

**BOARD OF DIRECTORS**

<b>DATE OF MEETING:</b>	September 9, 2021
<b>TIME OF MEETING:</b>	8:00 a.m.
<b>PLACE OF MEETING:</b>	Video & Audio Conference
<b>CHAIR:</b>	Donald Wright
<b>PRESIDENT &amp; CEO:</b>	Phil Verster
<b>MEETING SECRETARY:</b>	Alba Sandre Taylor, Vice President & Corporate Secretary
<b>MEMBERS PRESENT:</b>	Bryan Davies (until 11:00 a.m.) Janet Ecker Luigi Ferrara Diana Fletcher Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Clio Straram Sylvie Tessier Paul Tsaparis
<b>REGRETS:</b>	Rick Byers
<b>OTHERS PRESENT:</b>	Karla Avis-Birch, Chief Planning Officer Mark Childs, Chief Marketing Officer Matt Clark, Chief Capital Officer Martin Gallagher, Chief Safety Officer Fiona Gardner, Chief Human Resources Officer (A) Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Steve Levene, Chief Operating Officer - Rapid Transit Heather Platt, Chief Legal Officer Ian Smith, Chief Operating Officer Jennifer van der Valk, Chief Communications Officer (A) Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer Lena Azzou, Chief of Staff to the President & CEO

Mark Baillie, Vice President GO Expansion & Transformation  
Caroline Busbridge, Manager & Senior Advisor to the Chief Operating Officer  
Rose Butler, Manager & Senior Advisor to the Chair  
Sharyn Byrne-Nearing, Vice President, Brand and Marketing  
Antonio DiFebo, Manager, Commercial Management  
Vesna Dobric, Senior Advisor, Board Governance  
Kelsey Ewart, Director Strategic Communications & Planning  
Sarah Farooq, Senior Advisor to the Chief Communications Officer  
Trevor Geach, Legal Counsel  
Kelly Hagan, Vice President, Community Engagement  
Steven Hobbs, Chief of Staff to the President & CEO  
Giulia Ilacqua, Senior Advisor Office of the President & CEO  
Rajesh Khetarpal, Vice President Community Engagement  
Sadaf Khorsand, Manager & Senior Advisor Marketing  
Ellen Stassen, Vice President Rapid Transit Operations  
Margo Stewart, Senior Advisor Capital Projects Group  
Laura Taylor, Board Coordinator  
Eve Wiggins, Vice President, Bus Services  
Justyna Witek, Deputy Chief Financial Officer

## **CLOSED SESSION**

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

Chair Donald Wright called the meeting to order at 8:00 a.m. 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.

### **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, Cabinet Records.]**

In addition, Bryan Davies, Audit, Finance and Risk Management Committee ("AFARM") Chair, provided a report on the Committee's September 7, 2021 meeting as further described in the materials circulated to the Board.

### 3. Welcome and Safety Moment

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

The Chair reviewed safety and security measures and the group held a safety moment, reflecting on safety in the rail corridors and a recent GO Bus pedestrian incident.

### 4. Metrolinx “Creating Possibilities” Customer Strategy

Sharyn Byrne-Nearing, Vice President, Brand and Marketing, and Kelly Hagan, Vice President, Community Engagement, presented the Metrolinx “Creating Possibilities” customer strategy.

Staff highlighted the evolution of the Metrolinx 2030 document from 2019 into this year’s Creating Possibilities strategy. The current document highlights the capital build program from a customer benefit perspective. It will also replace the existing 2017 customer strategy set to expire next year.

The Board encouraged staff to incorporate more content about Metrolinx’s partnerships with other transit agencies. The Board also encouraged staff to find ways to better depict some of the key narratives in the strategy - such as access to education, activities, and homes - and effectively speak to a broader selection of target demographics within overall transit network. Staff described some of the tactics that will be employed to support this goal, including work with youth groups on access to transit and related opportunities.

The Board discussed the methodologies employed to inform the new customer strategy, and how the strategy will be publicly communicated (including using certain social media platforms). Staff agreed to return with more information on Metrolinx’s communication strategy and how the particular channels have been chosen to target the right audiences.

#### RESOLVED:

**THAT** as described in the VP Brand Marketing and VP Community & Stakeholder Engagement September 9, 2021 report to the Board and subject to any further input or direction provided by the Board at its meeting, the Metrolinx ‘Creating Possibilities’ long-term customer strategy is hereby approved to be published from October 2021, with a plan to update each year with appropriate Board approval.

Carried

## 5. Operations: GO and UP

Ian Smith, Chief Operating Officer, presented on key GO and UP Express Operations issues including: OnCorr operational readiness; Rail Traffic Control (“RTC”) and the GO Train Control Systems (“GTCS”); and Operations Business Improvement Plans (“BIPs”).

Staff highlighted management’s priorities for OnCorr operational readiness, including team building (competence and capabilities); process building; and technology implementation. **[Redacted: Economic and Other Interests, Advice to Government.]**

The Board discussed the joint ownership of the OnCorr project (between Operations, the Capital Projects Group, and a cross-functional Project Delivery Team), the lengthy project timelines, the road map approach being employed for implementation, and project governance (including Operations input), reporting, monitoring, and key performance indicators to measure success. Staff confirmed that there are opportunities to understand both the risks and lessons learned from other transit organizations that have undertaken similar transformations; **[Redacted: Economic and Other Interests, Advice to Government.]**

Staff highlighted the magnitude of the RTC work (and related technology transformation) for the Union Station Rail Corridor (“USRC”), even while leveraging an off-the-shelf solution. **[Redacted: Economic and Other Interests, Advice to Government.]** Board expressed interest in visiting the John Street control house for additional insight on the extent of the transformation being contemplated.

Finally, the Board noted that given OnCorr’s magnitude and transformational nature, it will likely become Metrolinx’s “signature” project, especially when coupled with electrification (and related impacts to reducing Metrolinx’s carbon footprint). This will present an opportunity for Metrolinx to be a transit leader in Canada.

## 6. Operations: Rapid Transit

Steve Levene, Chief Operating Officer, Rapid Transit, presented an update on recent Operations (Rapid Transit) Division activities, including: LEAN resource planning and role identification; internal capacity and competency building (in maintenance, engineering, operational readiness, and commercial management); and operational readiness assessments across the rapid transit and light rail transit (“LRT”) program, including Hamilton. Staff highlighted the reasons for these developments based on Metrolinx’s growing rapid transit portfolio, and the need to bring in-house certain roles and skills to support the transition from implementation to operations.

The Board discussed the varying transit modes and services offered by the Corporation (bus, LRT, and heavy rail) and the challenges this diversity poses to divisional resource

planning, including risk of duplication. Staff described the areas where Metrolinx has been able to optimize operational support and create efficiencies through resource sharing according to asset class, including track maintenance, signalling, and stations.

Finally, the Board considered Eglinton Crosstown LRT operational readiness and compared the changes in approach and preparation for the Hamilton LRT.

## **PUBLIC SESSION**

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

The Chair called the meeting to order at 10:15 a.m.

On behalf of the Board, the Chair acknowledged that the Board was meeting on lands traditionally occupied by Indigenous Peoples, including the Anishnabeg, the Haudenosaunee and the Wendat peoples, and affirmed Metrolinx's commitment to conducting business and building meaningful relationships with Indigenous communities upon the foundation of trust, respect and collaboration.

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

1. A letter from Dwight Richardson on behalf of the Royal Orchard Ratepayers' Association dated August 27, 2021 regarding the Option 3 Alignment for the Yonge North Subway Extension;
2. A letter from Ian Reid and Keith Irish on behalf of the Royal Orchard Ratepayers' Association and the Stop Option 3 Steering Committee dated August 27, 2021 regarding the Option 3 Alignment for the Yonge North Subway Extension;
3. A letter from the Scarborough Campus Students' Union, the University of Toronto Mississauga Students' Union, the University of Toronto Graduate Students' Union, the Continuing Education Students' Association of X University, and the Association of Part-Time Undergraduate Students dated September 6, 2021 regarding affordable and accessible transit across the GTHA; and
4. A letter from the Save Jimmie Simpson Community Group and the Lakeshore East Community Advisory Committee dated September 7, 2021 regarding the environmental impacts of the Lower Don Bridge Early Works.

The Chair also acknowledged the receipt of over 140 pieces of correspondence to date in support of light rail transit in Hamilton.

### **8. Safety Moment**

Karla Avis-Birch, Chief Planning Officer, reviewed safety and security measures and led the group in a safety moment.

## **9. CEO's Report**

Phil Verster, President and Chief Executive Officer, highlighted recent Metrolinx activities and achievements, including: the implementation of more than 40 safety measures and initiatives across Metrolinx stations and vehicles to ensure a safe and comfortable return to transit for customers; weekend ridership recovery to roughly 50% of pre-COVID levels; service expansion in response to customer demand (including the re-introduction of the weekday express service on the Kitchener and Lakeshore West corridors, and additional services on the Barrie and Stouffville corridors) matching or exceeding pre-pandemic service offerings; receipt of the first Finch West light rail vehicle ("LRV") from Alstom on schedule, and the last of the new GO Train cars from the previous order with Bombardier; advancing to system and integration testing for the ECLRT; increasing community engagement on environmental assessments, planning and design, and priority projects generally; administration of over 2000 vaccinations through GO Bus Mobile Vaccination Clinics; the development of an employee Mandatory Vaccination Policy; and receipt of Canada's Safest Public Transportation Award for 2021.

The CEO also formally recognized the following individuals for their contributions and achievements:

1. Martin Gallagher, Chief Safety Officer, for being selected by Canadian Occupation Safety as Safety Leader of the Year; and
2. Rob Fuller, Director of Rail Services, for being selected to receive the CUTA Award for 2021 in the category of Edward J. Dowling Distinguished Service, presented to transit professionals who have excelled for 10 or more years.

## **10. Capital Projects Progress**

Matt Clark, Chief Capital Officer provided an update on summer construction progress on various capital projects, including: Finch West LRT; ECLRT; Port Credit Station and the Hurontario LRT; the Ontario Line; Eglinton Crosstown West Extension; Scarborough Subway Extension; Barrie Corridor widening; substantial completion of the 401/409 tunnel on time and under budget; and the opening of the Bay Concourse at Union Station.

Staff noted that progress had not been significantly impacted by the pandemic, with contractors adapting well to new safety and working methods in response.

## **11. Let's Get Ready to Ride**

Sharyn Byrne-Nearing presented an update on ridership and recovery planning. Staff shared summer highlights, including: GO Transit achieving an 87% Customer Satisfaction ("CSAT") score for July - a new high, and a testament to enhanced safety procedures, communications, marketing deliverables, and on time performance; continued e-Ticket sales growth largely attributed to ease of access and use; and over 30 cultural events, retail and other opportunities hosted in Metrolinx parking lots across the network.

The Board considered the relationship between ridership levels and CSAT scores, and discussed customer safety measures employed on GO Train in the absence of mandated proof of vaccination requirements for regional rail travel.

## **12. Bus Services**

Eve Wiggins, Vice President, Bus Services, presented an overview of Metrolinx's 10-year bus strategy and 3-year service plan. The strategy aims to transition to a regional, frequent express bus service, leveraging partnerships with public and private regional and provincial carriers.

Staff described the revitalized approach to bus cleanliness; introduction of seatbelts on buses; ridership goals of 22M-24M boardings by 2030; and the preliminary results of ongoing GO Bus customer needs analysis (to make GO Bus easy, connect riders to major centres, provide direct travel options, deliver service where customers need to go, and extend customer reach).

The Board discussed the recent reduction in private bus services within the Province. Staff confirmed ridership growth has been observed over the past 4 months, and direct travel between "pair" cities where demand is high is being explored through routing and scheduling optimization to further meet demand. Additional pair cities are continually being identified and assessed as the direct travel concept evolves. Staff are liaising with private carriers to ensure diversification of services in the market.

The Board discussed the use of benchmarking and analytics in informing the overall strategy. Staff confirmed PRESTO data, travel trends, and bicycle transportation needs and solutions all factor into strategy planning.

## **13. Quarterly Reports**

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

## **CLOSED SESSION**

After a short break, the meeting reconvened at 11:12 a.m. for the closed session

### **14. Consent Items**

#### **FOR APPROVAL**

##### **RESOLVED:**

**THAT** Consent Agenda items 4.1 and 4.2 are approved as follows:

#### **4.1 June 24, 2021 Minutes**

**THAT** the minutes of the Board of Directors meeting of June 24, 2021 be approved.

#### **4.2 Appointment of Officers**

**THAT**, as described in the Corporate Secretary's September 9, 2021 report (the "Report"), the following persons be appointed to the offices set out opposite their name, effective as of the dates noted:

<b>Name</b>	<b>Office</b>	<b>Effective Date</b>
Karla Avis-Birch	Chief Planning Officer	July 19, 2021
Fiona Gardner	Chief Human Resources Officer (A)	July 19, 2021
Steven Levene	Chief Operating Officer, Rapid Transit	August 16, 2021

**AND THAT** after giving effect to the foregoing resolution, the incumbent officers of Metrolinx are confirmed as set out in Schedule "A" to Report.

**Carried**

### **15. Report of the Board Standing Committees**

#### **15.1 Executive Committee**

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since June 24, 2021. The Committee met twice since the last Board meeting and twenty-two transactions were considered.



## 15.2 Audit, Finance & Risk Management Committee

This Committee report was provided during the morning Board/CEO in camera session.

## 15.3 Capital Oversight Committee

Emily Moore, Capital Oversight Committee (“COC”) Chair, reported on matters discussed at the Committee’s meetings held since June 24, 2021, including: Capital Projects Group (“CPG”) overall performance; a Subways program deep dive; a systemic capabilities review of the property acquisition process, including public consultation and community engagement; strategic guidance on the capital program procurement strategy, the OnCorr Procurement and the Eglinton Crosstown Commissioning strategy; and the addition of a change order review to the COC Work Plan to assess the use and prevalence of change orders over the lifecycle of typical capital projects contracts (at the request of the Executive Committee).

**[Redacted: Economic and Other Interests, Cabinet Records.]**

Finally, the COC Chair encouraged the Board to read the recent management paper on Metrolinx’s evolving procurement and contract models.

## 15.4 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee (“CEC”) Chair, reported on matters discussed at the Committee’s September 8, 2021 meeting, including: Community Engagement initiatives to optimize public engagement activities and properly manage discourse; ridership recovery plans; Ontario Line design standards for stations and transit integration; and the development of a policy and framework for station naming.

**[Redacted: Advice to Government.]**

## 15.5 Governance Committee

Janet Ecker, Governance Committee Chair, reported on matters discussed at the Committee’s September 7, 2021 meeting, including: director reappointments; pulse survey results and the creation of a special survey and interview requirements for non-Board committee members; Executive Committee (“EC”) per diem recognition for non-committee members attending EC meetings; current D&O coverage and the development of a simplified guide for the Board; and development of a process for consistent reporting of material claims (both in terms of financial and/or reputational risk) to the Governance Committee.

The Governance Committee Chair also noted that the Board Manual will be updated to include a list of Board education sessions so that it is clear what training the Board has done and when. Director biographies will also be updated annually to ensure they are up to date.

Finally, the Governance Committee Chair noted a session with the Minister of Transportation is being explored for the Fall.

**[Redacted: Advice to Government.]**

The Board considered its role in environmental, social, and governance (“ESG”) issues. Staff noted ESG key performance indicators (“KPIs”) are being developed and will be reported to the Board in the future.

The Committee recommended that the Board approve the following matters:

**15.5.1. Capital Oversight Committee Member Appointment**

**RESOLVED**, on recommendation of the Governance Committee:

**THAT** effective September 9, 2021 Edmund Martin be re-appointed to the Capital Oversight Committee for an additional three (3) year term, expiring September 9, 2024.

**Carried**

**15.5.2. Naming Locomotives after former Metrolinx and GO Board Chairs**

**RESOLVED**, on recommendation of the Governance Committee:

**THAT** as described in the President & CEO’s September 7, 2021 Governance Committee report (the “Report”), in recognition of the valuable contributions and leadership of Metrolinx’s appointed Board Chairs, Metrolinx adopt the practice of honoring Board Chairs, following completion of their term, by naming a GO Transit locomotive in their honour.

**Carried**

**15.6 Human Resources & Compensation Committee**

Reg Pearson, Human Resources & Compensation Committee (“HRCC”) Chair, reported on the Committee’s September 8, 2021 meeting, **[Redacted: Labour Relations.]**

One approval item was deferred for discussion to the Board-only in camera session.

## 15.7 PRESTO Committee

Paul Tsaparis, PRESTO Committee Chair, reported on matters discussed at the Committee's meetings held since June 24, 2021, including: progress on a potential settlement with the TTC; leadership changes (Taya Leybman accepted the role of Chief Technology Officer, Payments), and the planned recruitment of a Chief Security Officer, Payments; **[Redacted: Economic and Other Interests.]**; benchmarking requested by the Committee on global fare payments systems; expansion of open payments to GO Transit and challenges relating to the acceptance of debit; and the results of the PRESTO governance and controllership review and associated implementation plans.

**[Redacted: Advice to Government.]**

## 15.8 Real Estate Committee

Robert Poirier, Real Estate Committee ("REC") Chair, reported on the Committee's meetings held since June 24, 2021. The Committee met three times and considered and endorsed various transactions heading to the Executive Committee for consideration. The REC Chair noted in particular recent changes to the property acquisition policy due diligence processes that were approved by the Executive Committee to ensure additional analysis is undertaken on those properties not directly required for transit uses.

## 16. Other Business

There was no other business to discuss.

## EXECUTIVE SESSIONS

### 17. Executive Session

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

#### 17.1 National Day for Truth and Reconciliation - September 30th

**RESOLVED**, on recommendation of the Human Resources and Compensation Committee:

**THAT** as set out in the report to the Human Resources and Compensation Committee ("the Committee") from the Chief Human Resources Officer

("CHRO") dated September 8, 2021 ("the Report"), Metrolinx recognize the new federally regulated statutory holiday - the National Day for Truth and Reconciliation on September 30, 2021 - as a paid holiday for staff for 2021.

**Carried**

**18. Executive Session**

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

**19. Adjournment**

There being no further business before the Board of Directors, the meeting was adjourned at 12:03 p.m.

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Donald A. Wright, Chair

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Alba Sandre Taylor, Secretary

c/s