
BOARD OF DIRECTORS

DATE OF MEETING:	February 16, 2023
TIME OF MEETING:	8:00 a.m.
PLACE OF MEETING:	J. Robert S. Prichard Boardroom 4 th floor, 97 Front Street West, Toronto, Ontario, M5J 1E6 Video & Audio Conference
CHAIR:	Donald Wright
PRESIDENT & CEO:	Phil Verster
MEETING SECRETARY:	Alba Sandre Taylor, Vice President & Corporate Secretary
MEMBERS PRESENT:	Bryan Davies James Dodds Janet Ecker (until 12:31 p.m.) Luigi Ferrara Deb Hutton Tony Marquis Emily Moore Reg Pearson Robert Poirier Sylvie Tessier Paul Tsaparis
REGRETS:	Michael Kraljevic (<i>resigned Dec 8, 2022</i>)
OTHERS PRESENT:	Ramneet Aujla, Chief Human Resources Officer Karla Avis-Birch, Chief Planning Officer Mark Childs, Chief Marketing Officer Stephanie Davies, Chief Capital Officer - GO & UP Martin Gallagher, Chief Operating Officer (GO & UP) and Chief Safety Officer Jennifer Gray, Chief Financial Officer Barclay Hancock, Chief Payments Officer Karima Hashmani, Chief Inclusion Officer Andrew Hope, Chief Capital Officer - Rapid Transit David Jang, Chief Communications Officer

Steve Levene, Chief Operating Officer – Rapid Transit
 Heather Platt, Chief Legal Officer
 Lindsay Allison, Vice President, Capital Finance
 Tom Aylward Nally, Senior Manager & Advisor to the Chief Capital Officer
 Sharyn Byrne-Nearing, Vice President, Brand and Marketing
 Caroline Busbridge, Manager & Senior Advisor to the Chief Operating Officer
 Antonio DiFebo, Senior Manager & Advisor to the Chief Operating Officer
 Sabrina Dinicolantonio, Manager and Senior Advisor to the Chief Planning Officer
 Ben Doadt, Legal Counsel
 Vesna Dobric, Senior Advisor
 Sarah Farooq, Senior Advisor to the Chief Communications Officer
 Ifath Fatima, Senior Advisor, Office of the CCOs
 Dwayne Geddes, Head Sponsor, Subways
 Rob Genoway, Director, Legal Services
 Kelly Hagan, Vice President, Community Engagement
 Emma Hamilton, Senior Advisor
 Adam Hasham, Senior Advisor Office of the CCOs
 Angeline Hawthorn, Senior Advisor Office of the CCOs
 Steven Hobbs, Chief of Staff to the President & CEO
 Mishaal Hussain-Surani, Chief of Staff to the President & CEO
 Rajesh Khetarpal, Vice President, Community Engagement
 Sadaf Khorsand, Manager & Senior Advisor Marketing
 Audrey Lemieux, Senior Manager & Advisor to the Chief Financial Officer
 Malcolm MacKay, Program Sponsor, Ontario Line
 Rick Radovski, Vice President, Sales Non-Fare Revenue and Partnerships
 Laizabelle San Gabriel, Senior Advisor, Board Governance
 Karen Williamson, Board Coordinator
 Francis Wolfram, Senior Advisor
 Karen Woo, Executive Vice President, Program Management

CLOSED SESSION

1. Call to Order, Remarks by Chair, and Conflicts

Chair Donald Wright called the meeting to order at 8:00 a.m. The Chair confirmed there was a 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 was meeting on lands traditionally occupied by Indigenous Peoples, including the Anishnabeg, the Haudenosaunee, and the Huron-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.

[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: Advice to Government, Economic and Other Interests]

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

3. 2022 In Reflection

The Senior Management Team presented an overview of 2022 achievements. Staff highlighted key successes for the year including ridership frequency, the increase in both weekend and tourism travel, and the increase in youth and post-secondary ridership. Staff highlighted the continued focus on safety before turning to employee engagement, including Equity, Diversity, and Inclusion. Highlights were provided with respect to capital activities.

The Board discussed the importance of taking stock of our successes and considered various forums for sharing our story. Staff were asked to consider opportunities to publicly communicate Metrolinx successes and achievements, including future public sessions of the Board and through third-party endorsements.

4. Cost Trends

Jennifer Gray, Chief Financial Officer, and Karla Avis-Birch, Chief Planning Officer, presented an update on cost trends and reflected on current market conditions in relation to Metrolinx's capital program.

Staff highlighted that, based on recent analysis, cost pressures have increased across the capital projects portfolio **[Redacted: Economic and Other Interests]**. With respect to the root causes of the cost pressures, staff highlighted the cost of goods, labour shortages as well as higher risk premiums attributed to certain forms of contracts. **[Redacted: Advice to Government, Economic and Other Interests]**

Staff noted that the observed cost pressures are credible and aligned with benchmarks across the broader public sector. Staff were commended for being forthcoming and proactive in communicating these pressures to both the Board and the Province.

RESOLVED:

THAT, as further set out in the report from the Chief Planning Officer, Chief Financial Officer, and Chief Capital Officers, dated February 16, 2023, the Metrolinx Board of Directors receives, for information, an update to the findings on the observed project delivery cost challenges and risk across the Metrolinx Capital Program based on current market trends;

[Redacted: Advice to Government]

Carried

5. Traffic Management

Karla Avis-Birch and Dwayne Geddes, Head Sponsor Subways, presented a report on the Ontario Line Queen Street Closure and Metrolinx's broader traffic management and coordination strategies.

The Board discussed the scope and nature of the capital and infrastructure projects taking place in Toronto's downtown core, including additional work being done by the City of Toronto and the TTC, and potential reputational impacts for Metrolinx.

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

RESOLVED:

THAT, the Board receives the Chief Planning Officer's February 16, 2023, *Ontario Line - Queen Street Closure and Traffic Management* report (the "Report"), describing the City of Toronto approved approach to road and lane closures in the City of Toronto,

AND THAT the Chief Planning Officer provide status updates on program implementation to the Board as required.

Carried

6. 2023-24 Business Plan Approval

Jennifer Gray presented the 2023-24 Metrolinx Business Plan, highlighting timeline requirements under the *Metrolinx Act, 2006*, and the Agencies and Appointments Directive. Staff confirmed that the business plan has been endorsed by the Audit Finance and Risk Management Committee and reflects the operating and capital requirements previously

endorsed by the Board and submitted to the Ministry of Transportation in November.
[Redacted: Economic and Other Interests]

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

[Redacted: Advice to Government]

7. [Redacted: Solicitor-Client Privilege] Light Rail Transit Update

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

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

8. Payments (PRESTO) Procurement Approval

This item was deferred.

PUBLIC SESSION

9. Call to Order and Land Acknowledgment

The Chair called the meeting to order at 10:40 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.

10. Safety Moment

Martin Gallagher, Chief Operating Officer (GO & UP) and Chief Safety Officer reviewed safety and security measures and led the group in a safety moment.

11. Chair's Remarks

On behalf of the Board, the Chair recognized Michael Kraljevic for his service to Metrolinx. Mr. Kraljevic recently resigned as a Metrolinx Board Member in order to take up his appointment to the Ontario Land Tribunal as Chair and full-time member. During his time with Metrolinx, Mr. Kraljevic brought a deep understanding of the real estate and land development industry and helped establish Metrolinx's Real Estate Committee to provide strategic oversight and direction over Metrolinx's market-driven Transit Oriented Development program and enterprise real estate strategy. Michael Kraljevic was presented with a plaque in recognition of his service to Metrolinx.

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

1. A letter from Agincourt Village Community Association received January 18, 2023 regarding McCowan Subway Station Parking;
2. A letter from C. Williams received February 11, 2023 regarding GO Expansion;
3. A letter from Mazda 3 received February 13, 2023 regarding Metrolinx hiring practices;
4. A letter from H. Culhane received February 14, 2023 regarding the Milton Line;
5. A letter from AB received February 15, 2023 regarding PRESTO passes; and
6. A letter from Moss Park Coalition received February 16, 2023 regarding Ontario Line Moss Park Station project plans.

12. CEO's Report

Phil Verster, President and Chief Executive Officer, highlighted recent Metrolinx activities and achievements, starting with celebrating Black History Month with this year's theme being "Journey to Equity".

The CEO noted the expansion of PRESTO contactless payment to Durham, York Region, Burlington, and Hamilton transit systems, providing customers with more choice and making transit more seamless.

The CEO noted that ridership continues to grow in part due to the revised schedules and additional GO Bus route services to various parts of the region.

The CEO noted the implementation of additional safety initiatives for customers and staff, including the recent launch of a new Text-for-Help service accessible by texting "HELP" to 77777.

The CEO shared progress updates on various capital projects including tunneling work for the Scarborough Subway Extension, completion of the structural construction for the expansion of Finch West station, and the start of construction on the new south passenger concourse as part of the Union Station Enhancement Project.

The CEO highlighted Metrolinx community engagement activities including 17 pop-up events to keep residents informed about the GO Expansion Program, Bowmanville Extension and Durham-Scarborough Rapid Transit project. Metrolinx has also been consulting with communities along the Eglinton Crosstown West Extension on concerns about tree removals

and has launched a design and restoration working group to seek further input on the restoration of parks and some design elements of the project.

The CEO noted the updated GO Rail Station Access document was recently published, outlining Metrolinx's vision to connect customers to GO stations and aligning with regional initiatives, developed in collaboration with municipalities, local transit agencies and provincial ministries.

Finally, the CEO noted Metrolinx's recognition as one of Canada's Top Employers for Young People, offering one of the nation's best workplaces and programs for young people starting their careers.

13. Rapid Transit Capital Projects Progress

Andrew Hope provided an update on construction progress on various Rapid Transit Capital projects including: Ontario Line (including Exhibition Station excavation); construction of the Hurontario Light Rail Transit operations, maintenance and storage facility in Brampton; completion of surface construction and clearing intersections on the ECLRT; and Scarborough Subway Extension tunnel boring progress.

The Board discussed the significant size of the Scarborough Subway Extension (SSE) tunnel with staff confirming that the SSE tunnel is being constructed to accommodate two tracks and will result in future efficiencies such as not requiring cross passages to be built between separate tunnels.

Further, the Board asked for an update on the opening of the Eglinton Crosstown. Staff confirmed the focus is currently on scheduling testing and commissioning activities that are critical for the LRT to be safe and reliable for the public.

14. GO & UP Capital Projects Progress

Stephanie Davies, Chief Capital Officer – GO & UP, provided an update on the construction progress of various GO & UP capital projects including: Old Elm Station; Barrie Corridor expansion; Guelph Central GO Station construction; Bloor GO/UP Station, pedestrian tunnel and track construction; and GO Expansion OnCorridor Works.

15. Let's Get Ready to Ride

Sharyn Byrne-Nearing, Vice President, Brand and Marketing, and Rick Radovski, Vice President, Sales Non-Fare Revenue and Partnerships, summarized the results of Metrolinx's fall and winter marketing activities and promotions, including GO & UP ridership and recovery.

Staff highlighted recent marketing campaign successes and ridership numbers. While the number of individual travellers is at pre-pandemic levels, the frequency of trips is not. Staff

have established a rider frequency task force whose aim is to find ways to increase trip frequency.

Staff highlighted recent partnerships, programs, activations and strategic partnerships that aim to welcome back riders and enhance customer experience. Recent partners include: Tim Hortons; 40 Creek and MADD Canada; Visa and American Express; Hudson Bay; and Toronto Raptors. Staff are working on evolving Metrolinx's retail offerings to include high-quality food items through vending machines and other items.

In response to correspondence received by the Board, staff were asked to consider opportunities to make Metrolinx's mobile/electronic services and offering more accessible to seniors and others.

16. Communication & Community Engagement

Kelly Hagan, Vice President, Community Engagement, and Rajesh Khetarpal, Vice President, Community Engagement, presented an overview of Metrolinx's community engagement activities.

Staff explained how Metrolinx's community engagement activities have included engaging with residents and stakeholders through pop-ups and interactions, door-to-door interactions, correspondence, delivery of construction notices, and distributing online newsletters for up-to-date information. Importantly, Metrolinx aims to adopt engagement approaches that best fit each communities' unique needs and concerns and are responsive to various community members including schools.

17. Quarterly Reports

Quarterly Reports for Payments (PRESTO), Operations, Planning, Capital Projects, Marketing and Communications were taken as read.

CLOSED SESSION

After a short break, the meeting reconvened at 12:07 p.m. for the closed session

18. Consent Items

FOR APPROVAL

RESOLVED:

THAT Consent Agenda items are approved as follows:

18.1 December 1, 2022 Minutes

THAT the minutes of the Board of Directors meeting of December 1, 2022 be approved.

Carried

19. Report of the Board Standing Committees

19.1 Executive Committee

Donald Wright, Executive Committee Chair, reported on the Committee's meetings since December 1, 2022. The Committee met twice since the last Board meeting and sixteen transactions were considered.

19.2 Audit, Finance & Risk Management Committee

Bryan Davies, Audit, Finance & Risk Management Committee Chair, reported on matters discussed at the Committee's February 14, 2023 meeting, including the 2023-24 Business Plan earlier approved by the Board. The Committee Chair highlighted several operational risks and safety related items reviewed by the Committee, progress on Metrolinx's procurement program transformation as well as its regular and ongoing work relating to internal audit, budget reports and cybersecurity.

19.3 Capital Oversight Committee

Emily Moore, Capital Oversight Committee Chair, reported on matters discussed at the Committee's January 30, 2023 meeting, highlighting the Committee's review of plans for OnCorr, collaborative behavior assessments, capital projects systemic capabilities reports, tactics addressed at mitigating budget pressures and efforts to increase commercial maturity.

19.4 Customer Experience Committee

Luigi Ferrara, Customer Experience Committee Chair, reported on matters discussed at the Committee's February 15, 2023 meeting, including naming rights and **[Redacted: Advice to Government]**. The Committee Chair also highlighted Customer Digital Transformation Strategy successes, and the Committee's engagement on indigenous relations matters.

[Redacted: Economic and Other Interests]

19.5 Governance Committee

Janet Ecker, Governance Committee Chair, reported on matters discussed at the Committee's February 14, 2023 meeting, including updates to Board standing committees' terms of reference, re-appointments to the Capital Oversight Committee, and agenda planning for the upcoming Board of Directors strategy sessions. Other items noted included an update on

Metrolinx's material claims, review of executive committee performance, Board education session planning, as well as upcoming Board vacancies.

19.5.1 Standing Committees Terms of Reference Review

RESOLVED, on recommendation of Governance Committee:

THAT as described in the report from the Director, Legal Services dated February 14, 2023 (the "Report"), the revised Terms of Reference for the Standing Committees as attached to the Report are approved.

Carried

19.5.2 Standing Committee Appointments

RESOLVED, on recommendation of the Governance Committee:

THAT Ian Brown and Catharine Farrow be re-appointed to the Capital Oversight Committee for a three (3) year term ending on Feb 14, 2026.

Carried

19.6 Human Resources & Compensation Committee

Reg Pearson, Human Resources & Compensation Committee ("HRCC") Chair, reported on the Committee's February 15, 2023 meeting, including review of Metrolinx's leadership development strategy and framework and various annual reviews including public sector policy reviews and approvals, regulatory compliance, and grievance activity.

[Redacted: Labour Relations and Employment Related]

19.7 Payments (PRESTO) Committee

Paul Tsaparis, Payments (PRESTO) Committee Chair, reported on matters discussed at the Committee's February 9, 2023 meeting, including the continued advancement of contactless payment, PRESTO program procurement activities, recent customer and client satisfaction scores and related activities and action plans, and an update on TTC.

[Redacted: Advice to Government]

19.8 Real Estate Committee

Robert Poirier, Real Estate Committee ("REC") Chair, reported on REC meetings held since January 23, 2023. REC met two times, on December 12, 2022 and January 23, 2023, and discussed various items, including regular review of the real estate transaction pipeline, a third-

party market update, including an update on anticipated impacts of Bill 23, the *More Homes Built Faster Act, 2022*, and Metrolinx's advancement of a ground leasing strategy.

20. Other Business

There was no other business to discuss.

EXECUTIVE SESSIONS

21. Executive Session

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

[Redacted: Labour Relations and Employment Related]

22. Executive Session

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

23. Adjournment

There being no further business before the Board of Directors, the meeting was adjourned at 12:37 p.m.

Donald A. Wright, Chair

Alba Sandre Taylor, Secretary

c/s