



**Board of Directors Meeting
Minutes – Approved**

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| DATE: April 9, 2018 | TIME: 9:00am – 2:00pm |
| 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 RPRA Staff: Frank Denton, CEO Noah Gitterman, Director Legal Services 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

Motion: To adopt the meeting agenda as presented.

The motion was duly moved and seconded. Carried



1.2 Declaration of Real, Potential or Apparent Conflict of Interest

None was declared.

2.0 CONSENT ITEMS

Motion: That the Board of Directors approves that items 2.1 Approval of the Minutes and 2.2 Business Arising be removed from the Consent Agenda and approves all other items contained in the Consent Agenda:

- 2.3 Correspondence**
- 2.4 Human Resources Committee Report**
- 2.5 Director of I&IT Registry Report**

The motion was duly moved and seconded. Carried

2.1 Minutes of the March 22, 2018 Board Meeting.

A question of clarification was asked about the language in a motion in the minutes of the March 22, 2018 Board Meeting.

Motion: To approve the March 22, 2018 Board Meeting Minutes as presented.

The motion was duly moved and seconded. Carried

2.2 Business Arising

The Board noted that the D&O Indemnity letter for signature had been omitted from Business Arising.

Motion: To receive the Business Arising items as amended.

The motion was duly moved and seconded. Carried.

3.0 General Fee Setting Policy, Fee Setting Methodology and Tire Fees

The CEO and Director of Transition presented the General Fee Setting Policy, Fee Setting Methodology and 2018 Tire Fees, noting that the documents have been revised to reflect feedback received in Round 3 of the Authority's consultation process and previous discussions and decisions by the Board.

The Board recommended that the language in the General Fee Setting Policy describing cost recovery under the WDTA and RRCEA be revised for clarity.

The Board discussed the process for releasing the documents noting the need to post the 2018 Tires Fees for 30 days before the fees take effect, and recommended a robust communications plan be developed and deployed in conjunction with releasing the documents no later than April 30th.



Motion

Whereas section 41(1) of the Resource Recovery and Circular Economy Act, 2016 (RRCEA) permits the Resource Productivity and Recovery Authority (the Authority) to set and collect fees costs or other charges related to the performance of its duties and exercise of its power; and

Whereas section 41(1) of the RRCEA requires that such fees, costs or other charges be set in accordance with processes and criteria established by the Authority; and

Whereas the Authority must engage in public consultation and must post the proposed fees, costs and other charges for public comment for at least 45 days; and

Whereas the Authority posted the proposed General Fee Setting Policy, the Fee Setting Methodology and the 2018 Tire Fees for public comment from January 29th, 2018 to March 19th, 2018;

Be it resolved that the Authority approve the General Fee Setting Policy, the Fee Setting Methodology and the 2018 Tire Fees; and

Be it further resolved that the Authority authorize staff to publish the General Fee Setting Policy, the Fee Setting Methodology and the 2018 Tire Fees no later than April 30, 2018

4.0 Draft 2017 Annual Report (for MOECC review)

The CEO presented the draft 2017 Annual Report with unaudited financial statements to the Board Directors for feedback.

Board members provided a number of comments and suggestions. It was agreed that the Board Chair would integrate any further edits suggested by Directors following the meeting and forward to staff.

Motion:

Whereas Section 9.3(b) of the Transitional Operating Agreement requires the Authority to enable the Ministry to review and comment on the Authority's annual report by providing the Ministry with a copy of the annual report at least six weeks prior to final approval by the Board;

Be it resolved that the Authority provide the draft 2017 Annual Report to the Ministry for review and comment prior to consideration by the Board of the draft final 2017 Annual Report on May 16th, 2018.

The motion was duly moved and seconded. Carried.



5.0 CEO Report

The CEO gave a general update on implementation by Ontario Tire Stewardship of the Wind Up Plan, development of the Registry and planning for the Annual General Meeting. The CEO also provided a list of 2018 events and conferences that may be of interest to Board members.

The Board inquired regarding a number of legal matters regarding the release by OTS of the TreadMarks IT system. The Director of Transition reported that staff are developing the terms and conditions that RPRA will apply related to the distribution and licencing of TreadMarks to fulfil the requirements of the conditions set out in the March 22 Board decision. These terms and conditions will be presented to the May 7th IFO Ad Hoc Wind Up Committee for consideration and brought forward by the Committee for a decision at the May 16th Board meeting.

6.0 Board Education

The CEO gave a presentation *Navigating through the Election Period* followed by general discussion.

7.0 Other Business

The Board of Directors sought clarification regarding the meetings scheduled for May 16, 2018. The Chair explained that there will be a regular Board meeting followed by an internal annual meeting to address administrative items and meet the requirements of Section 8.1 of the General By-Law.

The Board requested that a teleconference be scheduled between June 11 – 21, 2018 in preparation for the public Annual General Meeting on June 21.

8.0 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

9.0 Adjournment

The meeting was adjourned at 12:45pm.



RPR

Resource Productivity
& Recovery Authority

Glenda Gies

Chair

Joyce Barretto

Corporate Secretary

