

**Resource Productivity and Recovery Authority
Board Meeting Minutes
Wednesday, January 18, 2017 – 12:45 pm**

In Attendance:

Directors:

Glenda Gies
Tom Wright
Nidhi Tandon
Joyce Barretto
David Brezer

Guests:

Lisa Kingsmore, MOECC

Staff:

Michael Scott, CEO
Geoff Rathbone, Director of Operations
Sarra Young, Board & Transition Coordinator
Kiara Barrett, Office Manager

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 12:45pm.

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

Motion: To approve the minutes of December 20, 2016.

The motion was duly moved and seconded. Carried

3. BOARD COMMITTEE REPORTS

3.1 HR and Nominations Committee

The Committee Chair gave a brief update on recruitment planning for senior positions. She also reported that the committee has reviewed the WDO HR Manual, and provided comments to the CEO. The Manual will be brought to the Board for review. Work is also underway on the 2017 workplan for the committee.

3.2 Governance Committee

The Committee Chair gave a brief update on the ongoing review of the Governance Manual and Code of Conduct. A skills matrix has been developed to help guide the recruitment of additional Board members.

3.3 Audit Committee

The Committee Chair updated the Board on the committee's recent meeting with the Authority's auditor, and the commencement of the 2016 audit. The 2016 audit will consist of an 11 month audit of WDO financial statements up to November 30, 2016 and a 1 month (December 2016) audit of RPRA financial statements.

3.4 Ad-hoc Committee – re RPRA/MOECC Operating Agreement

The Committee Chair noted that preliminary feedback on the draft Operating Agreement has been sent to MOECC. The draft Operating Agreement has now been posted for public review until the 23rd of February.

3.5 Finance Committee

3.5.1 I&IT Guidelines and Update on Registry I&IT System

The Board reviewed the Finance Committee recommendations on the next steps concerning the development of an RFP for the Registry's IT system, and on assigning oversight of the development of the Registry to the Finance Committee.

Motion:

WHEREAS the safety and security of information, infrastructure and applications at the Resource Productivity and Recovery Authority (the Authority) is a high priority;

AND WHEREAS guidelines are required immediately to be included in the RFP to be issued concerning the IT system for the Authority's Registry;

AND WHEREAS a comprehensive IT security and data management policy needs to be established;

AND WHEREAS the Finance Committee has recommended that the Board approve;

BE IT THEREFORE RESOLVED that the guidelines for the RFP as detailed in Appendix C of the Staff Report are approved and that the staff be directed to develop a comprehensive IT security and data management policy for review of the Board as soon as possible.

The motion was duly moved and seconded. Carried

Motion:

Be it resolved that the ongoing oversight of the registry development project be assigned to the Finance Committee of the Board.

The motion was duly moved and seconded. Carried

3.5.2 RPRA Reserve Fund Policy

The Board had a brief discussion on this item and directed staff to prepare recommendations for the Finance Committee to review.

3.5.3 Preliminary 2017 Business Plan and Budget

The Board discussed a preliminary draft of the 2017 Business Plan and budget.

3.5.4 Lease Options

The Board reviewed several options that were presented to the Finance Committee for the office lease, based on an extensive study of space locations, costs, and requirements. The Board agreed with the Finance Committee's recommendation to proceed with the best value over time option in securing the new lease.

Motion:

WHEREAS the extended lease on RPRA's current office space at 4711 Yonge St Toronto Ontario expires on May 31, 2017;

AND WHEREAS the Finance Committee has reviewed the options regarding securing additional office space required by the Authority and has recommended to the Board that the CEO be directed to negotiate and execute an Offer to Lease with Menkes Development;

BE IT THEREFORE RESOLVED THAT RPRA's CEO be directed to negotiate and execute an 'Offer to Lease' with Menkes Development for 7277 ft² of office space on the 4th floor of the building located at 4711 Yonge St, Toronto, Ontario, not to exceed a base rate of \$22 per square foot.

4. CEO REPORT

The Board elected to go in camera for part of this 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

The CEO shared an update on the development of two RFPs; for organizational branding and for a RPRA website, respectively.

The CEO also noted that two webinars with stakeholders have been scheduled by MOECC, for January 26 and 30, to facilitate feedback on the draft MOECC/RPRA Operating Agreement.

5. ADJOURNMENT

The meeting was adjourned at 4:00 pm.