

MANAGEMENT REPORT TO METROLINX

Report Title:	By-Law No. 3 (Advisory Committee) Amendments				
Report Number:	LS 09-013	Date to Board:	February 20, 2009	Date to Committee:	
Report To:	<input checked="" type="checkbox"/> BOARD	<input type="checkbox"/> ADVISORY COMMITTEE <input type="checkbox"/> AUDIT COMMITTEE <input type="checkbox"/> GOVERNANCE COMMITTEE <input type="checkbox"/> HUMAN RESOURCES COMMITTEE <input type="checkbox"/> TECHNICAL ADVISORY GROUP <input type="checkbox"/> OTHER:			
Report Referred From:	N/A				
Author(s):	Mary Martin, General Counsel & Corporate Secretary	Telephone	(416) 874-5915		
		E-mail:	Mary.martin@metrolinx.com		
Item Class:	IN CAMERA	<input type="checkbox"/>	DECISION	<input checked="" type="checkbox"/>	INFORMATION <input type="checkbox"/>

1.0 RECOMMENDATION:

RESOLVED:

THAT By-Law No. 3 (Advisory Committee) be amended in the manner set out in Appendix A to report LS 09-013;

THAT existing Advisory Committee members be canvassed to determine their ongoing interest in and ability to participate in the Committee for the 2009/10 Fiscal Year; and

THAT the selection of new or additional Advisory Committee members as necessary be determined by a selection committee in accordance with Section 3.1 of By-Law No. 3.

2.0 PURPOSE & EXECUTIVE SUMMARY:

The Advisory Committee (the Committee) was established by the Board on July 27, 2007 and initially tasked with assisting the Board in its development of the regional transportation plan (RTP) entitled The Big Move. On November 28, 2008 the Committee delivered its final report to the Board. At that time the Board also unanimously approved The Big Move. The Board

has expressed an interest in a continued role for an Advisory Committee on matters related to the implementation of The Big Move. The recommended amendments to By-Law No. 3 contained within report LS 09-013 are designed to achieve this purpose and more accurately reflect the nature of the ongoing role. Board direction is also sought for the establishment of a selection committee to assist in the selection of new Committee members, where necessary.

3.0 BACKGROUND:

The *Greater Toronto Transportation Authority Act, 2006* (“GTTA Act”) provides for the establishment of Board advisory committees as follows:

Advisory committees

13.(1) The Corporation’s board of directors shall by by-law establish one or more advisory committees.

Composition

(2) A by-law establishing an advisory committee shall provide for the committee’s composition and may require that the committee include persons who use or are otherwise affected by transportation in the regional transportation area, including students, seniors, persons with disabilities and representatives of labour organizations and industry.

Functions, etc.

(3) A by-law establishing an advisory committee shall provide for the committee’s functions and for the committee members’ terms of appointment, remuneration and payment of expenses.

On July 27, 2007 the Board approved the establishment of the Committee through passage of By-Law No. 3. A Board selection committee was struck to identify appropriate membership candidates. The Advisory Committee held its first meeting on November 27, 2007.

On January 25, 2008 amendments to By-Law No. 3 were approved by the Board to:

- increase the committee’s membership from between 8 and 15 members to between 15 and 20 members, providing additional individuals whose expertise will assist the Corporation in better satisfying its statutory mandate (section 3.1);
- clarify the role of the Advisory Committee with respect to the investment strategy to be undertaken by the Corporation (section 3.3); and
- retain Committee discretion to hold its meetings or portions of its meetings in camera where circumstances warrant (section 3.7).

4.0 DISCUSSION:

In satisfaction of its mandate, the Committee provided advice to the Board based on its assessment of the RTP Green, White, and Draft papers, and delivered its final report to the Board on November 28, 2008. The Board recognized the Committee's hard work and commitment in assisting Metrolinx throughout the RTP development process. The value of the Committee as a key advisory body to the Board was also acknowledged. The Board has requested that the Committee be reconstituted to continue in an ongoing advisory role with a new focus on plan implementation.

In order to effect the changing role of the Committee, amendments to its mandate are required. These amendments include:

- acknowledging the completion of the RTP; and
- identifying the Committee's new role as it relates to RTP implementation.

The recommended amendments to By-Law No. 3 are indicated in bold and strikethrough on Appendix A to this report.

5.0 FINANCIAL MATTERS:

N/A

6.0 HUMAN RESOURCES MATTERS:

N/A

7.0 ENVIRONMENTAL MATTERS:

N/A

8.0 COMMUNICATION MATTERS:

N/A

9.0 LEGAL MATTERS:

As set out above.

10.0 CONCLUSION:

The Advisory Committee has been established to be a resource to the Corporation's Board of Directors, staff and consultants. The Committee's work on The Big Move has proven invaluable. An ongoing advisory function for the Committee is desirable as the Corporation transitions to plan implementation.

Respectfully submitted,

Approved for Submission to the Board



Mary Martin, General Counsel &
Corporate Secretary



Vince Mauceri, Acting CEO

Appendices:

Appendix A: Amended and Restated By-Law No. 3 (Advisory Committee)
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*Staff & Others
Consulted:*

Name	Telephone
Leslie Woo	416 874 5943

Notifications:

Name	Mailing or E-mail Address

Special Instructions:

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**GREATER TORONTO TRANSPORTATION AUTHORITY
(the “Corporation”)**

AMENDED AND RESTATED BY-LAW NO. 3

**A BY-LAW RELATING GENERALLY TO THE ESTABLISHMENT AND COMPOSITION OF
AN ADVISORY COMMITTEE FOR THE CORPORATION**

Be it ENACTED as a by-law of the Greater Toronto Transportation Authority as follows:

**ARTICLE 1
INTERPRETATION**

Section 1.1 Definitions.

In the By-laws of the Corporation, unless the context otherwise requires:

“**Board**” means the board of Directors of the Corporation;

“**By-laws**” means this by-law and all other by-laws of the Corporation that may be passed from time to time;

“**Chair**” means the Chair of the Corporation designated pursuant to section 10 of the GTTA Act;

“**Corporation**” means the Greater Toronto Transportation Authority incorporated by the GTTA Act;

“**GTTA Act**” means the *Greater Toronto Transportation Authority Act, 2006*, S.O. 2006, c. 16;

“**Meeting of Directors**” includes an annual meeting, regular meetings and special meetings of Directors;

“**Director**” means a Director of the Corporation, including the Chair and Vice-Chair, appointed pursuant to section 9 of the GTTA Act;

“**Regional Transportation Area**” means the area that includes the geographic areas of the City of Toronto, the City of Hamilton, The Regional Municipality of Durham, The Regional Municipality of Halton, The Regional Municipality of Peel and The Regional Municipality of York and any additional area prescribed pursuant to the GTTA Act;

“**Regional Transportation Plan**” or “**RTP**” means a **the** transportation plan ~~to be~~ prepared by the Corporation for the Regional Transportation Area.

“**Subcommittee**” means any subcommittee struck by the Board in accordance with section 3.1 of this By-Law.

“The Big Move” means the RTP approved by the Board on November 28, 2008.

“Work Group” means any group established by the Advisory Committee in accordance with section 3.4 of this By-Law.

- 1.01 Unless defined in this by-law, words and expressions used in this by-law have the meaning ascribed to them in the GTTA Act.
- 1.02 Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

ARTICLE 3 ADVISORY COMMITTEE

Section 3.1 Number and Selection

The Advisory Committee shall consist of between 15 and 20 members selected by the Board or by a subcommittee struck by the Board comprised of the Chair and 2 or more Board members.

Section 3.2 Composition of Advisory Committee

The Board or the Subcommittee shall identify and, to the extent available, retain Advisory Committee Members who;

- (a) use or are otherwise affected by transportation in the Regional Transportation Area who may include students, seniors, persons with disabilities and representatives of labour organizations and industry; and
- (b) who collectively provide a comprehensive perspective on the challenges and proposed actions that will shape the Regional Transportation Area future transportation system; and
- (c) who collectively represent a broad and balanced representation from the Regional Transportation Area.

Section 3.3 Mandate

The Advisory Committee is being established to assist the Board in developing a **and implementing the RTP**. In satisfying this role the Advisory Committee will:

- Review **public** consultation papers and draft ~~plans~~ **documents related to implementation of The Big Move**;

- Analyze public and stakeholder input;
- Engage in dialogue with the public and other stakeholders;
- Support and promote the ~~release and implementation~~ **implementation** of the RTP;
- Provide recommendations to the Board in respect of the foregoing and any other specific issues referred to the Advisory Committee by the Board or the Subcommittee.
- To act as a technical resource to the Board and to the Corporation's staff in developing the Corporation's investment strategy.
- Such other roles relating to the ~~development~~ **implementation** of the RTP as may be assigned to the Advisory Committee from time to time by the Board or the Subcommittee.

Section 3.4 Work Groups

The Advisory Committee may from time to time establish work groups to assist it in achieving its mandate. Work Group members may be comprised of Advisory Committee members and other third-parties provided that such third-parties agree in writing to be bound by the confidentiality obligation contained in section 3.6 of this By-Law. A Work Group will report to and provide advice to the Advisory Committee only.

Section 3.45 Limitation on Advisory Committee's Powers and Authority

The Advisory Committee's role is limited to its support as a resource to the Board and to the Corporation's staff and consultants in ~~preparing~~ **implementing the RTP The Big Move**. The Board carries ultimate responsibility **for the implementation of The Big Move** ~~for the RTP~~ and may accept, reject or modify any recommendations proposed by the Advisory Committee.

Section 3.56 Reports to the Board

The Advisory Committee shall provide the Board with periodic reports setting out the Advisory Committee's analysis and recommendations. To the extent possible the reports to the Board shall adhere to the content and format requirements stipulated by the Chair from time to time. The reports to the Board shall reflect the collective input and recommendations of the Advisory Committee based on the consensus of the Advisory Committee members.

Neither the Advisory Committee nor the Advisory Committee members, whether individually or otherwise, shall publicly release any report or disclose recommendations pertaining to the Advisory Committee's RTP-related work commissioned hereunder unless first discussed with the Chair and approved for public release.

Section 3.67 Remuneration and Expenses

To the extent pre-approved by the Chair the Advisory Committee and its individual members shall be reimbursed for all reasonable expenses incurred by the Advisory Committee or a member, as the case may be. In exceptional circumstances the Board or the Subcommittee may authorize additional remuneration to the Advisory Committee or its members having regard to the extensive demands of the efforts involved.

Section 3.78 In Camera Meetings

Notwithstanding the provisions of the Corporation's Open Board Meeting Policy (GP-07-01) the Advisory Committee may on a motion duly carried stipulate that all or any portion of an Advisory committee meeting shall be held in camera.

**ARTICLE 4
EFFECTIVE DATE**

Section 4.1 Effective Date.

This By-law shall come into force on the date of its confirmation by the Directors.

ADOPTED by the Board and confirmed by the Directors in accordance with the GTTA Act the _____20th_____ day of _____February_____, 2009.

Chair

Secretary

Corporate Seal