

## BOARD MINUTES

**DATE OF MEETING:** Monday, July 13, 2009

**PLACE OF MEETING:** Westin Harbour Castle  
Conference Centre  
2 Harbour Square  
Toronto, ON  
1:00 p.m.

**CHAIR:** Rob Maclsaac

**VICE-CHAIR:** Peter Smith

**PRESIDENT & CEO:** Rob Prichard

**MEMBERS PRESENT:** Elyse Allan  
Jennifer Babe  
Paul Bedford  
Rahul Bhardwaj  
Joe Halstead  
Richard Koroscil  
Nicholas Mutton  
Lee Parsons  
Rose Patten  
Stephen Smith  
Doug Turnbull

**REGRETS:** Tony Gagliano

**OTHERS PRESENT:** Gary McNeil, Managing Director  
Mary Martin, General Counsel and Corporate  
Secretary, Meeting Secretary  
Metrolinx Staff

### **CALL TO ORDER AND REMARKS BY THE CHAIR:**

The Chair called the meeting to order at 1:05 p.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.

**DECLARATIONS OF INTEREST:**

The Chair requested declarations of potential conflicts of interest and none were declared. The Chair noted that Ms Patten and Mr. Prichard had advised him of their respective executive employment and directorship with the Bank of Montreal prior to circulation in May, 2009 of a Board written resolution confirming the Corporation's banking arrangements with the Bank of Montreal.

**CEO's Report**

Rob Prichard, President & CEO presented his report to the Board which highlighted the Corporation's key priorities including the "Big 5 Projects", electrification and successful post-merger transition.

*RESOLVED:*

***THAT*** the CEO's report be received for information.

**Carried**

**Managing Director's Report**

Gary McNeil, Managing Director presented his report to the Board which highlighted GO Transit's expansion and emphasis on customer service, which included the growth of GO Transit's ridership, the launching of the Niagara Train Service, and GO Transit's on time performance statistics. After a discussion, the following resolution was moved:

*RESOLVED:*

***THAT*** the Managing Director's report be received for information.

**Carried**

### **Approval of 2008-2009 Financial Statements**

Stephen Smith, on behalf of the Audit, Finance and Risk Management Committee, presented the Annual Report and Audited Financial Statements for each of the Greater Toronto Transportation Authority and the Greater Toronto Transit Authority, and recommended same for approval by the Board.

*RESOLVED:*

***THAT*** the Board approve the Annual Report and the Audited Financial Statements for the Greater Toronto Transportation Authority for the year ended March 31, 2009;

***AND FURTHER THAT*** the Board approve the Annual Report and the Audited Financial Statements for the Greater Toronto Transit Authority for the year ended March 31, 2009.

**Carried**

### **Amendment of By-law No. 2A**

Penny Wyger, Vice President, Business Services presented By-law No. 2A.

*RESOLVED:*

***THAT*** the Board repeal By-law No. 2A of the former Greater Toronto Transit Authority;

***AND THAT*** the Board approve a new By-law No. 2A regarding the fares that shall be charged for travel on the regional transit system and adjusting the wording of the by-law to enable the introduction of special marketing programs and special or seasonal events;

***AND FURTHER THAT*** the Chair and Secretary be authorized and directed to sign restated By-law No. 2A of the Corporation.

**Carried**

**Approval of By-law No. 5 – Appointment of Provincial Offences Officers**

Penny Wyger, Vice President, Business Services presented By-law No. 5.

*RESOLVED:*

***THAT*** the Board repeal By-law No. 4 of the former Greater Toronto Transit Authority regarding the appointment of Provincial Offences Officers;

***AND THAT*** the Board approve a new By-law No. 5 regarding the class of employees that the Corporation designates as officers for the purposes of enforcing by-laws of the Corporation pursuant to Section 21(5) of the *Metrolinx Act, 2006*;

***AND FURTHER THAT*** the Chair and Secretary be authorized and directed to sign restated By-law No. 5 of the Corporation.

**Carried**

**Establishment of a Community Advisory Committee for the GO System Electrification Study Terms of Reference**

Gary McNeil, Managing Director of GO Transit operations and Leslie Woo, General Manager, Transportation Policy & Planning presented on the Community Advisory Committee for the GO System Electrification Study, including the proposed membership of the Committee. Following a discussion, the following resolution was moved:

*RESOLVED:*

***THAT*** the Board approve By-Law No. 3 thereby establishing the Community Advisory Committee for the GO System Electrification Study;

***AND THAT*** the Board approve the Terms of Reference for the Community Advisory Committee for the GO System Electrification Study as detailed in Appendix “B” to the report dated July 13, 2009 from Gary McNeil, Managing Director, GO Transit and Leslie Woo, General Manager, Policy and Planning to the Board of Directors regarding the Establishment of a Community Advisory Committee for the GO System Electrification Study Terms of Reference (the “Report”).

**AND FURTHER THAT** the Board appoint the membership of the Community Advisory Committee for the GO System Electrification Study as detailed in the Report.

**Carried**

### **Provincial Framework for New Transit Projects**

John Howe, General Manager, Investment Strategy & Projects presented the Provincial Framework for New Transit Projects. After a Board discussion, the following resolution was moved:

*RESOLVED:*

**THAT** the Board receive the report on the new Provincial Framework for information.

**Carried**

### **Overview of GO Transit Expansion Plans and Capital Projects**

An overview of GO Transit's expansion plans and capital projects was presented by Judy Knight, Vice President, Corporate Infrastructure and Greg Percy, Vice President, Operations.

*RESOLVED:*

**THAT** the Board receive the report on GO Transit Expansion Plans and Capital Projects for information.

**Carried**

[Note: The Chair adjourned the Public Session and the Board moved into Closed Session]

**AGENDA REVIEW:**

There were no additions or changes to the Agenda.

**Appointment of Corporate Secretary and Associate Corporate Secretary**

*RESOLVED:*

**THAT** the following persons be appointed to the respective office set opposite their name to serve at the pleasure of the Board:

Corporate Secretary	-	Mary Martin
Associate Corporate Secretary	-	Heather Platt

**Carried**

**Quarterly Updates**

The Chair introduced the various quarterly updates and advised that staff was available to answer any questions.

*RESOLVED:*

**THAT** the Board receive the following reports for information:

- (a) GO Transit Infrastructure (including Presto);
- (b) Project Implementation and Investment Strategy;
- (c) Policy and Planning;
- (d) Innovation;
- (e) Human Resources and Procurement;
- (f) Media; and
- (g) Budget.

**Carried**

### **Progress Report on Post-Merger Integration**

The Chair introduced the progress report on post-merger integration and advised that Penny Wyger, Vice President, Business Services and Mary Martin, General Counsel and Corporate Secretary were available to answer any questions.

*RESOLVED:*

**THAT** the Board receive the transition update for information.

**Carried**

### **Report of the Executive Committee**

The Chair provided a report on the meeting of the Executive Committee held on July 2, 2009 regarding the authorization of a purchase order to construct the Credit River Bridge.

*RESOLVED:*

**THAT** the report of the Executive Committee be received for information.

**Carried**

### **Report of the Audit, Finance and Risk Management Committee**

Stephen Smith, Chair of the Audit, Finance and Risk Management Committee provided a report on the meeting of the Audit, Finance and Risk Management Committee held on July 13, 2009.

*RESOLVED:*

**THAT** the Board:

- (a) approve the Terms of Reference for the Audit, Finance and Risk Management Committee attached as Schedule "A" to the report dated July 13, 2009 from Mary Martin, General Counsel and Corporate Secretary to the Audit, Finance and Risk Management Committee regarding the Audit, Finance and Risk Management Committee Terms of Reference;

- (b) direct that the Terms of Reference for the Audit, Finance and Risk Management Committee be referred to the Governance Committee for further review and possible comments;
- (c) direct that the Terms of Reference referenced herein govern the Audit, Finance and Risk Management Committee's role and procedures pending such review by the Governance Committee;

**AND THAT** Grant Thornton LLP be appointed as external auditors for the audit of Metrolinx for the fiscal year April 1, 2009 to March 31, 2010 and for the audit of the former Greater Toronto Transit Authority for the period from April 1, 2009 to May 14, 2009;

**Carried**

### **Report of the Governance Committee**

Rob MacIsaac, Chair of the Governance Committee, provided a report on the meeting of the Governance Committee held on July 13, 2009.

**RESOLVED:**

**THAT** the Board approve the Terms of Reference for the Governance Committee attached as Schedule "A" to the report dated June 1, 2009 from J. Robert S. Pritchard to the Governance Committee regarding the Terms of Reference;

**AND THAT** the Board Charter attached as Schedule "A" to the report dated July 13, 2009 from Mary Martin, General Counsel and Corporate Secretary to the Governance Committee regarding the Board of Directors Charter be approved with the following amendments:

- (a) Section 4(c)(iv) - Pension Plan Matters be deleted in its entirety; and
- (b) Section 4(a)(ii) - Succession Planning refer to both succession and emergency planning;



**AND THAT** the Board approve the Board Code of Conduct attached as Schedule "A" to the report dated July 13, 2009 from Mary Martin, General Counsel and Corporate Secretary to the Governance Committee regarding the Code of Business Conduct and Ethical Behaviour for Directors.

**AND THAT** By-laws No. 1 and 5 of the former Greater Toronto Transit Authority and By-laws No. 1 and 4 of the former Greater Toronto Transportation Authority be repealed;

**AND THAT** By-law No. 1 being a by-law relating generally to the proceedings of the Corporation, a copy of which is attached hereto as Schedule "C", be enacted as a by-law of the Corporation;

**AND THAT** By-Law No. 4 being a by-law relating to Board Meeting Procedural Matters, a copy of which is attached hereto as Schedule "D", be enacted as a by-law of the Corporation;

**AND THAT** the former Greater Toronto Transportation Authority's open meeting policy, the subject matter of which is now addressed in By-law No. 1 of the Corporation be repealed;

**AND THAT**, pursuant to Section 2.3(a)(iii) of By-law No. 1, the Board hereby authorizes the Manager, Procurement & Contract Services to sign the following contracts on behalf of the Corporation: (a) contracts and purchase orders for the supply of goods and services whose procurement is initiated by a purchase requisition, where the approval authorization is given by the relevant cost centre manager pursuant to the Corporation's Approval Authorization Policy; and (b) contracts for, and related documentation in connection with, the sale of surplus assets; provided, however, that this authorization does not extend to contracts where the procurement process specifies that the contract terms, conditions, specifications and price are subject to negotiation between the vendor and the Corporation;

**AND THAT**, pursuant to Section 2.3(a)(iii) of By-law No. 1 and pending final determination of the officers of the Corporation, in addition to those officers specified in Section 2.3(a)(iii) of By-law No. 1 the Board hereby authorizes the following persons to execute contracts on behalf of the Corporation: (a) any two General Managers; or (d) any General Manager and any Officer;

**AND FURTHER THAT** the Chair and the Secretary of the Corporation be authorized and directed to sign By-laws No. 1 and 4.

**Carried**

**Report of the Human Resources and Compensation Committee**

Rose Patten, Chair of the Human Resources and Compensation Committee provided a report on the meeting of the Human Resources and Compensation Committee held on July 13, 2009.

*RESOLVED:*

***THAT*** the Board:

- (a) approve the Terms of Reference for the Human Resources and Compensation Committee attached to the report dated July 6, 2009 from Penny Wyger, Vice President, Business Services to the Human Resources and Compensation Committee regarding the Human Resources and Compensation Committee Terms of Reference;
- (b) direct that the Terms of Reference for the Human Resources and Compensation Committee be referred to the Governance Committee for further review and possible comments; and
- (c) direct that the Terms of Reference referenced herein govern the Human Resources and Compensation Committee's role and procedures pending such review by the Governance Committee.

**Carried**

**Report of the Customer Service Committee**

Nicholas Mutton, Chair of the Customer Service Committee, provided a report on the meeting of the Customer Service Committee held on July 13.

*RESOLVED:*

***THAT*** the report of the Customer Service Committee be received for information.

**Carried**

### **Update on the “Big 5” Projects**

John Howe, General Manager, Investment Strategy & Projects provided an update on the Metrolinx-TTC and Metrolinx-VIVA negotiation strategy, including critical path and progress milestones.

*RESOLVED:*

**THAT** the Board receive the Update on the Metrolinx-TTC and Metrolinx-VIVA negotiation strategy for information, including the draft projects scopes for the Sheppard East-Finch Light Rail Transit and York-Viva Bus Rapid Transit projects.

**Carried**

### **Benefits Case Analysis for Yonge North Project – Interim Report**

John Howe, General Manager, Investment Strategy & Projects presented an interim report on the Benefits Case Analysis for the Yonge North Project. After a Board discussion, the following resolution was moved:

*RESOLVED:*

**THAT** the Board:

- (a) Receive the Yonge North Benefits Case Analysis (BCA) as an interim high-level appraisal at this time; and
- (b) Defer any decision-making regarding the Yonge North project until after the Corporation’s staff complete additional analysis in collaboration with the City of Toronto, TTC and York Region to more comprehensively scope the project. The analysis should include: adjustments in timing or phasing of the subway extension; review of the necessity of some stations to reduce capital costs; consideration of the parallel GO Richmond Hill rail corridor to off-load some of the demand on Yonge Street; and the cost impacts of the various options on the subway yards strategy, Yonge-Bloor subway station improvements; and a future Downtown Relief Line to bypass the Yonge-Bloor congestion pinchpoint;

**AND THAT** staff be directed to develop and post a summary of the report on the Corporation’s website.

**Carried**

### **Benefits Case Analysis for Lakeshore Electrification – Interim Report**

John Howe, General Manager, Investment Strategy & Projects presented an interim report on the Benefits Case Analysis for Lakeshore Electrification. After a Board discussion, the following resolution was moved:

*RESOLVED:*

**THAT** the Board:

- (a) Receive the GO Lakeshore Express Rail Benefits Case Analysis (BCA) as an interim high-level appraisal at this time; and
- (b) Defer any decision-making regarding the Lakeshore electrification project until after considering the results of the recently-launched Metrolinx network-wide rail electrification study and Union Station capacity study, including: appropriate phase-in scenario; maintenance and storage facilities; other electric corridors and implications for the Union Station hub; and vehicle technology issues, specifically the advantages, disadvantages and regulatory issues related to efficient, lightweight Electric Multiple Unit (EMU) trains;

**AND THAT** staff be directed to develop and post a summary of the report on the Corporation's website.

**Carried**

### **Georgetown South Rail Corridor Expansion Project Update**

Gary McNeil, Managing Director provided an update on the status of the Georgetown South Rail Expansion/Airport Rail Link Project.

*RESOLVED:*

**THAT** the Board receive the report on the status of the Georgetown South Rail Expansion/Airport Rail Link Project.

**Carried**

### **Union Station Update and Contract Authorization**

Penny Wyger, Vice President, Business Services provided an update on the ongoing negotiations between the Corporation and the City of Toronto regarding the purchase and lease by the Corporation of parts of Union Station for GO Transit head office use, and the payment of a financial contribution by the Corporation to the City of Toronto towards the cost of developing a North West Path under York Street.

### **Union Station Train Shed Roof – Contract Approval**

*RESOLVED:*

***THAT*** the Board authorize the award of a contract for replacement of the Union Station train shed roof and construction of vertical platform access improvements to the bidder who submits the lowest price of all compliant bids.

**Carried**

### **Contract Approvals**

*RESOLVED:*

***THAT*** the Board authorize the award of a contract for the construction of a new Bus Garage in the Town of Halton Hills to the bidder who submits the lowest price of all compliant bids;

***AND THAT*** the Board authorize the award of a contract for the detailed design and construction of a new Bus Garage in the City of Brampton to the bidder who submits the lowest price of all compliant bids;

***AND FURTHER THAT*** the Board authorize the award of a contract for the final phase of Civil Works construction for the West Toronto Rail-to-Rail Grade Separation to the bidder who submits the lowest price of all compliant bids.

**Carried**

**REVIEW OF MEETING ROUNDTABLE:**

There were no items discussed at the Roundtable session.

**AGENDA PROPOSALS FOR NEXT MEETING:**

The Board requested an update on goods strategy at the next regular meeting of the Board. The Board also requested a presentation on mobility hubs at a future meeting.

**MOTION TO ADJOURN:** at 7:00 p.m.

**Carried**

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**Chair**

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**Secretary**