

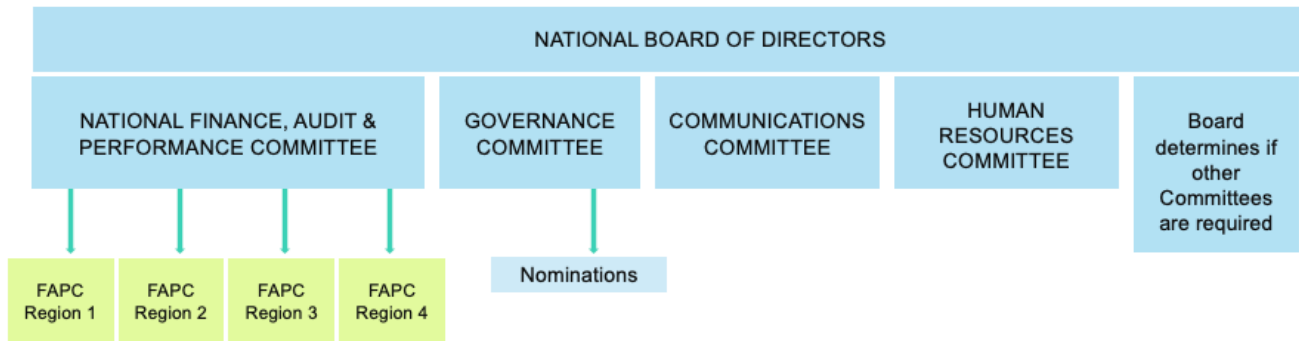


Circular Materials Board Director and Committee Member Profile

Founded in 2021, Circular Materials is a national not-for-profit producer responsibility organization (PRO) that serves, represents and supports producers in building efficient and effective recycling systems across Canada. Circular Materials was founded by 17 of Canada’s leading food, beverage and consumer products manufacturers, restaurants and retailers to support producers with meeting their obligations under extended producer responsibility (EPR) regulations across Canada — with full-service offerings including collection, management, promotion and education, and reporting. Circular Materials continues to grow at a significant pace and evolve into a national organization with operations in Ontario, New Brunswick, Nova Scotia, the Yukon and Alberta by the end of 2025.

Circular Materials’ existing Board was formed in 2021 and is comprised of skilled and dedicated Directors who have been committed to establishing the organization and setting it up for success. Given the organization has now been successfully established and is evolving operations and scaling nationally, Circular Materials is in the process of renewing its Board of Directors (the “Board”) to support its long-term strategic goals. The expanded geographic reach, demands of the future, and the evolution of Circular Materials mean that that there is opportunity to expand the skills, experience and diversity represented on the Board. This renewal process is being led by the existing Board, from a strategic and governance lens.

As it undertakes renewal, Circular Materials will continue to be led by a National Board of Directors, with significant producer leadership. The Board will have four Committees operating at a national level. This includes the National Finance, Audit and Performance Committee (FAPC), Governance Committee, Communications Committee and the Human Resources Committee. There will also be a regional lens on performance, with Regional Finance, Audit and Performance Committees in place. These Regional FAPCs will focus on performance and planning, ensuring that Circular Materials is effective on the ground across our diverse geographies and regulatory contexts, while the National Board and Committees ensure an integrated, synergistic and performing organization with national scale.



At this time, the Board of Circular Materials is initiating a nominations process to identify future Directors for the National Board (which would also include service on National-level Committees) and to identify members of the Regional FAPCs. This is a high-impact opportunity to shape the future of a growing and evolving organization, and to deliver on the promise and performance that producers are expecting.

Skills, Experience and Diversity

Effective governance of Circular Materials will require a range of skills, experience, competencies and diversity. A broad range of requirements has been identified.

Skills and experience include having sufficient experience in the leadership and governance of the following, in an organization of similar scale and complexity:

- Financial oversight and strategy (finance, accounting, audit, treasury, tax, financing strategy, etc.)
- Legal, regulatory and compliance
- Government, public and community relations (government relations and communications, stakeholder communications, Indigenous and rightsholder engagement, community relations, public relations and crisis communications)
- Governance and board effectiveness
- Sector context (waste management, producer context, environmental stewardship)
- Technology, data and security
- Operations and supply chain
- Procurement and contract management
- Strategy oversight
- Corporate leadership (leading large, complex, multi-stakeholder national organizations, strategy execution, etc.)
- People and culture (talent strategy, organization design, integration and change, culture, DEIA, succession, etc.)
- Risk oversight
- Product and service commercialization within a not-for-profit context

In addition to the above, all Directors will bring core attributes such as financial acumen, experience of business management in large and complex organizations, and governance practices. They will demonstrate competencies and behaviours including integrity, commitment, respectful challenge, positive engagement, and reasoning.

Collectively, they will bring diverse perspectives that strengthen decision-making. This includes producer lens and leadership, geographic diversity, tenure, and a range of backgrounds and lived experience.

Role Profile: Director, Circular Materials National Board of Directors

The National Board of Directors is responsible for the governance and stewardship of Circular Materials, including appointments to and structure of National and Regional FAPCs. Directors on the Board will serve on Board Committees, which may include the National Finance, Audit and Performance Committee (National FAPC). They may also serve on a Regional FAPC.

Purpose: Contribute to and be accountable for governance, compliance, strategic oversight, guidance and support of Circular Materials, to ensure it delivers on purpose and performance while remaining a financially and operationally resilient organization.

Overview: Directors will step up to the challenge of integrating and accelerating a national organization with a new governance and structure. This includes preparation and analysis to fast-moving conversations and decisions, professional leadership skills and experience, unique insight with the ability to guide, reach consensus, and govern on behalf of the organization as a whole.

Initial Time Estimate: ~15-20 hours per month.

Key contributions:

- Strategic, principled and effective governance of Circular Materials. Deliver on a Director's fiduciary duties while ensuring the organization delivers on performance and purpose, within a framework of values, ethics and compliance.
- Prepare, attend and participate consistently and effectively, at a strategic and governance level, in meetings (Board, Committee, other). Be responsive for both planned and ad hoc needs. Actively contribute to work, tasks and advice to Board/staff.
- Review, advise and constructively challenge on a wide range of matters to strengthen decision making, while helping build consensus. Contribute experience and a valuable lens (professional, sector, geography, predecessor organization, etc.) while governing in the best interests of Circular Materials. Stand behind decisions and be part of a unified Board voice.
- Contribute on one or more Committees, advancing work on behalf of the Board. This may include Board Committees, Regional FAPCs or other internal/external bodies. When requested, represent the Board and the organization externally.
- Adhere to standards of conduct, embody the values of the organization, demonstrate respect and inclusion, and be a positive ambassador for the organization, the producers, and the stewardship ecosystem.

Distinctive skills and experience: Knowledge of governance at a similar scale. Understanding of large, multifaceted organizations in transition. Value-added skill, experience and perspective (contributing meaningfully to collective coverage of the skills matrix¹). Proactive, engaged, organized and responsive. Continuous and curious learner, and agile thinker. Able to bring a differing perspective, formulate challenging questions, while adapting and working towards consensus. Have a working knowledge of extended producer responsibility (EPR) stewardship and provide regional insights into the national conversation for the region they reside in.

¹ As noted in the overview, the Board requires skills and experience in a number of areas, *at the level of scale and complexity of Circular Materials*. These areas include, but are not limited to, finance, legal, government relations, governance, technology, risk, people and culture, and corporate leadership.

Role Profile: Member, Regional Finance, Audit and Performance Committee

The Regional FAPCs are essential and consequential. It is anticipated that each Regional FAPC will have 3-5 committee members, and the Chair will be a member of the National FAPC.

Why Regional FAPCs?

- Each province has performance requirements and many have regulatory obligations related to audited financial statements and other reporting obligations.
- Regional context supports regulatory requirements, geography, local knowledge, stakeholder influence, producer landscape, diverse supply chain challenges, and more.
- Processes and controls that support a firewall for provincial program-specific assets and liabilities of producers will be required along with robust oversight of risk management and risk controls.
- Complexity is high, and a monolithic national governance structure may not adequately assure success in each region, particularly at the formative stage. The Regional FAPCs bring the important regional level of oversight to operations and performance in each province.

Purpose: Contribute to and be accountable for oversight of performance, standards and reporting for provinces within a region. Support Circular Materials' governance and Management so the organization is attuned to the need, context, challenges and opportunities in a region, while being accountable to producers and government for financial and performance commitments.

Overview: Regional FAPC members will be producers with a strong connection to the region in question (the majority will be resident in the region). Some may also be Directors on the National Board; others are primarily focused on the Regional FAPC. Regional independents could be included to fill in skill sets or add regional knowledge. All are focused on ensuring financial and performance oversight on behalf of the region. They will deeply understand requirements, standards and obligations, and review plans, progress and reporting. They will play an important role in ensuring quality, accuracy and completeness. By virtue of their regional context and focus, they will support Circular Materials as a national organization to remain attuned and responsive to regional differences in context, regulation, relationships and more.

Initial Time Estimate; ~8-10 hours per quarter.

Key contributions:

- Contribute to strategic, principled and effective oversight of regional/provincial plans, measures, progress and reporting.
- Diligently and thoughtfully review and question plans, metrics and reports. Bring a deep sense of accountability and duty to safeguard Circular Materials, producers and stakeholders by ensuring that Circular Materials is delivering on commitments, standards and obligations in the region.
- Prepare, attend and participate consistently and effectively at Regional FAPC meetings. Be responsive for both planned and ad hoc needs. Actively contribute to work, tasks and advice.
- Review, advise and challenge on Regional FAPC matters. Contribute experience and a valuable lens (professional, sector, geography, predecessor organization, etc.). Navigate a balance between raising the needs and specifics of the region (as a key backstop for regional performance) and building a strong national Circular Materials.

Distinctive skills and experience: Producer leadership role. Knowledge of regional context and relationships. Financial literacy; some with more advanced finance, audit and governance experience. Diligent, engaged and responsive. Respectful and collaborative.



Board of Directors

Terms of Reference: Mandate and Role

Last updated March 2025

1. Overview

Circular Materials (CM) is a not-for-profit corporation incorporated federally and operating in multiple jurisdictions in Canada.

CM is governed by a Board of Directors (the Board). In keeping with the organization's bylaws, the Board presents its annual report and audited financial statements, and reports on the affairs of CM for the immediately preceding year, to Members each year.

2. Mandate

The CM Board of Directors is responsible for the overall governance, strategic direction and objectives of the corporation. The Board is accountable for delivering CM's short- and long-term objectives and accountability under the *Canada Not-for-Profits Act*, the *Resource Recovery and Circular Economy Act*, relevant provincial regulations, producer services agreements and service provider contracts. It is also responsible for ensuring the long-term financial and operational health and sustainability of the organization.

3. Roles & Responsibilities

a) Responsibilities of the Board

- Provide effective governance;
- Appoint and oversee CEO;
- Oversee strategic planning;
- Ensure compliance with laws and regulations;
- Oversee of management and administration;
- Establish organizational policies and practices;
- Establish the corporation's risk tolerance and managing risk;
- Oversee the corporation's finances including internal financial and operational controls;
- Establishing and overseeing organizational policies and practices;
- Ensure the integrity of financial information;
- Meet the corporation's contractual obligations; and
- Oversee respective Board Committees.



b) Responsibilities of Directors

Each Director has a fiduciary duty to CM to:

- Be diligent, loyal and serve the best interests of the corporation;
- Support all Board decisions (whether or not the Director voted in support of the motion);
- Maintain confidentiality; and
- Follow the conflict of interest requirements as set out in the Code of Conduct By-Law.

Each Director has a duty of care to:

- Seek relevant and complete information to make an independent and informed decision;
- Regularly attend Board and Board Committee meetings;
- Be prepared for meetings including reading associated documents;
- Ask relevant questions during meetings;
- Maintain a culture of open debate and careful examination of all relevant issues;
- Strive for a consensus approach to decision making;
- Take on appropriate roles;
- Participate in Board activities such as orientation and evaluation;
- Ensure that an appropriate process is established to identify and manage risks; and
- Ensure that appropriate internal oversight and financial management and control mechanisms are established.

Each Director has a duty of loyalty to:

- Act with loyalty in the best interests of CM;
- Remain independent and impartial when making decisions and the information obtained in the performance of his/her duties to CM; and
- Avoid conflicts of interest and, where a conflict exists, disclose it as required by the Code of Conduct By-Law.