

**BOARD OF DIRECTORS**

<b>DATE OF MEETING:</b>	September 10, 2020
<b>TIME OF MEETING:</b>	8:00 a.m.
<b>PLACE OF MEETING:</b>	Video & Audio Conference
<b>CHAIR:</b>	Donald Wright
<b>PRESIDENT &amp; CEO:</b>	Phil Verster
<b>MEETING SECRETARY:</b>	Alba Taylor, Corporate Secretary and Senior Legal Counsel
<b>MEMBERS PRESENT:</b>	Rick Byers Bryan Davies Janet Ecker Luigi Ferrara Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Clio Straram Paul Tsaparis
<b>REGRETS:</b>	None
<b>OTHERS PRESENT:</b>	Mark Childs, Chief Marketing Officer & Communications (A) Matt Clark, Chief Capital Officer Annalise Czerny, Executive Vice President, PRESTO Helen Ferreira-Walker, Chief Human Resources Officer Martin Gallagher, Chief Safety Officer Jennifer Gray, Chief Financial Officer Heather Platt, Chief Legal Officer Ian Smith, Chief Operations Officer Jennifer van der Valk, Chief Planning Officer (A) Adam Arnold, Director, Service Planning Tom Aylward-McNally, Manager & Senior Advisor to the Chief Capital Officer Lena Azzou, Chief of Staff to the President & CEO Mark Baillie, Vice President Go Expansion & Transformation Antoine Belaieff, Fare Integration Program Sponsor

Rose Butler, Manager & Senior Advisor to the Chair  
Sharyn Byrne-Nearing, Director, Brand & Digital Marketing  
Trish Colley, Vice President, Customer Service Delivery  
Stephen Collins, Program Sponsor, Subways - YNSE  
Vesna Dobric, Senior Board Coordinator  
Darlene Donnelly, Senior Advisor, Marketing  
Joseph Ehrlich, Director, Project Planning  
Sarah Farooq, Senior Advisor to the Chief Planning Officer  
Mathieu Goetzke, Vice President Planning  
Rob Granatstein, Director, Corporate Communications  
Kelly Hagan, Vice President, Community Relations & Communications  
Steven Hobbs, Chief of Staff to the President & CEO  
Ken Kuschei, Director, Customer Experience  
Duncan Law, Head Sponsor, Subways  
Taya Leybman, Vice President, Solution Development & Technology, PRESTO  
Leslie Millan, Senior Manager, Brand Portfolio & Strategy  
Becca Nagorsky, Principal Sponsor  
Doug Spooner, Director, Service Planning  
Meredith Sumner, Manager, Service Accounts  
Shayne Tryon, Vice President Commercial Management  
Justyna Witek, Deputy Chief Financial Officer

## **CLOSED SESSION**

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

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

Chair Donald Wright called the meeting to order. 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 Information.]**

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

### **2. Strategic Objectives & Fiscal Performance**

Staff joined the meeting in progress at 9:05 a.m.

## 2.1 Strategic Objectives

Jennifer Gray, Chief Financial Officer, presented an update on the FY2020/21 strategic objectives, which have been revised to reflect the current financial environment and climate.

Staff pointed out the new objective of implementing profit and loss accounts for certain segments of the business, to help drive efficiencies and accountability, and provide greater transparency on the various costs of each line of business.

Staff also described actions to support Metrolinx's revised objective on diversity and inclusion, employee engagement, and safety.

Staff committed to returning in October with a progress update on the Strategic Objectives and the longer-term Key Success Factors from which the Strategic Objectives were derived.

### RESOLVED:

**THAT**, as described in the Senior Management Team's September 10, 2020 report and consistent with the Key Success Factors approved by the Board on April 15, 2020, the FY2020/21 Strategic Objectives, revised to reflect the current financial environment and climate, be approved.

### Carried

## 2.2 Fiscal Performance

Jennifer Gray, Chief Financial Officer, presented Metrolinx's 2020-21 Q1 operating and capital results compared to forecast, together with an overview of Metrolinx's high-level multi-year financial update for 2020-21 to 2024-25. Staff confirmed that business improvement plans initiated earlier in the year are beginning to show results, as evidenced by cost tracking. This provides some confidence that expected savings will be realized.

Staff also summarized recent ridership recovery trends, currently at up to 18% weekday and 35% weekend pre-pandemic levels.

A further update will be provided at the October Audit, Finance and Risk Management Committee and Board meetings.

### 3. Fare Integration

Jennifer van der Valk, Chief Planning Officer (A), presented a report on the strategic approach for fare integration, and to seek approval of the proposed strategic direction. Staff summarized past Board decisions including a general step by step approach endorsed in 2017, and the implementation of key initiatives such as the double discounted fare.

[Redacted: Advice to Government, Economic and other interests of Ontario.]

#### RESOLVED:

**THAT** as described in the Chief Planning Officer's September 10, 2020 report and subject to any other considerations proposed by the Board, staff proceed to advance a fare integration proposal based on the strategic approach and priority outcomes described, and through consultation with stakeholders and business case analysis;

**AND THAT** staff return to the Board with the results of the consultations, analysis and proposed fare integration recommendations.

Carried

### 4. Yonge North Subway Extension IBC

[Redacted: Economic and other interests of Ontario, Cabinet records, Advice to Government.]

### 5 PRESTO

#### 5.1 Modernization

[Redacted: Economic and other interests of Ontario, Cabinet records]

#### 5.2 Commitments

Jennifer Gray, Shayne Tryon and Taya Leybman presented a report on the status of negotiations with the Toronto Transit Commission (TTC) on outstanding commercial issues, and a request to authorize Metrolinx to enter into a binding settlement agreement with the TTC and the City of Toronto to resolve outstanding claims related to the PRESTO farecard system and TTC bus service bridging costs associated with the construction of the Eglinton Crosstown LRT.

Staff summarized how the proposed financial settlement differs from the offer first presented last November, but is nonetheless comparable in terms of cost to Metrolinx (while providing other benefits including substantial cost savings).

Staff also described the new governance tables proposed to provide oversight of and decision making authority for implementation of the settlement and related program commitments.

The Board acknowledged the settlement as a very positive step forward for Metrolinx.

**[Redacted: Economic and other interests of Ontario.]**

## **PUBLIC SESSION**

### **6. Call to Order and Remarks by Chair**

Chair Wright called the meeting to order at 10:35 a.m.

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

On behalf of the Board, the Chair acknowledged that the Board of Directors was meeting on lands traditionally occupied by Indigenous People and expressed their respect, in particular for the Mississaugas of the Credit, the Haudenosaunee, and the Huron-Wendat peoples as the original keepers of this territory.

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

1. Letter from Troy Budhu on behalf of the Jane-Finch Community Hub and Centre for the Arts Organizing Committee dated September 8, 2020 regarding the Finch LRT land transfer.
2. Letters from Claudia Espindola (on September 3, 2020), Evangeline Kroon (on September 8, 2020), Janet Kierdorft (on August 31, 2020), Nancy Foster (on September 9, 2020), Maureen Busby-O'Connor (on September 5, 2020), Tim O'Regan (on September 9, 2020), Suzanne Duiker Kroon (on September 7, 2020), and a young girl from the neighbourhood (on September 9, 2020) regarding the use of the Margaret Greene Park in Guelph, Ontario for a transfer power station to support GO Expansion electrification on the Kitchener corridor, and other community impacts to the City of Guelph.

## 7. Safety Moment

Helen Ferreira-Walker, Chief Human Resources Officer, reviewed safety and security measures and led the group in a safety moment.

## 8. CEO's Report

Phil Verster, President and Chief Executive Officer, reviewed recent Metrolinx activities and achievements including the reintroduction of services on certain rail and bus routes and an increase in off-peak services to meet growing demand.

To support increased ridership and welcome customers back to transit, Metrolinx continues to focus on customer safety through various educational efforts including health and safety kiosks at key stations, and through physical safety measures such as seat dividers.

Staff were also pleased to report an observed 95% compliance rate on Metrolinx's mandatory face covering policy.

Ridership has recently recovered to almost 18% weekday and 35% weekend pre-pandemic levels.

Other milestones recently met include PRESTO's deployment of e-ticketing for Durham and Hamilton, and progress on various capital projects including the Kitchener Corridor 401/409 tunnel and community consultations on GO Expansion.

Metrolinx is also preparing for staff to return to the workplace.

Finally, CEO Verster recognized the following individuals for their safety contributions:

1. The Incident Command Team, and in particular Jeff Harris, Senior Manager, CPG Health & Safety, and Vito Mangialardi, Senior Manager, Business Continuity Management, for their leadership on this on the team and its efforts to help mitigate risks and challenges arising from the pandemic;
2. The Mailroom and Corporate Services team who shifted their operations to meet the needs of our communities and frontline staff including delivering technology and personal protective equipment throughout the region; and

3. The integrated Marketing and Communications team, for their successful service, safety and informational campaigns over the past quarter, noting in particular Marketing's receipt of a Transit Market Association award for its GO Bus and Safety campaigns, and Communications receipt of an ACE award for communications excellence on the Metrolinx news site.

## **9. Customer Wi-Fi Solution**

Sharyn Byrne-Nearing, Director, Brand & Digital Marketing, and Meredith Sumner, Manager, Service Accounts, presented an update on installation and deployment of the customer Wi-Fi solution on GO trains and buses, called GO Wi-Fi Plus.

Staff also shared a video demonstration of the customer portal and related content offerings.

Staff described the etiquette reminders that have been built into the program, to ensure those who use the portal do so quietly, without disturbing fellow passengers.

Staff also described how the system has been built to ensure a positive customer experience with consistent service throughout the journey. In addition to housing some portal content locally (so that cellular service is not required for access), the system also includes buffering and reasonable data limits to ensure fair access.

Staff confirmed the service is free to GO customers and has built in safety and security to protect customer data including encryption and de-identified and aggregated data collection.

## **10. Customer Safety Service Planning and Recovery**

Trish Colley, Vice President, Customer Service Delivery, and Sharyn Byrne-Nearing presented a progress update on customer safety planning and recovery initiatives to welcome and provide safety assurance to customers returning to GO/UP services.

These initiatives include: making some masks available through customer service attendants and revenue protection officers for customers who may have forgotten theirs; installation of hand sanitizer dispensers across the system including on trains and buses; frequently cleaning high touchpoint surfaces; health information kiosks; and installing seat partitions on trains and buses.

Staff also confirmed that revenue protection officers have returned to check fares and remind customers about new safety requirements such as mandatory masking.

Finally, staff summarized the success of recent customer marketing safety campaigns, and highlighted future plans including a GO Bear safety campaign.

The Board asked what efforts were being undertaken to address recent trespasser incidents including a trend to taking photos on train tracks. Staff confirmed that Metrolinx takes these incidents very seriously and have accordingly increased public education and awareness efforts and created a special response team to find ways to prevent and respond to such instances.

## **11. Service Reinstatement and New Services**

Ken Kuschei, Director, Customer Experience, Leslie Millan, Senior Manager, Brand Portfolio & Strategy, and Mark Baillie, Vice President GO Expansion & Transformation, highlighted recent service reinstatements and new services.

Staff described how such services are being planned, through insights derived from changing ridership patterns including an increase in discretionary trips (as opposed to work or school related travel).

Some service changes have even included timing adjustments in response to customer feedback, to ensure work schedules can be met. Other real time adjustments have included changing train lengths or deploying additional bus services to match ridership needs, as recently evidenced on the Niagara weekend service.

## **12. Quarterly Reports**

Quarterly Reports for PRESTO, Operations, Planning, Capital Projects, and Marketing & Communications were taken as read.

## **CLOSED SESSIONS**

After a short break, the meeting reconvened at 11:34 a.m. for the closed session.

## **13. Consent Agenda**

### **APPROVAL ITEMS**

#### **RESOLVED:**

**THAT** Consent Agenda items 13.1 to 13.3 are approved as follows:

#### **13.1 Approval of June 25, 2020 Minutes**

**THAT** the minutes of the Board of Directors meeting of June 25, 2020 be approved.

### **13.2 Approval of July 28, 2020 Minutes**

**THAT** the minutes of the Board of Directors meeting of July 28, 2020 be approved.

### **13.3 Appointment of Officers**

**THAT**, as described in the Corporate Secretary's September 10, 2020 report, Jennifer van der Valk be appointed to the office of Chief Planning Officer (A), effective as of August 31, 2020;

**AND THAT** after giving effect to the foregoing resolution, the incumbent officers of Metrolinx are confirmed as set out in Schedule "A" to the Corporate Secretary's September 10, 2020 Board report.

**Carried**

## **14. Report of the Board Standing Committees**

### **14.1 Executive Committee**

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since June 25, 2020.

### **14.2 Audit, Finance & Risk Management Committee**

Bryan Davies, Audit, Finance & Risk Management Committee Chair, reported on the Committee's September 8, 2020 meeting.

**[Redacted: Personal Information.]**

The Committee reported on discussions relating to Metrolinx's safety key performance indicator and renewed directors and officers insurance policies.

The Committee recommended that the Board approve the following matter:

**[Redacted: Economic and other interests of Ontario.]**

### 14.3 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee Chair, reported on the Committee's September 9, 2020 meeting. The Committee confirmed review and discussions relating to: Metrolinx's customer safety assurance initiatives; observed ridership changes; efforts to adapt Metrolinx's non-fare revenue program and mitigate losses while building a more sustainable program; results of the recent '5 station blitz' to improve station access at 5 stations; Ontario Line design standards; and efforts to accelerate elements of Metrolinx's customer digital transformation program.

### 14.4 Governance Committee

Janet Ecker, Governance Committee Chair, reported on the Committee's September 8, 2020 meeting.

The Committee considered actions underway to implement the project delivery authorities enacted under the *Building Transit Faster Act, 2020*, and received an update on the Ontario Auditor General's governance audit.

The Committee Chair thanked the Board for their participation in the Board and Committee survey and assessment process, the results of which were received by the Committee at its meeting.

Finally the Committee Chair noted that the Committee has started a practice of receiving and reviewing the register of Board declared conflicts on a quarterly basis.

The Committee recommended that the Board approve the following matter:

#### 14.4.1 Board Appointments

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

**THAT**, until the Board's next quarterly meeting scheduled for November 26, 2020 and subject to consultation with the Governance Committee Chair and any relevant Board Standing Committee and Subcommittee Chair(s) to which such new members may be added, the Board Chair is authorized to appoint any new Board Members to any Board Standing Committee or Subcommittee.

**Carried**

### 14.5 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee Chair, reported on the

Committee's September 9, 2020 meeting.

The Committee considered: compensation program initiatives planned for the coming year; activities undertaken by Human Resources to support the current pandemic and related workplace requirements; the results of the recent employee engagement pulse survey **[Redacted: Labour and Employee relations]**; **[Redacted: Cabinet records.]** the IAMAW settlement agreement; and Metrolinx's inclusion risk (and activities underway to mitigate this risk).

An approval item was deferred for discussion to the Board-only afternoon in camera session.

#### **14.6 Real Estate Committee**

**[Redacted: Personal information.]**

Robert Poirier, Real Estate Committee Chair, reported on the Committee's July 24, 2020 and August 18, 2020 meetings, highlighting **[Redacted: Economic and other interests of Ontario.]**

The Committee Chair congratulated staff on the volume and significance of the transactions underway.

The Committee Chair also highlighted materials regularly reviewed by the Committee including the transaction pipeline and commercial market update, and the process established by the Committee to ensure regular review of these items.

#### **15. Other Business**

**[Redacted: Personal information.]**

**[Redacted: Economic and other interests of Ontario, Advice to Government.]**

The Board also discussed Leslie Woo, Chief Planning Officer's recent departure from Metrolinx to become CEO of CivicAction.

#### **RESOLVED:**

**THAT** the Metrolinx Board extend its gratitude and appreciation to Leslie Woo for her many years of service and dedication to Metrolinx.

**Carried**

There was no other business to discuss.

### **EXECUTIVE SESSIONS**

#### **16. Executive Session**

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

#### **17. Executive Session**

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

**[Redacted: Labour and Employee Relations.]**

#### **18. Adjournment**

There being no further business before the Board of Directors, the meeting was adjourned at 12:20 p.m.

**Carried**

\_\_\_\_\_  
Donald A. Wright, Chair

\_\_\_\_\_  
Alba Taylor, Secretary

c/s

Schedule [Redacted: Economic and other interests of Ontario.]