

In Attendance:

Directors:

Glenda Gies (Chair)
Joyce Barretto
David Brezer
Saqib Cheema
Ken Kawall
Andrea Nemtin
Robert Poirier
Rajesh Sharma
Mary Shenstone
Tom Wright

Regrets:

Nidi Tandon

Guests:

Wendy Ren, Director, Resource Recovery Policy Branch, Ministry of the Environment and Climate Change

Staff:

Frank Denton, CEO
Wilson Lee, Director Communications and Stakeholder Relations & Acting Board Secretariat
Patrick Moran, Registrar
John Pinard, Director of Information and Information Technology
Geoff Rathbone, Director of Transition
Sandra Montague, Director Finance and Administration
Dale Johnson, Minutes

1. CALL TO ORDER (CHAIR)

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

1.1 Adoption of Agenda

Motion: To adopt the meeting agenda.

The motion was duly moved and seconded. Carried

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

No declarations of conflict.

1.3 Correspondence

Motion: To accept the correspondence for information.

The motion was duly moved and seconded. Carried

2. APPROVAL OF MINUTES

2.1 Minutes of the November 16, 2017 Board Meeting

The draft minutes were reviewed. No omissions or revisions were identified.

Motion: To approve the November 16, 2017 Board Meeting minutes.

The motion was duly moved and seconded. Carried

2.2 Business Arising

The Board had no questions or comments related to the status report on the Business Arising.

3. BOARD COMMITTEE REPORTS

3.1 Audit and Risk Committee

The Chair of the Audit and Risk Committee presented an updated engagement letter from the Authority's Auditor Chaplin and Co. Chartered Accountants and sought approval to execute the engagement letter, which outlined the proposed audit plan and responsibilities for 2017.

Motion: Whereas Section 42 of the Resource Recovery and Circular Economy Act, 2016, the Transitional Operating Agreement and Board polices require the Authority to appoint an independent auditor; and

Whereas on May 23, 2017, the Authority approved the recommendation of the Audit Committee, based on a competitive RFP, to select Chaplin and Co. to undertake the audit of the 2017 fiscal year at a cost not to exceed \$20,000 including applicable taxes; and

Whereas the Audit Committee met on December 5, 2017 to consider Chaplain's proposed engagement letter dated November 14, 2017 and requested adjustments to the proposed engagement letter, including lowering the materiality amount from \$100,000 to \$67,000; and

Whereas Chaplain has provided an updated engagement letter dated December 6, 2017 that responds to these requested amendments;

Be it therefore resolved that the Board authorise the execution of the December 6, 2017 engagement letter as prepared by Chaplain and Co. for the Authority's 2017 audit.

The motion was duly moved and seconded. Carried

3.2 Finance Committee

The Finance Committee Chair reported on the Committee's December 5, 2017 deliberations, including the October year-to-date financials and the 2017 Operating Cash Flow Forecast, noting favourable variances and the draw on the line of credit starting in November reflecting the development of the Registry.

3.2 Governance Committee

a) Revised Governance Charter

The Governance Committee Chair outlined the key recommendations proposed in the revised Governance Charter.

Motion: Whereas the Board has restructured its Standing Committees to best utilize the skills and expertise among its eleven members;

Be it resolved that the Authority Board approves the revised Governance Charter

The motion was duly moved and seconded. Carried.

b) Revised Director Remuneration Policy

The Governance Committee Chair outlined the key revisions proposed to the Director Remuneration.

Motion: Whereas the General By-Law of the Authority permits the Board, subject to the provisions of the Operating Agreement, applicable law and any policy directions of the Minister, to establish a Director Remuneration Policy; and

Whereas revisions to the Director Remuneration Policy improve efficient and effective implementation of the Policy;

Be it resolved that the Authority Board approves the revised Director Remuneration Policy.

The motion was duly moved, seconded and carried.

c) Revised Administration of Director Remuneration Policy

The Governance Committee Chair outlined the proposed revisions to the Administration of Director Remuneration Policy, noting that the revisions align with the revisions to the Director Remuneration Policy.

Motion: Whereas the Authority Board has approved revisions to the Director Remuneration Policy;

Be it resolved that the Authority Board approves the revised Administration of Director Remuneration Policy.

The motion was duly moved and seconded. Carried

3.3 IFO Wind Up Ad Hoc Committee

The Chair of the IFO Wind Up Ad Hoc Committee provided a summary of the Committee's December 8, 2017 deliberations.

a) Used Tires Program Wind Up Plan

Following an introduction by the CEO Frank Denton, Geoff Rathbone, Director of Transition, provided a detailed overview of the Used Tires Program Wind Up Plan process and highlighted key aspects of the Plan.

Motion: Whereas the Minister has directed Ontario Tire Stewardship to wind up the Used Tires Program and OTS itself and to submit a wind up plan to RPRA by November 30, 2017; and

Whereas OTS submitted a wind up plan on November 30, 2017; and

Whereas, under the WDTA Section 14 (15), RPRA may approve a wind up plan but the plan shall not be approved unless it is consistent with the Minister's direction; and

Whereas the Minister's policy direction to RPRA of June 30, 2017 states RPRA shall ensure the Plan is consistent with the Minister's direction letters issued to OTS and in accordance with the WDTA and its regulations; and

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

Be it resolved that RPRA staff assess the OTS Wind Up Plan in relation to the Minister's direction, the WDTA and its regulations; and

Be it further resolved that RPRA staff consult on the OTS Wind Up Plan and report back to the Board on the outcome of the consultation process; and

Be it further resolved that RPRA staff advise OTS of the requirement to consult on draft Steward Rules prior to approval of the wind up plan by the RPRA Board.

The motion was duly moved and seconded. Carried

b) Consultation on Used Tires Program Wind Up Plan

Wilson Lee, Director, Communications and Stakeholder Relations, outlined the proposed consultation plan for the Used Tires Program Wind Up Plan.

Motion: Whereas RPRA is authorized under the Acts to oversee the orderly winding up of industry funding organizations and waste diversion programs; and

Whereas the Minister has directed Ontario Tire Stewardship to develop a wind up plan for the Used Tires Program and submit it to the Authority by November 30, 2017; and

Whereas OTS submitted a wind up for the Used Tires Program on November 30, 2017; and

Whereas, RPRA is obligated under the Acts to consult stakeholders when assessing an industry funding organization and waste diversion program wind up plan;

Be it therefore resolved that the consultation plan on the OTS wind up for the UTP proposed by Authority staff be approved for implementation.

The motion was duly moved and seconded. Carried

4. BLUE BOX AND MHSW 2018 RULES FOR STEWARDS

Geoff Rathbone, Director of Transition, outlined the 2018 Rules for Blue Box stewards and the 2018 Rules for MHSW stewards.

Motion: Whereas the Program Agreements for the Blue Box Program Plan and the Municipal Hazardous or Special Waste (MHSW) Program Plan between Stewardship Ontario and the Resource Productivity and Recovery Authority (RPRA) require that any new rules for stewards proposed by Stewardship Ontario are subject to the prior written approval of RPRA; and

Whereas the rules for Blue Box and MHSW stewards are required to be incorporated in the Program Agreements for the Blue Box and MHSW Program Plans, respectively, pursuant to the terms of the Waste Diversion Transition Act, 2016; and

Whereas Stewardship Ontario has submitted new rules for stewards under the Program Agreements for MHSW and Blue Box materials to RPRA for approval; and

Whereas Stewardship Ontario has consulted on the new rules for stewards for which approval is requested; and

Whereas RPRA has reviewed the new rules for Blue Box and MHSW stewards;

Be it resolved that the Rules for Stewards with Respect to the Payment of MHSW Fees for the Period Commencing January 1, 2018 and the Rules for Stewards with Respect to the Payment of Blue Box Fees for the Period Commencing January 1, 2018 are hereby approved;

Be it further resolved that the Chair of the Board be authorized to sign the Rules for Stewards with Respect to the Payment of Blue Box Fees for the Period Commencing January 1, 2018 and the Rules for Stewards with Respect to the Payment of MHSW Fees for the Period Commencing January 1, 2018 to signify RPRA's approval and that such Rules be incorporated into the Program Agreements for the Blue Box and the MHSW Program Plans, respectively, as required by the terms of the Waste Diversion Transition Act, 2016.

The motion was duly moved and seconded. Carried

5. DRAFT AMENDED BLUE BOX PROGRAM PLAN

Following an introduction by the CEO of the draft Amended Blue Box Program Plan (a-BBPP), the Director of Transition, provided a detailed update on the process to date, highlighting a number of key issues and challenges. He noted that Stewardship Ontario's draft a-BBPP would be released by Stewardship Ontario later in December as part of the phase 2 consultation. Stewardship Ontario's Board will be considering the draft a-BBPP at their meeting in late January following completion of the next phase of consultation.

He described the process led by RPRA and including negotiations with Stewardship Ontario to develop the draft Program Agreement for the a-BBPP. The draft Program Agreement will be released by RPRA later in December for consultation. The final Program Agreement will be presented to the RPRA Board for approval at its February 8, 2018 meeting.

6. DIRECTOR OF TRANSITION REPORT

a) Update on OTS Forensic Procedures

The Director of Transition provided an update on the ongoing forensic procedures at Ontario Tire Stewardship.

b) Update on Fee Setting

The Director of Transition next provided an update on ongoing consultations on RPRA's General Fee Setting Policy and the upcoming consultations on a Tires Fees Proposal, including timelines for consultation and consideration by the RPRA Board.

7. DIRECTOR OF I & IT REGISTRY REPORT

a) Update on Registry Project

Following an introduction by the CEO the Director of I & IT provided a detailed update on the Registry Project, noting a project manager was recently hired, progress to date and the effective working relationship with PricewaterhouseCoopers.

8. REGISTRAR REPORT

The Registrar provided an update on the process to build a compliance team, noting that recruitment is underway for a Deputy Registrar, Registry Support Officers and a General Counsel.

a) Access and Privacy Code

The Registrar provided an overview of the proposed revisions to the Access and Privacy Code arising from internal review and comments received from the Ministry of the Environment and Climate Change.

Motion: Whereas the Authority is required to develop an Access and Privacy Code under Section 6.2 (n) of the Transitional Operating Agreement;

Be it resolved that the Access and Privacy Code is approved.

The motion was duly moved and seconded. Carried

9. CEO Report

The CEO outlined ongoing organizational development efforts and provided an update on planning for the January Board and strategy meeting.

10. OTHER BUSINESS

No other business was identified.

11. IN CAMERA DISCUSSION

Motion: To move in camera

The motion was duly moved and seconded. Carried

Motion: To move out of camera

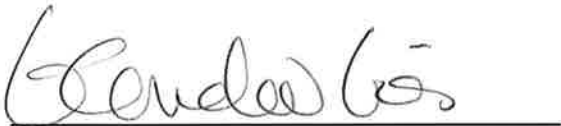
The motion was duly moved and seconded. Carried

12. ADJOURNMENT

The meeting was adjourned at 12:45 p.m.

Glenda Gies

Joyce Barretto



Chair



Secretary