3. Audit Committee

The Chair of the Audit Committee reviewed the report. The draft 2016 financial statements will be presented at the March 23 Board meeting.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

4.4. Finance Committee

4.4.1. Financial Management and Controls Policy

The Chair noted that the draft Policy had been reviewed by the Auditor, and the Chair of the Audit Committee.

A fulsome discussion of records retention practices, hard-copy and electronic records, and data security followed.

Two further revisions were noted as follows:

1. The destruction date for invoices should be changed to “not destroyed”.
2. The section title on page 12 “combining transactions” should be changed to “dividing transactions”.

The Board agreed that the Records Retention Policy, Business Expense Policy, and Director Remuneration Policy would be separate standalone documents and would be referenced in the Financial Management and Controls Policy.

Motion: To approve the RPRA Financial Management and Controls Policy as amended.

The motion was duly moved and seconded. Carried

Motion: To post the Financial Management and Controls Policy, the Director Remuneration Policy, and the Business Expense Policy on the RPRA website.

The motion was duly moved and seconded. Carried

4.4.2. 2017 RPRA Business Plan and Provisional Budget

The Board reviewed the draft documents

Motion:

Whereas a provisional RPRA 2017 budget is required to:

- a) Facilitate ongoing discussions with financial institutions to secure RPRA financing,**
- b) Inform IFOs and other parties invoiced by RPRA of their estimated 2017 budget for RPRA oversight;**
- c) Ensure compliance with RPRA's Financial Management and Controls Policy, and**
- d) Permit consultation on the Schedule 1 allocation methodology;**

And whereas the Finance Committee has reviewed a provisional 2017 RPRA budget and is recommending that it be approved as a provisional budget by the Board;

Therefore be it Resolved:

That the Board approves a provisional 2017 RPRA budget of \$7.09M subject to further revisions, if required, and final approval by the Board concurrent with approval of the 2017 Business Plan.

The motion was duly moved and seconded. Carried

4.4.3. RPRA Registry IT System – Update

Staff advised that the submissions in response to the RFPs for the Fairness Monitor and Independent IT Advisor had been processed and contracts will be awarded.

The draft Registry RFP would be presented to the Finance Committee at the March 14 meeting and to the Board at the March 23 meeting.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

4.4.4. Confirmation of Odgers Berndtson as Search Firm of Record

Motion:

Whereas the selection of Odgers Berndtson (OB) as the search firm of record was undertaken by the WDO Board in September 2016 following a competitive bidding process;

And whereas the Authority will be required to sign a letter of engagement with OB for the search for each senior staff position in the Authority that the Board wishes OB to undertake;

And whereas the Finance Committee of the RPRA Board is recommending that the Chair be authorized to

sign letters of engagement for searches assigned to OB;

Be it therefore Resolved:

That the Board authorizes the Chair of the Authority to sign letters of engagement with OB to undertake the search for each senior staff position the Board directs OB to manage, namely for the positions of CEO, Registrar, Director of Finance and Administration and Director of I&IT.

The motion was duly moved and seconded. Carried

4.4.5. Compliance and Enforcement

Staff noted that the draft Memorandum of Understanding (MoU) had been revised as a result of ongoing discussions with the MOECC. The MoU will be reviewed by RPRA senior staff and legal counsel and presented to the Board at the March 23 meeting.

Staff reviewed and the Board discussed the revisions to the MOU.

Motion: Whereas the Draft Transitional Operating Agreement requires RPRA and MOECC to develop, maintain and implement a memorandum of understanding (MOU) related to compliance and enforcement matters by March 20, 2017;

And whereas the Finance Committee has reviewed a preliminary draft and will review a final version of the MOU;

Be it therefore resolved:

That following review of the final version of the MOU by RPRA legal counsel and review and approval by the Finance Committee, the CEO be authorized to execute the RPRA/ MOECC IEB Compliance and Enforcement Memorandum of Understanding.

The motion was duly moved and seconded. Carried

4.4.6. Board Remuneration

The Board discussed the remuneration rates in the RPRA Director Remuneration Policy compared to the rates paid by other DAAs.

The Board agreed that an administrative procedures document should be drafted for managing Director Remuneration Claims.

Motion: To receive for information.

The motion was duly moved and seconded. Carried

5. 2017 BOARD MEETING CALENDAR

The Board reviewed the calendar.

The Chair noted that the proposed dates for the strategic planning session would need to be confirmed with the facilitator.

Motion: To approve the 2017 Board Meeting Calendar.

The motion was duly moved and seconded. Carried

6. CEO REPORT

The Board reviewed the report and discussed all items.

The process for withdrawing the Branding and Website RFPs was discussed, and the Board put forward the following motion:

Motion: To direct the CEO to:

- **Update the temporary RPRA website, at a cost not to exceed \$15,000, to provide a more active and user-friendly platform until the Registry is available; and**
- **Prepare an RPF with a description of the Authority's mandate and scope in order to solicit proposals to develop branding for the Authority from a minimum of three companies at a cost of between \$15,000 and \$50,000.**

The motion was duly moved and seconded. Carried

7. OTHER BUSINESS

There was no other business.

8. 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

9. ADJOURNMENT

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