
BOARD OF DIRECTORS

DATE OF MEETING:	September 8, 2022
TIME OF MEETING:	8:00 a.m.
PLACE OF MEETING:	J. Roberts S. Prichard Boardroom 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 Deb Hutton Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Sylvie Tessier Paul Tsaparis
REGRETS:	None
OTHERS PRESENT:	Ramneet Aujla, Chief Human Resources Officer Mark Childs, Chief Marketing Officer Stephanie Davies, Chief Capital Officer - GO & UP Martin Gallagher, Chief Operating Officer GO & UP & Chief Safety Officer Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Karima Hashmani, Chief Inclusion Officer Andrew Hope, Chief Capital Officer - Rapid Transit David Jang, Chief Communications Officer Steve Levene, Chief Operating Officer - Rapid Transit Heather Platt, Chief Legal Officer

Daniela Aubry, Deputy Chief Payments Officer
Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer
Sharyn Byrne-Nearing, Vice President, Brand and Marketing
Daniel Cicero, Sponsor, Ontario Line
Nicholas Day, Director, Regional Planning
Vesna Dobric, Senior Advisor, Board Governance
Fawad Ebraemi, Executive Vice President, Payments Transformation
Joseph Ehrlich, Director, Project Planning
Sarah Farooq, Senior Advisor to the Chief Communications Officer
Dwayne Geddes, Head Sponsor, Subways
Rob Genoway, Director, Legal Services
Mathieu Goetzke, Vice President, Planning
Kelly Hagan, Vice President, Community Engagement
Angeline Hawthorn, Senior Advisor, Office of the CCOs
Steven Hobbs, Chief of Staff to the President & CEO
Michael Hodge, Executive Vice President, Subway Project Delivery - Ontario Line
Sadaf Khorsand, Manager & Senior Advisor Marketing
Malcolm MacKay, Program Sponsor, Ontario Line
Anne Marie Aikins, Head of Media & Public Relations
Jocelyn McCauley, Senior Manager & Advisor to the Chief Safety Officer
Bhavana Nelliparambil, Principal Sponsor
Rick Schippling, Vice President, Development - Heavy Rail
Bill Tucker, OLDP Delivery Director
Steve Weir, Manager, Transit Safety Operations
Justyna Witek, Deputy CFO
Christopher Turner, Commercial Director - Subways, Infrastructure Ontario

CLOSED SESSION

1. Call to Order, Remarks by Chair, and Conflicts

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.

[Redacted: 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.

3. Safety Moment

Staff joined the meeting at 9:08 a.m.

Martin Gallagher, Chief Operating Officer (GO & UP), and Steve Weir, Manager, Transit Safety Operations, reviewed safety and security measures. The group held a safety moment around the shooting that took place near Union Station in July. The Chair presented Metrolinx staff who were involved in the incident with a certificate commending their bravery.

4. Post-Covid Impacts to Business Cases

Karla Avis-Birch, Chief Planning Officer, and Mathieu Goetzke, Vice President, Planning, presented an overview of the post-Covid impacts on business cases for transit projects.

Staff indicated that pandemic concerns are subsiding and ridership continues to increase. However off-peak ridership has recovered faster than peak ridership (which continues to lag). Related impacts on transit project business cases are varied (between 5-10%), with projects not directly serving the downtown core seeing less of an impact. Overall, there is little impact on total project performance and lifecycle benefits.

Staff noted that the completion of Metrolinx's transit projects will create additional transportation networks and hubs throughout the region that will increase ridership despite variable working arrangements. To assist with increasing new and sustainable ridership, Metrolinx will also be focusing on a revamped customer satisfaction strategy that focuses on journey stages as well as tourism related travel.

The Board discussed the importance of ensuring customer service amenities (such as device charging, Wi-Fi, etc.) are also retained. Staff agreed to weave a narrative around this into the paper.

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

[Redacted: Advice to Government.]

5. Community Benefits and Supports Program

Karla Avis-Birch and Bhavana Nelliparambil, Principal Sponsor, highlighted progress on implementing Metrolinx's Community Benefits and Supports Program, focusing on key activities taking place under each of the strategy's four pillars: employment opportunities, local business supports, public realm improvements and community improvement supports.

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

Staff confirmed that currently direct subsidies do not form part of local business supports (Pillar 2). Instead, staff are focussed on raising the profiles of local businesses and working with business improvement associations to help minimize impacts and disruptions caused by construction. The Board encouraged staff to review the programs and initiatives offered in other jurisdictions (such as B.C. and Ottawa) to manage impacts of transit project construction and help support local businesses/communities.

The Board discussed how community benefits are allocated as between Metrolinx and local stakeholders such as municipalities, which may sometimes bear the benefit (and long term maintenance obligations) of Metrolinx's investments (i.e. through the conversion of construction lay down areas into permanent city parks, post construction). **[Redacted: Advice to Government.]**

Staff will be reporting to the Board on the progress and achievements under each Pillar. Staff also agreed to report back to the Audit, Finance and Risk Management Committee on Metrolinx' social procurement/diverse supplier initiatives.

6. Indigenous Relations Program

Karla Avis-Birch presented an update on staff's approach to providing capacity support to Indigenous Nations and communities for project planning and delivery consultation and engagement (including on-site monitoring). Accordingly, staff sought approval to enter into related capacity supports agreements with impacted Indigenous Nations and communities.

[Redacted: Advice to Government, Economic and other interests.] Staff agreed to provide the Board with a map of which Nations/Communities are being consulted/engaged with for each project. **[Redacted: Advice to Government, Economic and other interests.]**

[Redacted: Economic and other interests.] Staff expect funding will predominantly be used for archeological studies and other report reviews. Staff described how the proposed funding approach mirrors that provided by Metrolinx to municipal stakeholders on Metrolinx's projects (to build the capacity needed to support Metrolinx's capital project timelines). The Board asked staff to report back on such municipal supports (including overall costs) to the Audit, Finance and Risk Management Committee.

RESOLVED:

THAT, as described in the Chief Planning Officer's September 8, 2022, report to the Board (the "Report"), Metrolinx is authorized to enter into capacity agreements with First Nations to support project delivery requirements and satisfy Duty to Consult responsibilities.

AND THAT, as described in the Report staff are authorized to issue single source purchase order(s) and payments to Indigenous Nations and Communities under the capacity supports agreements [**Redacted: Economic and other interests.**].

AND THAT going forward the costs of capacity supports to Indigenous Nations and communities be included as part of project estimates and approved through regular Metrolinx governance processes;

AND THAT the Chief Planning Officer provide status updates on program implementation to the Board as required.

Carried

7. Ontario Line Update

[Redacted: Advice to Government, Economic and other interests, Cabinet Records.]

[Redacted: Advice to Government, Economic and other interests, Cabinet Records.]

[Redacted: Advice to Government, Economic and other interests, Cabinet Records.]

8. Payments (PRESTO) SIAM Procurement RFP Release

Note: Due to timing constraints, discussion of this item was deferred and took place following the completion of the Public Session.

Barclay Hancock, Chief Payments Officer, and Fawad Ebraemi, Executive Vice President, Payments Transformation, sought approval to issue the Negotiated Request for Proposal ("NRFP") for the PRESTO procurement Lot 5: Service Integration and Management ("SIAM") scope of work.

Staff confirmed that SIAM is the specialist service framework that will be used to transition and manage PRESTO operations with the various vendors [**Redacted: Advice to Government, Economic and other interests.**].

PUBLIC SESSION

9. Call to Order and Land Acknowledgment

The Chair called the meeting to order at 11:05 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 Huron-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.

10. Safety Moment

Karima Hashmani, Chief Inclusion Officer, reviewed safety and security measures and led the group in a safety moment.

11. Chair's Remarks

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

1. A letter from Marie Kelly on behalf of ACTRA received August 15, 2022 regarding Metrolinx's Advertising Agency.
2. A letter from Trevor Heywood received September 12, 2022 regarding GO Train Operations.

The Chair briefly reviewed the meeting agenda.

12. CEO's Report

Phil Verster, President and Chief Executive Officer, highlighted recent Metrolinx activities and achievements, including ridership recovery. Compared to 2019, GO weekend ridership is at 102% and GO and UP daily ridership are at 48.3% and 58.3% respectively. This is 2.5% above ridership projections for the year which in part is due to a resurgence in leisure travel (e.g. CNE, Canada's Wonderland, Caribana, Toronto Zoo, Niagara Falls).

These results have been achieved notwithstanding recent operational challenges including crew availability, resignation rates, supply chain challenges and trespassing events. Metrolinx takes trespassing incidents seriously and will continue to hold campaigns in communities to address this behaviour and help ensure everyone remains safe. To this end Metrolinx will also participate in Railway Safety Week which runs from September 19th to 25th.

On the customer satisfaction front, GO's CSAT score is at 82% (up four points from the last quarter). Staff are encouraging customers to review GO alerts and our websites to help mitigate any disruptions. Metrolinx is also continuing to increase services including bus routes for students and services to McMaster, Waterloo, York Region. On October 15th Metrolinx will reintroduce year round service from Union Station to Niagara (twice a day).

The CEO highlighted recent improvements to Metrolinx's payment system. On August 11th contactless payment was introduced on GO, MiWay, Oakville and Brampton Transit. By the end of August, PRESTO will have processed 42,000 open payment taps across the four transit

agencies. Metrolinx is excited to continue with open payments roll out which will include debit cards in the future.

The CEO summarized community engagement activities that have taken place across various neighbourhoods including door to door campaigns. The CEO highlighted the impacts of community engagement, including the reduction of the size of the Don Valley lay over facility by 20% based on community feedback. In addition, Metrolinx is continuing to strengthen its relationship with Indigenous Nations including through working on capacity agreements to support consultation and engagement on projects. Finally on September 30th, all staff will be observing the National Day of Truth and Reconciliation. Staff will return in December to report on Metrolinx's community engagement activities.

Finally, the CEO recognized Metrolinx's Chief Legal Officer, Heather Platt, who was recognized as one of Canada's top 25 influential lawyers by Canadian Lawyer. In addition, under Heather's leadership the Legal Services team was selected for an excellence award in construction and transportation law by the Canadian Law Awards.

13. Capital Projects Progress

Stephanie Davies, Executive Vice President, GO Expansion, and Andrew Hope, Executive Vice, President, Subway Program Delivery, provided an overview of construction progress on various capital projects including: Weston Station construction; widening of the Lakeshore East corridor; Guelph Station construction; and progress on the Hurontario; Eglinton Crosstown; and Eglinton Crosstown West Extension LRTs.

The Board Chair noted a recent tour of various capital projects underway provided an opportunity to observe firsthand the size and scale of Metrolinx's projects.

The Board discussed how the Hurontario LRT will connect with GO bus and Mississauga transit services at Square One. The Board also discussed the speed at which Metrolinx's tunnel boring machines can operation, which staff confirmed can tunnel at approximately ten to fifteen metres per day, depending on soil conditions.

14. Let's Get Ready to Ride

Sharyn Byrne-Nearing, Vice President, Brand and Marketing, and Daniela Aubry, Deputy Chief Payments Officer, summarized the results of Metrolinx's summer marketing activities and upcoming promotions, including ridership recovery and the launch of PRESTO Contactless Payment.

Staff provided an overview of open payment for credit card users which launched on August 11 across four transit agencies. Metrolinx is reminding customers to tap on and off with the same credit card when using contactless payment on GO as the fare is determined by distance. Contactless credit along with debit will continue to be rolled out in the months to come, with

TTC targeted for late next year. Staff noted that the contactless payment currently charges the adult fare only. Other fare discounts are available for students and seniors using the PRESTO card.

Over the summer, brand ambassadors continued to have meaningful interactions with customers with hundreds of engagements per day. The Board discussed the benefits of Metrolinx attending community events beyond the promotion of transportation, which has included Metrolinx's roll out of vaccination buses. These buses are still active and have resulted in over 117,000 vaccinations to date.

Moving into the fall Metrolinx will be focusing on commuters and students to continue to encourage a return of ridership. This includes the return to office program and the Let Us Drive campaign. Metrolinx will also be focussing on the Gen Z market with the "You Don't Need a Car to GO" campaign aiming to increase Gen Z ridership.

Finally, the Board discussed Metrolinx's various ticket options including the weekday group pass, which allows multiple passengers to travel on one card.

15. Fare Enforcement By-law Amendment

Martin Gallagher, Steve Weir, Manager, Transit Safety Operations and Jocelyn McCauley, Senior Manager & Advisor to the Chief Safety Officer, presented the revised graduated fee structure for fare related offences and related request to amend Metrolinx By-law No. 7, to give Revenue Protection Officers and Special Constables the ability to issue escalating fines corresponding to the level of offence.

The Board discussed current fare enforcement options available for Revenue Protection Officers and Special Constables which are largely limited to the issuance of a \$100 fine irrespective of the circumstances. An amendment to By-law No.7 will implement a more variable penalty system, with escalating fines for repeat offenders and a first-time offence fine of \$35 which is similar in value to the average fine issued when customers challenge the fine through Metrolinx's dispute resolution process.

The Board asked staff to report back at a later time on how the new escalating fine system is working out. The Board also discussed how Metrolinx is improving options for customers to purchase tickets. Staff shared some of the innovative ways customers can currently buy tickets including using the QR codes on the lanyards of station ambassadors.

RESOLVED:

THAT, as further described in the Chief Safety Officer's report dated September 8, 2022 (the "Report"), the Board approves amendments to By-law No. 7 to establish an escalated fee structure for fare related offences;

AND THAT amended By-law No. 7 attached to the Report as Appendix A is enacted, effective as of October 10, 2022;

AND THAT the current By-law No. 7 be repealed and replaced with the revised Bylaw No. 7 attached as Appendix A to this Report, effective as of October 10, 2022;

AND THAT the Board Chair and Corporate Secretary are authorized to sign the Bylaw.

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 12:03 p.m. for the closed session

17. Consent Items

FOR APPROVAL

RESOLVED:

THAT Consent Agenda items 17.1, 17.2 and 17.3 are approved as follows:

17.1 June 30, 2022 Minutes

[Redacted: Personal Information.]

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

17.2 August 17, 2022 Minutes

[Redacted: Personal Information.]

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

17.3 Appointment of Officers

THAT, as described in the Corporate Secretary's September 8, 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
Andrew Hope	Chief Capital Officer (Rapid Transit)	July 13, 2022
Stephanie Davies	Chief Capital Officer (GO & UP)	July 13, 2022
Martin Gallagher	Chief Operating Officer (GO & UP)	August 25, 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 July 21, 2022. The Committee met once since the last Board meeting and nine (9) 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 September 6, 2022 meeting, including: key items reported in the quarterly safety report; priorities outlined in the Minister's budget letter (including asset management and building out Metrolinx's engineering capacity); and matters highlighted in the cybersecurity report including the success of Metrolinx's internal phishing campaigns.

18.3 Capital Oversight Committee

Emily Moore, Capital Oversight Committee ("COC") Chair, reported on matters discussed at the Committee's August 15 and 16, 2022 meetings, including the Committee's deep dive into Go Expansion and ONCorr (including design choices to be made and integration with operations). This included project-level status updates **[Redacted: Economic and other interests, Cabinet Records.]** The Committee also reviewed staff's estimate at completion (EAC) process. The EAC session was helpful and provided the Committee with the context needed to support future discussions on overall project performance and how this is rolled up into the overall program health check report.

18.4 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee ("CEC") Chair, reported on matters discussed at the Committee's September 7, 2022 meeting. The Chair noted that the Committee had also reviewed and recommended approval of the Fare Enforcement By-law Amendment, which was discussed in public session.

[Redacted: Economic and other interests]

On the PRESTO in Mobile Wallet Fee Policy, **[Redacted: Economic and other interests, Advice to Government]**. Staff have been asked to report back on results in eighteen months.

18.4.1 PRESTO in Mobile Wallet Fee Policy

RESOLVED, on recommendation of the Payments (PRESTO) Committee and endorsement by the Customer Experience Committee:

THAT the Board approve the mobile pricing and physical card pricing update as described in the report entitled "PRESTO in Mobile Wallet Fee Policy" from the Chief Payments Officer and Deputy Chief Payments Officer dated September 7, 2022, **[Redacted: Economic and other interests, Advice to Government]**.

Carried

18.4.2 GO Rail Station Access Plan

RESOLVED, on recommendation of the Customer Experience Committee:

THAT as described in the report entitled "GO Rail Station Access Plan" from the Vice President, Stations Planning dated September 7, 2022, and subject to any changes requested by the Board, that the Board approve the GO Rail Station Access Plan which sets out the policies and station requirements for access improvements needed to support ridership growth to 2041 and enable GO Expansion.

Carried

[Redacted: Economic and other interests.]

18.5 Governance Committee

Janet Ecker, Governance Committee Chair, reported on matters discussed at the Committee's September 6, 2022 meeting, including; review of external legal counsel procurement and spend; conflict process for non-Board members on the Payments (PRESTO) and Capital Oversight Committees; review of the board manual and Board work plan review.

Finally, the Committee reviewed the Directors' survey results and feedback by the Chair from 1:1 Board member interviews. The results were generally positive, but included some constructive feedback **[Redacted: Advice to Government]**.

18.5.1. Board of Directors Cultural Census

RESOLVED, on recommendation of the Governance Committee:

THAT, as described in Corporate Secretary and Chief Inclusion Officer's September 6, 2022 report to the Governance Committee, the Board approves the implementation of a Cultural Census to be distributed to Board Members as part of onboarding (or otherwise as requested) with results reported back to Governance Committee for review and consideration of any potential actions including opportunities to improve Board representation and build awareness of Equity, Diversity and Inclusion on the Board.

Carried

18.6 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee ("HRCC") Chair, reported on the Committee's September 7, 2022 meeting, including: review of workplace violence incidents and risks and talent acquisition activities and actions undertaken to mitigate resignation and retention risks. **[Redacted: Advice to Government.]**

18.7 PRESTO Committee

Paul Tsaparis, Payments (PRESTO) Committee Chair, reported on matters discussed at the Committee's meetings held on August 4, 2022.

The Chair noted that the Committee had reviewed and recommended approval of the SIAM Procurement RFP which was discussed in closed session under agenda item 8.

In addition, the Committee had also reviewed and recommended approval of the PRESTO in Mobile Wallet Fee Policy that was approved by the Board under the Customer Experience Committee Chair's report agenda item 18.4.

[Redacted: Economic and other interests]

[Redacted: Economic and other interests]

18.8 Real Estate Committee

Robert Poirier, Real Estate Committee ("REC") Chair, reported on the Committee's meetings held since June 30, 2022. The Committee twice, on July 18, 2022 and August 15, 2022, and reviewed a number of transactions, however none require Board approval at this time.

The Chair noted that James Dodds has recently joined the Committee. **[Redacted: Advice to Government].**

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.

21. Executive Session

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

22. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 1:15 p.m.

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary

c/s