

**Board of Directors Meeting
Minutes – Approved**

DATE: Tuesday, November 29, 2022	TIME: 9:03 am – 3:50pm
Meeting conducted online	
<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>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP Sue Lo, Stewardship Ontario Administrator [Agenda item 6.0]</p> <p>RPRA: Frank Denton, Mary Cummins, Noah Gitterman, Lorella Hayes, Lisa Inness, Wilson Lee, Emily Rix, Stacey Bowman [Agenda item 8.2 b], Cameron Parrack [Agenda items 5.0, 6.0, 8.2], Barbora Grochalova [Agenda item 6.0, 8.2, 8.3 a & b], Cody Fowler [Agenda item 8.3 a & b]</p> <p>Corporate Secretary: Andrea Abraham</p>	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:03 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

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.

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.

The Registrar provided an update on amendments proposed to be made to the Tires Regulation. The Board discussed the proposed amendments.

The Board also discussed requirements for public reporting.

2.1 In Camera Finance and Technology Committee Report

The CEO, CFAO, CIO, Chief of Programs and Public Affairs, General Counsel and Chief of Strategic Initiatives, Legal Counsel, and the Corporate Secretary were present for agenda items 2.1 a – b. An item relating to RPRA's office space was discussed by the Board. An in camera resolution was passed giving the CEO authority to negotiate a potential arrangement for the use of RPRA's office space.

a) Status Update – Error in T4 Reporting

The Board received and discussed the report.

b) HST Status Update

The Board received and discussed the report.

Motion

IT IS RESOLVED that the Board authorize the CEO to implement the recommended option for past HST returns and invoices, as set out in the accompanying note.

IT IS RESOLVED that the Board approves the project budget as outlined in the accompanying report and authorizes the CEO to execute contracts with recommended vendors to implement the HST ruling.

It was duly Moved, Seconded and Carried.

2.2 In Camera Human Resources Committee Report

The CEO and CFAO were present for agenda items 2.2 a. and b.

- a) Succession Planning for all CEO, Registrar and Executive Positions

The Board received and discussed the report.

- b) Executive Team Succession Plan

The Board received and discussed the report including succession planning process and procedures.

- c) 2023 Executive Performance Objectives

The CEO, CFAO, CIO, Chief of Programs and Public Affairs, General Counsel and Chief of Strategic Initiatives, Legal Counsel, and the Corporate Secretary were present for agenda items 2.2 c.

The Human Resources Committee Chair summarized the Committee's discussion and recommendation to approve the Executive Performance Objectives and Measures for 2023.

There was a discussion related to executive training and development. The CFAO informed the Board that she is working with the Sr. HR Generalist to develop a learning strategy for a training and competency framework. She advised the Board that she will keep the Human Resources Committee apprised.

The Board discussed how a target for training could be reflected at the corporate level. The CFAO stated that management will consider a report in the Q1. HR Performance Report including how training and development is tracked in 2023.

Motion

IT IS RESOLVED that the Board approves the Executive Performance Objectives and Measures for 2023.

It was duly Moved, Seconded and Carried.

- d) 2023 CEO Performance Objectives

The CEO and CFAO were present for agenda items 2.2 d.

The Board received and discussed the report including stakeholder engagement and communications and alignment with corporate objectives.

Motion

Whereas Step 10 of 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 2023 CEO Performance Objectives:

1. 2023 Executive Performance Objectives as approved under agenda item 10.1.
2. Personal Objectives:
 - a. Organizational efficiency, effectiveness and value for money
 - b. Leadership Development and Talent Management
 - c. Organizational Culture, including Diversity, Equity and Inclusion
 - d. Preparing for a formal strategic planning exercise beginning in 2024

It was duly Moved, Seconded and Carried.

e) RPRA Culture – People Risk

The CEO and CFAO were present for agenda items 2.2 e.

The CEO and CFAO provided an update on the current culture of the organization.

The CEO and CFAO departed the meeting at 11:02 a.m. and only the Board of Director's remained.

2.3 In Camera Governance, Regulatory and Stakeholder Affairs Committee Report

a) 2022 Full Board Performance Survey Results

The Board received and discussed the report including performance of the Chair and Board committees.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

3.0 CEO Report

The CEO presented his report, which focused on Ministry updates, project updates, stakeholder engagement, and staff updates.

The Board discussed the report.

4.0 Registrar Quarterly Report

The Registrar presented her report, which focused on the Registry development projects, registrations, reporting, and performance.

The Board discussed staffing resources, the backlog of compliance cases and their complexity, and the verification of supply data.

The Board discussed the report.

5.0 Expansion of the SPAC Membership

The Chief of Programs and Public Affairs informed the Board of the Minister's direction to expand the membership from 11 to 15 members, and the recommendation to appoint GFL Environmental to the Council. He also informed the Board that the Terms of Reference for the Council would need to be amended.

The Board discussed the report and Committee's recommendation.

Motion

BE IT RESOLVED that the Board approves the revised Terms of Reference for the Service Provider Advisory Council and appoints an additional member to the Council, as set out in the accompanying report.

It was duly Moved, Seconded and Carried.

6.0 Stewardship Ontario Administrator Report (Verbal)

The CEO welcomed S. Lo to the meeting.

The Administrator presented her report. She reported on SO's relationships with stakeholders, the status of the master services agreement with SO's service provider, and other current matters.

The Chair thanked Ms. Lo and she departed the meeting.

7.0 Consent Items

Motion: IT IS RESOLVED:

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

- 7.1 Minutes of the September 22, 2022 Board Meeting

2. That the Board receive the remaining consent items:

- 7.2 Business Arising
- 7.3 Audit and Risk Committee Report Information Items
 - a) Minutes of the September 8, 2022 Meeting
- 7.4 Finance and Technology Committee Report Information Items
 - a) Minutes of the September 14, 2022 Meeting
 - b) Minutes of the October 25, 2022 Meeting
 - c) Q3. 2022 YTD/Variance Analysis
 - d) Q3. 2022 Review Board Remuneration and Board/CEO Expense Claims
 - e) Review Business Continuity Plan (Also presented at ARC)
 - f) Enterprise Risk Management
 - g) Q3. 2022 Registry Report
- 7.5 Governance, Regulatory and Stakeholder Affairs Committee Report Information Items
 - a) Minutes of the September 19, 2022 Meeting
 - b) Annual Policy Review (policies with no change)
 - c) Enterprise Risk Management
- 7.6 Human Resources Committee Report Information Items
 - a) Minutes of September 6, 2022 Meeting
 - b) Enterprise Risk Management

It was duly Moved, Seconded and Carried.

8.0 Board Committee Reports

8.1 Audit and Risk Committee Report

- a) Approve Audit Plan for the 2022 fiscal year

The Chair of the Audit and Risk Committee Chair summarized the Committee's discussion and recommendation to approve the Audit Planning Letter from Welch LLP for the 2022 financial statement audit.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the Audit Planning Letter from Welch LLP for the 2022 financial statement audit.

It was duly Moved, Seconded and Carried.

b) Review Whistleblower Policy

The Chair of the Audit and Risk Committee Chair summarized the Committee's discussion and recommendation to approve the proposed changes to the Whistleblower Policy.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed changes to the Whistleblower Policy.

It was duly Moved, Seconded and Carried.

c) Prep for possible Auditor General VFM Audit Report

The Chair of the Audit and Risk Committee Chair summarized the Committee's discussion on the preparations for a possible Auditor General value-for-money Audit.

The CEO informed the Board that there has been no indication that RPRA will be chosen or is under consideration for review. If RPRA is chosen, management will update the Board in February.

The Board discussed the report.

d) Enterprise Risk Management

The Chair of the Audit and Risk Committee Chair summarized the Committee's discussion on the Enterprise Risk Management Report. He informed the Board that management will consider developing internal benchmarks to observe any emerging risks in the organization.

The Board discussed the report.

8.2 Finance and Technology Committee Report

a) Fees Pre-Meeting Discussion

The Board received the report.

b) October 25 Stakeholder Presentations on 2023 Fees (Verbal)

The Finance and Technology Committee Chair provided opening comments on the October 25 Stakeholder Presentations on 2023 Fees. He informed the Board that Director R. Sharma chaired the meeting on his behalf.

Director R. Sharma provided an overview of the stakeholder presentations and feedback on the 2023 fees.

c) 2023 Registry Fees Approval

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the 2023 Registry Fees for all RRCEA and EPA programs.

The General Counsel and Chief of Strategic Initiatives relayed the Committee's discussions, which included a summary of the consultation process, the approach to fee setting, and stakeholder comments related to alternative fee models, RPRA's budget, and transparency around how fees are set..

The General Counsel and Chief of Strategic Initiatives informed the Board that management proposes that the Board not approve fees for the HSP program at this time, in order to allow staff to further consider comments and concerns raised by HSP producers during the consultation.

The General Counsel and Chief of Strategic Initiatives proposed to the Board that the decision on HSP fees be deferred until a future Board meeting once this additional review is completed and additional feedback from stakeholders is obtained. The CEO commented that management will keep the Finance and Technology Committee Chair apprised.

The Board discussed the report and Committee's recommendation. The Board agreed to amend the motion and remove the HSP fee schedule.

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 approves the fee models for 2023;

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



Tires

Registrant	2023 Fee
Producer: 0 to 999 tires supplied*	\$85 flat fee
Producer: 1,000+ tires supplied	\$0.176 per tire

*The number of tires supplied is a rolling average of supply in 2019, 2020, and 2021.

Batteries and ITT/AV

Material Group	Registrant	2023 fee
ITT/AV	Producer: 6360 Kg* or less	\$85 flat fee
	Producer: > 6360 Kg	\$0.051 per Kg
Batteries	Producer: 6250 Kg** or less	\$85 flat fee
	Producers: >6250 Kg	\$0.051 per Kg

*Supply weight of ITT/AV are rolling averages of supply in 2019, 2020, and 2021, net of the kg producers are permitted to count toward a reduction in the management requirement under the regulation.

** Supply weight of rechargeable batteries are rolling averages of 2019, 2020, and 2021. Supply weight of single-use batteries are rolling averages of 2020, 2021, and 2022. Supply weight of both types of batteries is net of the kg producers are permitted to count toward a reduction in the management requirement under the regulation.

Blue Box

Registrant	2023 Fee
Producer: 50,000 Kg* or less	\$85 flat fee
Producer: > 50,000 Kg*	\$0.0056 per Kg

*The kg supplied of Blue Box materials is supply in 2022 (reported in 2023) required to be submitted under the Blue Box Regulation.

Lighting

Registrant	2023 Fee
Producer: 1166 Kg* or less	\$85 flat fee
Producer: >1166 Kg*	\$0.250 per Kg

*The Kg supplied of Lighting is a rolling average of supply in 2019, 2020, and 2021.



Excess Soil – Project Area Notices

Soil Volume	2023 Fee
100 -1999 m3	\$0
2000 < 10,000 m3	Flat - \$85
>10,000 m3 to 50,000	Variable - \$0.025/m3
>50,000 m3 to 100,000 m3	Variable - \$0.048/m3
>100,000 to 500,000 m3	Variable - \$0.060/m3
>500,000 m3	Flat - \$30,000

Fees for Project Area notices are charged based on the total volume of soil for the project or site that is identified in the initial notice submission. If the volume of soil identified in the final notice submission is different from the volume of soil identified in the initial submission, registrants may be charged or refunded the difference.

Excess Soil – Reuse Site Notices

Soil Volume	2023 Fee
10,000 to 50,000 m3	Flat - \$900
50,000 > 1 Million m3	Flat - \$3,600
1 > 5 Million m3	Flat - \$8,400
>5 Million m3	Flat - \$12,000

Fees for Reuse Site notices are charged based on the total volume of soil for the project or site that is identified in the initial notice submission. If the volume of soil identified in the final notice submission is different from the volume of soil identified in the initial submission, registrants may be charged or refunded the difference.

Residential Development Soil Depot Notices

Soil Volume	Proposed 2023 Fee
Up to 10,000 m3	Flat - \$300



Hazardous Waste

Hazardous Waste generators are responsible for paying fees to RPRA.

Description	Fee
Hazardous waste*	\$27.50 / tonne
Manifest**	\$5 / 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.

d) OES Residual Funds Transfer to RPRA

The Finance and Technology Committee Chair provided opening remarks on the Committee's discussions and recommendation.

The Chief of Programs and Public Affairs provided an update on the results of RPRA's consultation on the proposed use of the OES Residual Funds to offset RRCEA Program Fees for ITT/AV Producers. He informed the Board that stakeholders would prefer that OES does not facilitate an interim transfer of funds to RPRA and continue to hold the funds until the final CRA ruling is known.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the CEO is directed to advise the OES liquidator that residual amounts should be transferred to the Authority in accordance with the wind-up plan after all OES financial matters have been resolved and the final residual fund amount remaining is known;

IT IS FURTHER RESOLVED that, after the OES residual funds are transferred to the Authority, the full amount of the funds will be applied to reduce program fees for ITT-AV producers in the producer payment cycle immediately after the funds are received, and that any remaining funds will be fully applied to reduce program fees for ITT-AV producers in future payment cycles until those funds are used up.

It was duly Moved, Seconded and Carried.

e) I.T. Contract Amendment for Solution Architecture Services

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the I.T. Contract Amendment for Solution Architecture Services.

The Finance and Technology Committee Chair summarized the Committee's discussion to amend the current contract with 7676751 Canada Corporation to reflect additional hours required for solution architecture services until December 31, 2022.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the amendment of the contract amount for 7676751 Canada Corporation to December 31, 2022.

It was duly Moved, Seconded and Carried.

f) I.T. Contract Amendment – PWC Managed Services Agreement

The Finance and Technology Committee Chair presented the Committee's recommendation to approve the I.T. Contract Amendment – PWC Managed Services Agreement.

The Finance and Technology Committee Chair summarized the Committee's discussion to extend the PWC Managed Services Agreement to December 31, 2023

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves extending the PWC Managed Services Agreement to December 31, 2023 and grant the CEO authority to execute the agreement and any future change requests in 2023 up to the approved 2023 budget.

It was duly Moved, Seconded and Carried.

8.3 Governance, Regulatory and Stakeholder Affairs Committee Report

a) Blue Box 2023 Steward Obligation

The Governance, Regulatory and Stakeholder Affairs Committee Chair introduced the Blue Box 2023 Steward Obligation report and provided opening remarks.

The Chief of Programs and Public Affairs informed the Board that the dollar figure presented was tentative until confirmed by the Datacall Auditor but that any expected adjustments would be nominal. C. Fowler, the Sr. Resource Recovery Program Analyst, informed the Board that final results would be received by mid-December.

The General Counsel and Chief of Strategic Initiatives informed the Board that a final number in the Board resolution was required and that a written resolution could be circulated via email for Board approval.

There was a discussion about the new Blue Box regulation and whether producers and service providers would be ready for transition in 2023.

The Board discussed the report.

b) Blue Box Steward Rules

The Governance, Regulatory and Stakeholder Affairs Committee Chair introduced the Blue Box Steward Rules report and presented the Committee's recommendation.

The Chief of Programs and Public Affairs informed the Board that Stewardship Ontario has proposed a small number of administrative and clarifying changes to the Blue Box Steward Rules.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Governance, Regulatory and Stakeholder Affairs Committee recommends to the Board that the 2023 Stewardship Ontario Blue Box Steward Rules be approved.

It was duly Moved, Seconded and Carried.

c) CIF WUP Amendment

The Governance, Regulatory and Stakeholder Affairs Committee Chair presented the Committee's recommendation to approve the Continuous Improvement Fund Wind Up Plan amendment.

The Governance, Regulatory and Stakeholder Affairs Committee Chair summarized the Committee's discussion around management's analysis and the potential risks of an opt-out clause allowing each municipality, recycling association, and First Nation program to opt out and receive their share of the CIF surplus funds.

The Board discussed the report and Committee's recommendation.

Motion

IT IS RESOLVED that the Board approves the proposed Continuous Improvement Fund Wind Up Plan amendment, subject to the implementation of an opt-out provision to be approved by the CEO that will allow any municipality, recycling association, and First Nations community eligible for a share of the disbursement of any CIF surplus funds to choose to receive that disbursement upon the wind up of the Fund.

It was duly Moved, Seconded and Carried.

d) Annual Policy Review

The Governance, Regulatory and Stakeholder Affairs Committee Chair presented the Committee's recommendation to approve the proposed changes to the Delegation of Authority Policy.

The Board supported 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.

e) WDTA Program Updates

The Governance, Regulatory and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the WDTA Program Updates report.

The Board discussed the report.

f) Board Education for 2023

The Governance, Regulatory and Stakeholder Affairs Committee Chair summarized the Committee's discussion and presented the Board Education for 2023 report.

She reminded the Board of the Financial Literacy session that has been scheduled for January 2023. She informed the Board that she met with the Chair, Vice-Chair, CEO, and Corporate Secretary to discuss education topics for 2023. This sub-committee is proposing two education sessions: 1. Blue Box and 2. The Registry.

The Governance, Regulatory and Stakeholder Affairs Committee Chair informed the Board that the Committee discussed other educational topics such as a focus on Diversity, Equity, and Inclusion and digital transformation.

The Board discussed an interest in seeing examples of communication for compliance (C4C) and how it is operationalized in the context of the Registry.

The Board discussed the report.

8.4 Human Resources Committee Report

a) Annual CEO & Registrar Position Description Review

The Human Resources Committee Chair presented the Committee's recommendation to approve the revised CEO and Registrar position descriptions.

The Human Resources Committee Chair summarized the Committee's discussion and the request for management to condense the CEO job description to be higher-level. The CFAO commented that the job descriptions are reviewed annually and that management would reconsider the appropriate level of detail.

The Board suggested that the job descriptions should be reviewed with a diversity lens. The Board suggested minor edits for the purpose of clarity.

The Board discussed the report and Committee's recommendation.

Motion

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

IT IS RESOLVED that the Board approves the revised Registrar job description.

It was duly Moved, Seconded and Carried.

b) Q3. 2022 HR Performance Report

The Human Resources Committee Chair presented the Q3. 2022 HR Performance report and summarized the Committee's discussion. He informed the Board that the Committee discussed staffing resources, turnover, and workforce metrics.

The Board discussed the report.

c) HR Policies & Total Rewards and Compensation Policy Performance Management Framework

The Human Resources Committee Chair presented the HR Policies & Total Rewards and Compensation Policy Performance Management Framework report and summarized the Committee's discussion. He informed the Board that the Committee discussed management's proposal for minor amendments to the manual and to consolidate the financial aspects of the manual into a new policy. Management will present the proposed changes to the Human Resources Committee in 2023.

The Human Resources Committee Chair informed the Board that management will provide a list of benchmark comparator groups at the February 2023 Human Resources Committee meeting.

The Board discussed the report.

d) Diversity, Equity and Inclusion Strategy and Action Plan

The Human Resources Committee Chair presented the Diversity, Equity and Inclusion Strategy and Action Plan report and summarized the Committee's discussion. He relayed that the Committee discussed the work completed by MNP and the DEI Committee.

The CEO informed the Board that he will continue in the role of executive sponsor and that the next steps for the DEI Committee will be to revisit the committee members and implement the action plan.

A question was asked regarding the open Director of People and Culture position. The CFAO informed the Board that interviews were scheduled.

The Board discussed the report.

9.0 Stakeholder Engagement and Communications Strategy

The Board deferred this item and suggested that it should be discussed at the Governance, Regulatory and Stakeholder Affairs Committee.

10.0 Other Business

No new business was brought forward for discussion.

11.0 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.

12.0 Adjournment

The meeting was adjourned at 3:50 p.m.



RPRA

Resource Productivity
& Recovery Authority

Robert Poirier

Chair

Andrea Abraham

Secretary