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**CUSTOMER, COMMUNITY & PAYMENTS COMMITTEE**

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**PURPOSE**

The purpose of the Customer, Community and Payments Committee (the “Committee”) of the Board of Directors (the “Board”) of Metrolinx (the “Corporation”) is to assist with Board oversight of customer and community facing issues including: The GO & UP customer experience and marketing strategies, Metrolinx communication and community engagement strategies, Indigenous relations and Indigenous engagement. Furthermore, the Committee shall assist the Board in providing oversight of technology matters including: the Payments (PRESTO) system, strategies relating to information technology, enterprise-wide cybersecurity matters. In executing its mandate the Committee shall consider ‘communities’ in the broadest sense, including but not limited to indigenous communities, local residents, municipalities and transit agencies.

The Committee, as a standing committee of the Board, derives its mandate and responsibilities from the Board.

**A. Operating Principles****1. Functions and Composition**

- (a) There shall be a Customer, Community & Payments Committee, the members of which shall be four or more members named by the Board including at least two Directors. The membership may include non-Director members with specific expertise to provide industry advice and support to the Board in accordance with the Committee’s Payments and technology mandate.
  - (i) Non-Director members shall serve at the pleasure of the Board for renewable terms of up to three years.
  - (ii) Non-Director members shall be identified in accordance with a Skills Matrix to be maintained by the Committee.
  - (iii) Non-Director members appointed to the Payments (PRESTO) Committee at the time of its dissolution shall be offered to complete their terms as members of the Committee.

- (b) Members of the Committee shall be independent of management and the Corporation.
  - (c) The Committee will carry out the duties outlined in these Terms of Reference and such other functions as are assigned or delegated to it by the Board.
2. **Chair.** The Committee Chair (the "Chair") will be appointed by the Board. Where the Chair is absent at any meeting, one of the members of the Committee who is chosen to act by the members present shall preside and have all the powers of the Chair.
  3. **Quorum.** The presence of the lesser of (a) three members of the Committee, and (b) a majority of the then-current members of the Committee constitutes a quorum for a meeting of the Committee. In the event any Committee member declares a conflict of interest with regards to any one or more matters under consideration by the Committee, such Committee member will not attend that portion of the meeting dealing with such matter(s) and the foregoing quorum requirement will be reduced by one with regards to any decision or recommendation made with respect to such matter(s).
  4. **Voting.** A matter put to a vote at a meeting of the Committee shall be decided by a majority of the votes cast. In the event of an equality of votes, the members shall attempt to resolve the matter by further discussion and consensus; however, in the absence of agreement, the Chair has a second vote.
  5. **Procedure and Conduct.** Subject to other provisions of the Corporate By-Laws, these Terms of Reference and any Board resolution, the Chair shall determine the procedure at and conduct of meetings of the Committee.
  6. **Minutes.** Once they have been approved by the Committee, copies of the minutes of the Committee proceedings shall be deposited into the Committee meeting book by the Corporate Secretary. The Committee Minute Book shall be available to all of the Directors for inspection, upon request.
  7. **Frequency and Calling of Meetings.** The Committee will meet at the discretion of the Chair, but not less frequently than four times each year.
  8. **Meeting Agenda and Materials.** A written agenda for each meeting of the Committee together with any related materials will be distributed to the members of the Committee at least five days in advance of the meeting date.
  9. **Private Meetings.** The Committee shall have the opportunity to meet privately as a Committee with no members of Management present. The Committee shall meet privately with members of Management as required.

10. **Supplemental Attendees.** Any person who may possess information that would be useful to the Committee in carrying out its duties may be invited by the Chair to attend any meeting of the Committee.
11. **Secretary.** The Corporate Secretary or the Corporate Secretary's designate shall act as the Secretary of all meetings of the Committee.
12. **Reporting.** Where appropriate, the Committee will provide a report of each meeting of the Committee at the next regular Board meeting or as may otherwise be required by the Board.
13. **Review of Mandate, Terms of Reference and Self-Assessment.** The Committee shall review and assess its mandate and these Terms of Reference annually. The Committee shall review its effectiveness in fulfilling its mandate, as detailed through its terms of reference and work plan, annually.
14. **Work Plan.** The Committee shall establish and maintain an annual Work Plan.
15. **Independent Counsel or Other Advisors.** The Committee has the authority to engage outside advisors including, but not limited to counsel, independent consultants and/or other experts, as needed, to review any matter under its mandate.
16. **Confidentiality.** All portions of the Committee's meetings are confidential including all meeting materials, discussions and recommendations. Neither the Committee nor any Committee members, whether individually or otherwise, shall publicly release any report or disclose any materials, recommendations, discussions, or information pertaining to the work and activities of the Committee commissioned hereunder unless first discussed with the Chair and approved for public release.
17. **Conflicts of Interest.** In discharging the Committee's mandate, Committee members shall avoid Conflicts of Interest. A Conflict of Interest exists where a Committee member's other commitments, relationships or financial interests:
  - (a) could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of his or her independent judgement; or
  - (b) could or could be seen to compromise, impair or be incompatible with the effective performance of his or her responsibilities.

Committee members shall; (i) disclose to Metrolinx staff without delay any actual or potential Conflict of Interest; and (ii) comply with any requirements prescribed by Metrolinx to resolve any Conflict of Interest.

- 18. Remuneration and Expenses.** Members shall be reimbursed for all reasonable expenses incurred in accordance with and subject to Metrolinx's applicable policies. Director Committee members shall be compensated under the Board's Board Member Remuneration Policy. Non-Director Committee members shall receive a per diem amount of \$400.00, encompassing both preparation time and meeting attendance, less applicable taxes and deductions for each Committee meeting attended.

## **B. Principal Duties and Responsibilities**

- 1. GO & UP Customer Experience and Marketing Strategies.** The committee shall review major customer and marketing strategies, integrated plans and outcomes related to customer operations, planning, brand and digital communication, technology, and partnerships.
- 2. Communication and Community Engagement Strategies.** The committee shall review strategic plans, outcomes and be apprised of the impacts, stakeholder engagement and community mitigations related to capital projects.
- 3. Indigenous relations and Indigenous Engagement.** The Committee shall review major Indigenous relations strategies and remain apprised of Indigenous engagement.
- 4. Payments System.** The Committee shall review the development, expansion, governance, marketing, and operation of the PRESTO fare payment products and system and any other fare payment products.
- 5. Artificial Intelligence.** The Committee shall provide oversight of Artificial Intelligence matters, including strategies, opportunities, and risks, including cybersecurity risks.
- 6. Strategies Relating to Information Technology.** The Committee shall review strategies relating to Metrolinx's information technology systems, including corporate information technology, PRESTO information technology and operational information technology.
- 7. Enterprise-wide Cybersecurity Matters.** The Committee shall provide oversight of enterprise-wide cybersecurity risks and corresponding strategies, including emerging cybersecurity risks.
- 8. Customer Experience Advisory Committee.** The Committee shall consider the recommendations of the Customer Experience Advisory Committee.
- 9. Risk Reporting.** In keeping with the responsibilities of the Audit, Finance and Risk

Management Committee on enterprise risk management oversight, as contained in its Terms of Reference, the Committee will:

- (a) Ensure that it fully understands any and all risks related to the Committee's mandate as set out in these Terms of Reference to which the Corporation is exposed, the Corporation's enterprise risk management (ERM) framework, and the policies, procedures and controls used by management to identify, monitor, assess and manage these risks;
- (b) Ensure that all key risks related to the achievement of the Corporation's objectives relative to the Committee's mandate, are identified and documented with mitigating strategies, and monitored in reaching proposed targets; and
- (c) Review the enterprise risks relevant to the Committee's mandate on a quarterly basis to ensure that the Committee is apprised of the enterprise risks that exceed the risk appetite and whether management is responding to them.

**19. Effective Date.** These Terms of Reference take effect on the date it is approved by the Board.

**Approved by the Board of Directors on February 12, 2026**