

**BOARD OF DIRECTORS STRATEGY SESSION**

<b>DATE OF MEETING:</b>	March 30, 2022
<b>TIME OF MEETING:</b>	9:15 a.m.
<b>PLACE OF MEETING:</b>	J. Robertson S. Prichard Boardroom 4 <sup>th</sup> floor, 97 Front Street West, Toronto, Ontario, M5J 1E6  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>	Bryan Davies James Dodds Janet Ecker Luigi Ferrara Debbie Hutton Michael Kraljevic Tony Marquis Emily Moore Reg Pearson Robert Poirier (until 11:50 a.m.) Sylvie Tessier Paul Tsaparis
<b>REGRETS:</b>	Rick Byers (on leave of absence)
<b>OTHERS PRESENT:</b>	Karla Avis-Birch, Chief Planning Officer Mark Childs, Chief Marketing Officer Matt Clark, Chief Capital Officer Martin Gallagher, Chief Safety Officer Fiona Gardner, Chief Human Resources Officer (A) Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Karima Hashmani, Chief Inclusion Officer David Jang, Chief Communications Officer Steve Levene, Chief Operating Officer – Rapid Transit Heather Platt, Chief Legal Officer Ian Smith, Chief Operating Officer

Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer  
Lena Azzou, Chief of Staff to the President & CEO  
Caroline Busbridge, Manager & Senior Advisor to the Chief Operating Officer  
Rose Butler, Manager & Senior Advisor to the Chair  
Vesna Dobric, Senior Advisor, Board Governance  
Sarah Farooq, Senior Advisor to the Chief Communications Officer  
Karima Hashmani, Chief Inclusion Officer  
Steven Hobbs, Chief of Staff to the President & CEO  
Natalie Horrell, Director, Lean CoE  
Chris Lansley, Chief Risk Officer  
Giulia Ilacqua, Senior Advisor Office of the President & CEO  
Margo Stewart, Senior Advisor Capital Projects Group  
Laura Taylor, Board Coordinator  
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 9:15 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.]**

No other conflicts of interest were declared.

### **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.]**

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

## **STRATEGY ITEMS**

### **3. Land Acknowledgement and Safety Moment**

Staff joined the meeting at 10:32 a.m.

On behalf of the Board, the Chair acknowledged that the Board was meeting on lands traditionally occupied by Indigenous Peoples, including the Anishnabeg, the Haudenosaunee and the Wendat peoples, and affirmed Metrolinx's commitment to conducting business and building meaningful relationships with Indigenous communities upon the foundation of trust, respect and collaboration.

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

#### **4. Metrolinx 2025 Transformation Plan**

Phil Verster, President and Chief Executive Officer, together with the Senior Management Team provided an overview of the Metrolinx 2025 Transformation Plan (the "Plan"). The Plan includes actions and objectives for each of Metrolinx's divisions, including six key divisions, to ensure readiness for 2025 by building internal capabilities and enhancing the organization's sustainability. Staff confirmed that the Plan has been developed internally, without input from external consultants, and therefore reflects management's vision of what we want to look like in 2025. A two-day strategy session has been planned by the management team to further determine and establish related cultural components and build on existing principles of numeracy (to guide the business), equity, and customer focus. A small internal team has been formed under the Chief Financial Officer to guide related activities.

Ian Smith, Chief Operating Officer, provided an overview of the GO & Up Transformation Plan including activities to ensure readiness for GO Expansion (OnCorr), and Customer Satisfaction and on-time performance targets. **[Redacted: Advice to Government.]**

Steve Levene, Chief Operating Officer - Rapid Transit, highlighted the breadth of the Rapid Transit transformation plan including asset (and asset performance) management, related commercial management functions, and development of a maintenance academy that makes knowledge a core competency. **[Redacted: Advice to Government.]**

David Jang, Chief Communications Officer, described objectives and activities planned to transform Metrolinx's Communications & Engagement team. On the communications side a key objective is to pivot Metrolinx to a more proactive organization with narratives shaped around the purpose of Metrolinx's projects. **[Redacted: Advice to Government.]**

Matt Clark, Chief Capital Officer, summarized the purpose and objectives of the Capital Projects Transformation plan which aims to transform Metrolinx to a more active, hands on and knowledgeable owner that works collaboratively with its contractors and suppliers in planning and delivering the work. **[Redacted: Advice to Government.]**

#### **5. Risk Maturity Assessment and Roadmap Preview**

Jennifer Gray, Chief Financial Officer, and Chris Lansley, Chief Risk Officer, presented the results of the Enterprise Risk Management Maturity Assessment. Staff highlighted Metrolinx's success in building an enterprise risk management framework with associated key performance indicators for the organization. Most recently risk-based discussions within the

organization have started to evolve and become more organic, active and solutions oriented. Based on the maturity assessment, the management team will meet to align on target maturity and related actions, objectives and priorities.

**[Redacted: Advice to Government.]**

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

**[Redacted: Personal Information.]**

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

**7. MX-IO Memorandum of Understanding**

This item was deferred to a future meeting.

**8. Other Business**

There was no other business to discuss.

**9. [Redacted: Advice to Government.]**

**10. In Camera Meeting of the Board**

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

**19. Adjournment**

There being no further business before the Board of Directors, the meeting was adjourned at 1:39 p.m.

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Donald A. Wright, Chair

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Alba Sandre Taylor, Secretary

c/s