

YRRTC's Implementation of Board Governance / Oversight Practices

March 20, 2025

PUBLIC SESSION





Today's Objectives

Seek Board endorsement of:

1. Proposed Measures to Address Shareholder Direction Requirements (Appendix A)
2. Typical Annual Board Outlook Calendar (Appendix B)
3. Board Chair and Board Vice-Chair responsibilities (Appendix D)
4. YRRTC Inclusion Statement for Inclusion Charter of York Region (Appendix E)



Background

- On October 24, 2024, Regional Council endorsed the [Mandate Letter](#) and [Shareholder Direction](#), which was adopted at the private Special Shareholder's Meeting immediately following Regional Council on October 24, 2024, together with Articles of Amendment.

Reconfirmed YRRTC Corporate Objectives:

- Oversight of Region's Interests in the Yonge North Subway Extension
 - Delivery of Bus Rapid Transit priority projects - Jane Street and Highway 7 East
 - Pursuit of Funding
- YRRTC has developed an approach to deliver key governance aspects of the Shareholder Direction.



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
Multi-Year Strategic Plan	Every four years	Board Consideration: Timed in coordination with York Region's Strategic Plan
YRRTC's Operating and Capital Budgets	Annual	Board Consideration: Every September
YRRTC Annual Report	Annual	Board Consideration: Every April



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
As determined by the Shareholder and YRRTC and after it has been so determined to pursue an identified initiative and there is budgetary support for:		
(i) an “Enterprise Risk Management Framework”	As determined	Board Consideration: Q1/Q2 2026
(ii) in camera meetings with the President and the Region CAO, the Private Session Meetings with Senior Executive and external Auditor		As required
(iii) Board Orientation and Education Policy		A Joint Board Governance Education Session is being planned with other York Region Corporations Target Date: April – June 2025



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
(iv) the stand alone "Conflict of Interest Policy"	Addressed	Regional Council Members Code of Conduct is applicable to YRRTC Board of Directors
(v) an annual Strategy and Governance retreat for the Board		Timing for a workshop will be developed in conjunction with a future Strategic Planning approach
(vi) a "Whistle Blowing" policy and program	Addressed	Reliance on York Region's <i>Code of Conduct</i> *
(vii) the Board assessment and self-assessment program		Board Consideration: Q1/Q2 2026

*YRRTC's Human Resources Policy adopted by [YRRTC Board on June 14, 2012](#), will be reviewed for potential revisions within the next year



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
(viii) the definition of the Chair, Vice Chair and the President roles and responsibilities		Attached as Appendix D to the Report for Board Endorsement President's Job Description in place
(ix) Information Technology and Digitization	Addressed	Reliance on York Region's Corporate Services I.T. department
(x) human capital management policies	Addressed	YRRTC's Human Resources Policy*
(xi) environmental sustainability		Will be reviewed in the context of the next Strategic Plan

*YRRTC's Human Resources Policy adopted by [YRRTC Board on June 14, 2012](#), will be reviewed for potential revisions within the next year



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
(xii) diversity and inclusion		Updated YRRTC Inclusion Statement on the Inclusion Charter of York Region is attached as Appendix E
(xiii) policies to ensure ethical conduct	Addressed	Reliance on York Region's <i>Code of Conduct</i> .*
(xiv) plans, policies and procedures to address communications and stakeholder relations		Board Consideration: Q1/Q2 2026

*YRRTC's Human Resources Policy adopted by [YRRTC Board on June 14, 2012](#), will be reviewed for potential revisions within the next year



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
(xv) comprehensive and timely fiscal updates and forecasts	Quarterly	Quarterly
(xvi) creation and update of project matrix tracking and facilitating the implementation of governance best practices as defined in the Mandate Letter.	Annual	Annual Corporate Governance Summary Report Board Consideration: Every April
YRRTC Audited Financial Statements	Annual	Board Consideration: Every June
YRRTC Periodic / Quarterly Unaudited Financial Statements	Quarterly	Quarterly
Financial Risks and Non-Risks Activities Report	Periodic Basis	YRRTC shall provide quarterly (or other periodic) updates to the Shareholder through periodic meetings of the Rapid Transit Senior Strategic Leadership Team and the President will address any questions arising from the report, as appropriate.



Proposed Measures to Address October 24, 2024 Shareholder Direction Requirements

Key Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
Board Responsibilities - Section 5.1, page 5		
(g) President's performance objectives and assessment	Annual	Every Q1
(j) The Board's responsibilities include ensuring that the Board has appropriate processes in place to ensure information is reported to the Board in a timely manner to enable the Board to monitor implementation of its decisions and the performance of YRRTC staff		Monitoring process has been developed and will be reported on in the Annual Corporate Governance Summary Report

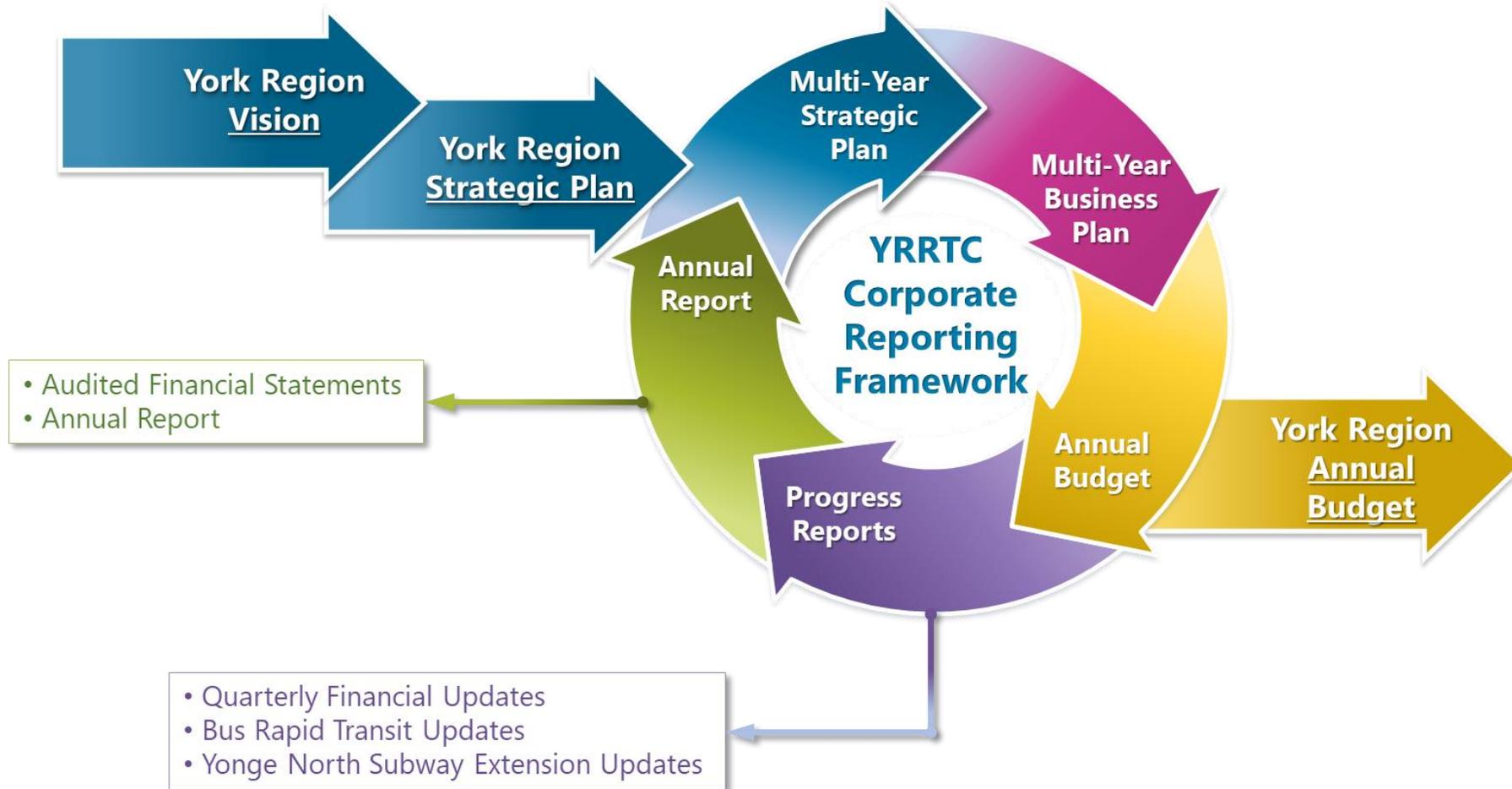


**YRRTC Board of Directors Meetings
Typical Annual Board Outlook Calendar**

Q1		Q2	
January	<ul style="list-style-type: none"> ✓ Yonge North Subway Extension (YNSE) – (Previous Year) Update 	April	<ul style="list-style-type: none"> ▪ Draft (Prior Year) Audited Financial Statements ▪ Annual Report ▪ Annual Corporate Governance Summary Report ▪ Q1 Quarterly Financial Update ▪ Q1 Bus Rapid Transit Activities Update ▪ Q1 Yonge North Subway Extension (YNSE) Activities Update
February	<ul style="list-style-type: none"> ✓ York Region Rapid Transit Corporation (Previous Year) Financial Statements ✓ YRRTC Financial Fiscal Year (Previous Year) End 	May	<ul style="list-style-type: none"> ▪
March	<ul style="list-style-type: none"> ▪ President’s Performance Objectives/Assessment 	June	<ul style="list-style-type: none"> ▪ (Previous Year) Audited Financial Statements
Q3		Q4	
September	<ul style="list-style-type: none"> ▪ Multi-Year Business Plan ▪ Q2 Quarterly Financial Update ▪ (Coming Year) Proposed Capital & Operating Budgets ▪ Q2 Bus Rapid Transit Activities Update ▪ Q2 Yonge North Subway Extension (YNSE) Activities Update 	October	<ul style="list-style-type: none"> ▪
		November	<ul style="list-style-type: none"> ▪ Q3 Quarterly Financial Update ▪ Q3 Bus Rapid Transit Activities Update ▪ Q3 Yonge North Subway Extension (YNSE) Activities Update
		December	



YRRTC Alignment with York Region





INCLUSION CHARTER

OUR COMMITMENT
TO **WELCOMING** AND
INCLUSIVE COMMUNITIES

The **Inclusion Charter for York Region** is a community initiative that brings together businesses, community organizations, municipalities, police services, hospitals, school boards, conservation authorities and agencies with a common commitment to create an inclusive environment with equality for all who work, live and play here. Together our organizations share the vision of York Region as a welcoming and inclusive community where diversity is celebrated and where everyone can develop to their full potential, participate freely in society and live with respect, dignity and freedom from discrimination.

The Charter reflects an evolving approach in support of existing federal and provincial legislation that promotes human rights and accessibility. By endorsing this Charter we affirm our commitment to inclusion, whereby all people feel they belong and have access to the same opportunities.

YORK REGION RAPID TRANSIT CORPORATION

Together with participating organizations, York Region Rapid Transit Corporation is committed to taking action to achieve the vision of the Charter in our organization and in the community. Together with other organizations of York Region, YRRTC is committed to achieving the vision of the Inclusion Charter for York Region. YRRTC delivers rapid transit solutions that align with York Region's key priorities and direction, to benefit existing and future residents and businesses. YRRTC's commitment to inclusion enhances our ongoing work in the areas of connectivity and community building.

Endorsed by:

Mayor Frank Scarpitti
Chair YRRTC Board

Paul Jankowski
President

This 20th day of March, 2025.





Requesting Board Endorsement of Proposed Governance Elements

It is recommended that the York Region Rapid Transit Corporation Board endorse:

1. Proposed Measures to Address Shareholder Direction Requirements (Appendix A)
2. Typical Annual Board Outlook Calendar (Appendix B)
3. Board Chair and Board Vice-Chair responsibilities (Appendix D)
4. YRRTC Inclusion Statement for Inclusion Charter of York Region (Appendix E)

Thank you



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