

**In Attendance:**

**Directors:**

Glenda Gies (Chair)  
Joyce Barretto  
David Brezer  
Saqib Cheema  
Ken Kawall  
Rajesh Sharma  
Mary Shenstone  
Nidhi Tandon  
Tom Wright

**Guests:**

Wendy Ren, MOECC

**Regrets:**

Andrea Nemtin  
Robert Poirier

**Staff:**

Frank Denton, CEO  
Wilson Lee, Director of Communications and Stakeholder Relations  
Sandra Montague, Director of Finance and Administration  
Patrick Moran, Registrar  
John Pinard, Director of I&IT  
Geoff Rathbone, Director of Transition  
Sarrah Young, Board Secretariat

**1. CALL TO ORDER**

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

**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**

The Chair noted the correspondence from stakeholders related to the wind up of the Used Tires Program.

**Motion: To receive the correspondence items for information.**

*The motion was duly moved and seconded. Carried*

## **2. APPROVAL OF MINUTES**

### **2.1. Minutes of the October 19, 2017 Board Meeting**

No errors or omissions were identified.

**Motion: To approve the minutes of October 19, 2017 as presented.**

*The motion was duly moved and seconded. Carried*

### **2.2. Business Arising**

The Chair sought feedback on the approach utilized in this report. Directors supported the form as presented.

## **3. BOARD COMMITTEE REPORTS**

### **3.1 FINANCE COMMITTEE**

The Director of Finance and Administration sought approval to establish two new current accounts. A new operating account to manage transfers from and to the line of credit and a USD account to accommodate payment of registration fees in this currency. Signing authority will remain as set out in the General By-Law for the existing and both new accounts.

**Motion: Whereas, the banking arrangements should be changed to facilitate the management of the Line of Credit and the receipt of US funds by opening two additional accounts with RPRA's financial institution,**

**BE IT THEREFORE RESOLVED that two additional Current Accounts (one being a US dollar account) in the name and style of RPRA be opened with RPRA's financial institution for the operation of the activities of RPRA and that the signing officers of RPRA as set out in General By-Law 2017-1 are hereby authorized to open and operate these said accounts.**

*The motion was duly moved and seconded. Carried*

## **4. COMMUNICATIONS**

The Director of Communications and Stakeholder Relations provided an update on the Authority's Consultation Plan and addressed questions and comments from Directors noting in the course of discussions: the volume of consultations; the resourcing challenges to manage consultation processes; the benefits of consultations for

accountability, transparency and supporting effective decision-making; and, importance of coordinating efforts with the Ministry.

## **5. DIRECTOR OF I&IT REPORT**

The Director of I&IT provided an update on the Registry project, noting the expanded scope of the report format. The Director of I& IT noted the overall project remains on schedule and under budget and the Authority and PwC staff teams are working effectively together.

## **6. TRANSITION REPORT**

The Director of Transition provided a report on transition-related initiatives and outlined major decisions that will be coming to the Board, including the Amended Blue Box Program Plan (A-BBPP) proposal and the Used Tires Program (UTP) Wind Up Plan.

On the A-BBPP, the Director of Transition noted an amended Program Agreement between the Authority and Stewardship Ontario would also be presented to the Board at the upcoming December meeting for consideration prior to consultation on the Program Agreement. He also described a number of plan components presented by Stewardship Ontario during the first round of consultation that are of particular interest and concern to stakeholders.

On used tires, the Director of Transition provided background, noting the date for winding up the program is December 31, 2018, and the role of the Authority is to ensure the plan that is being developed by OTS is consistent with the Minister's direction, the Act and applicable regulations.

## **7. REGISTRAR REPORT**

The Registrar provided an update on the Authority's compliance-related activities and highlighted key activities required to support the Registry, including data and system security and developing the required policies, procedures and communications materials. The Registrar also described the activities to establish the compliance function, including developing standard operating procedures for compliance functions, developing inspector/investigator and call centre policies and procedures and hiring staff, including Registry Officers and the Deputy Registrar. The Registrar also highlighted the need to ensure effective training of all Registry staff.

The Registrar also updated the Board on the process for recruiting a project manager.

**MOTION: IT IS RESOLVED that the CEO is authorized to negotiate and execute an agreement for project management services not to exceed \$150,000.**

*The motion was duly moved and seconded. Carried*

## **8. CEO REPORT**

The CEO provided an update on planning for the Board Strategy Meeting. The CEO proposed the strategy session be divided into key components: 1) key strategic deliverables with a focus on mission, vision and

values, and 2) Enterprise Risk Management. Both sessions would be facilitated by a third party and conducted interactively with staff.

## **9. IN-CAMERA DISCUSSION**

**Motion: To move In camera**

The motion was duly moved and seconded. Carried

### **10.1 RPRA Chair, Vice-Chair, Secretary and Treasurer**

The Chair and Board members considered candidates for the positions of Chair, Vice-Chair, Secretary and Treasurer.

**Motion: Whereas Subsection 25 (8) of the *Resource Recovery and Circular Economy Act*,**

**2016 requires that the board elect a chair and one or more vicechairs within 30 days after the day the sixth individual is elected to the board;**

**Be it resolved that the following are hereby appointed as Officers of the Corporation, to hold office until the Annual Meeting of the Corporation, or until their successors are duly appointed, namely:**

**Chair – Glenda Gies**

**Vice Chair – Tom Wright**

**Secretary – Joyce Barretto**

**Treasurer – Ken Kawall**

The motion was duly moved and seconded. Carried

### **10.1 Board Committees**

The Board considered the structure, mandate and members of the Board Standing and Ad Hoc Committee candidates.

**Motion: Whereas Section 10.1 of the Authority's General By-Law 2017-1 requires that the**

**Board establish an Audit Committee and allows the Board to establish other Committees to assist the Board in the conduct of its business;**

**Be it resolved that the Board establishes the following Standing Committees:**

- **Audit and Risk Committee**
- **Financial Committee**
- **Governance Committee**
- **Human Resources Committee; and**

Be it further resolved that staff develop revisions to the Governance Manual as required to align with the restructured Standing Committees and their revised responsibilities for consideration by the Governance Committee; and

Be it further resolved that the Board appoints the following members of the Standing Committees and the IFO Wind Up Ad Hoc Committee:

<b>Committee</b>	<b>Chair</b>	<b>Members</b>
<b>Audit and Risk</b>	<b>David Brezer</b>	<b>Saqib Cheema Robert Poirier Glenda Gies</b>
<b>Finance</b>	<b>Ken Kawall</b>	<b>Andrea Nemtin Rajesh Sharma Nidhi Tandon Glenda Gies</b>
<b>Governance</b>	<b>Tom Wright</b>	<b>Joyce Barretto David Brezer Rajesh Sharma Mary Shenstone Glenda Gies</b>
<b>Human Resources</b>	<b>Glenda Gies</b>	<b>Nidhi Tandon Ken Kawall Andrea Nemtin Robert Poirier</b>
<b>IFO Wind Up Ad Hoc</b>	<b>Glenda Gies</b>	<b>Tom Wright Joyce Barretto Saqib Cheema Mary Shenstone</b>

The motion was duly moved and seconded. Carried

#### **11. 2018 BOARD CALENDAR**

The Chair reviewed the proposed calendar of 2018 meetings for the Board and Committees and adjustments were proposed by Board members to accommodate their other commitments. .

**Motion: To adopt the 2018 Board Calendar as amended.**

The motion was duly moved and seconded. Carried

**10. OTHER BUSINESS**

None.

**11. ADJOURNMENT**

Glenda Gies

Joyce Barretto



Chair



Secretary