



Resource Productivity & Recovery Authority
Board Meeting Minutes
Thursday, June 22, 2017 at 12:30 p.m.
Doubletree by Hilton, 88 Chestnut Street, Toronto, Ontario

In Attendance:

Directors:

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

Guests:

Lisa Kingsmore, MOECC
Paul Brace, Miller Thomson LLP (for item 4.0)
Karima Madhany, Registry Project Manager (for item 4.0)

Staff:

Geoff Rathbone, Acting CEO
Wilson Lee, Director of Communications and Stakeholder Relations
Mary Cummins, Program Lead (for item 4.0)
Sarrah Young, Board Secretariat

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 12:39 p.m.

1.1. Adoption of the Agenda

Motion: To adopt the agenda.

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

There was a brief discussion regarding the 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 May 23, 2017 Board Meeting.

No errors or omissions were identified.

Motion: To approve the minutes of May 23, 2017 as presented.

The motion was duly moved and seconded. Carried

3. BOARD COMMITTEE REPORTS

3.1 HRN COMMITTEE

The Board discussed the director recruitment process.

Motion: Whereas the Initial Board shall hold one or more elections in order to elect six individuals as board members as set out in RRCEA Section 26(3); and

Whereas the Initial Board assessed the skills and expertise among the Initial Board in order to identify those skills and expertise that would benefit RPRA's governance; and

Whereas the Initial Board implemented a Call for Applications to identify persons with an interest in being elected to the RPRA Board; and

Whereas the Human Resources and Nominations Committee assessed the applicants against the criteria set out in the RRCEA Section 26(2) and the Transitional Operating Agreement Sections 7.1 and 7.3 and the skills and expertise that would benefit RPRA's governance;

Be it resolved that Ken Kawall be elected to the Board of Directors of the Resource Productivity and Recovery Authority for a period of three years effective July 1, 2017.

The motion was duly moved and seconded. Carried

3.2 FINANCE COMMITTEE

3.2.1 Capital Asset Policy

The Acting CEO spoke to the report and clarified a few points for the Board in response to questions.

Motion: Whereas properly accounting for and reporting on capital assets demonstrates accountability, transparency and financial stewardship; and

Whereas RPRA should utilize accounting protocol in accordance with Canadian accounting standards for non-for-profit organizations; and

Whereas the GAAP Canadian accounting standard for non-for-profit organizations is to amortize capital assets on a systematic basis over the life of the asset; and

Whereas a definition of capital assets and amortization periods for various classes of assets are included in this report;

Be it resolved that RPRA adopt the Capital Asset Policy; and

That the RPRA Financial Management and Controls Policy be amended to be consistent with the Capital Assets Policy; and

That the 2017 RPRA Budget be revised to be consistent with the Capital Assets Policy on a go forward basis effective July 1, 2017.

The motion was duly moved and seconded. Carried

3.2.2 RPRA 2017 Revised Budget

The Acting CEO described the proposed revisions to the 2017 Budget.

Motion: Whereas a Provisional RPRA 2017 budget was approved by the Board in February 2017 with the intention of reviewing this in spring 2017 in conjunction with development of the 2017 Business Plan; and

Whereas budget estimates for a number of items, including the Registry, have improved since approval of the Provisional 2017 Budget;

Be it resolved that the Board approve the Revised 2017 Budget of \$7.037M to be effective June 22, 2017.

The motion was duly moved and seconded. Carried

4. REGISTRY – DRAFT MASTER SERVICE AGREEMENT

Mary Cummins joined the meeting and provided background on the issue and the status of discussions among the parties. The Board thanked the staff for their efforts to prepare and present the information needed by the Board in order to consider its decision.

Motion: Whereas on March 27, 2017, the Resource Productivity and Recovery Authority (RPRA) issued a “Request for Proposal (RFP) for the Registry System” which invited vendors to submit a proposal that described how their firm would provide a complete technology solution (including associated services) for RPRA’s Registry to enable RPRA to support all associated regulatory, business, and enforcement functions for which RPRA is responsible (the “Registry Project”); and

Whereas Deloitte Inc. was the preferred vendor of the Registry System based on the Financial and Technical Proposals both dated May 8, 2017 that it submitted in response to the RFP, subject to negotiation and delivery of a mutually satisfactory agreement; and

Whereas RPRA has developed the attached draft Master Services Agreement (MSA) related to the Registry Project dated June 16, 2017; and

Whereas it is expected that further amendments will be made to the draft MSA before it is satisfactory to both parties and is executed and delivered;

Be it resolved that the RPRA Board of Directors create a Registry Ad Hoc Committee to provide the Registry Project Steering Committee with a mechanism to solicit advice from Board members; and

Be it further resolved that the following Directors be appointed to the Registry Ad Hoc Committee: Ken Kawall, Nidhi Tandon, David Brezer, Glenda Gies; and

Be it further resolved that the Board approves the MSA and the Chief Executive Officer (or the Acting Chief Executive Officer) is authorized to execute the MSA subject to review of the final MSA by the Registry Ad Hoc Committee and the Registrar; and

Be it further resolved that the Board approves the project cost as set out in Deloitte's Financial Proposal dated May 8, 2017; and

Be it further resolved, subject to final specifications and negotiations, that the Chief Executive Officer (or the Acting Chief Executive Officer) is authorized to execute, without further Board approval, Statements of Work (SOW) related to the Registry Project provided they are within the scope of the original Deloitte Technical Proposal for the Registry Project and of a value under \$250,000; and

Be it further resolved that any SOW that requires Board approval be referred to the Registry Ad Hoc Committee for review; and

Be it resolved that the Chief Executive Officer (or the Acting Chief Executive Officer) is authorized to execute and deliver such other documents, instruments and agreements and take all such other actions as may in his sole discretion be required in order to carry out the project under the MSA, subject to the provisions of the immediately preceding resolutions.

The motion was duly moved and seconded. Carried

5. 2017 RPRA BUSINESS PLAN

The Acting CEO described the process to address comments from the MOECC in the revised 2017 Business Plan.

Motion: Whereas RPRA is obligated under the Acts to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve the strategic objectives; and

Whereas the Minister clarified that the inaugural Business Plan should cover only the current fiscal year; and

Whereas consultation with the Ministry has resulted in feedback being incorporated into the plan;

Be it resolved that the 2017 Business Plan is approved for submission to the Minister of the Environment and Climate Change by June 30, 2017.

The motion was duly moved and seconded. Carried

6. RPRA FEE POLICY

The Acting CEO provided background and spoke to the report.

Motion: Whereas Section 41 of the *Resource Recovery and Circular Economy Act, 2016* (RRCEA) states RPRA may set and collect fees, costs or other charges due to the Authority related to the performance of its duties and exercise of its powers; and

Whereas RPRRA shall engage in public consultation before establishing, amending or replacing a fee, cost, charge, process, criterion or requirement;

Be it resolved that RPRRA publish the Backgrounder: RPRRA Fee Setting Policy to provide information to stakeholders that supports the upcoming RPRRA consultation on its inaugural General Fee Setting Policy.

The motion was duly moved and seconded. Carried

7. COMMUNICATIONS

7.1 Consultation Plan and Communications Framework

The Director of Communications and Stakeholder Relations introduced the Consultation Plan and Communications Framework.

Motion: Whereas staff have prepared a Consultation Plan and Communications Framework that includes best practice principles for consultation; and

Whereas the Plan identifies a number of consultations that will take place in the Authority's inaugural year and beyond;

Be it therefore resolved that the Consultation Plan and Framework be approved.

The motion was duly moved and seconded. Carried

7.2 Taglines for RPRRA Logo

The Director of Communications and Stakeholder Relations described the anticipated uses of the proposed taglines.

Motion: Whereas RPRRA staff have recommended that taglines be adopted to supplement the Authority's new logo/visual identity and to provide context to the organization's mandate; and

Whereas the proposed taglines are based on references drawn from the organization's founding documents;

Be it therefore resolved that the recommended taglines be adopted to supplement the Authority's branding.

The motion was duly moved and seconded. Carried

8. ACTING CEO REPORT

The Acting CEO gave a brief update on the status of a number of items including development of Guidelines for Wind Up, preparations for compliance and enforcement and the office move scheduled for mid to late July.

9. OTHER BUSINESS

None.

10. 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

11. ADJOURNMENT

The meeting was adjourned at 4:00 p.m.