

**Board of Directors Meeting
Minutes – Approved**

DATE: Wednesday, June 24, 2020	TIME: 9:00 a.m. – 3:50 p.m.
Meeting conducted online	
<p>Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Mary Shenstone (Secretary), Ken Kawall (Treasurer), Christine Bomé, David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma</p> <p>Guests: Charles O'Hara, Resource Recovery Policy Branch, MECP</p> <p>RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone</p> <p>Board Secretariat: Andrea Abraham</p>	

1.0 Call to Order

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

1.1 Adoption of the Agenda

A request was made to move the discussion of agenda item 10.1 in Camera.

Motion: To adopt the meeting agenda as amended.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

2.0 Board In Camera Session

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.

3.0 Board Chair Report

The Board Chair presented her report, which included information on the ICD Annual Conference and RPRA Board Skills Matrix. Following the Board meeting the Chair will send the Skills Matrix to the Ministry.

4.0 CEO Report on RPRA Response to COVID-19

The CEO presented his report, which focused on the impact of COVID-19, upcoming fee consultation, stakeholder engagement and staff updates.

There was a discussion about the Annual Report, the stakeholder advisory groups and Black Lives Matter movement.

5.0 Registrar Report

The Registrar presented his report highlighting progress on Registry implementation, recruitment and staffing, compliance activities and market impacts due to COVID-19.

There was a discussion about the release of steward business contact information. The Registrar informed the Board the release was related to the Authority's regulatory mandate and advised that no protected information was released.

6.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 6.1 Minutes of the May 20, 2020 Board Meeting
 - 6.2 Minutes of the Annual Meeting of the Board May 20, 2020 Meeting
2. That the Board receive the remaining consent items:
 - 6.3 Business Arising
 - 6.4 Correspondence
 - 6.5 Finance and Technology Committee Report Information Item
 - a) Minutes of the April 21, 2020 Meeting
 - b) Minutes of the May 11, 2020 Meeting
 - c) Q1. 2020 Review Board Remuneration and Board/CEO Expense Claims
 - d) Q1. 2020 YTD/Variance Analysis
 - e) Q1. 2020 Registry Expenditure Report
 - f) Review/Renew Insurance Coverage

- 6.6 WDTA Transition and Oversight Committee Report Information Item
 - a) Minutes of the February 11, 2020 Meeting
 - b) Director Transition Report

It was duly Moved, Seconded and Carried.

7.0 Board Committee Reports

7.1 Governance Committee Chair Report

The Governance Committee Chair presented his report. There was no discussion on this item.

Motion: BE IT RESOLVED that Christine Bomé be appointed to the WDTA Transition and Oversight Committee.

It was duly Moved, Seconded and Carried.

7.2 WDTA Transition and Oversight Committee Report

a) Revisions to the MHSW Wind-Up Plan

The Director of Transition presented the revisions to the MHSW WUP. There was a discussion on the surplus reserve funds and the four conditions.

BE IT RESOLVED that the Board approve the MHSW Wind-up Plan: ISO Surplus Fund Transfer Addendum with the following conditions:

1. The MHSW Wind-up Plan: ISO Surplus Fund Transfer Addendum shall be updated to apply a reserve share allocation methodology based on current membership at the date of approval of the Addendum and market share using reported tonnage supplied to the Ontario market in the last full year (2019 actuals).
2. The MHSW Wind-up Plan: ISO Surplus Fund Transfer Addendum shall be updated with respect to how tonnage is attributed to stewards: the reserve share allocation methodology used to determine the SO-ISO share of a material reserve attribute tonnage supplied by a steward who has transitioned to an ISP during the applicable data year to that steward's current program operator.
3. The MHSW Wind-up Plan: Residual Fund Addendum shall be amended by adding a fifth clause stating that "Residual funds must be returned to Stewards or ISP Members in the form of a payment and not as a credit that can be accessed at a later date, if requested by a Steward or ISP Member."
4. The Authority may serve a decision-making role in the SO-ISO Surplus Fund Transfer Agreement, with respect to reasonable unexpected costs recoverable by Stewardship Ontario from ISOs in the event of a program extension, on terms that are acceptable to the Authority's CEO.

It was duly Moved, Seconded and Carried.

b) Blue Box Cost Containment Review

The Director of Transition delivered a presentation on the Blue Box Cost Containment Review. He informed the Board that the purpose of bringing this item forward now was to prepare the Board in advance of the July Board meeting.

7.3 Finance and Technology Committee Report

a) COVID-19 Update

The Finance and Technology Committee Chair informed the Board that staff are tracking to the road map for committee and Board engagement on financial issues through to September.

The CEO commented there were no substantial updates since the last report.

b) Depreciation Expense – Change in Accounting Estimate

The Finance and Technology Committee Chair informed the Board that this item was being brought forward as it reflects a change in the accounting policy on depreciation. The change was triggered by the new SAP accounting system that is being implemented.

Motion:

IT IS RESOLVED that, effective January 1, 2020, the Authority's accounting approach for depreciation/amortization is changed from a half-year rule to the month that the asset is acquired or used, and that the Financial Management and Controls Policy be updated to reflect this change,

It was duly Moved, Seconded and Carried.

c) Registry Development – The Journey to Date and the Path Forward

The Finance and Technology Committee Chair reminded the Board that approval was given for the GEL project to enhance the foundational elements of the Registry and Management has incorporated feedback received from the Committee into the presentation.

8.0 Presentation: Registry Development – The Journey to Date and the Path Forward

The CIO and Registrar presented the Registry Development – The Journey to Date and the Path Forward presentation.

There was a discussion about how the scope and budgets for the various projects will be determined based on final regulations and competitive procurement.

9.0 Other Business

No new business was brought forward for discussion.

10.0 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.

The Board moved from in camera to pass the following Motion:

IT IS RESOLVED that the Board:

1. Accept the resignation of Glenda Gies as Chair of the Board, effective immediately.
2. Appoint Robert Poirier as Chair of the Board.
3. Direct the incoming Chair, after he has notified the CEO, to work with the Director of Communications and Stakeholder Relations on communications and messaging with the Minister of the Environment, Conservation and Parks and Ministry staff, stakeholders and media.

It was duly Moved, Seconded and Carried

11.0 Adjournment

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

Tom Wright

Mary Shenstone

Tom Wright



(Acting) Chair

Corporate Secretary