

BOARD OF DIRECTORS

DATE OF MEETING:	March 25, 2021
TIME OF MEETING:	8:00 a.m.
PLACE OF MEETING:	Video & Audio Conference
CHAIR:	Donald Wright
PRESIDENT & CEO:	Phil Verster
MEETING SECRETARY:	Alba Sandre Taylor, Vice President & Corporate Secretary
MEMBERS PRESENT:	Rick Byers Bryan Davies Janet Ecker Luigi Ferrara Diana Fletcher Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Clio Straram Sylvie Tessier Paul Tsaparis
REGRETS:	None
OTHERS PRESENT:	Karla Avis-Birch, Chief Planning Officer (A) Mark Childs, Chief Marketing Officer Matt Clark, Chief Capital Officer Fawad Ebraemi, Chief of PRESTO (A) Helen Ferreira-Walker, Chief Human Resources Officer Jennifer Gray, Chief Financial Officer Steve Levene, Chief Operating Officer - Rapid Transit (A) Heather Platt, Chief Legal Officer Ian Smith, Chief Operating Officer Jennifer van der Valk, Chief Communications Officer (A) Anne Marie Aikins, Senior Manager, Media Relations & Issues Tom Aylward-Nally, Manager & Senior Advisor to the Chief Capital Officer

Lena Azzou, Chief of Staff to the President & CEO
Rose Butler, Manager & Senior Advisor to the Chair
Stephen Collins, Program Sponsor, Yonge North Subway Extension
Antonio DiFebeo, Manager, Commercial Management
Vesna Dobric, Senior Advisor, Board Governance
Joshua Engel-Yan, Program Sponsor, Eglinton West Extension
Trevor Geach, Legal Counsel
Mathieu Goetzke, Vice President, Planning
Kelly Hagan, Vice President, Community Engagement
Steven Hobbs, Chief of Staff to the President & CEO
Kirby Jang, Director, Accident Investigation & Audit
Duncan Law, Head Sponsor, Subway Program
Audrey Lemieux, Senior Advisor to the Chief Financial Officer
Jacqueline Lively, Senior Advisor, Chief Safety Officer
Ashley Macdonald, Vice President, Capital Finance
Malcolm MacKay, Program Sponsor, Ontario Line
Maureen McLeod, Manager, Customer Analytics
Leslie Millan, Senior Manager, Brand Portfolio & Strategy
Ann Short, Director, Financial Planning & Analysis
Teddy Tang, Director, Capital Planning

CLOSED SESSION

1A. CEO/Board In Camera Session

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

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.

The Chair confirmed changes made to the meeting agenda following the posting of meeting materials, notably moving the Board Standing Committee Reports to the morning in camera session.

[Redacted: Personal Information, Economic and Other Interests]

[Redacted: Personal Information, Economic and Other Interests, Advice to Government]

[Redacted: Economic and Other Interests, Advice to Government]

[Redacted: Economic and Other Interests, Solicitor-Client Privilege]

[Redacted: Economic and Other Interests]

1B. Report of the Board Standing Committees

Staff joined the meeting in progress at 8:35 a.m.

1B.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since November 26, 2020. The Chair noted that eleven transactions had since been considered by the Committee, and reaffirmed that as a matter of practice and good governance, approvals are routed to the full Board for consideration whenever possible/practical, reserving only urgent matters or other matters previously considered by the full Board for Executive Committee approval.

1B.2 Capital Oversight Committee

Emily Moore, Capital Oversight Committee ("COC") Chair, reported on the Committee's February 8, 2021 meeting. The Committee Chair provided an update on programme performance and related activities, including: Capital Projects Group ("CPG") overall performance; a Rapid Transit program deep dive; systemic process reviews including environmental programs and assessments; safety process procedures and new initiatives; and strategic guidance on key projects and initiatives including updates on program-wide procurement, the Union Station Enhancement Project Alliance Development phase, and the Ontario Line/GO Expansion joint corridor integration requirements.

The Committee Chair confirmed another short COC meeting is scheduled for April to consider the Ontario Line and associated procurement and packaging strategies.

1B.3 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee ("CEC") Chair, reported on the Committee's March 24, 2021 meeting highlights including: discussions on the ridership reassurance and recovery business improvement plan; new trip purpose work and analytics informing new marketing and service strategies; alternatives and opportunities being explored through the Non-Fare Revenue program; the continued evolution of the capital communication strategy; and regional wayfinding including coordination of a transit identity marker for all transit wayfinding across the region.

1B.4 Governance Committee

Janet Ecker, Governance Committee Chair, reported on the Committee's March 23, 2021 meeting including review of outcomes and actions flowing from the February Board Strategy Session and additions to the Board Manual such as an updated Board Annual Workplan and *Freedom of Information and Protection of Privacy Act* primer.

The Committee has asked staff to arrange opportunities for Board member education and development on topics such as environmental, social and governance metrics/performance, privilege/freedom of information, and risk. In addition, staff have been asked to report back on Metrolinx email options for Board members (to segregate Metrolinx communications from other communications Board members may receive on their current email accounts).

The Committee also reviewed the Executive Committee terms of reference, consistent with its mandate. The Board discussed the routing of approvals (as between Executive Committee and the full Board), the prioritization of full Board approvals whenever possible/practical, the practice of making all Committee materials available to the full Board (not just Committee members), and the open invite to all Board members to attend Executive Committee meetings.

The Committee Chair described the resolutions passed at the Committee meeting and the related Board approvals required, including for minor revisions to the Executive Committee Terms of Reference and the appointment of Sylvie Tessier to the Audit, Finance and Risk Management Committee. Relatedly, the Committee Chair flagged work underway to enhance Metrolinx's enterprise risk management program capacity and the proposed appointment of a Chief Risk Officer. The Board also discussed potential opportunities for Directors to join other Board Standing Committees as part of the Committee's upcoming review of standing committee membership.

Finally, the Committee Chair recommended that the Board pass the following resolutions:

1B.4.1. Executive Committee Terms of Reference Review

RESOLVED, on recommendation of the Governance Committee:

THAT, the Board approve the revised Executive Committee Terms of Reference as described in the Corporate Secretary's March 23, 2021 report to the Governance Committee.

Carried

1B.4.2. Audit, Finance and Risk Management Committee Member Appointment

RESOLVED, on recommendation of the Governance Committee:

THAT Sylvie Tessier be appointed a member of the Metrolinx Audit, Finance and Risk Management Committee.

Carried

1B.5 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee (“HRCC”) Chair, reported on the Committee’s March 24, 2021 meeting activities including: ongoing review of Metrolinx’s work from home and return to work policies and capabilities in light of anticipated post-pandemic requirements; gender pay gap analysis and performance against national benchmarks; leadership program development updates; and annual grievance activities and trends.

In the interest of time, the Chair tabled the remainder of the Board Standing Committee Reports until after the public session.

2. Key Objectives

The Senior Management Team provided an update on performance against the 2020-21 strategic objectives and year-end business results.

Staff highlighted achievements over the past 12 months, expectations for the coming year, and the importance of the key success factors in supporting longer term objectives beyond the current fiscal period.

The Board considered important progress made on safety improvements, employee engagement scores, gender balance, capital program performance, implementation of profit and loss accounts for key divisions, ridership recovery, customer satisfaction, and on time performance.

Staff confirmed an update on the key success factors, strategic objectives for the coming year, and associated action plans will be provided to the Board in May.

3. Subways Program Update

[Redacted: Economic and Other Interests, Cabinet Records]

4. 2021-2022 Business Plan

Jennifer Gray, Chief Financial Officer, presented the draft 2021-2022 Business Plan for review and approval. Staff noted that subject to a request from the Audit, Finance and Risk Management Committee to include content on Metrolinx's environmental, social, and governance ("ESG") reporting, the proposed Business Plan, including the operating expense and revenue information, otherwise aligns with the plan endorsed by the Board on October 8, 2020 and submitted to the Ministry of Transportation as part of the provincial budget process.

Staff explained the advanced submission timeline compared to previous years to better align with requirements set out in the Agencies and Appointments Directive. **[Redacted: Economic and Other Interests, Cabinet Records]** The Board had a general discussion about the Business Plan development, approval, submission and posting sequence and timelines, **[Redacted: Advice to Government]**

The Audit, Finance and Risk Management Committee Chair confirmed that, subject to amending to include content on Metrolinx's ESG reporting, the Committee recommends Board approval and adoption of 2021-2022 Business Plan.

Staff confirmed they do not anticipate any concerns with obtaining approval for the proposed Business Plan given Ministry engagement and awareness over the winter.

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

THAT subject to the modifications requested by the Audit, Finance, and Risk Management Committee at its March 23, 2021 meeting, the 2021-22 Metrolinx Business Plan attached to the March 25, 2021 report of the Chief Financial Officer, 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.

Carried

PUBLIC SESSION

5. Call to Order and Remarks by Chair

Chair Wright called the meeting to order at 10:10 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, the Chair acknowledged that the Board of Directors was meeting on lands traditionally occupied by Indigenous People and expressed respect for the many diverse Indigenous Communities living here today, and in particular, the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee, and the 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. A letter from Peter Miasek and Kenneth Westcar on behalf of Transport Action Ontario dated January 4, 2021 regarding the Orangeville-Brampton and Barrie-Collingwood rail corridors, with responses from Metrolinx and the Ministry of Transportation;
2. A letter from Rosemary Waterson on behalf of the Lakeshore East Community Advisory Committee dated March 11, 2021 regarding plans to run the Ontario Line on an elevated corridor between the Don River and Gerrard Street;
3. A letter from Maggi Redmonds on behalf of the Save Jimmie Simpson group dated March 15, 2021 regarding the impacts of an above ground section of the Ontario Line in South Riverdale; and
4. A letter from Jeffrey Stone received on March 22, 2021 regarding the Yonge North Subway Extension.

Finally, the Chair congratulated CEO Phil Verster on his receipt of the CEO of the Year award from Canada's Safest Employers Awards and Metrolinx's recognition as a Top Employer for Young People.

6. Safety Moment

CEO Phil Verster reviewed safety and security measures and led the group in a safety moment.

7. CEO's Report

The CEO reviewed recent Metrolinx activities and achievements, including: exceeding On Time Performance score targets; improvements to cleanliness practices on trains and at maintenance facilities; the launch of the PRESTO Contactless Payment pilot on UP Express; diversity and inclusion events, including for Black History Month and International Women's Day; and receiving a nomination for the Empire Club of Canada Award for front line workers during the pandemic.

The CEO also acknowledged receipt of correspondence from the Minister of Transportation and Associate Minister of Transportation thanking Metrolinx staff for their efforts during various Provincial COVID initiatives.

8. Capital Projects Progress

Matt Clark, Chief Capital Officer, presented an update on capital projects construction progress over the winter months. Staff noted the immense volume of work currently underway and reviewed priority projects in flight, including: the Hurontario and Finch West LRTs; Eglinton Crosstown LRT; Kitchener Corridor Highway 401/409 Tunneling; Rutherford GO Station Pedestrian Bridge; Steeles Avenue Underpass; Davenport Diamond Guideway; various GO Expansion Early Works; and progress on the subways program including work to prepare the launch site for the tunnel boring machines.

9. Ontario Line: Above Ground Benefits

Malcolm MacKay, Program Sponsor, Ontario Line, reviewed the reasons for Ontario Line underground and above ground stations, and the impacts of above and below ground construction on local communities. Staff described related community issues and concerns, and Metrolinx proposed mitigation efforts, on air quality, service reliability and frequency, auto congestion, noise and vibration mitigation, construction impacts, and impacts on parks and trees. Staff reviewed the proposed use of noise walls and buffering to secure and improve the aesthetic of the corridor and environmental impact of the project. Finally, staff described Metrolinx's strategy for meaningful community engagement throughout the project, and Metrolinx's partnership with the Canadian Standards Association to review safety criteria for the line.

The Board discussed the effectiveness of noise walls and other means of reducing noise and vibration around the rail corridor, and the expected positive impact of electrification on noise and air quality.

10. Yonge North Subway Extension

Stephen Collins, Program Sponsor, Yonge North Subway Extension, presented an update on the Yonge North Subway Extension (“YNSE”). Staff reviewed the anticipated benefits of the project and some of the critical connection points along the proposed extension, including Steeles, Bridge, and High Tech Stations. Staff highlighted some of the more recent design differences now integrated in the project, including the route into Richmond Hill, and related impacts to project benefits and transit network connectivity.

The Board discussed the status of community engagement and communications plans, the tunnel design work, geotechnical field investigations, and other engineering and technical assessments required for the project including noise and vibration reduction.

The Board also discussed anticipated land requirements, development impacts and opportunities, and potential impacts on existing transit stations and services, including the TTC’s Finch Station.

Staff committed to return to update the Board as the project develops.

11. Let’s Get Ready to Ride

Leslie Millan, Senior Manager, Brand Portfolio & Strategy, and Maureen McLeod, Manager, Customer Analytics, presented an update on customer insights, action plans, and objectives underlying Metrolinx’s Let’s Get Ready to Ride campaign. Staff described how this work will inform future service schedules and marketing and communications efforts to welcome riders back to transit, and how safety will remain an important element.

12. Quarterly Reports

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

CLOSED SESSIONS

After a short break, the meeting reconvened at 11:25 a.m. for a closed session.

13. Consent Items

RESOLVED:

13.1 November 26, 2020 Minutes

THAT the minutes of the Board of Directors meeting of November 26, 2020 be approved.

13.2 January 21, 2021 Minutes

THAT the minutes of the Board of Directors meeting of January 21, 2021 be approved.

13.3 February 11, 2021 Minutes

THAT the minutes of the Board of Directors meeting of February 11, 2021 be approved.

13.4 Appointment of Officers

THAT, as described in the Corporate Secretary’s March 25, 2021 report (the “Report”), the following persons be appointed to the offices set out opposite their name, effective as of the dates noted:

Name	Office	Effective Date
Karla Avis-Birch	Chief Planning Officer (A)	December 7, 2020
Jennifer van der Valk	Chief Communications Officer (A)	December 7, 2020
Steven Levene	Chief Operating Officer, Rapid Transit (A)	February 1, 2021
Fawad Ebraemi	Chief of PRESTO (A)	February 22, 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

14. Continuation of Report of Board Standing Committees

14.1 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee (“AFARM”) Chair,

reported on the Committee's March 23, 2021 meeting, including: reviewing work the Corporation is already doing to report on ESG matters voluntarily; approval of the Internal Audit Charter and Internal Audit Plan; and an update on Metrolinx's cybersecurity program.

[Redacted: Economic and Other Interests, Advice to Government]

The Committee Chair described the resolutions passed at the AFARM meeting requiring subsequent approval by the Board, including the approval of the corporate risk appetite statements, the Enterprise Risk Management Policy and Framework, and the adoption and submission of the Metrolinx Business Plan to the Minister of Transportation - which was already reviewed by the Board of Directors at Agenda Item #4 of this meeting.

Accordingly, the Committee recommended that the Board pass the following resolutions:

14.1.1 Risk Appetite Statements

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

THAT, as described in the Chief Financial Officer's March 23, 2021 report to the Audit, Finance, and Risk Management Committee, the corporate Risk Appetite Statements be approved.

Carried

14.1.2 Enterprise Risk Management Policy and Framework

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

THAT as described in the Chief Financial Officer's March 23, 2021 report to the Audit, Finance, and Risk Management Committee, the revised Enterprise Risk Management Policy and Enterprise Risk Management Framework be approved.

Carried

14.2 PRESTO Committee

Paul Tsaparis, PRESTO Committee Chair, reported on the Committee's February 24, 2021 meeting and 2 other informal meetings held on December 4, 2020 and January

21, 2021. Recent Committee activities and achievements include: transitioning the PRESTO Committee to a full Board Standing Committee; launch of the Contactless Payment pilot on UP Express; exploration of bank card partnerships and strategy development; and recruitment efforts for a new Chief of PRESTO. The Committee has also discussed work underway to evolve PRESTO to a customer and customer service centric organization.

[Redacted: Economic and Other Interests]

The Committee Chair confirmed work on the PRESTO Annual Plan and Objectives is currently underway, and review of the 2021 Roadmap, the Modernization Program, and PRESTO governance will take place at the next Committee meeting.

14.3 Real Estate Committee

Robert Poirier, Real Estate Committee (“REC”) Chair, reported on the Committee’s meetings held on January 13, 2021, February 3, 2021 and March 3, 2021, along with a Design Charrette held with Transit Oriented Communities (“TOC”) Expert Advisors on January 22, 2021. The Committee Chair noted the Charrette was so helpful and productive that the Committee is considering reconvening the advisory panel once again this summer.

Finally, the Committee Chair described the work requested by the Committee on Metrolinx’s environmental policy for the organization.

15. Other Business

The Board had a brief discussion on the YNSE project, potential transit oriented community opportunities **[Redacted: Economic and Other Interests]**, and the relevance of congestion and air quality metrics from the business case in terms of Metrolinx ESG reporting.

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.

18. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:17 p.m.

Carried

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary

c/s