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**BOARD OF DIRECTORS**

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**DATE OF MEETING:** March 27, 2024

**TIME OF MEETING:** 8:00 a.m.

**PLACE OF MEETING:** 11<sup>th</sup> floor, Room 11A, 2 Queen Street East, 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  
Tony Marquis  
Mark McQueen  
Reg Pearson  
Robert Poirier  
Paul Tsaparis

**REGRETS:** Emily Moore

**OTHERS PRESENT:** Ramneet Aujla, Chief Human Resources Officer  
Karla Avis-Birch, Chief Planning Officer  
Mark Childs, Chief Marketing Officer  
Stephanie Davies, Chief Capital Officer - GO & UP  
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

*Remaining attendees noted in Schedule "A"*

## **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.

No conflicts of interest were declared.

### **2. Safety Briefing**

The Corporate Secretary's office reviewed the safety and security measures for the group.

### **3. CEO/Board In Camera Session**

The Board met in the absence of staff other than the President and Chief Executive Officer.

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

**[Redacted: Economic and Other Interests.]**

### **4. Safety Moment**

Staff joined the meeting at 9:27 a.m.

The Board received a visual demonstration of tunnel-boring machine components, including bristles, and discussed the purpose of tunnel-boring machine bristles for the safe and effective operation of the machinery and the requirement to replace bristles to ensure smooth operations.

The Chair reviewed safety and security measures and the group held a safety moment.

## 5. Consent Agenda

### FOR APPROVAL

#### RESOLVED:

THAT Consent Agenda items are approved as follows:

#### 5.1 Approval of February 15, 2024 Minutes

THAT the minutes of the Board of Directors meeting of February 15, 2024 be approved.

Carried

## 6. 2024/25 Strategic Objectives and Key Success

Jennifer Gray, Chief Financial Officer, and David Jang, Chief Communications Officer, presented the key success factors and strategic objectives for the 2024/25 fiscal year. Staff noted that the key success factors are broadly consistent year to year but are updated as appropriate, with certain items combined, targets adjusted, and new items added as the strategic objectives are met and advanced.

Staff highlighted that the strategic wheel serves as a 'north star' for the organization, capturing the vision, mission, and values along with strategic objectives and key success factors. Staff described how the strategic objectives are focussed on shorter-term targets and built around four key priorities, while the key success factors are made up of medium-term targets. In addition, this year the vision statement was updated to reference safety explicitly. Staff confirmed this year's wheel includes feedback from a broader leadership group, and a communications plan is in place to roll out the updated strategic wheel to the organization.

Staff indicated that the four quadrants that make up the wheel remain consistent - satisfied customers, everyone safe, trusted partner, and engaged people - but there is variation within individual strategic objectives ranging from updated metrics and targets to new strategic objectives. The five transformations discussed by the Board at the February 15, 2024 meeting are integrated throughout the strategic wheel, which now has a greater focus on driving safety culture.

The Board discussed the opportunity to re-sequence the 'behaviours' list to accentuate "We deliver and drive value". The Board further noted the importance of ensuring targets and metrics make sense both in the current environment and in future.

The Board discussed staff retention and recruitment risks and queried whether these could be more clearly or expressly embedded in the wheel. Staff noted that while management

attention on retention and recruitment risk is driven through the enterprise risk register, there is the employee engagement objective and key success factors focused on leadership capabilities that also contribute to mitigating these risks.

The Board discussed the additional underlying key performance indicators that drive the strategic wheel and staff provided a summary of management's monthly work to track the nesting KPIs and take action accordingly.

The Board discussed the strategic objective tied to managing capital spend. **[Redacted: Advice to Government.]**

Staff confirmed that the strategic wheel is targeted to an internal audience but is viewable externally. **[Redacted: Advice to Government.]**

**RESOLVED:**

**THAT**, as described in the Senior Management Team's March 27th, 2024 report and subject to any additional considerations proposed by the Board:

- 16 Key Success Factors described in the report be adopted to guide Metrolinx's business over the next 3-5 years, including updates to our key behaviours to guide collaborative ways of working and empowering our people
- 16 Strategic Objectives be adopted for fiscal year 2024-25
- updated Vision statement incorporating Metrolinx's commitment to safety be adopted

**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**

**7. OnCorr Next Steps**

**7.1 OnCorr Reset**

Laura Kutisker-Jacobson, Executive Vice President, OnCorr and Jake Schabas, Vice President, GO Expansion Head Sponsor, presented an update on OnCorr Development Phase progress.

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

**7.2 [Redacted: Economic and Other Interests.]**

## 8. Capital Projects Costs

Andrew Hope, Chief Capital Officer - Rapid Transit and Karen Woo, Executive Vice President, Program Management, as well as Paul Hughes, Altus Group and Arslan Zargar Senior Vice President - Project Delivery, Infrastructure Ontario, presented an overview of market insights and impacts on Metrolinx's capital projects costs including cost pressures and organizational sustainability to deliver Metrolinx's current 10-year mandate.

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

Staff noted that inflation continues to be an issue and is no longer COVID-centric. While some early elements of inflation have eased, others remain and prices remain elevated.

Major capital projects across sectors and industries continue to take an extended period of time to complete. However, transit is in some ways unique given the public nature of the work and the reduced level of site access and control, which sometimes contributes to longer project timelines.

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

## 9. Operational Readiness for ECLRT and FWLRT

Steve Levene, Chief Operating Officer - Rapid Transit, Ellen Stassen, Executive Vice President, Rapid Transit Operations Delivery, and Mark Ciavarro, Deputy Chief Capital Officer - Rapid Transit, presented an update on the Operational Readiness of the Eglinton Crosstown LRT ("ECLRT") and the Finch West LRT ("FWLRT").

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

## 10. Metrolinx Enterprise Risk Landscape

Jennifer Gray, Chief Financial Officer, presented an update on Metrolinx's Enterprise Risk Management program and highlighted the key risk areas facing the organization.

The Board discussed cyber risk with staff highlighting the continual attention on this area and integration of I&IT and PRESTO on cyber security planning and maturity.

The Board further discussed the interface of construction and rail operations and the work done to enhance track access time and maintain operations, an international practice which Metrolinx is the first in Canada to adopt.

*After a short break, the meeting reconvened at 11:50 a.m.*

## 11. Milton GO Rail Expansion IBC

[Redacted: Personal Privacy.]

Marcy Burchfield, Vice President, Planning and Jake Schabas requested Board endorsement of the Milton GO Rail Service Expansion Initial Business Case.

Staff summarized the five options explored in the business case, [Redacted: Advice to Government, Economic and Other Interests.] and including both new daily riders and ridership drawn from the Lakeshore and Kitchener lines. The recent provincial budget has also noted that planning is advancing for two-way all-day train service on the Milton line. In response to a question, staff explained that the business case only looked to Milton service, and not to extending service into Cambridge. [Redacted: Economic and Other Interests.]

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

### RESOLVED:

THAT, as further set out in a report from the Chief Planning Officer, the Vice President of Transit Planning, and the Vice President - Head Sponsor, GO Expansion dated March 27, 2024 (the "Report"), the Board receive the results of the Milton GO Rail Service Expansion Initial Business Case:

Carried, as amended

## 12. [Redacted: Economic and Other Interests.]

## 13. Other Business

There was no other business to discuss.

## 14. In Camera Meeting of the Board

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

## 15. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:46 p.m.

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Donald A. Wright, Chair

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Alba Sandre Taylor, Secretary

c/s

**Schedule "A"**  
**March 27, 2024 Board Meeting - Other Attendees**

**Other Attendees:**

Lindsay Allison, Vice President Capital Finance  
Tom Aylward Nally, Director, Capital Program Strategy and Operations  
Erin Beaudoin, Senior Advisor Operations Rapid Transit  
Marcy Burchfield, Vice President, Planning  
Sharyn Byrne-Nearing, Vice President, Brand and Marketing  
Kanivanan Chinniah, Vice President, Rapid Transit Head Sponsor  
Mark Ciavarro, Deputy Chief Capital Officer - Rapid Transit  
Antonio DiFebo, Senior Manager & Advisor to the Chief Operating Officer  
Ben Doadt, Director, Legal Services  
Vesna Dobric, Senior Advisor  
Joseph Ehrlich, Director Project Planning  
Samantha Gurpersaud, Board Coordinator  
Steven Hobbs, Chief of Staff to the President & CEO  
Frank Ibe, Executive Vice President Customer and Transit Operations  
Paul Judge, Deputy Chief Capital Officer - GO & UP  
Ken Kuschei, Vice President Insights Data and Fare Strategy  
Laura Kutisker-Jacobson, Executive Vice President, OnCorr  
Audrey Lemieux, Senior Manager & Advisor to the Chief Financial Officer  
Rhiannon Lloyd, Senior Advisor CPO office  
Marcia Medrano, Executive Vice President, Early and Complementary Works  
Adam Miller, Manager and Senior Advisor to the Chief Planning Officer  
Fatimah Nadhum, Intern Planning & Development Office of the CPO  
Michael O'Brecht, Director Stations, Stations Capital Delivery  
George Papafotis, Vice President Commercial Management Third Party Railways  
Kaya Sabag, Manager Board & Governance Strategy  
Laizabelle San Gabriel, Senior Advisor, Board Governance  
Jake Schabas, Vice President, GO Expansion Head Sponsor  
Jocelyn Short, Chief of Staff to the President & CEO  
Ellen Stassen, Executive Vice President, Rapid Transit Operations Delivery  
Justyna Witek, Deputy CFO, Finance  
Karen Woo, Executive Vice President, Program Management  
Danielle Zachariah, Manager & Senior Advisor to the Chief Operating and Safety Officer  
Paul Hughes (Altus Group)  
Arsalan Zargar (Infrastructure Ontario)