

---

**BOARD OF DIRECTORS**

---

<b>DATE OF MEETING:</b>	November 28, 2024
<b>TIME OF MEETING:</b>	8:00 a.m.
<b>PLACE OF MEETING:</b>	J. Robert 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 (Virtual) Luigi Ferrara Deb Hutton (Virtual) Mark McQueen Tony Marquis (Virtual) Reg Pearson Karen Tam Paul Tsaparis
<b>REGRETS:</b>	Robert Poirier (resigned)
<b>OTHERS PRESENT:</b>	Ramneet Aujla, Chief Human Resources Officer Mark Childs, Chief Marketing Officer Sean Fuller, Chief Operating Officer Operations (Rapid Transit) Martin Gallagher, Chief Operating Officer (GO & UP) and Chief Safety Officer Barclay Hancock, Chief Payments Officer Karima Hashmani, Chief Inclusion Officer Andrew Hope, Chief Capital Officer - Rapid Transit David Jang, Chief Communications & Community Engagement Officer Fay Pittman, Chief Engineer Heather Platt, Chief Legal & Commercial Officer Remo Bucci, Deloitte

**CLOSED SESSION**

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

Chair Donald Wright called the meeting to order at 8:00 a.m. and delivered the land acknowledgement.

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 Privacy.]**

No other conflicts of interest were declared.

**2. Safety Briefing**

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

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

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

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

In addition to the foregoing, the following resolution was made:

**[Redacted: Advice to Government, Solicitor-Client Privilege, Economic and Other Interests.]**

**4. In Camera: Commercial Items**

Staff joined the meeting in progress.

**4.1 [Redacted: Advice to Government, Solicitor-Client Privilege, Economic and Other Interests.]**

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

**5. Risk Assessment of OOI Transition**

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

## 6.0 GO Fare Structure Review

[Redacted: Relations with Other Governments, Cabinet Records.]

The issues which the fare review is intended to address are outlined in the regional fare structure business case and include increasing affordability, creating consistency in fares charged, and reducing congestion. [Redacted: Advice to Government.]

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

The Board encouraged staff to think ahead about future requirements to ensure cost effectiveness. In addition, the Board indicated staff should know what each option costs when discussing with government stakeholders.

[Redacted: Advice to Government, Cabinet Records.]

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

[Redacted: Cabinet Records.]

## 7.0 Business Items

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

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

## PUBLIC SESSION

### 8. Call to Order and Land Acknowledgment

The Vice-Chair called the meeting to order at 10:56 a.m. and delivered the land acknowledgement.

### 9. Safety Moment

Martin Gallagher reviewed safety and security measures and led the group in a safety moment, reflecting on the number of events within Toronto in November, the number of customers who use GO rail and bus, and the tremendous job done by operations staff to ensure customers arrive home safe and on time.

## 10. Chair's Remarks

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

- (a) a letter from BOLD Community Coalition regarding Ontario Line Construction Liaison Committee's Terms of Reference;
- (b) a letter from the Moss Park Coalition on implementation of community benefits for Ontario Line.

The Vice-Chair noted that the reports in the meeting will discuss Ontario Line community benefits.

## 11. CEO's Report

Phil Verster, President and Chief Executive Officer highlighted recent Metrolinx activities and achievements.

The CEO also formally recognized the following teams and individuals for their contributions and achievements:

- a) Aaron Bradshaw was recognized for his quick and effective response to a medical emergency on the Lakeshore West train, where he assisted a pregnant customer who had fainted.
- b) The many staff who helped support the large volume of customers travelling as a result of the Taylor Swift Concerts. Extensive preparation and coordination were required for these large-scale events. Metrolinx added new and modified rail trips to ensure passenger safety and a positive experience. Special thanks were given to the six event directors and individuals who played key roles in keeping these events on track: Morgan Wilson (Director of Corporate Resilience), Ben Joyce (Director Union Station Operations), Christine Robertson (VP of Customer Experience), Genefer Behamdouni (Director of Station Operations - West), Kevin Hill (Director of Rail Fleet Maintenance), Shari MacKay (Director of Customer Protection), Jean-Francois Robitaille (Senior Manager of Operational Readiness), Lori-Ann Smith (Passenger Operations Planner - Union), Adam Jagdat (Brand Manager), Mark Younan (Manager of Special Events), and Sharon Donchev (Manager of Planned Customer Communications).
- c) Finally, Peter Howarth, Tim Smith, and Henry Chan were recognized for their exceptional contributions to the Customer Experience and Advisory Committee over the years.

Mr. Verster discussed key highlights. Starting March 1, 2025, free year-round travel on GO Transit will be available for Canadian Armed Forces members and veterans. York Region

Transit launched e-tickets on the Presto E-Tickets app to simplify ticket purchases. The organization achieved 35 million taps for Presto in mobile wallets, with new ways to pay making up more than 30% of the overall product mix. Ontario's OneFare Program reached 27 million transfers since launch, with a \$90 million subsidy year-to-date.

Special services were added for Oktoberfest, and rush hour trips on the Milton line were reintroduced. PRESTO Perks delivered 131 offers and over \$2M in customer savings.

Year-to-date ridership reached 36 million, on track to recover to pre-2020 levels. On-time performance was 98% for GO Rail, 95% for GO Bus, and 99% for UP Express. Customer satisfaction for GO Transit reached 90% in August.

The Eglinton Crosstown LRT completed 95-96% of testing, with a focus on quality and safety. Recent software releases around signalling and track control systems has remedied ongoing issues which caused safety concerns. Major construction finished on all stations and stops for the Finch West LRT. The Hamilton LRT released a request for qualifications for civil and utility works.

Significant progress was also made on various milestones for the Ontario Line, and a Request for Proposals for the Stations, Rail, and Systems for Eglinton Crosstown West Extension was issued. The Scarborough Subway Extension is progressing well despite encountering unexpected soil conditions. Procurement is underway for the Yonge North Subway Extension, with geotechnical investigations ongoing. Finally, Hamilton's West Harbor Station completed work to enable future freight train passage.

## **12. Rapid Transit Capital Projects Progress**

Andrew Hope presented an update on construction progress on various Rapid Transit capital projects.

The Finch West LRT made significant progress in the testing and commissioning phase, with a successful 14-train test completed at the end of September. TTC operators began their training program this week. Construction is nearly complete, with only minor finishing works remaining.

The Eglinton Crosstown LRT achieved a major milestone in September with the completion of an emergency exercise involving City of Toronto Emergency Services, fire, ambulance, police, TTC, Metrolinx, and Crosstown Transit Solutions. This exercise tested the emergency equipment and operating procedures. The final pieces of construction, including the secondary entrances at Eglinton Station, are nearing completion.

The Hazel McCallion LRT saw progress in the construction of Port Credit Station, with significant work completed in October. The elevated guideway near Mississauga City Center had its girders placed across Highway 403. The third Light Rail Vehicle was delivered to the maintenance and storage facility.

The Hamilton LRT completed significant archaeological investigations over the summer, uncovering over a thousand artifacts. The RFQ for the first package of works was released on in November.

The Yonge North Subway Extension (YNSE) is preparing for tunneling construction, with extensive geotechnical and tieback testing underway.

The Scarborough Subway Extension (SSE) is progressing with early works at Kennedy Station, including the installation of ventilation systems and power supply infrastructure.

The Ontario Line saw the completion of the streetcar diversion along Adelaide Street, providing a continuous route for Queen Street cars during construction. A major track shift was completed along Lakeshore East and at East Harbor.

The Board asked about the application of learnings from soil sampling from the SSE to the YNSE project. Staff replied that they have extended procurement timelines and are working closely with bidding teams to understand corridor conditions. Geotechnical investigations and soil testing has been done throughout the corridor, particularly in areas where the soil transitions from one type to another.

### **13. GO & UP Capital Projects Progress**

Paul Judge presented an update on construction progress on various GO & UP capital projects.

The GO Expansion program has made significant progress. The track shift on the East Harbor Ontario Line joint corridor was a major milestone, allowing GO and VIA services to move to the new southern tracks. This required coordination and work from over twenty contractors, including constructing half of the new Eastern Avenue Bridge and hundreds of meters of retaining walls and noise walls.

At Union Station, important work has been ongoing to bury a Hydro One high-voltage power line, creating space for additional tracks on the south side of the corridor. This will enable more frequent Lakeshore services.

In the Lakeshore East Corridor, a series of works between Pape and Woodbine Avenues was completed in October, including grading, storm drainage upgrades, and significant retaining wall construction. This has created space for a future fourth track.

At Bloor GO Station, expansion work is underway, including extending the pedestrian tunnel and constructing a new station entrance. Restoration of the adjacent West Toronto Rail Path is also progressing.

On the Barrie Line, Maple GO Station is being reconstructed with a double-track configuration. A new pedestrian bridge was successfully installed, providing direct station access.

At King City GO Station, major infrastructure upgrades are underway, including the installation of large culverts and expanding surface parking. These efforts support future two-way all-day service.

#### **14. Connecting Communities Through Engagement**

Rajesh Khetarpal, Vice President Community Engagement and Greg Medulun, Vice President Strategic Communications, highlighted various community engagement programs and initiatives.

Since September, the team has attended and hosted 745 outreach events, including 29 public meetings, 522 pop-up information sessions, and 194 canvassing events. These efforts resulted in over 47,000 customer and resident interactions. The team knocked on 30,000 doors and had 6,000 interactions, sharing project updates and addressing concerns.

Stakeholder outreach included over 400 meetings with school boards, schools, businesses, and construction and community liaison committees. The team delivered 400,000 construction notices and managed over 2,800 inquiries, achieving an 80% resolution rate.

The communications team highlighted the success of their videos and editorial content, including the Metrolinx Build series and community newsletters. The Ontario Line project remains a major focus, with efforts to support communities along the corridor through various communication channels.

The Chair acknowledged the effective outreach efforts, particularly in areas affected by construction. The community benefits program was also discussed, emphasizing job creation and community improvements. The team recently launched an annual report for the program to discuss progress and outline benefits for communities.

#### **15. 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 10:49 a.m. for the closed session, returning to items 7.3 and 7.4 on the agenda.*

#### **7.3 [Redacted: Advice to Government, Solicitor-Client Privilege, Economic and Other Interests, Cabinet Records.]**

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

16. Consent Items

FOR APPROVAL

RESOLVED:

THAT Consent Agenda items are approved as follows:

16.1 Approval of October 10, 2024 Minutes

THAT the minutes of the Board of Directors meeting of October 10, 2024 be approved.

16.2 Appointment of Officers

THAT, as described in the Corporate Secretary's November 28, 2024 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
Fay Pittman	Chief Engineer	October 15, 2024
Sean Fuller	Chief Operating Officer (Rapid Transit)	November 25, 2024

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

17. Report of the Board Standing Committees

17.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since September 12, 2024. The Executive Committee met three times (September 26, 2024, October 31, 2024, November 11, 2024) and considered twelve (12) transactions [Redacted: Economic and Other Interests.].

17.2 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee ("AFARM") Chair, reported on matters discussed at the Committee's November 26, 2024 meeting.

The Committee discussed the required changes to the Capital Project Approvals Policy to align with the government's related directive. The Committee noted that the policy changes do not

change the role and limits of the Board in approving capital projects.

**[Redacted: Advice to Government, Cabinet Records.]**

The Committee Chair also highlighted continued efforts to strengthen Metrolinx's cyber security posture. **[Redacted: Economic and Other Interests, Third Party Information.]**

### **17.2.1 Metrolinx Capital Projects Approval Policy**

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

**THAT**, the Metrolinx Capital Project Approvals Policy (the "Policy") revisions be approved as described in the report to the Audit, Finance and Risk Management Committee from the Chief Financial Officer's dated November 26, 2024 (the "Report").

**AND THAT**, all previous versions of the Policy be repealed and replaced by the revised Policy as described in the Report.

**Carried**

### **17.3 Capital Oversight Committee**

The Capital Oversight Committee ("COC") Chair's report on the November 4, 2024 meeting was taken as read.

### **17.4 Customer Experience Committee**

Luigi Ferrara, Customer Experience Committee ("CEC") Chair, reported on matters discussed at the Committee's November 27, 2024 meeting. The Committee Chair noted good news on the ridership side, where Metrolinx is meeting and, in some cases, exceeding ridership and revenue estimates. He also called attention to the work done across the network to improve accessibility.

The Board asked about community benefits and encouraged the Committee and staff to consider new ways to interact and support communities - for example, in Windsor a lunch program for schools was launched as a community benefit. The Committee Chair noted that the Committee could consider these new approaches of supporting communities.

The Committee Chair recognized the completion of the digital transformation project.

### **17.5 Governance Committee**

Don Wright, Governance Committee Chair, reported on matters discussed at the Committee's November 26, 2024 meeting. The Chair noted discussions about Board vacancies,

reappointment, and committee appointments.

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

The Committee also discussed conflicts of interest for directors vis-à-vis personal shareholdings and reiterated that contextual and personal guidance may be required.

The Committee discussed the results of the Board Strategy Session and the positive feedback received from Board members who responded to the survey.

The Board asked about Bill 227 and proposed changes to centralize realty functions within the government and associated impacts on Metrolinx's operations. This issue was also discussed at REC. **[Redacted: Advice to Government.]** The Board requested a comprehensive review of the bill and associated impacts.

### **17.5.1 Board Appointments and Skills Matrix**

**RESOLVED**, on recommendation of the Governance Committee:

**THAT** in light of recent and upcoming Board member term expiries and new potential appointments, the Board Chair is authorized to make adjustments to the Board Standing Committee memberships, including appointing such additional members and new committee chairs, as necessary to enable the continued functioning and effectiveness of those committees, subject to the Board Chair's discussions with affected Board Members and current standing committee chairs and provided that such appointments and adjustments are made before the February 2025 quarterly Board and Committee meetings.

**Carried**

### **17.5.2 Metrolinx MTO MOU**

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

## **17.6 Human Resources & Compensation Committee**

Reg Pearson, Human Resources & Compensation Committee ("HRCC") Chair, reported on the Committee's November 27, 2024 meeting.

The Committee Chair noted progress on employee engagement and DEI strategy. The Committee also discussed executive pay and compensation. **[Redacted: Labour Relations and Employment-Related.]**

The Board suggested a Board education session on AI.

## 17.7 Payments (PRESTO) Committee

Paul Tsaparis, Payments (PRESTO) Committee Chair, reported on matters discussed at the Committee's meetings held since November 7, 2024. The Committee Chair noted that York Region e-tickets are now available. **[Redacted: Economic and Other Interests.]** Metrolinx is a leader in a global agency of transit organizations which discusses industry issues, including countering fare evasion and cost of acceptance from credit card companies, which will help build industry best practices. Finally, Metrolinx held an innovation summit with key partners where Apple spoke on behalf of Metrolinx leadership with the adoption of PRESTO.

## 17.8 Real Estate Committee

James Dodds, acting Real Estate Committee ("REC") Chair, reported on the Committee's meetings held since September 12, 2024. The Committee has met once (November 18, 2024) and discussed various transactions.

**[Redacted: Economic and Other Interests, Relations with Other Governments.]**

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

*Bryan Davies left the meeting.*

## 16. Other Business

There was no other business to discuss.

## EXECUTIVE SESSIONS

### 17. Executive Session

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

### 18. Executive Session

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

### 19. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 1:17 p.m.

---

Donald A. Wright, Chair

---

Alba Sandre Taylor, Secretary

c/s

**Schedule "A"****November 28, 2024 Board Meeting - Other Attendees**

Other Attendees: Sarah Armstrong, Vice President Legal Services  
Tom Aylward Nally, Director Capital Program Strategy & Operations  
Marcy Burchfield, Vice President Planning  
Mark Ciavarro, Deputy Chief Capital Officer - RT  
Ben Doadt, Director, Legal Services  
Kent Evans, Legal Counsel  
Ann Genyk, Manager & Senior Advisor to the Chief Capital Officer  
Adam Hasham, Manager & Senior Advisor to the Chief Capital Officer  
Samantha Gursersaud, Board Coordinator  
Steven Hobbs, Chief of Staff to the President & CEO  
Paul Judge, Deputy Chief Capital Officer - GO & UP  
Kerrie Kerenidis, Vice President Project Delivery  
Rajesh Khetarpal, Vice President Community Engagement  
Laura Kutisker-Jacobson, Executive Vice President Commercial Management  
Ken Kuschei, Vice President Insights Data and Fare Strategy  
Sean Lal, Vice President Project Commercial Implementation  
Audrey Lemieux, Senior Manager & Advisor to the Chief Financial Officer  
Meghan Mulligan, Executive Vice President, Commercial Management (Rapid Transit)  
Greg Murphy, Vice President Audit Regulatory Compliance & Controls  
Nadine Navarro, Vice President Stations Head Sponsor  
Carol Nnamanda, Senior Advisor  
Wade O'Leary, Vice President RT - Finch West LRT  
George Papafotis, Vice President Commercial Management Third Party Railways  
Trevor Parker, Principal Commercial Advisor, GO Expansion  
Lora Pontoni, Corporate Law Clerk  
Kaya Sabag, Manager Board & Governance Strategy  
Laizabelle San Gabriel, Senior Advisor, Board Governance  
Jake Schabas, Vice President GO Expansion Head Sponsor  
Rick Schippling, Executive Vice President Real Estate & Development  
Shadi Seyedrezai, Vice President Project Commercial Implementation  
Rob Sherrin, Vice President E&AM Fleet & Electrification  
Phil Taberner, Vice President RT - Eglinton Crosstown LRT  
Weston Trott, Vice President OnCorr Operations  
Shayne Tryon, Executive Vice President Enterprise Commercial Management  
Justyna Witek, Deputy CFO  
Helen Wright, Executive Vice President Extensions