
BOARD OF DIRECTORS

DATE OF MEETING:	June 30, 2022
TIME OF MEETING:	8:00 a.m.
PLACE OF MEETING:	J. Robertson S. Prichard Boardroom 4 th floor, 97 Front Street West, Toronto, Ontario, M5J 1E6 Video & Audio Conference
CHAIR:	Donald Wright
PRESIDENT & CEO:	Phil Verster
MEETING SECRETARY:	Alba Sandre Taylor, Vice President & Corporate Secretary
MEMBERS PRESENT:	Bryan Davies James Dodds Janet Ecker Luigi Ferrara Debbie Hutton Michael Kraljevic Tony Marquis Reg Pearson Robert Poirier Sylvie Tessier Paul Tsaparis
REGRETS:	Emily Moore
OTHERS PRESENT:	Ramneet Aujla, Chief Human Resources Officer Karla Avis-Birch, Chief Planning Officer Mark Baillie-Rouse, Vice President, GO Expansion & Transformation Mark Childs, Chief Marketing Officer Matt Clark, Chief Capital Officer Martin Gallagher, Chief Safety Officer Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Karima Hashmani, Chief Inclusion Officer David Jang, Chief Communications Officer Steve Levene, Chief Operating Officer - Rapid Transit

Heather Platt, Chief Legal Officer
Ian Smith, Chief Operating Officer
Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer
Lena Azzou, Vice President, Strategy & 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
Trish Colley, Vice President, Customer Service Delivery
Emily Cosburn, Manager, Environmental Management
Mark Ciavarro, Vice President, Subway Extensions
Nicholas Day, Director, Regional Planning
Antonio DiFebo, Manager & Senior Advisor to the COO
Vesna Dobric, Senior Advisor, Board Governance
Stephen Collins, Program Sponsor, Yonge North Subway Extension
Sarah Farooq, Senior Advisor to the Chief Communications Officer
Dwayne Geddes, Head Sponsor, Subways
Rob Genoway, Director, Legal Services
Kelly Hagan, Vice President, Community Engagement
Angeline Hawthorn, Senior Advisor, Capital Projects Group
Steven Hobbs, Chief of Staff to the President & CEO
Andrew Hope, Executive Vice President, Subway Program Delivery
Giulia Ilacqua, Senior Advisor, Office of the President & CEO
Sadaf Khorsand, Manager & Senior Advisor Marketing
Audrey Lemieux, Senior Manager & Advisor to the Chief Financial Officer
Malcolm Mackay, Senior Planning Officer, Transit Integration
Paul Manhire, Executive Vice President, Rapid Transit Implementation
Marcia Medrano, Vice President, Stations Capital Delivery
Nadine Navarro, Head Sponsor Stations
Fay Pittman, Chief Engineer
Margo Stewart, Senior Advisor Capital Projects Group
Laura Taylor, Board Coordinator
Gord Troughton, Vice President, GO Expansion Project Delivery
Alex Tseytlin, Executive Assistant
Richard Tucker, Vice President, Subway Project Delivery - Ontario Line
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.

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.

Due to previously declared conflicts: **[Personal Information.]**

No other 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.]

3. Strategic Objectives and Key Success Factors

Staff joined the meeting in progress at 9:13 am.

Lena Azzou, Chief of Staff, Andrew Hope, Executive Vice President, Subway Program Delivery, Justyna Witek, Deputy Chief Financial Officer, Fay Pittman, Chief Engineer, Eve Wiggins, Vice President, Bus Services, Daniela Aubrey, Deputy Chief Payments Officer, and Kelly Hagan, Vice President, Community Engagement, presented Metrolinx's annual strategic objectives and longer term Key Success Factors.

Staff highlighted goals for safety, employee engagement, customer satisfaction, community and indigenous consultations, environmental performance, and operational performance. Staff described how the key behaviours - new to Metrolinx this year - provide the cultural foundation for achieving the identified objectives.

[Redacted: Advice to Government.]

The Board briefly considered the key behaviours and what elements such as 'courageous' and working 'at pace' mean in the context of Metrolinx's work.

RESOLVED:

THAT, as described in the Senior Management Team’s June 30th, 2022 report and subject to any additional considerations proposed by the Board:

- 12 Key Success Factors described in the report be adopted to guide Metrolinx’s business over the next 3-5 years, including key behaviours to identify how we work
- 16 Strategic Objectives be adopted for fiscal year 2022/23

AND THAT, staff monitor and report back on progress including through regular updates on business performance at appropriate Board standing committees and the full Board, as appropriate.

Carried

4. Environmental, Social, and Governance Strategy

Lena Azzou, Vice President, Strategy & Transformation, presented Metrolinx’s Environmental, Social and Governance (ESG) key accomplishments. Staff described progress made since the December Board meeting to identify and consolidate information across the organization on ESG achievements and opportunities. Using this work, staff intend to develop a formal strategy and ESG framework before the end of the year that will include Global Report Initiative (GRI) metrics and assurance, **[Redacted: Advice to Government.]**

Staff congratulated staff on the many activities already underway. **[Redacted: Advice to Government.]**

Staff also confirmed that on the ‘social’ side, work continues on Metrolinx’s equity, diversity and inclusion program through the Chief Inclusion Officer and Chief Human Resources Officer.

The Board asked that staff consider adding ESG reporting within Metrolinx’s Annual Report. Finally, the Board also asked that staff consider adding a forward-looking view/commitment on matters such as LEED certification.

[Redacted: Advice to Government.]

5. Inclusion and Engagement Transformation Plan

Karima Hashmani, Chief Inclusion Officer, presented the Inclusion and Engagement Divisional 2025 Plan, including the proposed vision, actions and outcomes that will lead the organization on its equity, diversity, inclusion (“EDI”) and engagement journey.

[Redacted: Labour Relations.]

6. Light Rail Transit Update

Steve Levene, Chief Operating Officer (Rapid Transit), and Paul Manhire, Executive Vice President, Rapid Transit Implementation, presented risks and lessons learned from the Ottawa LRT program (“OC Transpo LRT”) and opportunities to incorporate them into the Eglinton Crosstown LRT (“ECLRT”) and broader LRT portfolio (including Finch and Hurontario).

[Redacted: Advice to Government, Relations with Other Governments.]

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

[Redacted: Advice to Government, Relations with Other Governments.]

7. Business Items

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

PUBLIC SESSION

8. Call to Order and Land Acknowledgment

The Chair called the meeting to order at 10:45 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.

9. Safety Moment

David Jang, Chief Communications Officer, reviewed safety and security measures. The Board watched a video of a recent near miss on Metrolinx’s tracks. Staff also briefly described how Metrolinx’s work on level crossings is aimed at reducing the risks of an incident similar to the one recently experienced by Amtrak.

10. Chair’s Remarks

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

1. A letter from Sheena Sharp, Green Party of Ontario, received May 22, 2022 regarding Thorncliffe Park.

2. A letter from Sheena Sharp and Irwin Elman, received May 22, 2022 regarding Thorncliffe Park.
3. A letter from Sandra Ali, received May 24, 2022 regarding Thorncliffe Park.
4. A letter from Rosemary Waterston, received May 22, 2022 regarding Ontario Line Storage Facility.
5. A letter from Joanne Chu, received May 26, 2022 regarding Thorncliffe Park.
6. A letter from Jamie Coulter, received May 26, 2022 regarding Thorncliffe Park.
7. A letter from Elise Rochefort, received May 26, 2022 regarding Thorncliffe Park.
8. A letter from Barbara Kinnear, received May 25, 2022 regarding Thorncliffe Park.
9. A letter from Andrea Sanche, received March 29, 2022 regarding Ontario Line.
10. A letter from Andrea Meynell, received May 22, 2022 regarding Thorncliffe Park.
11. A letter from Heather McKinnon and Andrew Watt, received June 29, 2022 regarding Eglinton Crosstown West Extension in York South-Weston.

The Chair congratulated Rick Byers on his recent election to office, and thanked him for his valuable contributions to the Metrolinx Board. The Chair also welcomed Deb Hutton and James Dodds as Metrolinx's newest Board members.

11. CEO's Report

Phil Verster, President and Chief Executive Officer, highlighted recent Metrolinx activities and achievements, including: adding coaches back to trains to meet demand as riders begin to return to the downtown core; adding weekday and weekend GO service on select lines, including seasonal weekend trips to Niagara Falls and seasonal GO Bus service to popular destinations like Canada's Wonderland, St. Jacobs Market and Toronto Premium Outlets; increasing UP Express service to every 15 minutes on weekdays during peak times; and increased ridership recovery GO and UP Express.

On the capital projects side, Metrolinx achieved a major milestone on GO Expansion by signing the OnCorr contract with ONxpress. PRESTO contactless payment is expected to launch soon on GO transit and select 905 transit agencies, and PRESTO card users now automatically receive a 100% discount on local fares when connecting between GO transit and select transit agencies. Finally, PRESTO has also implemented discounted fares for youth and post-secondary students.

The CEO also acknowledged a recent fatal incident involving a Crosslinx Transit Solutions subcontractor worker at the Cedarvale Station, which is still under investigation, noting the

importance of safety and sharing lessons learned.

The CEO noted Metrolinx's recognition of National Indigenous History Month and Indigenous Peoples Day, including a presentation titled "Truths and ReconciliACTION" for all employees, facilitated by guest presenters from Cambium Indigenous Professional Services. Metrolinx also celebrated Pride Month with employees participating in the Toronto Pride Parade wearing Ride with Pride T-shirts, the sale proceeds of which will be donated to Supporting Our Youth, an organization providing services and programming to support the health and well-being of LGBT2SQ youth and young adults. Finally, Metrolinx has recently partnered with Global Black Pride to celebrate Black LGBTQI+.

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

1. Josh Allen, Station Ambassador, Katherine Irvine and Yinka Sulaimon, Team Leads, Keil Mitchell, Jessie Melhuish and Eva McGibbon, Customer Care Coordinators, and Sameer Ali, Facility Maintenance Leader, as well as VIA staff Bhavish Luximon, In-Charge Member and Oliver Moloney Engineer, for providing life-saving assistance to a VIA passenger;
2. Heather Platt, Chief Legal Officer, and the entire legal team for being selected as an Excellence Awardee for Construction, Infrastructure and Transportation Law Department of the Year by Canadian Law Awards; and
3. Mark Childs, Chief Marketing Officer, Sharyn Byrne-Nearing, Vice President, Brand, Digital & Product Marketing, and the entire marketing team for their work on creating programs to re-ignite our ridership recovery efforts, which included GO and UP multicultural campaigns that were recognized with a 2022 National Marketing Award.

The Board watched a video on Metrolinx's Let's Get Ready to Ride campaign, featuring highlights of various activities and customer experience campaigns executed since the spring as Metrolinx welcomed customers back.

12. Let's Get Ready to Ride

Sharyn Byrne-Nearing, Vice President, Brand and Marketing, and Kelly Hagan, Vice President, Community Engagement summarized the results of Metrolinx's spring and summer marketing activities and upcoming programs. Related efforts include relaunching the "GO Beyond" campaign focused on summer activities. As a result of these initiatives, staff are seeing steady ridership recovery across the network, along with increased uptake of online options for communicating with Metrolinx (through On the GO alerts) and e-ticketing. Other programs include a "don't need a car to GO" campaign, targeting Generation Z riders, a return to office

program, offering a three month flat rate pass for employers, and promotions and partnerships relating to the return of in-person events.

Staff also highlighted project level multi-lingual communication initiatives to keep communities informed and engaged on Metrolinx's projects.

The Board discussed progress on Metrolinx's billboard signage program, and the success of a recent influencer campaign leveraging the interest of an internationally known train enthusiast visiting Canada over the summer.

13. Capital Projects Progress

Matt Clark, Chief Capital Officer, provided an overview of spring construction progress on various capital projects including: Finch West LRT, Ontario Line, Bramalea GO Station, Eglinton Crosstown LRT, Eglinton Crosstown West Extension and the Davenport Diamond Guideway.

The Board discussed Metrolinx's work at the First Parliament site including monitors in place to ensure any archaeological items are properly detected and preserved, and opportunities to engage with the community and construct the station in a manner that celebrates the history of the site. Staff acknowledged receipt of community letters regarding this work and committed to connecting with each of the writers. To date, Metrolinx has held many virtual open houses, met with local leaders, and launched design surveys, with more activities still to come including the opening of a local community officer and an in-person open house in July.

14. 2021-2022 Annual Report

David Jang, Chief Communications Officer, and Justyna Witek provided an overview of the 2021-2022 Annual Report and audited financial statements. Staff confirmed that Metrolinx had received a 'clean' opinion from its external auditors. At year-end, Metrolinx's Total Operating Subsidy Requirement was \$946.2 million, an improvement of \$55.6 million compared to 2021-22 Budget of \$1,001.8 million. The organization also generated total BIP savings of \$180.7M at year-end; an improvement of \$35.6M against a target of \$145.1M at Budget (LE).

RESOLVED, on the 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 and any other final formatting or other minor, non-material revisions required by staff, the Metrolinx Annual Report for 2021-22 be approved;

AND THAT, Audited Financial Statements for Metrolinx for the year ended March 31, 2022 as appended to the 2021-22 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

15. Open Payments By-law Amendment

Trish Colley, Vice President, Customer Service Delivery, presented proposed revisions to Metrolinx By-law No. 2A to facilitate implementation of open payments on GO Transit. Staff confirmed learnings from the UP Express pilot will be leveraged for the planned program launch on GO. Staff briefly explained the by-law amendments, which are required to effect a change to real time fare inspection(s) for enforcement purposes.

RESOLVED:

THAT, as further described in the June 30, 2022 'PRESTO Contactless Payment on GO Transit and Union Pearson (UP) Express report to the Board (the "Report"), Metrolinx By-law No. 2A (the "By-Law") be revised to implement the PRESTO Contactless Payment Program on GO Transit;

AND THAT, By-law No. 2A be repealed and replaced with the revised By-law No. 2A attached to the Report as Appendix A, effective as of August 11, 2022;

AND THAT, the Chairman and Secretary be authorized to sign the By-laws.

Carried

16. 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: 45 a.m. for the closed session

17. Consent Items

FOR APPROVAL

RESOLVED:

THAT Consent Agenda items 17.1 and 17.2 are approved as follows:

17.1 Approval of February 17, 2022 Minutes

THAT the minutes of the Board of Directors meeting of February 17, 2022 be approved.

17.2 Approval of March 30, 2022 Minutes

THAT the minutes of the Board of Directors meeting of March 30, 2022 be approved.

17.3 Appointment of Officers

THAT, as described in the Corporate Secretary's June 30, 2022 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
Ramneet Aujla	Chief Human Resources Officer	May 9, 2022
Karima Hashmani	Chief Inclusion Officer	April 20, 2022

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

18. Report of the Board Standing Committees

18.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since February 17, 2022. The Committee met four (4) times since the last Board meeting and 28 (twenty-eight) transactions were considered.

18.2 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee ("AFARM") Chair, reported on matters discussed at the Committee's June 28, 2022 meeting.

The AFARM Chair confirmed AFARM's endorsement of the annual report and audited financial statements, which were approved by the Board during the public session.

The Board briefly discussed the risk transformation plan, including the proposal that each Board committee receive regular reports on risks within their mandate areas. However,

AFARM will continue to receive a consolidated list of the organization's top risks (in addition to its mandate-specific risks).

The Board asked that staff consider adding a discussion on risk as part of the annual spring strategy session.

18.2.1. Risk Transformation Plan

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

THAT, as described in the June 6, 2022 report to the Audit, Finance, and Risk Management Committee, the proposed Enterprise Risk Program transformation plan, including a road map, vision, outcomes, actions & objectives for 2025, aligned with the recent program review and industry benchmarks, be endorsed;

AND THAT staff report back to the Audit, Finance and Risk Management Committee, and to Board as necessary, on progress against and any adjustments to the risk transformation plan.

Carried

18.3 Capital Oversight Committee

On behalf of Emily Moore, Committee Chair, Robert Poirier reported on matters discussed at the Capital Oversight Committee's May 16, 2022 meeting highlighting risks observed by the Committee **[Redacted: Economic and Other Interests, Advice to Government, Cabinet Records.]** The Committee also anticipates hearing more about Metrolinx's new commercial models and how success is being monitored and Metrolinx's capacity and capabilities to manage its program (and any associated challenges or successes).

Staff confirmed the high value and benefit this committee brings to the organization.

18.4 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee ("CEC") Chair, reported on matters discussed at the Committee's June 29, 2022 meeting, including review of Metrolinx's customer resident strategy, and progress on the non-fare revenue program.

[Redacted: Advice to Government.]

[Redacted: Economic and Other Interests.]

18.5 Governance Committee

Janet Ecker, Governance Committee Chair, reported on matters discussed at the Committee's June 27, 2022 meeting, including implementation of a Board cultural census and a request to review how Board committees track and monitor conflicts.

18.5.1. Revised PRESTO Committee Terms of Reference

RESOLVED, on recommendation of the Governance Committee:

THAT, the revised PRESTO Committee Terms of Reference (TORs) as set out in the Chief Payments Officer and Vice President Legal Services & Corporate Secretary's June 27, 2022 report to the Governance Committee (the "Report") be approved to align with PRESTO's divisional name change to Payments (PRESTO).

Carried

18.5.2 NEW - Board Standing Committee Appointments

RESOLVED, on recommendation of the Governance Committee:

THAT subject to discussions with affected Board standing committee chair(s) and the Governance Committee Chair, the Board Chair is authorized, on behalf of the Board, to appoint new members or adjust current membership to any of the Board Standing Committees or other Board working groups (including without limitation the Metrolinx-TTC PRESTO Joint Advisory Group) over the course of the summer.

Carried

18.5.3 NEW - Board Charter Revisions

RESOLVED, on recommendation of the Governance Committee:

THAT, as discussed by the Governance Committee on June 27, 2022, the Board Charter be revised to include general reference to the Board's oversight role on safety and security policies and practices, and environmental, social and governance strategies and key performance indicators;

AND THAT the revised Board Charter as describe above be approved, effective June 30, 2022.

Carried

18.6 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee (“HRCC”) Chair, reported on the Committee’s June 29, 2022 meeting, including a presentation by OMERS representatives on plan performance and the results of Metrolinx’s employee engagement survey.

The Board deferred consideration of the approval items to the Board-only in camera session.

18.7 PRESTO Committee

Paul Tsaparis, PRESTO Committee Chair, reported on matters discussed at the Committee’s meetings held since February 25, 2022 including: **[Redacted: Advice to Government, Economic and Other Interests.]**

18.8 Real Estate Committee

Robert Poirier, Real Estate Committee (“REC”) Chair, reported on the Committee’s meetings held since February 17, 2022. The Committee has met four (4) times, specifically on March 21, 2022, April 19, 2022, April 29, 2022 and May 24, 2022 and discussed various transactions, as described in the REC report.

19. Other Business

There was no other business to discuss.

EXECUTIVE SESSIONS

20. Executive Session

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

20.1 HRCC Report to the Board - National Day of Truth and Reconciliation

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

THAT, as set out in the report to the Human Resources and Compensation Committee from the Chief Human Resources Officer dated June 29, 2022, Metrolinx recognize the federally regulated statutory holiday - the National Day for Truth and Reconciliation on September 30, 2022 - as a paid holiday for staff for 2022.

Carried

21. Executive Session

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

[Redacted: Labour Relations.]

22. Adjournment

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

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary

c/s