

**BOARD OF DIRECTORS**

<b>DATE OF MEETING:</b>	June 24, 2021
<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 Sandre Taylor, Vice President & Corporate Secretary
<b>MEMBERS PRESENT:</b>	Rick Byers Bryan Davies Janet Ecker (until 9:30 a.m.) Luigi Ferrara (until 11:45 a.m.) Diana Fletcher (until 10:20 a.m.) Michael Kraljevic Tony Marquis Emily Moore (until 11:45 a.m.) Reg Pearson Robert Poirier Clio Straram Sylvie Tessier Paul Tsaparis
<b>REGRETS:</b>	None
<b>OTHERS PRESENT:</b>	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) Gabriela Avila Banegas, Senior Manager, Commercial Management

Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer  
Lena Azzou, Chief of Staff to the President & CEO  
Rose Butler, Manager & Senior Advisor to the Chair  
Sharyn Byrne-Nearing, Vice President, Brand, Digital & Product Marketing  
Stephen Collins, Program Sponsor, Yonge North Subway Extension  
Stephanie Davies, Executive Vice President, GO Expansion  
Vesna Dobric, Senior Advisor, Board Governance  
Trevor Geach, Legal Counsel  
Steven Hobbs, Chief of Staff to the President & CEO  
Sadaf Khorsand, Senior Advisor, Partnerships & Events  
Laura Kutisker-Jacobson, Vice President, Commercial Management  
Duncan Law, Head Sponsor, Subways  
Taya Leybman, Vice President, Solutions & Technology  
Jocelyn Macauley, Manager, Safety  
Ashely Macdonald, Vice President, Capital Finance  
Michael Norton, Chief Development Officer  
Rick Schippling, Vice President, Development - Heavy Rail (Existing Stations)  
Chirag Shah, Director, GO Expansion - Interface Management  
Doug Spooner, Director, Bus Business Strategy & Transformation  
Laura Taylor, Board Coordinator  
Shayne Tryon, Vice President, Commercial Management  
Steve Weir, Manager, Transit Safety Operations  
Eve Wiggins, Vice President, Bus Services  
Justyna Witek, Deputy Chief Financial Officer  
Rosslyn Young, Vice President, Procurement Services

## **CLOSED SESSION**

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

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.

**[Redacted: Personal Information.]**

### **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, Advice to Government, Cabinet Records.]

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

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

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

[Redacted: Economic and Other Interests, Advice to Government, Cabinet Records, Solicitor Client Privilege.]

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

## 2.1 Report of the Board Standing Committees - Governance Committee

Janet Ecker, Governance Committee Chair, reported on the Committee's June 22, 2021 meeting, including: the endorsement of a Director's pulse survey; the establishment of annual Board education sessions; and an overview of communication options for Metrolinx board members.

The Committee recommended that the Board approve the following matters:

### 2.1.1 PRESTO Committee Member Appointments

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

**THAT** effective June 26, 2021 the following individuals be re-appointed to the PRESTO Committee for the terms set out opposite their names:

<b>Member</b>	<b>Renewed Term</b>	<b>Term Expiry</b>
Upkar Arora	2 years	June 26, 2023
Phil Donne	2 years	June 26, 2023
Fariba Rawhani	3 years	June 26, 2024

Carried

### 2.1.2 Conflict of Interest Policy Review (2020)

**RESOLVED**, on recommendation of the Governance and Human Resources and

Compensation Committees:

**THAT** as described in the Senior Employee Relations Consultant and Corporate Secretary's June 22 & 23, 2021 report to the Governance and Human Resources Committees, Metrolinx's revised Conflict of Interest Policy be approved and submitted to the Office of the Integrity Commissioner for approval and posting in line with the requirements of the *Public Service of Ontario Act, 2006*.

**Carried**

### **3. Welcome and Safety Moment**

Staff joined the meeting at 9:15 a.m.

The Chair reviewed safety and security measures and the group held a safety moment. Staff noted that Metrolinx is currently COVID-free, with no active employee cases.

### **4. Bus Strategy**

Eve Wiggins, Vice President, Bus Services, and Laura Kutisker-Jacobson, Vice President, Commercial Management, requested approval of a proposed 10-year bus strategy.

Staff outlined the key customer experience elements informing the overall strategy, **[Redacted: Advice to Government.] [Redacted: Economic and Other Interests, Advice to Government.]**.

Staff described the purpose and structure of the Request for Information ("RFI") process intended to gauge market interest in working with Metrolinx on various aspects of bus service delivery, **[Redacted: Economic and Other Interests, Advice to Government.]**.

The Board considered the strategy's customer experience impacts and suggested enhancements to the communications strategy to highlight what's new for end users (through customer stories/scenarios, for example) and how the broader GO network (bus and rail) is integrated. **[Redacted: Economic and Other Interests, Labour Relations.]**.

**RESOLVED,**

**THAT** as described in the VP Bus Service & VP Commercial Management (Operations) June 24, 2021 report (the "Report"), the Board:

(a) endorses the proposed 3-year Bus Transformation Plan in support of the

larger 10- year Bus Strategy to evolve Metrolinx’s bus services to the Regional Express Bus model;

(b) authorizes the release of the request for information (“RFI”) to solicit market feedback on the integrated bus network initiative (“IBNI”) proposal; and

(c) directs staff to report back on the results of the RFI and the approval of any subsequent procurements.

## Carried

### 5. PRESTO Procurement

Taya Leybman, Vice President, Solutions & Technology, Rosslyn Young, Vice President, Procurement Services, and Shayne Tryon, Vice President, Commercial Management, requested approval of Metrolinx’s report to Treasury Board (“TB”) on the 2022 PRESTO Procurement Program, **[Redacted: Cabinet Records.]**

### 6. Capital Programs Procurement Strategy

Matt Clark, Chief Capital Officer, provided a verbal report on the Capital Programs procurement strategy.

Staff highlighted current market drivers supporting Metrolinx’s development and use of more collaborative forms of proponent engagement and contracting. **[Redacted: Economic and Other Interests.]** Staff noted key features of the progressive procurement models being leveraged for certain Metrolinx including: behavioural and technical criteria to select proponents; collaborative approach to defining and allocating costs and risks (and ultimate contracting approach); implementation of a development phase; and integrated discussions and negotiations internally and with proponents throughout the process.

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

### 7. Business Items

#### 7.1 YNSE Business Case Alignment Refinement

Karla Avis-Birch, Chief Planning Officer (A), requested endorsement of the Yonge North Subway Extension (“YNSE”) Business Case Alignment Refinement. Staff described how the proposed refinement responds to community concerns on the initial alignment.

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

The Board commended staff on their work to find technical and other solutions to accommodate community concerns.

**RESOLVED**, as described in the report prepared by the Chief Planning Officer (A), Chief Capital Officer, and Head Sponsor, Subway Program, entitled "Subways Program - Yonge North Subway Extension Reference Alignment Refinement to Mitigate Community Impacts" (the "Report") and any further amendments as directed by the Board at its meeting on June 24, 2021;

**THAT**, the Board endorse the results of the Yonge North Subway Extension ("YNSE") reference alignment refinement analysis as described in the Report;

**AND THAT**, the YNSE project continue to be advanced to the Preliminary Design stage and further evaluated through a Preliminary Design Business Case ("PDBC") incorporating the reference alignment refinement as described in the Report;

**AND THAT** the results of the YNSE PDBC be brought to the Board for endorsement at a future date consistent with Metrolinx policies.

**Carried**

## **7.2 GO Expansion Program Delivery Partner**

Matt Clark requested approval to issue the RFP for GO Expansion Program Delivery Partner services to four prequalified proponents. Staff provided an overview of the services required, the phased contracting approach (including an initial service definition phase), and the key roles of the delivery partner in project delivery.

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

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

## **PUBLIC SESSION**

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

Chair Wright called the public session of the Board meeting to order at 10:23 a.m.

On behalf of the Board, the Chair acknowledged that the Board of Directors was meeting on lands traditionally occupied by Indigenous Peoples and expressed their respect, in particular for the Mississaugas of the Credit, Anishnabeg, the Chippewa, the Haudenosaunee, and the Huron-Wendat peoples as the original keepers of this territory.

The Chair also acknowledged June as Canada's National Indigenous History month.

## **9. Safety Moment**

Barclay Hancock, Chief Payments Officer, reviewed safety and security measures and led the group in a safety moment.

The Chair acknowledged receipt of the following correspondence, which has been distributed to the Board:

1. A letter from Rosemary Waterston on behalf of the Lakeshore East Community Advisory Committee dated April 2, 2021 regarding comments made during the March 30, 2021 Toronto City Council Executive Committee meeting about Metrolinx's community consultations, with a response from Metrolinx.
2. A letter from SaveTPARK dated June 10, 2021 regarding site selection for the Maintenance and Storage Facility for the Ontario Line.
3. A letter from Chris Williams dated June 18, 2021 regarding the GO Expansion Full Business Case.
4. A letter from Rosemary Waterston on behalf of the Lakeshore East Community Advisory Committee dated June 19, 2021 regarding the Ontario Line project, specifically the elevated section between the Don River and Gerrard Street.

The Chair also noted Metrolinx's receipt of more than 280 pieces of correspondence in support of Light Rail Transit in Hamilton.

## **10. CEO's Report**

In recognition of National Indigenous History Month, Phil Verster, President and Chief Executive Officer ("CEO"), honoured the rich history, heritage, diversity and ongoing presence and importance of Indigenous Peoples across Canada. CEO Phil Verster also paid tribute to the remains of 215 Indigenous children on a residential school site, and acknowledged Metrolinx's awareness of the ongoing inequities and impacts of colonization, as well as the importance of truth and reconciliation.

CEO Phil Verster also commemorated June Pride celebrations and their importance in bringing together communities and allies to celebrate diverse sexual orientations and gender identities.

CEO Phil Verster provided an update on recent Metrolinx activities and achievements, including: upcoming service adjustments to accommodate increasing ridership; launch of the "Let's Get Ready to Ride" initiative; continuation of the "Safety Never Stops" program, with over 65 COVID-19 safety measures implemented to ensure customers and staff feel confident in their safety and comfort; weekend GO service to Niagara for the Summer and Fall; the grand opening of Bloomington GO Station on June 28, 2021; and community engagement activities, including on the Eglinton Crosstown West Extension project, the Ontario Line alignment, and various Light Rail Transit ("LRT") corridors.

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

1. Mark Austin, Senior Manager, Track and Structures, for his commitment to keeping everyone safe, leading the removal of a downed tree across the Barrie Corridor;
2. Officer Fatih Kilic, Transit Safety, for his successful de-escalation of a protest last year, and his quick actions to save the life of a person found unconscious in a station washroom in April;
3. Network Operations Centre ("NOC") Operations Controller Dayna Ingrao, Bus Driver Keely Smith, and other members of the NOC team for helping a woman safely get to a shelter;
4. Anne Marie Akins, for helping make an ill child's dreams of operating a GO Train come true; and
5. To all employees who supported Metrolinx's vaccine clinic at Guildwood GO Station in Scarborough.

Finally, the CEO recognized two awards recently received by Metrolinx: first, a Building Diversity award from the Toronto Community Benefits Network for Metrolinx's community benefits program; and second, a silver award from the Advertising and Design Club of Canada in the public service film category for the "It's Happening" campaign.

## 11. 2020-2021 Annual Report



Jennifer van der Valk, Chief Communications Officer (A), and Jennifer Gray, Chief Financial Officer, presented Metrolinx's 2020-2021 Annual Report. Staff provided an overview of Metrolinx's achievements and financial results from the past year including implementation of safety actions to keep customers safe, and improvements in Metrolinx's key performance indicators such as customer satisfaction and on time performance notwithstanding the ridership and revenue impacts of the COVID19 pandemic.

On its financial report, staff confirmed Metrolinx had received a clean audit report from its external auditor, and that Metrolinx's Audit, Finance and Risk Management Committee (AFARM) had met with the external auditor, reviewed and was satisfied with the Annual Report, including the audited financial statements.

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

**THAT**, subject to any comments received from the Metrolinx Board of Directors and the Audit, Finance and Risk Management Committee, the Metrolinx Annual Report 2020-21 be approved;

**AND THAT** Audited Financial Statements for Metrolinx for the year ended March 31, 2021 as appended to the 2020-21 Annual Report be approved;

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

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

**Carried**

## **12. Capital Projects Progress**

Matt Clark provided a construction progress update on Metrolinx's capital projects, including: the Steeles Avenue Underpass; Rutherford GO Station; Union Station East Teamway; the new Lincolnville GO Station; Davenport Diamond progress; HuLRT Port Credit Station; and preparation for tunneling works for the Eglinton Crosstown West Extension and the Scarborough Subway Extension.

The Board discussed the extensive work being performed in and around Union Station, and the innovative procurement practices being developed to deliver on Metrolinx's projects.

### 13. Let's Get Ready to Ride

Sharyn Byrne-Nearing, Vice President, Brand, Digital & Product Marketing, presented an update on the ridership action plan. Staff highlighted the objectives of the new plan that are focussed on ensuring customers get the right information, over the right channel, at the right time. Staff noted new customer insights that indicate how travel will change in response to new working arrangements, and how trip purposes will also shift. Accordingly, safety and trip purpose messaging remain a key focus, with coverage of additional local and regional destinations and attractions to be rolled out as the province continues to reopen and customers return to service.

### 14. Level Crossing Photo Enforcement Pilot

Martin Gallagher, Chief Safety Officer, requested approval to launch a Grade Crossing Camera Enforcement Pilot Project, including approval of the new Metrolinx By-law No. 17 to facilitate related enforcement measures. Staff provided an overview of the key elements of the pilot and the supporting By-law No. 17, including the pilot's objectives of enhancing passenger and public safety, while assessing risks arising from changing service levels.

The Board discussed the number of violations recorded at grade crossings across the GO network, the duration of the pilot, and ancillary benefits. Staff confirmed that from 2018 to 2021 there were 404 observed infractions or near misses at grade crossings across the GO network. The pilot is intended to provide insights into behaviours at grade crossings, help identify why violators choose not to comply with safety and other legal requirements, and assess the viability of a permanent mobile or fixed Grade Crossing Camera Enforcement Program. The pilot will also be used to build an inventory of the highest risk grade crossings to inform future decisions about grade separation projects.

Finally, the Board considered the potential impacts of camera enforcement on user behaviour. The Board commended the pilot as an important rail safety initiative and encouraged staff to also seek input from train operating crews to help inform the pilot's development.

#### RESOLVED:

**THAT** as further described in the Chief Safety Officer's report to the Board of Directors dated June 24, 2021 (the "Report"), the Board passes By-law No. 17 to support the administration and enforcement of the Grade Crossing Camera Enforcement Pilot Project by:

1. Providing the Corporation with additional means to issue notices of

contravention (“Notices”) to operators and owners for vehicle-related offences under By-law No. 2; and

2. Providing for a voluntary payment framework to encourage early resolution of such Notices outside the court system;

**AND THAT** By-law No. 17 attached to the Report as Appendix 1 is enacted, effective as of June 24, 2021;

**AND THAT** the Board Chair and Corporate Secretary are authorized to sign the By-law.

**Carried**

## **15. Quarterly Reports**

Quarterly Reports for PRESTO, Operations, Planning, Capital Projects, Marketing and Communications were taken as read. Staff highlighted progress on PRESTO’s open payments implementation on UP Express and return to work planning for Metrolinx’s staff.

### **CLOSED SESSION**

After a short break, the meeting reconvened at 11:20 a.m. for the closed session.

## **16. Approval of May 5, 2021 Minutes**

[Redacted: Personal Information.]

**RESOLVED:**

**THAT** the minutes of the Board of Directors meeting of May 5, 2021 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 March 25, 2021.

## **17.2 Audit, Finance & Risk Management Committee**

Bryan Davies, Audit, Finance and Risk Management Committee (“AFARM”) Chair, reported on the Committee’s June 22, 2021 meeting.

The AFARM Chair confirmed the Annual Audited Financial Statements and external auditor’s report were reviewed by AFARM. Safety performance continues to improve, and safety culture continues to expand as Metrolinx initiates industry-leading initiatives such as the development of its Rail Safety and Regulatory Oversight function.

The AFARM Chair also noted progress on: the recruitment of the organization’s first Chief Risk Officer; cybersecurity program progress; Office of the Auditor General of Ontario activities and follow-ups; and financial performance and savings target realization under certain Business Improvement Plans (“BIPs”).

The AFARM Chair confirmed AFARM’s endorsement of the annual report and audited financial statements, which were approved by the Board during the public session.

## **17.3 Capital Oversight Committee**

Emily Moore, Capital Oversight Committee (“COC”) Chair, reported on the COC’s meetings and activities since March 25, 2021, including: review of Capital Projects Group (“CPG”) overall performance; the Capital Projects Network visual mapping tour using digital systems provided by Metrolinx’s Geographic Information Systems (“GIS”) team; safe culture and contractor assurance; an update on capital project procurement(s); and best practices and lessons learned from other international projects that can be considered for terminus and major interchange stations.

The COC Chair acknowledged the improvements staff are making to processes and the quality of reports provided to COC, demonstrating continuous improvement. The COC noted frequent discussion about risks and market impacts, building confidence in the approach and changes being implemented by staff.

Finally, the COC Chair noted a Board education session is planned to share the scope of Metrolinx’s capital projects within the context of the transportation network and the greater region beyond Toronto. This session will mirror the GIS tour completed by the COC.

## **17.4 Customer Experience Committee**

Luigi Ferrara, Customer Experience Committee (“CEC”) Chair, reported on the Committee’s June 23, 2021 meeting. At the meeting the Committee considered: the Digital Transformation Strategy and related procurement savings (based in part on

application of agile development methodology); trip purpose work, e-ticket growth, and customer satisfaction ratings across Metrolinx service offerings; **[Redacted: Advice to Government.]**; fare logic amendments to enhance customer experience; the new retail strategy; and Non-Fare Sales and BIP performance.

### 17.5 Governance Committee

This item was reported during the morning in camera session.

### 17.6 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee (“HRCC”) Chair, reported on the Committee’s meetings held since March 25, 2021, including: review of the latest employee engagement survey results; the 14 point action plan proposed for the Inclusion Program; external analysis (by PricewaterhouseCoopers) of Metrolinx hiring practices and inclusion elements; **[Redacted: Labour Relations.]**

The Committee confirmed its support for the revised Conflict of Interest Policy, which was approved during the morning *in camera session*, as reported by the Governance Committee Chair.

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

### 17.7 PRESTO Committee

Paul Tsaparis, PRESTO Committee Chair, reported on the Committee’s meetings held since March 25, 2021. The Committee Chair highlighted: discussions about the 2022 Procurement Program (presented earlier in the Board meeting); **[Redacted: Economic and Other Interests, Advice to Government.]**; the TTC Device Refresh project; launching the pilot for PRESTO Contactless credit payment on UP Express; and the completion of the final phase of the Device Refresh project for GO Transit, UP Express, York Region Transit and MiWay in Mississauga.

### 17.8 Real Estate Committee

Robert Poirier, Real Estate Committee (“REC”) Chair, reported on the REC’s meetings held since March 25, 2021. Since then, REC has considered: **[Redacted: Economic and Other Interests, Advice to Government.]**; current environmental due diligence measures and practices; and future charrette planning to gain insights from industry leaders on key Transit Oriented Communities projects and opportunities.

## 18. Other Business

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

There was no other business to discuss.

### **EXECUTIVE SESSIONS**

#### **19. Executive Session**

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

#### **20. Executive Session**

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

**[Redacted: Labour Relations.]**

**[Redacted: Labour Relations.]**

#### **21. Adjournment**

There being no further business before the Board of Directors, the meeting was adjourned at 12:40 p.m.

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

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

c/s