

## **BOARD OF DIRECTORS**

<b><u>DATE OF MEETING:</u></b>	Thursday, June 21, 2012
<b><u>TIME OF MEETING:</u></b>	8:00 a.m.
<b><u>PLACE OF MEETING:</u></b>	Metrolinx 20 Bay Street 6 <sup>th</sup> Floor Toronto, Ontario M5J 2W3  Executive Boardroom
<b><u>CHAIR:</u></b>	J. Robert S. Prichard
<b><u>PRESIDENT &amp; CEO:</u></b>	Bruce McCuaig
<b><u>MEETING SECRETARY:</u></b>	Mary E. Martin, General Counsel and Corporate Secretary
<b><u>MEMBERS PRESENT:</u></b>	Joseph Halstead Richard Koroscil Nicholas Mutton Lee Parsons Rose Patten Stephen Smith Peter Smith
<b><u>REGRETS:</u></b>	Rahul Bhardwaj Douglas E. Turnbull
<b><u>OTHERS PRESENT:</u></b>	Gary McNeil, President, GO Transit Kathy Haley, President, Air Rail Link Steve Zucker, Managing Director and Executive Vice President, PRESTO Jack Collins, Vice President, Rapid Transit Implementation Mary Lou Duffy, Vice President, Finance, PRESTO John Howe, Vice President, Investment Strategy and Project Evaluation Greg Percy, Vice President, Operations Judy Pfeifer, Vice President, Strategic Communications Mary Proc, Vice President, Customer Service Robert Siddall, Chief Financial Officer Alba Taylor, Legal Counsel and Associate Corporate Secretary Leslie Woo, Vice President Policy, Planning and Innovation Michael Wolczyk, Acting Vice President, Infrastructure

**CLOSED SESSION**

**1. Contract and Transaction Approvals**

The Board had a confidential discussion on contract and transaction approvals.

**PUBLIC SESSION**

**2. Call to Order and Remarks by Chair**

Chair Robert Prichard called the public meeting to order at 8:00 a.m.

Regrets were received from Rahul Bhardwaj and Douglas E. Turnbull.

Chair Prichard confirmed that quorum was present.

No declarations of interest were declared.

**3. CEO's Report**

Bruce McCuaig, Chief Executive Officer, provided an overview of recent significant events.

**4. GO Transit Report**

Gary McNeil, President, GO Transit, presented the GO Transit President's Board Update.

**5. Customer Service Committee Chair's Report**

Nick Mutton, Chair, Customer Service Committee, presented the Customer Service Update.

**6. PRESTO Report**

Steve Zucker, Managing Director and Executive Vice President, PRESTO, presented on PRESTO report.

**7. Toronto Transit Projects**

Bruce McCuaig, Chief Executive Officer reported on the progress of the Toronto Transit Projects.

**8. York Viva Project Status Report**

Mary Frances Turner, Vice-President, York Region Rapid Transit Corporation, and Jack Collins, Vice President, Rapid Transit Implementation, presented on York Region Rapid Transit Projects. Each emphasized the constructive working relationship between Metrolinx and YRRTC.

**9. Five Year Strategy 2012-2017**

Leslie Woo, Vice President Policy, Planning and Innovation, and Eve Wyatt, Executive Technical Advisor, Regional Integration, presented the Metrolinx 5 Year Strategy: 2012-2017. Board members inquired on the indicators supporting Metrolinx's year by year progress on its strategic plan. Board members also confirmed that the Five Year Strategy is consistent with earlier Board discussions.

**RESOLVED:**

**THAT** subject to minor housekeeping and final formatting of content, the Board approved the Metrolinx 5-Year Strategy: 2012-2017 document dated June 21st 2012, prepared by the VP Policy, Planning and Innovation;

**AND THAT** the President and CEO align corporate budgeting, priorities and performance planning with this five year corporate strategy,

**AND THAT** the President and CEO post this document on the Metrolinx website for public information.

**Carried**

**10. Draft 2011-12 Annual Report**

Robert Siddall, Chief Financial Officer, presented the Metrolinx 2011/12 Annual Report including the Audited Financial Statements. Stephen Smith, Chair of the Audit, Finance and Risk Management Committee, summarized his Committee's review of the Annual Report including the Committee's in camera meeting with Deloitte. Deloitte provided a comprehensive presentation and confirmed its full endorsement of the Financial Statements.

**RESOLVED:**

**THAT** the Audited Financial Statements for Metrolinx for the year ended March 31, 2012 be approved;

**AND THAT** the CEO submit the approved Audited Financial Statements to the Ministers of Finance and Transportation;

**AND THAT** the Metrolinx Annual Report 2011/12 be approved;

**AND THAT** the CEO submit the Annual Report to the Minister of Transportation in accordance with the *Metrolinx Act, 2006*.

**Carried**

**11. Draft 2012/13 Business Plan and Capital and Operating Plan**

Robert Siddall, Chief Financial Officer, presented the 2012/13 Business Plan. Mr. Siddall

outlined how the plan is responsive to the current economic environment while at the same time recognizing Metrolinx's addition of significant new operating divisions. Chair Patten of the Human Resources and Compensation Committee indicated that this Committee would review the five year workplan component of the Business Plan at its June 25, 2012 meeting.

**RESOLVED:**

**THAT** the Metrolinx Business Plan for fiscal 2012-13 be approved and adopted;

**AND THAT** the CEO be authorized to submit the Business Plan to the Minister of Transportation for approval in accordance with the *Metrolinx Act, 2006*.

**Carried**

**12. Amendments to By-Laws No. 2 and 2A (PRESTO Implementation)**

Mary Martin, General Counsel and Corporate Secretary, and Robert Siddall, Chief Financial Officer, presented the Amendments to By-Laws 2 and 2A. The Board asked staff about the ability to alter fares during the day/week after the PRESTO rollout. Staff indicated that the by-law will need to be flexible enough to accommodate "deals and discounts", part of a broader discussion about pricing strategies.

**RESOLVED:**

**THAT** By-law No. 2 and By-law No. 2A be repealed and replaced with By-Law No. 2 and By-Law No. 2A attached to the General Counsel and Corporate Secretary's report to the Board dated June 21, 2012 to:

1. remove the fare structure no longer in place;
2. delete the existing Table of Fares, and substitute in its place a new Table of Fares in the form attached to the new By-law No. 2A; and
3. provide the Corporation with the ability to establish special fares for limited purposes as described in By-Law No. 2A.

**AND THAT** The Chairman and Secretary be authorized to sign the By-law.

**Carried**

**CLOSED SESSION**

**13. CEO'S Report**

Bruce McCuaig presented the CEO's report.

**14. Approval of Minutes**

**RESOLVED:**

**THAT** the minutes of the Board meeting of February 16, 2012 and April 25, 2012 be approved.

Carried

**15. Appointment of Officers**

Mary Martin, General Counsel and Corporate Secretary, presented the Appointment of Officers report.

**16. Corporate Communications Strategies**

Judy Pfeifer, Vice President, Strategic Communications presented the Corporate Communications Strategies report.

**17. The Big Move Update**

Leslie Woo, Vice President, Policy, Planning and Innovation, presented on The Big Move Update.

**18. GO Service Update**

Leslie Woo, Vice President, Policy, Planning and Innovation, presented Go Service Update.

**19. Crosstown Update**

Jack Collins, Vice President, Rapid Transit Implementation presented the Crosstown Update.

**RESOLVED:**

**THAT** Metrolinx endorses an update to the approved Environmental Assessment for the alignment changes as set out in a report from the Vice President of Rapid Transit Implemented dated June 21, 2012. An update and recommendation to the Cross town Environmental Assessment will come to the Board for approval in the fall of 2012 after public consultation.

**AND THAT** Metrolinx approved a change to the westerly project limits for Phase 1 of Cross town LRT project from Jane Street to a westerly project limit of Mount Dennis/Weston Station in order to offset the \$91 million higher cost of grade separating the alignment over Black Creek Drive to the Mount Dennis/Weston Station.

**AND THAT** Metrolinx incorporates the historic Kodak Building No. 9 at southwest corner of the site into the mobility hub development, and,

**AND THAT** Metrolinx includes construction provisions for the Mount Dennis/Weston station box in the Rail Bridge Widening (over Eglinton Avenue) work which is part of the GO Kitchener Corridor improvement construction in order not to disrupt GO Transit and ARL revenue service in the future when the Crosstown LRT is under construction.

**Carried**

**20. Quarterly Reports:**

Quarterly Reports for each of: Air Rail Link, PRESTO, GO Transit, Policy, Planning & Innovation, Strategic Communications, Rapid Transit Implementation, and Investment Strategy were received for information.

**21. Board Standing Committee Updates**

**(a) Executive Committee**

Robert Prichard reported to the Board.

**(b) Audit, Finance & Risk Management Committee**

Stephen Smith reported to the Board.

**(c) Governance Committee**

The Governance Committee meeting was deferred. Consequently, there were no matters to report.

**(d) Human Resources & Compensation Committee**

Rose Patten reported to the Board.

**(e) Customer Service Committee**

Nick Mutton reported to the Board.

**22. Agenda Proposals for Next Meeting**

There were no agenda proposals for the next meeting.

**23. Other Business**

There was no other business to discuss.

**ADJOURNMENT**

There being no further business before the Board of Directors, the meeting was adjourned at 12:30 p.m.

**Carried**

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J. Robert S. Prichard, Chair

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Mary E. Martin, Secretary

c/s