

March 20, 2025
FOR ENDORSEMENT

Report of the President

York Region Rapid Transit Corporation's Proposed Implementation of Mandate Letter and Shareholder Direction

1. Recommendation

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

1. Proposed Implementation Approach to address the governance responsibilities identified in the Shareholder-approved Mandate Letter and Shareholder Direction, as listed in **Appendix A**.
2. Typical Annual Board Outlook Calendar, as outlined in **Appendix B**.
3. Board Chair and Board Vice-Chair responsibilities as listed in **Appendix D**
4. Updated YRRTC Inclusion Statement for the Inclusion Charter of York Region as attached as **Appendix E**

2. Purpose

This report provides the Board with York Region Rapid Transit Corporation staff's suggested implementation approach associated with the [Mandate Letter](#) and [Shareholder Direction](#), approved by York Region Council and adopted at the Special Meeting of the Shareholder on October 24, 2024 and to outline the key deliverables to be actioned in 2025.

Key Points:

- 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.
- Following this approval, YRRTC staff worked to develop an approach to deliver key aspects of the Shareholder Direction. This suggested approach is summarized in the attached:

- **Appendix A** – the YRRTC Board Governance Measures to Address the October 24, 2024 Shareholder Direction requirements as immediate actions and annual updates to ensure YRRTC Board is meeting its responsibilities and obligations to the Shareholder
- **Appendix B** – the Typical Annual Board Outlook Calendar outlines the draft annual calendar of the key deliverables to be brought forward to ensure the business objectives and achievements are reported on a timely basis.

Background

In October 2024, YRRTC’s Mandate Letter and Shareholder Direction was approved by the Shareholder

On October 24, 2024, Regional Council endorsed the Mandate Letter and Shareholder Direction, adopted at the Special Shareholder’s Meeting immediately following Regional Council on October 24, 2024, together with Articles of Amendment.

The Shareholder Direction provides a framework for the operations of YRRTC as a corporate entity going forward. The Shareholder Direction details essential elements for the corporation, including:

- Respective roles of YRRTC management and Regional staff
- Corporate operating principles
- Board structure and responsibilities
- Matters requiring Shareholder approval
- Conduct of Board meetings
- Accountability and reporting requirements, including strategic plans and budgeting, ensuring alignment with Regional budgeting processes
- Need for adoption of mandatory corporate policies, such as procurement, remuneration, conflict of interest, etc.

The Mandate Letter and Shareholder Direction reaffirmed YRRTC’s role in delivering rapid transit on behalf of York Region

Working in partnership with York Region, and following the direction of the Shareholder’s [Mandate Letter](#) to YRRTC, with oversight from the YRRTC Board, it was reaffirmed that YRRTC would continue to advocate for investments in York Region’s higher-order transit and plan, design and deliver rapid transit infrastructure on behalf of York Region, the principal shareholder, to connect York Region's urban centres, destinations and communities, including:

- **Yonge North Subway Extension** – Oversight of Metrolinx' implementation of the Yonge North Subway and associated infrastructure protecting the Region's interests in the project
- **Bus Rapid Transit** – Delivery of the immediate York Region BRT priority projects - Jane Street and Highway 7 East
- **Pursuit of Funding** – Working with various levels of government and other partners to continue to advocate for and pursue funding for priority rapid transit projects

In addition to these general Corporation obligations, the Board must address the specific recommendations identified in the Council-approved Shareholder Direction to ensure proper corporate governance. These were identified in Table 1 of the [Report of the Regional Solicitor and General Counsel presented to Committee of the Whole on October 10, 2024](#) and adopted by Regional Council.

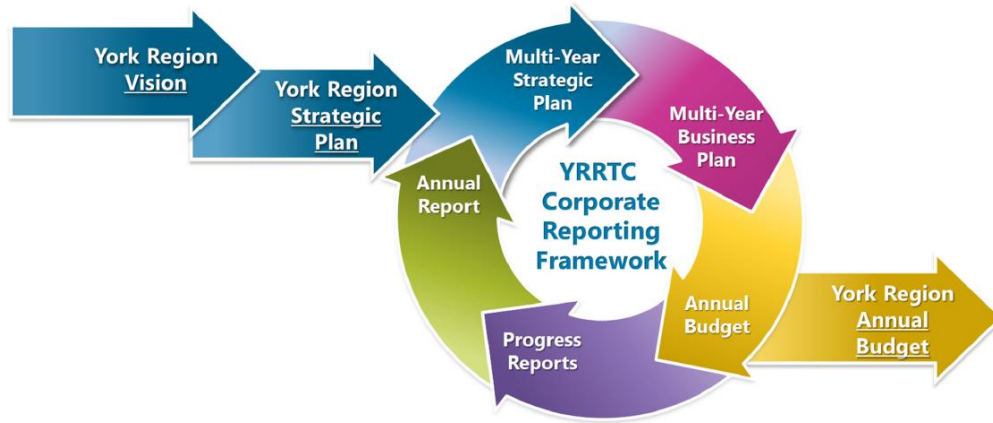
3. Analysis

While the Shareholder Direction facilitates corporate governance best practices outlined in the governance report, implementation may be staggered based on available resources and costs

As described in Table 1 of the [Report of the Regional Solicitor and General Counsel presented to Committee of the Whole on October 10, 2024](#) and adopted by Regional Council, the proposed draft Shareholder Direction incorporates each of the corporate governance best practice recommendations outlined in the Governance Report.

The Shareholder Direction does not dictate specific timeframes for achieving each of the recommendations. Instead, the Shareholder Direction requires that each of the recommendations be addressed as part of the YRRTC annual, or one-time reporting, as appropriate, so that the Board is kept up to date with respect to progress and costs of the recommendations and can budget accordingly, and so that the Region can ensure budgetary control through the annual budget approval process as show in **Figure 1**.

Figure 1 – YRRTC Alignment with York Region



It is recognized that many of the recommendations noted in **Appendix A** will require staff time or may require assistance of external consultant expertise.

At this time, YRRTC and Regional leadership have agreed to leverage existing York Region frameworks, policies and resources in the development of such resources to minimize costs to the Shareholder. Delivery of these objectives may need to be staggered, given YRRTC staff resources and may require the assistance of external counsel and consultants and Regional staff support.

Further, some of the proposed recommendations may require YRRTC to incur costs, such as implementing an annual Board strategy and governance workshop. The proposed draft implementation plan facilitates these possible governance initiatives while also ensuring that appropriate budgeting and/or authorizations are first adopted or approved.

Focusing on alignment with the Shareholder Direction and driving the Implementation Plan forward in 2025

In keeping with this framework, YRRTC staff have identified suggested courses of action. These suggested actions are presented in the **Appendix A** – YRRTC Board Governance Measures to Address the October 24, 2024, Shareholder Direction requirements.

With the courses of action varying between one-time reporting and annual reporting, this led to the preparation of **Appendix B**, the typical annual board outlook calendar to ensure that staff appropriately position the Board to fulfill its obligations in respect of proper governance, and to meet the Shareholder Direction.

4. Financial Considerations

Any new costs that may be incurred to implement specific elements of the proposed Shareholder Direction or Mandate Letter are contemplated to be brought forward as part of future YRRTC budget processes.

5. Local Impact

All impacts to local interests align with Regional Plans, including Vision, the Strategic Plan, and the 2051 Rapid Transit Network identified within the 2022 York Region Transportation Master Plan.

6. Conclusion and Next Steps

YRRTC staff will continue to review business and administrative enhancements, together with York Region departments as needed, to align Regional interests and fulfill the obligations of the Shareholder Direction, and will continue to bring forward implementation plans and outcomes to future YRRTC Board of Directors meetings.

Staff will report back to the YRRTC Board of Directors with updates on business objectives and achievements, as identified in **Appendix B**, and as needed.

For more information on this memo, please contact Paul Jankowski, President, at 1-877-464-9675 ext. 78798. Accessible formats or communication supports are available upon request.

Recommended by: **Paul Jankowski**
President, York Region Rapid Transit Corporation

March 11, 2025

eDOCS # 16608902

Appendix A – YRRTC Board Governance Measures to Address the October 24, 2024 Shareholder Direction requirements

Appendix B – Typical Annual Board Outlook Calendar

Appendix C – YRRTC Corporate Reporting Framework

Appendix D – YRRTC Board Chair & Vice Chair Roles & Responsibilities

Appendix E – Updated YRRTC Inclusion Statement on Inclusion Charter of York Region

YRRTC Board Governance Measures to Address the October 24, 2024 Shareholder Direction Requirements

Section 8 – Accountability & Reporting

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
8.1 Strategic Plan Ref: Paragraph 8.1.1, Page 11	YRRTC shall prepare a multi-year Strategic Plan. YRRTC shall review and revise its Strategic Plan, as appropriate, at intervals no less frequent than every four years.	Every four years	Current priorities are well defined. Future priorities subject to, and coordinated with: <ul style="list-style-type: none"> York Region Strategic Plan (typically approved in the first year of a four-year term of Council), and Budgets; and, Funding Target Board Date: Timed in coordination with YR Strategic Plan.
8.2 Region's Budget Process and YRRTC's Multi-Year Business Plan Ref: Paragraph 8.2.1, Page 11	YRRTC shall participate in the Region's annual Budget Process and submit YRRTC's Operating and Capital Budgets as approved by the Board of YRRTC to the Region CF & Treasurer in accordance with the format, scope and timing determined by the Region CF & Treasurer, and guided by Budget targets established by Council;	Annual	Target Board Date: Annually and typically in September.

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
8.3 Annual Reporting Ref: Paragraph 8.3.1, Page 12	Within 120 days after the end of the fiscal year (Dec.31), or as requested by YR, YRRTC will submit an annual report to the Region CAO, prepared by YRRTC's Senior Executive and approved by the Board. This report will be signed by the Board Chair and may be presented to the Shareholder by the President and will include audited financial statements, the service targets set out in the Strategic Plan & Business Plan (KPIs)	Annual	Target Board Date: Annually and typically in April.
8.3.2 Board Direction and Adoption of Policies & Procedures Ref: Paragraph 8.3.2, page 13	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	This will be coordinated with YR's ERMF work program. Progress will be reported to the Board, in 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.

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
8.3.2 Board Direction and Adoption of Policies & Procedures (cont'd)	(iii) the Board Orientation and Education Policy		A Joint Board Governance Education Session is being planned with the other two YR Corporations for April – June 2005
	(iv) the stand alone "Conflict of Interest Policy";	✓	Section D.8 – Conflict of Interest, Regional Council Members Code of Conduct is applicable to YRRTC Board of Directors
	(v) an annual Strategy and Governance retreat for the Board;		Timing will be developed in conjunction with a future Strategic Planning approach.
	(vi) a "Whistle Blowing" policy and program;	✓ Q4 2025	As a condition of employment, all YRRTC employees are required to complete mandatory training to ensure they comply with YR's <i>Code of Conduct</i> which speaks to general responsibilities for Compliance and measures to be taken if a breach of expected ethical behaviour as described in the Code has occurred. ¹ In addition, YRRTC's HR Policy adopted by YRRTC Board on June 14, 2012 , will be reviewed /

¹ Note: Human Resources Policies of York Region and YRRTC are confidential and therefore not available publicly.

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
			updated and brought forward for Board approval within the next year, specifically to include YR's <i>Code of Conduct</i>
	(vii) the Board assessment and self-assessment program;		Potential evaluation framework will be further investigated and reported to the Board in Q1/Q2 2026.
	(viii) the definition of the Chair, Vice Chair and the President roles and responsibilities;		Attached as Appendix D
	(ix) Information Technology and Digitization;	✓	Supported by an operating budget – cost allocation, YRRTC abides by the policies and receives services for information technology from York Region's Corporate Services I.T. department, renewed as per the budget cycle.
	(x) human capital management policies;	✓ Q4 2025	YRRTC's Human Resources Policy adopts York Region's human resources policy and applies to all employees of the Corporation. ¹ The YRRTC HR Policy was adopted by YRRTC Board on June 14, 2012 and will be reviewed for potential

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
			revisions within the next year.
	(xi) environmental sustainability;		Will be reviewed in the context of the next Strategic Plan.
	(xii) diversity and inclusion;	✓	<p>YRRTC Board of Directors adopted York Region's Inclusion Charter on September 20, 2018</p> <p>To better align and bring the Charter up to date with YRRTC's mandate, an updated YRRTC Inclusion Statement on the Inclusion Charter of York Region is attached as Appendix E.</p>
	(xiii) policies to ensure ethical conduct;	<p>✓</p> <p>Q4 2025</p>	<p>As a condition of employment, all YRRTC employees are required to complete mandatory training to ensure they comply with YR's <i>Code of Conduct</i> which speaks to general responsibilities for Compliance and measures to be taken if a breach of expected ethical behaviour as described in the Code has occurred.²</p> <p>In addition, YRRTC's HR Policy, adopted by</p>

² Note: Human Resources Policies of York Region and YRRTC are confidential and therefore not available publicly.

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
			YRRTC Board on June 14, 2012 , will be reviewed / updated and brought forward for Board approval within the next year, specifically to include YR's <i>Code of Conduct</i>
	(xiv) plans, policies and procedures to address communications and stakeholder relations;		Report on progress in Q1/Q2 2026
	(xv) plans, policies and procedures on comprehensive and timely fiscal updates and forecasts for planning purposes and project prioritization to coincide with Shareholder objectives and priorities;	✓	As discussed above, fiscal updates and key project updates will be provided on a quarterly basis as depicted in Appendix B – Typical Board Annual Outlook Calendar and Appendix C – YRRTC Corporate Reporting Framework .
	(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. Typically: April.
8.4 Accounting and Financial Statements - YRRTC Audited Financial Statements	The Board will deliver to the Region CAO and the Region CF & Treasurer, as soon as practicable and in any event within 90 days after the end of each fiscal year, the audited annual	Annual	Typically: June.

Deliverable & Reference	Shareholder Direction (Summary)	Frequency	Proposed Implementation & Course of Action
Ref: Paragraph 8.4.3, page 14	Financial Statements of YRRTC which will also accompany the Annual Report of YRRTC.		
8.4 Accounting and Financial Statements - YRRTC Periodic / Quarterly Unaudited Financial Statements Ref.: Paragraph 8.4.4, Page 14	YRRTC shall provide quarterly (or other periodic) unaudited Financial Statements approved by the Board for presentation to the Shareholder to the Region CF & Treasurer within such reasonable period after the end of each fiscal quarter and as needed by the Shareholder to facilitate the Shareholder's preparation and finalization processes for the Shareholder's annual Audited Financial Statements.	Quarterly and in preparation for the annual Shareholder Meeting	Quarterly, following completion of quarterly financial summaries.
8.6 Significant Risks and Activities Report - Financial Risks and Non-Risks Activities Report Ref: Paragraph 8.6.2, page 14	YRRTC shall provide (on a periodic basis as reasonably required by the Shareholder) an Activities Report which will outline major activities and projects of YRRTC and its required and anticipated engagement with Regional departments and personnel (together with any other information that the Shareholder may from time to time reasonably require).	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.

Key Deliverables:

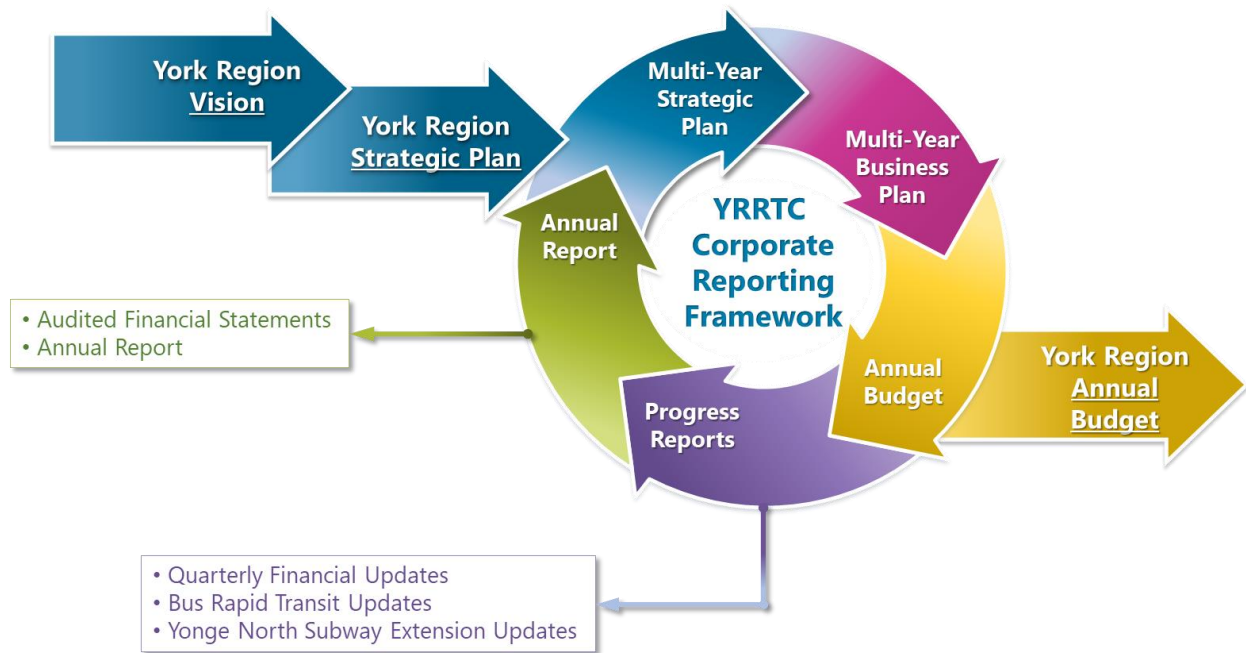
Section 5 – Board Responsibilities

Deliverable	Shareholder Direction (Summary)	Frequency	YRRTC Management Implementation Plan
Board Responsibilities Section 5.1, page 5	Subject to any matters requiring approval of the Shareholder pursuant to this Shareholder Direction, the Board will supervise the management of the business and affairs of YRRTC, including the following specific matters:		
	(g) establishing performance objectives for the President, monitoring the President's success in meeting those objectives, and holding the President accountable for meeting those objectives	Annual	Typically: 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	Annual	Monitoring process has been developed and will be reported on in the Annual Corporate Governance Summary Report

YRRTC Board of Directors Meetings³ Typical Annual Board Outlook Calendar	
January	✓ Yonge North Subway Extension (YNSE) – (Previous Year) Update
February	✓ York Region Rapid Transit Corporation (Previous Year) Financial Statements ✓ YRRTC Financial Fiscal Year (Previous Year) End
March	■ President's Performance Objectives/Assessment
April	■ 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
May	■
June	■ (Previous Year) Audited Financial Statements
September	■ 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	■
November	■ Q3 Quarterly Financial Update ■ Q3 Bus Rapid Transit Activities Update ■ Q3 Yonge North Subway Extension (YNSE) Activities Update
December	■

³ No board meetings held July/August

YRRTC Alignment with York Region



YRRTC Board Chair and Board Vice-Chair Responsibilities

York Region Rapid Transit Corporation's Board of Directors consists of members appointed by York Regional Council from across local municipalities and is authorized to supervise the management of the business and affairs of YRRTC in accordance with and subject to the Shareholder Direction, or as otherwise directed by Council.

The Chair and Vice-Chair, on behalf of the Board, are accountable to York Region, as Shareholder, for the fulfillment of its mandate, performance, and compliance with applicable legislation as a Municipal Services Corporation under the *Municipal Act*.

The **Board Chair's** responsibilities include:

- Chairing and facilitating Board meetings, including the management of the Board's agenda, and encouraging strategic discussions.
- Providing leadership by working with the Board and President to set the goals, objectives and strategic directions of the Mandate Letter and Shareholder Direction.
- Providing leadership to the Board in ensuring that the work program complies with the Shareholder Direction or as otherwise directed by Council.
 - Engaging key stakeholder and building relationships to garner support and advocate for the Board's and Corporation's interests.
- Assessing the President's performance objectives and targets in consultation with the Board.
- Reviewing policies to ensure the Corporation uses public funds with integrity and honesty, and regarding economy and efficiency, and that the Corporation operates within its approved budget.
 - Providing leadership to the Board in ensuring that it carries out its responsibilities for decisions, including the prompt and efficient implementation of direction and decisions made.

The **Board Vice-Chair's** responsibilities include:

- Where the Board Chair is absent, the Vice-Chair shall preside and have all the powers of the Chair.
 - Where there is a conflict of interest, the Vice-Chair shall step in for the Board Chair, ensuring continuity of leadership for the meeting.
 - Assisting the Board Chair in their duties, by providing leadership and support during meetings.
 - Engaging key stakeholder and building relationships to garner support and advocate for the Board's and Corporation's interests.

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.

