

GREATER TORONTO TRANSPORTATION AUTHORITY

BOARD MINUTES

REGULAR MEETING OF BOARD NO. 2

DATE OF MEETING: Friday April 27th, 2007

PLACE OF MEETING: Markham Town Centre
Canada Room at
1:00 pm

CHAIR: Rob Maclsaac

MEMBERS PRESENT: Roger Anderson
Brian Ashton
Paul Bedford
Fred Eisenberger
Bill Fisch
Adam Giambrone
Hazel McCallion
David Miller
Peter Smith

REGRETS: Gary Carr

STAFF PRESENT: Michael Fenn, CEO
Staff of MTO and GTTA

CALL TO ORDER:

Chair Maclsaac welcomed everyone to the meeting and offered condolences to City of Toronto and the Chair of the Toronto Transit Commission (TTC) for the recent death of a TTC worker. A moment of silence was observed.

DECLARATION OF INTEREST:

There were no declarations of interest.

CONFIRMATION OF PREVIOUS MINUTES:

- 07-B19 The minutes of the Board meeting of March 23rd 2007 be approved.

Moved by: Roger Anderson; Seconded by: Peter Smith;

MOTION CARRIED**CHAIR'S REMARKS:**

Chair MacIsaac welcomed Fred Eisenberger to the GTTA Board meeting, who was unable to attend the meeting on March 23rd. He also conveyed regrets from Gary Carr who is unable to attend due to a previous commitment on an interview panel.

Chair MacIsaac thanked the Town of Markham for accommodating the board meeting and extended an invitation to the members to host future meetings, requesting they advise the GTTA office of their desire to do so.

The Chair highlighted the following documents contained in the Board Information Package, placed at their seats today.

- Two new pieces of correspondence have been added to the correspondence portion of the Agenda. They will be highlighted when that section is reached.
- Information on the Strategic Planning Process
- The 'revised' Banking Resolution – to be explained by Ross Flowers.
- Media clippings and other reports, including the IBI Report presented at the March 23rd, 2007 meeting.
- An invitation from the Minister of Transportation to attend a Forum on Sustainable Transportation on May 28th and 29th, 2007.
- Expense Claim form for Board Members' use.

OTHER BUSINESS

Bill Fisch requested that the June meeting be added to the Agenda for discussion.

Chair MacIsaac added an item dealing with his proposed attendance at the 2007 Annual CUTA Conference in Halifax.

STRATEGIC PLAN

Chair MacIsaac introduced the work to date on the Strategic Plan:

- Randolph Group has been retained to work with the Board on the Strategic Plan.
- Included in the Board Information Package is an outline of the proposed process for developing a vision, principles and strategic direction for the corporation.
- Interviews by the Randolph Group are to be scheduled with board members through the GTTA offices and conducted between May 7th and May 19th, 2007.
- A report of the interviews, combined with a number of external interviews, will be presented at a special Board workshop. It is suggested that the workshop be held on June 21st and 22nd, 2007.
- This work will form the foundation for the Transportation Plan.

Members discussed the Strategic Plan Workshop:

- Since the June 21st and 22nd dates conflict with a meeting of the Association of Municipal of Ontario, it was decided that three dates would be circulated to the board members and the date which suits the majority of members would be selected.
- Chair MacIsaac confirmed that the Randolph Group was selected in compliance with the procurement rules and policies of the Province.

REPORT OF THE CEO:

The CEO provided a brief overview of the CEO's Report included in the electronic package. Report BR-07-0001 was received and filed.

Moved by: Roger Anderson; Seconded by Brian Ashton;

MOTION CARRIED

PRAGMA CONFERENCE:

- Invitations were extended to members to attend the Pragma Council Conference., in Waterloo.
- Meetings begin at 8:30 am on May 10th and continue until 12:30 pm on May 11th. Overnight accommodation will be provided by Pragma.

DECISION ITEMS**RECOMMENDATIONS**

- 07-B12 The decisions of the members of the Board at the meeting of March 23rd, 2007 are confirmed in whole.

Moved by: David Miller; Seconded by: Fred Eisenberger;

RECOMMENDATION CARRIED

- 07-B21 The Board approve pursuant to section 7.3 of By-law #1, the Board's meeting of April 27th, 2007 shall be held in the municipality of the Town of Markham at the Markham Town Centre, Canada Room, 101 Town Centre Boulevard, Markham, Ontario, L3R 9W3.

Moved by: David Miller; Seconded by: Bill Fisch;

RECOMMENDATION CARRIED

- 07-B10 **PURSUANT TO SECTION 2.7 OF BY-LAW #1,**
 1. The Royal Bank of Canada (the "bank") is appointed banker for the Greater Toronto Transportation Authority (the "Corporation").
 2. Chair, Vice-Chair, CEO, CFO
Is (are) authorized on behalf of the Corporation from time to time:

- (A) To withdraw or order transfers of funds from the Corporation's accounts by any means including the making, drawing, accepting, endorsing or signing of cheques, bills of exchange, other orders for the payment of money or other instruments or the giving of other instructions;
 - (B) To borrow money by way of overdraft;
 - (C) To sign any agreements or other documents or instruments with or in favour of the bank, including the bank's general financial services agreement (in the form as appended) and contracts relating to products or services provided by the bank to the Corporation;
 - (D) To do, or to authorize any person or persons to do, any one or more of the following:
 - (I) To receive from the bank any cash or any securities, instruments or other property of the Corporation held by the bank, whether for safekeeping or as security, or to give instructions to the bank for the delivery or other transfer of any such cash, securities, instruments or other property to any person named in those instructions;
 - (II) To deposit with or negotiate or transfer to the bank, for the credit of the Corporation, cash or any security, instrument or other property, and for those purposes to endorse (by rubber stamp or otherwise) the name of the Corporation, or any other name under which the Corporation carries on business, on any security or instrument;
 - (III) To instruct the bank, by any means, to debit the accounts of third parties for deposit to the credit of the Corporation;
 - (IV) To receive statements, instruments and other items (including paid cheques) and documents relating to the Corporation's accounts with or any service of the bank (including any revisions to the bank's rules and manuals of operation), and to settle and certify the Corporation's accounts with the bank;
 - (V) To receive from the bank any software and any security devices, including security cards, codes, and passwords, relating to electronic banking services or electronic communications between the Corporation and the bank, and to determine and set the levels and limits of authority applicable to individual security devices; and
 - (E) Generally to exercise all rights, powers and authorities which the board of directors of the Corporation may exercise under the authority of the Corporation's legislation and by-laws and the laws governing the Corporation.
3. With regard to the provisions contained in the bank's general financial services agreement including, without limitation, the provisions concerning the binding effect of electronic communications received by the bank from or in the name of the Corporation, are expressly approved.

4. All instruments, instructions, agreements and documents made, drawn, accepted, endorsed or signed (under the corporate seal or otherwise) as provided in this resolution and delivered to the bank by any person, shall be valid and binding on the Corporation, and the bank is hereby authorized to act on them and give effect to them.
5. The bank be furnished with:
 - (A) A copy of this resolution; and
 - (B) A list of the names of the persons authorized by this resolution to act on behalf of the Corporation, and with written notice of any changes which may take place in such list from time to time, and with specimens of the signatures of all such persons; each certified by the of the Corporation; and
6. Any document furnished to the bank as provided for in paragraph 5 of this resolution shall be binding upon the Corporation until a new document repealing or replacing the previous one has been received and duly acknowledged in writing by the branch or agency of the bank where the Corporation has its account.

Discussion: It was clarified that the Royal Bank is an approved bank for the Province of Ontario and that the Royal Bank was selected in compliance with the procurement rules and policies of the Province.

Moved by: Peter Smith; Seconded by: Fred Eisenberger;

RECOMMENDATION CARRIED

- 07-B13 The Corporation approve the attached Governance Policy 07-001 – Open Board Meetings.

Discussion: Policy amended to replace every 3rd Friday to every 4th Friday of the month.

Moved by: Brian Ashton; Seconded by: Fred Eisenberger;

RECOMMENDATION CARRIED

- 07-B14
 1. In addition to the provisions of By-law #1, the following procedures be adopted for expense account approvals on an interim basis:

- a. The expenses of Board members shall be reviewed and where appropriate approved by the Chair;
 - b. The expenses of the CEO shall be reviewed and where appropriate approved by the Chair;
 - c. The expenses of the Chair shall be reviewed and where appropriate approved by both the CEO and the Vice Chair;
2. That the Audit Committee be requested to review best practices for expense approvals and make a recommendation back to the Board on a permanent policy for expense approvals for Board members and the CEO.

Discussion: It was confirmed that expenses are currently approved under the standards of the province until such time as the agency develops its own policies and standards.

Moved by: Paul Bedford; Seconded by: Bill Fisch;

RECOMMENDATION CARRIED

- 07-B16 The GTTA Board direct staff to establish one or more steering committees comprised of municipal and transit authority representatives and others (MTO staff, GTTA staff, etc.) to help guide the development of the regional transportation plan, including any necessary consulting assistance to facilitate the process.

Discussions:

- Board members to be kept informed of municipal representation on steering committees and the work of the steering committees
- Staff will report back to the Board on the number and make-up of the steering committees as it may be necessary to form roads and transit committees.
- It was also noted that Finance Commissioners, City Managers and CAO have expressed interest in participating.
- It is important the plan be developed with both a bottom up and top down approach and that the Board's interest should be represented.
- It was requested that the MTO report to the Board on current projects, future plans and the impact of those plans on municipalities.

Moved by Peter Smith; Seconded by: Roger Anderson;

RECOMMENDATION CARRIED

Development of a Transportation Prioritization Framework as an assist to the GTTA Presentation

Joe Perrotta introduced Dennis Callan, MRC who presented on their work commissioned by MTO to assist the GTTA in developing a technical tool for establishing priorities.

Discussion:

- Timeframe for collecting information
- Recognize the need to incorporate roads and rail in the plan
- Lack of congestion issue
- Transit systems' existing finances
- Impact on sustainability of transit
- Need to think of social inclusion
- Cost perspective

Roger Anderson filed motion to receive presentation and ask consultant to update the presentation and present it to the Board before presenting it to the Province. Chair Anderson submitted a list of inconsistencies and updates needed in the Durham sections of the Maps used in presentations to the Board March 23rd, and April 27th, 2007.

Moved by: Roger Anderson; Seconded by David Miller;

MOTION CARRIED

ROUND TABLE

- It was requested that Minister Cansfield and Minister Sorbara be invited to present to the Board the provincial plans on future funding for the Transportation Plan.
- Require a financial plan for transportation projects, including public and private funding and a variety of tools for financing projects
- Necessary to have input in the kind of legislative changes GTTA can propose as part of overall strategy
- Need to stress that the EA process delays the process of getting the job done and utilizes the required funds
- Priority principles need to be applied to projects that are an economic asset to GTA and Hamilton

CORRESPONDENCE

That the Board receive and file correspondence:

- Establishment of Accountability standards
- Brampton Resolution
- Mississauga Resolution
- TTC - A New Class Environmental Assessment Process for Transit Projects
- Residential and Civil Construction Alliance of Ontario

Moved by: Roger Anderson; Seconded by: Adam Giambrone;

MOTION CARRIED**ADDITIONAL ITEMS**

- 07-B18 The Board approve the travel request for the Chair to attend the Canadian Urban Transit Association (CUTA) conference June 9th -13th, 2007 in Halifax, Nova Scotia.

Moved by: Roger Anderson; Seconded by: Peter Smith;

MOTION CARRIED**IN CAMERA ITEMS**

As per the Governance Policy 07-001 – Open Board Meetings, motion to go in camera to deal with a Human Resource issue.

Moved by: Roger Anderson; Seconded by: Fred Eisenberger;

MOTION CARRIED

- 07-B15 Human Resource Issue

Moved by: Roger Anderson; Seconded by: Fred Eisenberger:

MOTION CARRIED

ADJOURNMENT at 3:30 pm.

Moved by Peter Smith; Seconded by Paul Bedford;

MOTION CARRIED