

BOARD OF DIRECTORS

DATE OF MEETING:	May 5, 2021
TIME OF MEETING:	8:30 a.m.
PLACE OF MEETING:	Video & Audio Conference
CHAIR:	Donald Wright
PRESIDENT & CEO:	Phil Verster
MEETING SECRETARY:	Alba Sandre Taylor, Vice President & Corporate Secretary
MEMBERS PRESENT:	Rick Byers Bryan Davies Janet Ecker Luigi Ferrara Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier Clio Straram Sylvie Tessier Paul Tsaparis
REGRETS:	Diana Fletcher
OTHERS PRESENT:	Karla Avis-Birch, Chief Planning Officer (A) Mark Childs, Chief Marketing Officer Matt Clark, Chief Capital Officer Helen Ferreira-Walker, Chief Human Resources Officer Martin Gallagher, Chief Safety Officer Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Steve Levene, Chief Operating Officer - Rapid Transit (A) Heather Platt, Chief Legal Officer Ian Smith, Chief Operating Officer Jennifer van der Valk, Chief Communications Officer (A) Trevor Anderson, Union Station Early Works Program Sponsor Lena Azzou, Chief of Staff to the President & CEO Mark Baillie, Vice President, GO Expansion & Transformation Rose Butler, Manager & Senior Advisor to the Chair Sharyn Byrne-Nearing, Vice President, Brand, Digital & Product Marketing

Vesna Dobric, Senior Advisor, Board Governance
Trevor Geach, Legal Counsel
Mathieu Goetzke, Vice President, Planning
Beatrice Herwats, Head Sponsor, Rapid Transit
Andrew Hope, Executive Vice President, Subway Program
Duncan Law, Head Sponsor, Subways
Ashley MacDonald, Vice President, Capital Finance
Paul Manhire, Executive Vice President, Rapid Transit (A)
Marcia Medrano, Vice President, Stations Capital Delivery
Erin Moroz, Head Sponsor, Stations
Sandra Porteous, Director, Inclusion & Engagement
Eugene Roman, Chief Information Officer
Duwayne Williams, Vice President, Engineering & Asset Management
Justyna Witek, Deputy Chief Financial Officer
Meghan Wong, Vice President TOC - Heavy Rail (New Stations)
Karen Woo, Executive Vice President, Program Management

CLOSED SESSION

1. Call to Order and Remarks by Chair

Chair Donald Wright called the meeting to order at 8:30 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.

The following conflicts of interest were declared:

- a) Paul Tsaparis, with respect to Agenda Item 6.1 Approval of March 25, 2021 Minutes, as a result of his interests in **[Redacted: Personal Information]**. A redacted version of the minutes were provided to Mr. Tsaparis and he will be recused from any related discussions and voting on the matter.
- b) Clio Straram, with respect to Item 1 of the CEO Memo (**[Redacted: Economic and Other Interests]**), and Agenda Items 6.1 (Approval of March 25, 2021 Minutes) and 10 (**[Redacted: Economic and Other Interests, Advice to Government]**) as a result of her interests in **[Redacted: Personal Information]**. A redacted version of the CEO Memo and March 25, 2021 Minutes were provided to Ms. Straram, and she did not receive the **[Redacted: Economic and Other Interests, Advice to Government]** report. Ms. Straram will be recused from any related discussions and voting on these matters.

2. CEO/Board In Camera Session

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

[Redacted: Economic and Other Interests]

STRATEGY ITEMS

3. Welcome and Safety Moment

Staff joined the meeting at 9:30 a.m.

The Chair reviewed safety and security measures and the group held a safety moment.

4. Key Success Factors and Strategic Objectives

Martin Gallagher, Chief Safety Officer, Justyna Witek, Deputy Chief Financial Officer, and Andrew Hope, Executive Vice President, Subway Program, provided an update on this year's key success factors ("KSFs"), including: projections and progress to date; how the current KSFs compare to last year's targets; and reporting and monitoring activities (through deep dives and Senior Management Team ("SMT") discussions).

Staff highlighted the KSF's linked to the Corporation's ambitious cost recovery targets, which already approximated best in North America measures pre-pandemic. Staff noted how implementation of LEAN will help achieve these objectives.

Staff also provided an update on the Subways Program, including current timelines, major milestones for all four priority projects, procurement planning, market competitiveness and capacity building requirements for successful delivery of the projects. Staff described how the KSFs are important to de-risking the delivery program.

Staff then turned to the proposed 2021/2022 Strategic Objectives that remain divided in four key quadrants: safety; employee engagement; trusted business partner; and satisfied customers. Mark Childs, Chief Marketing Officer, Ian Smith, Chief Operating Officer, Helen Ferreira-Walker, Chief Human Resources Officer, Sharyn Byrne-Nearing, Vice President, Brand, Digital & Product Marketing, and Mark Baillie, Vice President, GO Expansion & Transformation, presented an update on the 2021-22 strategic objectives. Staff summarized changes from the prior year's objectives to further entrench safety culture, support employee resilience, inclusion and diversity,

reinvigorate and strengthen the business post-pandemic, and maintain employee engagement at 80%.

The Board discussed the latest ridership recovery forecasts and expectations based on new trip purpose insights (including increased focus on social and leisure travel), return to office planning, and market soundings on customer readiness to return. Staff expect full recovery to take up to three years to achieve, and continue to monitor return to work planning for related impacts.

The Board also considered diversity and inclusion targets, and whether these should be broadened to include cultural measures. Staff described how the current gender targets are used to drive diversity and inclusion activities more generally, and promote a broader culture shift within the organization. Staff noted a broader inclusion strategy within the organization already underway, that incorporates over forty distinct inclusion actions and activities. Staff also noted the completion of a recent cultural census, which is expected to help drive relevant activities.

Once approved staff confirmed the strategic objectives will be communicated and distributed to all staff.

RESOLVED:

THAT, as described in the Senior Management Team’s May 5, 2021 report and subject to any additional considerations proposed by the Board:

1. 10 Key Success Factors described in the report be adopted to guide Metrolinx’s business over the next 3-5 years, and
2. 15 Strategic Objectives be adopted for fiscal year 2021/22.

Carried

5. Inclusion Actions

Helen Ferreira-Walker, Ian Smith, Jennifer van der Valk, Chief Communications Officer (A), Sandra Porteous, Director, Inclusion & Engagement, and Trevor Anderson, Union Station Early Works Program Sponsor, provided an update on inclusion activities and impacts across the organization, including anti-racism and anti-harassment initiatives.

As an example of an integral Employee Resource Group, Trevor Anderson described the Black Employee Experience at Metrolinx (“BEEAM”) group, highlighting group membership and composition, objectives, organization, level of engagement, actions taken to date. Staff also described how BEEAM has acted as a resource and helped

identify and address racist and discriminatory behaviour among staff, making Metrolinx a safer and more inclusive environment.

The Board discussed other key elements of successful inclusion strategies, including mentorship, talent development, recruitment, procurement, and community building. Staff confirmed that a third-party review of the organization's hiring practices was recently conducted and identified opportunities to improve recruitment from key communities.

The Board also discussed Board diversity, regional and community representation, and opportunities to improve these measures given the prescribed appointment process.

Finally, the Board noted the opportunity to support local communities as part of Metrolinx's inclusion strategy through social procurement policies. Staff committed to reviewing and reporting back on these opportunities.

APPROVAL ITEMS

6. Consent Items

Phil Verster briefly introduced Barclay Hancock, Metrolinx's Chief Payments Officer, who joined the organization on April 19, 2021.

RESOLVED:

6.1 Approval of March 25, 2021 Minutes

Per previously declared conflicts, Clio Straram and Paul Tsaparis refrained from voting on this item.

THAT the minutes of the Board of Directors meeting of March 25, 2021 be approved.

6.2 Appointment of Officers

THAT Barclay Hancock be appointed to the office of Chief Payments Officer, effective as of April 19, 2021;

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 May 5, 2021 report.

Carried

7. [Redacted: Economic and Other Interests, Cabinet Records, Advice to Government]
8. [Redacted: Economic and Other Interests, Cabinet Records, Advice to Government]
9. [Redacted: Economic and Other Interests, Cabinet Records, Advice to Government]
10. [Redacted: Economic and Other Interests, Advice to Government]
11. [Redacted: Economic and Other Interests, Cabinet Records, Advice to Government]
12. [Redacted: Economic and Other Interests, Cabinet Records, Advice to Government]
13. [Redacted: Economic and Other Interests, Advice to Government]
14. [Redacted: Economic and Other Interests, Advice to Government]
15. **Other Business**

There was no other business to discuss.

The Board convened an in-camera session at 11:57 a.m.

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.

18. Adjournment

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

Carried

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary ^{c/s}