

TELECONFERENCE MEETING OF THE BOARD OF DIRECTORS

- DATE OF MEETING:** July 12, 2018
- TIME OF MEETING:** 5:00 p.m.
- PLACE OF MEETING:** Union Station West Wing
97 Front Street West
Toronto, Ontario M5J 1E6
Meeting Room 3A/Teleconference
- CHAIR:** J. Robert S. Prichard
- PRESIDENT & CEO:** Phil Verster
- MEETING SECRETARY:** Alba Taylor, Associate Corporate Secretary
- MEMBERS PRESENT:** Upkar Arora
Kathy Bardswick
Rahul Bhardwaj
Bryan Davies
Janet Ecker
Bill Fisch
Anne Golden
Marianne McKenna
Rose Patten
Bonnie Patterson
Howard Shearer
Sharleen Stewart
Carl Zehr
- REGRETS:** None
- OTHERS PRESENT:** Mark Childs, Chief Marketing Officer
Annalise Czerny, Executive Vice President, PRESTO (A)
Helen Ferreira-Walker, Chief Human Resources Officer
Jennifer Gray, Chief Financial Officer (A)
Greg Percy, Chief Operations Officer
Judy Pfeifer, Chief Communications & Public Affairs Officer
Heather Platt, Executive Vice President, General Counsel & Corporate Secretary (A)
Leslie Woo, Chief Planning Officer
Peter Zuk, Chief Capital Officer
Alba Taylor, Associate Corporate Secretary and Sr. Legal Counsel

CLOSED SESSION

1. Call to Order and Remarks by Chair

Chair Prichard called the meeting to order at 5 p.m.

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

There were no conflicts of interest declared.

2. Board Update

Chair Prichard announced to the Board that he had tendered his resignation as Board Chair effective today. Vice Chair Bryan Davies will act as Board Chair until a successor has been appointed.

On behalf of the Board, Vice Chair Bryan Davies and CEO Phil Verster thanked Chair Prichard for his work and dedication to Metrolinx.

3. Minister's Briefing

CEO Phil Verster described the recent Minister's briefing.

4. CPG Commercial Update

The Board discussed the status of the Eglinton Crosstown LRT claim. Staff described the reasons for the legal actions recently initiated by Crosslinx Transit Solutions, and Metrolinx's response strategy. Staff committed to further updates as this matter progresses.

5. Other Business

There was no other business to discuss.

EXECUTIVE SESSIONS

6. Executive Session

The Board held an executive session in the absence of staff other than the CEO and the Associate Corporate Secretary.

Chair Prichard left the meeting room, and Vice Chair Davies assumed the role of meeting chair. The Board discussed its role and the role of the Vice Chair going forward in light of

the Board Chair's resignation. The Board considered opportunities to advance discussions on upcoming Board member appointments and term expiries.

Board members thanked Mr. Davies for agreeing to assume the Board chairmanship while a permanent appointee is identified.

Finally, Board members expressed their gratitude to Mr. Prichard for his leadership over the past nine years by unanimously passing the following resolution:

RESOLVED:

THAT the Metrolinx Board of Directors extends its deep appreciation to Metrolinx's Board Chair J. Robert S. Prichard for his significant contributions, leadership and dedication to Metrolinx over the past nine years, serving as President and CEO then Chair of the Board of Directors for seven years;

AND THAT the Metrolinx Board of Directors recognize in particular Mr. Prichard's exemplary leadership during this time of exponential growth to achieve the planning, building and operating requirements of an evolving regional transportation system in the Greater Toronto and Hamilton Area that supports changing mobility needs and economic growth and development in the region, with the support of the Province and in collaboration with 31 municipal partners.

Carried

7. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 5:40 p.m.

Carried

Bryan Davies, Vice Chair

Alba Taylor, Associate Corporate
Secretary

c/s