

METROLINX

(GREATER TORONTO TRANSPORTATION AUTHORITY)

BOARD MINUTES

REGULAR MEETING OF BOARD NO. 14

DATE OF MEETING: Friday, June 13, 2008

PLACE OF MEETING: Metro Toronto Convention Centre
255 Front Street
South Building
Room 803
Toronto, ON
10:00 a.m.

CHAIR: Rob Maclsaac

MEMBERS PRESENT: Paul Bedford
Gary Carr
Fred Eisenberger
Bill Fisch
Adam Giambrone
Norm Kelly
Hazel McCallion
David Miller
Peter Smith (arrived 11:40 a.m.)

REGRETS: Roger Anderson

STAFF PRESENT: Michael Fenn, CEO
Mary Martin, Corporate Secretary
Metrolinx Staff

CALL TO ORDER:

Chair MacIsaac called the meeting to order at 10:14 a.m.

Regrets were received from Roger Anderson.

Chair MacIsaac confirmed there was quorum and that the required notice of the meeting as stipulated under the By-Law of the Corporation had been sent.

DECLARATIONS OF INTEREST:

The Chair requested declarations of potential conflicts of interest and none were declared.

CONFIRMATION OF MINUTES OF APRIL 25, 2008:

RESOLVED:

THAT the minutes of the Board meeting of April 25, 2008 be confirmed with the following ***amendment***:

THAT the Board direct staff to release the White Papers for public comment after implementation of the following analysis:

- variations to the test concepts which consider expanded roads, **and a model with no new arterial, collector, 400 series or comparable roads**; and
- further analysis to determine how the Regional Transportation Plan (“RTP”) could meet provincial green house gas emission targets **for transportation**.

Carried

AGENDA REVIEW:

There were no further additions or changes to the Agenda.

CHAIR'S REMARKS:

Chair MacIsaac noted that John Howe, General Manager, Investment Strategy & Projects was present today to bring the Board up to date on the Investment Strategy Plan status and work in conjunction with the Plan as introduced at the Board Strategic Planning session in May, 2008.

CEO 08-007

CEO's Report

Michael Fenn, CEO, provided an overview of the CEO's Report, commenting in particular on the Alternative Financing and Procurement (AFP) work plan that would be brought forward by Infrastructure Ontario at the next Board meeting.

CEO Fenn also noted tracking sheets setting out the status of QuickWins 1 and 2 projects were included in the report.

After some discussion, the following ***amended*** motion was made

RESOLVED

THAT CEO 08-007 Monthly Report be received for information.

THAT staff report back on the feasibility of moving forward the delivery date on the Hamilton Bus Rapid Transit and GO/VIA Station QuickWin project from 2013 to 2010; and

THAT Infrastructure Ontario (IO) be required to submit to the Board for its consideration a document containing IO's modelling process and assumptions and that IO's report back to the Board in respect of AFP evaluation results, analysis and recommendations be moved to the September Board meeting.

Carried

INFORMATION ITEMS:

CS 08-010

2007/2008 Budget – Q4 Report

Peter Smith as Chair of the Audit Committee, presented the 2007/2008 Q4 Report to the Board.

RESOLVED:

THAT the Board receive the 2007/08 Budget – Q4 Report for actual budget performance against the 2007/08 Budget as presented in the form attached as Schedule A to report CS 08-010 as recommended by the Audit Committee.

Carried

INVESTMENT STRATEGY UPDATE

John Howe, General Manager, Investment Strategy & Projects delivered the Investment Strategy Update presentation. The Presentation contained an initial exploration of preliminary concepts related to pricing and incentives to motivate sustainable behaviour and choices. A new generation of funding tools have been implemented by various transit authorities to fund transportation systems and shape demand. The funding tool kit presented covered a broad range of possible choices. The Board discussed the suite of options presented and considered such matters as:

1. The manner in which the Investment Strategy Plan will consider variable or no Federal funding contributions; and
2. How land value uplift will be captured; and
3. What role the funding strategy adopted by the Vancouver transit authority (TransLink), might play in gauging acceptable funding options.

Following the presentation, the Board moved the following resolution:

RESOLVED:

THAT the Investment Strategy update as presented by John Howe, General Manager, Investment Strategy & Projects be received by the Board.

Carried

DECISION ITEMS:

GC 08-001 Governance Committee Charter

Rob Maclsaac, Chair presented the Governance Committee Charter.

RESOLVED:

THAT the Board accept the Governance Committee's recommendation to approve the Governance Committee Charter in the amended form appended as Appendix A to report number GC 08-001 (Governance Committee Charter).

Carried

GC 08-002 Board Code of Business Conduct and Ethical Behaviour

The Board Code of Business Conduct and Ethical Behaviour was presented by Rob Maclsaac, Chair. Following a Board discussion in which the consequences of a breach of the Code were examined, the following recommendation was made:

RESOLVED:

THAT the proposed Code of Business Conduct and Ethical Behaviour for Directors (the "Code") as contained in report GC 08-002 be amended to include a description of the potential consequences of breaching the Code; and

THAT the revised Code be returned to the Board for its review and approval at the July Board Meeting.

Carried

LS 08-003

Procedural By-Law

Mary Martin, General Counsel and Corporate Secretary provided a review of the revised Procedural By-Law #4 completed in accordance with Board direction received on April 25, 2008. After discussion, the following **amended** resolution was moved:

RESOLVED:

THAT the amended text appended to report LS 08-003 as By-Law No. 4, being a by-law relating to general procedural matters, be referred to the Governance Committee for its further review and recommendation; and

THAT Board members provide the Chair with further suggestions on public deputations to the board for consideration by the Governance Committee.

Carried

COM 08-002

Revised RTP & Investment Strategy Consultation Plan

RESOLVED:

THAT the Board review and approve the revised consultation plan contained in Report COM 08-002 Revised Regional Transportation Plan and Investment Strategy Consultation Plan.

Carried

CS 08-008

Metrolinx Annual Report 2007 and Audited Financial Statement

RESOLVED:

THAT the Board approve the Metrolinx Annual Report 2007 “*On Our Way*”, which includes the Audited Financial Statements attached as Schedule A to report CS 08-008 as recommend by the Audit Committee subject to minor, immaterial changes identified by the Executive Lead, Corporate Services;

THAT the Board authorize the Chair of the Corporation to sign the Annual Report in accordance with the provisions of the *Greater Toronto Transportation Authority Act, 2006*; and

THAT the Board authorize the Chair of the Corporation to submit the Annual Report to the Ministers of Transportation and Finance in accordance with the provisions of the *Greater Toronto Transportation Authority Act 2006*.

Carried

CS 08-009 2008/2009 Operating Budget

RESOLVED:

THAT the Board approve the proposed 2008/09 budget allocations attached as Schedule A to report CS 08-009 as recommended by the Audit Committee; and

THAT staff report quarterly on the actual performance of the 2008/09 Budget to the Board.

Carried

CA 08-012 Transit Procurement Initiative: Transition

Chair MacIsaac introduced the Transit Procurement Initiative: Transition report to the Board, following which the following amended resolution was moved:

RESOLVED:

THAT the Board authorize the Chair to sign the approval to post on MERX the Request for Proposal for Transit Buses and the three vehicle specifications, one for each of the three bus types, in accordance with the key principles outlined in report CA-08-012; and

THAT the Board authorize the Chair to enter into the 2009 Master Agreement between Metrolinx and the Supplier selected through the Request for Proposal evaluation process in accordance with the key principles outlined in report CA 08-012;

THAT the Board direct the CEO to transition the Transit Procurement Initiative to Metrolinx from the Ministry of Transportation effective June 16, 2008 as outlined in report CA-08-012 , thereby fulfilling its obligations under clause 8 (1) (a) of the *Greater Toronto Transportation Authority Act*; and

THAT staff provide a report back to the Board on the Canadian content policy for procurement of buses.

Carried

ROUND TABLE:

Paul Bedford inquired as to the status of a request for provincial representatives to make a presentation to the Board on the relationship of the Growth Plan to the RTP. Chair MacIsaac agreed to arrange this for an upcoming Board meeting.

MOTION TO ADJOURN: at 12:40 pm

Carried

Certified to be a true copy of minutes of a meeting of the Corporation's Board of Directors held on June 13, 2008.

Chair

Secretary