

BOARD OF DIRECTORS

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| DATE OF MEETING: | June 25, 2020 |
| TIME OF MEETING: | 8:00 a.m. |
| PLACE OF MEETING: | Video & Audio Conference |
| CHAIR: | Donald Wright |
| PRESIDENT & CEO: | Phil Verster |
| MEETING SECRETARY: | Alba Taylor, Corporate Secretary and Senior Legal Counsel |
| MEMBERS PRESENT: | Rick Byers Bryan Davies Janet Ecker Luigi Ferrara Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Clio Straram Paul Tsaparis |
| REGRETS: | None |
| OTHERS PRESENT: | Mark Childs, Chief Marketing Officer & Communications (A) Matt Clark, Chief Capital Officer Annalise Czerny, Executive Vice President, PRESTO Helen Ferreira-Walker, Chief Human Resources Officer Martin Gallagher, Chief Safety Officer Jennifer Gray, Chief Financial Officer Heather Platt, Chief Legal Officer Ian Smith, Chief Operations Officer Leslie Woo, Chief Planning Officer Trevor Anderson, Union Station Program Sponsor Helena Ashberry, Network Program Sponsor Karla Avis-Birch, Vice President, Stations Capital Delivery Tom Aylward-McNally, Manager & Senior Advisor to the Chief Capital Officer Richard Borbridge, New Stations Sponsor Alan Britton, Director, Corridor Maintenance Sharyn Byrne-Nearing, Director, Brand & Digital Marketing Bill Clowes, Vice President, AFP Early Works |

Trish Colley, Vice President, Customer Service Delivery
Stephen Collins, Program Sponsor, Subways - YNSE
Stephanie Davies, Executive Vice President, GO Expansion
Vesna Dobric, Senior Board Coordinator
Joseph Ehrlich, Manager, Project Planning - Rapid Transit
Sarah Farooq, Senior Advisor to the Chief Planning Officer
Michael Fedchyshyn, Senior Vice President, Transit Oriented
Communities Program, Infrastructure Ontario
Trevor Geach, Legal Counsel
Spencer Gibbens, RER Head Sponsor
Rob Granatstein, Director, Corporate Communications
Steven Hobbs, Chief of Staff to the President & CEO
Richard Johnston, Executive Vice President, Subway Project Delivery
Ken Kuschei, Director, Customer Insights
Duncan Law, Head Sponsor, Subway Program
Audrey Lemieux, Senior Advisor to the Chief Financial Officer
Malcolm Mackay, Senior Planning Officer Transit Integration
Michael Norton, Chief of Development (A)
Jason Ryan, Vice President (A), Pre-Construction Services
Ann Short, Director, Financial Planning & Analysis
Vickey Simovic, Senior Advisor to the Chief Development Officer
Margo Stewart, Senior Advisor, Capital Projects Group
Teddy Tang, Senior Manager & Advisor to the Chief Financial Officer
Richard Tucker, Vice President, Ontario Line
Charl van Niekerk, Deputy Chief Capital Officer
Duwayne Williams, Vice President, Engineering & Asset
Management
Justyna Witek, Deputy Chief Financial Officer

CLOSED SESSION

1. CEO/Board In Camera Session

Chair Donald Wright called the meeting to order. The Chair confirmed there was quorum and that the required notice of meeting as stipulated under the By-Law of the Corporation had been sent.

No conflicts of interest were declared.

The Board met in the absence of staff other than the President and Chief Executive Officer.

[Redacted: Economic and other interests.]

2. Revised 2020-21 Preliminary Forecast

Staff joined the meeting in progress at 9:05 a.m.

Jennifer Gray, Chief Financial Officer, Justyna Witek, Deputy Chief Financial Officer, and Ken Kuschei, Director, Customer Insights, presented an update on the FY2020-21 Preliminary Operating Forecast including Business Improvement Plan costs and savings and impacts of the current pandemic.

[Redacted: Cabinet records.]

Staff also described recent ridership figures, which show a substantial increase from April. Staff also described other transportation data, which indicates car traffic has also increased.

The Board discussed how to reconcile Metrolinx's ridership experience and expectations versus other jurisdictions data which is more pessimistic on ridership recovery. Staff described how Metrolinx's data was collected (from existing riders) and how intent to return to transit was measured, which may account for some of the differences observed in other jurisdictions. Staff are also exploring various solutions to communicate ridership capacity and help avoid crowding.

The Board considered why e-ticket sales have increased more than PRESTO taps, and how other safety measures Metrolinx has taken will affect capacity (such as the installation of polycarbonate screens between seats). Staff are also communicating with other businesses to obtain information on return to work plans and provide information on Metrolinx's services, to ensure alignment. As travel increases, staff confirmed enforcement activities are expected to recommence in July.

3. Business Items

[Redacted: Economic and other interests, Cabinet records.]

[Redacted: Economic and other interests.]

[Redacted: Economic and other interests, Cabinet records.]

3.4 TOD/TOC Approval Framework

Michael Norton, Chief of Development (A), presented the proposed Transit Oriented Communities (TOC) Approval Framework to guide decision making for the GO Heavy Rail and Light Rail Transit (LRT) program. **[Redacted: Cabinet records, Economic and other interests.]**

[Redacted: Economic and other interests.]

3.9 Canpa Plant Rehab Contract Award

Duwayne Williams, Vice President, Engineering & Asset Management, presented a request for approval to award the contract for the Canpa Switch Plant Rehabilitation and Upgrades. Staff described the various benefits of the project.

RESOLVED:

THAT, as further set out in a report from the Chief Capital Officer and the Vice President of Engineering & Asset Management dated June 25, 2020, Metrolinx is authorized to award a contract for the Canpa Switch Plant Rehabilitation and Upgrades to **[Redacted: Economic and other interests.]**

Carried

4. Subways Schedule Path to RFQ/RFP

Richard Johnston, Executive Vice President, Subway Project Delivery, and Duncan Law, Head Sponsor, Subway Program, presented an update on the Scarborough Subway Extension, Eglinton Crosstown West Extension and Ontario Line subways program procurement and delivery plans. Staff recounted how recent market responses had impacted the procurement packages. **[Redacted: Economic and other interests.]** In addition, multiple other parties are demonstrating interest in the subways systems packages and other Ontario Line procurements. In sum, staff are very pleased at how the market has responded to these opportunities. Staff also reported strong cooperation with the City of Toronto and the TTC on the projects.

[Redacted: Cabinet records.]

PUBLIC SESSION

6. Call to Order and Remarks by Chair

Chair Wright called the meeting to order at 11:00 a.m.

The Chair confirmed there was quorum and that the required notice of the meeting as stipulated under the By-Law of the Corporation had been sent.

On behalf of the Board, Clio Stram acknowledged that the Board of Directors was meeting on lands traditionally occupied by Indigenous People and expressed their respect, in particular for the Mississaugas of the Credit, the Haudenosaunee, and the Huron-Wendat peoples as the original keepers of this territory.

The Chair acknowledged receipt of the following correspondence, which has been distributed to the Board:

1. Correspondence from Jessica Bell, MPP, University-Rosedale, dated June 24, 2020 regarding the 2020-21 Metrolinx Business Plan; and
2. Correspondence from the A Voice for Transit team dated June 24, 2020 regarding improved transit governance and transit service.

7. Safety Moment

Ian Smith, Chief Operating Officer, reviewed safety and security measures and led the group in a safety moment, reminding attendees of the importance of adhering to public health advice on transit, including keeping hands clean, not travelling if you are unwell, coughing/sneezing into your sleeve and wearing a mask.

8. CEO's Report

Phil Verster, President and Chief Executive Officer, reviewed recent Metrolinx activities and achievements. Mr. Verster noted the work undertaken by Metrolinx's Incident Command Team and their responsiveness to the new circumstances brought about by the COVID pandemic. Ridership has recently started increasing and staff are highly focussed on customer safety.

Procurements have advanced on the Ontario Line, Eglinton West and Scarborough Extensions, and capital projects have also progressed well with completion of the Highway 400 bridge for the Finch West LRT route. In addition, the CEO noted progress on the Bay Concourse and Union Station Bus Terminal and the release of the PRESTO app.

The CEO also noted the significance of recent events pertaining to anti-black racism. He emphasized Metrolinx's commitment to addressing systemic racism in particular, and to listening and learning. He described the six actions Metrolinx is taking on this issue. These include: unconscious bias training; driving diversity and inclusion; consulting with Transit Safety on what they do; and deploying best practices on de-escalation techniques.

Finally, CEO Verster recognized the following individuals for their safety contributions:

1. Nigel Spencer, Customer Service Ambassador, for his commitment to our Customer and Safety Charter promise and his bravery, when he responded without hesitation to deescalate a situation involving a knife-

wielding passenger on board a GO train by reassuring customers and talking and listening to the suspect until the train arrived safely at Union Station and the suspect was apprehended.

2. Peter Renzi, Bus Driver, for his commitment to our Customer Charter promises, when he took the initiative to walk along the train platform looking for customers to ensure that everyone was aware of a special 5:30 a.m. bus trip from Mount Pleasant to accommodate nurses travelling to their shifts, in the midst of a rapid reduction of service in mid-March. Peter was just one example of the kind of responsiveness and commitment seen in the past three months.

9. 2019-20 Annual Report

Mark Childs, Chief Marketing Officer & Communications (A), and Jennifer Gray presented Metrolinx's 2019-20 Annual Report, highlighting recent successes including exceeding customer satisfaction targets for GO and UP, and the significant progress made on Metrolinx's capital program. Staff noted expenses written off on account of the cancellation of the Hamilton LRT, arising from planning, design and procurement activities. Staff also noted the financial impact of the transfer of the Eglinton West, Scarborough and Yonge North Extensions from the City and TTC to Metrolinx.

Staff confirmed that the Audit, Finance and Risk Management Committee (AFARM) had met with the external auditor, reviewed and was satisfied with the Annual Report, including the audited financial statements.

RESOLVED, on recommendation of the Audit, Finance and Risk Management Committee:

THAT, subject to any comments received from the Metrolinx Board of Directors and the Audit, Finance and Risk Management Committee, the Metrolinx Annual Report 2019-20 be approved;

THAT Audited Financial Statements for Metrolinx for the year ended March 31, 2020 as appended to the 2019-20 Annual Report be approved;

AND THAT the CEO submit the Annual Report to the Minister of Transportation in accordance with the *Metrolinx Act, 2006*;

AND THAT the CEO submit the approved Audited Financial Statements to the Ministers of Finance and Transportation.

Carried

10. 2020-21 Business Plan

Jennifer Gray presented the 2020-21 Business Plan, prepared in collaboration with Ministry of Transportation staff and in compliance with the requirements of the *Agencies & Appointments Directive*.

Staff noted that the business plan does not currently account for the impacts of the COVID pandemic. Budget recovery will depend on the pace of re-opening and other activities. To mitigate against these impacts, staff have put in place over 40 health and safety measures, and are also working on various business improvement plans to improve customer service outcomes and efficiencies. Staff are also actively engaging with customers and other businesses to understand what's important to them during these times, driving innovation by listening to customers.

The Board noted the difficulty in forecasting ridership and revenue during these times, but while operations have been affected Metrolinx's capital program has continued to progress as planned.

Building on the transformation brought about two years ago with the introduction of key performance indicators, this year's business plan will start to introduce and develop profit and loss accounts for certain aspects of the business.

Staff confirmed that Audit, Finance and Risk Management Committee had reviewed and was satisfied with the Business Plan.

RESOLVED, as revised, on recommendation of the Audit, Finance and Risk Management Committee:

THAT the 2020-21 Metrolinx Business Plan attached to the June 25, 2020 report of the Chief Financial Officer and consistent with the draft budget reviewed by the Board in October, 2019, be adopted by Metrolinx and submitted to the Minister of Transportation for the Minister's consideration and approval in accordance with section 32 of the Metrolinx Act, 2006;

AND THAT, in the event the Minister requests material amendments to the Business Plan, an amended Business Plan be brought back to the Board for further consideration;

AND THAT on account of the impact of the COVID-19 pandemic which has not been reflected in the current 2020-21 Business Plan, staff continue to monitor performance against budget as set out in the Business Plan, work with the

Ministry to update the operating requirement and report back to the Audit, Finance and Risk Management Committee.

Carried

11. Customer Safety Service Planning and Recovery

Mark Childs, Ian Smith, Trish Colley, Vice President, Customer Service Delivery, and Sharyn Byrne-Nearing, Director, Brand & Digital Marketing, described the Health & Safety-focussed customer service and communication plan to reassure and attract customers back to Metrolinx's services. The plan is informed by data and analytics and supported by a "safety never stops" marketing campaign. The plan is flexible and scalable, to be responsive to customer demand.

Core tactics to assure customers GO is a safe choice include: signage and way finding; hand sanitizer; redeployment of staff to increase cleaning of high touch surfaces; overnight deep cleaning; moving station attendants from out behind the booth to help provide information and assistance; and the deployment of 26 self-service and educational health kiosks to assist and inform customers.

The supporting marketing strategy is also intended to be impactful and far reaching, to capture attention.

The Board asked if Metrolinx has considered making masks easily available for customers, and staff confirmed that a retail strategy was underway.

Finally, staff acknowledged the important work and support of staff from across the organization, the Board, the Province, and key stakeholders including CN, CP and Bombardier in developing and delivering on these initiatives.

12. Quarterly Reports

Quarterly Reports for PRESTO, Operations, Planning, Capital Projects, and Marketing & Communications were taken as read.

CLOSED SESSIONS

After a short break, the meeting reconvened at 11:55 a.m. for the closed session.

[Redacted: Cabinet records.]

13. Consent Agenda

APPROVAL ITEMS

RESOLVED:

THAT Consent Agenda items 13.1 to 13.4 are approved as follows:

13.1 Approval of February 20, 2020 Minutes

THAT the minutes of the Board of Directors meeting of February 20, 2020 be approved.

13.2 Approval of April 15, 2020 Minutes

THAT the minutes of the Board of Directors meeting of April 15, 2020 be approved.

13.3 Approval of May 25, 2020 Minutes

THAT the minutes of the Board of Directors meeting of May 25, 2020 be approved.

13.4 Appointment of Officers

THAT, as described in the Corporate Secretary's June 25, 2020 report, Leslie Woo be re-appointed to the office of Chief Planning Officer, effective as of June 3, 2020;

AND THAT after giving effect to the foregoing resolution, the incumbent officers of Metrolinx are confirmed as set out in Schedule "A" to the Corporate Secretary's June 25, 2020 Board report.

Carried

14. Report of the Board Standing Committees

14.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since February 20, 2020. The Chair noted strong attendance by many Board members even when they are not voting members.

14.2 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee Chair, reported on the Committee's June 24, 2020 meeting.

The Vice Chair noted Internal Audit's work to clear many past recommendations made by the Ontario Auditor General, and the work underway to establish a special safety audit group to monitor safety activities.

The Committee had also reviewed and was satisfied with Metrolinx's 2019-20 Audited Financial Statements prepared by Metrolinx's external auditor, PricewaterhouseCoopers LLP.

RESOLVED, on recommendation of the Audit, Finance and Risk Management Committee:

THAT Audited Financial Statements for Metrolinx for the year ended March 31, 2020 as appended to the 2019-20 Annual Report be approved;

AND THAT the CEO submit the approved Audited Financial Statements to the Ministers of Finance and Transportation.

Carried

The remaining approval items were approved during the public session.

14.3 Governance Committee

Janet Ecker, Governance Committee Chair, reported on the Committee's June 24, 2020 meeting.

The Committee Chair highlighted discussion pertaining to: proposed changes to the Board Code of Ethical Behaviour and Business Conduct; the establishment of a Board Real Estate Standing Committee; revisions to the Capital Oversight and PRESTO Subcommittees to convert them into Board-reporting committees; progress on developing processes to implement the project delivery authorities to be enacted through Bill 171, the *Building Transit Faster Act, 2020*; adjustments to the Board Calendar to reduce the length but increase the frequency of Board meetings; and the Board survey to be completed over the summer months.

The Board discussed the intended role and authority of the Capital Projects Committee in providing oversight to Metrolinx's capital program delivery. The Board agreed that responsibility for capital program oversight remains with the Board, while

the committee will provide an opportunity for deeper scrutiny of program, projects and processes, including review of scope, schedule and budget performance, and provide advice and recommendations to the Board. The Board also acknowledged that the committee and its mandate may evolve as the program and participants similarly evolve.

The Committee recommended that the Board approve the following matters:

14.3.1 Revised Board Code of Conduct

RESOLVED, on recommendation of the Governance Committee:

THAT as described in the Corporate Secretary's June 24, 2020 Governance Committee report, the revised Board Code of Business Conduct and Ethical Behaviour (the "Code") be approved;

AND THAT staff seek individual Board member confirmation and acknowledgment of the Code annually in December.

Carried

14.3.2 Real Estate and Development Oversight Committee

RESOLVED, as revised, on recommendation of the Governance Committee:

THAT as described in the Chief of Development (A) and Corporate Secretary's June 24, 2020 report to the Governance Committee and subject to revision to reflect the payment of a \$400 per diem for non-Board members, the Real Estate Committee (REC) terms of reference be approved and the REC accordingly established;

AND THAT Michael Kraljevic and Robert Poirier be appointed REC members and their previous appointment to Infrastructure Ontario's Credit and Real Estate Committee be rescinded;

AND THAT the Board Chair identify and appoint such additional REC members as may be identified over the course of the summer, along with a REC chair, to be selected from amongst its members;

AND THAT, once appointed, the REC Chair report to the Board of Director's on REDOC's activities and recommendations, quarterly or as otherwise required, consistent with REC's mandate.

Carried

14.3.3 PRESTO and Capital Oversight Committees

RESOLVED, on recommendation of the Governance Committee:

THAT as described in the Corporate Secretary, Executive Vice President, PRESTO and Chief Capital Officer's June 24, 2020 report to the Governance Committee (the "Report"):

(a) subject to paragraph (d), the PRESTO Committee terms of reference appended to the Report as Schedule "A" be approved;

(b) subject to paragraph (d) the Capital Oversight Committee terms of reference appended to the Report as Schedule "B" be approved:

(c) the Board Chair identify and appoint such additional PRESTO and Capital Oversight Committee members as may be identified over the course of the summer, along with committee chairs, to be selected from amongst the committee members;

(d) the revised PRESTO and Capital Oversight Committee terms of reference be effective upon the date the committee chairs have been identified and appointed in accordance with paragraph (c).

Carried

14.4 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee Chair, reported on the Committee's June 24, 2020 meeting.

The Committee Chair noted the committee's discussion on: the development of workplace violence metrics, which will help inform program development; upcoming priorities for Metrolinx's diversity & inclusion program, including unconscious bias training to be offered to all Board Members; the results of the February employee engagement survey; the development of a training program for high performing employees; and the status of collective agreement negotiations with the International Association of Machinists and Aerospace Workers (IAMAW).

Approval items were deferred for discussion to the Board-only in camera session.

14.5 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee Chair, reported on the Committee's June 24, 2020 meeting. The Committee acknowledged the important work continuing to be done by the Customer Experience Advisory Committee during the pandemic. The Committee also received confidential updates on Metrolinx's WiFi program deployment; parking program modernization; Union Station Bus Terminal completion and customer experience; and efforts to identify creative opportunities to advance Metrolinx's non-fare revenue strategy despite market changes.

15. Other Business

[Redacted: Economic and other interests.]

There was no other business to discuss.

EXECUTIVE SESSIONS

16. Executive Session

The Board held an executive session in the absence of staff other than the CEO.

17. Executive Session

The Board held an executive session in the absence of staff.

[Redacted: Labour Relations.]

18. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 1:00 p.m.

Carried

Donald A. Wright, Chair

Alba Taylor, Secretary

c/s