

**TRANSLINK BOARD OF DIRECTORS
PUBLIC BOARD MEETING**

AGENDA

June 22, 2023
10:00 am – 12:00pm

- 1. Call to Order and Opening Remark**
- 2. Public Delegations**
- 3. CEO Report**
- 4. BC Rapid Transit Company**
- 5. Coast Mountain Bus Company**
- 6. Transit Police**
- 7. Finance and Audit Committee Chair Report**
- 8. Planning, Communities and Communication Committee Chair Report**
- 9. Human Resources and Governance Committee Chair Report**
- 10. Information Technology Committee Chair Report**
- 11. Consent Agenda**
 - 11.1 Metro 2050 Regional Growth Strategy Proposed Amendments – Glouster Industrial Park, Township of Langley
 - 11.2 Implementation Plan to Operationalize Governance Changes
 - 11.3 Review Board Governance Manual and Articles
 - 11.4 Response to Public Delegations
 - 11.5 TransLink Bridges – Operations, Maintenance and Rehabilitation Report
- 12. Conclusion of Public Board Meeting**



TO: Board of Directors
FROM: Kevin Quinn, CEO
DATE: June 22, 2023
SUBJECT: Q2 2023 CEO Report

The purpose of this report is to provide a summary of TransLink's key activities from the past quarter.

TRANSLINK STRATEGIC PRIORITY: REBUILD CUSTOMER RIDERSHIP

TransLink's New Podcast, What's the T?

On May 30, TransLink launched its first-ever official podcast covering popular transit and transportation topics in the Metro Vancouver region. The podcast, called *What's the T?*, features host Jawn Jang, a former local radio personality, as he brings listeners behind the scenes to uncover the voices and stories of Metro Vancouver's transit system.

The podcast is a new way for us to reach our customers and talk about what it takes to operate one of Canada's largest transit systems – covering topics such as why the SkyTrain doesn't run 24 hours and what it's like to operate a bus from the perspective of a bus operator.



What's the T? is recorded and produced in-house at TransLink. The podcast is available on [Spotify](#), [Apple Podcasts](#), [Google Podcasts](#), and across major podcast platforms.

Ride & Shine Campaign and Car-Free Days



For the second year in a row, TransLink will be welcoming back the Ride & Shine summer campaign, encouraging people to go car-free this summer and take transit, cycle, or walk to explore the region.

With increased summer bus service to popular outdoor destinations like Stanley Park, White Pine Beach, and Lions Bay, TransLink will be highlighting several routes customers can take to explore the region. As part of this year's campaign, customers are encouraged to use different cycling paths and infrastructure throughout Metro Vancouver.

The Ride & Shine bus will appear at several popular festivals and events this summer. The colourful bus will celebrate all things transit, mapping out bus routes to popular local attractions, providing exclusive discounts offered by local businesses and showcasing what is new and improved throughout the transit system.



Another way TransLink is supporting a car-free summer is through Car Free Day events in municipalities throughout the region. Car Free Days are a great opportunity for everyone to visit and experience the best of their neighbourhoods using transit, walking, and cycling.

Commutifi Program



TransLink recently partnered with Commutifi, a company that offers a web-based commuting platform for employers to make data-driven decisions. Commutifi compares all commuting options based on a combination of time, cost, and carbon emissions to suggest the best option for each commuter, making it easier for companies to measure and understand their employees' commutes. This helps to reduce greenhouse gases and costs.

TransLink is providing a 30 to 50 per cent subsidy for *Commutifi Enhanced*, to large organizations, and providing *Commutifi Lite* a 100 per cent subsidy to small organizations who sign up to participate. This year-long program will allow employers to easily understand employees' commutes and manage programs such as transit passes and bike incentives. It will also make it easy for employees to access all the climate-related programs available to them and encourage more sustainable choices. TransLink will then evaluate the impact Commutifi has on employees' commuting patterns.

CEO Roundtables

Earlier this year, the CEO Communities Roundtable Series was developed to engage with key community groups across the region who use our transportation system and who we may not reach through our traditional methods of engagement.

The series features small group meetings and briefings on key current topics. The roundtable discussions give participants an opportunity to provide TransLink with their feedback and perspective on these current topics. It also offers an opportunity to raise other issues and perspectives.

To best target key community groups, the first series of roundtables are organized in three categories: Cultural Communities, Key User Groups, and Regional Influencers. To date, TransLink has hosted two Roundtables with Major Employers and Non-profit Leaders. On June 2, we hosted our next Roundtable with the Chinese Canadian Community.



These Roundtables have already proven crucial to developing key relationships and building two-way communication as we advance the 10-Year Priorities.

TRANSLINK STRATEGIC PRIORITY: FOSTER A SAFE, SKILLED, AND RESILIENT WORKFORCE

Safety Campaign



A new safety message is now playing across the system to raise customer awareness of the 87-77-77 Transit Police text line. The message is one element of TransLink’s educational safety campaign that was introduced in response to recent incidents that occurred across our communities and on transit.

The campaign is also visible elsewhere on the system, including the interior of buses and SkyTrains, Transit Information Panels at bus stops, digital screens on SkyTrain platforms, and Transit Safety Teams have been handing out informational cards to customers. Transit Police is

also recruiting 24 Community Safety Officers (CSOs) by the end of 2023 to deliver a community-focused approach to keeping transit safe.

The safety of customers and employees is TransLink’s top priority. Our commitment is to deliver a transportation system that promotes customers’ health, safety, and security.

TRANSLINK STRATEGIC PRIORITY: DELIVER A RELIABLE TRANSPORTATION SYSTEM IN A STATE OF GOOD REPAIR

New route 80

On April 17, TransLink launched the new route 80, an express bus route serving the City of Vancouver between the River District and Marine Drive Station, which will improve service for the rapidly growing community in this area. This new route is expected to serve 400-500 customers per day and complements service on routes 31 and 100, which also serve River District customers.

Route 80 was launched thanks to efficiencies found through the [Bus Stop Balancing Program](#), which made service faster on several Vancouver bus routes. Making those routes more efficient saved operating costs, which are being reinvested into the system through route 80. Of course, this work is ongoing, and we are continuing to look for new opportunities to balance bus stops on other routes throughout Metro Vancouver.



R6 RapidBus construction

The [R6 Scott Road RapidBus](#) will run along Scott Road, serving the busiest bus corridor South of the Fraser with over 30,000 weekday boardings. TransLink’s largest service expansion since 2020, it will provide more convenient and reliable service to help Surrey and Delta residents better connect with SkyTrain, making their commute faster by up to ten minutes in each direction.



To prepare for this new service, road improvements began in April to deliver more dedicated bus lanes, upgraded bus stops, and a new bus lot near Newton Exchange. The R6 Scott Road RapidBus is expected to be in service by early 2024.

This new service will help keep up with the rapidly growing demand for transit in Surrey and Delta, which is now exceeding pre-pandemic ridership levels and experiencing the strongest ridership growth in Metro Vancouver. In addition to RapidBus, the Scott Road corridor has been identified as a potential future corridor for Bus Rapid Transit (BRT) in Transport 2050: 10-Year Priorities.

Expo Line track maintenance in Surrey

From June 17 to July 31, TransLink is conducting [essential maintenance work](#) to replace two SkyTrain track switches located near Gateway Station in Surrey. To accommodate this work, one side of the SkyTrain tracks between Scott Road Station and King George Station is closed, resulting in reduced service in the area. This important maintenance work ensures the SkyTrain system remains in a state of good repair and reliable for our customers.

Customers travelling either to or from Surrey are advised to account for at least 20 minutes of extra travel time and to be prepared for crowding on trains and platforms during peak periods. During this work, trains travelling toward Surrey are terminating at either Scott Road, Surrey Central, Gateway, or King George stations. Surrey customers are encouraged to use Scott Road Station, when possible, as it will have the most frequent SkyTrain service in the area. Additional SkyTrain staff will be available on the system to assist customers during the maintenance work.

Expo Line service levels will remain the same for customers not travelling to or from Surrey, and service on the Canada and Millennium Lines are unaffected.

With the Surrey Langley SkyTrain on the horizon, this work is critical to ensure TransLink is prepared for a future in which there will be more trains travelling on our system and carrying more customers in the coming years.

Summer Service Changes and the return of Bike Bus



On June 12, we announced the return of the 900 Bike Bus as part of TransLink's [Summer Service Changes](#). The Bike Bus will provide extra capacity for bicycles between Bridgeport Station and the Tsawwassen Ferry Terminal to better connect cyclists with ferry sailings to Swartz Bay, Duke Point, and the Southern Gulf Islands. Starting on June 30 and running until September 4, the Bike Bus will be in service on Fridays, weekends, and holidays from 8:00 a.m. to 11:00 p.m., departing every hour to align with ferry sailings.

Additionally, June 26 will mark the beginning of Summer Service Changes, where TransLink will increase service on 11 routes to increase access and convenience to popular seasonal destinations, such as Stanley Park, White Pine Beach, and Lions Bay. TransLink is providing more seasonal service than in previous years to meet seasonal demand.

We are committed to providing service where it is needed most. Fall Service Changes will take place in September.

TRANSLINK STRATEGIC PRIORITY: ACHIEVE FINANCIAL SUSTAINABILITY

2023 Fare Increase

TransLink's annual fare increase comes into effect on July 1. Transit fares will see increases ranging from 5 cents for a single-use fare to \$4.25 for a three-zone monthly pass. Transit fares will go up by on average 2.3% to help pay for the growing costs of transit services, which equates to an increase of 5-10 cents for most transit trips.

Even with this increase, Metro Vancouver continues to have one of the lowest average multi-modal adult cash fares of all major Canadian cities.

TransLink has been implementing annual fare increases since 2017 to facilitate necessary expansion and general operations. The 2020 fare increase was cancelled due to the COVID-19 Pandemic to avoid placing additional financial burden on customers. TransLink has capped increases at an overall average of 2.3% annually since then thanks to support from senior governmental relief funding.

The first quarter of 2023 saw BCRTC maintain its focus on delivering excellent service and continued planning for SkyTrain's historic system, facilities, and fleet expansion program. Our teams have also prepared for several major preventative maintenance projects to ensure reliability and resiliency, including rail grinding work and major switch replacement upgrades.

Further details on our recent achievements, successes, and challenges are summarized below.

BCRTC Objective: Deliver Excellent Service

Operations

Expo and Millennium SkyTrain Service

In Q1, Expo and Millennium Line service delivery was 99.6%, with on-time performance (OTP) at 95.8%. Our Service Delivery performance has been fantastic this quarter and the OTP is only 0.2% from meeting our target. Excellent results considering the weather events and track intrusion incidents occurring in this quarter.

Winter Storm Readiness Enhancements

Upon completion of the 2023 snow plan campaign, a collective debrief between BCRTC departments occurred and management collated more than 20 "brainstormed" ideas to enhance our winter storm readiness. These ideas were then organized into four groups: Guideway / Station Enhancements; Train Enhancements; Staffing Enhancements; and Pre-Planning Enhancements. These 20 enhancements are currently being vetted with relevant staff to determine feasibility, suitability, costs, and benefits.

Customer Service and Experience

The latest customer satisfaction survey ranked SkyTrain's overall performance at 8.5, better than our 8.3 target. The survey indicates that about 81% of SkyTrain customers rate the service an 8 or higher out of 10. SkyTrain's strengths continue to be On-time Reliability and Frequency of Service.

To further enhance the customer experience and support TransLink's Customer Action Plan, BCRTC's Field Operations department hired a Customer Experience Lead to spearhead the development and implementation of SkyTrain's customer experience plans and initiatives.

Ridership

Ridership for rail services continued to rebound steadily as the region recovers from the COVID-19 pandemic. This quarter we have experience some of the strongest monthly boardings compared to 2019's record ridership levels. January was the best start to the year in the past three years with increasing ridership across all modes of transit. Ridership continued to be strong through February and March with slight dips in boardings due to winter weather and Spring Break.

Weekend ridership recovery continues to be more robust than weekday recovery, a trend seen since spring 2020. Q1 boardings were consistent with the previous quarter at 23.4 million for the Expo/Millennium Lines, 9.2 million for Canada Line and 300,000 for West Coast Express.

Passenger Safety

In response to a cluster of violent acts experienced on the transit system in April, our Field Operations department increased frontline presence of SkyTrain Attendants at key times and locations to provide additional customer reassurance and service. We continue to work with our partners and enterprise stakeholders to increase awareness of the system's safety features, including the silent alarm strips and speakerphones on our trains, and the 87-77-77 text number to report concerns to transit police.

BCRTC has also partnered with the New Westminster chapter of the Peer Assisted Care Team (PACT) on a pilot basis. PACT is an on-call Provincially funded mental health outreach program. Joint team meetings have been held with PACT and SkyTrain Attendants in the New Westminster area, and info packages have been created for all frontline staff to be aware of the piloting of this partnership.

Passenger Injuries

Passenger injuries saw an increase to start 2023 compared to Q4 2022 but remains consistent with the same period last year. For the quarter the injury rate was 1.2 injuries per million boarded passengers, mainly consisting of slips, trips, and falls, with many on station escalators. The Passenger Injury Committee is working with our Performance Reporting team to identify trends which can be mitigated with targeted safety messaging and campaigns.

Maintenance and Engineering

Maintenance continued their state of good repair (SoGR) work with many activities occurring this quarter. Examples of ongoing initiatives include the running rail and pad replacement program and the turnout and switch machine replacement program. Preparatory work continued for scheduled major replacement work for two switches near Gateway SkyTrain Station in Q2.

Preparations for the start of our annual grinding program began in March. BCRTC took possession of two new grinding machines, replacing our end-of-life equipment. Once testing and commissioning is completed, the new grinders will address known hot spots identified by inspection audits and customer complaints. In addition, our contracted annual grinding program continues and is scheduled to cover 80 kilometres on the Expo and Millennium lines.

BCRTC Objectives: Safe, Clean, and Green Service; Renewed People Culture

Safety

Employee Lost Time Incidents (LTI)

This quarter's LTI rate of 7.2 is above our targets of 4.2 lost-time injuries per 200,000 hours worked. March showed a marked decline in incidents compared to January and February. Trends are being identified and the Safety Departments continues to closely monitor all incidents and work on mitigations with high-risk departments.

The Maintenance Facilities department has successfully recorded over 550 days without a lost time injury. It is one of four departments to exceed 365 days without an injury to staff.

Safety

A main strategic focus for 2023 is to increase field presence, with a focus on both Field Operations and Maintenance. This strategy aligns with management's focus on improving employee engagement with workers by improving presence, listening, improving communication, and following up on issues/recommendations. Feedback about this proactive approach to safety-related engagement has been positive.

The rollout of the SafeStart program (focusing on the role of human factors in incidents) has started in our Guideway department. This training is being delivered by department trainers to improve peer engagement, buy-in, and sustainment.

Closing corrective actions in a timely manner helps support safety culture and engagement. We are making substantial progress in addressing identified safety concerns from monthly inspections and closing out associated corrective actions. In Q1, open corrective actions were reduced from 80 to 25.

On April 28, BCRTC commemorated the National Day of Mourning. This day is dedicated to remembering those who have lost their lives or suffered injury or illness on the job or experienced a work-related tragedy. In a well-attended and somber joint management/union ceremony, we reflected on our safety responsibilities, workers' safety rights, the importance of following safety procedures, and looking out for our health and the health of our colleagues.

Environment

No reportable spills, releases, or wastewater permit exceedances were recorded in Q1. The Power department is piloting an electric vehicle option for one of its fleet vehicles to determine if the vehicle is suitable for the needs of the department.

Emergency Management

Work has progressed on developing departmental Business Continuity Plans. All departments requiring Business Continuity Plans (BCP) have been identified and ranked by criticality.

People Services

Senior Management Recruitment

After an open recruitment process, at the end of March we announced the hiring of Matt Doyle as our new Vice President of Maintenance and Engineering. Matt previously worked for over a decade at BCRTC and was most recently at TransLink as the Director of the Project Management Office and the Rail Expansion Program. His rail and expansion program experience will be invaluable in modernizing the maintenance department and achieving expansion readiness.

Training and Leadership

Training to support growth and succession planning for Control Operator (CO) retirements continued in Q1. An additional four COs recently began training for this critical employee group.

Due diligence training was delivered to management as part of the UBC Leadership course that covers the safety roles and responsibilities of supervisors and managers. Safety is working with the Training Department to develop additional safety training for management that complements what was delivered at the UBC Leadership Due Diligence course.

BCRTC Objective: Achieve Future Readiness

Capital & Major Business Projects

BCRTC continues to support capital projects and major business initiatives on the SkyTrain network. This includes planning and resource support for the Surrey-Langley SkyTrain (SLS) and the Broadway Subway Projects plus the new Operations Control Centre (OCC2), OMC4, and the OMC1 upgrades. These projects are being delivered by TransLink and the Transportation Investment Corporation, with BCRTC providing support and developing plans for operational readiness and testing/commissioning. Our team is actively reviewing resourcing requirements in all departments to support system growth and to inform TransLink's Investment Plan process.

Expansion and Upgrades

At our Burnaby yard, expansion of our maintenance facility continues with the new Guideway Shop and Vehicle Maintenance Shop 3 ready for occupancy in 2023 and 2024 respectively. The new operations control centre (OCC2) is taking shape. The first Mk5 train is fully assembled and ready to begin testing and commissioning at Alstom's upgraded Kingston test track in June. We expect the first train (out of a total order of 41 trains) to arrive in Burnaby towards the end of 2023. It will then go through testing and commissioning before entering service in 2024.

At the new operations and maintenance centre (OMC4) in Coquitlam, the contractor has mobilized to the site and is clearing trees, removing contaminated soils, and densifying the soils in advance of relocation of a large diameter Metro Vancouver water line and construction on the flyover.

Station Upgrades

Brentwood Town Centre SkyTrain Station upgrades continued in Q1. Brentwood Station is the first Millennium Line station to receive upgrades since the line opened. Work this quarter included roof, escalator, median, and structural steel and wall constructions.

As we prepare for new Mk5 trains, the work to accommodate longer trains has begun on Expo Line stations under the SkyTrain Station Access and Safety Project. The project continues at Edmonds and Royal Oak stations.

Elevating Devices

Replacement work continues at Burrard Station for replacement of the five escalators at this busy location. In March and April, Escalator #4 was installed and opened to the public after passing all tests and inspections. Work on Escalator #2 has begun and will be performed over the next five months. Escalator #2 along with #3 and #4 make up the three main escalator banks at Burrard Station.

Escalator availability on our system continues to be better than target with 95% availability. Elevator availability for Q1 was 97.2% which was slightly below our target of 98.1%

West Coast Express

Work on the refurbishment of the first WCE locomotive was completed in Q1. Locomotive 907 has made its cross-Canada trek and is awaiting the completion of testing and commissioning before it can be inserted into revenue service. Locomotive 903's refurbishment is also complete, and the unit is awaiting shipment to Vancouver (expected before the end of Q2). Once 903 is ready for revenue service, refurbishment of a third locomotive can begin.

Having six locomotives in Vancouver will give WCE the flexibility to return to full five train service when ridership warrants a full schedule.

Q1 Key Performance Indicators

Key Performance Indicators – as of March 31, 2023	SkyTrain (excluding Canada Line)			West Coast Express		
	Q1 Target	Q1 Actual	Q1 Last Year	Q1 Target	Q1 Actual	Q1 Last Year
Customer Experience				Customer Experience		
Customer Service Performance Survey – SkyTrain Service Overall	8.3	8.4	8.3	-	-	-
Boarded Passengers (in thousands)	22,666	23,406	16,773	343	303	169
Customer Complaints (per million boarded passengers)	15.1	12.5	18	139	132.2	237.3
Safety				Safety		
Major Passenger Injuries (per million boarded passengers)	0.95	1.20	0.89	0	0	0
Employee Lost Time Frequency (per 200,000 hours worked)	4.0	7.2	6.8	0	0	0
Physical Assaults (per 200,000 hours worked)	0.8	0.4	0.0	0	0	0
Total Recordable Incident Frequency	-	43.9	43	-	-	-
Operations				Operations		
On-Time Performance (OTP)	96.0%	95.8%	96.0%	97.8%	95.4%	89.3%
Percentage of Scheduled Service Delivered	99.0%	99.6%	98.9%	99.9%	100.0%	99.2%
Incidents with duration 16 – 30 Minutes "Controllable"	14	12	11	-	-	-
Incidents with duration 16 – 30 Minutes "Beyond our Control" ⁶	-	3	8	-	-	-
Incidents with duration over 30 Minutes "Controllable"	3	2	11	-	-	-
Incidents with duration over 30 Minutes "Beyond our Control" ⁶	-	7	6	-	-	-
Finance				Finance		
Operating Cost per Vehicle km	\$4.51	\$4.45	\$3.93	\$23.22	\$20.10	\$29.16
Operating Cost per Capacity km	\$0.051	\$0.050	\$0.045	\$0.157	\$0.136	\$0.198



TransLink Strategic Priority: CUSTOMER EXPERIENCE AND PUBLIC SUPPORT

CUSTOMER EXPERIENCE

Route 80 (Marine Drive Station/River District)

- On April 17, 2023, Route 80 came into effect to provide service to customers in Vancouver's River District and connect them with the Canada Line at Marine Drive Station. The new route is a peak-only express which runs on weekdays between 6 and 9 a.m. and between 3 and 6 p.m. with service every 30 minutes.
- The route is expected to serve approximately 500 customers per day and will complement service on existing Routes 100 and 31.
- The Marine Drive corridor has been identified in Transport 2050: 10-Year Priorities as a future location for RapidBus and Bus Rapid Transit (BRT). Route 80 will help to build ridership along the corridor in advance of these longer-term plans for transit improvements.

Corridor Deployment Project

- After a successful pilot last summer, Corridor Deployment has been re-launched as an ongoing commitment to improve service reliability and customer experience.
- Corridor Deployment includes the TComm and Transit Supervisor team monitoring bus routes along specific corridors, making real-time adjustments to on-time performance, signage, bus bunching, bus loads, shelters, passenger information, cancelled service percentages, overcrowding, and short turns, as well as overall safety and visibility.
- Corridor Deployment is being implemented on one corridor per month per depot. Corridors are selected via an operational review.

Braille and Tactile Bus Stop Signage

- As of mid-April 2023, approximately 96% of bus stops have had Braille signage installed. Full completion is expected by summer 2023 and is dependent on supply of signage from the manufacturer. The new signage provides the bus stop ID number, bay number (if applicable), routes served by the stop, and the phone number for Customer Information.
- Installation of tactile walking surface indicators has been completed at the 157 designated bus stops across Metro Vancouver. The original scope of 201 bus stops was reduced to 157 after detailed surveys concluded 44 locations are on municipal property or on property with no license agreement.

Customer Information Call Centre

- Customer Information received approximately 150,000 calls in Q1 2023. Call volumes decreased 18% versus Q4 2022 but saw an increase of 5% versus Q1 2022. The overall call volume was 52% of that seen pre-pandemic in Q1 2019.

- The amount of customer feedback in Q1 2023 decreased by 6% versus the previous quarter but increased 25% versus the same period last year. The amount of customer feedback in Q1 was 68% of the pre-pandemic volume seen in Q1 2019. Overall, call volume and customer feedback continue to remain below pre-pandemic levels.

Fare Revenue

- As of March 2023, total Farebox coin fares collected are at 70% of pre-pandemic levels. As there are multiple payment options available to transit users.

Access Transit Service Delivery

- HandyDART's ridership has been steadily increasing. In March 2023, 98% of requested trips were delivered, excluding client cancellations, which is up from 97% in December 2022.
- In March 2023, taxi usage accounted for 22% of all trips which is the same as December 2022. The remaining 78% of trips were delivered by HandyDART. Access Transit Service Delivery continues to collaborate closely with First Transit (and owner TransDev) to ensure that taxi usage is managed within budget and that root causes are appropriately addressed. Currently, the primary root cause is a lack of HandyDART Operators. They are focused on filling open positions as quickly as possible and are implementing various strategies to drive recruitment such as increasing the frequency of hiring fairs and collaborating with ICBC to facilitate the licensing process.
- In March 2023, on-time performance (OTP) was 92% which is an increase from 89% achieved in December 2022.
- Consistent with the recent Provincial Health Order that states face masks are no longer required in medical settings, effective May 1, 2023, HandyDART Operators are no longer required to wear masks. Masks are, however, still welcome. The Transit Rules and Regulations and signage will be updated to reflect this change. A full interior clean on HandyDART vehicles will continue to occur weekly. An additional high-touch-point clean will also occur weekly.

Wheelchair-Accessible Bus Stops

- As of March 31, 2023, CMBC had 6,804 accessible bus stops out of a total of approximately 8,200. Each year, we aim for a 2% increase. This initiative is a collaboration between CMBC and the municipalities who own and maintain bus stops. Each year, it has become more and more difficult to achieve the 2% increase in accessible bus stops. A majority of the remaining stops that are not accessible present challenges such as steep slopes, deep ditches, or property line issues. CMBC continues to work closely with the municipalities to overcome these challenges and move this work forward.

SAFETY

Winter Weather Debrief

- Following the winter of 2022/23, CMBC conducted a review of our preparations and response to winter conditions. Positive feedback was received from Transit Operators on protocols related to swapping 60' buses for 40' buses during heavy snow events, and the use of snow socks to improve traction. Areas identified for improvement include updating snow plans to better detail depot logistics with a goal of improving recovery and redeployment of stranded buses.

Trolley Bus Operator-facing Fans

- In support of CMBC's Heat Exposure Control Plan, as trolley buses do not have air conditioning, it was identified that a fan could be installed to improve air flow and reduce heat in each Operator cabin area. CMBC Maintenance is currently installing these fans and is set to be complete by June 1, 2023.
- The Operator-facing fans are one aspect of the overall Heat Exposure Control Plan which also includes education on heat stress prevention, bottled water availability, and maximizing the use of the air-conditioned bus fleet on high-temperature days.

Responding to the COVID-19 Pandemic: Our Employees

- *Communicable Disease Prevention Plan* – The plan continues to remain in effect and focuses on basic risk-reduction principles against workplace transmission of COVID-19 and other communicable diseases. The Safety team will continue to closely monitor the guidance of the Provincial Health Officer as well as the impacts of COVID-19 with periodic reviews of policies and practices as necessary.

Copper in Transit Study: Phase II

- The Copper in Transit Study, funded by Teck Resources, was a collaboration between TransLink, Toronto Transit Commission (TTC), Vancouver Coastal Health (VCH), University of British Columbia (UBC), and Mount Sinai Hospital.
- The objective of the study was to determine the antimicrobial efficacy and durability of copper products in the transit environment over the course of one year. Three copper products were installed on three CMBC buses, four SkyTrain cars, and seven TTC buses, subway cars and streetcars. Testing of 110 copper-treated stanchions occurred every two months along with 110 control stanchions for comparison.
- Test results showed that select copper products were highly durable and can eliminate up to 99.9% of bacteria on public transit and 99.9% of viruses in a laboratory setting within two hours of contact. VCH and UBC plan to publish several articles on the study in scientific journals in the coming months.
- CMBC will share the study results with the transit community and transit vehicle manufacturers. At this time, no decision has been made regarding future installation of copper products on transit.

Transit System Safety

- Between April 1 and 15, 2023, there were five safety incidents on customers across the TransLink system, one of which was fatal. There are no known links between these incidents. In the two most serious incidents, suspects were arrested. An enterprise task force was established to review system safety in the context of these incidents. The following measures have been implemented:
 - Increased presence and visibility of Transit Police, Transit Security, and SkyTrain Attendants on the transit system including SkyTrain stations, buses, and bus loops.
 - Transit Police increased high-visibility patrols including canine teams, increased evening presence, visibility at major events, and promoted the 87-77-77 (*See Something, Say Something*) text line. Jurisdictional police have also increased their presence on and around the transit system.
 - Transit Security refocused their activities for greater visibility and customer engagement including handing out safety information.

- A new pre-recorded safety message is playing on bus, SeaBus, SkyTrain, and West Coast Express vehicles to remind customers of the 87-77-77 text line.
- Decals will be applied within transit vehicles with the goal to significantly increase awareness of the 87-77-77 text line this summer.

Hasting Corridor Transit Security/Transit Police joint initiative

- Transit Security continues to focus on long-term initiatives to enhance safety and security for our customers and employees in Vancouver's Hastings Corridor. Along with Transit Police, Transit Security continues to provide high-visibility presence at key locations. In Q2 2023, approximately 96 Transit Security Officers were deployed with a total of approximately 82 hours proactively spent in the corridor.
- Transit Security also provided service support to Operations, local jurisdictional police agencies, and customers during the recent encampment clearing done by the City of Vancouver.

Naloxone Training

- Transit Security Officers and Security Operations Coordinators completed training on how to recognize an opioid overdose and administer the Naloxone reversal drug in Q1 2023.
- In the first week of being equipped with kits, a Transit Security Officer administered Naloxone and successfully revived a member of the public. In total, between March and April 2023, Transit Security Officers administered four doses of Naloxone.

Incident Command System Training

- Incident Command System (ICS) Training was introduced to all front-line first responders across the TransLink enterprise as an outcome of the Integrated Security Services tabletop sessions which included management from CMBC, TransLink, BCRTC, and Transit Police.
- ICS is the response framework that the enterprise will be using for all emergency responses and is a common standard for response agencies.
- The goal for this training was to create better alignment with employees across the enterprise, equipping them with the knowledge and skills needed to effectively respond to emergencies and integrate smoothly with other responders, each other, and with the rest of the enterprise.
- The accredited training is being led by the Justice Institute of British Columbia (JIBC) and includes employees across the TransLink enterprise. At CMBC, 100 employees have completed the training, including 40% of Transit Supervisors and 90% of Transit Security Officers. Training will most likely resume in the fall, depending on JIBC instructor availability.

Employee Days Lost Reduction Plan

- A CMBC working group continues to focus on reducing the number of days lost due to injuries, focusing on three key elements: preventing injuries, advocating for fair claims management policies, and maximizing the effectiveness of the Recover at Work Program.
- In preparation for the launch of the updated program, CMBC has recently:
 - Approved an updated Recover at Work Policy that formalizes the requirement for management and workers to participate in the program, including maintaining communication throughout the recovery period.
 - Aligned case management processes, training, and documentation with the updated policy and strategy.

- Identified desired key performance indicators to monitor program effectiveness.
- Engaged with WorkSafeBC on how they can best support our program.

Transit Operator Assaults

- In Q1 2023, CMBC recorded 15 assaults on Transit Operators which is on par with 15 assaults recorded in the same quarter last year. This year's incidents include 5 physical assaults, 7 spitting incidents, and 3 incidents where an object was thrown (e.g. snowball, coins, coffee cup).
- For 2023 YTD, the rate of assaults per 1 million boardings is 0.26, which is an improvement from 0.36 in Q1 2022 and meets the target of 0.30.
- During Q1 2023, CMBC Maintenance finalized the design of a permanent Operator Protection Barrier to be installed on approximately 400 conventional buses currently equipped with temporary soft barriers. The barriers were designed and built in-house by CMBC. Maintenance teams began installing them in early May and are expected to finish by the end of 2023. For now, Community Shuttles will continue to have soft, vinyl barriers because of the limited space and design of the shuttle bus.
- Via various working groups, collaborations, and initiatives with Transit Security and Transit Police, CMBC continues its efforts to keep Transit Operators safe.

Employee Workplace Injuries / Accepted Lost Time Claims

- During Q1 2023, CMBC recorded 104 accepted lost time claims at a rate of 9.4, which is an improvement compared to Q1 2022 with 112 claims and rate of 10.6.
- A significant number (almost 30%) of this year's claims are directly related to severe winter weather conditions. The leading incident types resulting in lost time claims to date are Falls on the Same Level (36% of all incidents), followed by Motor Vehicle Incidents (22%), and Other Bodily Motion (12%).
- CMBC recorded 151 claims registered in Q1 2023, an improvement from 167 claims registered for the same period in 2022.

Health and Safety Software Project

- The Health and Safety software is intended to modernize safety processes, incident management, return-to-work management, corrective actions, and performance reporting, with a goal of decreasing safety incidents.
- A contract has been signed with Cority as our health and safety software provider, a vendor with a comprehensive health, safety, and environment solution.
- The implementation phase of the Health and Safety Software system has begun, and project teams are meeting to develop:
 - Plans/timelines for change management to maximize buy-in and adoption
 - Future state processes to build in efficiency and connections
 - Long-term sustainment of the software
- Roll-out of the core Health and Safety module is expected to be complete by late 2023, followed by Audits, Inspections, and Checklists by mid-2024.

Emergency Management Update

- *Business Continuity* – CMBC Emergency Management is currently engaged with Maintenance to complete a Business Impact Analysis (BIA) for the Port Coquitlam Transit Centre Garage. The BIA will inform a future Business Continuity Plan.
- *Compressed Natural Gas (CNG) Emergency Response Plans* – Emergency Response Plans for Port Coquitlam, Surrey and Hamilton Transit Centres were updated as part of the safety management system review process.
- *Emergency Supply Cabinets* – A review of the Emergency Response Plan and cabinet contents at our facilities was completed in the first quarter and perishable items were replenished.

Marine Operational Exercise – SeaBus

- SeaBus, CMBC Emergency Management and Transit Police participated in a marine operational exercise with the Lower Mainland District Emergency Response Team (RCMP) in March. The exercise provided an opportunity to build a direct relationship for future training, and for the CMBC team to become familiar with the Lower Mainland District Integrated Emergency Response Team and Marine Ops Program.

ENVIRONMENTAL STEWARDSHIP

Low Carbon Fleet Program (LCFP)

- The Zero Emission Fleet Transition Plan (ZEFTP) Steering Committee kicked off in April 2023 to schedule and review the content of future steering committee workshops. The Canadian Urban Transit Research and Innovation Consortium (CUTRIC) technical teams are presently conducting a Geographic Information System (GIS) analysis of the entire service as an input into energy modelling. Opportunities to increase CMBC’s zero-emission conversion rate may need to be explored depending on the findings of the ZEFTP. Consistent conversion rates will help avoid impractical fleet and infrastructure procurement volumes and schedules on the path to net zero.
- Additionally, market research and interviews with peer transit agencies are underway. The LCFP team has been conducting initial benchmarking activities on the zero-emission plans and deployments of other transit agencies in North America.

Energy Management Program

- At Burnaby Transit Centre, a LED lighting retrofit recently received approval to proceed. The project is expected to save over 1 GWh of electricity annually (equivalent to about 110 households) and is projected to receive over \$400,000 in BC Hydro capital incentives.
- At Hamilton Transit Centre, five measures were selected for implementation from BC Hydro’s Continuous Optimization Program. The measures cover areas such as heating, ventilation, and air purification. Implementation of the final stages including installation of destratification fans in the bus wash facility, changes to control setpoints, and practices to decrease the use of natural gas/reduce GHG emissions are expected to finish this summer.
- At Vancouver Transit Centre, a heat recovery project is in the final measurement and data verification stage.

Environmental Audit

- CMBC recently requested an audit of its Environmental Management System (EMS) by TransLink’s Internal Audit team, as part of its plan to begin modernizing its EMS. The Environmental Sustainability team has reviewed the audit and is preparing its management response. There were several findings related to updating of documentation and practices,

following up on previous audits, consistent completion of refresher training, and alignment of programs and KPIs within the TransLink enterprise. CMBC will develop an action plan to integrate the audit recommendations that are appropriate for our business.

Environmental Spills

- Buses contain various fluids which may be released into the environment following accidents or equipment failure. The causes of spills are investigated, with targeted campaigns initiated to prevent recurrences if defect issues are discovered to be at fault.
- In Q1 2023, CMBC reported 2.41 spills/Mkm (total of 61 spills and a 2023 target of 2.5 spills/Mkm). In comparison, in Q4 2022 there were 2.04 spills/Mkm (total of 51 spills). The spill rate increased due to mechanical challenges with specific portions of the newer bus fleet. It's a common practice to work through issues of this nature with recently arrived vehicles.
- CMBC's Engineering team is continuously reviewing the causes of spills and working to eliminate them in conjunction with manufacturers. This year, Maintenance Engineering will focus on the new orders of double-decker and hybrid/CNG buses. Parts and design flaws that could potentially lead to an environmental spill will be closely monitored and quickly remedied. Root cause analysis and solution campaigns for older vehicles will continue.
- According to regulations, only a limited number of spills are considered reportable. In Q1 2023, one spill was reported to regulators, while there were no reported spills in Q4 2022. None of these spills are expected to result in liability or environmental damage.

TransLink Strategic Priority: ENSURE STATE OF GOOD REPAIR

OUR PEOPLE

Collective Bargaining

- Unifor local 111 represents approximately 3,700 Transit Operators and Unifor local 2200 represents approximately 950 employees in a variety of trades and maintenance support jobs. Collective bargaining between CMBC and Unifor locals 111 and 2200 formally began on February 23, 2023 with the initial exchange of proposals. The parties reached a tentative agreement on March 30, 2023 and it was later ratified by Unifor membership on April 12, 2023. The agreement is effective for three years (April 1, 2023 to March 31, 2026) and includes improvements in wages, working conditions, and benefits.
- MoveUP (COPE local 378) represents approximately 405 office, support, and security staff. Collective bargaining with MoveUP began on June 27, 2023.
- CUPE local 4500 represents approximately 172 Maintenance Supervisors, Transit Supervisors, and TComm Supervisors. The Collective Agreement between CMBC and CUPE local 4500 expired on December 31, 2022. CUPE has not yet requested to begin collective bargaining.

Equity, Diversity, and Inclusion

- CMBC's EDI Program Manager continues to conduct workshops across the organization as more teams engage in EDI learning and initiatives. Since Q4 2022, 15 EDI workshops have been delivered to approximately 460 participants. EDI workshops and presentations have also been included in virtual meetings and other company gatherings.

- In April 2023, the CMBC HR Services team introduced a new recognition category, “Inclusion,” as part of the PEAK employee recognition program. The category was added to enable managers to recognize employees’ actions towards building and maintaining an inclusive and equitable workplace at CMBC.

Transit Operator and Worker Appreciation Day

- CMBC celebrated Transit Operator and Worker Appreciation Day on Friday, March 17 to recognize, honour, and appreciate our employees who help keep Metro Vancouver moving. The CMBC Executive Management Team and other senior leaders engaged with employees around the system and at depots and garages to show their appreciation.

Transit Operator Recruitment

- To maintain staffing levels, and plan for the future, the target for 2023 is to hire 606 new Transit Operators (446 Conventional and 160 Community Shuttle). CMBC has now held a total of three Transit Operator Hiring Fairs in 2023. Details below:

Date	Operator Group	Attendees	Passed Interview Stage (#)	Passed Interview Stage (%)
Jan. 21	Shuttle	417	175	42%
Feb. 25	Conventional	292	97	33%
Apr. 29	Conventional	605	261	43%

New Operator and Refresher Training

- Operator & Technical Training continues to provide alternative refresher-style learning opportunities for Transit Operators, hosting in-depot information sessions. Training expectations are reinforced on subjects such as safe operation alongside cyclists, best practices pulling in and out of bus stops, and general safe driving techniques. Sessions are held during Sign-up periods as well as other designated times.
- Transit Operators continue to complete the “Safe Driving Tune-Up” (refresher-style online training program) courses launched in November 2022. The online courses include pedestrian and cyclist safety, distracted driving, and driving in bad weather/low light conditions, among other topics. The course for Community Shuttle Operators is 30 minutes in length and the course for Conventional Operators is 60 minutes due to additional video content. The goal is for all Transit Operators to complete their course this year.
- Operator & Technical Training continues to focus on its goal of providing increased instructor-led driving time for newer Conventional Operators in 2023. The first step has been completed, seeing the refresher-style “Probationary Return to Training” (PRTT) program increase from 1-day of training to 2-days in April (this training is provided to all Conventional Transit Operators approximately five months after graduation from their initial training).

Maintenance Training and Apprenticeship Program

- In Q1 2023, Nova Bus provided battery-electric bus training to Maintenance employees at Hamilton Transit Centre, including a maintenance orientation and high voltage lockout procedures. The next set of courses will take place in Q4 2023.
- CMBC will begin a pilot program to introduce two Stores (i.e. Inventory) apprentices into the Apprenticeship Program in Q2 2023.

Fleet Maintenance Recruitment Campaign

- In May 2022, management employees in the Maintenance division took over the responsibility of performing initial phone screens and interviewing prospective candidates. Since then, 84 candidates have been pre-screened. Of that number, 58 were interviewed and 31 were successfully hired, resulting in a success rate of 37%.
- Hiring for exempt management roles in Maintenance remains a challenge due to reasons ranging from salary expectations to lack of qualified candidates. Multiple strategies are being considered to mitigate this issue ranging from online campaigns to open houses, trades school partnerships, and industry partnerships.

OUR ASSETS

Financial Results

- For the quarter ended March 31, 2023, CMBC costs (excluding allocated costs and including recoveries) were \$5.6M (2.7%) favourable to budget. Salaries, wages, and benefits were \$3.96M (2.8%) favourable. Fuel was \$0.29M (1.6%) favourable due to lower than budgeted fuel prices for diesel and DC power being offset by higher gasoline prices. Maintenance, materials, and utilities was \$0.21M (1.0%) unfavourable mainly due to increases in material price and unplanned work. Insurance was \$0.13M (3.8%) favourable due to a higher discount rate and other items were favourable at \$0.33M (21.8%) due to reduced usage of professional fees. Access Transit was \$1.21M (7.1%) favourable due to reduced service demand.
- On April 4, 2023, CMBC moved to a new cloud-based ERP system, Infor Financials and Supply Chain Management (FSM). The new system will allow for improved process efficiencies.

CMBC Head Office Move to Sapperton

- CMBC's head office currently includes four floors of an office building near the Gateway SkyTrain Station in Surrey. With reduced occupancy as a result of the resident/hybrid work model, a decision was made not to renew the lease that will expire on July 31, 2024.
- In early 2024, CMBC employees currently based at Gateway will move to the Sapperton building in New Westminster. CMBC will sub-lease its own space from TransLink.

Phibbs Exchange Upgrade

- Phibbs Exchange is North Vancouver's largest bus loop and connects the North Shore to the rest of the region's transit system. Work on a major upgrade began in November 2022 and is now well underway.
- Due to construction, CMBC is anticipating a partial closure of the bus loop from May to June 2023, leading up to a full closure in Q3 of 2024. During construction, bus service and associated bus bays will be temporarily relocated near the existing exchange, specifically on Main, Orwell, and Oxford Streets.
- The project is on track for completion by Q3 of 2024.

Daily Operator Management System (DOMS)

- Daily Operator Management System (DOMS), the dispatch and payroll system for Transit Operators, is reaching end-of-life. The DOMS Product Replacement Program supports the replacement and retirement of the current DOMS software, Bid-Dispatch, with the vendor's software, HASTUS, in Q3 2024.

- In April 2023, a large component of the new software passed testing and the vendor continues to update additional functionality. The project is on-track for Phase 1 implementation in Q3 2024.

Onboard Technology Assets Project (OTAP)

- The Onboard Technology Assets Project includes four main elements: replacing radio systems for improved connection/better coverage; replacing onboard computers/screens with a larger screen and better visuals; adding new routers to improve data communication with Transit Communication (TComm); and installing new hardware to improve camera feeds to Security. The overall funding for OTAP came from the Public Transit Infrastructure Stream which is part of the larger Investing in Canada Infrastructure Plan.
- In addition, TComm is undergoing a renovation as one of the final elements of OTAP. The final space will include many upgrades including interactive video walls and additional workstations. There is no current plan for staffing increases, but the space will enable future expansion as well as provide workspaces for periods of time when extra staff are needed (e.g. special events, snow days). Phase 1 of construction was completed in Q1 2023. Phase 2 is currently underway and is expected to be complete in Q3 2023. The third and final phase is targeted to finish in Q1 2024.

Community Shuttle Delivery Delay

- The Community Shuttle replacement order that was supposed to arrive by the end of 2022 has been delayed because of a worldwide surge in demand for commercial van chassis (related to the increased usage of home delivery services during the pandemic) and microprocessor chip/board shortages. The order is now expected to arrive in summer 2024. As a result, Fleet Maintenance has extended the life expectancy of 55 Community Shuttles. CMBC is preparing for the possibility of increased maintenance costs as these vehicles age.

Bus Fleet and Facility Capacity

- All CMBC transit centres and facilities are at or nearing 100% revenue vehicle capacity. Short-term renovation projects have been identified where opportunities to increase capacity exist. They are all in various stages of design and construction. These projects will bridge the gap until our next operational facility, Marpole Transit Centre, opens.

SeaBus Facility Improvements

- Two state-of-good repair capital projects are underway for improvements to the SeaBus terminals and seawall which will involve the replacement of terminal doors, emergency exit ramps, fenders, and transfer ramps on all four berths. Both projects are ongoing and are set to be completed in Q2 2023.

TransLink Strategic Priority: MOBILIZE THE MAYORS' VISION

WiFi Installation Project

- As the first phase of the WiFi installation project on the bus fleet, CMBC committed to installing WiFi on RapidBuses. As of the end of Q1 2023, all 170 RapidBuses are complete. The next phase of work will include WiFi installations on CMBC's 40-foot buses and double-deckers.

Fleet Procurement (2023-2024)

Bus Type	Total	Accepted	Remaining	Timeline
60' articulated hybrid buses	46	0	15	Q2 2023
			15	Q3 2023
			16	Q4 2023 - Q1 2024
40' battery-electric buses	15	0	1	Q4 2022
			14	Q4 2023 - Q1 2024
40' CNG (RNG) buses (pending award)	50	0	15	Q1 2024
			35	Q2 2024
Community Shuttles	168	0	6	Q4 2023
			15	Q4 2023 - Q1 2024
			48	Q2 2024
			34	Q3 2024
			65	Q4 2024 - Q1 2025
Double-decker buses	25	25	0	Q2 2023
HandyDART minibuses	144	113	31	Q3 2023 - Q4 2023
HandyDART midibuses	40	25	15	Q1 2024

KEY PERFORMANCE INDICATORS AS OF MARCH 31, 2023

KEY PERFORMANCE INDICATORS ¹	2023 ANNUAL TARGET	2023 YTD TARGET	2023 YTD ² ACTUAL	2022 YTD ² ACTUAL
TransLink Customer Survey – Bus service overall ²	8.2	8.2	8.0	8.1
Scheduled Revenue Service Delivered	98.0	98.0	99.0	98.4
Customer complaints per million boarded passengers	95	95	72	80
Validated HandyDART complaints per 1,000 trip requests	0.5	0.5	0.5	0.6
On-time Performance				
Bus Regularity – frequent service	81.0%	81.0%	78.6%	80.2%
Bus Punctuality – infrequent service	82.0%	82.0%	82.2%	84.3%
On-time Performance – HandyDART	90.0%	90.0%	92.2%	94.4%
Preventable collisions per million Km ³	10	10	8.3	8.5
Operator assaults (CUTA 1-4) per million boarded passengers ⁴	0.3	0.3	0.3	0.4
WorkSafe BC Accepted Lost Time Claims per 200,000 hours worked	8.2	8.2	9.4	10.7
Pedestrian incidents per million service hours ⁵	13.1	13.1	19.1	10.1
Cyclist incidents per million service hours	5.0	5.0	1.5	1.5
Injury claims – Passengers per million boarded passengers	4.1	4.1	3.5	3.7
Greenhouse Gas Emissions – Carbon Dioxide tonnes per million service km – 12 months rolling ⁶	1,325	1,325	1,302	1,230
CMBC operating cost per service hour ⁷	\$141.05	\$140.12	\$138.09	\$130.18
Access Transit operating cost per trip	\$46.91	\$46.59	\$55.75	\$59.31
METRICS				
Access Transit trips provided (thousands)				
HandyDART	1,297	319	216	190
Supplemental taxi service	152	37	61	22
Total Trips ⁸	1,449	356	277	212

¹ Performance measures are for CMBC business operations (Conventional Bus, Community Shuttle, and SeaBus) and exclude contracted conventional transit and contracted Community Shuttle as of December 31, unless otherwise stated.

² TransLink Customer Survey is conducted every quarter. The 2023 YTD actual and 2022 YTD Actual represent the average results for the first quarter.

³ The 2023 YTD actual data is subject to change due to the timing of adjudications.

⁴ CMBC recorded 15 Operator assaults in the first three months of 2023. This is the same number of incidents compared to the same period last year (15).

⁵ CMBC recorded 25 Pedestrian Incidents in the first three months of 2023, which is 12 incidents more than the same period last year. Out of the 25 incidents, 7 were adjudicated as 'preventable,' 6 were adjudicated as 'non-preventable,' 2 did not involve contact with the bus, and 10 incidents are classified as 'alleged' due to no evidence available (and CMBC is not able to prove or disprove). Compared to the same period over the last five years, this is the first year where there is a significant number of incidents in the 'alleged' category (2019 Q1 – 2, 2020 Q1 – 3, 2021 Q1 – 4, 2022 Q1 – 5, 2023 Q1 – 10). If we don't consider the 10 incidents classified as 'alleged' in Q1 2023, the pedestrian rate would be 11.5 which is lower than target and slightly higher than last year. The number of 'preventable' incidents that occurred in Q1 2023 (7) is fewer than the number of 'preventable' incidents from the same quarter in 2019 pre-COVID (10). This represents an improvement as we are back to delivering the same service level as pre-COVID in most regions.

⁶ The 2023 YTD data is 12 months rolling data as of March 31, 2023. The 2022 YTD data is 12 months rolling as of March 31, 2022.

⁷ Excludes TransLink allocated costs.

⁸ The number of Access Transit trips provided in 2023 was higher compared to the same period in 2022 and were lower compared to budget. Trips were significantly lower since March 2020 due to the COVID-19 pandemic which is continuing to impact service delivery in 2023. CMBC remains committed to ensuring services are fully available for passengers unable to use conventional public transit without assistance.



METRO VANCOUVER TRANSIT POLICE REPORT FOR JUNE 2023 TRANSLINK BOARD MEETING

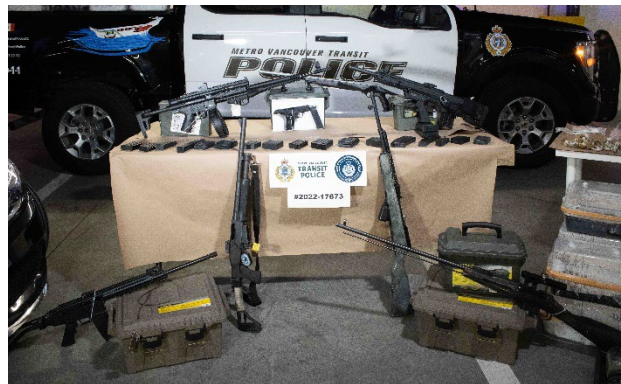
TransLink Strategic Priority: Customer First

- **Transit Police seize drugs, guns, counterfeit cash, and vehicle following months-long investigation**

In May 2023, Transit Police publicly reported on an investigation by the Metro Vancouver Transit Police Crime Suppression Team (“CST”) that resulted in arrests and seizures related to a multi-jurisdiction drug trafficking ring. In fall 2022, Transit Police became aware of a network of individuals associated with the British Columbia gang conflict, whom they suspected of trafficking illicit drugs into municipalities throughout the Lower Mainland by using the transit network. It was quickly determined that these individuals posed a risk to public safety due to their access to firearms. (CST was able to secure financial and resource assistance.)

On May 2, 2023, as a result of their investigation, Transit Police executed three simultaneous residential search warrants, in three different municipalities (with the support of cross-regional policing partners). While executing the warrants, Transit Police seized:

- Ten firearms of varying caliber, some with illegal modifications;
- 3,800 rounds of ammunition;
- Illicit drugs, packaged in a manner consistent with trafficking, with an estimated street value of \$70,000;
- Approximately \$50,000 in counterfeit Canadian Currency; and
- A 2017 Mercedes C300W, seized as proceeds of crime.



Also located at one of the residences was a psilocybin (“magic mushroom”) grow operation that was dismantled and seized. Four suspects were arrested and additional arrests are anticipated. The investigation is ongoing.

This special investigation was done with assistance from the Surrey RCMP Crime Reduction Unit North, the RCMP Lower Mainland District, Combined Forces Special Enforcement Unit BC, and the Vancouver Police Department. Working with multiple jurisdictional police partners allows Transit Police to investigate criminal activities that cross municipal boundaries; and demonstrates Transit Police purpose and commitment to public safety, and reinforces that persons using the transit system to commit crime will be arrested and face criminal charges.

- **Enhancing Transit Safety**

Between April 1 and April 15, 2023, there were a group of serious, high profile incidents on the Metro Vancouver transit system involving crimes against persons that caught significant public attention. One of these incidents occurred on April 11th on the bus, which resulted in the tragic death of a 17 year-old youth. Even though the rates of crimes against persons and property per 100,000 board passengers are declining from the rates experienced during the COVID-19 pandemic, it is recognized that the public still feels at-risk and it is important that Transit Police Officers and its civilian professionals are there to respond to calls, to investigate and solve crimes, as well as be proactive in advancing public safety and engagement. It can be reassuring to the public when they know that arrests were made in relation to such serious incidents. summary of the incidents follows:

- April 1, 2023 – Stabbing on a bus. A male passenger stabbed other male passenger on the neck with a large knife; they did not know each other. The suspect was located and arrested by police. The Transit Police criminal investigation was taken over by the RCMP Integrated National Security Team as the suspect is alleged to have committed the assault for the “Islamic State” (charges related to terrorism).
- April 10, 2023 – A man allegedly assaulted several passengers on board the Millennium Line SkyTrain and, when confronted by police, attacked a Transit Police Officer with a knife, slashing their jacket. The suspect was arrested.
- April 11, 2023 – A victim was pushed onto a guideway at a SkyTrain station and a stabbing occurred by a group of young persons, following conflict between two groups (unrelated to each other). There are no arrests at time of this report and the investigation is being handled by the New Westminster Police.
- April 11, 2023 – There was a fatal stabbing of 17 year-old onboard a bus. The suspect and victim were known to each other through a 3rd party. The suspect was arrested by police.
- April 12, 2023 – A violent fight broke out between passengers and a suspect on the West Vancouver Blue Bus. The suspect was arrested.
- April 14, 2023 – A “serious assault” on board a bus located at Hastings Street and Dunlevy Avenue was reported on by the Vancouver Police Department.

The victim was taken to hospital for non-life threatening injuries and Vancouver Police reported no arrests had yet been made.

- April 15, 2023 – A male in his 20s suffered a stab wound to his abdomen on the SkyTrain. He was transported to hospital in serious condition. He has since been released from hospital. A Transit Police investigation led to the arrest of the suspect.



Transit Police has also participated in ongoing meetings with TransLink and the other operating companies to collaboratively work on enhancing transit safety. Transit Police identified opportunities to help address the heightened concerns for public safety on transit, such as:

- Conducting dedicated/increased high visibility patrol in problem areas on the transit system, including joint Transit Police/Jurisdictional Police Department patrols;
- Increasing transit safety awareness campaign, including promotion of the 87 77 77 text number throughout the transit system (in particular the bus system which has had less visibility of the number), and participation in community events and on media; and
- Increasing Operations Communication Centre dispatch capacity in anticipation of increased SMS texts and calls for service arising from the safety campaign.

Help when you need it.
Connect with Metro Vancouver Transit Police.
Text **87-77-77**
604-515-8300 In an emergency, call 911

- **Transit Police Officers Recognized**

Transit Police is proud to advise that, in Spring 2023, a number of Transit Police Officers were recognized with external awards.

Police Honour Night – In May 2023, the Honourable Janet Austin, OBC/Lieutenant Governor of BC and the Honourable Mike Farnworth/Minister of Public Safety and Solicitor General presented awards of 'Valour and Meritorious Service' Awards to four Transit Police Officers arising from the 2019 police officer involved shooting. The recipients were Constable Baelde, Constable Elvidge and former Constables Harms and Clarkson.

Leadership Award – In April 2023, Staff Sergeant Michelle Hansen was presented with a Leadership Award from the BC Women in Law Enforcement. She was recognized for her compassion and care that she brings to her work, her unwavering commitment to the community she serves, and the strength of leadership that she provides. S/Sgt. Hansen has 27 years of policing experience (five years with Transit Police and 22 years with the RCMP). She has worked in a number of areas, including patrol, Olympic security, high-profile international events, major crime, and the Lower Mainland - Integrated Tactical Support Group. Currently, she helps to oversee the Transit Police Patrol Section and works closely with TransLink operating companies to address safety on transit.



When a patrol officer lost his son, Justice, to illness, S/Sgt. Hansen was there to help offer support and guidance. She then sought to turn the tragedy into a way to help other children. Working closely with the officer, his family and the department, a plush dog named K9 Hero "Justice" was created, designed to be given by Transit Police Officers to children who experience a traumatic situation on transit. K9 Hero Justice pays tribute to the bravery, courage, and strength of the child that he was named after, while providing comfort to those in need. For more on S/Sgt. Hansen, see the 2020 International Women's Day video at

<https://www.youtube.com/watch?v=8wfhGhi-r0c>

Alexa Awards – In May 2023, Transit Police’s Constable Nicole Dennis and Sergeant Steve Shaw received recognition for their dedication to the removal of impaired drivers and were honoured with 2022 Alexa Team Awards. Alexa’s Team pays tribute to the dedicated RCMP and municipal police officers who make an extraordinary contribution to reducing the number of drivers affected by alcohol or drugs on British Columbia’s roads and highways.



This provincial recognition program is named in honour of four-year-old Alexa Middelaer, who was killed by an impaired driver in Delta, British Columbia in 2008. To receive a nomination to the Alexa Team, the officer must have removed a minimum of 12 impaired drivers by *Immediate Roadside Prohibition*, or *Criminal Code* investigations, due to impairment by either drugs or alcohol.



Constable Nicole Dennis is a recognized Drug Recognition Expert and is called upon to assess persons who may be driving while impaired by drugs or drugs and alcohol.

Keeping impaired drivers off the roads makes it safer for our transit passengers in their journey from home to their destination and for the movement of our buses and transit staff throughout the transportation region.

Coquitlam RCMP Recognitions to Transit Police

On June 12, 2023, Coquitlam RCMP presented three recognitions at Transit Police headquarters. There was one recognition was to the police service overall and individual recognitions to Constable Guri Gosal and Constable Gregg Gillis, as follows:

“Is officially commended for its invaluable support to the Coquitlam RCMP on November 22, 2022 which was instrumental in leading to the apprehension of a suspect involved in an extremely violent robbery, flight from police, car jacking and the attempted murder of members of the RCMP.



Following a highly orchestrated violent armed robbery, police pursuit, the discharge of firearms in an attempt to murder RCMP officers and a car jacking, members and the OCC staff of the Metro Vancouver Transit Police acted admirably in providing critical operational support. Patrol members patrolled and closed area Skytrain stations, OCC staff contacted Skytrain stations and buses in a coordinated effort to ‘choke-off’ avenues of escape. Other support included the identification and ultimately the arrest of a suspect in possession of a stolen vehicle, which had been taken from its owner at gun point, in addition to coordinating containment.

Metro Vancouver Transit Police significantly contributed to the successful resolution of what was a highly dynamic, violent, evolving and multi-layered major police incident, that represented extreme risk to both the public and police. The collective efforts of its members and staff represented the highest of core values and the commitment to the communities they serve. Their diligence, service and professionalism are a credit to the Metro Vancouver Transit Police.”

TransLink Strategic Priority: State of Good Repair

- **Performance Measurement Culture**

Transit Police is an intelligence-led and data-driven police agency, and gathers comprehensive statistics in relation to crime and organizational performance. Transit Police shares statistical and performance information with the public, TransLink and stakeholders through a variety of tools. The following is a snapshot of key statistics for 2023 Q1 as compared to 2022 Q1. In 2023 Q1, Transit Police had 3,529 Police Files, which is a 9% decrease from 2022 Q1.

Metro Vancouver Transit Police Crime and Safety Statistics	2023 Q1	2022 Q1	% Change
Rate of Crimes Against Persons/100,000 Boarded Passengers <i>(primary and assists)</i>	.40	.58	-31%
<i>Actual Number of Crimes Against Persons</i>	367	390	-6%

Rate of Crimes Against Property/100,000 Boarded Passengers <i>(primary and assists)</i>	.47	.79	-40%
<i>Actual Number of Crimes Against Property</i>	434	531	-18%
Other Criminal Code Violations/100,000 Boarded Passengers ¹ <i>(primary and assists)</i>	.24	.33	-26%
<i>Actual Number of Criminal Code Violations</i>	223	222	-0.5%
Provincial Violation Tickets (“VTs”)	1433	1195	20%
Arrests - Warrants Executed (All)	246	192	28%
Arrests - New Charges ²	78	76	3%
Total S. 28 Mental Health Act Apprehension Files	45	73	-38%
<i># of S.28 MHA individuals committed, held, voluntary admitted</i>	70%	81%	-11%
Sexual Offences <i>(primary and assists)</i>	43	30	43%
SCBCTA Fare Infraction Notices	1234	1212	2%
Number of Unique SMS Text Conversations	1417	1176	20%
Number of Police Files Generated from SMS Texts Conversations	633	628	1%

- Ridership levels increased 37% in 2023 Q1 when compared to 2022 Q1 (91,489,352 versus 67,008,014), moving upwards to pre-pandemic level. The 2023 Q1 results show encouraging movement with decreases in the rates of Crimes Against Persons (dropped 31%) and Crimes Against Property (dropped 40%) per 100,000 Board Passengers, as compared to 2022 Q1. These rate changes are largely due to the increase in ridership. However, the actual volume of files also decreased for both Crimes Against Persons (-6%) and Crimes Against Property (-18%).
- It is noted that by volume, total assaults in 2023 Q1 were higher than 2022 Q1, with March 2023 having the highest volume since June 2022. Common Assaults represent 85% of assaults and there was an increase in assault with a weapon numbers in 2023 Q1 as compared to 2022 Q1 (21 versus 10).
- The number of sexual offence files (both primary and assists) for 2023 Q1 was up 43% from 2022 Q1. Transit Police had experienced a reduction in reports of sexual offences during the pandemic; however, the volume of files is now back

1 Other Criminal Code Violations: Includes such offences as weapons, disturbing the peace, child pornography, obstruct peace officer, possess break and enter instruments, intimidation and threats, breach/bail violations, indecent acts/exposing, and counterfeiting.

2 Arrest means an actual arrest and all other cases where charges were recommended to Crown Counsel.

within the pre-pandemic range. Transit Police takes all reports of sex offences seriously and investigates thoroughly. Transit Police continues to be concerned with possible under-reporting of incidents and promotes reporting through a variety of initiatives, including texting 87 77 77.

Indecent Act – A female passenger boarded a bus in White Rock. A man sat beside the female passenger and, when she looked over, she noticed that the man’s zipper was open and he was masturbating. The female passenger was able to move seats and text Transit Police. Surrey RCMP arrived first and detained the suspect. When Transit Police arrived, they arrested the suspect for the indecent act.

- When comparing Crimes Against Property files from 2023 Q1 to 2022 Q1, the number of theft incidents in 2023 Q1 was up while the number of mischief and graffiti files were both significantly down. There was no thefts from auto reported to Transit Police in 2023 Q1.
- When comparing 2023 Q1 to 2022 Q1, Transit Police made 38% fewer apprehensions of persons in mental health crisis under S. 28 of the *Mental Health Act* (“MHA”). This follows a significant decline in apprehensions that had also occurred in 2022 Q4. Of those persons apprehended under S. 28 of the *MHA*, 70% were committed, held, or voluntary admitted once at hospital.

S. 28 Apprehension – Passengers on the Canada Line, at Langara Station, texted that they were being harassed by a man who appeared to be on drugs, having a mental health crisis, or both. The man began grabbing passenger’s bags and mumbling incoherently. At one point, he threw a cup of coffee at another passenger. Transit Police attended and observed the person sitting on the train, appearing to be asleep. However, when the Officers asked the person to stand up, they both immediately recognized him, as the same Officers had dealt with the person the day prior on a similar incident. Upon Officer interaction and assessment of the person, they were apprehended under S. 28 of the *Mental Health Act*. After transport to hospital, the person was certified by a doctor.

- There was a 20% increase in unique SMS Text conversations with the Transit Police - Operations Communication Centre when comparing 2023 Q1 to 2022 Q1. The number of unique SMS conversations is quite varied month on month, with little pattern. However, the conversion of SMS calls to a police file remains very steady with an average of 225 per month. There are five times more texts that come from passengers on the train system versus the bus system. SMS text 87 77 77 continues to be promoted as a way for transit riders to discreetly contact Transit Police when issues of concern arise while on

transit. The new 2023 safety campaign will include expansive promotion of the text number on the bus system.

- **Criminal Warrant Arrests**

One of Transit Police's three Strategic Pillars in the 2022-2026 Strategic Plan is to improve public safety by working closely with our cross regional police partners and developing strategies that prevent crime. In 2023 Q1, Transit Police Officers made 246 arrests for outstanding criminal warrants, which included RCMP, Municipal Police and Transit Police issued warrants from BC and elsewhere. The number of warrant arrests in 2023 Q1 was 28% higher than 2022 Q1. Further, within that period, there was 39% more Transit Police warrants executed, in comparison to warrants of other Jurisdictional Police Departments. The number of new charge arrests by Transit Police increased slightly (3%) in 2023 Q1 as compared to 2022 Q1. Further, the number of breach files increased by 53% when comparing 2023 Q1 (271) to 2022 Q1 (175).

Assault – In March 2023, two passengers (unknown to each other), were riding on a train from the Royal Oak Station when they both texted Transit Police. The passengers reported that a man had hit two females on the train. Transit Police intercepted the train at the Metrotown Station and initially detained the man. A subsequent CPIC query regarding the man, revealed an outstanding arrest warrant from the Vancouver Police Department for Breach of Probation. Transit Police arrested the male for the breach and transported him to police cells. In addition, an investigation into the assault allegation on the train was conducted.

Many warrant arrests arise from on-view work of Transit Police Officers in their Community Service Areas (assigned patrol area), calls for service, confirming identity incidental to criminal arrest or during enforcement of a provincial statute offence (such as misuse of a fare gates). However, Transit Police Officers also familiarize themselves with offenders and criminals of concern or offenders wanted through law enforcement intelligence sharing, regional BOLFs (Be on Look Out For), and the Transit Police Offender Monitoring Program.

Misuse of Fare Gates and Provincial Violation Tickets (“VTs”)

Issuance of Violation Tickets (“VTs”) is associated to Transit Police Officers' active observations and enforcement of the provincial offences, including the misuse of fare gates. In comparing 2023 Q1 to 2022 Q1, there was a 20% increase in the number of VTs issued. Of critical importance to the safety of transit customers/staff and public is how the process of confirming an offender's identity for the violation, allows Transit Police to learn whether there is a criminal record or conditions of release, and if there are any outstanding warrants to be executed. These warrant arrests contribute positively to the work of our Jurisdictional Police

partners and their offender management and community safety/crime reduction efforts.

Periodically, Transit Police Officers may encounter a vulnerable person without the necessary fare media. In such cases, the Officer may exercise discretion and provide the person with a complimentary fare pass so the person is able to complete their travel and not be issued a FIN.

TO: Board of Directors

FROM: Sarah Ross, VP, Transportation Planning & Policy
Angus Beaty, Planner, Partner Planning

DATE: May 25, 2023

SUBJECT: Metro 2050 Regional Growth Strategy Proposed Amendments – Gloucester Industrial Park, Township of Langley

PROPOSED RESOLUTION:

That the TransLink Board of Directors approve the attached letter, to be sent to Metro Vancouver in response to their request for TransLink comments on the Township of Langley proposed Metro 2050 Regional Growth Strategy amendment for Gloucester Industrial Park.

EXECUTIVE SUMMARY

Metro Vancouver recently requested TransLink comment on a proposed amendment to the Metro 2050 Regional Growth Strategy (RGS) for eight properties adjacent to the existing Gloucester Industrial Park in the Township of Langley. This amendment includes changing the existing Metro 2050 regional land use designation from Rural to Industrial and expanding the regional Urban Containment Boundary to include these subject properties.

While the Metro Vancouver Board must consider multiple objectives when considering a proposed amendment to the RGS, TransLink's role is to advise on the implications to the regional transportation system. It is staff's perspective that the proposed amendments are largely consistent with regional transportation objectives, provided the land uses permitted within the Industrial designation would be uses considered to generate a low number of trips.

PURPOSE

The purpose of this report is to inform the Board of the Township of Langley's proposed amendment to Metro Vancouver's [Metro 2050 Regional Growth Strategy](#) (RGS), and to seek the Board's approval on the TransLink response to be provided to the Metro Vancouver Board.

BACKGROUND

TransLink is mandated under the *South Coast British Columbia Transportation Authority Act* to provide a regional transportation system that supports the RGS and further to review and advise Metro Vancouver regarding the regional transportation system implications of proposed RGS amendments. TransLink is considered by the Local Government Act to be an "affected local government" for Metro Vancouver's RGS and is therefore required to be notified and invited to comment on proposed amendments.

DISCUSSION

Proposal is expansion of Urban Containment Boundary, and supported by Metro Vancouver staff

TransLink recently received a request from Metro Vancouver for comment on a proposed RGS amendment advanced by the Metro Vancouver Board for eight properties located adjacent to Gloucester Industrial Park in the Township of Langley. These properties are 26477, 26695, 26601, 26575 and 26713 56 Avenue; the 26500 Block of 56 Avenue; 5670 264 Street; and 5625 268 Street, totaling 14.59 hectares. The proposed amendments to Metro 2050 would redesignate the properties from Agricultural to Industrial and expand the Urban Containment Boundary (UCB) to allow for the lands to be added to the Gloucester Industrial Park. According to Metro 2050, expansion to the UCB must demonstrate strong benefits to the regional federation and a strong planning rationale.

Lands that are contiguous with the UCB, that are not within the Agricultural Land Reserve, and that are changing from Agricultural to Industrial and associated UCB adjustment are categorized as Type 3 Amendment in Metro 2050. The subject properties meet the criteria to apply for a Type 3 Amendment, which has the lowest threshold of approval for an amendment, at 50% + 1 weighted vote of the MVRD Board.

Attachment 2 includes Metro Vancouver's letter to TransLink and staff report, noting that the original staff report includes an additional 151 pages of supporting materials not included in Attachment 2, but which can be viewed [here](#).

On balance, proposed amendment is supportable and aligned with regional goals, strategies & policies

The report by Metro Vancouver staff supports the requested amendment, with the key rationale most relevant to TransLink's perspective being:

- The limited industrial land supply in the region, particularly large, flat sites proximate to the goods movement network, which constrains potential economic and employment growth in the region.
- The direct adjacency of the subject properties to the existing Gloucester Industrial Park, given that consolidation of industrial areas and uses is an objective of the RGS and Metro Vancouver's Regional Industrial Lands Strategy.
- The strategic location of the subject properties from a goods movement perspective, as they are close to the regional Truck Route Network (Highway 1, 264 Street and 56 Avenue).

Transport 2050 was developed to align with and support Metro 2050. Strategies 2.2 and 5.1 in Transport 2050 support coordinating industrial land uses and the transportation needs of the freight sector, to increase the reliability of goods movement and support economic prosperity.

In terms of transit and active transportation, the subject properties are not currently served by public transit and are not well-connected to the existing Regional Cycling Network (the Major Bikeway Network and the Regional Greenway Network) or regional pedestrian infrastructure. It can be expected that the majority of passenger trips to and from this location will be made by private vehicle.

Transport 2050 supports the transit-oriented regional growth framework outlined in the RGS. Within Transport 2050 Strategy 1.2 is a 'location-efficiency framework' for siting major trip-generating developments. According to this framework, locations with poor transit and excellent car/truck

accessibility are suitable for uses like logistics, warehousing and other industry, as these uses tend to generate significant numbers of truck trips and have the lowest densities of employees or visitors.

The RGS Industrial designation proposed for the subject properties is “intended for heavy and light industrial activities, including: distribution, warehousing, repair, construction yards, infrastructure, outdoor storage, wholesale, manufacturing, trade, e-commerce, emerging technology-driven forms of industry, and appropriately-related and scaled accessory uses”. The Township of Langley’s Official Community Plan (OCP) amendment would designate the properties as “Service and General Industrial” which would permit such uses as warehousing, wholesaling and distribution, light manufacturing, technical and educational uses, office and business uses, private utilities, processing and manufacturing of goods. Not all of these uses would fall into the lower trip generating land use category as highlighted in Strategy 1.2 of Transport 2050. If the proposed Industrial designation leads to uses permitted in the OCP which allow higher trip generation, that would result in a misalignment with the goals of Transport 2050, given the location’s distance from regionally planned growth areas and its lack of active transportation or transit service connections.

Metro Vancouver’s report suggests the following efforts, with the aim of improved sustainable transportation options for potential new employees and visitors to the subject properties, should the amendment be approved:

- Encourage the Township of Langley to integrate active transportation facilities into the site design and adjacent neighbourhood.
- Work with the applicant and TransLink to develop Transportation Demand Management programs (e.g. vanpools, secure bicycle parking) for future commuters to and from the industrial park.

To minimize potential higher trips generation, TransLink staff suggest (as noted in Attachment 1) that, should the amendment be approved, the Township be requested to clarify in the OCP and Regional Context Statement that any “technical and educational uses, office and business uses” be limited to “appropriately-related and scaled accessory uses”. Overall, TransLink staff find the proposed RGS amendment aligned with regional goals, strategies and policies, so long as permitted primary uses remain per the RGS regional ‘Industrial’ land use description.

ATTACHMENTS

Attachment 1: Draft TransLink Response Letter to Proposed Metro 2050 Amendment for Gloucester Industrial Park

Attachment 2: Metro Vancouver Letter and Staff Report – Township of Langley Proposed Amendment to Metro 2050 – Gloucester Industrial Park (*excerpt from full staff report*)



TransLink

400 - 287 Nelson's Court
New Westminster, BC V3L 0E7
Canada
Tel 778.375.7500
translink.ca

South Coast British Columbia
Transportation Authority

May 26th, 2023

George Harvie
Chair, Metro Vancouver Board
4515 Central Boulevard,
Burnaby, BC VB5H 0C6

Dear Chair Harvie,

RE: Land Use Designation Amendment to Metro 2050 Amendment – Township of Langley - Gloucester Industrial Park

The following constitutes the response from the TransLink Board of Directors to the above-described notification from Metro Vancouver, dated May 16, 2023.

Thank you for your correspondence and the opportunity for TransLink to provide input on the Township of Langley's requested amendment to the *Metro 2050* Regional Growth Strategy (RGS) for Gloucester Industrial Park. TransLink understands that the proposed amendment would redesignate the site from Agricultural to Industrial and expand the Urban Containment Boundary to allow for the subject properties to be added to the existing Gloucester Industrial Park.

Consistent with policy in the Regional Transportation Strategy, TransLink supports the location of major trip generating land uses within Urban Centres and Frequent Transit Development Areas (FTDAs), and along the Frequent Transit Network (FTN). We also support maximizing the intensification of growth to the greatest degree possible within the existing Urban Containment Boundary (UCB). Our Transit-Oriented Communities Design Guidelines speak further to how communities can be designed to be as supportive of transit and active transportation as possible.

TransLink has reviewed the Gloucester Industrial Park proposed RGS amendment in light of the Regional Transportation Strategy (RTS) and finds that it is overall consistent with the RTS, so long as permitted uses remain per the RGS regional 'Industrial' land use designation description. The Metro Vancouver staff report describes what the properties' permitted uses within the Township of Langley's Official Community Plan (OCP) would be, and it's noted that the list includes "technical and educational uses, office and business uses". If such uses were more than "appropriately-related and scaled accessory uses", per the RGS Industrial designation description, then these uses have the potential to become significant trip generators, and thereby result in an inconsistency with the goals of the Regional Transportation Strategy.

Should the MVRD Board approve this amendment, we encourage the Board to request that the Township of Langley clarify in the OCP and Regional Context Statement that any “technical and educational uses, office and business uses” be limited to “appropriately-related and scaled accessory uses”. We also encourage the Township to integrate active transportation facilities into the site design and adjacent neighbourhood, and reach out to TransLink to develop Transportation Demand Management programs (e.g. vanpools, secure bicycle parking) for future commuters to and from the industrial park.

Conclusions

TransLink’s key comments discussed above are provided based on our legislated mandate to review requested RGS amendments and advise Metro Vancouver on implications to the regional transportation system, and to provide a regional transportation system that supports the RGS. The Regional Transportation Strategy further directs TransLink to work with partner agencies toward aligned transportation and land use, with the RGS being of critical importance for regional transportation and land use alignment. Should you have any questions or wish to discuss our feedback, please contact Matt Craig, Director , System Planning, at Matt.Craig@translink.ca.

Regards,

Lorraine Cunningham
Chair, TransLink Board of Directors

cc: Kevin Quinn, CEO, TransLink
Sarah Ross, VP, Transportation Planning and Policy, TransLink
Matt Craig, Director, System Planning, TransLink
Jerry Dobrovolny, Commissioner/Chief Administrative Officer, Metro Vancouver
Heather McNell, Deputy Chief Administrative Officer, Policy and Planning, Metro Vancouver
Jonathan Cote, Deputy General Manager, Regional Planning & Housing Development, Metro Vancouver

May 16, 2023

File: CR-12-01

Kevin Quinn, Chief Executive Officer
TransLink
400-287 Nelson's Court
New Westminster, BC V3L 0E7
VIA EMAIL: kevin.quinn@translink.ca; jennifer.breeze@translink.ca

Dear Kevin Quinn:

**Land Use Designation Amendment to *Metro 2050*
Township of Langley – Gloucester Industrial Park**

The Township of Langley is requesting a Type 3 Amendment to *Metro 2050*, the regional growth strategy, for eight properties located at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street, totaling 14.59 hectares. The proposed regional land use designation amendment would redesignate the site from Agricultural to Industrial and move the Urban Containment Boundary to allow for the lands to be added to the Gloucester Industrial Park.

At its April 28, 2023 regular meeting, the Board of Directors of the Metro Vancouver Regional District (Metro Vancouver) adopted the following resolution:

That the MVRD Board:

- a) *initiate the regional growth strategy amendment process for the Township of Langley's requested regional land use designation amendment from Agricultural to Industrial for the lands located at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street;*
- b) *give first, second, and third readings to "Metro Vancouver Regional District Regional Growth Strategy Amendment Bylaw No. 1364, 2023"; and*
- c) *direct staff to notify affected local governments as per section 6.4.2 of Metro 2050.*

As required by both the *Local Government Act* and *Metro 2050*, the regional growth strategy amendment process requires a minimum 45-day notification period to allow all affected local governments and members of the public to provide comment on the proposed amendment. Following the comment period, the MVRD Board will review all comments received and consider adoption of the amendment bylaw.

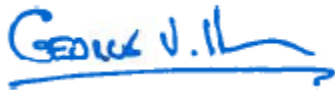
59796269

The proposed amendment is a Type 3 amendment to *Metro 2050*, which requires that an amendment bylaw be passed by the MVRD Board by a 50% +1 weighted vote. For more information on regional growth strategy amendment procedures, please refer to Sections 6.3 and 6.4 in *Metro 2050*. A Metro Vancouver staff report providing background information and an assessment of the proposed amendment regarding its consistency with *Metro 2050* is enclosed.

You are invited to provide written comments on the proposed amendment. Please provide your comments **by July 4, 2023**.

If you have any questions with respect to the proposed amendment, please contact Jonathan Cote, Deputy General Manager, Regional Planning and Housing Development, by phone at 604-432-6391 or by email at jonathan.cote@metrovancover.org.

Yours sincerely,



George V. Harvie
Chair, Metro Vancouver Board

GVH/JWD/hm

cc: Sarah Ross, Vice-President, Transportation Planning and Policy, TransLink
Andrew McCurran, Director, Strategic Planning and Policy, TransLink
Jerry W. Dobrovlny, Commissioner/Chief Administrative Officer, Metro Vancouver
Heather McNell, Deputy Chief Administrative Officer, Policy and Planning, Metro Vancouver
Jonathan Cote, Deputy General Manager, Regional Planning & Housing Development, Metro Vancouver

Encl: [Proposed Land Use Designation Amendment to Metro 2050, Township of Langley – Gloucester Industrial Park](#)

59796269

To: Regional Planning Committee

From: Victor Cheung, Senior Policy & Planning Analyst,
Regional Planning and Housing Services

Date: March 31, 2023 Meeting Date: April 14, 2023

Subject: **Land Use Designation Amendment to Metro 2050
Township of Langley – Gloucester Industrial Park**

RECOMMENDATION

That the MVRD Board:

- a) initiate the regional growth strategy amendment process for the Township of Langley's requested regional land use designation amendment from Agricultural to Industrial for the lands located at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street;
 - b) give first, second, and third readings to "Metro Vancouver Regional District Regional Growth Strategy Amendment Bylaw No. 1364, 2023"; and
 - c) direct staff to notify affected local governments as per section 6.4.2 of Metro 2050.
-

EXECUTIVE SUMMARY

The Township of Langley is requesting a Type 3 Amendment to *Metro 2050* for eight properties located at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street, totalling 14.59 hectares. The proposed regional land use designation amendment would redesignate the site from Agricultural to Industrial and move the Urban Containment Boundary to allow for the lands to be added to the Gloucester Industrial Park. The Agricultural Land Commission excluded these lands from the Agricultural Land Reserve on March 10, 2022.

The proposed amendment has been considered in relation to *Metro 2050's* goals, strategies, and policies. The analysis demonstrates that on balance, this proposed amendment is supportable and is aligned with *Metro 2050's* goals and strategies. Overall, the proposed amendment allows for new industrial uses, which is consistent with the surrounding area context and provides employment generating uses in close proximity to the Regional Truck Route Network.

PURPOSE

To provide the Regional Planning Committee and the MVRD Board with the opportunity to consider the Township of Langley's request to amend *Metro 2050* to accommodate the expansion of the Gloucester Industrial Park through a Type 3 Amendment.

BACKGROUND

On March 13, 2023, the Township of Langley Council granted third reading to the Langley Official Community Plan Bylaw 1979 No. 1842 Amendment (Gloucester Industrial Park), Bylaw 1988 No. 2556 Amendment (Rural Plan), Bylaw 1993 No. 3250 Amendment (Conwest), Bylaw No. 5706 and

Township of Langley Zoning Bylaw 1987 No. 2500 Amendment (Conwest), Bylaw No. 5707 (Attachment 1). The Township's Bylaw No. 5706 would amend the Langley Official Community Plan by altering the land use designation at the interface between the Township's Rural Plan and the Gloucester Industrial Park Plan, including municipal land use amendments, and associated boundary adjustments, from Agricultural to Industrial.

Metro Vancouver received the application to amend *Metro 2050* on March 14th, 2023. The requested *Metro 2050* Type 3 Amendment requires adoption through an affirmative 50%+1 weighted vote of the MVRD Board. As the Township of Langley is a signatory to *Metro 2050*, adoption of the amended OCP Bylaw cannot occur until the MVRD Board has adopted the amending bylaw for *Metro 2050*.

SITE CONTEXT

The eight subject properties at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street total 14.59 ha (36.0 ac) and are adjacent to the northwest boundary of the Gloucester Industrial Park. The subject lands are currently zoned Rural Zone RU-1, designated Small Farms/Country Estates in the Langley Rural Plan, and accommodate rural residential uses in the Township of Langley OCP. The current regional land use designation for the lands is Agricultural and the lands are located outside of the Urban Containment Boundary (Figure 1). Formal exclusion of the subject lands from the Agricultural Land Reserve, pursuant to a decision of the Agricultural Land Commission, occurred on March 10, 2022 (Attachment 2).

Additional site information is found in the Township of Langley's staff report (Attachment 1).

PROPOSED REGIONAL LAND USE DESIGNATION AMENDMENT

The Township of Langley can only adopt the proposed Bylaw after the MVRD Board approves the corresponding regional growth strategy amendment. The proposed Bylaw would amend the Township's OCP and the Zoning Bylaw for the subject properties to accommodate future industrial development.

The subject lands were formally granted approval for exclusion from the Agricultural Land Reserve as of March 10, 2022, pursuant to Agricultural Land Commission Resolution #109/2020. Bylaw No. 5706 amends the Township's Rural Plan by removing the properties from the Rural Plan and inserting them into the Gloucester Industrial Park Plan, and further, by designating the properties as, "Service and General Industrial," in the OCP. The new designation would permit such uses as warehousing, wholesaling and distribution, light manufacturing, technical and educational uses, office and business uses, private utilities, processing and manufacturing of goods.

Figure 1 – Existing Regional Land Use Designation

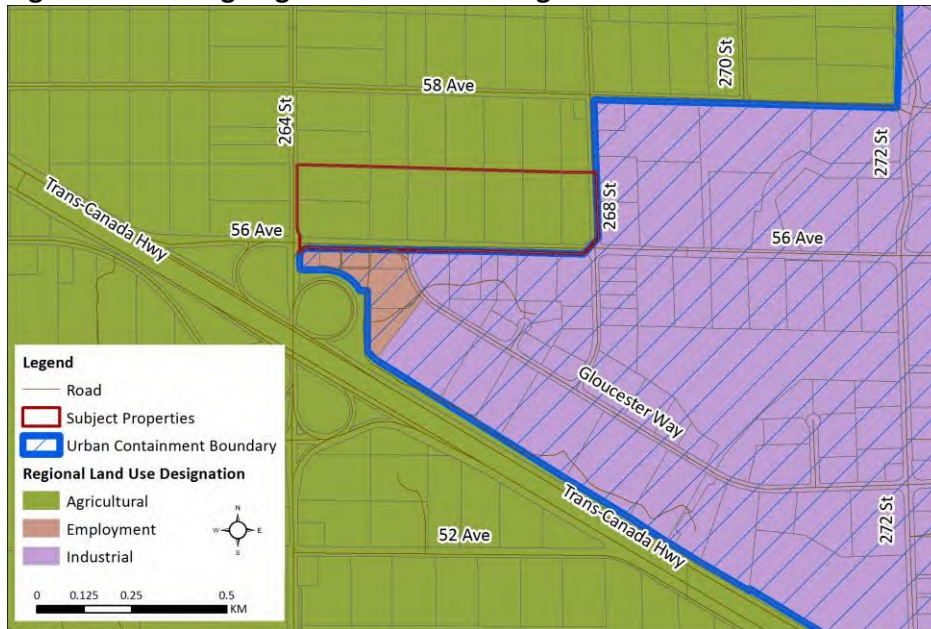
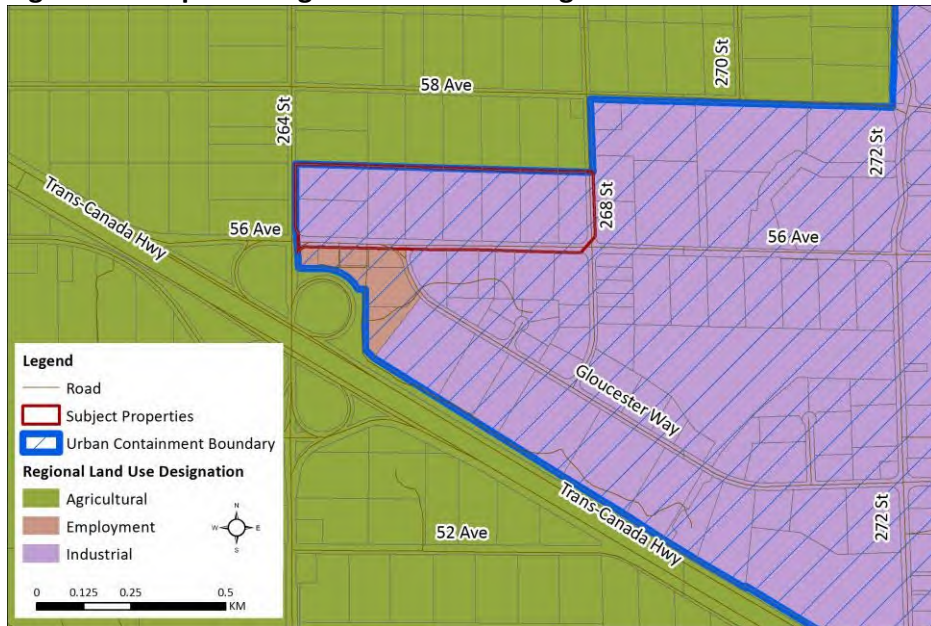


Figure 2 – Proposed Regional Land Use Designation



The proposed amendment also will be accompanied by a request for an updated Regional Context Statement (RCS) that reflects the proposed regional land use designation change. It is expected that the Township will submit the updated RCS for consideration of acceptance if the Board chooses to initiate the proposed amendment process for *Metro 2050* and gives 1st, 2nd and 3rd readings to the *Metro 2050* amendment bylaw. This process is in alignment with regional growth strategy and associated implementation guidelines. Once received, Metro Vancouver has 120 days to accept or not accept the RCS.

REGIONAL PLANNING ANALYSIS

The Township of Langley's proposed amendment has been assessed in relation to applicable *Metro 2050* goals and policies. The intent of the assessment is not to duplicate that of the municipal planning process, but rather to identify any potential regional planning implications and the regional significance of the proposed land use changes in consideration of the regional growth strategy. Below is a summary of the regional planning analysis.

Goal 1: Create a Compact Urban Area

Metro Vancouver and its member jurisdictions have committed to directing 98% of growth, to the year 2050, within the Urban Containment Boundary (UCB). The UCB is intended to be a long term, stable boundary for urban growth in the Metro Vancouver region. Regional Planning projections and analysis demonstrate that there is sufficient land within the UCB to accommodate future growth in the region to the year 2050. Therefore, any expansion to the UCB must demonstrate strong benefits to the regional federation and a strong planning rationale.

Lands that are contiguous with the Urban Containment Boundary, that are not within the Agricultural Land Reserve, and that are changing from Agricultural to Industrial and associated Urban Containment Boundary adjustment are categorized as a Type 3 Amendment per Policy 6.3.4(f) in *Metro 2050*. The subject properties meet the criteria to apply for a Type 3 Amendment.

Additionally, the proposed land use designation change is supportive of the industrial land uses directly abutting the site, which are currently located within the Urban Containment Boundary.

Goal 2: Support a Sustainable Economy

The region is facing a critical shortage of industrial lands as documented in the Regional Industrial Lands Strategy. 27 percent of the region's jobs are located on industrial lands and there continues to be significant absorption of industrial lands with severely low vacancy rates across the region. Limited industrial land supply, particularly large, flat sites proximate to the goods movement network is constraining potential economic and employment growth in the region. Consolidating industrial areas and uses is an objective in the regional growth strategy and Regional Industrial Lands Strategy.

The proposed amendment, if approved, would expand the established Gloucester Estates Industrial Park to the north and east by 14.59 ha, expanding the regional supply of industrial lands, which continues to experience strong demand. The subject properties are strategically located from a goods movement perspective, as it is proximate to the Regional Truck Route Network (Highway 1, 264 Street and 56 Avenue).

Metro 2050 recognizes the importance of agricultural land in the region and the importance of the agricultural sector as a part of the region's economy. *Metro 2050* commits to supporting and protecting the agricultural land base and the viability of agricultural land. The regional Agricultural land use designation is, for the most part, aligned with the provincial Agricultural Land Reserve, and policies in *Metro 2050* recognize the primacy of the Province's role in identifying and protecting agriculturally viable lands in the region.

Policy 2.3.4 stipulates that where the Agricultural Land Commission has provided conditional approval to exclude land from the Agricultural Land Reserve, the Metro Vancouver Board may provide conditional approval of a regional land use designation amendment for the exclusion site, subject to the Agricultural Land Commission exclusion conditions being met. The subject properties have been excluded from the Agricultural Land Reserve by the Agricultural Land Commission.

Agricultural land across the region continues to experience ongoing pressure for conversion to urban uses. If approved, the proposed amendment will result in the loss of 14.59 hectares of agriculturally-designated land in the region. In addition, lands to the north, bounded by the site, 58th Avenue and 264th Street, may experience greater pressure for conversion.

The site includes wetted areas and an unclassified watercourse which require streamside protection and enhancement areas. The applicant's voluntary community amenity contribution includes the transfer of 22710 - 96 Avenue, a 2.6 hectare lot approximately 10 kilometres from the site and located within the Agricultural Land Reserve, to the Township upon securing any and all required environmental and Agricultural Land Commission approvals and associated works. 1.0 acre of that site is identified as farmable.

Goal 3: Protect the Environment and Respond to Climate Change and Natural Hazards

The subject properties are not considered a sensitive ecosystem as per Metro Vancouver's Sensitive Ecosystem Inventory. However, the soil, trees, shrubs, and waterbodies on this site are providing ecosystem services that will be impacted by a conversion to industrial lands.

The Township's Official Community Plan Development Permit Guidelines require mitigation strategies to reduce potential environmental impact including buffer setbacks to on-site natural vegetation and protection of creek and gully areas. Site specific studies are required by the Township to determine site conditions and setback dimensions. Further, the Township's report (Attachment 1) stipulates compliance with Schedule 3 in their Official Plan, *Development Permit Area: Streamside Protection and Enhancement*, which establishes further protections for wetted areas and watercourses.

The landowner's voluntary community amenity contribution at 22710 – 96 Avenue is adjacent to the Salmon River and could be enhanced to improve fish habitat if the Township permanently protects, restores, and maintains these community benefit lands. This community amenity contribution could contribute toward region-wide efforts to protect 50% of the land base for nature by 2050.

Metro 2050 encourages land use and transportation infrastructure that reduce energy consumption and greenhouse gas (GHG) emissions, and improve air quality. Specifically, *Metro 2050* outlines regional targets to reduce GHG emissions by 45% below 2010 levels by 2030 and to achieve a carbon neutral region by 2050. Some relevant climate actions that would contribute to meeting these targets include reducing vehicle kilometres travelled, encouraging efficient goods movement, and protecting farmland from conversion to higher-GHG land uses. Should the proposed regional land use designation amendment be approved by the MVRD Board, higher GHG emissions from the subject site are likely due to the nature of the proposed industrial development, in contrast to the

existing lower-emission agricultural land use. However, the proximity of the eight subject properties to the adjacent established industrial areas and transportation network would encourage efficient goods movement, which is further explored under the analysis for Goal 5.

Goal 5: Support Sustainable Transportation Choices

The strategies under this goal encourage the coordination of land use and transportation to encourage transit, multiple-occupancy vehicles, cycling and walking, and support the safe and efficient movement of vehicles for passengers, goods and services. Land use changes can influence travel patterns. As identified in the proposal, these transportation matters are to be addressed by the Township of Langley through the development plan at a future stage of design.

The subject properties are strategically located from a goods movement perspective, as it is close to the Regional Truck Route Network (Highway 1, 264 Street and 56 Avenue). However, the site is not served by public transit and is not well-connected to the Regional Cycling Network or regional pedestrian infrastructure. The majority of trips to and from this location will be made by private vehicle.

Should the proposed regional land use designation amendment be approved by the MVRD Board, the Township of Langley is encouraged to integrate active transportation facilities into the site design and adjacent neighbourhood, while working with the applicant and TransLink to develop Transportation Demand Management programs (e.g. vanpools, secure bicycle parking) for future commuters to and from the industrial park.

IMPLICATIONS FOR METRO VANCOUVER UTILITY SERVICES

Below is a summary of anticipated impacts on Metro Vancouver's utilities.

Liquid Waste Services (GVS&DD)

The part of the regional system that would receive this flow currently has compromised capacity under wet weather conditions. Attenuation would reduce the impact of peak flows, but the volume of flow would still contribute to potential Sanitary Sewer Overflows downstream. As part of the GVS&DD Board's 2008 approval to connect East Langley (including Gloucester Estates) to the GVS&DD sewer system, the Township of Langley was required to produce a rainwater management plan outlining steps to limit Inflow and Infiltration. Metro Vancouver would expect the provisions within that plan, as well as any subsequent additional requirements, would be incorporated into the development's servicing. In general, Metro Vancouver encourages the Township of Langley (and all contributors), to take the opportunity with new development to implement good water management practices, including the use of green infrastructure where practical, to reduce impacts on regional sewerage infrastructure.

If the MVRD Board resolves that the application is consistent with the provisions of *Metro 2050*, or amends *Metro 2050* accordingly, the Township of Langley will need to submit a Fraser Sewerage Area amendment request to the GVS&DD for a full and complete technical review and GVS&DD Board consideration. Subsequent to an approved Fraser Sewerage Area amendment, Langley will need to submit a Sewer Extension Application outlining the details of each sewer extension.

Water Services (GVWD)

Exact hydraulic impacts cannot be determined as a demand forecast for the proposed development has not been included. Based on the Township of Langley’s Development Servicing Bylaw, the design maximum day demand for industrial lands is 1.1 lps/ha and, as a starting point, assuming the current properties are not using any water from the municipal system, rezoning this 14.59 ha would increase demand by about 1.4 ML/day.

In 2021, the Township’s total demand was 17,464 ML/year; historically, 30% to 50% of this demand is serviced by their groundwater system. The rezoning would represent a 2% increase in the Township’s total water use (both groundwater and from Metro Vancouver’s system). However, the Township’s geographic information system appears to show that the properties do have municipal drinking water connections. As such, the increase in demand from the rezoning is likely to be less than the estimated 1.4 ML/day.

The subject properties are located within the East Langley Water System of the Township of Langley, which was connected to the GVWD water system in 2016. East Langley System is supplied by the Township’s Willoughby Reservoir and Pump Station, which is predominately fed from the GVWD’s Barnston Main and indirectly with water transferred from the Township’s Strawberry Reservoir. The closest GVWD connection point is about 15 kilometres away. At this time, the impacts of the rezoning on the Metro Vancouver drinking water system are thought to be minimal.

The Township of Langley will be requested to provide their demand forecast, and assessment of the impacts to the municipal and regional water systems, as well as their servicing plan for this development.

REGIONAL GROWTH STRATEGY AMENDMENT PROCESS AND NEXT STEPS

If the amendment bylaw receives 1st, 2nd, and 3rd readings, it will then be referred to affected local governments and relevant agencies, as well as posted on the Metro Vancouver website for a minimum of 45 days for the opportunity for the public to provide comment. Comments received will be summarized and included in a report advancing the bylaw to the MVRD Board for consideration of final adoption. An updated Regional Context Statement from the Township will be considered at the same time as final adoption of the proposed amendment.

ALTERNATIVES

1. That MVRD Board:
 - a) initiate the regional growth strategy amendment process for the Township of Langley’s requested regional land use designation amendment from Agricultural to Industrial for the lands located at 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street;
 - b) give first, second, and third readings to “Metro Vancouver Regional District Regional Growth Strategy Amendment Bylaw No. 1364, 2023”; and
 - c) direct staff to notify affected local governments as per section 6.4.2 of Metro 2050.

2. That the MVRD Board decline the proposed amendment for 26477, 26695, 26601, 26575, 26713 – 56 Avenue; 26500 Block of 56 Avenue; 5670 – 264 Street; and 5625 – 268 Street and notify the Township of Langley of the decision.

FINANCIAL IMPLICATIONS

If the MVRD Board chooses Alternative 1, there are no financial implications for Metro Vancouver related to the acceptance of the Township of Langley’s Type 3 Amendment. If the MVRD Board chooses Alternative 2, a dispute resolution process may take place as prescribed by the *Local Government Act*. The cost of a dispute resolution process is prescribed based on the proportion of assessed land values. Metro Vancouver would be responsible for most of the associated costs.

SUMMARY/CONCLUSION

The Township of Langley has requested that the MVRD Board consider a Type 3 amendment to *Metro 2050* for eight lots totalling 14.59 hectares located immediately northwest of the Gloucester Industrial Park. The amendment to redesignate the site from a regional land use of Agricultural to Industrial will allow for new industrial uses to be developed, and for the lands to be integrated into the Township’s Industrial Park Plan.

Overall, the proposed amendment allows for additional industrial uses, which is consistent with the surrounding land use context and ensures employment generating uses in close proximity to the Regional Truck Route Network. Staff recommend Alternative 1.

Attachments

1. Township of Langley Report, dated March 13, 2023 (File: 14-07-0056)
2. Agricultural Land Commission Request for Reconsideration of a Decision, dated March 10, 2020 (File: 51725)
3. Metro Vancouver Regional District Regional Growth Strategy Amendment Bylaw No. 1364, 2023

References

1. [Township of Langley Council Agenda, dated March 13, 2023 \(File: 14-07-0056\)](#)
2. [Township of Langley Council Agenda, dated March 28, 2022 \(File: 14-07-0056\)](#)

TO: Board of Directors and Mayors' Council on Regional Transportation

FROM: Kevin Quinn, CEO, TransLink
Mike Buda, Executive Director, Mayors' Council Secretariat

DATE: June 6, 2023

SUBJECT: **Implementation Plan to Operationalize Governance Changes**

PROPOSED RESOLUTIONS:

That the TransLink Board of Directors and Mayors' Council:

1. The approve this Implementation Plan and its recommended committee structures, scope, protocols, and processes to establish three new Joint Committees of the Board and Mayors' Council;
 2. Approve the creation of three new Joint Committees: Joint Finance; Joint Planning; and, Joint Executive Compensation and Director Recruitment;
 3. Approve the Terms of Reference for each of the three new Joint Committees, as attached to this report as Attachment 2;
 4. Communicate these changes to the Provincial Government;
 5. That the new joint committee structure and Joint Committee Terms of Reference be reviewed by the Chairs of the Board and Mayors' Council, together with the co-chairs of each joint committee, in a maximum of 6-12 months after the implementation of Joint Committees; and
 6. Receive this report.
-

PURPOSE:

To seek the approval of the Board of Directors and the Mayors' Council on how to operationalize the Minister's proposal of three new collaboration requirements between the Board and Mayors' Council, including the approval of three new Joint Committees of the Board and Mayors' Council and the Terms of Reference for each Joint Committee, as recommended by the Joint Governance Task Force.

BACKGROUND:

On July 28, 2022, Minister Heyman communicated to both the TransLink Board and Mayors' Council a proposal for governance changes that he would be willing to support.

- a. Codify a joint Finance Committee which provides for the engagement of the Mayors' Council on the development of TransLink's annual budget. Information would also be provided to this Joint Committee on how the Annual Budget corresponds to the Investment Plan.
- b. Codify a joint Executive Compensation and Director Recruitment Committee to recommend changes to the Board recruitment Skills and Experience Profiles and executive compensation.
- c. Add an additional Mayors' Council representative on the Board of Directors.

On August 9, 2022, the Chairs of the Mayors' Council and Board confirmed that both bodies agreed to move forward with evaluating the changes in the Minister's governance change proposal that may be implemented within the current legislative authorities and powers prior to amendments to the legislation and to commence the development of an implementation plan for these changes.

On December 1, 2022, the TransLink Board approved the creation of the Joint Governance Task Force and appointed three members to the Joint Governance Task Force to work with the Mayors' Council appointees to make recommendations on how to operationalize the proposed changes.

On December 9, 2022, the Mayors' Council approved the creation of the Joint Governance Task Force ("the Task Force") and appointed three members to work with the Board appointees to make recommendations on how to operationalize the proposed changes.

In April 2023, the TransLink Board received a progress update and was generally supportive of the directions being produced and recommended by the Task Force. On June 1st, the Mayors' Council received a progress update and endorsed the key elements of an Implementation Plan.

DISCUSSION:

This implementation Plan to operationalize the proposed governance changes and improve collaboration has the following elements:

- **Scope and Allocation**- The shared areas of responsibility and interest and new Joint Committees to facilitate collaboration.
- **Structure** - How the new Joint Committees will be constituted and operate.
- **Decision-Making Governance**- How the new Joint Committees fit into the governance structures for exercising TransLink's mandate.
- **Initiate**- when the new Joint Committees be constituted and how will they be supported by staff.

The following process objectives shaped the development, evaluations, and final recommendations in this report.

1. *Build public trust through increased transparency.*
2. *Improve accountability.*
3. *Improve clarity of decision-making internally and with the public*
4. *Ensure policy alignment for Investment Plan implementation decisions through annual budgets and service plans.*
5. *Reduce gaps between the two bodies where difficult issues land.*
6. *Reduce duplication of discussions by the Board and MC*
7. *Reduce duplication of staff work*
8. *Speed up the timelines for strategy and policy work.*

Scope and Allocation

A list of shared responsibilities and shared interests and the mechanisms for serving them has never been formalized between the two bodies. Tables 1-3 below identify shared areas and allocate oversight between three new joint committees, as recommended by the Task Force and approved by the Board at its April 20, 2023 meeting and by the Mayors' Council at its June 1, 2023 meeting. Clear agreement on how each area should be handled will improve the clarity of the process and decision-making for both policymakers, staff, and stakeholders and reduce the duplication of work by policymakers and staff.

Under this proposed approach, the Task Force has recommended that the Board and the Mayors' Council approve the creation of three new Joint Committees:

1. Joint Finance Committee
2. Joint Planning Committee
3. Joint Executive Compensation and Director Recruitment Committee

These joint committees would operate and be scheduled independently of the corresponding Board and Mayors' Council committees (although joint meetings may be scheduled to immediately precede or follow the standing Board and Mayors' Council committees for logistical ease if possible). Joint Committees would consider items of shared or overlapping nature, and report back directly to the TransLink Board and Mayors' Council. Board and Mayors' Council committees would consider items that fall solely within one or the other's responsibility area and would report back to their respective body. It is likely that in this scenario the workloads of Board and Mayors' Council committees would decrease as items are moved out of their separate ambits and into the Joint Committee ambit.

Table 1 Shared Responsibilities per Legislation and Committee Assignment

	Area of Responsibility	Finance	Planning	Exec Comp & Director Recruitment
1	Approve Investment Plan	X		
2	Identify and confirm required senior government funding and new revenue sources	X		
3	Approve increases to existing legislated revenue sources	X		
4	Approve increases to Fares (above the Targeted Fare in the Act)	X		
5	Approve increases to Tolling Bylaws (currently N/A as no TL Bridges have tolls)	X		
6	Approve amendments to fare infraction bylaw	X		
7	Approve Long-term Strategy		X	
8	Approve amendments to the customer satisfaction survey process		X	
9	Approve amendments to customer complaints process		X	
10	Identify and prioritize capital projects over \$50M		X	
11	Approve changes to Executive Compensation Plan			X

Table 2 Shared Interest - Not Legislated- and Committee Assignment

	Area of Interest	Finance	Planning	Exec Comp & Director Recruitment
12	Ten Year Priorities		X	
13	Fleet and Facility Transformation (e.g., Low Carbon Fleet Strategy)		X	
14	Modal Strategies (e.g., Regional Goods Movement, Regional Cycling, Major Road Network)		X	
15	Transit Fare Policy		X	
16	New Lines of Business and Involvement (e.g., New Mobility – ride-hailing, micro-mobility, Mobility as a Service Apps)		X	
17	Business Casing Policies		X	
18	Major Studies (e.g., Burrard inlet Rapid Transit, UBCx, Burnaby Mountain Gondola)		X	
19	Partnership Agreements and Supportive Policy Agreements (Finance and Planning, respectively)	X	X	
20	Funding-related Strategies (e.g., Federal Gas Tax, Snr Gov Capital, fuel tax replacement, Land Value Capture)	X		
21	Real Estate Development	X		
22	Board Skills and Experience Profile for Recruitment			X

Table 3. Proposed Governance Changes and Committee Assignment

	New Collaboration Requirements			
23	Engage with Mayors’ Council on Development of TransLink Annual Budget	X		
24	Jointly Review and Update Board Skills and Experience Profile for Recruitment			X
11	Jointly review and recommend changes to Executive Compensation Plan			X

Structure

This section sets out the recommendation of the Task Force on how the new Joint Committees should be constituted and function. These key components are common elements of each of the draft Terms of Reference for the new Joint Committees (attached to this report as Attachment 2). The Task Force worked through options, considerations, previous practice, and alignment with the process objectives for each component to inform the recommendations below.

1. Authorities and Responsibilities

The Joint Committees are advisory in nature and steer- the staff work in progress and determine when the work is ready for transmission to the full bodies for information, feedback, direction, and approval decisions.

2. Membership

The Mayors’ Council members (at the recommendation of the Mayors’ Council Chair) and the Board of Directors (at the recommendation of the Chair of the Board) appoint members, a Chair, and Vice-Chair to each body’s standing committees which then serve on the corresponding Joint Committee. The current practice is that each of the 22 Mayors’ Council representatives sits on one of three committees (resulting in 7-8 members), and each of the Board representatives sits on one or two of its three standing committees (resulting in 5-7 members). Mayors who are also on the Board will, when attending joint committees, attend in their capacity as members of the Mayors’ Council on the joint committees, and not the Board. The Chair of the Board participates as ex-officio members on all Board committees.

3. Decision-making model

The Joint Committees operate on a consensus-based approach, with votes taken and conducted separately by each body to document positions. This approach provides joint committees flexibility in decision-making style which may vary depending on the issue or individuals on the committee. This option closely resembles current practices by both bodies; it also clearly captures direction and provides a nuanced reflection of the perspectives between and within each body. Where a Board or Mayors’ Council committee has the responsibility to make recommendations on a particular subject matter within the scope of the Joint Committee, this approach will also allow that committee to

discharge its responsibilities and pass the appropriate resolution as needed. As the Joint Committees are advisory, the objective is to assist the full Board and Mayors' Council in their subsequent deliberations.

4. Reporting Out

The reports advanced from the Joint Committees to the Board and Mayors' Council should be identical. Reports should include both the respective responsibilities and interests of each body and the voting results discussed above. Producing one committee report to go to both bodies will operationalize this intention and improve transparency. It will also reduce administrative issues. One exception will be the wording of recommended resolutions which need to be adapted to reflect differences in roles or responsibilities between the two bodies. Furthermore, the inclusion of the respective roles of each body (per Attachment 1) and previous policy direction should be included at the beginning of every staff report as a protocol to inform deliberations, transparency and public accountability.

5. Chairing

Chairing will alternate between the two Co-Chairs. The designated Chair would also lead decision motions for the body. The two co-chairs confirm in advance who would lead the meeting, to establish the series or potentially respond extenuating circumstances. This protocol follows current practice, is most simple to implement, and does not meaningfully impact the ability of a joint committee to deliberate.

6. Agenda-Setting

The Co-Chairs of each Joint Committee will meet with, or exchange emails with (if appropriate to the proposed agenda) the TransLink Executive supporting the Committee, the Corporate Secretary, and the Mayors' Council Executive Director to confirm the agenda and objectives for the upcoming meeting. This will occur 2-3 weeks in advance.

Decision-Making Governance

Policymakers and staff have identified the need for improved clarity for decision-making roles on topics of shared responsibility within TransLink's broad mandate as a transportation authority with policy, planning, funding, and operational responsibilities. This process and Implementation Plan seeks to improve that clarity for each of the areas of shared responsibility and interest between the Board and Mayors' Council and identify the forums and mechanisms for which decision-making and oversight occurs.

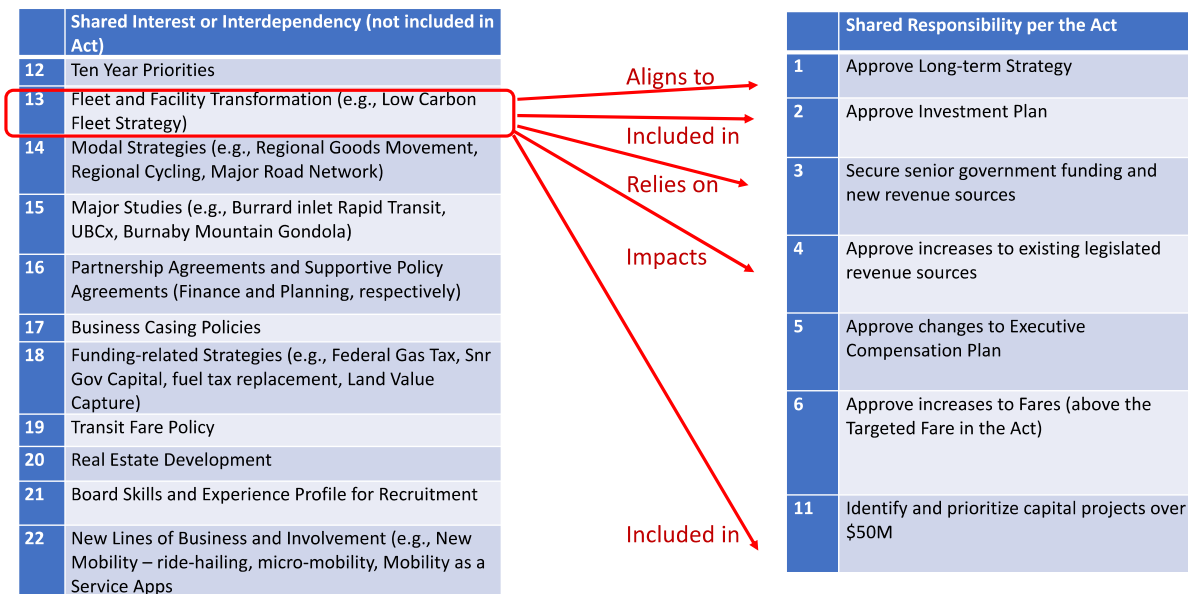
TransLink's legislation provides mechanisms for the Mayors' Council to exercise overall direction over **what should** TransLink be focusing upon. These include approval of the Regional Transportation Strategy (*Transport2050*) and the approval of the Investment Plans. The Investment Plan is required to identify the services, investments, and major capital priorities as well as the necessary taxation and revenue sources, including allocation of senior government capital funding.

By legislation, the TransLink Board has shared responsibility for **what should** TransLink be focusing upon as well as responsibility for **can** that direction be implemented. If it passes those tests, the Board also has responsibility, through its oversight role over management, on **how** to effectively carry implement. These **can and how** roles are carried out through their approval roles for the Regional Transportation

Strategy, Investment Plans, and annual budgets- which are required to be consistent with the Investment Plan by legislation. The Board exercises the questions related to can a direction be pursued by considering issues such as compliance with legislation, technical ability to implement, organizational capacity, and the fiduciary feasibility and implications. Assuming those perspectives can be addressed, the Board is then responsible for strategic oversight of management who are ensuring that the organization implements the direction provided in the Regional Transportation Strategy and Investment Plans¹.

The implementation of the policy direction occurs through various transportation strategies, policies, studies, and plans. The development of these initiatives often raises additional policy questions and/or significant financial trade-offs which require input or decisions of the Mayors’ Council, which are effectively explored through the Joint Committee structure.

An example of the relationship between the why an area is a shared interest and the mechanisms for supporting that interest is demonstrated below for the Fleet and Facility transformation which draws on various policy guidance including the Low Carbon Fleet Strategy approved by the Board and Mayors’



An identification of respective interests and mechanisms for each of the 11 identified areas of shared interest or new responsibility is provided in Attachment 1. This information is also included in the respective draft Terms of Reference for each Joint Committees.

As the Minister’s proposal for governance changes focused on three new collaboration requirements, the recommended approach for each is highlighted below.

¹ The agreement for the Mayors’ Council and Board to develop and approve a 10-YR Priorities Plan points to value of an implementation blueprint for the RTS though not required by the legislation.

Engagement with the Mayors' Council on TransLink's Annual Budgets

The Task Force recommends that TransLink's annual budgets be developed through the Joint Finance Committee, consistent with the Minister's proposal. All Joint Finance Committee members will receive the same information and provide input to the annual budget development process, tracking the current process followed by the Board's Finance and Audit Committee. The Mayors' Council members on the Committee will be responsible for advising the Mayors' Council that they have been consulted on TransLink's annual budget and its alignment to the current Investment Plan, including any significant variations (if applicable) from the Investment Plan and the rationale for those variations. The Board members on the Committee would recommend the annual budget for **approval by the Board of Directors**, in line with their accountabilities under the Board Governance Manual, and for the Board's approval per its accountabilities under the Act.

This approach will ensure full consultation with the Mayors' Council on the annual budget's alignment to the Investment Plan and increase awareness of significant updates to scope, costs and revenues that have emerged, without fettering the Board's legislated role as the sole approval body.

Reviewing and Updating the Board Skills and Experience Profile

The Task Force recommends that the Joint Executive Compensation and Director Recruitment Committee oversee the review and update of the Board Skills and Experience Profile set out in the Board Governance Manual for the seven directors appointed to the Board by the Mayors' Council, which is consistent with the Minister's proposal. All Joint Committee members would receive the same information and provide input to updates to the Board Skills and Experience Profile, tracking the process followed by the Board's Human Resources and Governance Committee. The Mayors' Council members would be responsible for advising the Mayors' Council that they have reviewed and made recommendations for changes, if any, to the Profile. In supporting the Committee, staff will consult with the Province on best practice and current policies around director diversity. The Mayors' Council should have an opportunity to consider the Joint Committee's advice and provide any additional feedback prior to the Board approving changes. The Board members on the Committee would recommend any updates to the Articles for the Board Skills and Experience Profile for **approval by the Board of Directors**, in line with the Board's Human Resource and Governance Committee's accountabilities under the Board Governance Manual, and for the Board's approval in line with their accountabilities under the Act.

Reviewing the Executive Compensation Plan and recommending amendments

The Task Force recommends that the Joint Executive Compensation and Director Recruitment Committee oversee the review and changes to the Executive Compensation Plan through the Joint Director Recruitment and Executive Compensation Committee. All Joint Committee members would receive the same information, provide input to the changes, and make recommendations to the Board and Mayors' Council, in line with the Board's Human Resources & Governance Committee's and the Mayors' Council Public Affairs & Governance Committee's respective responsibilities. The full Mayors' Council and Board should have an opportunity to consider the Joint Committee's advice and provide any additional feedback prior to the Board approving changes and forwarding to the Mayors' Council, per their respective accountabilities under the Act (i.e., **approval by the Board of Directors and by the Mayors' Council**).

Proposed 2023 Committee Work Plans

Major Joint Finance Committee work plan items for 2023 are expected to be, but are not limited to:

1. Investment Plan:
 - workplan, timing and final recommendations
 - funding strategy
 - financial modeling and assumptions
2. Major Project Partner Contribution Policy
3. Engagement in TransLink's 2024 Budget process

Major Joint Planning Committee work plan items for 2023 are expected to be, but are not limited to:

1. Investment Plan:
 - 10-Year Priorities: priority setting for Investment Plan
 - BRT Action Plan
 - Studies and planning for major projects identified in 10-Year Priorities
 - Bus speed and reliability initiatives
 - Pilot projects identified in 10-Year Priorities
 - Supportive Policies Agreement for major projects in the next Investment Plan
2. Public Policy:
 - Regional and corporate climate action
 - Real Estate Strategy
 - Other policy files: ridesharing, etc.

The major Joint Executive Compensation and Board Recruitment Committee work plan item for 2023 is expected to be the review of the Executive Compensation Plan.

Initiate

Timing

The Joint Governance Task Force has expressed a desire to move to a new collaborative structure quickly to support the advancement of each body's work priorities. Pending input or revisions by the TransLinkj Board and Mayors' Council, approval of this Implementation Plan and the attached Terms of Reference would provide the basis of the transition to the new structure.

The Mayors' Council Finance and Governance Committee has been conducting monthly joint meetings period with Board members from its Finance and Audit Committee during the interim period of the Task Force's work. Through July, these pre-booked meetings could be utilized for the new **Joint Finance Committee** structure following approvals without scheduling or membership challenges. As of September, a key topic for the new Joint Finance Committee will be the review of the 2024 annual budget, and scheduling of the Joint Finance Committee meetings will be assessed to meet the requirements.

The most pressing topics for the new Joint Planning Committee are currently being handled by separate committees of the Board and Mayors' Council as well as through a joint workshop of the Whole. Staff suggest that a September transition to the new **Joint Planning Committee** would support the timelines for the active topics.

The new **Joint Executive Compensation and Director Recruitment Committee** would likely commence its meetings in July 2023 to begin its work on the upcoming review of the Executive Compensation Plan.

Review and Revise

The Task Force recommends that an assessment of the changes be undertaken at a maximum of 6-12 months after implementation. Adjustments can be considered sooner if necessary. The assessment will evaluate if the process objectives are being achieved or if modifications to any of the structures, protocols and processes may be warranted. In addition, it would provide the Board and the Mayors' Council the opportunity to provide feedback to the Minister of the joint committee process prior to legislative amendment to codify the governance changes proposed by the Minister. This review would benefit from the completion of several priorities, including the development of the 2024 TransLink annual budget under the new proposed structure. The assessment should include the Chairs of the TransLink Board and Mayors' Council as well as the co-chairs of each of the new Joint Committees, supported by the CEO, Corporate Secretary and Mayors' Council Executive Director.

CONCLUSIONS

Pending input, direction and approvals by the TransLink Board and Mayors' Council, implementation of the new collaborative structure could roll out over the summer and fall of 2023. The final Implementation Plan will also be transmitted to the Minister and staff for information and consideration in the drafting of legislative amendments.

In parallel, Management will be adapting the staff support processes and protocols to advance the process objectives.

ATTACHMENTS

Attachment 1 – Shared Interests, Roles and Support Mechanisms

Attachment 2 - Draft Terms of Reference for new Joint Committees

- a. Joint Finance Committee
- b. Joint Planning Committee
- c. Joint Executive Compensation and Director Recruitment Committee

ATTACHMENT 1. Shared Interests, Roles and Support Mechanisms

	Area of Interest	Respective Interests	Mechanisms and Processes
12	Ten Year Priorities	<p>Board: Alignment to RTS. Operational implementability. Organizational and financial implications</p> <p>MC: RTS Objectives. Major projects priority setting. Regional and Snr Government funding implications</p>	<p>MC and Board approved the plan.</p> <p>Joint Planning recommends scope and priorities.</p> <p>Joint Finance reviews cost estimates and funding perspectives prior to Plan approvals.</p>
13	Fleet and Facility Transformation (e.g., Low Carbon Fleet Strategy)	<p>Board: Fiduciary responsibility. Cost and ability to implement. Customer and Employee risks. Alignment with policy.</p> <p>MC: support for RTS and policy objectives. Consistency with adopted Low Carbon Fleet Strategy. Financial implications for Investment Plan implementation -existing and future. Use of senior government and GVRF funding. Equity of distribution of benefits during implementation.</p>	<p>Board and MC approve this strategy due to major cost and senior government funding impact. (Feb 2020)</p> <p>Investment Plan provides funding and Approval in Principle.</p> <p>Joint Planning and MC informed on progress and any major changes to strategy required through implementation planning.</p> <p>Board approves annual capital plan as part of annual budget.</p> <p>Joint Finance reviews implementation as part of Investment Plan monitoring and Budget development.</p> <p>Annual GVRF application provided to Joint Finance and MC for endorsement or approval.</p>
14	Modal Strategies (e.g., Regional Goods Movement, Regional Cycling, Major Road Network)	<p>Board: Alignment with RTS. Fiduciary implications relative to Investment Plans. Public and Stakeholder support. Organizational and staff resourcing impacts.</p> <p>MC: Alignment with RTS and 10YR Priorities. Financial impact on Investment Plan. Relationship to Municipal policies, strategies, and operations. Regional equity. Allocation of senior government funding.</p>	<p>RTS sets high level goals, objectives and actions (approved by both Board and MC)</p> <p>Board approves modal strategies to advance the goals and objectives or the RTS.</p> <p>MC consulted (seek endorsement) for alignment to policy objectives and funding implications for region, snr government capital allocations and municipal impacts.</p> <p>Board and MC approve the 10-YR Priorities which refine medium term objectives and funding priorities.</p>

			<p>Board and MC approve IPs which provide funding and establish investment envelope.</p> <p>Joint Planning reviews and makes recommendations for investment priorities and funding framework.</p> <p>Joint Finance provides recommendations to Board and MC on overall IP operating and capital investment envelope. Board approves expenditures through annual budgets. Joint Finance to be involved in development of annual budgets.</p>
15	Transit Fare Policy	<p>Board: Fiduciary responsibility- resiliency of revenues, implementability of policy, alignment with TL policies and objectives.</p> <p>MC: Alignment to RTS Goals and Objectives. Investment Plan funding implications. Taxpayer accountability. Government relations with Province.</p>	<p>Board and MC approve TransLink Fare Policy that guides future decisions. (2018) RTS provides additional guidance.</p> <p>Joint Planning oversees development and makes recommendations.</p> <p>Board and MC approve Investment Plans which set out the implementation strategy and fares by product. Board approves budget and bylaws to implement annual fare changes. Any decisions to implement lower than rates in Investment Plan taken through the Joint Finance to the Board and MC for approval.</p>
16	New Lines of Business and Involvement (e.g., New Mobility – ride-hailing, micro-mobility, Mobility as a Service Apps	<p>Board: Clarity on alignment to TL mandate and support for Policy goals and objectives. Risk management for resourcing, financial implications and stakeholder relations.</p> <p>MC: Alignment with RTS goals and objectives. Financial implications for Investment Plan. Public and stakeholder accountability. Alignment with municipal and intergovernmental context. In summary, MC provides direction on “should we do this?” and Board provides direction on “can we do this?”</p>	<p>Board and MC approve general development and enabling through: RTS identifies high-level objectives, strategies and actions for new areas of business; 10-YR Priorities identify near-medium term priorities; and Investment Plans approve operating and capital envelopes as necessary.</p> <p>Joint Planning oversees detailed policy and strategy development and makes recommendations to Board for approval and MC for endorsement.</p>
17	Business Casing Policies	<p>Board: Surety that TL is taking a robust, holistic approach that is appropriately scaled and will meet the needs of Board, MC and senior government for decision-making.</p>	<p>Board approved Business Casing Framework (2020) that sets out the 3-stage process for major projects and studies, including evaluation standards.</p> <p>MC consulted through Joint Planning on business casing</p>

		<p>MC: Clarity on how major decisions around projects and capital will be approached. Surety that it will have input and decision-making opportunities at key milestones.</p>	<p>framework to enable feedback on processes. Any future changes would follow this format. Board oversees Management and thus ensures that the process and technical work is robust and defensible.</p>
18	Major Studies (e.g., Burrard inlet Rapid Transit, UBCx, Burnaby Mountain Gondola)	<p>Board: Ensures technical and policy work is robust and consistent with Business Casing Guidelines. Performance against RTS Objectives. MC: Ability of options to meet Objectives. Relative cost-effectiveness of anticipated performance. Public and stakeholder support for future funding decisions.</p>	<p>Board receives study findings and approves and makes recommendations to MC on weighing of trade-offs. MC selects corridor and/or option(s) to be advanced to next stage. Joint Planning reviews technical and policy findings for alternatives analyses and makes recommendations to the Board and MC based on trade-offs of relative performance between objectives. * TransLink is developing a new concept for BRT which may update cost ranges and may seek endorsement from Board and through the Joint Planning before executing corridor studies.</p>
19	Partnership Agreements and Supportive Policy Agreements (Finance and Planning, respectively)	<p>Board: Ensures approved policies are being applied and developed in a timely manner to support relevant major project and investment plan decisions. MC: Policy, including municipal contributions framework, is applied equitably. The allocation of costs and benefits between the partners is equitable. Overall funding implications. For SPAs, consistency with RTS, municipal and Regional land use objectives. Maximization of benefits of project and reduce net operating costs/funding requirements.</p>	<p>Mayors' Council approved Partnership Agreement Policy (2014). MC requires that they are approved at time of Investment but are not signatories to agreements. TransLink Board and MC approved the <i>Policy Framework for Municipal and Partner Contributions to Major Transit Projects (2021)</i>. Board and MC engaged through Joint Finance on Partnership Agreements due to funding implications for Investment Plans. Board and MC engaged through Joint Planning on the SPAs. For alignment with public policy and impact of business case benefits.</p>
20	Funding-related Strategies (e.g., Federal Gas Tax, Snr Gov Capital, fuel tax replacement, Land Value Capture)	<p>Board: Fiduciary health of the organization- implications for AFR, sustainability and resiliency of funding and revenues, credit-rating/borrowing costs. Evaluation objectives are equitable and aligned policy goals and objectives.</p>	<p>Board and MC approve Investment Plans which enable new revenue sources and changes to existing funding sources. Mayors' Council is consulted on the strategy for allocating senior government capital funding, including use of Greater</p>

		<p>MC: Accountability to taxpayers. Taxes and funding deliver effective benefits, given broader needs. Affordability and viability of Investment plans. Effective intergovernmental partnerships and negotiations. Implications for municipal tax burdens.</p>	<p>Vancouver Regional Fund (federal gas tax) through Metro Vancouver.</p> <p>Joint Finance oversees the development of draft strategies and makes recommendations to the Board and MC. MC Public Affairs and Governance Committee oversees the development of senior government funding advocacy.</p>
21	Real Estate Development	<p>Board: Fiduciary- resilient and sustainable revenue generation, reduce need for general taxation, risk management. Efficient use of staff resources. TL brand with public and stakeholders. Responsibilities are at the policy, program and project level.</p> <p>MC: Diverse revenue streams that reduce general taxes. Sound financial decision that manages risks. Stakeholder relationships. Support of TL and Regional policy goals and objectives. Responsibilities are at the policy and program level (not project level).</p>	<p>Board and Mayors' Council approve the Real Estate Development Framework that sets out the policy objectives and implementation parameters (2021). Major policy revisions to be taken through Board and MC.</p> <p>Board and MC approve Real Estate Development Business plan that sets out 10–20-year strategy and estimates net revenues for Investment Plan.</p> <p>Board oversees implementation of individual projects.</p> <p>Joint Finance reviews program revenue estimates as part of Investment Plan development and consultation on annual budgets.</p> <p>If significant policy revisions are required in the future, Joint Planning would oversee the process.</p>
22	Board Skills and Experience Profile for Recruitment	<p>Board: Update the board skills profile in TransLink's Articles to provide guidance to the work of the Screening Panel to recruit directors with professional skills relevant to the breadth of TransLink's mandate.</p> <p>MC: Provide input to the Screening Panel process for desired skills and experience for Board recruitment, for the Screening Panel to generate Board nominees that respond to the interests of the Mayors' Council.</p>	<p>Board approves Board skills and experience profile in TransLink's Articles per the legislation.</p> <p>Joint Director Recruitment and Executive Compensation Committee oversees the review and update and makes recommendations to the Board and MC. Board considers MC input to the changes prior to approval.</p>
23	Development of TransLink Annual Budget and Engagement with MC		<p>Board approves TransLink's annual budgets which must be consistent with current Investment Plan.</p> <p>The Joint Finance Committee oversees the development of the annual budget. The MC members on the Committee will be responsible for advising the Mayors' Council that they have been consulted on TransLink's annual budget and its</p>

alignment to the current Investment Plan, including any variances. The Board members on the Committee recommend the annual budget for approval by the Board of Directors, per the Act.

TransLink Board and Mayors' Council Joint Finance Committee

TERMS OF REFERENCE

Purpose

The purpose of this Terms of Reference is to outline how the Mayors' Council and TransLink Board of Directors will collaborate through a Joint Finance Committee to manage the finance-related shared responsibilities and interests within TransLink's mandate.

Scope

The primary responsibilities of the Joint Finance Committee will be to assist the Mayors' Council and TransLink Board to:

- Provide input to and recommendations on the timing, pace, and final shape for the Investment Plans. In addition, the committee will be responsible for overseeing the Investment Plan's funding strategy, and financial modelling and assumptions, including:
 - Identify funding-related strategies including Federal Gas Tax, senior government capital, fuel tax replacement and Land Value Capture
 - Approve increases to existing legislated revenue sources.
 - Approve increases to fares.
 - Approve amendments to the fare infraction bylaw.
- Monitor the implementation of the Investment Plan.
- Develop TransLink's annual budgets. All committee members will receive the same information.
 - The Mayors' Council members on the Committee will be responsible for advising the Mayors' Council that they have been consulted on TransLink's annual budget and its alignment to the current Investment Plan, including any significant variations (if applicable) from the Investment Plan and the rationale for those variations.
 - The Board members on the Committee will recommend the annual budget for approval by the Board of Directors, in line with their accountabilities under the Act.
- Develop Partnership Agreements for Major Transit Projects as needed.
- Advance Real Estate Development Business Plans.

Authorities and Responsibilities

The Joint Finance Committee is advisory in nature and steers the staff work in progress and determines when the work is ready for transmission to the full bodies for information, feedback, direction, and approval decisions.

Specific tasks and activities to be undertaken by the Committee will include, but may not be limited to, making recommendations to the Mayors' Council and TransLink Board regarding:

- Advise on financial and funding strategy and policy work programs.
- Establish the objectives and criteria for key initiatives.
- Develop and evaluate the options.
- Identify how information and decisions should flow to the TransLink Board and Mayors' Council.

The Parties acknowledge that respective' jurisdictions have independent decision-making processes which will not be fettered by the process under these Terms of Reference. Each Party retains their own

decision-making structures and approvals for policies, regulations, initiatives, and strategies implemented under their legal authorities.

Membership

The Joint Finance Committee membership will be comprised of the Directors of the TransLink Board's standing Finance and Audit Committee and the Mayors on the Mayors' Council's standing Finance Committee. The Mayors' Council members (at the recommendation of the Mayors' Council Chair) and the Board of Directors (at the recommendation of the Chair of the Board) appoint a chair, vice-chair, and members to each body's standing committees which then serve on the corresponding Joint Committee. Mayors who are on both the Board's and Mayors' Council's standing committees will attend in their capacity as members of the Mayors' Council, and not the Board. The Chairs of the Board participates as ex-officio members on the standing committee.

Chairing and Agenda-Setting.

The Joint Finance Committee will be co-chaired by the Chairs of the TransLink Board's Finance and Audit Committee and the Mayors' Council's Finance Committee. The two Co-Chairs will alternate chairing. The designated Chair would also lead decision motions for the body. The two Co-Chairs confirm in advance who would lead the meeting, to establish the series or potentially respond extenuating circumstances. If neither Co-Chairs is present, the role will be filled by one of the Vice-Chairs of the corresponding Board and Mayors' Council committees.

The co-chairs of each Joint Committee will meet with, or exchange emails with (if appropriate to the proposed agenda) the TransLink Executive supporting the Committee, the Corporate Secretary, and the Mayors' Council Executive Director to confirm the agenda and objectives for the upcoming meeting. This will occur 2-3 weeks in advance.

Quorum and Decision-Making

Quorum shall be a majority of the appointed committee members of each of the TransLink Board Mayors' Council.

The Joint Committees operate on a consensus-based approach, with votes taken and conducted separately by each body to document positions. In the event of a call for a recorded vote, resolutions will be carried by each body if passed by a majority of all members present. Where a Board or Mayors' Council committee has the responsibility to make recommendations on a particular subject matter within the scope of the Joint Committee, this approach will also allow that committee to discharge its responsibilities and pass the appropriate resolution as needed. As the Joint Committees are advisory, the objective is to assist the full Board and Mayors' Council in their subsequent deliberations.

Reporting Out

The reports advanced from the committee to the Board and Mayors' Council should be identical for both bodies. Reports should include both the respective responsibilities and interests of each body and the voting results discussed above. One exception will be the wording of recommended resolutions which need to be adapted to reflect differences in roles or responsibilities between the two bodies. Furthermore, the inclusion of the respective roles of each body (per Appendix 1) and previous policy direction should be included at the beginning of every staff report as a protocol to inform deliberations, transparency and public accountability.

Frequency of Meetings

Committee meetings will be convened on an as needed basis, as determined by the Co-Chairs. It is expected that the meetings will be required monthly in general.

Committee Resources

The TransLink Corporate Secretary Office will provide the support for the Joint Finance Committee, including meeting scheduling, agenda package and minutes distributions. The TransLink CEO and Mayors' Council Executive Director will steer the staff support for members on the Joint Finance Committee. The Joint Finance Committee will generally be supported by the CFO and Vice-President of Planning and Policy, and their staffs as required by the work plan or agenda.

Joint Task Force Meetings, Agendas and Minutes

Meeting agendas and materials shall be distributed at least four business days prior to the meeting. Meetings materials and discussions shall be treated confidentially within Joint Finance Committee meetings. TransLink will ensure that accurate minutes of each Committee meeting are prepared and provided to each member and in a timely fashion.

Privacy and Communications

The public release of any material produced for this effort, or for the Joint Committee and its supporting staff committees requires the consent of all Parties. All Parties will notify and seek input from the other Parties before releasing any public material regarding the planning, projects and strategies being discussed by the Joint Committee and Boards. Any Party releasing such public material will provide a reasonable opportunity to review the material; any Party reviewing public material will review it in a reasonable time, to minimize impacts on project timelines.

TransLink Board and Mayors' Council Joint Planning Committee

TERMS OF REFERENCE

Purpose

The purpose of this Terms of Reference is to outline how the Mayors' Council and TransLink Board of Directors will collaborate through a Joint Planning Committee to manage the planning and policy-related shared responsibilities and interests within TransLink's mandate. The Planning and Priorities Committee's primary focus will be to provide input on the processes and studies designed to prioritize TransLink projects and services for funding and inclusion in upcoming Investment Plans. The committee will also be responsible for considering the development of other policy-related initiatives.

Scope

The primary responsibilities of the Joint Planning Committee will be to assist the Mayors' Council and TransLink Board to:

- Develop the Long-term Strategy.
- Develop Ten-Year Priorities.
- Develop the service, Infrastructure and policy priorities for inclusion in Investment Plans, drawing from the Ten-Year Priorities. (The Joint Finance Committee is responsible for developing the Funding Strategies and recommending Investment levels)
- Develop fleet and facility transformation strategies (e.g., Low Carbon Fleet Strategy)
- Develop modal strategies.
- Review and update transit fare policies
- Develop new lines of business and involvement (e.g., Mobility as a Service, ride-hailing)
- Undertake major studies.
- Review and update Business Casing Policies.
- Develop Supportive Policy Agreements for Major Transit Projects as needed.
- Recommend amendments to the customer satisfaction survey and customer complaints processes.

Authorities and Responsibilities

The Joint Planning Committee is advisory in nature and steers the staff work in progress and determines when the work is ready for transmission to the full bodies for information, feedback, direction, and approval decisions.

Specific tasks and activities to be undertaken by the Committee will include, but may not be limited to, making recommendations to the Mayors' Council and TransLink Board regarding:

- Advise on strategy and policy work programs.
- Establish the objectives and criteria for key initiatives.
- Develop and evaluate the options.
- Identify how information and decisions should flow to the TransLink Board and Mayors' Council.

The committee members acknowledge that respective' bodies have independent decision-making processes which will not be fettered by the process under these Terms of Reference. Each body retains their own decision-making structures and approvals for policies, regulations, initiatives, and strategies implemented under their legal authorities.

Membership

The Joint Planning Committee membership will be comprised of the Directors of the TransLink Board's standing Planning, Communities and Communications Committee and the Mayors on the Mayors' Council's standing Planning and Priorities Committee. The Mayors' Council members (at the recommendation of the Mayors' Council Chair) and the Board of Directors (at the recommendation of the Chair of the Board) appoint a chair, vice-chair, and members to each body's standing committees which then serve on the corresponding Joint Committee. Mayors who are on both the Board's and Mayors' Council's standing committees will attend in their capacity as members of the Mayors' Council, and not the Board. The Chair of the Board participates as ex-officio member on the Board's standing committees.

Chairing and Agenda-Setting.

The Joint Planning Committee will be co-chaired by the chairs of the TransLink Board's Planning, Communities and Communications Committee and the Mayors' Council's Planning and Priorities Committee. The two Co-Chairs will alternate chairing. The designated Chair would also lead decision motions for the body. The two Co-Chairs confirm in advance who would lead the meeting, to establish the series or potentially respond extenuating circumstances. If neither Co-Chairs is present, the role will be filled by one of the Vice-Chairs of the corresponding Board and Mayors' Council committees.

The co-chairs of each Joint Committee will meet with, or exchange emails with (if appropriate to the proposed agenda) the TransLink Executive supporting the Committee, the Corporate Secretary, and the Mayors' Council Executive Director to confirm the agenda and objectives for the upcoming meeting. This will occur 2-3 weeks in advance.

Quorum and Decision-Making

Quorum shall be a majority of the appointed committee members of each of the TransLink Board Mayors' Council.

The Joint Committees operate on a consensus-based approach, with votes taken and conducted separately by each body to document positions. In the event of a call for a recorded vote, resolutions will be carried by each body if passed by a majority of all members present. Where a Board or Mayors' Council committee has the responsibility to make recommendations on a particular subject matter within the scope of the Joint Committee, this approach will also allow that committee to discharge its responsibilities and pass the appropriate resolution as needed. As the Joint Committees are advisory, the objective is to assist the full Board and Mayors' Council in their subsequent deliberations.

Reporting Out

The reports advanced from the committee to the Board and Mayors' Council should be identical for both bodies. Reports should include both the respective responsibilities and interests of each body and the voting results discussed above. One exception will be the wording of recommended resolutions which need to be adapted to reflect differences in roles or responsibilities between the two bodies. Furthermore, the inclusion of the respective roles of each body (per Appendix 1) and previous policy direction should be included at the beginning of every staff report as a protocol to inform deliberations, transparency and public accountability.

Frequency of Meetings

Committee meetings will be convened on an as needed basis, as determined by the Co-Chairs. It is expected that the meetings will be required monthly or bi-monthly.

Committee Resources

The TransLink Corporate Secretary Office will provide the support for the Joint Planning Committee, including meeting scheduling, agenda package and minutes distributions. The TransLink CEO and Mayors' Council Executive Director will steer the staff support for members on the Joint Planning Committee. The Joint Finance Committee will generally be supported by the Vice-President of Planning and Policy and the Vice-President of Customer Communications, Marketing and Public Affairs, and their staffs as required by the work plan or agenda.

Joint Task Force Meetings, Agendas and Minutes

Meeting agendas and materials shall be distributed at least four business days prior to the meeting. Meetings materials and discussions shall be treated confidentially within Joint Planning Committee meetings. TransLink will ensure that accurate minutes of each Committee meeting are prepared and provided to each member and in a timely fashion.

Privacy and Communications

The public release of any material produced for this effort, or for the Joint Committee and its supporting staff committees requires the consent of all Parties. All Parties will notify and seek input from the other Parties before releasing any public material regarding the planning, projects and strategies being discussed by the Joint Committee and Boards. Any Party releasing such public material will provide a reasonable opportunity to review the material; any Party reviewing public material will review it in a reasonable time, to minimize impacts on project timelines.

TransLink Board and Mayors' Council Joint Executive Compensation and Board Recruitment Committee

TERMS OF REFERENCE

Purpose

The purpose of this Terms of Reference is to outline how the Mayors' Council and TransLink Board of Directors will collaborate through a Joint Executive Compensation and Director Recruitment Committee to oversee review and updates to the Executive Compensation Plan and the Board Skills and Experience Profile, used to support Board member recruitments.

Scope

The primary responsibilities of the Joint Executive Compensation and Director Recruitment Committee will be to assist the Mayors' Council and TransLink Board to:

- Review and update of the Board Skills and Experience Profile annually.
 - The Mayors' Council members would be responsible for advising the Mayors' Council that they have reviewed and made recommendations for changes, if any, to the Profile. In supporting the Committee.
 - The Board members on the Committee would recommend any updates to the Articles for the Board Skills and Experience Profile for approval by the Board of Directors, in line with their accountabilities under the Act.
- Review and make changes to the Executive Compensation Plan.

Authorities and Responsibilities

The Joint Executive Compensation and Director Recruitment Committee role is advisory in nature and steers the staff work in progress and determines when the work is ready for transmission to the full bodies for information, feedback, direction, and approval decisions.

Specific tasks and activities to be undertaken by the Committee will include, but may not be limited to, making recommendations to the Mayors' Council and TransLink Board regarding:

- Establish the objectives and criteria for the initiatives.
- Develop and evaluate the options.
- Identify how and when information and decisions should flow to the TransLink Board and Mayors' Council. The Mayors' Council should have an opportunity to consider the Joint Committee's advice on the Board Skills and Experience Profile and provide any additional feedback prior to the Board approving changes.

The committee members acknowledge that respective' bodies have independent decision-making processes which will not be fettered by the process under these Terms of Reference. Each body retains their own decision-making structures and approvals for policies, regulations, initiatives, and strategies implemented under their legal authorities.

Membership

The Joint Executive Compensation and Board Recruitment Committee membership will be comprised of the Directors of the TransLink Board's standing HR & Governance Committee and the Mayors on the Mayors' Council's standing Public Affairs and Governance Committee. The Mayors' Council members (at the recommendation of the Mayors' Council Chair) and the Board of Directors (at the recommendation of the Chair of the Board) appoint a chair, vice-chair, and members to each body's standing committees

which then serve on the corresponding Joint Committee. Mayors who are on both the Board's and Mayors' Council's standing committees will attend in their capacity as members of the Mayors' Council, and not the Board. The Chair of the Board participates as an ex-officio member of the Board's standing committee.

Chairing and Agenda-Setting.

The Joint Executive Compensation and Board Recruitment will be co-chaired by the Chairs of the TransLink Board's HR & Governance Committee and the Mayors' Council's Public Affairs and Governance Committee. The two Co-Chairs will alternate chairing. The designated Chair would also lead decision motions for the body. The two Co-Chairs confirm in advance who would lead the meeting, to establish the series or potentially respond extenuating circumstances. If neither Co-Chairs is present, the role will be filled by one of the Vice-Chairs of the corresponding Board and Mayors' Council committees.

The co-chairs of each Joint Committee will meet with, or exchange emails with (if appropriate to the proposed agenda) the TransLink Executive supporting the Committee, the Corporate Secretary, and the Mayors' Council Executive Director to confirm the agenda and objectives for the upcoming meeting. This will occur 2-3 weeks in advance.

Quorum and Decision-Making

Quorum shall be a majority of the appointed committee members of each of the TransLink Board Mayors' Council.

The Joint Committees operate on a consensus-based approach, with votes taken and conducted separately by each body to document positions. In the event of a call for a recorded vote, resolutions will be carried by each body if passed by a majority of all members present. Where a Board or Mayors' Council committee has the responsibility to make recommendations on a particular subject matter within the scope of the Joint Committee, this approach will also allow that committee to discharge its responsibilities and pass the appropriate resolution as needed. As the Joint Committees are advisory, the objective is to assist the full Board and Mayors' Council in their subsequent deliberations.

Reporting Out

The reports advanced from the committee to the Board and Mayors' Council should be identical for both bodies. Reports should include both the respective responsibilities and interests of each body and the voting results discussed above. One exception will be the wording of recommended resolutions which need to be adapted to reflect differences in roles or responsibilities between the two bodies. Furthermore, the inclusion of the respective roles of each body (per Appendix 1) and previous policy direction should be included at the beginning of every staff report as a protocol to inform deliberations, transparency and public accountability.

Frequency of Meetings

Committee meetings will be convened on an as needed basis, as determined by the Co-Chairs

Committee Resources

The TransLink Corporate Secretary Office will provide the support for the Joint Executive Compensation and Board Recruitment Committee, including meeting scheduling, agenda package and minutes distributions. The TransLink CEO and Mayors' Council Executive Director will steer the staff support for members on the Joint Planning Committee. The Joint Executive Compensation and Board Recruitment

Committee will generally be supported by the Vice-President of HR and the Corporate Secretary, and their staffs as required by the work plan or agenda.

Joint Task Force Meetings, Agendas and Minutes

Meeting agendas and materials shall be distributed at least four business days prior to the meeting. Meetings materials and discussions shall be treated confidentially within Joint Planning Committee meetings. TransLink will ensure that accurate minutes of each Committee meeting are prepared and provided to each member and in a timely fashion.

Privacy and Communications

The public release of any material produced for this effort, or for the Joint Committee and its supporting staff committees requires the consent of all Parties. All Parties will notify and seek input from the other Parties before releasing any public material regarding the planning, projects and strategies being discussed by the Joint Committee and Boards. Any Party releasing such public material will provide a reasonable opportunity to review the material; any Party reviewing public material will review it in a reasonable time, to minimize impacts on project timelines.

To: Board of Directors

From: Jennifer Breeze, General Counsel & Corporate Secretary

Date: May 29, 2023

Subject: Review of Board Governance Manual and Articles

PROPOSED RESOLUTION:

That the TransLink Board of Directors approves:

1. The amendments to the Articles of the South Coast British Columbia Transportation Authority, as set out in Attachment 1 to the report dated May 29, 2023 titled "Review of Board Governance Manual and Articles"; and
2. The amendments to the Board Governance Manual, as set out in Attachment 2 to the report dated May 29, 2023 titled "Review of Board Governance Manual and Articles".

EXECUTIVE SUMMARY

The purpose of this report is to seek the Board's approval of amendments to the Board Governance Manual as proposed in this report. The amendments include incorporation of gender-neutral language, as well as updated titles for Officers of TransLink, an updated organizational chart, and minor housekeeping items.

In addition, the Board reviews annually the Articles of the South Coast British Columbia Transportation Authority (the "Articles"). Amendments are recommended to the Articles to incorporate gender-neutral language and for added clarity regarding public delegations to the Board.

BACKGROUND

The Articles and Board Governance Manual were first approved by the Board when the current governance framework was implemented in 2008. The Board Governance Manual is reviewed and updated on a regular basis. The most recent update to the Board Governance Manual was approved at the June 23, 2022 Board meeting, and the current version can be accessed online at <https://www.translink.ca/about-us/about-transLink/board-of-directors#board-manual-and-articles>.

TransLink's Articles are posted on TransLink's public website at:

<https://www.translink.ca/about-us/about-transLink/board-of-directors#board-manual-and-articles>

The Articles were last amended in 2021 to make amendments to the Skills and Experience Profile for Directors of the Board, and at that time the Board also approved Board Competencies Guidelines to supplement the Skills and Experience Profile set out in the Articles.

DISCUSSION

Articles

On an annual basis, the Board of Directors reviews the Articles, including the Board Skills and Experience Profile set out in Section 13 of the Articles. Should the Board wish to make any changes to the Articles, the *South Coast British Columbia Transportation Authority Act* requires TransLink to publish the amendments on our website, and in another manner that the Board is satisfied will bring the proposed amendments to the attention of the public, for 30 days prior to the amendments taking effect.

After review, amendments are proposed to the Articles to incorporate gender-neutral language, and to clarify that public delegations to the Board should relate to matters within the Board's authority and TransLink's business.

Board Governance Manual

Changes to the Board Governance Manual to be effective June 22, 2023 are redlined in Attachment 2 to this report. The changes reflect:

- The incorporation of gender-neutral language;
- Updated titles for Officers of TransLink;
- Updated organizational chart (not blacklined); and
- Other housekeeping changes.

ATTACHMENTS

Attachment 1 - Articles of the South Coast British Columbia Transportation Authority, blackline

Attachment 2 - Board of Governance Manual, blackline

ARTICLES OF THE SOUTH COAST BRITISH COLUMBIA TRANSPORTATION AUTHORITY

These Articles are established by the Board of Directors of the South Coast British Columbia Transportation Authority (TransLink) pursuant to Section 190(3) (f) of the *South Coast British Columbia Transportation Authority Act*.

1. BOARD CHAIR

- 1.1 The Board Chair or ~~his/her~~their designate will preside at all meetings.
- 1.2 If the Board Chair or ~~their his/her~~ designate is not present within fifteen (15) minutes of the time appointed for holding the meeting or if the Board Chair or ~~their his/her~~ designate has advised the Corporate Secretary that ~~he/she~~they will not be present at the meeting, the directors present at the meeting shall choose one of their number to chair the meeting.

2. MEETINGS

- 2.1 In accordance with Section 9, the board will allot one hour on the day of a regular board meeting to receive input from the public.
- 2.2 Except as specified in Section 2.1, board meetings will be held in the absence of the public unless the board, in its sole discretion, invites others to attend for all or part of the meeting.
- 2.3 The directors may meet together for the dispatch of business as they think fit.

3. NOTICES OF MEETINGS

- 3.1 A director may, by making a request to the Board Chair or the Corporate Secretary, call a meeting of the board at any time.
- 3.2 Upon receiving a request to call a meeting, the Board Chair or the Corporate Secretary shall give reasonable notice of the meeting specifying the place, day and hour of such meeting by mail or by electronic means to the address provided by each director.
- 3.3 Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at the meeting.

4. QUORUM

- 4.1 The quorum necessary for the transaction of the business of the board shall be a majority of the board members.

5. VOTING

- 5.1 Questions arising at any meeting shall be decided by a majority of votes of those directors present.
- 5.2 The Board Chair is entitled to vote on all business coming before a meeting of the board.

- 5.3 In the case of an equal number of votes for and against a question, including the vote of the Board Chair, the question shall be defeated.

6. TELECONFERENCING/VIRTUAL MEETINGS

- 6.1 A director may participate in a meeting of the board by means of virtual meeting technology, conference telephones or other communications facilities by means of which all directors participating in the meeting can hear, and if in person or on virtual meeting technology see, each other and provided that the Chair agrees to such participation.
- 6.2 A director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and shall be included in the determination of quorum and be entitled to speak and vote.

7. CONSENT RESOLUTIONS

- 7.1 A resolution consented to in writing by all the directors, whether by e-mail, facsimile or other electronic transmission, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held.
- 7.2 Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

8. PUBLICATION OF BOARD MATERIAL

- 8.1 The Corporate Secretary will publish a list of the items being considered by the board at an upcoming meeting on the TransLink website, five days in advance of the meeting. Decisions on matters that are deemed confidential by the Board Chair will not be published.
- 8.2 The Corporate Secretary will post a summary of any decisions made by the board and management reports of financial results considered by the board to the TransLink website, within seven days of the conclusion of a board meeting. Decisions on matters that are deemed confidential by the Board Chair will not be published.
- 8.3 The Corporate Secretary will publish the Chief Executive Officer's report, excluding the content that is deemed confidential by the Chief Executive Officer, on the TransLink website within seven days of the conclusion of the board meeting.

9. PUBLIC INPUT

- 9.1 The board will allot one hour on the day of a regular board meeting to receive public input.

- 9.2 Any person or organization wishing to appear before the board must submit an application to the Corporate Secretary no later than 8:00 am, two business days prior to the scheduled board meeting.
- 9.3 The application must indicate the agenda item or issue the applicant wishes to address, the name of the designated speaker and the specific action that is being requested of the board. [The agenda item or issue must pertain to TransLink's business or matters within the board's responsibility or purview. The board will receive only those applications and applicants who interact with the board and/or staff in a respectful and courteous manner.](#)
- 9.4 The board will receive one representative from an organization at each meeting. If an organization wishes to provide input to the board, one person should be selected as a designated speaker for the organization. If more than one individual from an organization submits an application, the individual who registered first with the Corporate Secretary will be deemed to be the designated speaker for the organization. Additional representatives from the organizations will be received, time permitting within the time allotted to receiving public input (in accordance with Item 9.6 c.).
- 9.5 The Corporate Secretary shall, no later than noon on the business day prior to the scheduled meeting, advise the individual whether [he/she is they are](#) scheduled to appear before the board.
- 9.6 Applications to provide input to the board will be prioritized in accordance with the following process:
- a. Those individuals or organizations (in accordance with Item 9.4) speaking on an agenda item to be considered at the meeting will be received first. Priority will be given to those individuals or organizations that have not previously addressed the board on the agenda item of interest.
 - b. Those individuals or organizations (in accordance with Item 9.4) speaking on issues not included on the agenda for the meeting will be received next. Priority will be given to those individuals or organizations that have not previously addressed the board on the issue of interest.
 - c. Representatives, other than the designated speaker of an organization that has already been heard at the meeting, will be received next in the order in which they register with the Corporate Secretary (subject to Item 9.7), if time permits within the time allotted by the board to receiving public input.
- 9.7 Where the number of applications exceeds the time allotted by the board to receive public input, a maximum of two presentations on each agenda item or issue will be received. The Corporate Secretary will attempt to provide a balance of perspectives on the action being requested of the Board on a specific agenda item or issue.
- 9.8 Where the number of applicants exceeds the time allotted to receiving public input, the applicants that are not accepted will be invited to submit written input to the board.

9.9 Each presentation will be a maximum of five minutes.

9.10 Where circumstances warrant, the board, in its sole discretion, may extend the length of time allotted to receiving public input.

10. COMMITTEE MEETINGS

10.1 Sections 1, 2, 3, 5, 6, 7, 11 and 12 shall apply to meetings of any committees established by the board except that, where applicable, the term “Committee Chair” will be substituted for the term “Board Chair” and the term “committee meeting” will be substituted for the term “board meeting”.

10.2 Sections 4, 8 and 9 shall not apply to committee meetings.

10.3 The quorum necessary for the transaction of the business at a committee meeting shall be a majority of the committee members.

11. REMUNERATION

11.1 The remuneration to the TransLink Board of Directors shall be established as follows:

- Chair Annual Retainer: \$100,000 flat fee
- Director Annual Retainer: \$25,000
- Audit Committee Chair Annual Retainer: \$8,000
- Other Committee Chair Annual Retainer: \$5,000
- Committee Member Annual Retainer: \$3,000
- Meeting Fee: \$1,200

11.2 The payment of the remuneration will be governed by the following guidelines:

- a. Only one meeting fee will be payable for each 24 hour period, regardless of the number of meetings.
- b. No distinction will be made between participation in person and participation by video that permits a director to hear and see, and be heard and seen by, all other participants, or if authorized by, telephone or such other mode that permits a director to hear, and be heard by, all other participants.
- c. Directors will be compensated for all reasonable expenses incurred in connection with board-related service. Directors incurring transportation, accommodation, meal and out of pocket expenses in the course of their duties as members of the board will be reimbursed in accordance with limits and policies established by the TransLink board.
- d. Directors will not be compensated for travel to and from a board meeting unless incurred by a director who resides more than thirty-two kilometres from the meeting location. If a director spent time traveling to the board meeting in addition to the day

of the meeting, the director will receive a per diem for the additional time spent traveling (half day (up to 4 hours) or whole day).

- e. If a director is requested by the Board Chair to conduct specific business on behalf of the board or attend a specific function or speaking engagement on behalf of the board, other than educational or social functions, the Board Chair may authorize a per diem payment to the director equivalent to the meeting fee.
- f. Directors will not be entitled to compensation for time spent attending educational or social events although directors will be reimbursed for expenses incurred in connection with relevant professional development opportunities (e.g. conference fees and associated travel, meal expenses, etc.). All such expense reimbursements must be authorized in advance by the Board Chair.
- g. TransLink will provide Directors' and Officers' liability insurance and indemnification for each director.

12. VALIDITY OF PROCEEDINGS

- 12.1 All acts done by any meeting of the directors shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such director be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

13. BOARD SKILLS AND EXPERIENCE PROFILE

The Board Skills and Experience Profile sets out the combination of skills and experience that must be represented on the TransLink Board of Directors. Overall, Directors should have the skills and experience to effectively oversee the operation of TransLink in an efficient and cost effective manner, monitor the performance of TransLink and the Chief Executive Officer and add value and provide support for management in establishing strategy and reviewing risks and opportunities and account to the public.

13.1 Personal Characteristics

Directors should possess the following personal characteristics:

- Integrity and accountability
- Demonstrated high ethical standards and integrity in their personal and professional dealings, and who are willing to act on, and remain accountable for, their Boardroom decisions
- Appreciation for the board's responsibility to the public
- Informed judgment
- Ability to provide wise, thoughtful counsel on a broad range of issues
- Ability to be adaptable and flexible
- Ability to understand and exercise due diligence with regard to the statutory obligations of TransLink as a corporation

- Mature confidence
- Preference for Board and team performance over individual performance
- Respect for others
- High performance standards
- A history of achievements that reflect high standards for themselves and others
- Ability to commit to time required to fulfil duties
- Ability to provide advice and make decisions in the best interest of the organization without regard to partisan politics
- No real or perceived conflicts

13.2 Additional Considerations

Within the context of the required board skills requirements, emphasis should be given to diversity, as broadly defined, which reflects the community throughout TransLink's transportation service region, including gender identity/sexual orientation, cultural heritage, generational/age, persons with disabilities, mobility, visible minorities/Indigenous peoples) and regional representation.

13.3 Specific Skills and Experience

The Board's strategic priorities, and therefore the required skills and experience, change from time to time. However, given the Board's current near and long-term strategic priorities, and the associated challenges and opportunities, the Board members, as a group, should possess the following skills and experience, with each Director contributing knowledge, experience, and skills in at least two domains.

- Previous Board experience
- Corporate leadership
- Strategic planning
- Policy experience surrounding the establishment and delivery of a wide variety of road and transit services and the public environment of transportation
- Transportation operations similar in scope to TransLink's operations
- Capital project oversight
- Complex procurement processes
- Real estate development
- Community engagement and leadership
- Knowledge of the federal, provincial, and local government environments as well as treaty, unceded and non land-based Nations
- Finance
- Audit and internal controls
- Risk management
- Information technology, cyber security
- Legal
- Safety
- Sustainability



Board Governance Manual

~~June 23, 2022~~ June

22, 2023

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1.0 INTRODUCTION

The South Coast British Columbia Transportation Authority (“TransLink”), formerly named the Greater Vancouver Transportation Authority, is governed by the *South Coast British Columbia Transportation Authority Act* (the “SCBCTA Act”). This Board Governance Manual (the “Board Manual”) sets out the roles, responsibilities and accountabilities of the TransLink Board, the Board Chair, Committees, Chairs and Directors, within the parameters of the SCBCTA Act.

This Board Manual will be reviewed and updated from time to time as the Board works with, and refines, its policies and procedures.

2.0 TRANSLINK OVERVIEW

2.1 GENERAL OVERVIEW

History	TransLink is a regional public transportation authority that was established in 1998 under the <i>Greater Vancouver Transportation Authority Act</i> . The <i>Greater Vancouver Transportation Authority Act</i> was amended and re-named the <i>South Coast British Columbia Transportation Authority Act</i> (the “SCBCTA Act”) in November 2007. Primary responsibility for public transit in Metro Vancouver was transferred from British Columbia Transit, a provincial crown corporation, to TransLink in 1999.
Purpose	Under the SCBCTA Act, the purpose of TransLink is to provide a regional transportation system that (a) supports people and goods, and (b) supports the regional growth strategy; provincial and regional environmental objectives; and the economic development of the transportation service region.
Regional Transportation System	The regional transportation system consists of the public transit system and the Major Road Network (“MRN”). The public transit system currently includes buses, rapid transit rail lines, SeaBus passenger ferries, West Coast Express commuter trains and custom transit services (known as “HandyDart”) for persons with disabilities. These services are delivered by TransLink subsidiaries (Coast Mountain Bus Company Ltd., British Columbia Rapid Transit Company Ltd., and West Coast Express Ltd.) and independent operators. The MRN consists of a network of key roadways that link various regions within Greater Vancouver. The MRN includes four TransLink-owned bridges—Knight Street, Pattullo, Westham Island, and Golden Ears. TransLink shares responsibility for the MRN with the municipalities, providing funding for road maintenance and capital improvements and designating the regional truck routes.
Transportation Demand Management (TDM)	In addition to management and operation of the regional transportation system, TransLink is responsible for developing TDM strategies.
Planning	Under the SCBCTA Act, TransLink must adopt a Long Term Strategy (covering a period of not less than 30 years following the year in which it is prepared), which sets out TransLink’s goals and directions for the regional transportation system and a description of key initiatives and measures to achieve those goals. The Long Term Strategy must be updated at least every five years and requires the approval of the Mayors’ Council on Regional Transportation. TransLink must prepare a fully-funded 10-year Investment Plan that identifies the transportation services, key initiatives and major capital projects for each applicable year as well as the money required to fund the plan each year. In preparing the Investment Plan, TransLink must be guided by its most recently approved Long Term Strategy. The Investment Plan must be updated within three years of the previous Investment Plan and requires the approval of the Mayors’ Council on Regional Transportation. Under the SCBCTA Act, TransLink’s Strategic Plan is the Investment Plan most recently approved by the Mayors’ Council on Regional Transportation.
Revenues	Under the SCBCTA Act, TransLink is permitted to raise revenues by means of taxes (including property taxes, fuel taxes and parking sales taxes), levies, project toll charges, user fees and motor vehicle charges. TransLink is not permitted to adopt deficit budgets and must have balanced 10-year financial plans.

2.2 GOVERNANCE FRAMEWORK

In addition to management, the SCBCTA Act establishes a governance structure for TransLink that includes the Board of Directors and the Mayors' Council on Regional Transportation ("Mayors' Council"). In addition, a Screening Panel, established annually, is responsible for nominating candidates for appointment to the Board by the Mayors' Council and may make a recommendation to the Mayors' Council to vary Director compensation. The composition and general responsibilities of each group are set out below.

2.2.1 Management

The management structure of TransLink is set out in Section 7.1.

Under the direction of the CEO, the management of TransLink is responsible for managing the businesses, activities and other affairs of TransLink.

2.2.2 Board of Directors

Effective January 2015, the Board of Directors is composed of up to eleven Directors, as follows:

- Seven Directors appointed by the Mayors' Council ("Appointed Directors"), from a shortlist identified by the Screening Panel;
- Chair and Vice Chair of the Mayors' Council, if they consent to act ("Statutory Directors"); and
- Up to two Directors appointed by the Province ("Minister-Appointed Directors").

The Board:

- supervises the management of the affairs of TransLink;
- establishes its own practices and procedures;
- participates in the development of and approves TransLink's the Long Term Strategy;
- participates in the development of and approves TransLink's Investment Plans;
- submits the Long Term Strategy to the Mayors' Council for approval;
- submits the Investment Plans to the Mayors' Council for approval;
- annually reviews and approves Business Plans which set forth TransLink's annual operating, capital and service plans and the performance measures and targets that will be used to track the progress of TransLink in achieving its goals and objectives;
- appoints the Chief Executive Officer and establishes ~~his or her~~their terms of employment;
- selects the Board Chair;
- establishes committees of Directors and delegates certain powers of the board to those committees;

- establishes rules of procedure for the conduct of Board and committee meetings;
- establishes subsidiaries to carry out TransLink’s purpose and responsibilities and appoint boards and chairs and establish rules of conduct for the boards of those subsidiaries;
- removes Directors by resolution of all remaining Directors¹; and
- fills casual vacancies of Appointed Directors within 90 days of a vacancy.

2.2.3 Mayors’ Council on Regional Transportation

The Mayors’ Council is composed of all the mayors in the transportation service region, the appointed representative of Electoral Area ‘A’ and the head of the Tsawwassen First Nation.

The Mayors’ Council:

- appoints the Appointed Directors, from a shortlist of candidates identified by the Screening Panel;
- approves changes to Board remuneration levels recommended by the Screening Panel;
- approves TransLink’s Executive Compensation Plan;
- approves TransLink’s Long Term Strategies (every five years);
- approves TransLink’s Investment Plans;
- generally approves new and increased short term fares;
- approves amendments to the annual customer satisfaction survey process;
- approves amendments to the complaints resolution process; and
- oversees the disposition of any major facility or major asset.

2.2.4 Screening Panel

The Screening Panel is composed of one eligible individual appointed by each of the following entities:

- the Province;
- the Mayors' Council on Regional Transportation;
- Chartered Professional Accountants of British Columbia;
- the Vancouver Board of Trade; and
- the Greater Vancouver Gateway Society.

¹ This is authorized by s. 187 of the SCBCTA Act.

The Screening Panel:

- identifies a shortlist of candidates to the Mayors' Council for appointment as Appointed Directors; and
- makes recommendations to the Mayors' Council regarding changes to the level of compensation payable to the Board members.

2.3 ROLE OF THE PROVINCIAL GOVERNMENT

The Provincial government plays a key role in TransLink's governance, transportation funding, and transportation planning:

- **Governance** – The Province is responsible for TransLink's governing legislation, which sets out TransLink's purpose, authority, governance structure, consultation and transportation planning processes that TransLink must follow, and available funding sources and their limits. Any legislative amendments that may be required to implement changes, such as adjustments to planning process deadlines or introduction of new revenue sources, must be approved by the Legislative Assembly. The Province may appoint up to two Directors to the Board. The Province is also responsible for appointing one member of the Screening Panel.
- **Transportation Planning** – Under the SCBCTA Act, TransLink is required to consult the Province during the development of TransLink's Long Term Strategy. TransLink's Long Term Strategy must consider provincial transportation and economic objectives. Further, the Province sets greenhouse gas (GHG) reduction targets, which the TransLink regional transportation system is intended to support.
- **Transportation Funding** – The Province contributes capital funding for major infrastructure projects. In addition, federal funding has traditionally been secured through the Province.

2.4 ROLE OF PROVINCIAL AGENCIES

BC Transit, a Provincial Crown corporation, is responsible for the provision of public transit in areas outside of TransLink's transportation service region.

Within the TransLink transportation service region, the BC Transportation Financing Authority owns the infrastructure and property interests associated with the Expo SkyTrain Line, Millennium SkyTrain Line, and West Coast Express (previously owned by BC Transit). TransLink is responsible for operation of these transit services.

3.0 BOARD STRUCTURE AND MANDATES

3.1 BOARD STRUCTURE

3.1.1 Board Powers and Duties

The Board's role is one of governance and oversight. The Board's specific responsibilities are set out in the SCBCTA Act and the Board Charter in Section 3.2.

The Board may delegate its powers or duties to a person employed by TransLink or a subsidiary, other than certain powers set out in section 190(3)(c) of the SCBCTA Act.

3.1.2 Board Composition

The Board is composed of eleven Directors, which include:

- a) Appointed Directors - seven Directors appointed by the Mayors' Council from a shortlist identified by the Screening Panel;
- b) Statutory Directors - the Mayors' Council Chair and Vice-Chair, if they consent to act; and
- c) Minister-Appointed Directors – up to two Directors appointed by the Province.

Sections 170 and 171 of the SCBCTA Act define who is eligible to be appointed to the Board.

The Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for the Board. Annually, based on this analysis, the Board establishes a skills and experience profile which is recorded in the Articles. The skills and experience profile is shared with the Screening Panel and Mayors' Council. The Screening Panel, after considering the skills and experience profile set out in the Articles, is required to nominate individuals who the Screening Panel determine are not disqualified from serving and who hold the skills and experience needed to oversee the operations of TransLink in an efficient and cost effective manner.²

The process for identifying the needs of the Board and sharing this information with the Screening Panel and Mayors' Council is set out in Section 5.2.

3.1.3 Directors' Term

Each Appointed Director is appointed for a three-year term. They may be re-appointed and may not hold office for more than six consecutive years.³

² The SCBCTA Act, s. 180(1)

³ The SCBCTA Act, s. 171(2)

3.1.4 Removal of Directors

A Director may be removed as, and ceases to be, a Director of the Board on the passing of a resolution to that effect by all of the remaining Directors.⁴

3.1.5 Replacement of Directors

If an Appointed Director dies, resigns or is removed, the remaining Directors must, within 90 days, appoint as a replacement Director, a qualified individual whose appointment accords with the requirements of the SCBCTA Act. A replacement Director holds office until the end of the term of office of the replaced Director.⁵

3.1.6 Independence

All Directors should be independent of TransLink; that is, independent of management and free from any relationship that might interfere with the exercise of their independent judgment as a Director.

To be considered independent, the individual must:

- a) not receive any compensation from TransLink, other than for services as a Director;
- b) not be an Officer or owner of a business that does a significant amount of business with TransLink;
- c) not be a close relative of an Officer or Director; and
- d) meet any additional independence criteria established from time to time by the Board.

3.1.7 New Director Orientation

New Directors are provided with a comprehensive orientation after joining the Board. The orientation process is outlined in Section 5.3.

3.1.8 Election of Board Chair

The Board appoints, from among its members, a Board Chair for a term expiring on the earlier of:

- a) the effective date of ~~his or her~~their resignation; and
- b) the end of the day on the date on which the Chair's term of office as a Director of TransLink expires.⁶

In order to assist the Directors with the process of electing a Board Chair, not less than 60 days prior to the expiry of an incumbent Board Chair's term, the Board Chair will appoint a Nominating Committee whose role is to identify those Directors who are interested in running for election as Board Chair of the

⁴ The SCBCTA Act, s. 187

⁵ The SCBCTA Act, s. 188

⁶ The SCBCTA Act, s.190

Board. The Nominating Committee will consist of not less than two Directors who are not interested in seeking the Board Chair position. One of the Nominating Committee members will act as the chair of the Committee. The Corporate Secretary will act as staff support to the Nominating Committee.

The Nominating Committee will recommend to the Board for approval a list of attributes sought for the Board Chair position. After obtaining the Board's approval on the list of attributes, the Nominating Committee will seek nominations for the position of Board Chair and canvass the remaining Directors, including the Board Chair, as to ~~his or her~~[their](#) preferred candidate for the Board Chair position. Based on the feedback received, the Nominating Committee will advise the Board of its recommendation for the Board Chair position.

In undertaking its work, the Nominating Committee will be guided by the goal of recommending a candidate for the Board Chair position who will be supported by all of the other Directors.

The Board Chair is a non-executive position and the Board estimates the Board Chair will spend up to 10 days per month in excess of what is required for regular Director responsibilities.

3.1.9 Vice-Chair

The Board, on the recommendation of the Board Chair, may appoint a Vice-Chair from among its members for a one-year term. There is no assumption that the Vice-Chair will graduate to the role of Board Chair.

3.1.10 Committees⁷

The Board may establish committees of Directors ("Committees") and may seek the advice of, and delegate the powers and duties of the Board to, those Committees.

The Board may not delegate to a Committee the power to:

- appoint the Board Chair;
- appoint the Chief Executive Officer; or
- delegate a power of the Board.

The Board may establish rules of procedure for the conduct of meetings of, and rules of conduct for any Committee.

The Board has established the following standing Committees to assist it with its work:

- Finance and Audit;
- Human Resources and Governance;

⁷ The SCBCTA Act, .190(3)(e) and (f)

- Planning, Communities and Communication; and
- Information Technology.

The Board may choose to combine Committees. The Board has established a Charter for each standing Committee and operating guidelines that govern the operations of all Committees. The Board may establish other Committees or task forces as required to assist the Board in meeting its responsibilities.

3.1.11 Committee Chairs and Membership

The Board Chair is responsible to the Board for annually proposing the leadership and membership of each Committee. In preparing recommendations, the Board Chair may consult with the Human Resources and Governance Committee and the CEO, and take into account the preferences, skills and experience of each Director. Committee Chairs and members for the following year are appointed by the Board at the last Board meeting of each year (effective January 1st of the following year) or as needed to fill vacancies during the year.

Committee Chairs and members are appointed for a one-year term and may be reappointed. The Board favours a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity and maintenance of functional expertise.

3.1.12 Task Forces

Task forces are committees of the Board, but differ from other committees in that each task force is established for a specific period of time to undertake a specific task, and then disbanded.

Each task force operates according to a Board approved mandate outlining its duties and responsibilities. The Guidelines for Committees (Section 3.10) also apply to task forces established by the Board.

3.1.13 Compensation

The Screening Panel sets the compensation for the Directors, subject to limits in the SCBCTA Act (based on comparator organizations) and Mayors' Council approval of any changes.⁸ Pursuant to the SCBCTA Act, the Screening Panel conducts an annual review of Director compensation to ensure that Directors are appropriately compensated for their contributions and may make recommendations to the Mayors' Council to vary the compensation payable to Directors. The Mayors' Council may, by resolution, approve or reject any recommendation made by the Screening Panel to vary Director compensation.

The Board is required to incorporate the Screening Panel / Mayors' Council's determination of compensation into the Articles⁹ and set guidelines for the payment of Director compensation and reimbursement of expenses.

⁸ The SCBCTA Act, ss. 180, 181, 182, 184 and 185

⁹ The SCBCTA Act, s 185

Current Director compensation rates and guidelines are set out in detail in Section 11 of the Articles.

3.1.14 Meetings

The Board typically holds four regularly scheduled business meetings per year. The frequency of meetings may be changed at any time at the discretion of the Board.

Every regularly scheduled meeting of the Board will, unless the Board determines otherwise, include an “open” session and an “in camera” session. The open session of the Board meeting is conducted in public, and any member of the public may attend the open session as an observer (not as a participant). The Board Chair has the authority to adjourn the open session prior to the conclusion of Board business if, in the opinion of the Board Chair, reasonable decorum is not observed. Seating at the open session is made available on a first come first served basis, and attendance may be limited due to space limitations and to comply with fire and other regulations.

The Board will receive public input at each regularly scheduled meeting in accordance with Section 3.1.14.12 below.

Meetings are generally held at TransLink’s head office, but may be held at other locations, [including virtually](#). In addition, the Board holds a Corporate Strategy session at least annually and may hold additional special meetings as required.

Business conducted by Committees of the Board will not be open to the public.

Robert’s Rules of Order will apply to meetings of the Board and Committees.

3.1.14.1 Notice

Notice of Board meetings is required to be given five clear days in advance of the meeting, unless notice is waived. A Director who attends a meeting will be deemed to have waived notice of the meeting with respect to all business transacted after the Director first attends the meeting.

3.1.14.2 Agenda

The Board Chair, in consultation with the CEO and Corporate Secretary, develops the agenda for each Board meeting. Agenda items will be addressed at the open session of Board meetings unless the Board Chair determines that specific items of business will be addressed at an in camera session. The Board Chair may exclude items of business from the open session if the Board Chair determines that the protection of personal privacy, business interests of individuals or companies, or the public interest outweighs the desirability of public disclosure of that information. The Board Chair will use the British Columbia *Freedom of Information and Protection of Privacy Act* as a guide to determine whether an item of business should be addressed in camera.

Under normal circumstances, the agenda and supporting materials will be distributed to Directors not less than five business days before a meeting.

Agenda items that are not expected to generate Board discussion may be placed by the Corporate Secretary in the “Consent Agenda” portion of the meeting. If any Director wishes to remove an agenda item from the Consent Agenda, ~~he or she~~[they](#) will notify the Board Chair or Corporate Secretary prior to the meeting.

3.1.14.3 Information for Board Meetings

Materials distributed to the Directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and the decisions sought from the Board. Materials assembled in support of Board meetings will be coordinated by the Corporate Secretary who, in normal circumstances, will distribute these with the Board meeting agenda at least five business days prior to the meeting. All materials submitted for consideration by the Board become part of the record of the Board, and will be deposited with the Corporate Secretary for maintenance, safekeeping and access.

Reports may be presented during Board meetings by Directors, management, staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should highlight key points, so as to maximize the time available for discussion on questions regarding the material.

On items where a decision is to be rendered by the Board, management will prepare a brief report that outlines the proposal, the main reasons for the recommendation and the major risks.

It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it might not be prudent or appropriate to distribute written material in advance.

Unless otherwise indicated, Board materials should be treated as confidential and are not for distribution or discussion outside the Board meeting. Once Directors are finished with Board materials, the materials should be destroyed by the end of the next Board meeting. This may be done by leaving the materials with the Corporate Secretary for shredding or deleting items received electronically. On occasion, Directors will be required to return or electronically delete sensitive material at the end of a Board meeting.

3.1.14.4 Attendance

Directors are expected to attend Board meetings in person. However, in extenuating circumstances where a Director is unable to attend in person and with the prior consent of the Board Chair, a Director may attend a Committee or in camera Board meeting by means of any telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. [For virtual Board meetings, Directors are expected to attend with both audio and visual functionality and with those functions on throughout the meeting.](#) A Director

attending by such means will be deemed to be present at the meeting and will be included in the determination of quorum and be entitled to speak and vote.¹⁰ Attendance at public Board meetings will be in person.

Every Director is expected to maintain an excellent meeting attendance record. The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would call into question the Director's ability to effectively carry out [his or her/their](#) duties.

3.1.14.5 Board Deliberations and Confidentiality

The Board recognizes that certain deliberations by the Board must remain in confidence with the Board. Directors will respect the provision that the official record of the Board's deliberations is provided through the approved minutes of the Board meeting. The views or opinions of individual Directors or others in attendance at the meeting will be treated with an appropriate level of respect and confidence.

3.1.14.6 Quorum and Voting

A quorum of the Board consists of a majority of the Directors in office.¹¹

Questions arising at any meeting of the Board will be decided by a majority of votes. The Board Chair is entitled to vote. In the case of an equality of votes, the chair of the meeting does not have a second or casting vote and the motion will fail.¹²

3.1.14.7 Consent Resolution

A resolution consented to in writing by all the Directors, whether by e-mail, facsimile or other electronic transmission, will be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held.¹³

3.1.14.8 Minutes

The Board Chair will be provided with the draft minutes of each meeting of the Board. After review by the Board Chair, the minutes will be circulated to all of the Directors and the approved minutes will serve as the official record of the Board meeting.

3.1.14.9 Meetings without Management

Each regular Board meeting is followed by an *in camera* meeting of Directors (without management present). The purpose of such meetings is to evaluate the Board's relationship with management, as well as its oversight of, and the quality of, information provided by management. Such meetings will not be

¹⁰ Articles, s.6

¹¹ Articles, s.4

¹² Articles, s.5

¹³ The SCBCTA Act, s.190(4); Articles, s.7

considered to be meetings of the Board, but rather will be information meetings only. The Board Chair will immediately communicate with the CEO any relevant matters raised during the meeting.

3.1.14.10 Special Meeting of the Board

Special meetings of the Board may be held at any time at the call of the Board Chair or, in the absence of the Board Chair, another Director.

The Board Chair or the Corporate Secretary shall give reasonable notice of the special meeting to each Director, which for the purposes of this Board Manual shall be:

- a) by mail or electronic means at least two clear days before the date fixed for the special meeting;
or
- b) communicated orally at least four hours before the time fixed for the special meeting;

unless notice is waived.

A Director who attends a special meeting will be deemed to have waived notice of the meeting with respect to all business transacted after the Director first attends the meeting.

3.1.14.11 Non-Directors at Board Meetings

The Board appreciates the value of having members of management, employees or others attend Board meetings to provide information and opinions to assist the Directors in their deliberations. The Board, through the Board Chair and through the CEO, will determine attendees at Board meetings.

3.1.14.12 Public Input¹⁴

TransLink values public input and participation and the Board believes that there are significant benefits for both the public and the Board through opportunities to receive direct public input. Section 9 of the Articles sets out the processes governing receipt of public input.

3.1.15 Publication of Board Materials¹⁵

The Corporate Secretary will publish a list of the agenda items being considered by the Board at the open session of an upcoming regularly scheduled meeting on the TransLink website five days in advance of the meeting.

¹⁴ Articles, s.9

¹⁵ Articles, s.8

The Corporate Secretary will post the reports considered at the open session of a Board meeting, and the minutes approved at the open session of a Board meeting, to the TransLink website within seven days of the conclusion of a Board meeting.

3.1.16 Board Relations with Management

Board policies and guidelines are issued to management for their adherence. Directors may direct questions or concerns on management performance to the Board Chair, to the CEO, or through Board and Committee meetings.

Directors must respect the organizational structure of management. A Director has no authority to direct any staff member.

3.1.17 Level of Spending Authority for Management and the Board

Directors have no authority to make financial commitments for TransLink, other than as a secondary approval as set out in the Levels of Spending Authority for Management and the Board set out in Section 5.7.

3.1.18 Outside Advisors for Individual Directors

Occasionally, a Director may need the services of an advisor to assist with matters involving responsibilities as a Director. A Director who wishes to engage an outside advisor at the expense of TransLink must first obtain the authorization of the Board Chair.

3.1.19 Validity of Proceedings

All acts done by any meeting of the Directors (including Board and Committee meetings) will, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Director be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

3.2 BOARD CHARTER

3.2.1 Introduction

The Board is the legal governing body of TransLink and has ultimate responsibility for stewardship of the affairs of TransLink. The Board engages a CEO and delegates responsibility to the CEO for the day-to-day leadership and management of the organization.

Directors have the responsibility to oversee the conduct of the business, supervise management and endeavor to ensure that all major issues affecting the business and affairs of TransLink are given proper consideration. In performing its functions, the Board is responsible to foster the long-term success of TransLink and considers the legitimate interests held by stakeholders, including the Mayors' Council, the

Provincial Government, suppliers, customers, the public and TransLink's employees. The Board has the responsibility and the mandate to make decisions in the interests of TransLink within the limits established by the SCBCTA Act.

This Charter is designed to clarify the Board's responsibilities.

3.2.2 Strategy

Management normally formulates the strategic direction and corporate plans and the Board has responsibility to assess, challenge, and ultimately approve them. Specifically the Board has responsibility to:

- a) participate in the development of and approve TransLink's Vision, Mission and Values;
- b) participate in the development of and approve TransLink's Long Term Strategy*;
- c) participate in the development of and approve TransLink's Investment Plans*;
- d) participate in the development of and approve TransLink's annual Business Plans;
- e) approve the entering into, or withdrawing from, lines of business;
- f) approve material acquisitions or dispositions;
- g) monitor, on a regular basis, TransLink's performance against its plans and alter its direction through management in light of changing circumstances; and
- h) hold an annual board retreat and Corporate Strategy session.

3.2.3 Material Commitments

The Board has responsibility to:

- a) approve TransLink's Investment Plans*;
- b) approve TransLink entering into, or withdrawing from, any new lines of business;
- c) approve TransLink withdrawing from any lines of business that are likely to be detrimental to TransLink's strategic future;
- d) approve material acquisitions or dispositions;
- e) approve any material financing;
- f) approve financial or other commitments that may have a material impact on TransLink; and
- g) approve the commencement or settlement of litigation that may have a material impact on TransLink.

* Long Term Strategies and Investment Plans also require Mayors' Council approval.

3.2.4 Financial Information and Systems

The Board has responsibility to:

- a) ensure through the Finance and Audit Committee that management has established and is applying appropriate audit, accounting and financial reporting principles;
- b) ensure through the Finance and Audit Committee that internal financial, business control and information systems are in place and functioning satisfactorily;
- c) review and approve the annual audited financial statements as recommended by the Finance and Audit Committee;
- d) approve appointment of the external auditors and their fees; and
- e) approve appointment of the internal auditor.

3.2.5 Risk Management

The Board has responsibility to:

- a) understand the key risks of TransLink's operations;
- b) ensure, through regular reviews and assessments, that management has established appropriate systems to identify and manage these risks; and
- c) receive regular reports on the management of material risks to TransLink.

The CEO and CFO of TransLink are responsible for establishing processes, procedures and mechanisms by which key matters of risk are identified, and ensuring that strategies are developed to manage such risks. The principal mechanisms through which the Board reviews risks are the Board Committees, the Corporate Strategy process and an annual risk review by the Board.

3.2.6 Internal Controls

The Board has responsibility to direct management to ensure that systems are in place for maintaining the integrity of and implementing TransLink's internal financial, operating and administrative controls and management information systems.

3.2.7 Monitoring and Reporting

The Board has responsibility to:

- a) direct management to develop, implement and maintain a reporting system that measures TransLink's financial and operational performance against the performance expectations set out in its Corporate Strategy and Business Plans;
- b) monitor TransLink's financial and operational results;

- c) report annually on the operations of TransLink by:
 - i) preparing a Statutory Annual Report containing the information required by the SCBCTA Act¹⁶;
 - ii) providing copies of the annual report to the public at an annual meeting called for that purpose¹⁷; and
 - iii) ensure the timely reporting of any other developments that have a significant and material effect on the performance of TransLink; and
- d) ensure TransLink has the strategies and resources in place to enable TransLink to communicate effectively with the public and stakeholders.

3.2.8 Human Resources

The Board has responsibility to:

- a) appoint and replace the CEO, as appropriate, and monitor and evaluate the CEO's performance;
- b) prepare an executive compensation plan subject to limits set out in the SCBCTA Act (based on comparator organizations) and submit the plan to the Mayors' Council for approval;
- c) approve the CEO's compensation within the bounds of the executive compensation plan approved by the Mayors' Council (or as otherwise permitted under the SCBCTA Act);
- d) provide advice and counsel to the CEO in the execution of the CEO's duties;
- e) acting upon the advice of the CEO and the Finance and Audit Committee, endorse the appointment or termination of the Chief Financial Officer and Internal Auditor;
- f) provide advice to the CEO with respect to the appointment or termination of any of TransLink's Officers ("Officers")¹⁸ other than the Chief Financial Officer as referred to above;
- g) provide advice to the CEO with respect to the human resources strategies and processes for recruitment, appointment and compensation of TransLink's Officers;
- h) ensure plans are made for management succession and development, including ensuring that there is in place:
 - i) a process that would respond to an emergency situation which required an immediate replacement of the incumbent CEO; and
 - ii) criteria and processes for recognition, promotion, development and appointment of management are consistent with the future leadership requirements of TransLink;

¹⁶ The required contents of the annual report are set out in s.13.4 of the SCBCTA Act.

¹⁷ S.13.1 of the SCBCTA Act requires that an annual meeting be held within 6 months of the fiscal year end.

¹⁸ TransLink's Officers other than the Chief Executive Officer include the following: Chief Operating Officer; Chief Financial Officer; Vice President, ~~Human Resources~~ [People and Culture](#); Vice President, Customer Communications and Public Affairs; Vice President, Real Estate, Commercial Strategy and Innovation; Vice President, Financial Services; Vice President, Engineering; Vice President, Transportation Planning and Policy; General Counsel and Corporate Secretary; and Chief Information Officer.

- i) ensure plans are made for the recruitment, development and retention of key positions within TransLink, other than management;
- j) review the overall organizational structure; and
- k) approve the compensation philosophy and guidelines for the CEO and Officers adopted by TransLink.

3.2.9 Code of Conduct and Business Ethics

The Board has responsibility to:

- a) establish, and update from time to time as required, a code of conduct for Directors, Officers and employees, including procedures for identifying potential conflicts of interest and resolving such conflicts; and
- b) direct management to ensure that TransLink operates at all times within the code of conduct and within applicable laws, and to the highest ethical and moral standards.

3.2.10 Environmental Health and Safety

The Board has a responsibility to:

- a) review management's policies in the area of environmental responsibility and occupational health and safety;
- b) on a semi-annual basis, review TransLink's status report in the area of environmental responsibility and occupational health and safety; and
- c) review any major incidents occurring in the areas of environmental responsibility or occupational health and safety.

3.2.11 Communications

The Board has the responsibility to:

- a) ensure TransLink has a plan in place to communicate effectively with the Minister, the Mayors' Council, the Screening Panel, employees, stakeholders, the communities it serves and the public;
- b) ensure financial results are reported fairly and in accordance with generally accepted accounting principles; and
- c) report annually on the Board's stewardship for the preceding fiscal year through an annual report.

The CEO is the primary spokesperson for TransLink and the Board Chair is the primary spokesperson for the Board.

Members of the public and persons interested in TransLink will often communicate their concerns and questions to Directors. In all such cases, Directors must advise the CEO's office as soon as possible. The

CEO will ensure that all communications are properly coordinated and, where required, will provide Directors with full assistance in the preparation and delivery of public statements and or presentations.

3.2.12 Statutory Requirements

Directors have specific statutory duties and obligations under employment, environmental and financial reporting law, as well as under the withholding provisions of taxation law. This includes liability for unpaid government levies and source deductions and liability for unpaid wages and commissions.

3.2.13 Significant Corporate Policies

The Board will review and approve all significant corporate policies of TransLink. The significant policies are listed in Section 6.0.

3.2.14 Board Effectiveness

The Board retains responsibility for managing its own affairs, including responsibility to:

- a) establish and update as required, governance practices and procedures to ensure the effective functioning of the Board, including an annual review of the contents of the Board Manual;
- b) select the Board Chair, the Vice-Chair, Committee members and Corporate Secretary;
- c) regularly review the Board's ability to be effective in fulfilling its roles and responsibilities;
- d) provide advance notice regarding expiration of Directors' terms to the Screening Panel within the timeline outlined in the SCBCTA Act;
- e) create a Board succession plan, outline the desired skills and experience of the Board members as a whole and the desired criteria for any upcoming vacancies to be filled, and communicate the Screening Panel the desired criteria;
- f) provide advice to the Screening Panel on the performance of any Director who is eligible for re-appointment and seeking a further term;
- g) identify potential Director candidates for consideration by the Screening Panel;
- h) provide comprehensive orientation and professional development sessions for Directors;
- i) ensure annual review and sign-off by Directors of the Code of Conduct;
- j) create required Board committees or task forces and establish their membership and terms of reference;
- k) examine the effectiveness of the Board, Committees, Board Chair, Committee Chairs and Directors through an annual evaluation process; and
- l) require appropriate certification from management that TransLink is in compliance with the law.

3.2.15 Governance Model

The Board has the responsibility to:

- a) ensure that any legislative changes that affect the governance framework in which TransLink operates are implemented; and
- b) ensure that TransLink's views on any proposed changes to the legislative governance framework for TransLink are communicated to the Provincial Government and others as appropriate.

3.2.16 Subsidiaries

For subsidiaries, the Board has the responsibility to:

- a) establish their governance framework;
- b) review their compliance with the SCBCTA Act and other legal requirements, including receiving certification from management that subsidiaries are in compliance with the law; and
- c) appoint Directors as required.

3.2.17 Outside Advisors

The Board may hire outside advisors at TransLink's expense.

3.3 ANNUAL BOARD AND COMMITTEE CALENDAR

ANNUAL BOARD AND COMMITTEE CALENDAR

AGENDA ITEMS

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
MARCH						
Review of Finance and Audit Committee Terms of Reference	Info					
Annual Finance and Audit Committee Checklist	Info					
Year End Financial and Performance Report	Info				Info	
External Audit Findings Report	Info					
Audited Consolidated Financial Statements	Recommend				Decision	
Review appointment of external auditor, if required	Recommend					Decision
Statutory Annual Report	Recommend				Decision	
In Camera - Committee and External Auditor	Info					
Director and Employee Code of Conduct Semi-Annual Report	Info					
Internal Audit Reports	Info					
In Camera – Committee and Director, Internal Audit and Performance Management	Info					
Property Tax Bylaw and Replacement Tax Bylaw	Recommend				Decision	
Environmental Management System Semi-Annual Update	Info					
Enterprise Risk Management (ERM) Quarterly Updates (including review of ERM results)	Info	Info	Info	Info		Info

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Fourth Quarter Commitments in Excess of \$1,000,000	Info					
Real Estate Quarterly Update	Info					
Major Litigation Update	Info					Info
Annually review TransLink's operational project management oversight controls and systems (Capital Projects Oversight Review, including Capital Program Approvals and Governance of Major Capital Projects)	Info					
Major Capital Projects Status Update	Info				Info	Info
Quarterly Safety Report	Info					
Semi-Annual Emergency Management Report	Info					
Review of Information Technology Committee Terms of Reference		Info				
Annual Information Technology Committee Checklist		Info				
Quarterly Information Technology Report		Info				
Semi-Annual Access Transit Report			Info		Info	
Review of Planning, Communities and Communication Committee Terms of Reference			Info			
Annual Stakeholder Relations and Service Committee Checklist			Info			
Provide input into long term transportation strategy – Regional Transportation Strategy (every 5 years)			Info			
Customer Communications and Public Affairs Quarterly Report			Info			
Discuss Themes for Accountability Report and Annual General Meeting			Info			
HUMAN RESOURCES & GOVERNANCE GENERAL REPORTS						

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Review of Human Resources and Governance Committee Terms of Reference				Info		
Annual Human Resources and Governance Committee Checklist				Info		
Board Calendar				Info		
GOVERNANCE REPORTS						
Review Corporate Policies requiring Board approval as relate to Committee's responsibility	Info	Info	Info	Info		
Semi-Annual Privacy Management Program Report				Info		
Screening Panel Process, including review Screening Panel Remuneration and Expenses				Info		
Director and Officer Annual Director Disclosure Statements, and Code of Conduct				Info		Info
New Director Orientation Feedback				Info		
Appointment of Conduct Review Advisor				Recommend		Decision
Conduct Review Advisor Summary Report				Info		Info
Annual Subsidiary Compliance Review				Info		Info
HUMAN RESOURCES REPORTS						
Vice President, Human Resources People and Culture Quarterly Report				Info		
Review Executive Compensation Plan				Info		Info
Review of Officer Performance and Compensation				Info		
CEO Annual Goals				Recommend		Decision
MAY						
Financial and Performance Report as at Q1 (March 30)	Info					
JUNE						

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Internal Audit Reports	Info					
In Camera – Committee and Director, Internal Audit and Performance Management	Info					
Corporate Sustainability Semi-Annual Report	Info				Info	
Annual Enterprise Insurance Program Update	Info					
Enterprise Risk Management (ERM) Quarterly Updates	Info	Info	Info	Info		Info
First Quarter Commitments in Excess of \$1,000,000	Info					
Real Estate Quarterly Update	Info					
Annual Review of Compliance with Statutory and Regulatory Requirements	Info					
Major Capital Projects Status Update	Info				Info	Info
Quarterly Safety Report	Info					
Quarterly Information Technology Report		Info				
Customer Communications and Public Affairs Quarterly Report			Info			
Long term transportation strategy – Regional Transportation Strategy (every 5 years)			Recommend		Decision	
Provide input into development of Investment Plan (at least every 3 years)			Info			
Provide input into Consultation Plan for Investment Plan (at least every 3 years)			Info			
Review Communications Policy			Info			
GOVERNANCE REPORTS						
Review Articles and Board Governance Manual, and make revisions if required				Recommend	Decision	
Annual Board Evaluation Process Update				Info		

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Corporate Strategy				Info		
HUMAN RESOURCES REPORTS				Info		
Vice President, Human Resources People and Culture Quarterly Review				Info		
Review Succession Plans				Info		
CEO Mid-Year Performance Review				Info		Info
CEO 360° Performance Evaluation Completed (Bi-annual)				Info		Info
CEO Compensation Review				Recommend		Decision
AUGUST						
Financial and Performance Report as at Q2 (June 30)	Info					
Key Financial Assumptions for Following Year Budget	Info					Info
SEPTEMBER						
External Auditor's Audit Plan	Decision					
In Camera – Committee and External Auditor	Info					
Director and Employee Code of Conduct Semi-Annual Report	Info					
Internal Audit Reports	Info					
Annual Review of Internal Audit Policy	Info					
In Camera – Committee and Director, Internal Audit and Performance Management	Info					
Annual Review of Financial Risk and Debt Management Policies	Info					
Annual Review of Accounting Policies, Financial Reporting Practices, and Proposed Changes	Info					
Environmental Management System Semi-Annual Update	Info					

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Enterprise Risk Management (ERM) Quarterly Updates	Info	Info	Info	Info		Info
Second Quarter Commitments in Excess of \$1,000,000	Info					
Real Estate Quarterly Update	Info					
Major Capital Projects Status Update	Info				Info	Info
Quarterly Safety Report	Info					
Quarterly Information Technology Report		Info				
Semi-Annual Emergency Management Report	Info					
TransLink Safety and Health Policy (Annual)	Info/ Recommend					
Semi-Annual Access Transit Report			Info		Info	
Investment Plan			Recommend		Decision	
Customer Communications and Public Affairs Quarterly Report			Info			
GOVERNANCE REPORTS						
Semi-Annual Privacy Management Program Report				Info		
Annual Board, Committee, and Director Evaluation Process				Info		Info
HUMAN RESOURCES REPORTS						
Vice President, Human Resources People and Culture Quarterly Report				Info		
NOVEMBER						
Financial and Performance Report as at Q3 (September 30)	Info					
DECEMBER						
Internal Audit Reports	Info					
Internal Audit Plan	Approval					

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
Review of Internal Audit Resourcing and Performance	Info					
In Camera – Committee and Director, Internal Audit and Performance Improvement	Info					
Business Plan, Operating and Capital Budget	Recommend				Decision	
Presentation on overall capital plan for upcoming year	Info					
Review and Ensure Adequacy of Internal Controls	Info					
Enterprise Risk Management (ERM) Quarterly Updates	Info	Info	Info	Info		Info
Third Quarter Commitments in Excess of \$1,000,000	Info					
Corporate Sustainability Semi-Annual Report	Info					
Real Estate Quarterly Update	Info					
Major Capital Projects Status Update	Info				Info	Info
Quarterly Safety Report	Info					
Quarterly Information Technology Report		Info				
Customer Communications and Public Affairs Quarterly Report			Info			
GOVERNANCE REPORTS						
New Board Member Orientation				Info		
Appoint Committee Chairs and Committee Members				Recommend		Decision
Election of Board Chair/Vice-Chair (if required)				Recommend		Decision
Subsidiary Board Appointments (if applicable)				Recommend		Decision
Annual Board, Committee and Director Evaluation Results, and Develop Action Items				Info		Info

BOARD AND COMMITTEE MEETINGS	FINANCE & AUDIT	INFORMATION TECHNOLOGY	PLANNING, COMMUNITY & COMMUNICATIONS	HUMAN RESOURCES & GOVERNANCE	PUBLIC BOARD MEETING	IN CAMERA BOARD MEETING
HUMAN RESOURCES REPORTS						
Vice President Human Resources People and Culture Quarterly Report				Info		
CEO Performance Review				Info Recommend		Decision
Review draft CEO Annual Goals				Info Recommend		Decision
CEO 360° Performance Evaluation begins (bi-annual)				Info		Info

NOTE:

This list of agenda items in this Annual Board and Committee Calendar is not exhaustive, and may be adjusted from time to time by the Board Chair. Additional meetings will be scheduled as required, i.e. Board Strategy Sessions.

3.4 DIRECTOR'S TERMS OF REFERENCE

3.4.1 Introduction

The Board has developed this Terms of Reference for Directors to set out how the Board expects members to go about discharging their duties and responsibilities as Directors. This Terms of Reference will be used in assessing the performance of Directors. The specific duties and responsibilities of the Board as a whole are set out in the Board Charter (Section 3.2).

3.4.2 Statutory Duties

In discharging ~~his or her~~their responsibilities, each Director is required to:

- a) act honestly and in good faith with a view to the best interests of TransLink;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in accordance with the SCBCTA Act and regulations; and
- d) act in accordance with the Articles.

In keeping with these duties, Directors are required to:

- a) avoid potential or actual conflicts of interest that are incompatible with service as a Director;
- b) make the Board aware of any real, perceived or potential conflicts of interest and make sure they are appropriately reviewed;
- c) keep confidential any information about TransLink that has not been publicly disclosed, including boardroom discussions;
- d) comply with the Board's policies and the applicable corporate policies of TransLink, including the Code of Conduct (See Section 4.1);
- e) comply with the SCBCTA Act and the Articles; and
- f) in all decisions, act in the best interest of TransLink (rather than the interests of any particular stakeholder or interested party).

3.4.3 TransLink and Industry Knowledge

Recognizing that decisions can only be made by well-informed Directors, each Director will become knowledgeable about:

- a) TransLink's business – e.g., its strategic direction and goals, its operations, its finances and human resources;
- b) the transportation and transit sectors;
- c) the unique role of TransLink within the community; and

- d) the regulatory, legislative, business, social and political environments within which TransLink operates.

3.4.4 Board Activity

During meetings, each Director is expected to:

- a) be prepared – well-informed on relevant issues (through pre-read material or otherwise);
- b) bring ~~his or her~~their own experience, wisdom, judgment and influence to bear constructively on issues;
- c) interact with fellow Board members and management in a respectful and constructive manner;
- d) actively participate;
- e) speak and act independently while remaining a “team player;”
- f) express opinions in a clear, organized and relevant manner;
- g) express points of view for the Board’s consideration even if they may seem contrary to other opinions previously expressed;
- h) ask probing questions;
- i) listen to, and exercise tolerance for other perspectives;
- j) be adaptable, flexible and open-minded in the consideration and implementation of change;
- k) exercise a logical, rational approach to problem solving;
- l) analyze issues from many perspectives and consider the impact of decisions on TransLink’s internal and external environments (e.g., staff, stakeholders, community);
- m) be innovative and/or resourceful in finding or developing solutions;
- n) whenever possible, advise the Board Chair and CEO in advance of introducing significant and previously unknown information;
- o) exercise good judgment;
- p) act in the best interest of TransLink rather than ~~his or her~~their best interests or in the best interests of a special interest group or constituency;
- q) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to day-to-day management of TransLink; and
- r) once Board decisions are made, support those decisions in a positive manner.

Between Board meetings, each Director should:

- s) be available as a resource to management and the Board;
- t) as necessary and appropriate, communicate with the Board Chair and with the CEO between meetings; and
- u) be willing and available for individual consultation with the Board Chair or CEO.

In carrying out ~~his or her~~their responsibilities, every Director is expected to be actively engaged in the work of the Board and add value to the Board's work. Those Directors who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board; for example, by taking a lead on areas of Board investigation or discussion within their area of expertise.

3.4.5 Preparation

Directors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While management will provide Directors with all of the information management thinks Directors need in order to discharge their responsibilities, Directors have a responsibility to ask for all information they believe necessary to make an informed decision. Requests for information should be directed through the Board Chair or Committee Chair.

To enhance the effectiveness of Board and Committee meetings, Directors are expected to:

- a) read and absorb the materials prior to the meetings and attend the meetings prepared to discuss the issues; and
- b) ensure ~~he or she has~~they have acquired adequate information necessary for decision making.

3.4.6 Relationship with Management

Directors should direct questions or concerns on the performance of management through Board and Committee meetings or through the Board Chair to the CEO.

Directors must respect the organizational structure of management. A Director has no authority to direct any staff member.

3.4.7 Committees

In order to assist Board Committees in being effective and productive, each Director is expected to:

- a) participate on Committees and become knowledgeable about the purpose and goals of the Committee;
- b) understand the process of Committee work, and the role of management and staff supporting the Committees; and
- c) become knowledgeable about the terms of reference for the Committee(s) on which ~~he or she~~servesthey serve.

3.4.8 External Communication

Each Director has an important role as an ambassador of TransLink and may, on occasion, be invited to speak publicly about TransLink or the workings of the Board. In considering the invitation, Directors should be cognizant that the Board Chair is the official spokesperson for the Board. However, where the Director considers it is appropriate to accept the invitation, the Director will confer with the Board Chair prior to

accepting the invitation. In those cases where the Board Chair considers it necessary, the approval of the CEO may also be required. Prior to the speaking engagement, the Board Chair will review the anticipated nature of the speech or public comments with the Director in order to ensure the information to be conveyed is accurate and is appropriate for the public realm.

3.4.9 Attendance

Absent extenuating circumstances, Directors are expected to attend all scheduled Board meetings and Committee meetings for those Committees on which the Directors serve. TransLink will monitor attendance at Board and Committee meetings, and the Board Chair may recommend to the Board the removal of a Board member who is not able to attend a significant majority of meetings. Director attendance records will be disclosed as part of the Annual Report.

Directors are expected to participate fully and frankly in the deliberations and discussions of the Board and its Committees. They are expected to apply informed and reasoned judgment to each issue that arises and express opinions, ask further questions and make recommendations that they think are necessary or desirable. Each Director acts directly, not by proxy. Each Director has an equal say with each of the other Directors.

3.4.10 Outside Activities

Every Director will:

- a) be an effective ambassador and representative of TransLink; and
- b) be available to attend corporate events at the request of the Board Chair.

3.4.11 Conflict of Interest

The SCBCTA Act¹⁹ sets out minimum standards with respect to conflicts of interest. In all cases where Directors have a conflict of interest as defined in the SCBCTA Act (a “Statutory Conflict of Interest”), the Director must disclose the conflict immediately upon becoming aware of it. With respect to certain types of conflict, the Director must eliminate the conflict or resign from the Board whereas in other cases, the Director must refrain from participating or voting in a meeting where the subject matter is being discussed, not communicate with other Directors on the subject and not attempt to influence others with respect to the subject matter.

The SCBCTA Act is specifically concerned with conflicts of interest where Directors have an interest in:

- a) commercial passenger vehicles;
- b) independent transit services;
- c) parking spaces;

¹⁹ S. 183

- d) contract for the provision of transportation services; and
- e) any contract to which TransLink or a subsidiary is a party.

In addition to the Statutory Conflict of Interest provisions, TransLink has adopted a Code of Conduct (Section 4.1) that goes beyond the minimum established by the SCBCTA Act.

Each Director is required to adhere to the Statutory Conflict of Interest provisions and the Code of Conduct and upon:

- a) appointment to the Board; and
- b) on or before the 15th day of January thereafter;

acknowledge in writing that ~~he or she has~~they have read and understood the Statutory Conflict of Interest provisions and the Code of Conduct.

3.4.12 Orientation and Professional Development

Directors are expected to take full advantage of TransLink's Director orientation program and to commit to ongoing professional development (for the Board or for an individual Director) as recommended by the Board.

3.4.13 Governance

Directors are expected to keep abreast of developments in the field of corporate governance, particularly as they affect the TransLink and the Board's responsibilities.

3.4.14 Reappointment

A Director should advise the Board Chair as early as possible if ~~he or she~~they will or will not seek re-appointment when eligible to do so.

3.4.15 End of Term

Upon a Director's term ending, the Director is required to return to TransLink all materials and other items belonging to TransLink, including confidential Board materials.

3.5 BOARD CHAIR POSITION DESCRIPTION

The following describes the role and responsibilities of the Board Chair.

3.5.1 Appointment

The Board Chair is appointed pursuant to the process set out in Section 3.1.8 of this Manual.

3.5.2 Role

The Board Chair, as the presiding Director, provides leadership in guiding the Board and coordinating its activities and fosters relationships between the Board and management, among Directors and, together with the CEO, between TransLink and the Mayors' Council, the Provincial Government, the Screening Panel and the communities served by TransLink.

The Board Chair is accountable to the Board, acts as a direct liaison between the Board and management, and acts as a spokesperson for Board decisions where appropriate.

The Board Chair, while working closely with the CEO, retains an independent perspective to best represent the interests of TransLink, the communities it serves, and the Board.

3.5.3 Duties and Responsibilities

The specific duties and responsibilities of the Board Chair are to:

a) Work with Management

- Act as a liaison between management and the Board;
- foster a constructive and harmonious relationship between the Board and management;
- provide advice and counsel to the CEO, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring that the CEO is aware of concerns of the Board and the communities TransLink serves;
- review and approve the CEO's expenses;
- keep abreast generally of the activities of TransLink and its management; and
- ensure that management presents to the Board all matters necessary to enable the Board to effectively exercise its responsibilities.

b) Manage the Board

- foster ethical and responsible decision-making by the Board and individual Directors;
- ensure the Board has full governance of TransLink's business and affairs and is alert to its obligations to TransLink, the Mayors' Council, to the communities it serves, to stakeholders, and to management;

- ensure the Board fulfils its governance responsibilities as set out in the Board charter;
- recommend an annual schedule of the date, time and location of Board and Committee meetings;
- recommend Committee chairs and membership;
- in concert with the CEO and Corporate Secretary, develop, set and approve the Board's regular meeting agenda and determine Board information packages;
- ensure that Directors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable the Directors to form appropriate judgments;
- act as Chair at meetings of the Board and the Annual Meeting;
- build consensus and develop teamwork within the Board;
- ensure the Board has cohesion of direction and purpose at a policy and strategic level;
- ensure Board meetings are conducted in an efficient, effective and focused manner;
- ensure that each Director is contributing to the Board's work and discuss with each individual Director [his or her/their](#) contribution, as necessary from time to time;
- in addition to the Board evaluation and Director evaluation process, meet with each Director annually to discuss [his or her/their](#) views on how the Board can be more effective, personal observations regarding fellow Directors and an exchange of views on how the individual Director may enhance [his or her/their](#) contribution;
- in consultation with the Human Resources and Governance Committee Chair, develop and implement the evaluation process for incumbent Directors whose terms are expiring and consider their qualifications to stand for re-appointment;
- call meetings of the Board and the Annual Meeting;
- act as the official spokesperson for the Board and, when appropriate and in conjunction with the CEO, as spokesperson for TransLink; and
- keep the Board up to date on all significant developments.

c) Other

- i) Such other functions as may be:
 - 1) ancillary to the responsibilities described above; or
 - 2) delegated to the Board Chair by the Board from time to time.

d) Casting Vote

In the event there is a tie vote on an issue, the Board Chair does not have a casting, or second vote.

e) Committees

The Board Chair is an ex officio member of all Board Committees where ~~he or she is~~they are not formally appointed as a member. Where the Board Chair is an ex officio member of a committee the Board Chair is not counted in establishing quorum and does not vote.

f) Advisors/Resources

The Board Chair has authority to retain external advisors and resources up to \$50,000.

g) Communications

The Board Chair:

- i) represents the Board as appropriate with the Mayors' Council, the Minister, the Screening Panel, stakeholders, communities, other organizations and the public; and
- ii) in coordination with the CEO, ensures TransLink's management and the Board are appropriately represented at official functions and meetings.

h) Absence of Board Chair

In the absence or incapacity of the Board Chair, the Vice-Chair or, in the absence of a Vice-Chair, another Board member designated by the Board Chair will carry out the duties and exercise the powers of the Board Chair during such absence or incapacity. If the Board Chair and Vice-Chair position is vacant, the remaining Directors may designate one Director to carry out the duties and exercise the powers of the Board Chair during vacancy.

3.6 VICE-CHAIR POSITION DESCRIPTION

The Board may appoint a Vice-Chair. If a Vice-Chair is appointed, the following describes the role and responsibilities of the Vice-Chair.

3.6.1 Role

The Vice-Chair works collaboratively with the Board Chair and supports the Board Chair in fulfilling ~~his or her~~their responsibilities.

3.6.2 Responsibilities

The Vice-Chair:

- a) carries out the duties of the Board Chair when the Board Chair is absent or unable to carry out the Board Chair's responsibilities;
- b) performs any of the Board Chair's duties when requested by the Board Chair; and
- c) performs such other functions as may be reasonably requested by the Board or the Board Chair.

3.7 COMMITTEE CHAIR POSITION DESCRIPTION

3.7.1 Appointment

The Committee Chairs are appointed by the Board on the recommendation of the Board Chair in consultation with the Human Resources and Governance Committee.

3.7.2 Role

The Committee Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in its Charter.

3.7.3 Responsibilities

The Committee Chair will:

a) Leadership

- i) Provide overall leadership to enhance the effectiveness of the Committees; and
- ii) take all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.

b) Ethics

- i) Foster ethical and responsible decision-making by the Committee and its individual members.

c) Committee Governance

- i) Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling the terms of its Charter; and
- ii) with the Human Resources and Governance Committee, oversee the structure, composition, membership and activities delegated to the Committee.

d) Committee Meetings

- i) Ensure that the Committee meets as many times as necessary to carry out its duties effectively;
- ii) In consultation with the Board Chair, other Committee members, the Corporate Secretary and members of management, as appropriate, establish the agenda for each Committee meeting;
- iii) preside at all meetings of the Committee, including in camera sessions, provided that if the Committee Chair or ~~his or her~~their designate is not present within 15 minutes of the time appointed for holding the meeting or if the Committee Chair or ~~his or her~~their designate has advised the Corporate Secretary that ~~he or she~~they will not be present at the meeting, the Directors present at the meeting will choose one of their number to chair the meeting;
- iv) ensure sufficient time during Committee meetings to fully discuss agenda items;

- v) encourage Committee members to ask questions and express viewpoints during meetings;
- vi) deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus; and
- vii) ensure that the Committee meets in separate, regularly scheduled, non-management, in camera sessions.

e) Committee Reporting

- i) Following each meeting of the Committee, ensure that the Board receives a summary of the activities, findings and any recommendations of the Committee; and ensure that Committee materials are available to any Director on request.

f) Committee Management Relationships

- i) Take all reasonable steps to ensure that Committee members receive written information and are exposed to presentations from management to fulfill the Committee Charter;
- ii) facilitate effective communication between Committee members and management, both inside and outside of Committee meetings; and
- iii) have an effective working relationship with members of management.

g) Evaluations

- i) Ensure that a performance evaluation of the Committee and the Committee Chair is conducted, soliciting input from all Committee members, other Directors and appropriate members of management.

h) Advisors/Resources

- i) Ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently; and
- ii) coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.

i) Other

- i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.

3.8 CEO POSITION DESCRIPTION

The following describes the appointment, role and responsibilities of the CEO.

3.8.1 Appointment

The Board appoints the CEO on terms and conditions it considers appropriate. The CEO reports to, and is accountable to, the Board. The CEO is not a member of the Board but participates fully with the Board in regular meetings (except for the in camera portions of the meeting or if otherwise requested by the Board to retire from the meeting).

3.8.2 Role

The CEO has overall responsibility to the Board for the general management of, and control over, the businesses, activities and other affairs of TransLink. The CEO does this by leading and managing TransLink through the development and implementation of strategies and policies, the management of its human resources, and efficient and effective operations.

3.8.3 Duties and Responsibilities

The CEO has specific responsibility to:

a) Leadership

- i) lead and manage TransLink within the parameters established by the Board and its Committees;
- ii) foster a corporate culture that promotes ethical and safe practices and encourage individual integrity and social responsibility;
- iii) ensure compliance with the SCBCTA Act and the Articles;
- iv) ensure that TransLink achieves and maintains a high standard for its facilities and services;
- v) develop and implement operational policies to guide TransLink within the limits prescribed by the SCBCTA Act and the Corporate Strategy and Business Plans adopted by the Board;
- vi) direct and monitor TransLink's activities in a manner that ensures the assets of TransLink are safeguarded and optimized; and
- vii) ensure compliance with TransLink's policies and practices.

b) Board

- i) be accountable to the Board for all activities of TransLink; and
- ii) support the Board Chair and the Board to carry out the Board's governance responsibilities.

c) Corporate Strategy

- i) develop and recommend the Long Term Strategy and the Investment Plans under the SCBCTA Act;
- ii) develop and recommend the annual Business Plan to the Board; and
- iii) successfully implement the Business Plan and other supporting initiatives within approved budgets.

d) Requisitioning and Signing Authority

- i) initiate and approve expenditures against the annual budgets and capital plans set out in the Business Plan and other actions or transactions falling outside the Business Plan approved by the Board; and to further delegate spending authority to staff positions based on departmental responsibilities, levels of authority and individual experience; and
- ii) enter into legal binding commitments on behalf of TransLink and to further delegate signing authority to staff positions based on departmental responsibilities, levels of authority, or contract or transaction type.

e) Reporting

- i) report to the Board on the achievement of operational, financial, and sustainability goals;
- ii) provide an annual due diligence report confirming that TransLink is in compliance with all legal requirements; and
- iii) keep the Board apprised of material issues that may affect TransLink's ability to achieve the operational and financial objectives set out in TransLink's Corporate Strategy and Business Plans.

f) Financial and Risk Management

- i) ensure the integrity of TransLink's internal control, financial and managements systems; and
- ii) identify, and report to the Board, principal risks of the business and ensure the implementation of systems to manage these risks.

g) Human Resources

- i) develop and seek input from the Board regarding the overall organizational structure;
- ii) keep the Board informed of any proposed material changes to the organizational structure;
- iii) develop and recommend to the Board the broad compensation strategy and philosophy for TransLink;
- iv) approve management compensation within the bounds of the executive compensation plan approved by the Mayors' Council (or as otherwise permitted by the SCBCTA Act);
- v) provide the Directors, at Board and Committee meetings, with exposure to TransLink's Officers and other key management;
- vi) annually provide the Board with an overview of the Officers' performance;
- vii) consult in advance with the Board Chair and the Human Resources and Governance Committee with respect to any proposed hiring or termination of an Officer;
- viii) inform the Board Chair and Human Resources and Governance Committee if an Officer resigns [his or hertheir](#) position;

- ix) obtain the approval of the Finance and Audit Committee for the appointment or termination of the Chief Financial Officer and Internal Auditor;
- x) annually establish and maintain a Board approved plan for management development and succession; and
- xi) annually establish and maintain a Board approved plan for the recruitment, development and retention of key personnel other than management.

h) External Relations

- i) Act as a primary spokesperson for TransLink and oversee TransLink's interfaces with the public and stakeholders;
- ii) develop and implement a communications program to support TransLink's strategic objectives; and
- iii) maintain a positive working relationship with all key stakeholders including all levels of government.

i) Outside Commitments

- i) Obtain Board approval prior to accepting significant public service commitments and/or outside board appointments.

3.8.4 Compensation

The Board establishes the CEO's compensation, within the bounds of the executive compensation plan approved by the Mayors' Council (or as otherwise permitted by the SCBCTA Act).

3.9 CORPORATE SECRETARY POSITION DESCRIPTION

The following describes the appointment, and role and responsibilities of the Corporate Secretary. The Corporate Secretary role may be combined with another position (e.g. General Counsel and Corporate Secretary).

3.9.1 Appointment

The Corporate Secretary is appointed by the Board in consultation with the CEO. ~~He or she is~~ They are accountable to the Board for Board-related activities and reports to the Board Chair. The Corporate Secretary is also a member of management and in this capacity has management-related responsibilities and reports operationally to the CEO.

3.9.2 Role

The Corporate Secretary supports the Board by providing resources, information and communication links between the Board and management, with particular emphasis on facilitating the flow of information. The Corporate Secretary also advises the Board and Chair on governance matters.

3.9.3 Duties and Responsibilities

The Corporate Secretary has specific responsibility to:

- a) ensure the smooth running of the Board's and Board Committees' activities by helping the Board and Committee Chairs to set agendas, preparing and presenting information to the Board and Board Committees, advising on Board procedures and ensuring the Board follows them;
- b) under direction from the Board Chair, schedule all Board and Committee meetings;
- c) ensure proper notice is given for all Board meetings;
- d) attend all Board and Committee meetings (except where there may be a conflict of interest) and act as Corporate Secretary at such meetings or appoint a designate to act as Corporate Secretary;
- e) ensure that accurate minutes from Board and Committee meetings are prepared and distributed to all Directors;
- f) provide, or obtain, governance advice or support for the Board and advise the Board on all matters of procedure;
- g) advise the Board Chair in respect of any matters where conflict, potential or real, may occur between the Board and CEO;
- h) serve the Human Resources and Governance Committee as a source of expertise and advice on new developments in corporate governance and best practices that are being employed in other organizations;
- i) ensure the Board acts within the parameters of the SCBCTA Act and the policies as set out in the Board Manual;
- j) keep under close review all legislative, regulatory and corporate governance developments that might affect Board operations, and ensure the Board is fully briefed on these and has regard to them when making decisions;
- k) liaise with the Screening Panel, Mayors' Council and others as required in connection with the Director appointment process;
- l) under direction from the Human Resources and Governance Committee, provide orientation for new Directors and ongoing professional development for all Directors and support them in understanding their roles and responsibilities;
- m) act as primary point of contact and source of advice and guidance for Directors with respect to Board matters in order to support the decision making process;

- n) maintain TransLink's corporate records;
- o) maintain and update as required the Board's policies as contained in this Board Manual;
- p) maintain custody of the minutes and records of the Board; and
- q) ensure proper and timely documentary filings and fulfillment of corporate disclosure requirements to statutory authorities under applicable legislation.

3.9.4 Conflict of Interest

If there is a conflict of interest, actual, potential or perceived, on any particular matter, between the Corporate Secretary's administrative or managerial responsibilities within TransLink and the Corporate Secretary's responsibilities as secretary to the Board, it is the responsibility of the Corporate Secretary to draw it to the attention of the Board through the Board Chair.

3.10 COMMITTEE OPERATING GUIDELINES

3.10.1 Introduction

Pursuant to the SCBCTA Act, TransLink may establish such committees as are appropriate to assist the Board in carrying out its work.

Committees of the Board analyze in depth, policies and strategies developed by management, which are consistent with the Committees' Charters. Committees examine proposals and, subject to limitations under applicable laws, make decisions or make recommendations to the full Board. Committees may not take action or make decisions on behalf of the Board unless specifically mandated to do so.

Current Committees of the Board are:

- a) Finance and Audit;
- b) Human Resources and Governance;
- c) Planning, Communities and Communication;
- d) Information Technology.

3.10.2 Mandate

Each Committee will review its own Charter annually and submit any changes to the Human Resources and Governance Committee for review and recommendation to the full Board.

3.10.3 Composition

Each year, Committee Chairs and members are appointed by the Board at the last Board meeting of the previous year, on the recommendation of the Board Chair. Committee members and Chairs are appointed for one-year terms and may be appointed for consecutive terms. A Committee member may be appointed to more than one Committee at one time. A Committee member may be removed from one Committee

and placed on another Committee upon approval of the Board, providing such a change is not in conflict with the composition guidelines of the Charter for each Committee. A Committee member may be removed or replaced at any time by the Board. A Committee member will also cease to be a Committee member upon ceasing to be a Director of TransLink.

Any Director of TransLink may attend any Committee meeting, provided that a Director will be compensated only for attending meetings of Committees of which ~~he or she is~~[they are](#) a member. Non-Committee members will not be counted in establishing quorum and will not vote.

The Board Chair is an *ex officio* member of all Board Committees of which ~~he or she is~~[they are](#) not an appointed member. Where the Board Chair is an *ex officio* member of a Board Committee, ~~he or she is~~[they are](#) not counted in establishing quorum and does not vote.

Each Committee Chair will advise the CEO when the Committee wishes to use TransLink staff as a Committee resource. It will be the responsibility of the CEO to designate staff for Committee assistance.

3.10.4 Meetings

Committees will meet as often as required to carry out their responsibilities. The frequency of Committee meetings will be determined by the Committee Chair in accordance with the Committee Charter. Meetings will be scheduled a year in advance where possible.

Notice of Committee meetings is required to be given five clear days in advance of the meeting, unless notice is waived. A member who attends a meeting will be deemed to have waived notice of the meeting with respect to all business transacted after the member first attends the meeting.

Subject to a resolution of the Board stipulating otherwise in respect of a particular transaction or particular class of business, a quorum for the transaction of business at a Committee meeting will be a majority of appointed members. Questions arising at a meeting will be determined by a majority of votes of the members present. The Committee Chair is entitled to vote. In the event of a tied vote, the Committee Chair will not have a casting vote and the motion will fail.²⁰

Committee meetings are normally held at the head office of TransLink [or virtually](#).

A Committee member may participate in a meeting by telephone or such other communications facilities as permit all persons participating in the meeting to hear one another with the prior consent of the Committee Chair. [For virtual Committee meetings, Directors are expected to attend with both audio and visual functionality and with those functions on throughout the meeting.](#) A Director participating in a meeting in accordance with this section will be deemed to be present at the meeting and will be included in the determination of quorum and be entitled to speak and vote.²¹ A resolution in writing, signed by all

²⁰ Articles, ss. 10, 4 and 5

²¹ Articles, ss. 10 and 6

of the Directors who would be entitled to vote on that resolution at a meeting of the Committee, is as valid as if it had been passed at a meeting of the Committee. Such resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Directors and will be effective on the date stated thereon or on the latest date stated on any counterpart.²²

3.10.5 Meeting without Management

Each regular Committee meeting is followed by an in camera meeting of Directors (without management present). The purpose of such meetings is to evaluate the Committee's relationship with management, as well as its oversight of, and the quality of, information provided by management. Such meetings will not be considered to be meetings of the Committee but rather will be information meetings only. The Committee Chair will immediately communicate with the Committee's senior staff liaison any relevant matters raised during the meeting.

3.10.6 Agenda

The Chair of each Committee will determine the agenda for each meeting.

3.10.7 Recommendations

Each Committee will make periodic recommendations to the Board in respect of the subject on which it was created to provide advice. The Board will take into consideration, but will not be bound by, Committee recommendations.

3.10.8 Staff Support

The Corporate Secretary will work with the Committee Chair towards the establishment of meeting agendas and preparation of meeting materials.

The Corporate Secretary will ensure that accurate minutes of each Committee meeting are prepared and provided to each Committee member in a timely fashion.

3.10.9 Accountability to Board

Following a Committee meeting, a summary on every major matter considered at that meeting will be provided to the full Board at the Board's next scheduled meeting. The Corporate Secretary will ensure that minutes of regular Committee meetings (i.e., not in camera meetings), once approved by the Committee, are provided to the Board Chair, Directors and the CEO.

²² Articles, ss. 10 and 7

Except where the Board, by resolution or through the Committee's Charter, has authorized the Committee to act, a Committee has no authority to direct management or to commit TransLink.

3.10.10 Invitees

A Committee Chair may invite such Directors or such employees of TransLink, as may be considered desirable, to attend meetings and assist in the discussion and consideration of the business of the Committee. Where a Committee Chair, with the concurrence of the Board Chair, invites a Director to participate or attend a Committee meeting, that Director will be compensated for ~~his or her~~their attendance but will not be counted as quorum or a voting member.

Each Committee Chair will advise the CEO when the Committee wishes to use TransLink staff as Committee support. It will be the responsibility of the CEO, or the appropriate member of management, to designate staff for the Committee's assistance.

3.10.11 External Advisors

Each Committee may engage independent advisors at the expense of TransLink when it deems it necessary in accordance with its respective Committee terms of reference.

3.11 FINANCE AND AUDIT COMMITTEE

3.11.1 Purpose

The Finance and Audit Committee has primary responsibility for the financial planning, financial reporting, accounting systems, external audit, internal audit, sustainability and corporate social responsibility, investor relations, management plans and budgets, internal controls and treasury of TransLink vested in Management and overseen by the Board. In addition, the committee's role is to understand TransLink's material business and project risks and to review Management's plans to manage these risks; to assist the Board in carrying out its oversight responsibilities with respect to the planning, development and construction to TransLink's major capital projects; to oversee Management's delivery of the overall capital program; to oversee TransLink's real estate program; to oversee safety and security initiatives; and to make recommendations to the board as appropriate.

3.11.2 Financial Oversight

The Finance and Audit Committee (the "Committee") is responsible for assisting the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and, when required, for making recommendations to the full Board for approval.

In the process of overseeing TransLink's audit procedures, the Committee will have unrestricted access to TransLink's personnel and documents, and will be provided with the resources necessary to carry out its

responsibilities, including the authorization to engage independent counsel and other advisors as part of this resource requirement.

3.11.3 Capital Planning

The committee will review management's long-term planning associated with major infrastructure investment options, which would include an analysis of consistency with the regional growth strategy, options to address growing transportation need, cost-benefit analysis of the options, an assessment of the likelihood of federal, provincial and regional financing, as well as an analysis of own-source contributions, if any. No future planning funding will be committed by TransLink until this analysis has been reviewed by the Committee and, as appropriate, the Board.

3.11.4 Risk

The Committee is responsible for managing the Board's role in overall risk management and mitigation. This will include but is not limited to:

- a) overseeing the Enterprise Risk Management assessment and ensuring appropriate mitigation measures are in place; and
- b) monitoring major initiatives undertaken to improve service delivery, safety and/or operational efficiency as assigned by the Board.

3.11.5 Major Capital Projects

The Board will delegate to the Committee responsibility to assist the Board with oversight responsibilities in respect of certain major capital projects or initiatives or a series of projects or initiatives (hereinafter referred to as "Projects").

Projects with a capital value in excess of \$50 million will be considered a major capital project. However, in determining which projects, or series of projects, will be delegated to the Committee, the Board will also consider:

- a) stakeholder, financial, environmental, reputational and political considerations
- b) project complexity, and
- c) whether the project has adequately assessed the potential risks and ensures these are provided for in the most cost-effective manner.

All projects that involve an alternate to the traditional design/build procurement model will be delegated to the Committee for oversight to:

- a) assist in reviewing and establishing the nature of the relationship;
- b) identifying and approving the appropriate risk allocation; and
- c) establishing the appropriate governance, management and commercial terms for the transaction.

3.11.6 Capital Program

The Committee will receive an annual update presentation from Management and provide feedback on the overall capital plan for the upcoming year. It will include:

- a) a summary of the capital projects carrying over from previous years;
- b) a summary of reallocations across projects in the previous year and year-to-date; and
- c) a review of the criteria the Management team used to prioritize the projects for the upcoming year, including a short summary of those that did not make the cut.

3.11.7 Real Estate

The Committee will oversee the strategic development of the Real Estate Program and consider the financial implications, associated risks and timing regarding:

- a) the acquisition of real estate;
- b) the disposition of surplus real estate and reallocation of revenues; and
- c) development of opportunities, including transit-oriented development.

3.11.8 Composition

The Committee will be composed of at least three Directors. The Board Chair is an ex officio member, but is not counted in establishing quorum and does not vote.

Committee members will have a working familiarity with finance and accounting practices and/or engineering and project management, and at least one Committee member should have a professional accounting designation or related financial management expertise to be considered a financial expert.

3.11.9 Auditors

The external and internal auditors will be notified of the Committee's meeting schedule and receive the appropriate meeting materials in advance of meetings. The external auditors will have the right to appear before, and to be heard at, every meeting of the Committee, and will appear before the Committee when requested to do so by the Committee.

The external auditors will receive copies of the minutes of every meeting of the Committee and may request a meeting of the Committee be called by notifying the Committee Chair of such request.

3.11.10 Staff Support

The Chief Financial Officer will provide staff support to the Committee. In addition, the Vice-President, Financial Services will provide staff support for finance-related matters and the Vice-President, Engineering will provide staff support for engineering and capital-related matters. Other senior staff will also provide support on specific items, as appropriate.

The Corporate Secretary or the Corporate Secretary's designate will be secretary to the Committee.

3.11.11 Advisors/Resources

The Finance and Audit Committee Chair has authority to retain external advisors and resources up to \$50,000.

3.11.12 Responsibilities

Subject to the powers and duties of the Board, the Committee will perform the duties as outlined in the 'Finance and Audit Committee Duties and Responsibilities Annual Checklist' below.

The Finance and Audit Committee will annually review and complete its checklist at the first quarter meeting of the year. The Finance and Audit Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first board meeting of each year.

3.11.13 Accountability

The Committee will report its discussions to the Board of Directors by distributing the minutes of its meetings, and where appropriate, by oral or written summary to the Board of Directors with respect to every major matter considered since the last meeting.

Supporting schedules and information reviewed by the Committee will be available for examination by any Director upon request to the secretary of the Committee.

The Committee will annually review its terms of reference, and report to the Board as to how it achieved its objectives.

3.11.14 Committee Timetable

The Committee meets at least four times per year to permit timely review of interim and annual financial statements. Additional meetings may be held as deemed necessary by the Chair of the Committee or as requested by any member of the external or internal auditors.

The regular timetable for the Committee's activities is reflected in the Board and Committee annual calendar set out in Section 3.3.

3.11.15 Finance and Audit Committee Duties and Responsibilities Annual Checklist

Requirements	Action	Status
Financial Planning		
Review and recommend financial plans forwarded to the Board for approval, including financial plans contained within the Long Term Strategy, financial plans contained with the Investment Plans, and the Business Plan.	Review and recommend	

Requirements	Action	Status
Review and recommend the appropriateness and validity of any material assumptions and estimates used in the preparation of such financial plans/budgets.	Review and recommend	
Review and recommend the consistency of the financial plans/budgets with policies, objectives and initiatives approved by the Board.	Review and recommend	
Review and recommend the consistency of the financial plans/budgets with any other financial data.	Review and recommend	
Review any significant assumptions, forecasts, targets or performance goals used by management in the preparation of the financial plans/budgets.	Review and recommend	
Financial Reporting		
Review financial reports and related information of TransLink to ensure that any material deviation from budget, or any material indication that actual results will fail to meet budget expectations, are addressed by the CEO.	Review	
Review TransLink's audited annual financial statements to ensure they are fairly presented in all material respects in accordance with generally accepted accounting principles.	Review	
Review the financial statements and reports, and make recommendations to the Board with respect to approval.	Review and recommend	
Determine whether appropriate accounting methods have been applied.	Review	
Discuss with management and with the external auditor: <ul style="list-style-type: none"> i) all proposed changes in accounting policy; ii) the import and presentation of all large risks or uncertainties; iii) compliance with accounting standards; iv) significant adjustments arising out of the audit process and related party transaction party transactions; and v) all estimates or judgments of management that may be material to financial reports. 	Discuss	
Question management and the external auditor regarding significant financial report, recording or presentation issues discussed during the fiscal period and the manner of their resolution.	Discuss	
Examine the audited annual financial statements in conjunction with the report of the external auditor, which may include determining whether the statements: <ul style="list-style-type: none"> i) properly reflect the significant accounting policies selected; ii) reflect estimates and other financial statement elements that are reasonable and consistent; iii) adequately disclose all major transactions and issues; iv) disclose all post-year-end significant events; v) are understandable, relevant, reliable and comparable. 	Review	
Review financial reports required under the SCBCTA Act.	Review	

Requirements	Action	Status
External Audit		
Recommend to the Board the appointment of the external auditor for TransLink.	Review and recommend	
Determine whether the performance of the external audit is satisfactory, effective and meets the requirements of TransLink.	Review	
Review all issues related to any change in external auditor and the planned steps of an orderly transition.	Review	
Review the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees.	Review	
Review on an annual basis the amount of fees paid to the external auditors and their affiliates for audit related and non-audit consulting services provided to TransLink, in accordance with best practices.	Review	
Review, in advance, non-audit services to be provided by the external auditor's firm or an affiliate to ensure appropriate independence.	Review	
Pre-approve fee levels for audit related and non-audit related services provided to TransLink by its external auditor.	Pre-approve/ Decline	
Review the audit plan with the external auditor and management.	Review	
Determine whether management has provided full and open disclosure to the external auditor's inquiries.	Review	
Review problems experienced by the external auditor in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was a disagreement with management.	Review	
Review the post-audit opinion or management letter containing the recommendations of the external auditor and review management's response and subsequent follow-up to any significant identified weaknesses.	Review	
The Committee will hold regular in camera meetings with the external auditors.	Perform	
Accounting Systems and Internal Controls		
Through discussions with management and the external auditors, obtain reasonable assurance that TransLink has implemented appropriate systems of internal control over financial reporting and that these systems are operating effectively.	Obtain reasonable assurance	
Through discussions with management and the external auditors, obtain reasonable assurance that TransLink has implemented appropriate systems of internal controls to ensure compliance with its policies, and procedures and that these systems are operating effectively.	Obtain reasonable assurance	
Through discussion with management and the external auditors, obtain reasonable assurance that TransLink has implemented appropriate systems of internal control to identify, monitor, mitigate and report significant financial or operational risk exposures and that these systems are operating effectively.	Obtain reasonable assurance	

Requirements	Action	Status
Review with TransLink's General Counsel on at least an annual basis any legal matters that could have a significant impact on TransLink's financial statements, to ensure compliance with legal and regulatory requirements.	Review	
Review the evaluation of internal controls by the external auditor, including any recommendations for improvement of TransLink's accounting procedures and internal controls, together with management's response.	Review	
Direct the external auditor's examinations to particular areas of concerns.	Direct	
Internal Audit		
In consultation with the CEO, review and approve the terms of the internal auditor's engagement or termination.	Approve/Decline	
Review and approve the internal audit plan.	Approve/Decline	
Ensure the internal auditor's approach to risk and internal control is appropriate.	Review	
Determine whether the performance of the internal audit is satisfactory, effective and meets the requirements of TransLink.	Review	
Ensure there are adequate resources for the internal control function.	Review	
Review problems experienced by internal audit in performing its function, including any restriction imposed by management and all significant difficulties or disagreements with management.	Review	
The Committee will hold regular in camera meetings with the internal auditor.	Perform	
Chief Financial Officer and Internal Auditor		
On the recommendation of the CEO, the Committee will review and endorse the appointment and termination of the Chief Financial Officer and internal auditor and the terms of their engagement or termination.	Review and endorse	
Code of Conduct		
Ensure that TransLink has in place adequate procedures to address issues raised by employees or other parties concerning the receipt, retention and treatment of complaints received by TransLink regarding alleged irregularities in respect of Code of Conduct, accounting, financial reporting, internal control or auditing matters; and the confidential, anonymous submission by employees of TransLink of concerns arising in connection to the code of conduct.	Review	
Receive semi-annual reports regarding any complaints made by Directors and Officers under the Code of Conduct or employees under the Employee Code of Conduct.	Review	
Sustainability and Corporate Social Responsibility		
Assume oversight of the corporate Sustainability Policy., including plans, initiatives and reporting.	Oversee	
Receive reports on the implementation of the corporate sustainability plan, including the development of and progress against key performance indicators.	Review	
Risk Management		
Understand the material risks to TransLink.	Review	

Requirements	Action	Status
Receive quarterly reports on how each material risk is trending and review management's risk mitigation strategies.	Review	
Lead an annual review with the Board on TransLink's material risks and management's systems to eliminate or manage such risks.	Review	
Major Capital Projects		
In respect of proposed Projects, assist the Board in making a decision whether or not to proceed with the Project.	Review and recommend	
<p>During the development stage of a Project, provide oversight of management's Project development plans and provide advice to management consistent with the Long Term Strategy and Statutory Strategic Plan as appropriate on the following:</p> <ul style="list-style-type: none"> i) Project team and structure; ii) Use and choice of outside consultants; iii) Project risk profile, timetable, critical path and mitigation strategies; iv) Project pro-forma model and sensitivity cases; v) Proposed key contractual heads of terms and an outline of contracting strategy; and vi) The timing of securing Board approval for commencement of Project including construction and/or major pre-commencement financial commitments. 	Oversee	
<p>During the implementation phase of a Project, review with management such items as the following:</p> <ul style="list-style-type: none"> i) the proposed oversight program; ii) risk assessment, management and mitigation strategies; iii) use and choice of outside consultants; iv) co-ordination in the use of consultants retained by the Committee or Board; v) the identification of major Project milestones and progress in achieving them, including variance analysis and mitigation strategies; vi) a regularly updated Project risk profile and early warning of key issues or disputes and suggested mitigation strategies; vii) Project pro-forma model updates, showing actual expenditures versus budget, use of contingency and projected final expenditures; viii) expected completion schedule; and ix) provide regular progress updates to the Board 	Oversee and update	
Upon completion of the Project, determine which Project aspects will be retained for Committee oversight.	Review and oversee	

Requirements	Action	Status
With respect to a material dispute involving a Project: i) review with management: a) the most appropriate method to resolve the dispute including negotiation, mediation/refereeing, arbitration or litigation; b) the choice of the dispute resolution strategy; c) the selection of the appropriate consultants and/or experts including referee, arbitrator and external legal counsel; and d) provide regular status updates to the Board; and ii) make recommendations to the Board in respect to any strategic issues regarding such disputes.	Review and recommend	
Timely review of completed Projects in terms of: i) cost-effectiveness; ii) timeliness; iii) operational effectiveness; iv) quality of completed project; v) risk assessment, management and mitigation strategies; vi) lessons learned; vii) sustainability objectives; viii) post operational cost variance analysis; and ix) other relevant indicators and objectives	Review	
Management Oversight		
Annually review TransLink's operational project management oversight controls and systems.	Review	
Oversee management's delivery of the overall capital program.	Oversees	
Real Estate Program		
Oversee the strategic development of the Real Estate Program and consider the transportation and financial implications, associated risks and timing regarding: i) the acquisition of real estate; ii) the disposition of surplus real estate and reallocation of revenues; and iii) development of opportunities.	Oversee	
Review quarterly reports of the Real Estate Program to ensure the appropriate mechanisms are in place to maximize TransLink's benefits under the overall program.	Review	
Safety and Security Initiatives		
Review and recommend safety and security initiatives related to the public, including public health and safety.	Review and recommend	
Review and recommend safety and security initiatives related to employees, including occupational health and safety.	Review and recommend	
Receive semi-annual reports on Safety and Security	Review	
Oversee implementation of safety and security initiatives, as required.	Oversee	

Other Responsibilities		
Conduct an annual review TransLink's insurance coverage of material business risks and uncertainties.	Review	
Before disclosure to the public, investors or stakeholders, review any formal financial reports on the condition or results of TransLink.	Review	
Confirm that appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertain their adequacy and the levels of compliance.	Confirm	
Report to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of TransLink.	Report	
Receive semi-annual environmental management system update.	Stay informed	
Committee Chair to meet with each subsidiary Board Chair semi-annually to discuss any issues relevant to the subsidiary Board's duties.	Stay informed	
Keep current on emerging best practices in corporate governance relevant to the mandate of the Committee and, as required, recommend changes to the Finance and Audit Committee Terms of Reference.	Stay informed	
Receive annual updates on significant litigation affecting the TransLink enterprise	Stay informed	
Review amendments to the Major Road Network and Truck Route Network.	Review and recommend	
Review such other matters that the Committee or the Board deems advisable or timely.	Review/ recommend/ implement/ lead, as required	
Review Committee Charter/Terms of Reference.	Review and recommend	
Complete Committee checklist for review.	Complete and report	
Assume other related responsibilities as assigned to the Committee by the Board.	Review/ recommend/ implement/ lead, as required	

3.12 HUMAN RESOURCES AND GOVERNANCE COMMITTEE

3.12.1 Purpose

The purpose of the Human Resources and Governance Committee (the "Committee") is to assist the Board with respect to all matters relating to human resources, including CEO evaluation and compensation, management development, succession planning, executive compensation and significant human resources policies, and ensure that the human resources strategies and policies support the achievement of TransLink's goals and responsibilities, including alignment to the Corporate Strategies. The Committee will also receive reports on employee engagement and labour relations matters, when appropriate.

The Committee will also develop and recommend to the Board a set of corporate governance principles; make recommendations regarding the size, composition and charters of the committees of the Board; assist the Board and Board Committees with the annual self-evaluation process; develop and recommend to the Board the Board Skills and Experience Profile; assist the Board in identifying potential Board candidates to recommend to the Screening Panel as appropriate; and oversee privacy issues.

3.12.2 Composition

The Committee will be composed of at least three Directors. The Board Chair is an *ex officio* member of the Committee but is not counted in establishing quorum and does not vote.

3.12.3 Staff Support

The Corporate Secretary and Vice President, ~~Human Resources~~[People and Culture](#) will provide staff support to the Committee. Other senior staff will also provide support on specific items, as appropriate.

The Corporate Secretary or the Corporate Secretary's designate will be secretary to the Committee.

3.12.4 Advisors/Resources

The Human Resources and Governance Committee Chair has authority to retain external advisors and resources up to \$50,000.

3.12.5 Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will complete the requirements as outlined in the 'Human Resources and Governance Committee Duties and Responsibilities Annual Checklist' below.

The Committee will annually review and complete its checklist at the last meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first board meeting of each year.

3.12.6 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral or written summary at the next meeting of the Board of every major matter considered since the Board's last meeting.

3.12.7 Committee Timetable

The timetable for the Committee's activities is reflected in the annual Board and Committee calendar set out in Section 3.3.

3.12.8 Human Resources and Governance Committee Duties and Responsibilities Annual Checklist

Requirements	Action	Status
CEO Evaluation		
Review, and recommend to the Board, the CEO's annual goals and objectives.	Review and recommend	
Oversee the implementation of the CEO evaluation process (as outlined in Section 5.5 of the Board Governance Manual).	Implement and lead	
Executive Compensation and Succession Planning		
Review and recommend to the Board compensation for the CEO, including salary, incentive awards, perquisites, benefits and other remuneration in accordance with the Executive Compensation Plan approved by the Mayors' Council.	Review and recommend	
Review the CEO's plans regarding compensation for Officers, including salary, perquisites, benefits and other remuneration.	Review	
Review and recommend to the Board proposed changes to the compensation philosophy and guidelines for the CEO and Officers, including salary, incentive awards, perquisites, benefits and other remuneration.	Review and recommend	
Annually review and verify for completeness, succession and development plans for management prior to the CEO's discussion of those plans with the Board.	Review and verify	
Review the CEO's plans regarding the employment and severance arrangements for Officers.	Review, as required	
Other Human Resource Responsibilities		
Review any significant organizational structure changes planned by the CEO.	Review, as required	
Recommend to the Board the general terms upon which management will be authorized to negotiate any of TransLink's collective agreements and recommend ratification of a negotiated collective agreement to the Board.	Recommend	
Review TransLink's significant human resources policies, and recommend to the Board any amendments, additions or deletions as appropriate.	Review and recommend	
Review the results of any surveys to measure employee engagement.	Review	
Stay informed on best practices in human resources and compensation issues as relevant to the mandate of this Committee.	Stay informed	
Corporate Governance		
At least annually, review the governance framework for the TransLink enterprise and advise the Board regarding: <ul style="list-style-type: none"> i) areas of concern; ii) best practices; and iii) recommended changes. 	Review and recommend	
Annually review the Board Manual and make recommendations for changes, as appropriate.	Review and recommend	

Requirements	Action	Status
Annually review the Articles and make recommendations for changes, as appropriate.	Review and recommend	
Ensure appropriate structures and procedures are in place to allow the Board to function effectively.	Oversee	
Board Succession Planning		
Annually review the composition of the Board as a whole and recommend, if necessary, recommend changes to the Board Skills and Experience Profiles.	Review and recommend	
As vacancies arise, assist the Board to review the skills and experience required on the Board, update the Board Skills and Experience Profile, identify any gaps that should be filled in new Directors candidates and communicate the Board's needs to the Screening Panel.	Review and recommend	
Assist the Board with respect to Board succession, including communication with the Screening Panel on behalf of the Board as directed by the Board.	Assist and support	
As required, and as directed by the Board, identify to the Screening Panel potential Board candidates qualified to stand for re-election or to become new members of the Board, consistent with Board Skills and Experience Profile.	Assist and support	
Board Evaluation and Board Effectiveness		
Oversee annual Board and Committee Effectiveness Evaluation Process.	Oversee	
Assist and support the annual review processes (including a review by the full Board and discussion with management) for evaluating the effectiveness of the Board, Committees, the Board Chair, Committee Chairs and Directors.	Assist and support	
Other Governance Responsibilities		
Make recommendations to the Board regarding appoint of Committee Chairs / Committee membership for coming year.	Recommend	
Ensure programs are in place for new Director orientation and ongoing Director professional development (and received feedback from new board members).	Oversee	
Review Annual Director Disclosure Statements.	Review	
Appoint Conduct Review Advisor.	Appoint	
Receive semi-annual reports on the status of the corporate privacy program.	Review	
Review and monitor legislation and/or litigation affecting the duties, responsibilities and potential liability of Directors.	Review and monitor	
General Committee Responsibilities		
Complete Committee checklist for review.	Complete and report	
Review Committee Charter/Terms of Reference.	Review and recommend	

Requirements	Action	Status
Assume other related responsibilities as assigned to the Committee by the Board.	Review/ recommend/ implement/ lead, as required	

3.13 PLANNING, COMMUNITIES AND COMMUNICATION COMMITTEE TERMS OF REFERENCE

3.13.1 Purpose

The purpose of the Planning, Communities and Communication Committee (the “Committee”) is to assist the Board with respect to all matters relating to customer service, stakeholder relations and engagement; transportation planning; and transportation service. The Committee will work with management and assist the Board with customer service stakeholder relations and engagement, including engagement with the Mayors’ Council on Regional Transportation; all levels of government; business, trade and industry organizations; public sector organizations; community leaders; and the general public. The Committee will assist the Board with the oversight of the development and implementation of TransLink’s long term strategies and 10-Year Investment Plans; communications and branding; customer service; access transit; and goods movement.

3.13.2 Composition

The Committee will be composed of at least three Directors. The Board Chair is an *ex officio* member of the Committee but is not counted in establishing quorum and does not vote.

3.13.3 Staff Support

The Vice President, Transportation Planning and Policy and Vice President, Customer Communications and Public Affairs will provide staff support to the Committee. Other senior staff will also provide support on specific items, as appropriate.

The Corporate Secretary or the Corporate Secretary’s designate will be secretary to the Committee.

3.13.4 Advisors/Resources

The Planning, Communities and Communication Committee Chair has authority to retain external advisors and resources up to \$50,000.

3.13.5 Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will complete the requirements as outlined in the ‘Planning, Communities and Communication Committee Duties and Responsibilities Annual Checklist’ below.

The Committee will annually review and complete its checklist at the last meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first Board meeting of the year.

3.13.6 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral or written summary at the next meeting of the Board of every major matter considered since the Board's last meeting.

3.13.7 Committee Timetable

The timetable for the Committee's activities is reflected in the annual Board and Committee calendar set out in Section 3.3.

3.13.8 Planning, Communities and Communication Committee Duties and Responsibilities Annual Checklist

Requirements	Action	Status
Transportation Planning, Communities and Communication		
Oversee the development of TransLink's 10-Year Investment Plans (at least every three years).	Review and recommend	
Oversee the development of TransLink's long term transportation strategies (every five years).	Review and recommend	
Oversee the development of policies, procedures, strategies and studies related to all significant transportation planning initiatives in relation to people and goods movement, and ensure such initiatives are consistent with TransLink's 10-Year Investment Plan and long term transportation strategy.	Review and recommend	
Oversee the implementation of policies, procedures, strategies and studies related to all significant transportation planning initiatives.	Oversee	
Oversee the community engagement strategies and organized constituency to build Mayors' Council, government, stakeholder and public support for TransLink's transportation planning initiatives.	Oversee	
Access Transit		
Oversee Access Transit and recommend changes.	Review and recommend	
Receive semi-annual Access Transit reports.	Review	

Requirements	Action	Status
Communications and Branding		
Oversee the development of all significant communications plans/strategies and branding campaigns, and ensure such initiatives are aligned with TransLink's strategic goals and objectives.	Review and recommend	
Provide direction for the implementation of the communications plan/strategies and branding initiatives.	Review	
Make suggestions or recommendations on topics or issues that should be addressed by TransLink through its various communications tools.	Review	
Receive quarterly updates on communications activities.	Review	
Assist with response to stakeholders and media inquiries, as required.	Review	
Conduct an annual review of TransLink's Communications Policy to ensure that it continues to communicate TransLink's mission, vision and mandate.	Review and recommend	
Customer Service		
Review customer complaints.	Review	
Review survey process.	Review	
Other Responsibilities		
Discuss themes for Accountability Report.	Review	
Complete Committee checklist for review.	Complete and report	
Review Committee Charter/Terms of Reference.	Review and recommend	
Assume other related responsibilities as assigned to the Committee by the Board.	Review/recommend/ implement/lead, as required	

3.14 INFORMATION TECHNOLOGY COMMITTEE

3.14.1 Purpose

The Information Technology Committee has primary responsibility for the information technology and information security of TransLink vested in Management and overseen by the Board. In addition, the committee's role is to understand TransLink's material business and project risks related to technology usage and to review Management's plans to manage these risks; to assist the Board in carrying out its oversight responsibilities with respect to the planning and delivery of TransLink's digital technology strategies, technology operations, major technology capital projects, information security program, and disaster recovery, business continuity, and resiliency program; and to make recommendations to the Board as appropriate.

3.14.2 Technology Delivery Oversight

The Information Technology Committee is responsible for assisting the Board in fulfilling its obligations and oversight responsibilities relating to technology and, when required, for making recommendations to the full Board for approval.

In the process of overseeing TransLink's technology audit procedures, the Committee will have unrestricted access to TransLink's personnel and documents, and will be provided with the resources necessary to carry out its responsibilities, including the authorization to engage independent counsel and other advisors as part of this resource requirement.

3.14.3 Information Security Planning

The Committee is responsible for providing strategic oversight and guidance to the information security program plans, policies, and frameworks for protecting the enterprise's information technology systems, data, products, and services across all business functions.

3.14.4 Disaster Recovery, Business Continuity, and Resiliency Program

The Committee is responsible for providing strategic oversight and guidance to the technology-related disaster recovery, business continuity, and resiliency capabilities for the enterprise including reviewing applicable plans, policies, and frameworks.

3.14.5 Key Technology Capital Projects

The Board will delegate to the Committee responsibility to assist the Board with oversight responsibilities in respect of certain key technology capital projects or initiatives or a series of projects or initiatives (hereinafter referred to as "Projects").

Technology projects with a capital value in excess of \$10 million, or those with significant risk or strategic, transformational, or customer-facing benefits will be regularly reported to the Committee.

The Committee will consider the overall project portfolio each year to determine which projects should be regularly reported during the year.

3.14.6 Portfolio and Architecture Planning

The Committee will review Management's long-term planning associated with major technology investment programs including strategic, tactical, and financial benefits of proposed major projects and

technology architecture alternatives, cost-benefit analysis of options identified, and whether the technology programs effectively support the enterprise's business objectives and strategies.

3.14.7 Technology Risk Management

The Committee is responsible for managing the Board's role in technology and cybersecurity risk management and mitigation in alignment with overall risk management practices for the enterprise. This will include but is not limited to:

- a) overseeing the Technology Risk Management assessment and ensuring appropriate mitigation measures are in place;
- b) providing guidance to Management in determining the organization's risk appetite in relation to technology and cybersecurity; and
- c) monitoring major initiatives undertaken to improve service delivery and/or operational efficiency as assigned by the Board.

3.14.8 Composition

The Committee will be composed of at least three Directors and up to two external Advisors. The Board Chair is an ex officio member but is not counted in establishing quorum and does not vote.

Committee members will ideally have a working familiarity with technology management practices and/or cybersecurity or project management. External Advisor(s) will augment Committee expertise with additional technology or cybersecurity expertise, as required.

3.14.9 Internal Auditors

The internal auditors will be notified of the Committee's meeting schedule and may receive meeting materials relevant to the annual internal audit annual program or as deemed appropriate by the Committee Chair in advance of meetings. The internal auditors will have the right to appear before, and to be heard at, every meeting of the Committee, and will appear before the Committee when requested to do so by the Committee.

The internal auditors will receive copies of the minutes of every meeting of the Committee and may request a meeting of the Committee be called by notifying the Committee Chair of such request.

3.14.10 Staff Support

The Chief Information Officer will provide staff support to the Committee. Other senior staff will also provide support on specific items, as appropriate.

The Corporate Secretary or the Corporate Secretary's designate will be secretary to the Committee.

3.14.11 Advisors/Resources

The Information Technology Committee Chair has authority to retain external advisors and resources up to \$50,000.

3.14.12 Responsibilities

Subject to the powers and duties of the Board, the Committee will perform the duties as outlined in the 'Information Technology & Security Committee Duties and Responsibilities Annual Checklist' below.

The Committee will annually review and complete its checklist at the first quarter meeting of the year. The Committee will report to the Board its compliance with the committee checklist and note any exceptions at the first board meeting of each year.

3.14.13 Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings, and where appropriate, by oral or written summary to the Board with respect to every major matter considered since the last meeting.

Supporting schedules and information reviewed by the Committee will be available for examination by any Director upon request to the secretary of the Committee.

The Committee will annually review its terms of reference, and report to the Board as to how it achieved its objectives.

3.14.14 Committee Timetable

The Committee meets at least four times per year to permit timely review of technology project and service delivery progress and oversight of IT security and technology risk. Additional meetings may be held as deemed necessary by the Committee Chair.

The regular timetable for the Committee's activities is reflected in the Board and Committee annual calendar set out in Section 3.3.

3.14.15 Information Technology Committee Duties and Responsibilities Annual Checklist

Requirements	Action	Status
Technology Systems and Internal Controls		
Through discussions with management, internal audit, and external auditors, obtain reasonable assurance that TransLink has implemented appropriate systems of internal control and that they are operating effectively as relates to: <ul style="list-style-type: none"> • technology delivery; • ensuring policy and procedure compliance; and 	Obtain reasonable assurance	

<ul style="list-style-type: none"> identifying, monitoring, mitigating, and reporting significant technology risk exposures. 		
Review the evaluation of internal controls by internal or external auditors, including any recommendations for improvement of TransLink’s information security procedures and internal controls, together with management’s response.	Review	
Direct internal or external auditor’s examinations to areas of concern.	Direct	
Periodically report to and consult with the Audit Committee of the Board of Directors regarding IT systems and processes that relate to or affect the Company’s internal control systems.	Report	
Information Technology		
Oversee the development, integration, and delivery of TransLink enterprise technology and digital strategies.	Oversee	
Receive regular updates on information technology strategic alignment, value delivery, resource management, risk management, and performance management.	Review	
Information Security Program		
Review and discuss with management the framework, policies, processes, and practices for managing and mitigating cybersecurity risks.	Review	
Review and discuss with management the information security incident response and recovery plan.	Review	
Review and discuss with management the information security strategy and roadmap.	Review	
Disaster Recovery, Business Continuity, and Resiliency Program		
Review and discuss with management the technology disaster recovery plan.	Review	
Review and discuss with management the technology business continuity plans.	Review	
Technology Risk Management		
Understand the material and emerging technology risks to TransLink.	Review	
Receive quarterly reports on how each material technology risk is trending and review management’s risk mitigation strategies.	Review	
Review management’s systems to manage risks.	Review	
Lead an annual review with the Board on TransLink’s material technology risks and management’s systems to eliminate or manage such risks.	Review	
Lead an annual review with the Board of TransLink’s risk culture and risk appetite as it applies to technology.	Review	
During the implementation phase of a project, review with management such items as the following: <ul style="list-style-type: none"> i) the proposed oversight program; ii) risk assessment, management and mitigation strategies; iii) use and choice of outside consultants; 	Oversee and update	

<ul style="list-style-type: none"> iv) the identification of key project milestones and progress in achieving them, including variance analysis and mitigation strategies; v) a regularly updated project risk profile and early warning of key issues or disputes and suggested mitigation strategies; vi) expected completion schedule; and vii) provide regular progress updates to the Board 		
Key Technology Capital Projects		
Identify key technology capital projects that will be overseen by the Committee.	Identify	
Receive regular reporting on key technology projects.	Review	
Management Oversight		
Annually review TransLink's operational project management oversight controls and systems.	Review	
Oversee management's delivery of the overall technology program including its strategies and plans.	Oversees	
Other Responsibilities		
Conduct an annual review of TransLink's cybersecurity insurance coverage.	Review	
Keep current on emerging best practices in corporate governance relevant to the mandate of the Committee and, as required, recommend changes to the Information Technology Committee Terms of Reference.	Stay informed	
Review such other matters that the Committee or the Board deems advisable or timely.	Review/ recommend/ implement/ lead, as required	
Review Committee Charter/Terms of Reference.	Review and recommend	
Complete Committee checklist for review.	Complete and report	
Assume other related responsibilities as assigned to the Committee by the Board.	Review/ recommend/ implement/ lead, as required	

4.0 CONDUCT

4.1 CODE OF CONDUCT

4.1.1 Introduction

The purpose of the Directors and Officers Code of Conduct and Conflict of Interest Guidelines (the “Code of Conduct”) is to promote honest and ethical conduct, focus the Directors and Officers of TransLink on areas of ethical risk, provide guidance to Directors and Officers to help them recognize and deal with conflicts of interest and ethical issues, provide mechanisms to report unethical conduct and help preserve the culture of honesty and accountability at TransLink and its subsidiaries.

The Code of Conduct provides general guidance on the standards of conduct expected of Directors and Officers, including guidelines on conflicts of interest. Within TransLink, there is an Employee Code of Conduct relating to conduct of employees and the reporting of alleged breaches in respect of the Employee Code of Conduct. The Employee Code of Conduct, which also applies to Directors and Officers, is reviewed and approved by the Board.

4.1.2 Definitions

Throughout this Code of Conduct and in any related or referenced documents:

- **“Associate”** means:
 - a) a spouse of the Director;
 - b) a ~~son or daughter~~child of a Director or of the spouse of a Director if the ~~son or daughter~~child is under 19 years of age or is living in the family residence of the Director;
 - c) a relative of the Director who is living in the family residence of the Director;
 - d) a corporation of which the Director beneficially owns, directly or indirectly, more than 10% of the voting rights attached to all outstanding voting securities of the corporation; or
 - e) a trust of estate in which the Director has a substantial beneficial interest or for which the Director services as trustee;
- **“Conduct Review Advisor”** means the independent contractor appointed by the Board to provide a neutral and independent expert interpretation of the standards of business conduct and guidelines for conflict of interest set out in the Code of Conduct;
- **“confidential information”** includes proprietary, technical, business, financial, legal, personal, third party or any other information which TransLink treats as confidential;
- **“Conflict of Interest Registry”** means a registry maintained by TransLink holding the disclosure records filed by Directors and Officers and the Disclosure Statements filed by Directors;

- **“disclosing person”** means a person who reports or discloses circumstances to the Conduct Review Advisor which the person believes are a breach or possible breach of the Code of Conduct;
- **“disclosure record”** means a record filed with the Corporate Secretary by a Director or Officer disclosing a real, perceived or potential conflict of interest pursuant to sections 4.1.9.2 and 4.1.9.3;
- **“Disclosure Statement”** means the statement filed by a Director upon ~~his or her~~their appointment, annually thereafter or as required by changed circumstances in the form set out in the Appendix to the Code of Conduct;
- **“friend”** includes an individual with whom the Director or Officer is connected by frequent or close association;
- **“private interest”** means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Director or Officer or ~~his or her~~their Associate but does not include an interest arising from the performance of the Director or Officer’s official duty or function that applies to the public, affects an individual as one of a broad class of the public, or concerns the Director’s remuneration and benefits received in that capacity;
- **“relative”** means a relative by blood, adoption or marriage;
- **“substantial private interest”** means a private interest that is substantial enough in the particular circumstances to benefit materially from a decision of TransLink;
- **“spouse”** means a person the Director or Officer is married to or with whom the Director or Officer is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Director or Officer is separated or living apart and with whom the Director or Officer has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

4.1.3 Conduct Review Advisor

TransLink has engaged a Conduct Review Advisor who reports through the Board Chair’s office.

The Conduct Review Advisor is a neutral and independent resource to provide a clear interpretation of its standards of business conduct and guidelines for conflict of interest.

The Conduct Review Advisor provides independent expert advice, receives disclosures and issues written opinions or directives to Directors or Officers on Code of Conduct and conflict of interest matters that they may encounter when fulfilling their respective responsibilities.

4.1.4 Individual Responsibility

TransLink is determined to behave, and to be perceived, as an ethical corporation. Each Director and Officer must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.

A Director's failure to adhere to these standards could result in a recommendation by the Board Chair to the Board for removal from office.

An Officer's failure to adhere to these standards could lead to termination of appointment as Officer and/or disciplinary action, up to and including termination of employment.

Integrity, honesty, and trust are essential elements of our business success. Any Director or Officer who knows or suspects that this Code of Conduct has been or is likely to be breached has a responsibility to report it.

4.1.5 Where to Seek Clarification

Directors should seek clarification with respect to any aspect of the Code of Conduct from the Board Chair. If the Director is not comfortable seeking clarification from the Board Chair, the Director should seek clarification from the Conduct Review Advisor.

Officers should seek clarification with respect to any aspect of the Code of Conduct from the CEO. If the Officer is not comfortable seeking clarification from the CEO, the Officer should seek clarification from the Conduct Review Advisor.

The Board Chair may, at [his or her](#) discretion or at the request of a Director, seek the advice of the Conduct Review Advisor.

4.1.6 General Compliance with the Law

Directors and Officers must act at all times in full compliance with both the letter and the spirit of all applicable laws.

In [his or her](#) relationship with TransLink, no Director or Officer will commit or condone an unethical or illegal act or instruct another Director, Officer, employee, or supplier to do so.

Directors and Officers are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice.

No Director or Officer should create or condone the creation of a false record. No Director or Officer should destroy or condone the destruction of a record, except in accordance with TransLink policies.

TransLink is continually under public scrutiny. Therefore, Directors and Officers must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

Directors and Officers must not engage in, or give the appearance of being engaged in, any illegal or improper conduct that is in violation of this Code of Conduct.

4.1.7 Conflicts of Interest – General Provisions

4.1.7.1 General

Directors and Officers will perform their duties conscientiously and will not put themselves in a position in which their private interests or the private interest of their friends, relatives or Associates and those of TransLink might be in actual or perceived conflict.

A Director or Officer has an actual conflict of interest when the Director or Officer is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further ~~his or her~~their private interests or the private interests of ~~his or her~~their friends, relatives or Associates.

There is a perceived conflict of interest when a reasonably well-informed person could perceive that a Director or Officer's ability to perform a duty or function of the position was, or will be, affected by the Director or Officer's private interests.

Every Director and Officer must avoid any situation in which there is an actual or perceived conflict of interest that could interfere, or could be perceived to interfere, with the Director or Officer's judgment in making decisions in TransLink's best interest.

TransLink depends on the integrity of all Directors and Officers who have knowledge of a decision or activity of TransLink that involves or might involve a conflict of interest to disclose the circumstances.

Some conflicts are quite clear, but others are less obvious. TransLink recognizes that its Directors and Officers have perfectly legitimate outside interests; however, there may also be situations which could be perceived as a conflict of interest, no matter how innocent the intentions of the Director or Officer.

The following are examples of circumstances where a Director or Officer's private interests would be in conflict with the interests of TransLink:

- a) influencing a TransLink staff member to lease equipment from a business owned by a Director or Officer's spouse;
- b) influencing the Board to provide funding to a society where the Director or Officer serves on the board of that society;
- c) disclosing confidential information about future TransLink real estate sales or developments to a close personal friend or business colleague;
- d) being aware of a significant contract being negotiated between a public company and TransLink, purchasing shares in the public company before the contract is announced publicly; and
- e) obtaining confidential TransLink information at a Board meeting concerning the alignment of a rapid transit project which could affect the value of real estate owned by the Director or Officer or Associate.

Directors who find themselves in a conflict of interest must disclose the conflict in accordance with the provisions of the Code of Conflict. Full disclosure enables Directors to resolve unclear situations and gives an opportunity to dispose of or appropriately address conflicting interests before any difficulty can arise.

The following provides a more detailed discussion of circumstances where a conflict of interest could arise and how TransLink expects its Directors and Officers to behave.

4.1.7.2 Outside Business Interests

No Director or Officer should hold a substantial private interest, directly or indirectly, through a relative, friend or Associate, or hold or accept a position as an Officer or Director, in an entity where by virtue of [his or her/their](#) position in TransLink the Director or Officer could in any way benefit the entity by influencing the decisions of TransLink.

4.1.7.3 Confidential Information

Directors and Officers must at all times maintain the confidentiality of all confidential information and records obtained by the Directors and Officers by reason of TransLink and must not make use of or reveal such information or records except in the course of performance of [his or her/their](#) duties or as required by law, or unless the documents or information become a matter of general public knowledge (other than through disclosure by the Director or Officer).

Directors and Officers must take the precautions necessary and appropriate to maintain the confidentiality of the confidential information and must not directly or indirectly disclose, allow access to, transit or transfer the confidential information to any person.

Similarly, Directors and Officers may not use confidential information obtained through their association with TransLink to further their private interests or the private interests of their friends, relatives or Associates.

4.1.7.4 Non-Profit and Professional Associations

From time to time, a Director or Officer may reach a position of leadership in a non-profit association where [he or she/they](#) may be viewed as a spokesperson for that group. In such situations, the Director or Officer should ensure that when speaking on behalf of such an association [he or she is/they are](#) seen as speaking for the organization and not as a spokesperson of TransLink.

4.1.7.5 Entertainment, Gifts and Benefits

In this discussion, “gifts or benefits” include cash, preferred loans, securities or secret commissions and “entertainment” includes invitations to attend events or functions.

Gifts, entertainment and benefits may only be accepted or offered by a Director or Officer in the normal exchanges common to business relationships. The following criteria will guide [his or her/their](#) judgment:

- a) the gift, entertainment or benefit would be considered by the business community to be within the bounds of propriety taking into account all the circumstances of the occasion;
- b) the exchange does not nor is it expected to create an obligation;
- c) it occurs infrequently.

Inappropriate gifts that are received by a Director or Officer should be returned to the donor and may be accompanied by a copy of the Code of Conduct. Inappropriate perishable gifts can be donated to a charity and the donor notified. Inappropriate invitations should be refused.

In some cultures or business settings, the return of a gift or refusal of a favour, benefit or entertainment would be offensive. In these cases, a Director or Officer should refer the circumstances to the Board Chair or CEO, as appropriate, for guidance.

Full and immediate disclosure of borderline cases will always be taken as good-faith compliance with the Code of Conduct.

4.1.7.6 Business Relationships with Contractors

No Director or Officer may benefit directly or indirectly from TransLink's business relationships unless the benefit is an ancillary benefit that TransLink intends its Directors or Officers to enjoy.

4.1.7.7 Professional Development

TransLink encourages and supports the professional development of its employees, including Officers. Where Officers are members of a recognized profession, they are expected:

- a) to keep abreast of professional developments in their field;
- b) to perform their duties in accordance with the recognized standards of that profession; and
- c) to abide by any code of ethics adopted by their professional association.

4.1.7.8 Use of Corporate Property

TransLink assets must not be misappropriated for personal use by Directors or Officers.

Directors and Officers are entrusted with the care, management and cost-effective use of TransLink's property, including the use of TransLink's name, and should not make significant use of these resources for their own personal benefit or purposes.

A Director or Officer using TransLink's computer database or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through this medium.

Directors and Officers should ensure that any TransLink property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Officers may not dispose of TransLink property except in accordance with the guidelines established by TransLink.

4.1.7.9 Political Participation

Directors and Officers engaging in the political process should do so on their own time and must take care to separate their personal activities from their association with TransLink.

4.1.8 Conflict of Interest – Statutory Provisions for Directors

4.1.8.1 General

In addition to the General Provisions regarding conflict of interest outlined in Section 4.1.7 above, the SCBCTA Act sets out minimum standards with respect to conflicts of interest (s. 183 of the SCBCTA Act).

In all cases where Directors have a conflict of interest as defined in the SCBCTA Act, the Director must disclose the conflict immediately upon becoming aware of it. With respect to certain types of conflict, the Director must eliminate the conflict or resign from the Board whereas in other cases, the Director must refrain from participating or voting in a meeting where the subject matter is being discussed, not communicate with other Directors on the subject and not attempt to influence others with respect to the subject matter.

Directors are expected to know, understand and comply with the SCBCTA Act's conflict of interest provisions.

4.1.8.2 Commercial Passenger Vehicles, Transit, Parking and Transportation

A Director who, in any way, directly or indirectly:

- a) has a significant beneficial interest in an operation, whether that operation is for profit or not, or in a person, or in a share, stock, bond, debenture or other security of a person, that
 - i) owns or manages the operation of one or more commercial passenger vehicles or directly or indirectly has a significant beneficial interest in person who owns or manages the operation of one or more commercial passenger vehicles;
 - ii) provides, or directly or indirectly has a significant beneficial interest in a person who provides, independent transit service; or
 - iii) provides parking services in the transportation service region or directly or indirectly has a significant beneficial interest in a person who provides parking services in the transportation service; or
- b) has a significant beneficial interest in a contract for the provision of transportation services, including, without limitation, independent transit services, in the transportation service region;

must:

- c) immediately after becoming aware of the fact, refrain from:
 - i) exercising any of ~~his or her~~their powers or duties under the SCBCTA Act, including, without limitation, participating in or voting at any Board or Committee meeting;
 - ii) communicating to any of the other Directors in relation to the matter in relation to which the interest exists; and
 - iii) influencing in any way a decision or action to be made by TransLink in relation to the matter in relation to which the interest exists;until ~~he or she has~~they have complied with subparagraph 4.1.8.2(d), and
- d) promptly after becoming aware of the fact:
 - i) eliminate the circumstances that resulted in ~~him or her~~them having that interest; or
 - ii) resign as Director.

If a Director does not comply with subparagraph 4.1.8.2 (d) within three months after becoming aware of having that interest, the other Directors must remove that Director from office.

4.1.8.3 Devices, Patents and Contracts

A Director who, in any way, directly or indirectly, has:

- a) a significant beneficial interest in a device, appliance, machine, article, patent or patented process, or a part of it, that is material to the provision of transportation services in the transportation service region; or
- b) a significant beneficial interest in any contract, other than a Director indemnity agreement or a contract of insurance for Director and Officer liability, to which TransLink or its subsidiary is a party; must, immediately after becoming aware of that fact, refrain from:
 - i) participating in or voting at any meeting of the Board or a Committee in relation to the matter in relation to which the interest exist;
 - ii) communicating to any of the other Directors in relation to the matter in relation to which the interest exists; and
 - iii) influencing in any way a decision or action to be made by TransLink in relation to the matter in relation to which the interest exists.

4.1.8.4 Exceptions

Notwithstanding sections 4.1.8.2 and 4.1.8.3 of this Policy:

- a) the use or purchase in the transportation service region by a Director, for personal or domestic purposes, of parking services or a means of conveyance is not a contravention of this policy and does not disqualify the Director from acting; and

- b) a Director who has a beneficial interest in a publicly held mutual fund or pension fund that contains any of the investments referred to in subparagraph 4.1.8.2(a) is not, merely because of that interest;
 - i) required to disclose that interest under section 4.1.9.2; and
 - ii) subject to section 4.1.8.2;unless those investments make up more than 30% of the total mutual fund or pension fund holdings.

4.1.9 Conflict of Interest Disclosure Process

4.1.9.1 Disclosure Statement (Directors)

Every Director must file a Disclosure Statement with the Corporate Secretary, in the form attached as Appendix “A” to the Code of Conduct, upon ~~his or her~~their appointment, by January 15th of each year thereafter, and at any time as required by changed circumstances.

4.1.9.2 Disclosure Record – Statutory Requirements (Directors)

Any Director who has any interest described in Section 4.1.8.2 or 4.1.8.3 must, promptly after ~~he or she~~becomes~~they~~ become aware that ~~he or she has~~they have such an interest, disclose the nature and extent of the interest by a disclosure record:

- a) the original of which provided to the Corporate Secretary for deposit at TransLink’s head office; and
- b) a copy of which is provided to each of the other Directors.

Such disclosure record will be made available for public inspection at TransLink’s head office.

4.1.9.3 Disclosure Record – Other (Directors and Officers)

Any Director or Officer who, directly or indirectly:

- a) holds property;
- b) holds an office;
- c) owes a fiduciary obligation to any other entity;
- d) has an interest in a contract or proposed contract with TransLink or its subsidiary; or
- e) has any other interest which could give rise to an actual or perceived conflict of interest;

must disclose the relevant details by a disclosure record to the Corporate Secretary.

4.1.9.4 Registry of Director Statements and Disclosure Records (Directors)

The Corporate Secretary will retain the disclosure records and Disclosure Statements at TransLink's head office, ensure they are circulated promptly to each of the Directors, and record the disclosures in TransLink's Conflict of Interest Registry.

4.1.9.5 Indirect Significant Beneficial Interest

Under the Code of Conduct, a Director will be considered to have an indirect significant beneficial interest if ~~his or her~~their Associate has a significant beneficial interest. (This does not prevent a Director from having an indirect significant beneficial interest in a manner other than through an Associate.)

4.1.10 Protocol for Dealing with Conflicts of Interest

4.1.10.1 Circulation of Disclosure

If a Director or Officer has disclosed an actual, perceived or potential conflict of interest pursuant to a disclosure record or a Disclosure Statement:

- a) the Corporate Secretary will circulate a copy of the disclosure to all Directors and the CEO; and
- b) the disclosure and plans to manage the actual, perceived or potential conflict will be included as an agenda item at the next Board meeting.

4.1.10.2 Potential Conflicts of Interest Related to Board and Committee Meeting Agenda Items

Relying on information that has been made available to the Corporate Secretary through the Disclosure Statements and disclosure records and otherwise, the Corporate Secretary will monitor the subject matter of Board or Committee agendas for potential conflicts of interest for individual Directors.

If the Corporate Secretary has reason to believe that an agenda item could result in a conflict of interest for a Director, the Corporate Secretary will make reasonable efforts to discuss the issue generally with the Director before circulating background information to that Director on that subject matter.

If a Director identifies a conflict of interest in an agenda item, the Director will:

- a) refrain from reviewing the materials in respect of that agenda item;
- b) return the materials in respect of that agenda item to the Corporate Secretary;
- c) advise the Corporate Secretary that ~~he or she~~they should not be sent the materials in respect of that agenda item in the future; and
- d) only be provided with minutes of the meeting that record the decision made respecting that agenda item and not minutes that reflect the details of any discussion that took place.

4.1.10.3 Declaration at Meeting

The Director will declare to the Board or the Committee, as the case may be, the general nature of the conflict of interest when the subject matter arises on the agenda of the Board or Committee meeting and will leave the meeting until the discussion on that item is completed and a decision, if any, has been made.

If a Director makes a declaration of conflict of interest and leaves the meeting, the Corporate Secretary will record these facts in the minutes of the meeting.

If a Director has made a declaration in respect of certain subject matter, the Director will only be provided minutes of the meeting that record the decision made respecting that subject matter but not minutes that reflect the details of any discussion that took place.

4.1.10.4 Potential Conflicts of Interest Unrelated to Board/Committee Meeting Agenda Items

If TransLink has entered into a contract in which a Director or Officer has declared a conflict of interest, the CEO will ensure that the details concerning such a contract are presented to the Board at the next Board meeting.

If TransLink proposes to enter into a contract in which a Director or Officer has declared a conflict of interest, the CEO will ensure that the details concerning such a contract are presented to the Board and Board approval is sought. Such contracts will be brought before the Board for approval even if they are not of the type or dollar value that would normally require Board approval.

4.1.11 Procedures for Disclosure to the Conduct Review Advisor

4.1.11.1 Disclosure

A Director or Officer who believes that there has been a breach or possible breach of the Code of Conduct (by [himself or herself/themselves](#) or another Director or Officer) that has not been reported to the Board Chair or CEO, as appropriate, may disclose the circumstances to the Conduct Review Advisor.

4.1.11.2 Encouragement to Report

If the Conduct Review Advisor is of the opinion that the circumstances related are a breach or possible breach of the Code of Conduct, the Conduct Review Advisory will encourage the disclosing person:

- a) who is an Officer, to report the circumstances to the CEO; or
- b) who is a Director, to report the circumstances to the Board Chair.

If the disclosing person is reluctant to report the circumstances, the Conduct Review Advisor will offer to provide assistance in making this report by attending with the person, by reporting the circumstances on that person's behalf or by any other means the Conduct Review Advisor considers appropriate in the circumstances.

4.1.11.3 Officer Concern about Reprisals

If the disclosing person is an Officer and is concerned about possible reprisals for reporting the circumstances to the CEO, the Conduct Review Advisor will offer to monitor the circumstances and will report these concerns to the Board Chair on a confidential basis. The Board Chair will ensure that no Officer is subject to reprisals as a result of reports made in good faith and based upon reasonable belief.

4.1.11.4 Advisor Conclusion on Potential Harm

If the disclosing person has indicated an intention to **not** report the circumstances to the CEO or Board Chair as appropriate, the Conduct Review Advisor:

- a) will record the advice and offers of assistance given and provide a copy to the disclosing person; and
- b) will assess whether the disclosed circumstances are likely to cause serious harm to a member of the public or to TransLink or its employees.

For these purposes “serious harm” includes physical injury, significant financial loss, significant damage to or loss of property, significant damage to corporate or personal reputation, or significant loss of public confidence in TransLink.

4.1.11.5 No Serious Harm

If the Conduct Review Advisor concludes that the disclosed circumstances are not likely to cause serious harm, both the fact of the disclosure and the Conduct Review Advisor’s advice to the disclosing person will be kept confidential by the Conduct Review Advisor, to the extent permitted by law.

The Conduct Review Advisor will not take any further steps in respect of the specific disclosure but may refer to the circumstances in a general way in any subsequent reports given to the Board Chair or the Board.

4.1.11.6 Serious Harm

If the Conduct Review Advisor concludes that the disclosed circumstances are likely to cause serious harm, the Conduct Review Advisor will advise the disclosing person of this conclusion and that the Conduct Review Advisor intends to discuss the disclosed circumstances with the CEO or Board Chair as appropriate.

If the Conduct Review Advisor discusses these disclosed circumstances with the CEO and is not satisfied that the disclosure will be or has been dealt with appropriately, the Conduct Review Advisor will make a report to the Board Chair.

4.1.11.7 Protection of Privacy

If the Conduct Review Advisor discusses these disclosed circumstances with the CEO or the Board Chair, the Conduct Review Advisor, the CEO and the Board Chair will make reasonable efforts to protect the privacy of the disclosing person. However, this privacy may not be protected if:

- a) the disclosing person has reported ~~his or her~~their own breach of the Code of Conduct to the Conduct Review Advisor and, contrary to the specific advice of the Advisor, has refused to report the circumstances to the CEO or Board Chair;
- b) the disclosing person appears to have deliberately misrepresented the disclosed circumstances;
- c) disclosure is necessary in order for the matter to be properly investigated and dealt with; or
- d) disclosure is required by law.

4.1.11.8 Investigation

The Conduct Review Advisor may recommend to the Board Chair that an investigation be conducted into these disclosed circumstances. If so, the Board may cause an investigation to be conducted.

4.1.11.9 Opportunity to Respond

If it has been alleged that a person has breached or may have breached the Code of Conduct and these circumstances have been reported to the CEO or the Board Chair, as appropriate, the person in respect of whom the allegations have been made, should be informed of the allegations and give the opportunity:

- a) to respond to them; and
- b) where appropriate, to contribute to the discussions on how the breach could be remedied.

4.1.11.10 Reporting

The Conduct Report Advisor will provide a report to the Human Resources and Governance Committee, at least once each year, summarizing the number and nature of consultations and discussions held with the Conduct Review Advisor under this Code of Conduct.

4.1.12 Exemption from Code of Conduct Requirements

In extraordinary circumstances and where it is clearly in the best interests of TransLink to do so, the Board Chair may exempt a Director from a requirement of this Code of Conduct following full and detailed disclosure by the Director of all material and relevant circumstances respecting the matter. Conditions may be attached to an exemption.

If a Director is exempted from a requirement of this Code of Conduct for the continuation of circumstances that would otherwise be considered an actual or perceived conflict of interest, the Director must refrain from participating in any way in any decision-making respecting the subject matter of the conflict of interest except to the extent specifically authorized in the decision granting the exemption.

4.1.13 Provisions of Code of Conduct Not Exclusive

The provisions of this Code of Conduct are in addition to, and not in substitution for, any obligation to TransLink imposed upon a Director by common law, equity or statute. Compliance with the Code of Conduct will not relieve a Director from any such obligations.



TRANSLINK DIRECTOR DISCLOSURE STATEMENT

To: TransLink Board of Directors and Corporate Secretary

Name of Director: _____

This Statement discloses information as of _____, 20__

I have read and understood the Directors and Officers Code of Conduct and Conflict of Interest Guidelines (the "DOCC") and the statutory provisions of the *South Coast British Columbia Transportation Authority Act* governing Director conflict of interest.

In order to comply with the DOCC, I disclose:

A. The following interests (e.g. more than 5% of the shares in a company, partnership interest, joint venture, proprietorship), held directly or indirectly.

B. Existing or proposed contracts with TransLink or its subsidiaries.

C. Offices held.

D. Properties held within TransLink’s service region.

E. Other fiduciary interests owed.

I, _____ (print name) declare that:

1. Other than disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of TransLink.
2. I have read and considered the DOCC and Director and Employee Code of Conduct and agree to conduct myself in accordance with the DOCC and Director and Employee Code of Conduct.
3. I agree to promptly provide an updated Disclosure Statement, as may be required by changed circumstances.
4. I am not aware of any breach of the DOCC and Director and Employee Code of Conduct by other Directors and Officers, except as already reported in compliance with the DOCC and Director and Employee Code of Conduct.

Signature

Date

5.0 BOARD POLICIES

5.1 PLANNING

5.1.1 SCBCTA Act Planning Provisions

The SCBCTA Act sets out the Board's responsibilities in relation to the Long Term Strategy and Investment Plans. Directors should refer to the SCBCTA Act or consult the CEO or General Counsel if they have any questions regarding such responsibilities.

5.1.2 Corporate Strategy

Management will, with the Board, develop a common enterprise-wide Vision, Mission and Values. The Board will be responsible for approving the Vision, Mission and Values for TransLink and its subsidiaries. Management will, with the Board, develop a multi-year Corporate Strategy that will move the enterprise toward its Vision, Mission, and Year Long Term Strategy goals. The Board will be responsible for approving the Corporate Strategy for TransLink and its subsidiaries.

Management will, with the Board, annually develop the Business Plan that will further TransLink's achievement of the Corporate Strategy. The Board will be responsible for approving the Business Plan.

5.1.3 Business Performance Reporting

Management will report to the board on an ongoing basis on the performance of TransLink, whether it is achieving its targets as identified in the strategic and business planning process and any actions planned for areas that are not meeting business targets.

5.1.4 Financial Performance

TransLink will report its financial performance by providing a copy of its financial statements to the public at the Annual General Meeting and by posting them on TransLink's website.

5.1.5 Roles and Responsibilities

Management, led by the CEO, is responsible for the development of the Corporate Strategy and the Business Plan.

The Board's role is to ensure there is an appropriate planning process in place and to review, question, offer advice, validate and ultimately endorse the plans for TransLink and monitor their implementation. At various stages of development of the Corporate Strategy and Business Plans, the Board will be briefed on the status of the planning process and may be asked to review draft elements of the plans. The Corporate Strategy and Business Plans will be approved by the Board.

The CEO has the responsibility to ensure that all employees are aware of the Corporate Strategy and Business Plans and understand how the functions they perform fit within the strategic direction of TransLink.

5.2 BOARD PROFILE AND SUCCESSION PLAN

5.2.1 Introduction

The most important factor contributing to Board effectiveness is having Board members with the right combination of skills and experience. Consistent with modern governance practices, it is the Board's responsibility to assist in the Board succession planning process to ensure, as much as possible, that Board members have the required competencies to effectively carry out their roles and responsibilities and there is orderly succession of Board members.

5.2.2 Board Skills and Experience Profile

Overall, Directors should have the skills and experience to effectively monitor the performance of TransLink and the CEO and add value and provide support for management in establishing strategy and reviewing risks and opportunities and account to the public.

Pursuant to the SCBCTA Act, the Board is required to create a Board Skills and Experience Profile to reflect the recommended personal characteristics and specific competencies that are viewed as being required for the Board. The Board Skills and Experience Profile is set out in Section 13 of the Articles.

The required competencies are expected to change over time in relation to TransLink's evolving strategic goals and objectives. The Board Skills and Experience Profile is reviewed and updated annually.

5.2.3 Director Recruitment Profile

In order to provide guidance on the skills and experience required in new Director candidates, the Human Resources and Governance Committee will develop and update as required a Director Recruitment Profile that sets out the skills and experience sought in new Director candidates.

The Director Recruitment Profile is developed by considering:

- a) the optimal Board composition as set out in the Board Skills and Experience Profile;
- b) the skills, background and experience of existing (and continuing) Directors; and
- c) the "gaps" (e.g., those qualifications which should be added and/or strengthened on the Board) to be filled in the appointment of new Directors.

5.2.9 sets out a form of Competency Matrix template to be used as a guide by the Human Resources and Governance Committee in establishing the Director Recruitment Profile.

The Director Recruitment Profile will be reviewed and updated as vacancies arise and provided to the Screening Panel.

5.2.4 Notice to Screening Panel and Mayors' Council

The Screening Panel is appointed by June 30th. As soon as possible after the appointment of the Screen Panel, the Board will:

- a) advise the Screening Panel and Mayors' Council as to the Directors whose terms are expiring; and
- b) provide the Screening Panel and Mayors' Council with a copy of the Board Skills and Experience Profile and the Director Recruitment Profile to articulate the skills and experience required in new Director appointments.

In relation to any Appointed Director who is eligible for re-appointment, the Board Chair will provide the Screening Panel with an assessment of the Director's performance during the preceding term, based on the Chair's personal assessment and the feedback provided through a Director evaluation process.

If the Board is aware of potential Director candidates who meet the Director Recruitment Profile and are interested in serving on the Board, the Board may communicate the potential candidate's name and biographical information to the Screening Panel for their information.

Throughout the Director recruitment and appointment process, the Board Chair will be available for consultation with the Screening Panel and Mayors' Council with respect to potential Director candidates.

5.2.5 Role of Screening Panel

The Screening Panel is required to nominate candidates for appointment by September 15th of each year.

5.2.6 Role of Mayors' Council

The Mayors' Council is to appoint the requisite number of individuals as Directors within 45 days of receiving the Screening Panel's list of nominees. The Mayors' Council must not make an appointment that would result in there being more Appointed Directors than permitted under the SCBCTA Act.

5.2.7 Background Information Made Available to Director Candidates

The Board will make available, to all potential Director candidates, copies of the Board Charter and the Director's Terms of Reference.

5.2.8 Human Resources and Governance Committee

The Human Resources and Governance Committee will guide the work of the Board in preparing the Board Skills and Experience Profile and Director Recruitment Profile.

5.2.9 Board Profile and Succession Plan

BOARD COMPETENCIES	DIRECTOR							
Ranking Guidelines 1 - Expert (Designation, education, direct work responsibility); 2 - Literate (Exposure as part of work or volunteer responsibilities); 3 - Limited exposure								
Previous Board Experience / Leadership								
Corporate Leadership (large, complex orgs and infrastructure)								
Strategic Planning								
Policy Experience re public transportation / road / transit services								
Transportation Operations								
Capital Projects / PPP								
Complex Procurement								
Real Estate Development and Construction								
Community Engagement / Leadership								
Knowledge of Region / Inter-government Environment								
Finance								
Audit / Internal Controls								
Risk Management								
IT / Cyber Security								
Legal								
Safety								
Sustainability								
Environmental Strategies								
Marketing / Communications								
Labour Relations / Human Resources								

5.3 DIRECTOR ORIENTATION

5.3.1 Introduction

New Directors become members of TransLink's Board due to their judgment, experience and knowledge. In order to capitalize on these assets as soon as possible, Directors receive a comprehensive orientation.

The Human Resources and Governance Committee, with the assistance of management, ensures that there is an appropriate orientation program for new Directors. The program will include one-on-one meetings with the Conduct Review Advisor.

5.3.2 Goals

The goals of the orientation program are to:

- a) ensure that each new Director fully understands the formal governance structure, the role of the Board, its supporting Committees, and the expectations in respect to individual performance as set out in the Director's Terms of Reference;
- b) help each new Director build an understanding of TransLink, its operations and working environment including:
 - i) its strategic goals and initiatives;
 - ii) its sustainability commitments;
 - iii) summary details of its principal assets, liabilities, significant commitments and major stakeholders;
 - iv) its structure;
 - v) its major risks and risk management strategy;
 - vi) key performance indicators;
 - vii) any operational or financial constraints imposed by legislation or otherwise;
 - viii) the Statutory Conflict of Interest provisions;
 - ix) the Code of Conduct, including conflict of interest and confidentiality policies;
- c) build a link with the individuals who make up TransLink, including:
 - i) opportunities to meet and get to know fellow Directors;
 - ii) meetings with senior management; and
 - iii) visits to TransLink's office to meet employees; and
- d) build an understanding of TransLink's main relationships, including those with the Mayors' Council, customers and stakeholders.

5.3.3 Written Material

The orientation will include a comprehensive set of written briefing materials including:

- a) the Board Manual;
- b) the SCBCTA Act;
- c) the Articles;
- d) the most recent financial and accountabilities reports, including the sustainability report;
- e) a summary of the Director's liability insurance and indemnity;
- f) details of any major litigation or disputes involving TransLink;
- g) a summary from the previous year's Board meetings;
- h) minutes from the previous year's Board meetings;
- i) a schedule of dates for upcoming Board meetings;
- j) biographical information and contact information for all Directors, Officers and other key management executives; and
- k) a copy of minutes from the last three to six Committee meetings for any Committee that the Director will be joining.

5.3.4 Professional Development

The Board is committed to ongoing professional development for Directors.

The Board will identify professional development opportunities for Directors, to be provided throughout the year.

If a Director wishes to take advantage of a professional development opportunity not previously identified by the Board, and seeks reimbursement from the Board for expense related to the opportunity, the Director must obtain the prior approval from the Board Chair.

5.4 BOARD AND DIRECTOR EVALUATION

5.4.1 Introduction

The Board is committed to Board and Director evaluation designed to provide Directors with an opportunity each year to examine how the Board, its Committees, the Board Chair, Committee Chairs and individual Directors are performing and adding value and identify opportunities for improvement.

5.4.2 Process

Each year, the Human Resources and Governance Committee will recommend to the Board the specific evaluation process to be undertaken. The evaluation process will be appropriate to the stage of development of the Board and the Board's evaluation processes.

The Human Resources and Governance Committee may engage an outside advisor to assist in the design and implementation of the Board, Committee and Director evaluation process.

The evaluation process may include an evaluation questionnaire, interviews, facilitated discussions or any combinations of methods.

5.4.3 Board Evaluation – Goal

The objective of the Board evaluation process is to assist the Board to:

- a) assess the overall performance of the Board and measure the contributions of the Board to TransLink;
- b) evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of TransLink;
- c) add value to TransLink; and
- d) enhance and maintain best corporate governance practices.

5.4.4 Board Evaluation – Areas to be Evaluated

Board evaluation is designed to review the effectiveness of the Board. Typical assessments will evaluate the following areas:

- a) effectiveness in assessing the organization’s strategic environment, including major risks and opportunities;
- b) effectiveness in providing strategic direction for the organization;
- c) the appropriateness of the Board compositions;
- d) the quality of Board meetings including appropriateness, effectiveness and sufficiency of:
 - i) topics;
 - ii) time allocated;
 - iii) pre-meeting information packages; and
 - iv) presentations;
- e) Board dynamics, including the quality of the discussion;
- f) the appropriateness and sufficiency of the financial and operational reporting;
- g) quality of the relationship between the Board and CEO;
- h) quality of the relationship between the Board and Management;
- i) effectiveness of the Committees and Board Chair;
- j) TransLink’s practice with respect to business conduct and ethical behaviour;
- k) Director training and education;
- l) the effectiveness of the Board’s processes with respect to Corporate Strategy, risk review, CEO evaluation, management development and succession, compliance; and
- m) The Board’s relationship with the Mayors’ Council, the Provincial Government, the Screening Panel, stakeholders and the public.

5.4.5 Committee Evaluation – Areas to be Evaluated

Committee evaluation is designed to review the effectiveness of each Committee. Typical assessments include evaluation of:

- a) the appropriateness of the Committee mandate;
- b) the quality of Committee meetings;
- c) the appropriateness of the membership composition; and
- d) the ability of Committee members to contribute to the work of the Committee.

5.4.6 Board Chair Evaluation – Goal

The objective of the Board Chair evaluation is to improve the overall performance of the Board by providing feedback to the Board Chair on ~~his or her~~[their](#) performance and identifying areas of strength and opportunities for improvement.

The Board Chair evaluation process is usually led and carried out by the Human Resources and Governance Committee. The Chair of the Human Resources and Governance Committee will meet with the Board Chair to review the feedback and develop recommendations if necessary.

5.4.7 Board Chair – Areas to be Evaluated

Board Chair evaluation is based on the Board Chair's Position Description. Typical areas covered by Board Chair Evaluation include evaluation of:

- a) quality of the Board Chair's interaction and relationship with management;
- b) ability to manage the Board and its activities;
- c) effectiveness in representing the Board internally and externally.

5.4.8 Committee Chair Evaluation – Goal

The objective of the Committee Chair evaluation is to improve the overall performance of the Committee by providing feedback to the Committee Chair on ~~his or her~~[their](#) performance and identifying areas of strength and opportunities for improvement.

The Committee Chair evaluation process is usually led and carried out by the Human Resources and Governance Committee. The Chair of the Human Resources and Governance Committee will meet with the Committee Chair to review the feedback and develop recommendations if necessary.

5.4.9 Committee Chair Evaluation – Areas to be Evaluated

Committee Chair evaluation is based on the Committee Chairs Position Description. Typical areas covered by Committee Chair Evaluation include evaluations of:

- a) knowledge of the Committee's subject matter;
- b) ability to manage the Committee and its activities; and
- c) effectiveness of the relationship with the Board, Board Chair and management in relation to Committee matters.

5.4.10 Director Evaluation – Goal

The objective of individual Director evaluation is to improve the overall performance of the Board by assisting individual Directors to build on their strengths and assess their need for continuing professional development in connection with their role on TransLink Board.

Director evaluation is based on the expectations of Directors as set out in the Directors' Charter of Expectations and modern best practices. Typical areas covered by Director evaluation are as follows:

- a) understanding of TransLink's business – e.g., services, products, stakeholders, clients;
- b) understanding of TransLink's strategic direction and goals;
- c) appropriate disclosure of conflicts of interests;
- d) confidentiality;
- e) preparation for meetings;
- f) participation in meetings;
- g) communication style;
- h) interaction with fellow board members;
- i) approach to problem solving and judgment;
- j) ability to see things from many perspectives and to understand the impact of decisions on TransLink's internal and external environments (e.g., employees, stakeholders, community);
- k) quality of contribution to Board deliberations;
- l) ability to act in the best interests of TransLink (e.g., rather than ~~his or her~~their best interests or in the best interests of a special interest group or consistency, even if designated as "representative" Director);
- m) understanding of the Board's governance role (e.g., as distinct from management); and
- n) support for Board decisions once decisions are made.

5.5 CEO EVALUATION

The evaluation of the CEO is one the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and CEO to have a constructive discussion regarding the performance of TransLink and the CEO's leadership of TransLink.

The Human Resources and Governance Committee ("HRGC") provides a leadership role in carrying out the evaluation process although the Board is involved in approving CEO objectives and reviewing the final evaluation.

The main objectives of the CEO evaluation process are:

- a) appropriate assessment and reward of the CEO's performance;
- b) linkage of the CEO's performance to TransLink's goals;
- c) CEO growth and professional development; and
- d) strengthening Board/CEO relations.

5.5.1 Benchmarks

The following documents constitute the benchmarks against which the review takes place:

- a) a written statement of the CEO's personal goals for the year under review; these goals are agreed to by the CEO and the Board in each year for the following fiscal year;
- b) TransLink's performance measured against:
 - i) The Corporate Strategy; and
 - ii) The annual operating and capital plans as contained in the Business Plan;
- c) CEO Position Description; and
- d) the CEO's employment agreement.

5.5.2 The Process

The HRGC is charged with leading and implementing the CEO evaluation.

In October of each year, the HRGC will review, and the Board will approve, the CEO's objectives for the following fiscal year.

In November of each year, the CEO will provide a self-appraisal rating ~~his or her~~their performance against the previously agreed upon objectives for the year just ending and the Strategic and Business plans.

The CEO's self-appraisal will be in written form and will be presented to the HRGC Chair in December.

The HRGC Chair will obtain input from Board members as to the CEO's performance. This will be consolidated and discussed with the HRGC and the Board.

The HRGC will engage a third-party advisor to obtain feedback from the CEO's direct reports and to provide the opportunity for coaching based on the feedback received.

Following discussion by the Board, the Board Chair or HRGC Committee Chair (or both) will meet with the CEO to provide the CEO with a summary of the Board's evaluation.

The CEO may provide a written response to the review to the Board through the HRGC or Board Chair.

5.5.3 CEO Compensation

Based on the discussions with the Board as to the CEO's performance, the HRGC will recommend to the Board the CEO's compensation for the following fiscal year, within the bounds of the Executive Compensation Plan approved by the Mayors' Council (or as otherwise permitted by the SCBCTA Act).

5.6 MANAGEMENT SUCCESSION PLANNING

5.6.1 Introduction

The development and execution of the management succession and development plans involves the Board, the Human Resources and Governance Committee (“HRGC”) and the CEO.

The management succession planning process is designed to assure the Board that, when necessary, TransLink’s Officer and other key management positions can be filled by competent people. The process is designed to ensure there are a range of options available to the Board and a broad diverse base of skills within the organization from which TransLink can choose its future leaders.

The Board considers succession planning to be an ongoing process providing longevity for TransLink through the continual development, encouragement and assessment of leadership talent at all levels of the organization.

5.6.2 Duties and Responsibilities

The duties and responsibilities in the succession planning process are shared among Board, the HRGC and the CEO.

5.6.2.1 Board

The Board is responsible for:

- a) approving the succession plan for the CEO;
- b) in the case of Officers and other key positions within TransLink, ensuring plans are in place for management succession and development;
- c) ensuring that criteria and processes for recognition, promotion, development and appointment of Officers and other key management positions are consistent with the future leadership requirements of TransLink;
- d) ensuring it receives appropriate briefings and acquires sufficient knowledge and potential successors to make an informed decision on future appointments; and
- e) ensuring that the plans for recruiting, retaining and developing personnel for key positions within TransLink are appropriate to meet TransLink’s future human resources needs.

5.6.2.2 Human Resources and Governance Committee

The HRGC:

- a) reviews the CEO’s management succession plan;
- b) receives periodic updates as well as an annual report on the plan and forwards it to the Board with appropriate comment;

- c) reviews and discusses with the CEO, the processes and outcomes associated with the recognition, promotion, appointment and development of TransLink's Officers and other key management positions;
- d) ensures the succession plan includes a process that would respond to an emergency situation which required an immediate replacement of the incumbent CEO; and
- e) reviews and discusses with the CEO, the processes and outcomes associated with the recruitment, retention and development of personnel to fill key staff positions within TransLink to meet TransLink's future needs.

5.6.2.3 CEO

The CEO:

- a) takes the lead in establishing the internal processes for identifying and developing TransLink's leaders and keeping the Board informed and involved;
- b) works with the Board, the HRGC and management to design TransLink's leadership development processes;
- c) evaluates the leading candidates for promotion;
- d) provides periodic updates to the HRGC and the Board on the mechanisms that build leadership talent and succession capability in TransLink, including leadership competency frameworks; management development training; job changes; as well as assessment of the most likely successors for the top positions in TransLink;
- e) ensures TransLink has appropriate criteria and processes in place to hire, promote, transfer, and retain employees to meet the future needs of TransLink, and that such policies and processes are consistent with the policies of TransLink;
- f) ensures there is a clear understanding of the management succession and development plan by all management and staff; and
- g) reviews the plan each year with the HRGC and the Board.

5.6.3 Process

The process for management succession and development that require approval or special briefing are determined by the Board on recommendation of the HRGC.

5.7 REQUISITIONING AND SIGNING AUTHORITY

5.7.1 Introduction

Pursuant to the SCBCTA Act, the Board may enter into contracts and other arrangements and delegate its authority to a person employed by TransLink or to a subsidiary. The purpose of this policy is to clarify the Board's delegation of authority with respect to expenditures and commitments on behalf of TransLink.

5.7.2 Board Approval Required – Capital Projects and Real Estate

Very large capital projects, such as bridge replacement or rapid transit line projects will be subject to project specific governance structures and approval processes.

The following authorizations are required for other TransLink capital Projects:

Capital Expenditure Approval Controls				
Item		Capital Management Committee	Executive Capital Oversight Group	Board (through Finance & Audit Cmtee)
10 Year Capital Program		Prepare and Recommend	Review and Recommend	Review and Approve
Annual Capital Budget with Project Categorizations		Prepare and Recommend	Review and Recommend	Review and Approve
Categories 1 and 2: Routine Maintenance; Low Profile Projects	Approval-in-Principle (AIP) to include in Budget	Prepare and Recommend	Review and Recommend	Review and Approve
	Specific Project Approval (SPA) to initiate project	Review and Approve	Provide Quarterly Oversight	Receive in Quarterly Report
	Any exceptions during delivery	Review and Approve	Provide Quarterly Oversight	Receive in Quarterly Report

Category 3: Moderate Profile Projects	Approval-in-Principle (AIP) to include in Budget	Prepare and Recommend	Review and Recommend	Review and Approve
	Specific Project Approval (SPA) to initiate project	Review and Approve	Provide Quarterly Oversight	Receive in Quarterly Report
	Low risk exceptions (minor relative variance in approved scope/schedule/budget/risk)	Review and Approve	Provide Quarterly Oversight	Receive in Quarterly Report
	Higher risk exceptions (significant relative variance in approved scope/schedule/budget/risk)	Review and Recommend	Review and Approve	Receive in Quarterly Report
Category 4: High Profile Projects	Approval-in-Principle (AIP) to include in Budget	Prepare and Recommend	Review and Recommend	Review and Approve
	Specific Project Approval (SPA) to initiate project	Review and Recommend	Review and Approve	Receive in Quarterly Report
	Low risk exceptions (minor relative variance in approved scope/schedule/budget/risk)	Review and Approve	Provide Quarterly Oversight	Receive in Quarterly Report
	Higher risk exceptions (significant relative variance in approved scope/schedule/budget/risk)	Review and Recommend	Review and Recommend	Review and Approve
In-Year Ad Hoc Requests: for Projects Not in Capital Budget	Categories 1 to 3: Approval-In-Principle and Specific Project Approval	Review and Recommend	Review and Approve	Receive in Quarterly Report
	Category 4: Approval-In-Principle and Specific Project Approval	Review and Recommend	Review and Recommend	Review and Approve

The following authorizations for real estate acquisitions and dispositions are required:

		Extended Executive	Finance and Audit Committee	Board
Real Estate Strategy - Approval-In-Principle		Review	Review	Approve
Specific Acquisition/Disposition	• \$10 M or greater	Review	Review	Approve
	• \$5 M - \$10 M	Review	Approve	N/A
	• \$0 - \$5M	Vice President, Real Estate, Commercial Strategy and Innovation - Approve	N/A	N/A

Under s. 226 of the SCBCTA Act, TransLink or its subsidiary must not sell a major facility or major asset unless the Mayors' Council has been given notice of the intended sale and the Mayors' Council does not object to the sale, in accordance with the provisions of s. 226.

5.7.3 Delegated Authority for Expenditures – Requisitioning Authority

The CEO is authorized to delegate requisitioning authority through corporate policy to staff positions for transactions and expenditures arising from departmental responsibilities and within constraints of operational, departmental or project budgets, as the case may be, as the CEO considers necessary and appropriate.

Persons delegated requisitioning authority do not have the authority to enter into legally binding commitments on behalf of TransLink unless such persons have also been delegated signing authority.

5.7.4 Execution of Documents / Signing Officers

The CEO is authorized to delegate signing authority to staff positions through corporate policy in a manner that matches signing authority with the appropriate level of authority or departmental responsibility, including based on contract types or transactions covering routine business, as the CEO considers necessary and appropriate, while fostering and maintaining good internal controls.

The Corporate Secretary, or the Assistant Corporate Secretary in ~~his or her~~[their](#) absence, is authorized to affix the corporate seal to documents required to be signed under seal.

5.7.5 Exceptions to Delegation

The authority delegated to Signing Officers does not extend to the following commitments, which must be reviewed and approved by the Board:

- a) commitments which are precedent-setting, involve sensitive issues, or involve a significant public service commitment;
- b) transit service operating agreements (including for custom transit services and operating agreements with subsidiaries) and agreements for special transit services (such as Bowen Island Service); and
- c) any contract that Board requests be brought before the Board for approval.

5.7.6 Restrictions on Exercise of Authority

Signing Officers and persons having requisitioning authority may only exercise their authority provided that:

- a) requisite external and internal approvals have been obtained;
- b) funds required to meet contractual obligations are properly available or appropriated; and
- c) any other corporate contracting requirements have been satisfied.

Signing Officers and persons having requisitions authority may temporarily delegate such authority to those persons appointed in an acting capacity during their absence.

5.7.7 Segregation of Duties

The execution of contracts must be adequately segregated from requisitioning and payment approval.

5.7.8 Corporate Policies and Procedures

The CEO is responsible for establishing corporate policies delegating requisitioning authority and signing authority to staff positions and otherwise supplementing this policy.

5.7.9 CEO Delegation

The CEO may delegate to the CFO a power, duty or responsibility of the CEO under the policy.

5.8 COMMUNICATIONS

5.8.1 Introduction

The Board must pay particular attention to the fact that it operates within a highly public environment. The actions of TransLink have a significant public impact and there is a need to ensure communications with stakeholders and the public are effective and appropriate.

5.8.2 Review of Communications Policy

The Board approves a communications policy for TransLink, which includes processes for the review and approval of reports and other communication or disclosure to the Mayors' Council, Government, the Minister, stakeholders, employees and the public.

5.8.3 External Communication to Directors

Directors are active in the community. Therefore, it is expected that persons interested in TransLink will, from time to time, communicate their concerns and questions to Directors rather than to management. If the issue raised is operational in nature, including persons seeking to do work with TransLink, the person should be directed to take the concern to line management for response or action. If the issue is properly a Board level issue, the Director should inform the Board Chair or the CEO of such communications, so that proper action can be taken and accurate responses made by the appropriate representative of TransLink. Correspondence via phone, mail or email should be shared with the Corporate Secretary to ensure a response is prepared by a TransLink subject matter expert and logged. The response will be provided by the Chair, Management the Corporate Secretary, or the Director as appropriate.

Directors should not under any circumstance discuss confidential TransLink matters; however, they are free to confirm matters that are within the public domain.

5.8.4 Communications Between Directors and Management

Directions are provided to the CEO, Officers and other management personnel:

- a) by the Board either at Board meetings or by the Board Chair or other Board member acting on the direction of the Board; and
- b) by Committee either at Committee meetings or by the Committee Chair or other Committee member acting on the direction of the Committee.

No individual Director has authority to provide instructions to an employee of TransLink unless so authorized by direction of the Board or a Committee.

Committee Chairs will have a relationship with their Officer counterparts in relation to managing the work of the Committee as follows:

Committee	Officer Counterpart
Finance and Audit	Chief Financial Officer; Vice President, Engineering; Vice President, Financial Services
Human Resources and Governance	Vice President, Human Resources People and Culture ; General Counsel and Corporate Secretary
Planning, Communities and Communication	Vice President, Customer Communications and Public Affairs; Vice President, Transportation Planning and Policy
Information Technology	Chief Information Officer

5.8.5 Spokesperson

The Board Chair is the spokesperson for the Board. Directors should not communicate to an external body on behalf of the Board or TransLink without the express prior direction from the Board Chair or Board. If directed by the Board Chair, a Director may speak on behalf of the Board at events. The TransLink Communications Department is available to assist with speaking remarks and help prepare the Board Chair or Director for potential questions about current issues.

The Board Chair and Directors should be aware that they may be seen as representatives of the TransLink enterprise in public forums (including social media channels) and therefore any comments on transit and transportation topics may be perceived as representing TransLink's official position.

5.9 DIRECTOR INDEMNITY AND LIABILITY INSURANCE

TransLink indemnifies Directors against certain claims and actions and provides Directors' and Officers' liability insurance.

5.9.1 Indemnity

The SCBCTA Act provides that TransLink may indemnify a Director or Officer against certain claims provided that the person acted honestly and in good faith with a view to the best interests of TransLink and, in the case of a criminal or administrative proceeding, the person had reasonable grounds for believing that the conduct was lawful.

5.9.2 Insurance

In addition to the indemnity provided by TransLink, TransLink has obtained Directors' and Officers' liability insurance, the details of which are provided on the following page. A copy of the Directors and Officers Liability Insurance Policy is available from the Corporate Secretary.

Summary of TransLink Directors and Officers Liability Insurance		
Limits:	\$15,000,000 including defence costs	
Corporate Retention:	\$100,000	
Coverage:	<ul style="list-style-type: none"> • TransLink Directors and Officers • Trustees • Mayors Council • Employees • All Subsidiaries • Volunteers 	
Key Definitions:	Wrongful Act	Any breach of duty, neglect, error, misstatement, misleading statement, omission or any other matter claimed against the individual insured by reason or his or her their serving in such insured capacity.
	Loss	Damage, judgments, settlements, pre-and post- judgment interest and defence costs but does not include fines or penalties, employment practices or matters uninsurable at law.
Key Exclusions:	Conduct exclusion	Self-serving and egregious conduct (profit and personal advantage, fraud)
	Insured elsewhere	Generally insured under other policies (bodily injury or property damage)
	Not intended to be insured	Insured vs. insured (company vs. Directors, Directors vs. Directors, claims related to government funding, fines or penalties)

5.10 DIRECTOR REMUNERATION AND EXPENSES

5.10.1 Compensation

Subject to Mayors' Council approval, and comparator organization limits set out in the SCBCTA Act, the Screening Panel may vary a recommendation made by a previous Screening Panel with respect to Director compensation.²³ The Board is required to incorporate the Screening Panel / Mayors' Council's decision on Director compensation into the Articles²⁴ and to set guidelines for the payment of compensation.²⁵

Director compensation falls in the following two categories:

- a) annual retainer for Board and Committee services; and
- b) per diem amounts for attending meetings and other work performed on behalf of TransLink.

The Board Chair receives an annual retainer and does not receive per diem payments. The Board Chair is entitled to reimbursement for all reasonable expenses incurred in connection with the authorized work performed on behalf of TransLink.

5.10.1.1 Annual Retainers

- a) The Board Chair, Committee Chairs and Directors are entitled to annual retainers as set out in Section 11 of the Articles.

5.10.1.2 Per Diem Fees

In addition to the annual retainer, Directors receive per diem fees of up to \$1,200, paid in accordance with Section 11 of the Articles and the following guidelines:

- a) Directors will be paid per diem fees for attendance at Board and Committee meetings, orientation and strategy sessions, and the annual general meeting;
- b) the Board Chair or Committee Chair, as they case may be, will determine whether a meeting is a full meeting (\$1,200 fee) or a half meeting (\$600 fee). The Board or Committee Chair will also have discretion to determine that no meeting fee be payable in relation to a short meeting. In making their determination, the respective Chairs will consider the amount of preparation required and the length of the meeting;
- c) preparation, short distance travel (less than thirty-two kilometres from the meeting location), attendance at TransLink's sponsored events and other discussions/meetings with management and government officials are considered to be included in the retainers and no additional fees will be paid; and

²³ The SCBCTA Act, ss. 180, 181, 182, 184 and 185

²⁴ See s.10 of the SCBCTA Act, s.185

²⁵ The SCBCTA Act, s. 185

- d) when attending a meeting on TransLink business at the request of the Board Chair, Directors will be paid a per diem fee of \$1,200 for a full meeting or \$600 for a short meeting, as determined by the Board Chair. If the meeting location is outside of TransLink's service area, Directors will be paid a per diem fee for travel time of up to \$600 for travel up to four hours and \$1,200 for more than four hours.
- e) Notwithstanding the foregoing, a Director cannot earn per diem fees of more than \$1,200 in any 24-hour period.

5.10.2 Retainer and Per Diem Review

Pursuant to the SCBCTA Act, the Screening Panel is authorized to review Director retainers and per diem payments to ensure that the level of compensation is appropriate.

5.10.3 Expenses

Directors are entitled to be reimbursed for all reasonable expenses incurred in connection with authorized work performed on behalf of TransLink.

Section 11 of the Articles and the following set out the guidelines for expense reimbursement approved by the Board.

5.10.3.1 Meeting Expenses

Directors are entitled to be reimbursed for reasonable expenses incurred when travelling in connection with TransLink business, in accordance with the following guidelines:

- a) **Air:** Board members are encouraged to travel economy class whenever practical. Board members may travel executive class on journeys over two hours. When time and opportunity are available Board members will take advantages of price reductions related to pre-booking flights.
- b) **Rail:** Board members may travel first class whenever appropriate, including parlour car seat and sleeping accommodation when required.
- c) **Automobile:** The mileage/kilometre rates are equivalent to those set for TransLink management employees from time to time.
- d) **Car Rental:** Car rentals must be justified in terms of economy and convenience and in light of alternative forms of transportation. Receipts for car rental must be attached to the travel expense claim for reimbursement.
- e) **Taxis, Airport Bus or Airport Limousine:** Directors will be reimbursed in full for reasonable expenses incurred. Receipts are required for fares over \$10.00.
- f) **Accommodation:** Board members may book accommodation in reasonably priced hotels/motels of their preference. Government discounts will be requested whenever these are available.

- g) **Meal Allowances:** Directors may claim either the meal allowance authorized by TransLink for senior management employees from time to time (in which case no receipts are required) or actual, reasonable expenses (in which case receipts are required).

5.10.4 Professional Development

Directors are encouraged to obtain ongoing professional development by attending education meetings, conferences and/or seminars. In addition, TransLink may wish Directors to attend meetings, conferences and/or seminars in order to improve TransLink's profile or identity with a cause or position, or enhance interaction between Directors and others including government officials, transportation planners, transit users and related business or industry contracts.

A Director who attends any such meeting, conference or seminar, is entitled to be reimbursed for all reasonable costs incurred in respect of travel to and from and attendance at the event in accordance with the following guidelines:

- a) The conference, seminar or meeting must be relevant to TransLink's business;
- b) Attendance at the conference, seminar or meeting must be authorized in advance by the Board Chair; and a Director who attends a conference or seminar will provide the Board with a summary of the issues and information discussed at the event at the next regularly scheduled Board meeting.

5.10.5 Social Events

Directors are not compensated for attending social events.

5.10.6 Payments of Compensation

Annual retainers and per diem fees are payable in accordance with the following:

- a) Annual retainers are paid quarterly in arrears. No claim form is required.
- b) Per diem fees will be paid by direct deposit in the payroll period following the meeting, less the applicable deductions. No claim form is required. In accordance with instructions issued by Revenue Canada, the following deductions are required:
 - i) Canada Pension Plan – up to and including the month that age 70 is reached, unless there has been an election to claim Canada Pension entitlement on reaching age 60; and
 - ii) Income Tax – where the total amount to be paid during the year will exceed the amount of exemptions claimed on Form TD1.

5.10.7 Payment of Expenses

Claims for expenses reimbursement should be submitted at the earliest opportunity following an expenditure using the form: Directors Travel and/or Expense Claim Form.

Payment of claims for remuneration and expenses submitted by the Board Chair will be subject to approval by the Chair of the Finance and Audit Committee.

Payment of claims submitted by Directors will be subject to approval by the Board Chair.

5.10.8 Disclosure

As part of its annual reporting in the annual financial statements, TransLink discloses all compensation paid to individual Directors in the preceding fiscal year.

6.0 CORPORATE POLICIES

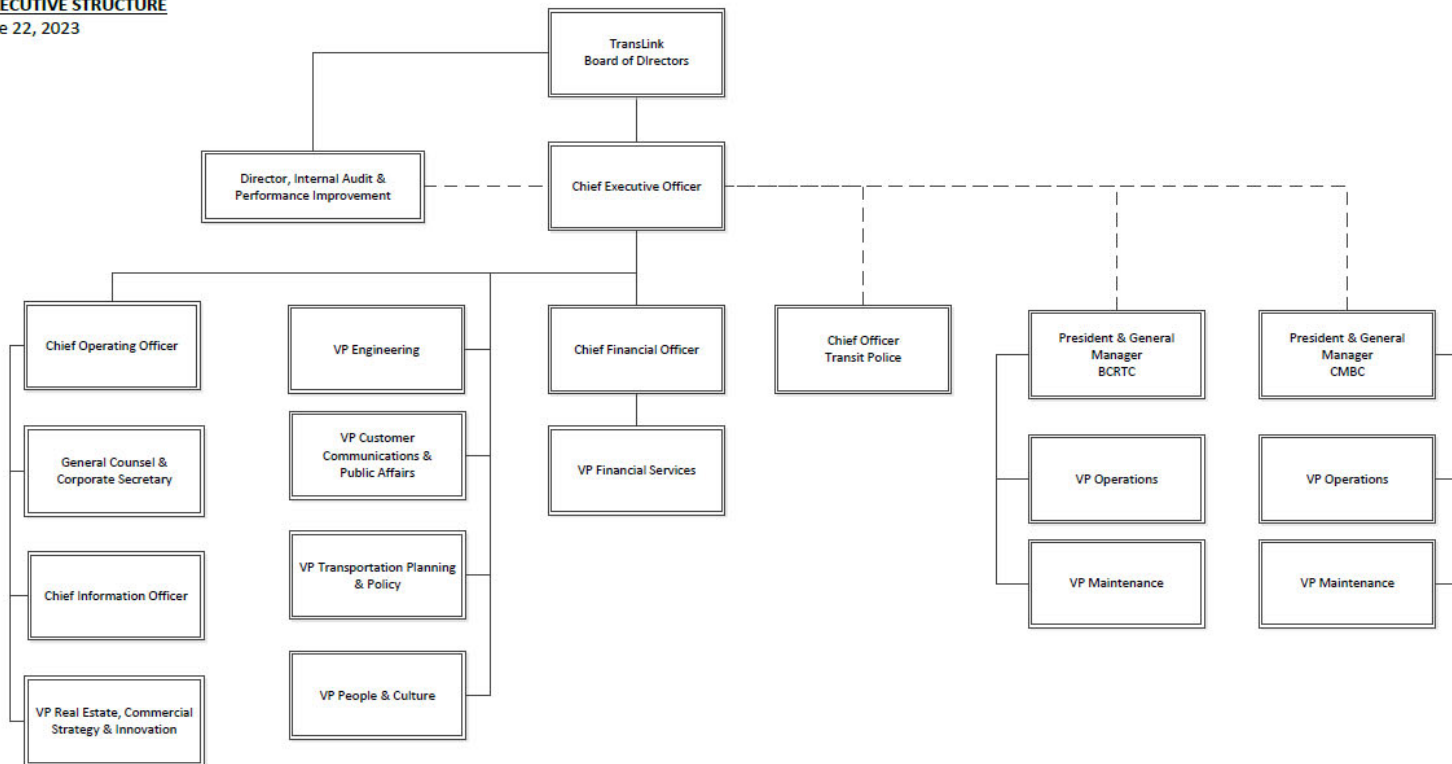
The following are corporate policies requiring Board of Directors' approval:

- Employee Code of Conduct
- Respectful Workplace
- Use of Assets and Technology
- Substance Abuse
- Confidentiality
- Conflict of Interest
- Capital Project Approval
- Requisitioning Authority and Signing Officers
- Environmental
- Occupational Health and Safety
- Privacy

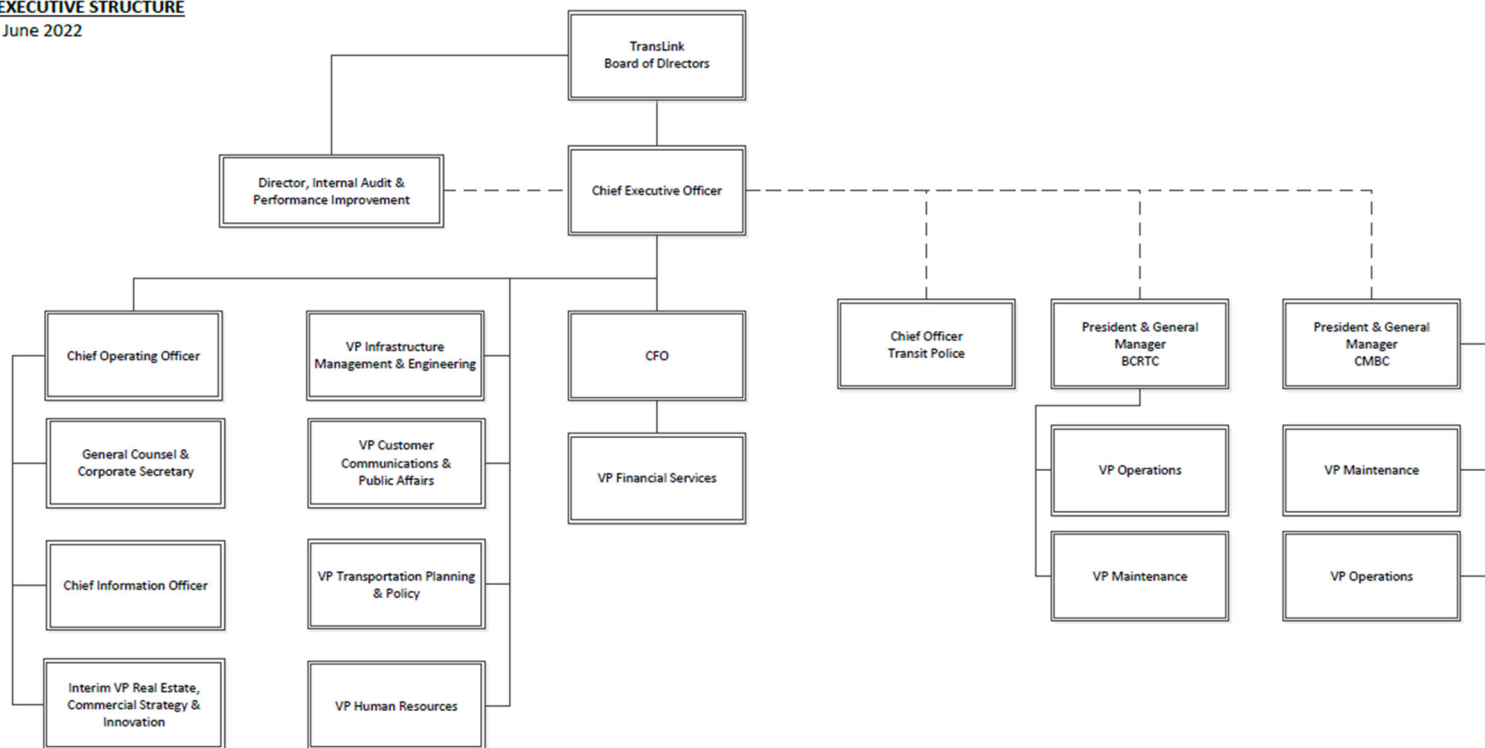
7.0 LEGAL FRAMEWORK

7.1 CORPORATE ORGANIZATION CHART

TRANSLINK EXECUTIVE STRUCTURE
June 22, 2023



TRANSLINK EXECUTIVE STRUCTURE
June 2022



7.2 SOUTH COAST BRITISH COLUMBIA TRANSPORTATION AUTHORITY ACT

The *South Coast British Columbia Transportation Authority Act* may be found at:

http://www.bclaws.ca/EPLibraries/bclaws_new/document/ID/freeside/00_98030_01

7.3 ARTICLES

The Articles may be found at:

https://www.translink.ca/-/media/translink/documents/about-translink/governance-and-board/board-of-directors/manuals-and-articles/articles_scbcta.pdf

8.0 OTHER

8.1 MINOR AMENDMENTS

After consulting with the Board Chair, the Corporate Secretary may from time to time make and publish amendments to this Board Manual that are minor or administrative in nature (e.g. changes in management position titles). The Corporate Secretary may make minor/administrative corrections to approved Board or Committee minutes, provided the corrections are approved by the Board Chair or respective Committee Chair. All other amendments must be approved by the Board. The Corporate Secretary will notify the Board, at the next regularly scheduled board meeting, of any amendments made by the Corporate Secretary.

8.2 DEFINITIONS

In this Board Manual, unless the context otherwise requires, the following definitions apply:

- **“Appointed Director”** means a Director appointed by the Mayors’ Council.
- **“Articles”** means the Articles of TransLink, as established by the Board and amended from time to time.
- **“Annual Meeting”** means the annual meeting of TransLink held pursuant to Section 13.1 of the SCBCTA Act.
- **“Annual Report”** means the annual report for TransLink prepared in accordance with Section 13.4 of the SCBCTA Act.
- **“Board”** means TransLink’s Board of Directors.
- **“Board Skills and Experience Profile”** means the Board skills and experience profile prepared by the Board from time to time, and incorporated into the Articles and shared with the Screening Panel.
- **“Business Plan”** means TransLink’s annual operating, capital and service plans, based on the approved Corporate Strategy.
- **“CEO”** means the Chief Executive Officer of TransLink.
- **“CFO”** means the Chief Financial Officer of TransLink.
- **“Code of Conduct”** means TransLink’s Code of Conduct.
- **“Conduct Review Advisor”** means an independent contractor engaged by the Board to provide independent advice, receive disclosures and provide recommendations or directives pursuant to the Code of Conduct.
- **“Committees”** means committees of the Board.
- **“Corporate Strategy”** means the multi-year strategic platform that describes how TransLink will achieve the objectives of the Long Term Strategy and Strategic Plan.
- **“Director”** means a member of the Board, including an Appointed Director, Statutory Director or Minister-Appointed Director.
- **“Director Recruitment Profile”** means the profile of skills and experience sought in new Director candidates.
- **“Investment Plan”** means the 10-year investment plan prepared by the authority in accordance with the SCBCTA Act.
- **“Long Term Strategy”** means the 30+ year long term strategy prepared pursuant to s. 193 of the SCBCTA Act.
- **“material”** means significant or important.
- **“Mayors’ Council”** means the Mayors’ Council on Regional Transportation established under the SCBCTA Act.
- **“Minister-Appointed Director”** means a Director appointed by the Province.

- **“MRN”** means the major road network.
- **“Officers”** means the following positions: Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; Vice President, [Human Resources People and Culture](#); Vice President, Customer Communications and Public Affairs; Vice President, Real Estate, Commercial Strategy and Innovation; Vice President, Financial Services; Vice President, Engineering; Vice President, Transportation Planning and Policy; General Counsel and Corporate Secretary; Chief Information Officer; and any person holding the position of Vice President of TransLink.
- **“SCBCTA Act”** means the *South Coast British Columbia Transportation Authority Act*, as amended from time to time.
- **“Screening Panel”** means the screening panel established annually pursuant to the SCBCTA Act.
- **“Statutory Director”** means the Chair and Vice Chair of the Mayors’ Council, if they consent to act.
- **“Subsidiary”** means a subsidiary of TransLink.
- **“TransLink”** means the South Coast British Columbia Transportation Authority.

TO: Board of Directors

FROM: Kevin Quinn, Chief Executive Officer

DATE: June 6, 2023

SUBJECT: Public Delegations at the March 29, 2023 Board of Directors Meeting

EXECUTIVE SUMMARY

The Board received two public delegations at its March 29, 2023 public Board meeting.

Two public delegations were received by the Board at the March 29, 2023 public Board meeting on the following topics:

- **Accessibility of the Transit System**
 - A public delegate addressed the Board on potential opportunities to make available more resources for people with disabilities, such as improved service alerts providing more information on the status of elevators and escalators prior to arriving at a station, and policies that allow for service dogs that may not be certified. The delegate also requested the enforcement of guidelines relating to patron behaviour to better enhance the accessibility for and safety of persons with disabilities on the system.
 - Management wrote to provide information about the Access Transit program and ways passengers who would benefit from additional assistance to access and use the system can reach staff for that assistance. The letter included details about deployment of staff throughout the system for passenger support. Information about guide and service dogs on the system was also shared.

- **July 1, 2023 Fare Increases**
 - A public delegate recommended to the Board that the proposed fare increases not be approved by the Board. The delegate noted that the fare costs are challenging for seniors and suggested that TransLink could consider offering free transit for over 65 and under 18 aged passengers.
 - Management corresponded with the public delegate on a variety of issues in the last quarter.

TO: Board of Directors

FROM: Jeffrey Busby, Vice President, Engineering

DATE: May 29, 2023

SUBJECT: TransLink Bridges – Operations, Maintenance, and Rehabilitation Report

EXECUTIVE SUMMARY

This report provides information on operations, maintenance, and rehabilitation activities on TransLink's bridges as of Q2 2023. Significant inspection or rehabilitation works are planned on the Pattullo, Knight Street, Westham Island Bridges, and Golden Ears Bridge in 2023 which will require periodic closures to traffic. TransLink communicates these closures to the traveling public and works with contractors and other stakeholders to minimize their adverse impacts.

PURPOSE

This report is to provide information on key operations, maintenance, and rehabilitation activities on TransLink's bridges with potential for significant public impacts.

BACKGROUND

TransLink is responsible for the regional transportation system of Metro Vancouver, which includes ownership, operation, and maintenance, of the following five bridges:

1. Pattullo Bridge;
2. Knight Street Bridge;
3. Westham Island Bridge;
4. Golden Ears Bridge; and,
5. Canada Line Bike and Pedestrian Bridge.

Except for the Golden Ears Bridge, which is operated and maintained by the Golden Crossing General Partnership (GCGP) under a Concession Agreement, Management retains the services of Mainroad Lower Mainland Contracting (Mainroad) to perform routine maintenance activities on its bridges. Routine maintenance includes debris/litter removal, winter snow and ice removal, vegetation control, incident response, and regular patrols and inspections to flag any noticeable deterioration requiring further attention. Routine maintenance work is generally performed with minimal impacts to the public. This report does not provide specific information on the routine maintenance activities.

In addition to the routine work carried out by operations and maintenance contractors, Management retains experienced bridge engineers to closely monitor and inspect the condition of each structure. In response to the inspection findings, repair and rehabilitation works are undertaken on any damages to ensure the bridges are safe and reliable. Bridge repair and rehabilitation works are generally longer in duration and have more public impacts. Information on these activities in Q2 2023 is the focus of this report.

DISCUSSION

Significant inspection, maintenance and rehabilitation activities include:

1) Pattullo Bridge

The Pattullo Bridge connects New Westminster and Surrey and is 85 years old. Most of the bridge's structural components have passed their predicted design life, and some are reaching the end of their useful life. The Province is leading the Pattullo Bridge Replacement Project, which will construct a new bridge to replace the existing bridge. The new bridge being constructed by Fraser Crossing Partners (FCP) is expected to open to traffic in 2024.

To ensure the existing Pattullo bridge is operational until it is replaced, TransLink regularly monitors the condition of the bridge. A summary of three initiatives that are being undertaken or are being coordinated in Q2 2023 are described below.

a) Additional Structural Inspections

Since 2020, TransLink retained Mott MacDonald (Mott) to conduct annual visual and snoop inspections of the bridge. As the Bridge will be replaced, the objective of the inspections is to identify items requiring urgent attention, rather than long-term asset preservation.

In April 2023, a targeted inspection of the above deck truss components was conducted by Pacific Ropes, a specialized rope access inspection team. The findings are currently being reviewed by Mott. A memo summarizing the findings and recommendations of the inspection will be available by the end of Q2.

Management also intended for Pacific Ropes to inspect the in-river piers in April 2023. However, falcons were detected nesting on the bridge. To protect the falcons and to ensure safety of inspection personnel, all below deck inspections and work is deferred until the birds are no longer present.

b) Hydraulic Monitoring by Northwest Hydraulic Consultants

The Pattullo Bridge is situated in a narrow section of the river, which experiences large tidal fluctuations, and elevates the risk of scour and erosion. Since 2009, TransLink retained Northwest Hydraulic Consultants Ltd. (NHC) to monitor changing river hydraulics on a bi-annual basis. While the replacement bridge is being constructed, the Province has also directed NHC and Fraser Crossing Partners (FCP) to perform monthly and weekly surveys respectively. Any risks to the Pattullo Bridge detected by the surveys are reported to TransLink.

Scouring of the riverbed at Pattullo Pier 4 has been observed and monitored since fall of 2021. In preparation for the upcoming freshet, Management is working closely with the Province and with FCP to increase monitoring at the Pier 4 area. As of early May, survey frequencies have increased from once a week to twice a week. This will continue until river flows ease. If required, plans are in place to make emergency repairs to the riprap protection.

c) Pattullo Replacement Project Support

The Province is delivering the Pattullo Bridge Replacement Project. Due to the new bridge's close proximity to the Pattullo Bridge, the SkyBridge and other SkyTrain infrastructure, the Province

and FCP are working closely with TransLink and BCRTC staff to proactively manage impacts on TransLink infrastructure and customers.

Varying levels of temporary closures are necessary to enable work on the replacement bridge. Recent and upcoming work requiring these closures include:

- In April, over the Easter long weekend, the Pattullo Bridge was fully closed to facilitate works required on the new bridge. During this closure, components of the Seismic Early Warning Wind Monitoring System were relocated.
- In May, over the Victoria Day long weekend, the Pattullo Bridge was closed in the northbound direction to support deck replacement work required at the Royal Avenue Overpass.
- Piling, girder erection, and retaining wall works are underway. Depending on the proximity of the work to the Pattullo Bridge, lane closures in the evening hours can be expected on an ongoing basis.

2) Knight Street Bridge

The Knight Street Bridge connects the Vancouver and Richmond and is one of the busiest crossings in the Lower Mainland. The bridge opened to traffic in 1974 and is 49 years old. As it was designed for a service life of 75 years and most of its components are generally in good condition, Management is undertaking the following to improve the longevity of the infrastructure:

a) Deck Preservation and Bearing Replacement

To ensure the Knight Street Bridge is in a state of good repair and to prolong the service life of the structure, an Asset Management Plan for the bridge was completed in 2016. Since the completion of the plan, TransLink is implementing its recommendations in phases. In 2019 and 2020, structural rehabilitation consisting of expansion joint replacement, select bearing replacement, concrete repairs, and signage upgrades were completed.

This year a contract was awarded to Kingston Construction Ltd. (Kingston) to:

- rehabilitate the deck to ensure a good state of repair and prolong its service;
- continue phased replacement of original bearings; and
- replace the railing between the sidewalk and the travel lane to enhance the separation between cyclists/pedestrians and vehicle traffic.

Kingston mobilized to site on Feb 21, 2023. Bearing replacement at select piers started in early April and is expected to be complete by August 2023. This work does not impact traffic lanes or sidewalks and takes place primarily during the day.

Pavement rehabilitation work started the first week of May and is expected to be completed by late September 2023. To minimize impacts on the travelling public, deck work starts after 9 pm with all lanes reopening to traffic by 5 am on weekdays and by 9 am on weekends. A width restriction of 3.8 meters for commercial vehicles is implemented during lane closures. Ramp closures at the Mitchell Island and SE Marine Drive Interchanges will be required at some times. A robust communications plan has been implemented to inform the public and nearby businesses in advance of closures including information about detour routes.

Railing replacement is planned to take place in September 2023. If sidewalk closures are required, cyclists and pedestrians will be detoured to the opposite side of the bridge during the works. Total completion of the project is anticipated in late December 2023.

b) Mitchell Island Pedestrian and Cyclist Crossing Review

Pedestrian and cyclist crossing safety concerns at the Mitchell Island Interchange were raised by the public. Management commissioned a road safety study by G. Ho Engineering Consultants completed in April. In addition to maintenance items, such as repainting the marked crosswalks, clearing debris, and trimming roadside foliage, the study recommended that the crosswalks be enhanced with rapid flashing beacons.

In Q3, Management will begin work to implement the rapid flashing beacons.

c) Bridge Railing and Barrier Repair

As of March, all required repairs resulting from a September 2022 vehicle collision are completed.

3) Westham Island Bridge

The Westham Island Bridge is in the City of Delta and is the only connection between Ladner and Westham Island. The bridge opened in 1910 and is 113 years old. Most of the bridge's components have exceeded their intended service lives. In 2016, Mott McDonald was retained to conduct a condition assessment and to develop a Rehabilitation Plan based on the findings of the assessment. Since 2016, rehabilitation has occurred in phases to address structural and scour protection deteriorations.

Rehabilitation work will be required until the end of the bridge's service life due to ongoing progression of deterioration. Currently, work is underway on Swing Span Rehabilitation and Electrical Rehabilitation Projects.

a) Swing Span Rehabilitation

The mechanism responsible for swinging the bridge for marine passage is in poor condition and needs rehabilitation. Detailed design, permitting applications, and First Nations engagement for the replacement of components were completed in 2022. In January 2023, construction activities commenced and started with the installation of four temporary piles to support the bridge and allow it to be open to traffic throughout construction. Since then, gusset plates and floorbeams have been replaced. Work is ongoing to address the most deteriorated components of the swing span. A new center bearing was installed, and work is underway to replace the gear box and to connect the mechanical and electrical components. Swing operations and use of the marine channel cannot resume until this work is complete.

As the bridge is the only connection to Westham Island, traffic closures for construction have significant impacts on the local island residents and businesses. Aside from the pile installation at the beginning of the Project, all other work has been undertaken with overnight closures. Removing the temporary piles will also require a daytime closure of the bridge.

Management is working with Transport Canada, the authority responsible for work disrupting the marine channel, to defer the pile removal work until the fall, when daytime closures of the bridge are less impactful to the farming community. An alternative marine navigation option to

provide partial use of the marine channel while the temporary piles are still in place is also in discussion.

b) **Electrical Rehabilitation**

Power supply to the swing span is provided by three submarine cables. In March 2021, at least one of the cables was damaged by a barge, resulting in loss of power to the swing span. From the damage assessment, Management learned that most of the electrical system is showing signs of aging and corrosion. Given the remaining service life of the bridge is anticipated to be less than 15 years, TransLink plans to reinstate the cable system similar to its current configuration. In Q2 2023, electrical and marine-civil engineering services were retained to design the replacement.

In January 2023, during rehabilitation work of the swing span, the cable powering the swing span was again damaged. Currently, swing operations is suspended due to construction activities, but will resume once Swing Span Rehabilitation Project is completed. A temporary power solution is in development.

4) Golden Ears Bridge

The Golden Ears Bridge opened to traffic in 2009 and connects the cities of Surrey and Langley with the cities of Maple Ridge and Pitt Meadows. The bridge was constructed as part of the Golden Ears Bridge Project, which also includes Golden Ears Way that connects the bridge to the surrounding road network. The bridge and approach roads are operated and maintained by the Golden Crossing General Partnership (GCGP) under a 32-year Concession Agreement.

At the end of the Concession term in 2041, the project assets will be handed back to TransLink in a condition that does not require further rehabilitation works for a minimum period of five years. Each year, the Asset Management Plan is updated based on the most recent inspections to identify required preventative maintenance and rehabilitation work.

a) **Golden Ears Way Pavement Rehabilitation**

To preserve the condition of the pavement on Golden Ears Way, the GCGP has identified rehabilitation works for the summer of 2023. The rehabilitation will take place in four (4) segments and will generally cover the area from 176th Street to approximately 500 metres north of the Golden Ears Way and Lougheed Highway Intersection.

The contract for the works has been awarded to Winvan Paving Ltd. (Winvan). The GCGP is currently working with Winvan to develop a traffic management plan. To minimize impacts on the public, no work will take place during the morning and afternoon peak hours. A robust communications plan will be developed to inform the public.

5) Canada Line Bike and Pedestrian Bridge

The Canada Line Bike and Pedestrian Bridge opened in 2009 and is attached to the North Arm Bridge, which carries the Canada Line over the Fraser River, between the City of Vancouver and the City of Richmond. Routine operations and maintenance activities continue on the Canada Line Bike and Pedestrian Bridge with no significant activities anticipated in this reporting period.