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**BOARD OF DIRECTORS**

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<b>DATE OF MEETING:</b>	May 10, 2023
<b>TIME OF MEETING:</b>	8:00 a.m.
<b>PLACE OF MEETING:</b>	J. Robertson S. Prichard Boardroom 4 <sup>th</sup> floor, 97 Front Street West, Toronto, Ontario M5J 1E6  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 James Dodds Janet Ecker Luigi Ferrara Deb Hutton Tony Marquis Reg Pearson Robert Poirier Sylvie Tessier Paul Tsaparis
<b>REGRETS:</b>	Emily Moore
<b>OTHERS PRESENT:</b>	Ramneet Aujla, Chief Human Resources Officer Karla Avis-Birch, Chief Planning Officer Mark Childs, Chief Marketing Officer Stephanie Davies, Chief Capital Officer - GO & UP Martin Gallagher, Chief Operating Officer (GO & UP) and 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  
Marcy Burchfield, Vice President, Planning  
Sharyn Byrne-Nearing, Vice President, Brand and Marketing  
Shilpa Dahiya, Director, Payments Security  
Vesna Dobric, Senior Advisor  
Jessica Foulds, Director, Strategy and Transformation  
Dwayne Geddes, Head Sponsor, Subways  
Rob Genoway, Director, Legal Services  
Ryzwana Hafiz, Corporate Law Clerk  
Steven Hobbs, Chief of Staff to the President & CEO  
Mishaal Hussain-Surani, Chief of Staff to the President & CEO  
Chris Lansley, Chief Risk Officer  
Malcolm MacKay, Program Sponsor, Ontario Line  
Liz McCurdy, Vice President, Strategic Talent Management  
Marcia Medrano, Vice President, GO Stations Capital Delivery  
Nadine Navarro, Head Sponsor, Stations  
Trevor Parker, Commercial Advisor  
Laizabelle San Gabriel, Senior Advisor, Board Governance  
Jake Schabas, RER Head Sponsor  
Rick Schippling, Vice President, Development - Heavy Rail  
Lesley Thompson, Vice President, Union Station and Lakeshore Rail Corridors  
Elisabeth Vogel-Szlendak, Director, Enterprise Risk Management

## **CLOSED SESSION**

### **1. Call to Order, Land Acknowledgment, 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.

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.

[Redacted: Personal Privacy.]

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: Solicitor Client Privilege, Economic and Other Interests.]

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

## 3. Safety Moment

Staff joined the meeting in progress at 9:16 a.m.

The Chair reviewed safety and security measures and the group held a safety moment, reflecting on mental health in support of Mental Health Awareness Month.

## 4. Consent Agenda

### FOR APPROVAL

#### RESOLVED:

THAT Consent Agenda items are approved as follows:

#### 4.1 March 29, 2023 Minutes

THAT the minutes of the Board of Directors meeting of March 29, 2023 be approved.

#### Carried

## 5. 2025 Transformation Plan Progress

Phil Verster, President and Chief Executive Officer and Jennifer Gray, Chief Financial Officer, provided an update on the progress of the Metrolinx 2025 Transformation Plan (the "Plan") including progress against and adjustments to the Divisional 2025 Plans.

The Board discussed the seven transformational themes and associated KPIs that will help strengthen each Division towards 2025 goals: [Redacted: Advice to Government.]

[Redacted: Advice to Government.]

The Board asked about the 2025 end-state and the vision for Metrolinx's future.

Finally, the Board discussed ways to improve the role of the public Board meeting sessions in support of transparency, accountability and community engagement.

**RESOLVED:**

**THAT**, as further set out in the report from the Metrolinx Senior Management Team on the organization's Transformation Plan 2025, dated May 10, 2023, that the Metrolinx Board of Directors receive this update for information;

**AND THAT**, staff report back on progress against divisional plans later in the calendar year, representing staff's annual report to Board;

**AND THAT**, staff continue to report back on progress against and adjustments to the divisional plans annually.

**Carried**

**6. Metrolinx Enterprise Risk Landscape**

Chris Lansley, Chief Risk Officer, presented the annual update on Metrolinx's Enterprise Risk Management program, together with key risk areas identified for the future, including capital projects, talent, indigenous relations, cyber and financial risks.

Staff reported that Committee level risk monitoring and reporting continues to progress well and the Board noted that the Committees appear better positioned to focus and drill down on their identified risks with staff.

The Committee discussed the importance of aligning Metrolinx's enterprise risk monitoring with the Province's risk management system. **[Redacted: Cabinet Records, Advice to Government.]**

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

The Board also discussed some of the risks that were not included in the top enterprise risks for 2023 **[Redacted: Advice to Government.]** **[Redacted: Advice to Government.]**

The Board asked that staff consider circulating the top risks to all committees.

Finally, the Board acknowledged the importance of holding regular risk discussions such as this as part of Metrolinx's regular risk review process. Staff anticipate returning to the Board in the Fall with revised risk scoring criteria for approval.

**RESOLVED:**

**WHEREAS** pursuant to the Board Charter, the Metrolinx Board of Directors is responsible for oversight of the Corporation's Enterprise Risk Management ("ERM") activities, including review and approval of the ERM policy and framework;

**AND WHEREAS** pursuant to the ERM Policy, the Board shall provide support and direction to ERM activities by receiving and reviewing annually all enterprise risks in the context of Metrolinx's annual strategy review;

**AND WHEREAS** annual Board review of Metrolinx's top enterprise risks is also aligned with the requirements of the Audit, Finance and Risk Management Committee ("AFARM") Terms of Reference, who provide quarterly oversight and reporting to the Board on ERM activities including review of top risks facing the organization and mitigation activities;

**BE IT RESOLVED THAT** in satisfaction of the foregoing and as described in the Chief Risk Officer May 10, 2023 report, the Board receive for information an update on Metrolinx's risk transformation activities, together with a historical review of the top risks faced by the organization over the past 2 years;

**THAT**, in satisfaction of the foregoing and as described in the Chief Risk Officer May 10, 2023 report, the Board receive for information an update on Metrolinx's risk transformation activities, together with a historical review of the top risks faced by the organization over the past 2 years;

**AND THAT**, subject to the Board's discussion, the Board acknowledge those forward looking risks proposed by staff and described in the Report as emerging risks for the year ahead, and authorize staff to proceed with recommended risk mitigation activities, reporting back on the status of these risks to the Audit, Finance and Risk Management Committee consistent with Metrolinx's ERM policy and framework.

**Carried**

**7. Sequencing Procurements to Address Supply Chain Risk**

Andrew Hope, Chief Capital Officer - Rapid Transit and Stephanie Davies, Chief Capital Officer - GO and UP, together with Arsalan Zargar, Senior Vice President, Project Delivery, Infrastructure Ontario, highlighted how procurement staging and sequencing (by scale and scope) has been identified as part of Metrolinx's overall strategy to mitigate supply chain risk, informed by a broader market review.

The Board discussed the significance of international projects and their impact on supply chain for Metrolinx projects. **[Redacted: Advice to Government, Economic and Other Interests.]**

**RESOLVED:**

**THAT**, subject to the Board's discussion, the Board receive for information the May 10, 2023 Board report from the Chief Capital Officer (GO & UP) and Chief Capital Officer (Rapid Transit) detailing strategies and tactics being implemented by staff to address certain observed and anticipated supply chain risks including adequate market and vendor response to Metrolinx procurement activities.

**Carried**

**8. PRESTO Innovation and Transformation**

Barclay Hancock, Chief Payments Officer, presented a progress update on PRESTO innovation and transformation, underscoring the pivotal changes anticipated in the years ahead.

The Board discussed various transformation projects underway including the TTC device refresh, open payments (credit and debit) - making PRESTO the first real time payment mass transit system in the world - and mobile wallet launch. **[Redacted: Cabinet Records, Advice to Government, Economic and Other Interests.]**

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

**RESOLVED:**

**THAT**, the Board receive, for information, a progress update on PRESTO innovation and transformation activities, including current risks and proposed mitigations, as described in the Chief Payment Officer's May 10, 2023 report (the "Report");

**AND THAT**, as described in the Report, staff continue to advance transformation activities and return to the Board for Treasury Board and procurement approvals consistent with Metrolinx's policies.

**Carried**

**9. [Redacted: Cabinet Records, Advice to Government, Relations with Other Governments, Economic and Other Interests.]**

**10. Community Benefits Strategy Reporting**

Karla Avis-Birch and Kelly Hagan, Vice President, Community Engagement provided an update on the Community Benefits Strategy ("CBS").

The Board discussed progress made towards implementation since staff last presented to the Board in September 2022. [Redacted: Advice to Government.]

**RESOLVED:**

**THAT**, as further set out in the report from the Chief Planning Officer and Head Sponsor, Subways, dated May 10, 2023, the Metrolinx Board of Directors receives, for information, an update on the progress on the implementation of the Community Benefits and Support Strategy ("CBS");

**AND THAT**, Metrolinx staff report back to the Board on the Community Benefits & Supports (CBS) activities undertaken in the priority transit projects on an annual basis, starting in Summer 2024.

**Carried**

After a short break, the meeting reconvened at 11:35 a.m.

11. **GO Expansion Off-Corridor Program - [Redacted: Cabinet Records, Economic and Other Interests.]**

[Redacted: Advice to Government]

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

12. [Redacted: Advice to Government, Economic and Other Interests.]
13. [Redacted: Advice to Government, Economic and Other Interests, Labour Relations and Employment-Related.]
14. **Other Business**

There was no other business to discuss.

15. **In Camera Meeting of the Board**

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

16. **In Camera Meeting of the Board**

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

## 17. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:47 p.m.

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Donald A. Wright, Chair

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Alba Sandre Taylor, Secretary

*c/s*