
BOARD OF DIRECTORS

DATE OF MEETING:	June 29, 2023
TIME OF MEETING:	8:00 a.m.
PLACE OF MEETING:	J. Robert 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 Luigi Ferrara Deb Hutton (until 9:50 a.m.) Emily Moore Reg Pearson Robert Poirier Sylvie Tessier Paul Tsaparis
REGRETS:	Janet Ecker Tony Marquis
OTHERS PRESENT:	Mark McQueen (guest of the Board) 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
Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer
Sharyn Byrne-Nearing, Vice President, Brand and Marketing
Ben Doadt, Legal Counsel
Rob Genoway, Director, Legal Services
Samantha Gurlpersaud, Board Coordinator
Ryzwana Hafiz, Corporate Law Clerk
Kelly Hagan, Vice President, Community Engagement
Steven Hobbs, Chief of Staff to the President & CEO
Rajesh Khetarpal, Vice President, Community Engagement
Paul Manhire, Executive Vice President, Light Rail & Bus Project Delivery
Fay Pittman, Chief Engineer
Rick Radovski, Vice President, Sales Non-Fare Revenue and Partnerships
Laizabelle San Gabriel, Senior Advisor, Board Governance
Phil Taberner, Vice President, RT - Eglinton Crosstown LRT
Justyna Witek, Deputy CFO

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.

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: Economic and Other Interests, Advice to Government, Relations with Other Governments]

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

5. Business Items

The Chief Capital Officer, Rapid Transit, Chief Legal Officer, and Corporate Secretary joined the meeting in progress at 9:25 a.m.

To facilitate the flow of the morning's agenda and timelines required for the public session, item 5.1 was considered following item 2, and items 5.2 and 5.3 were held until after the public session.

5.1 [Redacted: Solicitor-Client Privilege, Economic and Other Interests, Advice to Government, Cabinet Records]

3. Equity, Diversity, and Inclusion Strategy for Metrolinx

Remaining staff joined the meeting in progress at 10:50 a.m.

Karima Hashmani, Chief Inclusion Officer, presented the Equity, Diversity, and Inclusion (EDI) Strategy for approval.

In framing the first enterprise-wide EDI strategy staff noted that over the last year and a half since Metrolinx's appointment of a Chief Inclusion Officer, there have been significant improvements in Metrolinx's EDI culture and positive indicators of advancement on EDI initiatives, providing a strong foundation for the proposed strategy which now includes both internal (employee) and external (communities and customers) initiatives. Staff highlighted Metrolinx employee representation relative to the broader community and further highlighted results of the engagement survey including high employee engagement levels, employee trust in leadership, and a sense of belonging. [Redacted: Economic and Other Interests]

In highlighting the imperative and rationale for the development of the strategy, staff noted the link to business value, including talent retention and recruitment, and the value of an inclusive culture.

The Board also discussed the EDI strategy as it relates to suppliers and the community before turning to a discussion on public reporting of related information and the importance of transparency and communications. The Board also discussed decolonization and belonging in relation to the strategy, and encouraged to consider more explicit reference to decolonization as strategy work progresses. In response to a question around how the percentages of individuals with a disability were arrived at, staff committed to ensuring the comparisons to the broader community capture 'apples to apples' comparison (ie. internal versus external/regional comparisons/criteria).

Finally, the Board reflected upon its own composition, noting that the Board has work to do with respect to its own diversity, while acknowledging that Board appointments are made by the Lieutenant Governor in Council on the recommendation of the Minister of Transportation.

Staff noted that this represents the first iteration of the EDI strategy and will evolve over time based on regular assessments and reporting of progress.

RESOLVED:

THAT as described in the Chief Inclusion Officer's June 29, 2023, report to the Board, Metrolinx's Equity, Diversity and Inclusion Strategy be approved, to guide the organization in achieving its vision of an inclusive, engaged and equitable organization by implementing the actions outline under the three pillars of colleagues, customers and communities;

AND THAT staff report on progress against the strategy to the Human Resources and Customer Experience Committees, consistent with those committees' mandates;

[Redacted: Advice to Government]

Carried

4. Quality and Safety Assurance on Projects

Stephanie Davies, Chief Capital Officer - GO & UP, Andrew Hope, Chief Capital Officer - Rapid Transit, Fay Pittman, Chief Engineer, and Mercedes Gonzalez-Palacio, Vice President - Safety and System Assurance, presented a report on quality and safety assurance processes on various construction projects.

Staff began with an overview of both internal governance processes and the use of independent reviews in supporting quality and safety assurance. Staff then noted the integration of safety assurance throughout the newer generation of projects. The Board discussed the nature of quality assurance including both the responsibilities of the contractor, the field services team, and Metrolinx's accountabilities (which may differ depending on the project contract form).

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

Finally, the Board discussed the role and timing of Internal Audit reviews in project level assurance on a go forward basis and reporting of results to the Capital Oversight Committee as part of a broadened project assurance framework.

PUBLIC SESSION

6. Call to Order and Land Acknowledgment

The Chair called the meeting to order at 10:36 a.m.

The Chair noted some technical difficulties with the live web stream.

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.

7. Safety Moment

Steve Levene, Chief Operating Officer - Rapid Transit, reviewed safety and security measures and led the group in a safety moment relating to rail level crossings and private crossings.

8. Chair's Remarks

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

1. A letter from Chris Drew received June 21, 2023 regarding the PRESTO Team.
2. A letter from Suzie Shamoon received May 23, 2023 regarding Special Constables and Access to Transit.

The Chair noted the public session agenda items for consideration today.

9. CEO's Report

Phil Verster, President and Chief Executive Officer, highlighted recent Metrolinx activities and achievements, including: increased ridership, new service changes and the launch and integration of new PRESTO payment options (debit) and future PRESTO integration into mobile wallets, enhancing function and convenience for fare payment.

The Eglinton Crosstown construction is nearing completion as staff work collaboratively with the TTC and Crosstown Transit Solutions to ensure safety and quality during testing and commissioning for the project. The adjusted budget for the project is \$12.6 billion from the original \$12 billion, focusing on safety, quality, and value for taxpayers.

Ridership levels for GO and UP were reported at 72% in May, On-Time-Performance at 96.4%, and PRESTO payment reliability remaining high. Significant service enhancements have been

made, such as reinstated express routes, like the Lakeshore West Express and 15-minute service on UP Express, new routes connecting universities, and expanded services to Niagara.

Capital projects, including Davenport Diamond Grade Separation and the Young North Subway extension, have reached milestones, improving services and facilities. The Union Station bus terminal achieved a new trip record of 400 arrivals and departures in one day, and electric buses are being introduced for performance evaluation. Smart Track stations are also progressing, expected to serve a substantial number of daily riders by 2031.

Finally, Metrolinx's community engagement teams held 489 public and stakeholder meetings and 544 information sessions and pop-ups across Metrolinx's capital program. Additionally, Metrolinx celebrated cultural events, such as Asian Heritage Month, Indigenous History Month, and Pride Month, both internally and with related service offerings and promotions, demonstrating Metrolinx's ongoing commitment to its equity, diversity, and inclusion journey.

10. Rapid Transit Capital Projects Progress

Andrew Hope presented an overview of construction progress on various capital projects including: Eglinton Crosstown LRT, Finch West LRT, Ontario Line, Yonge North Subway Extension, and Hazel McCallion LRT.

These projects range in status from completing final construction activities (such as track installations) to starting utility relocations. The update emphasized the cooperative efforts between various organizations involved in the projects including municipal and transit service partners and construction contractors.

In response to a question, staff provided the details for how the installation of the push box under the tracks for the Hurontario LRT was carefully executed, employing advanced engineering to prevent track disruption. Prior to the installation, significant groundwork was also completed due to challenging ground conditions near the push box location.

11. GO & UP Capital Projects Progress

Stephanie Davies presented an overview of the construction progress on various GO transit capital projects including: the GO Transit Control Centre, Burloak Drive Grade Separation, Union Station Enhancement project, and Davenport Diamond Grade Separation.

The Board inquired into the outcome of the Union Station Expansion Project with staff providing information on the expected expansion of the concourse area to provide improved pedestrian flow and wider platforms for future use. Further, the Board discussed the heritage elements of Union Station that will be maintained and preserved as part of this project.

12. Let's Get Ready to Ride

Sharyn Byrne-Nearing, Vice President, Brand and Marketing, and Rick Radovski, Vice President, Sales Non-Fare Revenue and Partnerships, presented an overview of Metrolinx's marketing activities and upcoming priorities including ridership recovery.

Staff noted the positive trend in ridership, particularly among the Gen Z demographic, who are continuing to use the service even after school ends. Moreover, there is a significant increase in the number of new users and riders joining the system month over month, reflecting a growing user base.

Several new digital platforms and systems have been introduced to enhance the customer experience with positive results. Website traffic has increased by 10%, with a 37% rise in users showing intent to ride, and a 13% conversion rate for e-ticket purchases in the first month.

On Metrolinx's partnership program, Metrolinx plans to build on successful partnership strategies from previous years during the summer season and Metrolinx actively collaborating with corporate partners and sponsors to provide added value to customers. The Niagara service has performed exceptionally well, with a 200% increase in ridership year over year. An exciting partnership with the Blue Jays has also been established, offering opportunities for increased ridership and enhancing customer experience. Other initiatives include providing free rides and enhancing stations with amenities such as enhanced vending machines, retail partnerships, and wireless services.

Finally, Metrolinx is engaging with local communities through partnerships with events, festivals, and cultural activities. This aligns with Metrolinx's goal of providing valuable experiences and services to customers. Staff highlighted the inclusive marketing program, which has led to an increase in language and culture campaigns, noting that Metrolinx is committed to representing and serving everyone equitably.

13. Communications & Community Engagement

Kelly Hagan, Vice President, Community Engagement, and Rajesh Khetarpal, Vice President, Community Engagement highlighted recent community engagement activities, focused on building both transit connections and stronger ties with residents and neighbourhoods. In the past six months, staff have organized 554 pop-up events, interacted with 24,000 residents, conducted 166 door-to-door canvases, held 480 stakeholder meetings, and communicated through 1,800 direct emails and calls. Further, Metrolinx issued 1.4 million construction notices, reached 450,000 recipients through community newsletters, and worked to mitigate construction-related challenges.

Examples of efforts include noise reduction measures in Scarborough, maintaining access in downtown areas during construction, traffic management near schools, tree planting, language translations, and collaboration with municipalities for coordinated outreach. Staff are

committed to supporting communities with construction liaison committees, enhanced signage, and more. Staff recognize the impact of construction disruptions and remain dedicated to finding ways to make the construction and travel experience smoother for residents.

14. 2022/23 Year in Review

Barclay Hancock, Chief Payments Officer, and Steve Levene, Chief Operating Officer - Rapid Transit, presented the 2022/23 Year in review.

Metrolinx has made significant progress in the first year of its three-year transformation plan, achieving positive outcomes across core strategies and objectives including: customer satisfaction, safety, community benefits and community engagement, communications, and ridership. Staff highlighted key milestones including the rollout of PRESTO contactless credit, the TTC device refresh, the "text for help" service (with 8,000 texts received since launch) and the protection of endangered species through Metrolinx's construction program.

The Board inquired into increasing the presence of special constables at stations with staff confirming that they have recently re-deployed officers strategically according to individual needs of stations. The Board also asked about the financial value of fare integration for our customers and the practical implications including the role of PRESTO as a program enabler. Staff confirmed that fare and service integration is a highly beneficial development for customers, especially those travelling between different transit agencies.

In response to one of the letters received by the Board, staff confirmed Metrolinx is actively considering opportunities to extend 'free ridership' to auxiliary police and special constables.

15. 2022-23 Annual Report

Justyna Witek, Deputy Chief Financial Officer, and David Jang, Chief Communications Officer, presented the 2022-23 Annual Report, highlighting various operational and financial achievements over the past year including the organization's support of key Government priorities.

Staff summarized how the year end financial report compares to the approved budget set out in the business plan and the annual mandate letter from the Minister of Transportation. Staff noted the subsidy shortfall and its contributing factors including the onset of Omicron which impacted ridership recovery. However, operational efficiencies and cost-saving measures were also employed, with substantial savings across various business units. Capital expenditures were below the approved budget, mainly due to project delays and contractor underperformance.

Staff confirmed that Metrolinx's auditors were prepared to issue a 'clean' opinion on Metrolinx's financial statements.

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

THAT, subject to any comments received from the Metrolinx Board of Directors (the "Board") and/or the Audit, Finance and Risk Management Committee and any other minor, non-material revisions required by staff, the 2022-23 Metrolinx Annual Report attached to the June 29, 2023 report of the Chief Financial Officer be approved by the Board and submitted to the Ministry of Transportation in accordance with the *Metrolinx Act*, 2006;

AND THAT the Audited Financial Statements for Metrolinx for the year ended March 31, 2023 as appended to the 2022-23 Annual Report be approved;

AND THAT the Board authorize the Chief Executive Officer (the "CEO") to submit the Annual Report to the Minister of Transportation;

AND THAT, the Board authorize the Chair to sign and submit, on behalf of Metrolinx, the government priorities attestation for the 2022-23 Annual Report;

AND THAT the Board authorize the CEO to submit the approved Audited Financial Statements to the Ministers of Finance and Transportation.

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 12:00 p.m. for the closed session, returning to items 5.2 and 5.3 on the meeting agenda.

5. Business Items

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

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

17. Consent Items

FOR APPROVAL

RESOLVED:

THAT Consent Agenda Item 17.1 is approved as follows:

17.1 Approval of May 10, 2023 Minutes

THAT the minutes of the Board of Directors meeting of May 10, 2023 be approved.

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 16, 2023. The Committee met three times since the last Board meeting and twenty-three 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 27, 2023 meeting, including; safety updates; **[Redacted: Economic and Other Interests]**.

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

[Redacted: Solicitor-Client Privilege]

18.3 Capital Oversight Committee

Emily Moore, Capital Oversight Committee ("COC") Chair, reported on matters discussed at the Committee's May 15, 2023 meeting, including the Lakeshore East-West Corridor expansion project, Eglinton commissioning activities, as well as the OnCorr fleet strategy. **[Redacted: Advice to Government]**

The Committee Chair highlighted that COC undertook a half-day tour and noted the benefits of regularly undertaking tours.

18.4 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee (“CEC”) Chair, reported on matters discussed at the Committee’s June 28, 2023 meeting, highlighting in particular the customer digital transformation strategy, which is currently ahead of schedule and under budget.

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

18.5 Governance Committee

In the absence of Janet Ecker, Governance Committee Chair, Bryan Davis reported on matters discussed at the Committee’s June 27, 2023 meeting, including: updates to the Board Charter to include reference to the Board’s role in Equity Diversity and Inclusion (EDI) oversight, and the proposal to delegate to the Board Chair authority to appoint an incoming Board member to standing committees.

[Redacted: Advice to Government]

The Vice Chair also noted that the pulse survey would be distributed to Board members following the meeting, with results to be reviewed by the Governance Committee in the fall.

Finally, the Board discussed attendance results for the year, noting the challenges created by scheduling additional meetings on short notice. Nonetheless, the Board noted that attendance overall was strong.

18.5.1 Board Charter Annual Review

RESOLVED, on recommendation of the Governance Committee:

THAT subject to the Board’s approval of Metrolinx’s Equity, Diversity and Inclusion (“EDI”) Strategy at the June 29, 2023 Board meeting, the Board Charter be revised to reflect the Board’s role in EDI Strategy oversight as described in the June 27, 2023 Vice President and Corporate Secretary’s report to the Governance Committee.

Carried

18.5.2 Board Appointments

RESOLVED, on recommendation of the Governance Committee:

THAT subject to the issuance of an Order in Council appointment to the Metrolinx Board and discussions with the Governance Committee and other committee chairs as relevant, the Board Chair is authorized to appoint Mark McQueen to relevant Board Standing Committees over the summer period and in advance of the September

quarterly Board and Committee meetings.

Carried

18.6 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee ("HRCC") Chair, reported on the Committee's June 27, 2023 meeting, including: the results of the Fall employee engagement survey; **[Redacted: Economic and Other Interests, Advice to Government]**. The HRCC Chair also noted discussions on the resourcing model for investigations and workplace harassment.

The HRCC Chair noted that remaining items would be considered during the Executive Session without management present.

18.7 Payments (PRESTO) Committee

Paul Tsaparis, Payments (PRESTO) Committee Chair, reported on matters discussed at the Committee's meetings held since May 26, 2023, including items endorsed by the Committee prior to approval by the Executive Committee since the last Board meeting **[Redacted: Economic and Other Interests]**.

The Committee Chair noted that going forward it will be critical to maintain focus on the customer experience as PRESTO transitions to its future state.

18.8 Real Estate Committee

Robert Poirier, Real Estate Committee ("REC") Chair, reported on the Committee's meeting held since January 23, 2023. The REC Chair acknowledged the departure of the Chief Development Officer and the appointment of the Acting Chief Development Officer, who is well known to REC. The REC Chair further noted that REC receives regular updates from subject matter experts and that all Board members are welcome to attend REC meetings for these updates. Finally, the REC Chair noted progress on the 433 Front Street West property transaction.

In response to a question, the REC Chair noted that while office space vacancies have increased, class A space is still very well subscribed. **[Redacted: Economic and Other Interests]**.

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.

[Redacted: Labour Relations and Employment Related, Advice to Government]

21. Executive Session

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

[Redacted: Labour Relations and Employment Related]

22. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:56 p.m.

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary

c/s