

**BOARD OF DIRECTORS**

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| <b>DATE OF MEETING:</b>     | November 26, 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, Vice President & Corporate Secretary  |
| <b>MEMBERS PRESENT:</b>     | Rick Byers<br>Bryan Davies<br>Janet Ecker<br>Luigi Ferrara<br>Diana Fletcher<br>Michael Kraljevic<br>Tony Marquis<br>Emily Moore (until noon)<br>Reg Pearson<br>Robert Poirier<br>Sylvie Tessier<br>Paul Tsaparis (until 9 a.m.)   |
| <b>REGRETS:</b>             | Clio Straram   |
| <b>OTHERS PRESENT:</b>      | Mark Childs, Chief Marketing Officer & Communications (A)<br>Matt Clark, Chief Capital Officer<br>Annalise Czerny, Chief of PRESTO<br>Helen Ferreira-Walker, Chief Human Resources Officer<br>Martin Gallagher, Chief Safety Officer<br>Jennifer Gray, Chief Financial Officer<br>Heather Platt, Chief Legal Officer<br>Ian Smith, Chief Operations Officer<br>Abena Addo, Senior Advisor, Eglinton West Extension<br>Trevor Anderson, Program Sponsor, Union Station<br>Rob Andrews, Senior Manager, Rail Services<br>Tom Aylward-Nally, Manager & Senior Advisor to the Chief Capital Officer<br>Lena Azzou, Chief of Staff to the President & CEO |

Rose Butler, Manager & Senior Advisor to the Chair  
Sharyn Byrne-Nearing, Director, Brand & Digital Marketing  
Mark Ciavarro, Program Sponsor, Line 2 East Extension  
Trish Colley, Vice President, Customer Service Delivery  
Stephanie Davies, Executive Vice President, GO Expansion  
Vesna Dobric, Senior Board Coordinator  
Joseph Ehrlich, Manager, Project Planning  
Katy Francis, Senior Advisor to the Chief Human Resources Officer  
Robert Fuller, Director, Rail Services  
Trevor Geach, Legal Counsel  
Mathieu Goetzke, Vice President Planning  
Michael Hodge, Senior Manager, Sponsor - Line 2 East Extension  
Andrew Hope, Executive Vice President, Rapid Transit Implementation  
Natalie Horrell, Director, LEAN Centre of Excellence (CoE)  
David King, Manager, Ontario Line  
Fahreen Kurji, Vice President (A), Commercial Projects Management  
Ken Kuschei, Director, Customer Experience  
Andre Lalonde, Vice President, Transit Operations  
Duncan Law, Head Sponsor, Subways  
Audrey Lemieux, Senior Advisor to the Chief Financial Officer  
Taya Leybman, Vice President, Solution Development & Technology, PRESTO  
Bob Laramy, Director, Transformation  
Neil Lindley, Vice President, Union Station Rail Corridor  
Michael Lindsay, President & CEO, Infrastructure Ontario  
Gunta Mackars, Vice President, Design  
Paul Manhire, Vice President, Rapid Transit - Eglinton Crosstown LRT  
Leslie Millan, Senior Manager, Brand Portfolio & Strategy  
Erin Moroz, Early Works & Extensions Program Sponsor  
Meghan Mulligan, Commercial Director, Scarborough Subway Extension, Infrastructure Ontario  
Becca Nagorsky, Principal Sponsor  
Robert Pattison, Senior Vice President - Light Rail, Infrastructure Ontario  
Phil Pengelly, Senior Manager, Facilities Operations & Maintenance  
Jan Richards, Manager, Consumer Experience Strategy - PRESTO

Eugene Roman, Chief Information Officer  
Keith Sheardown, Interim Maintenance Director, Bus & Rapid Transit Services  
Meredith Sumner, Manager, Service Accounts  
Eric Tilley, General Counsel, Infrastructure Ontario  
Gord Troughton, Vice President, GO Expansion Project Delivery  
Dorothy Wahl, Associate General Counsel  
Leslie Woo, former Chief Planning and Development Officer (for the public session)  
Jesse Gardner, Singleton Urquhart Reynolds Vogel LLP  
Sharon Vogel, Singleton Urquhart Reynolds Vogel LLP

## **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 at 8:00 a.m. 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.

No conflicts of interest were declared.

### **2. Commercial Claims Management**

Staff joined the meeting in progress at 8:15 a.m.

**[Redacted: Economic and Other Interests, Solicitor-Client Privilege]**

### **3. Scarborough Tunnelling Options**

Mark Ciavarro, Program Sponsor, Line 2 East Extension, Meghan Mulligan, Commercial Director, Scarborough Subway Extension, Infrastructure Ontario, and Michael Hodge, Senior Manager, Sponsor - Line 2 East Extension, provided a review of advanced tunnelling innovations for the Scarborough Subway Extension.

Staff provided an overview of the procurement approach and incentives designed to accelerate planning and delivery of the works, starting with a more iterative and collaborative procurement process and changes to the prequalification scoring and evaluation framework made in response to market feedback received.

[Redacted: Economic and Other Interests, Advice to Government]

#### **4. LEAN at Metrolinx**

Helen Ferreira-Walker, Chief Human Resources Officer, Robert Fuller, Director, Rail Services, Rob Andrews, Senior Manager, Rail Services, Phil Pengelly, Senior Manager, Facilities Operations & Maintenance, and Keith Sheardown, Interim Maintenance Director, Bus & Rapid Transit Services, provided an overview of LEAN initiatives recently implemented at Metrolinx to address delays to operations, rail operating rules violations, training, and operating cost pressures.

Staff described the five pillars of LEAN at Metrolinx, the investment in staff training to learn to apply LEAN techniques across the organization, and the cross-functional cooperation required to execute many of the current initiatives (including with third party service providers such as Bombardier and Hallcon).

The Board commended the work being done in this area and encouraged staff to share the Corporation's successes more broadly, to demonstrate Metrolinx's commitment to driving efficiencies and operational costs savings.

#### **5. Technical Analysis of Transit Options**

[Redacted: Economic and Other Interests, Advice to Government, Cabinet Records]

#### **6. PRESTO Modernization**

Annalise Czerny, Chief of PRESTO, and Taya Leybman, Vice President, Solution Development & Technology, PRESTO, provided an update on the PRESTO Modernization Program including back office work on payment processing, front end payment options, and the future systems procurement approach.

[Redacted: Economic and Other Interests, Advice to Government, Cabinet Records]

#### **7. Union Station Enhancement Project**

##### **7.1 Alliance Delivery Model**

Matt Clark, Neil Lindley, Vice President, Union Station Rail Corridor, and Trevor Anderson, Program Sponsor, Union Station, presented a report on the Alliance Delivery Model for the Union Station Enhancement Project (USEP), highlighting key features of the collaborative approach including risk sharing and cost transparency between the parties.

The Board considered the Alliance Delivery Model procurement approach, proponent selection, and related contracts and approvals for the various stages.

Staff expect to return to the Board for approval of the Project Alliance Agreement in summer, 2021 following which the project will move into the construction phase.

## **7.2 Development Agreement & Project Scope**

Matt Clark, Neil Lindley and Trevor Anderson presented an update on the status of the Alliance Development Agreement (“ADA”) and project scope for the USEP.

**[Redacted: Economic and Other Interests, Advice to Government]**

## **8. Business Item: Barrie Contract 2 RFP Release**

Erin Moroz, Early Works & Extensions Program Sponsor, and Gord Troughton, Vice President, GO Expansion Project Delivery, presented a report requesting approval to release the request for proposals and conditionally award the contract for the second segment of the Barrie Railway Corridor Enabling Works Contract (“Barrie Contract 2”).

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

## **PUBLIC SESSION**

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

Chair Wright called the meeting to order at 11:09 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. A letter dated November 23, 2020 from Rhoda Potter and Randy MacDougall from the Agincourt Village Community Association regarding noise walls along the Stouffville Corridor.

The Chair recognized Leslie Woo, former Chief Planning and Development Officer, for her contributions to the Corporation and wished her well in the next chapter of her career.

Finally, the Chair congratulated Phil Verster, President and Chief Executive Officer, for being named CEO of the Year by Canada's Safest Employer Awards.

## **10. Safety Moment**

Mathieu Goetzke reviewed safety and security measures and led the group in a safety moment.

## **11. CEO's Report**

Phil Verster reviewed recent Metrolinx activities and achievements, including: receipt of a Railway Association of Canada safety award for COVID-19 management and response; achievement of the lowest employee lost time injury frequency rate since tracking began; the launch of GO Wi-Fi Plus; the upcoming grand opening of the new Union Station Bus Terminal, along with other important project milestones on Bloomington Station, the Kipling Bus Terminal, and the issuance of two major procurements for the Ontario Line; winter readiness preparedness activities; and continuing enhancements of the PRESTO program and products including the elimination of the overdraft fee and reduced minimum load amount.

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

1. Station Attendants Melissa Simpson, April Ediae, Dacey Dornford, and Jordan Plett, for assisting a distressed woman on the tracks at Port Credit GO Station;
2. Customer Service Ambassador Jim Gillard and Constable Jason Wouters, for performing CPR and resuscitating a passenger who had a cardiac arrest onboard a train;
3. Josh Allen and Burnham Hazel, for assisting a distressed man who had suffered a seizure in a remote area near a GO Station parking garage;
4. Stephanie Davies, Executive Vice President, GO Expansion, for being selected as one of Railway Age magazine's 2020 Women in Rail honourees;
5. Heather Platt, Chief Legal Officer, for being awarded the Arbor Award from the University of Toronto, the highest honour for volunteer service to the university; and
6. Leslie Woo, former Chief Planning and Development Officer, for her lasting contributions to the Corporation, and how it plans and develops transit in the region.

## **12. Ridership, Safety, and Customer Experience**

Meredith Sumner, Manager, Service Accounts, and Leslie Millan, Senior Manager, Brand Portfolio & Strategy, presented an update on service offerings for Fall 2020, Metrolinx's Health & Safety focused actions to build customer reassurance, and newly launched customer experience initiatives.

Staff highlighted current ridership levels and changing trends, customer satisfaction scores, and customer feedback and other metrics monitored across the region. Staff also reported on the launch of GO Wi-Fi Plus, emerging partnerships with Purolator and Audible, and the latest instalments from the Safety Never Stops campaign.

## **13. It's Happening**

Stephanie Davies, Executive Vice President, GO Expansion, Neil Lindley and Sharyn Byrne-Nearing, Director, Brand & Digital Marketing, presented a progress update on Metrolinx's capital projects delivery including: the Cooksville GO Parking Garage; the Kipling Bus Terminal; the completion of the new Union Station Bus Terminal; progress on the Bay Concourse construction; and extension of the Richmond Hill Line to the new Bloomington Station. Staff highlighted the volume and significance of the capital works completed and underway even during the pandemic. Finally, staff described community relations and multi-lingual communications campaigns underway to get the message out on Metrolinx's capital program effort, achievements, and expected community impacts.

## **14. Contactless Credit/Debit on UP Express**

Trish Colley, Vice President, Customer Service Delivery, and Taya Leybman presented a report on implementing contactless credit and debit payments on UP Express.

Staff described how contactless payment capabilities will promote customer convenience, simplify the fare payment process, and open up cashless pay as you go options for customers.

Staff provided an overview of the planned pilot, phased launch scheduled for 2021, and the new inspection approach and charges captured in the proposed revised By-laws.

**RESOLVED:**

**THAT** as further described in the 'Contactless Credit/Debit on UP Express' November 26, 2020 report to the Board, By-laws No. 2 and By-law No. 2A (the "By-Laws") be revised to implement the PRESTO Contactless Payment Program on UP Express, by:

- a) Expanding certain definitions to provide for the use of "acceptable contactless payment media" to pay for travel on the UP Express transit system and serve as a "ticket" for "validation" and enforcement purposes
- b) Incorporating by reference the new PRESTO "Contactless" Terms & Conditions
- c) Expanding the current PRESTO program "Max Fare" or "Maximum Fare" concepts, which represent the base fare amount that may be charged to a PRESTO electronic fare card or acceptable open contactless payment media for one-way travel on the transit system when a person fails to tap off a PRESTO electronic fare card or contactless payment media correctly at the end of their journey
- d) Introducing an "Inspection Fare" for the UP Express Contactless Payment Program, which is represented by the adult base fare for the journey from Toronto Pearson to Union Station plus the Convenience Fee, and is payable where an acceptable contactless payment media user fails to tap on correctly at the start of their journey
- e) Introducing a "Convenience Fee" which is the \$2.00 processing fee charged in addition to the base fare where an open payment media user fails to validate their ticket
- f) Implementing other additional administrative revisions to the By-laws, including to clarify and streamline existing provisions and ensure seamless application of the By-Laws to both GO Transit and UP Express for enforcement purposes

**AND THAT** the existing By-law No. 2 be repealed and replaced with By-law No. 2 attached to the Report as Appendix A, effective as of January 1, 2021;

**AND THAT** the existing By-law No. 2A be repealed and replaced with By-law No. 2A attached to the Report as Appendix B, effective as of January 1, 2021;

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

Carried



## 15. 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 12.07 p.m. for the closed session.

## 16. Approval of Minutes

### 16.1 September 10, 2020 Minutes

#### RESOLVED:

**THAT** the minutes of the Board of Directors meeting of September 10, 2020 be approved.

Carried

### 16.2 October 8, 2020 Minutes

#### RESOLVED:

**THAT** the minutes of the Board of Directors meeting of October 8, 2020 be approved.

Carried

### 16.3 November 6, 2020 Minutes

#### RESOLVED:

**THAT** the minutes of the Board of Directors meeting of November 6, 2020 be approved.

Carried

## 17. Report of the Board Standing Committees

### 17.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since September 10, 2020.

### 17.2 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee ("AFARM") Chair, reported on the Committee's November 24, 2020 meeting.

The Committee Chair described the resolutions passed at the AFARM meeting and the Board approvals required, including appointment of the external auditors and approval of certain amendments to the Committee Terms of Reference relating to the role of the Committee Vice Chair.

The Board considered the external audit scope, plan, and materiality threshold for fiscal year ending March 31, 2021 and factors impacting the Corporation's financial performance this past quarter including **[Redacted: Economic and Other Interests, Advice to Government]**, revenue impacts from lower ridership, and various cost savings initiatives that have had a substantial impact on maintaining forecasted subsidy expenditures. The Committee Chair noted that the Committee members confirmed no awareness of any fraud.

The Board also heard about Internal Audit's newly initiated quarterly reporting of the status of internal audit recommendations, and two new initiatives launched by Safety: the Canadian Independent Safety Assessor Program for Railway Systems (launched in September 2020 in partnership with the Standards Council of Canada to ensure the highest standards of safety and safety assurance are achieved on Metrolinx projects); and the Canadian Common Safety Method for Risk Evaluation and Assessment (developed in partnership with the Canadian Standards Association to mirror the framework used in Europe and to be used on all future Metrolinx rail projects).

The Committee recommended that the Board approve the following matters:

#### 17.2.1 Appointment of External Auditors

**RESOLVED**, on recommendation of the Audit, Finance and Risk Management Committee:

**THAT**, PricewaterhouseCoopers LLP is hereby re-appointed as the external auditor for the Corporation to carry out statutory and supplemental audit

services, including audited financial statements, specified procedures related to the certificate of assurance, and accounting advisory services, for a five year fiscal period from 2020/21 to 2024/25, [Redacted: Economic and Other Interests]

**Carried**

### **17.2.2 Review of Committee Terms of Reference**

**RESOLVED**, on recommendation of the Audit, Finance and Risk Management and Governance Committees:

**THAT** the revised Audit, Finance and Risk Management Committee Terms of Reference as set out in the Chief Financial Officer and Corporate Secretary's November 24, 2020 report to the Audit, Finance and Risk Management and Governance Committees be approved.

**Carried**

### **17.3 Capital Oversight Committee**

Rick Byers reported on the Committee's October 26, 2020 meeting, confirming a Committee Work Plan has been set up to guide 2021 meeting agendas, and Emily Moore has been appointed as the Committee Chair.

On behalf of the Committee Chair, Mr. Byers also reported on recent discussions relating to governance, claims management processes, recent projects and procurements innovations, and overall capital program performance.

Finally, Mr. Byers noted an overall program health check report has been provided to the Board as an appendix to the Committee Chair's report and will be included every quarter going forward.

### **17.4 Customer Experience Committee**

Luigi Ferrara, Customer Experience Committee ("CEC") Chair, reported on the Committee's November 25, 2020 meeting. The Committee Chair confirmed the addition of Reg Pearson as the newest Committee member, and highlighted recent Committee reviews of marketing, non-fare revenue, and design works.

The Committee Chair explained the scope of the revisions proposed to the CEC Terms of Reference, including the incorporation of community benefits tracking and a broader communication oversight function.

The Committee recommended that the Board approve the following matter:

#### **17.4.1 Committee Terms of Reference Review**

**RESOLVED**, on recommendation of the Customer Experience and Governance Committees:

**THAT** the revised Customer Experience Committee Terms of Reference (TORs) as set out in the Chief Marketing & Communications Officer and Corporate Secretary's November 25, 2020 report to the Customer Experience and Governance Committees (the "Report") be approved.

**Carried**

#### **17.5 Governance Committee**

Janet Ecker, Governance Committee Chair, reported on the Committee's November 24, 2020 meeting. The Committee Chair described the resolutions passed at the Committee meeting and the approvals required from the Board, including the approval of a new Memorandum of Understanding between Metrolinx and the Ministry of Transportation, and the reappointment of three existing non-Board members to the Capital Oversight Committee.

The Board considered the key elements of and tentative topics to be covered at the upcoming strategic planning session in February. The Board also discussed the results of the Board Charter review, and director attendance over the last year.

Finally, the Committee Chair confirmed the Governance Committee's support of the amendments proposed to the CEC and AFARM Terms of Reference.

The Committee recommended that the Board approve the following matters:

##### **17.5.1. Metrolinx-MTO Memorandum of Understanding**

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

**THAT** as described in the Corporate Secretary's November 24, 2020 report to the Governance Committee, the Board approves the proposed Memorandum of Understanding (MOU) between the Minister of Transportation and the Metrolinx Board Chair, on behalf of Metrolinx;

**AND THAT** the Board Chair proceed to sign the MOU.

**Carried**

### **17.5.2. Board Appointments and Skills Matrix**

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

**THAT** effective November 26, 2020 the following individuals be re-appointed to the Capital Oversight Committee for the terms set out opposite their names:

| <b>Member</b>    | <b>Renewed Term</b> | <b>Term Expiry</b> |
|------------------|---------------------|--------------------|
| Edmund J. Martin | 1 year              | November 25, 2021  |
| Sarah Clark      | 3 years             | November 25, 2023  |
| Howard Permut    | 3 years             | November 25, 2023  |

**Carried**

### **17.6 Human Resources & Compensation Committee**

Reg Pearson, Human Resources & Compensation Committee (“HRCC”) Chair, reported on the Committee’s November 25, 2020 meeting. The Committee Chair summarized HRCC discussions about the new Self-Funded Leave Program, OMERS pension plan requirements, challenges and performance, anti-racism and diversity initiatives, including Metrolinx’s zero tolerance stance on workplace harassment and discrimination, and the results of the latest employee engagement pulse survey.

Two discussion items were deferred to the Board-only in camera session.

The Committee recommended that the Board approve the following matter:

#### **17.6.1 Self-Funded Leave Program**

**RESOLVED**, on recommendation of the Human Resources and Compensation Committee and as described in the Chief Human Resources Officer and Chief Financial Officer’s November 25, 2020 report to the Human Resources and Compensation Committee:

**THAT** effective January 1, 2021 a deferred salary leave plan, as defined by Canada Revenue Agency, for certain employees of Metrolinx be established with Concentra Trust as Trustee and CUMIS Life Insurance Company as Agent.

**Carried**

## 17.7 Real Estate Committee

Robert Poirier, Real Estate Committee (“REC”) Chair, reported on the Committee’s September 14, 2020, October 5, 2020 and November 11, 2020 meetings including the volume of recent transaction reviews, and the results of a session with the Committee’s external advisors. The Committee Chair confirmed that some minor delays are being seen on a few projects, however, staff are monitoring and keeping the Committee abreast of developments.

## 18. Other Business

The Board discussed a letter of recognition sent by the Premier of Ontario to Chair Wright congratulating Metrolinx on receiving a 2020 Canada’s Safety Employer Award from Canadian Occupational Safety Magazine, and also commending Metrolinx’s efforts to increase ridership and improve service levels across the GO Transit and UP Express system.

The Board also discussed the reduction in ridership **[Redacted: Economic and Other Interests]**.

## EXECUTIVE SESSIONS

### 19. Executive Session

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

**[Redacted: Labour Relations and Employment-Related]**

### 20. Executive Session

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

### 21. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 1:15 p.m.

**Carried**

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

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

c/s