



RPRA

Resource Productivity
& Recovery Authority

Board of Directors Meeting Minutes – Approved

DATE: March 22, 2018	TIME: 9:00am – 3:00pm
Location: RPRA Offices 4711 Yonge Street, Suite 408 Toronto ON M2N 6K8	
In Attendance: Directors: Glenda Gies (Chair) Tom Wright (Vice Chair) Joyce Barretto (Secretary) Ken Kawall (Treasurer) David Brezer Saqib Cheema Andrea Nemtin Robert Poirier Rajesh Sharma Mary Shenstone Nidhi Tandon Guests: John Armiento, Resource Recovery Policy Branch, MOECC (attending on behalf of Wendy Ren) Christopher Fay, Vice President, Commercial Risk Services, PROLINK for item 3.0 John Bauer, Director, PricewaterhouseCoopers for item 6.0 Candice Mackay, Manager, PricewaterhouseCoopers for item 6.0 RPRA Staff: Frank Denton, CEO Wilson Lee, Director of Communications and Stakeholder Relations Sandra Montague, Director of Finance and Administration Pat Moran, Registrar John Pinard, Director of Information & Information Technology Geoff Rathbone, Director of Transition Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:00am.

1.1 Adoption of the Agenda

The Chair requested the agenda be revised to consider Item 4.1 Audit and Risk Committee Report after Item 4.3 Governance Committee Report and the time allotted for Item 8.0 Board Education allocated to Item 6.0.

Motion: To adopt the agenda as amended.

The motion was duly moved and seconded. Carried

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

None was 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.

2.0 Approval of Minutes

2.1 Minutes of the February 8, 2018 Board Meeting.

Minutes of the February 8, 2018 Board Meeting were reviewed and no errors or omissions were identified.

Motion: To approve the February 8, 2018 Board Meeting Minutes as presented.

The motion was duly moved and seconded. Carried

2.2 Business Arising

The Board enquired as to the status of the Program Lead hire.

3.0 PROLINK Presentation – Chris Fay

Chris Fay presented an overview of the D&O Liability Insurance for RPRA..

4.0 Board Committee Reports

4.1 Audit and Risk Committee Report



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The Chair of the Audit and Risk Committee reported on the committee's discussions on Enterprise Risk Management and recommendations on the CEO Attestation and D&O Indemnity Agreement.

Motion:

Be it resolved that the Board approve the amended CEO Attestation as revised by the Audit and Risk Committee for quarterly presentation to the Board.

Motion:

Be it resolved that the Board approve the D&O Indemnity Agreement revised to remove clauses 2.7 and 3.1 and that the revised Agreement be executed by Directors, Officers and the Authority.

The motion was duly moved and seconded. Carried

4.2 Finance Committee Report

The Chair of the Finance Committee reported on the committee's discussions on insurance coverage and policies and provided an update on bank facilities.

Motion

Whereas credit facilities are required to cover operating requirements and offset the deferred RRCEA expenses and Registry capital asset funding;

Be it resolved that the Board approves, subject to legal review and due diligence, RPRA to execute the Term Sheet from TD Commercial Banking for a Demand Operating Facility up to \$1 million, a Demand Operating Facility up to \$7 million, and a Committed Term Loan up to \$7 million.

The motion was duly moved and seconded. Carried

4.3 Governance Committee Report

The Chair of the Governance Committee reported on the committee's discussions on the Code of Conduct By-Law and Board Education.

4.4 IFO Wind Up Ad Hoc Committee Report

The Chair of the IFO Wind Up Ad Hoc Committee reported on the committee's discussions and recommendations on the OTS Wind up Plan.

4.4 a) OTS Wind Up Plan

Motion

Whereas Ontario Tire Stewardship (OTS) submitted a wind up plan for the Used Tires Program and OTS (“OTS Wind Up Plan”) to the Authority on November 30, 2017 as directed by the Minister of the Environment and Climate Change (“the Minister”); and

Whereas under the Waste Diversion Transition Act, 2016 (WDTA) Section 14 (15), the Authority may approve a wind up plan, but the wind up plan shall not be approved unless it is consistent with the Minister’s direction; and

Whereas the Minister’s direction to the Authority of June 30, 2017 states the Authority shall ensure that the OTS Wind Up Plan is consistent with the Minister’s direction issued to OTS and in accordance with the WDTA and its regulations; and

Whereas the Authority has assessed the OTS Wind Up Plan and the OTS Rules for Stewards with Respect to Payment of Tire Stewardship Fees dated March 22, 2018, in relation to the Minister’s direction, the WDTA and its regulations; and

Whereas, under the WDTA Section 14 (16), an approval of a wind up plan must be in writing and may include the conditions the Authority determines are appropriate; and

Whereas the Authority considers benefits to Ontario and the circular economy in its decision making; and

Whereas the WDTA Section 14 (14) requires the Authority to consult with representatives of municipalities, representatives of stewards and other affected stakeholders during its assessment of a wind up plan; and

Whereas the Authority has consulted with representatives of municipalities, representatives of stewards and other affected stakeholders during its assessment of the OTS Wind Up Plan; and

Whereas the IFO Wind Up Committee has reviewed the OTS Wind Up Plan and recommended approval with conditions;

Be it resolved that the Board approve the OTS Wind Up Plan and the OTS Rules for Stewards with Respect to Payment of Tire Stewardship Fees dated March 22, 2018, with an implementation date of March 22, 2018 and with the following conditions:

- 1. The OTS Wind Up Plan, including the final fee elimination date, will be updated by OTS as directed by the Authority as required to address operational issues, such as disruption to the management of tires, and implementation issues.**
- 2. The OTS Wind Up Plan will be updated by OTS as directed by the Authority as information becomes available, including but not limited to:**
 - The audited 2017 and 2018 financial statements, when available;**



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- ***New financial information (e.g., Canada Revenue Agency ruling on Harmonized Sales Tax, change to budgets or actuals, cash flows);***
 - ***The final detailed method for final reconciliation including recovery of the outstanding Off-the-Road tire deficit; and***
 - ***The amount and management of any unanticipated liabilities.***
- 3. OTS will communicate updates, including the final fee elimination date, to representatives of municipalities, representatives of stewards and other affected stakeholders in a manner that is satisfactory to the Authority.***
 - 4. OTS will make the TreadMarks IT system available to any party as directed by the Authority.***
 - 5. OTS shall transfer all of the data that is in OTS' custody and control to the Authority, as directed by the Authority or the Registrar.***

Be it further resolved that the Board authorize the Chair of the Board to provide the approval with conditions to OTS in writing as per Section 14 (16) of the WDTA, and that the Minister be provided a copy of such approval for information no later than March 31, 2018; and

Be it further resolved that the Board direct staff to publish such approval on the Registry as per Section 14 (24) of the WDTA.

The motion was duly moved and seconded. Carried

4.4 b) WEEE Wind Up

The Board discussed the direction from the Minister to OES and the policy direction from the Minister to the Authority regarding wind up of the WEEE Program and OES.

4.4 c) Review of Interim IFO Wind Up Guide

The Director of Transition described the process underway to review and update the Interim IFO Wind Up Guide.

5.0 Director of Transition Report

The Director of Transition provided an update on the management of occasional backlogs at some tire collection sites and the amended Blue Box Program Plan process.

6.0 Director of I&IT & Registrar Report

The Director of I&IT and the Registrar provided a detailed overview of the Registry Project milestones and key IT deliverables, noting the project is on time and on budget, and responded to questions from the Board. The Director of Communications and Stakeholder Relations also provided an overview of the communication plan for the Registry.

The Director of I&IT and the Registrar, supported by representatives of PricewaterhouseCoopers, presented a live demonstration of the Registry, including the process to register producers and producer responsibility organizations.

7.0 CEO Report

The CEO gave a general overview on stakeholder engagement and staff recruitment updates and responded to questions from the Board.

8.0 Board Education

Agenda was revised to allot this timeslot to item 6.0.

9.0 Other Business

No new business was brought forward for discussion.

10.0 In Camera Session

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

11.0 Adjournment

The meeting was adjourned at 3.23pm.

Glenda Gies



Chair

Joyce Barretto



Corporate Secretary