

METROLINX

(GREATER TORONTO TRANSPORTATION AUTHORITY)

BOARD MINUTES

REGULAR MEETING OF BOARD NO. 15

DATE OF MEETING: Friday, September 26, 2008

PLACE OF MEETING: Westin Harbour Castle
1 Harbour Square
Harbour A & B
Toronto, ON
10:00 a.m.

CHAIR: Rob Maclsaac

MEMBERS PRESENT: Roger Anderson
Paul Bedford
Gary Carr
Fred Eisenberger
Bill Fisch
Adam Giambrone
Norm Kelly
Hazel McCallion
David Miller
Peter Smith

REGRETS: None

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

CALL TO ORDER:

Chair MacIsaac called the meeting to order at 10:13 a.m.

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 PREVIOUS MINUTES:

RESOLVED:

THAT the minutes of the Board meeting of June 13, 2008 be approved.

Carried

AGENDA REVIEW:

There were no further additions or changes to the Agenda.

CHAIR'S REMARKS:

Chair MacIsaac identified that this Board meeting as a milestone in the history of Metrolinx. Following the Board's approval of the draft Regional Transportation and Investment Strategy Plans, Metrolinx will commence a period of consultation across the region in order to canvass input on each Plan in accordance with Metrolinx's enabling legislation.

Chair MacIsaac publicly acknowledged and thanked Staff for their work and dedication in completing of the Plans in a very short time frame.

CEO 08-010

CEO's Report

Michael Fenn, CEO presented the report. After a brief discussion on the project delivery methodology proposed in the report, the following **amended** resolution was moved:

RESOLVED:

THAT the recommendations contained in the CEO's Report CEO 08-010 surrounding the project delivery process be referred back to staff for the purposes of:

- (a) Consulting with municipal staff for input on the role of Metrolinx and a potential division of roles in project delivery;
- (b) Providing further clarification on the role of Metrolinx and the structure of project delivery;
- (c) Examining the organizational capacity of Metrolinx and how these roles might be performed; and
- (d) Determining how project fees and costs will be assessed and paid.

THAT requests for legislative changes to the *Greater Toronto Transportation Authority Act, 2006* to facilitate project delivery and funding be deferred until such time as Metrolinx project delivery principles have been approved by the Board; and

THAT the balance of Report CEO 08-010 be received.

INFORMATION ITEMS:

PP 08-014

RTP Advisory Committee Report

Professor Pamela Robinson, member of the Advisory Committee, presented the RTP Advisory Committee Report and noted in particular the commitment of the Committee members to their work as an advisory committee to the Board. Following Ms Robinson's presentation it was resolved:

RESOLVED:

THAT report P&P 08-014 RTP/IS Advisory Committee Report to the Metrolinx Board on the White Papers be received for information.

Carried

Chair MacIsaac advised the Board that the MERP committee would also be providing a written report to the Board at the November Board meeting.

DECISION ITEMS:

PP 08-013

Draft Regional Transportation Plan

Leslie Woo, General Manager, Transportation Policy and Planning presented the Draft Regional Transportation Plan (RTP) anticipated to be released by the Board for public comment consistent with the Board-approved consultation plan. Following some discussion surrounding the contents of the Draft RTP, the following **amended** resolution was moved:

RESOLVED:

THAT subject to minor housekeeping and final formatting of content and document design the Board direct staff to release the Draft Regional Transportation Plan (RTP) attached as Appendix "A" to Board report P&P 08-013 for public comment consistent with the Consultation Plan outlined in Board report COM 08-002 and approved on June 13, 2008;

THAT Board members provide to the Metrolinx Chair their written recommendations and proposed amendments to the draft RTP for staff consideration and development during the consultation process, including

consultation with municipal staff, and that staff report back to the Board at the October Board meeting with a progress report on the results of such input;

***THAT* the recommendations of Mayor McCallion, Chair Anderson and Mr. Bedford be received by the Board and directed to staff for review and recommendation in accordance with the foregoing; and**

***THAT* Metrolinx staff report back to the Board on the input received on the Draft RTP and prepare a final RTP for the Board's consideration at its meeting of November 28, 2008.**

Carried

IS 08-009

Draft Investment Strategy Approval

The Draft Investment Strategy was presented by John Howe, General Manager, Investment Strategy & Projects for Board approval. Once approved, the Investment Strategy would move the public consultation process set out in the Board-approved consultation plan together with the draft RTP. Following some discussion surrounding the Draft Investment Strategy, the following **amended** resolution was moved:

RESOLVED:

THAT subject to minor housekeeping and final formatting of content and document design the Board direct staff to release the Draft Investment Strategy (attached as Appendix "A" to Board report ISP 08-009) for public comment, consistent with the Consultation Plan outlined in Board report COM 08-002 and approved on June 13, 2008;

***THAT* prior to the finalization of the Investment Strategy in November, 2008, staff be directed to host a meeting, at a mutually convenient time, to which the finance staff, including the Treasurers, of the municipalities and regions comprising the Greater Toronto and Hamilton Area are collectively invited for the purposes of reviewing and receiving recommendations related to the Draft Investment Strategy; and**

THAT Metrolinx staff report back to the Board on **all** the input received on the Draft Investment Strategy and prepare a final Investment Strategy for the Board's consideration at its meeting of November 28, 2008.

Carried

LS 08-004

Establishment of Finance Committee and Charter and
amendments to Audit Committee Charter

Peter Smith, Audit Committee Chair, presented the Audit Committee's recommendation to establish a Finance Committee, and approve the Finance Committee's charter and related amendments to the Audit Committee Charter, Procurement Policy and Financial Control Policy in order to give effect to the Finance Committee's new role. After some discussion, the following **amended** resolution was moved:

RESOLVED:

THAT the Board establish a Finance Committee (the "Committee") as further detailed in report LS 08-004 **subject to the following amendments:**

THAT the members of the Committee be appointed as follows:

**Chair of the Metrolinx Board
Vice-Chair of the Metrolinx Board
Chief Executive Officer**

THAT the CEO be appointed as Chair of the Committee;

THAT subject to the above noted amendment, the draft Charter for the Finance Committee attached to report LS 08-004 as Appendix A be approved;

THAT the Audit Committee charter be amended in the manner set out in Appendix B to report LS 08-004;

THAT Schedule 1 to the Metrolinx Procurement Policy be replaced by a new Schedule 1 as attached in Appendix C to report LS 08-004; and

THAT the Metrolinx Financial Control Policy be amended and approved to reflect the revised contract value approvals set out in Appendix D to report LS 08-004.

Carried

CA 08-023

Capital Asset Amortization Policy

Peter Smith, presented the Capital Asset Amortization Policy.

RESOLVED:

THAT the Board approve the proposed Capital Asset Amortization Policy FA-08-001, attached as Appendix A to report CA 08-023 as recommended by the Audit Committee.

Carried

ROUND TABLE:

There were no items discussed at the round table session.

MOTION TO ADJOURN: at 2:10 pm

Carried

Certified to be a true copy of minutes of a meeting of the Corporation's Board of Directors held on September 26, 2008.

Chair

Secretary