

**BOARD OF DIRECTORS MEETING**

- DATE OF MEETING:** October 8, 2020
- TIME OF MEETING:** 9:00 a.m.
- PLACE OF MEETING:** Video & Audio Conference
- CHAIR:** Donald A. Wright
- PRESIDENT & CEO:** Phil Verster
- MEETING SECRETARY:** Alba Taylor, Corporate Secretary and Senior Legal Counsel
- MEMBERS PRESENT:** Rick Byers  
Bryan Davies  
Luigi Ferrara  
Diana Fletcher  
Michael Kraljevic  
Tony Marquis  
Emily Moore  
Reg Pearson  
Robert Poirier  
Clio Straram  
Sylvie Tessier  
Paul Tsaparis
- REGRETS:** Janet Ecker
- OTHERS PRESENT:** Mark Childs, Chief Marketing Office & Communications (A)  
Matt Clark, Chief Capital Officer  
Annalise Czerny, Chief of PRESTO  
Helen Ferreira-Walker, Chief Human Resources Officer  
Martin Gallagher, Chief Security Officer  
Jennifer Gray, Chief Financial Officer  
Heather Platt, Chief Legal Officer  
Ian Smith, Chief Operating Officer  
Jennifer van der Valk, Chief Planning Officer (A)  
Lena Azzou, Chief of Staff to the President & CEO  
Rose Butler, Manager and Senior Advisor to the Chair  
Sharyn Byrne-Nearing, Director, Brand & Digital Marketing  
Stephanie Davies, Executive Vice President, GO Expansion  
Vesna Dobric, Senior Board Coordinator  
Darlene Donnelly, Senior Advisor Marketing

Maryam Dorafshar, Vice President, Legal Services  
Sarah Farooq, Senior Advisor to the Chief Planning Officer  
Katy Francis, Senior Advisor to the Chief Human Resources Officer  
Kelly Hagan, Vice President Community Relations & Communications  
Steven Hobbs, Chief of Staff to the President and CEO  
Richard Johnston, Executive Vice President, Subway Program  
Ken Kuschei, Director, Customer Experience  
Jeffery Kwan, Controller, PRESTO  
Duncan Law, Head Sponsor, Subways Programs  
Donna Lee, Senior Financial Analyst, Financial Analysis & Reporting  
Audrey Lemieux, Senior Advisor to the Chief Financial Officer  
Michael Norton, Chief of Development (A)  
Wishnu Oka, Manager, Performance Management, Financial Planning & Analysis  
Mirjana Pantic, Director, Finance - TOD  
Sandra Porteous, Director, HR Inclusion & Engagement  
Rick Radovski, Director, Non-Fare Sales, Marketing  
Jason Ryan, Vice President, Pre-Construction Services  
Ann Short, Director, Financial Planning & Analysis  
Teddy Tang, Senior Manager and Advisor to the Chief Financial Officer  
Daniel Tiburcio, Senior Manager, Corporate Finance  
Richard Tucker, Vice President - Ontario Line  
Justyna Witek, Deputy Chief Financial Officer  
Karen Woo, Vice President, Capital Finance  
Joyce Young, Stations Program Sponsor

## **1. Call to Order and Remarks by Chair**

Chair Donald Wright called the meeting to order at 9:00 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.

No conflicts of interest were declared.

## **2. CEO/Board In Camera Session**

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

[Redacted: Economic and other interests of Ontario.]

### 3. Progress on Key Success Factors

Staff joined the meeting in progress at 9:50 a.m.

The Senior Management Team presented a report outlining progress on the Key Success Factors and the 20-21 Annual Strategic Objectives. In light of evolving impacts of the COVID-19 pandemic, staff are recommending ten revised Key Success Factors (KSF) to provide mid-term resiliency and long-term sustainability.

Staff described how the KSFs reflect the four priority areas of Metrolinx's annual Strategy Objectives: health and safety; financial stability; employees; and customer centricity.

Staff described the various initiatives reflected in the KSFs in support of Metrolinx's four priority areas including: developing Metrolinx's safety culture; increasing focus on inclusion and diversity; implementation of LEAN methodology; improved competencies in project management and other core competencies; becoming a trusted business partner by doing what we say and doing it well; robustly managing contracts and supply chain; offering efficient services on our corridors; and improving our understanding of Metrolinx's customer(s).

Staff described how the KSFs provide a longer term view of Metrolinx's direction of travel, while also identifying measures to keep track of progress.

#### RESOLVED:

**THAT** as described in the Senior Management Team's October 8, 2020 report and subject to any additional considerations proposed by the Board, the ten key success factors described in the report, as evolved from the nine key success factors previously endorsed in April 2020, be adopted to guide Metrolinx's business over the next 3-5 years.

**Carried**

### 4. Engagement and Inclusion

Helen Ferreira-Walker, Chief Human Resources Officer, and Sandra Porteous, Director, HR Inclusion & Engagement, presented a report on engagement and inclusion, which are integral components to Metrolinx's strategic objectives and values.

Staff noted the very high engagement scores achieved in the June Pulse survey. **[Redacted: Labour and employee relations.]**

Staff described various initiatives underway in support of Metrolinx's inclusion program, which aims to create an inclusive environment where people can bring their

whole selves to work. These include: celebrating dates of significance; deploying unconscious bias training; achieving gender balance targets; and strengthening Metrolinx's workplace harassment and discrimination program. Future activities include: deployment of an anti-racism campaign and conducting a cultural survey to better understand Metrolinx's cultural composition and help develop areas of focus. **[Redacted: Economic and other interests of Ontario.]**

**[Redacted: Labour and employee relations, Economic and other interests of Ontario.]**

The Board also encouraged staff to think broadly in terms of both gender and cultural representation at the leadership level. Staff confirmed that this is one of the desired objectives of the cultural census.

## **5. 2021-2022 Operating Budget Approval**

Jennifer Gray, Chief Financial Officer, and Justyna Witek, Deputy Chief Financial Officer, presented a request to submit the proposed 2021-2022 Operating Budget to the Ministry of Transportation to initiate related budget discussions.

Staff summarized discussions of the Audit, Finance and Risk Management Committee that took place the day prior including the need to emphasize savings initiatives identified through improved efficiencies and customer analytics, and the balance between cost savings and maintaining a minimum but readily responsive level of service that can be scaled up quickly to respond to demand and support rapid recovery.

Staff closely reviewed expenses and savings occasioned by recent activities. Staff described how increases in capital project activities also affect operating costs due to downstream impacts on enterprise services such as Human Resources and Business Technology. The Board encouraged staff to find a way to measure the relationship between increasing capital project activities and related operating costs.

The Board briefly discussed the Minister's mandate letter and its emphasis on the need to stay within budget allocation. Staff confirmed that the Ministry is aware of Metrolinx's operating subsidy requirements and intend to carry it through as part of the budget approval process. Staff have not otherwise received any indication of a need to scale back work or services. Staff confirmed that all cost savings opportunities have been implemented. Any future savings will need to stem from other policy choices.

**[Redacted: Advice to Government, Economic and other interests of Ontario.]**

Staff expect to return to the Board in November with an update on budget discussions.

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

**THAT** management is authorized to initiate budget discussions with the Ministry of Transportation (MTO) and submit an operating budget proposal consistent with the information in the October 8, 2020 Metrolinx 2021-2022 Operating Budget report;

**AND THAT** management report back on the results of the provincially approved operating subsidy as the process continues;

**AND THAT**, based on discussions with MTO, management submit any updates to the proposed 2021-2022 Operating Budget to the Board for approval prior to resubmission to MTO.

**Carried**

## **6. 2021-2022 Capital Budget Approval**

Jennifer Gray, Matt Clark, Chief Capital Officer, and Karen Woo, Vice President, Capital Finance, presented a request to submit the proposed 2021-2022 Capital Budget to the Ministry of Transportation to initiate related budget discussions.

Staff summarized the various elements of the capital budget **[Redacted: Advice to Government, Cabinet records.]**

Staff noted the importance of the coming year as many of Metrolinx's new projects are initiated. **[Redacted: Economic and other interests of Ontario.]** Staff also expect expenditures to increase as projects move from the design to construction phase.

**[Redacted: Economic and other interests of Ontario, Cabinet records, Advice to Government.]**

The Board discussed Federal sources of funding, and the role of the Canada Infrastructure Bank.

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

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

**THAT** management is authorized to initiate budget discussions with the Ministry of Transportation (MTO) and submit a capital budget proposal consistent with the information in the October 8, 2020 Metrolinx 2021-2022 Capital Budget report;

**AND THAT** management report back on the results of the provincially approved

capital subsidy as the process continues;

**AND THAT**, based on discussions with MTO, management submit any updates to the proposed 2021-2022 Capital Budget to the Board for approval prior to resubmission to MTO.

**Carried**

7. [Redacted: Economic and other interests of Ontario, Cabinet records.]
8. [Redacted: Economic and other interests of Ontario, Cabinet records, Solicitor-client privilege.]
9. **TTC-Metrolinx PRESTO Joint Advisory Group - Board Member Appointments**

Annalise Czerny, Chief of PRESTO, and Alba Taylor, Corporate Secretary, described the establishment of the TTC-Metrolinx PRESTO Joint Advisory Group ("JAG"). The JAG will be the top-tier of a bi-lateral executive oversight and governance structure for the Metrolinx/TTC PRESTO relationship, based on the Metrolinx-TTC settlement approved by the Metrolinx Board on September 10, 2020.

**RESOLVED:**

**THAT** Rick Byers and Paul Tsaparis be appointed to the TTC-Metrolinx PRESTO Joint Advisory Group as Metrolinx's Board Member representatives, to serve at the pleasure of the Board.

**Carried**

#### **10. Metrolinx Committee Chairs & Members Appointments**

The Board reviewed the proposed Committee chair and membership appointments and recommended Diana Fletcher, Metrolinx's newest appointed Board member, also be appointed to the PRESTO Committee.

The appointment of Board-member chairs to the Capital Oversight and PRESTO Committees will complete their transition from subcommittees to Board-reporting committees. The Board also agreed to pass a resolution to formally thank and acknowledge the past subcommittee chairs important contributions to Metrolinx.

**RESOLVED, as revised:**

**THAT** the following individuals be appointed to the Board Committees and offices indicated below, to serve at the pleasure of the Board:

<b>Committee</b>	<b>Board Member, Office</b>
Capital Oversight Committee	Emily Moore, Committee Chair
Customer Experience Advisory Committee	Robert Poirier, Committee Member
PRESTO Committee	Paul Tsaparis, Committee Chair <u>Diana Fletcher</u> Sylvie Tessier, Committee Member

**AND THAT** the Board extend its thanks and appreciation to Sarah Clark and Garry Foster, previous chairs of the Capital Oversight and PRESTO Subcommittees respectively, for their leadership, service and contributions to Metrolinx and the Board of Directors;

**AND THAT** the Metrolinx Board Committee memberships are hereby confirmed as follows:

<b>Committee</b>	<b>Board Member</b>
Audit, Finance and Risk Management	Bryan Davis, <i>Chair</i> Rick Byers Michael Kraljevic Tony Marquis Emily Moore Clio Straram Don Wright
Capital Oversight Committee	<u>Board Members:</u> Emily Moore, <i>Chair</i> Rick Byers Robert Poirier  <u>Non-Board Members (Term End):</u> Sarah Clark (December 6, 2020) Ian Brown (February 14, 2023) Catharine Farrow (February 14, 2023) Edmund J. Martin (December 6, 2020) Howard Permut (December 6, 2020)

<b>Committee</b>	<b>Board Member</b>
Customer Experience Committee	Luigi Ferrara, <i>Chair</i> Robert Poirier Clio Straram Don Wright
Customer Experience Advisory Committee	Clio Straram Robert Poirier
Executive Committee	Don Wright, <i>Chair</i> Bryan Davies Janet Ecker Michael Kraljevic Paul Tsaparis
Governance Committee	Janet Ecker, <i>Chair</i> Bryan Davies Paul Tsaparis Don Wright
Human Resources and Compensation Committee	Reg Pearson, <i>Chair</i> Luigi Ferrara Tony Marquis Robert Poirier Don Wright
PRESTO Committee	<u>Board Members:</u> Paul Tsaparis, <i>Chair</i> Bryan Davies <u>Diana Fletcher</u> Sylvie Tessier  <u>Non-Board Members (Term End):</u> Garry Foster (June 26, 2021) Upkar Arora (June 26, 2021) Kevin Costante (June 26, 2021) Fariba Rawhani (June 26, 2021) Phil Donne (August 10, 2021)
Real Estate Committee	Robert Poirier, <i>Chair</i> Michael Kraljevic

Carried



## 11. Other Business

[Redacted: Economic and other interests of Ontario.]

Board Members were reminded of the orientation session taking place on October 19, 2020.

There was no other business to discuss.

## 10. Executive Session

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

## 11. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:00 p.m.

**Carried**

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Donald A. Wright, Chair

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Alba Taylor, Secretary

c/s