

*The Board of Governors on February 27, 2009 approved the recommendations embodied in this report.*

February 6, 2009

To: The Board of Governors of Exhibition Place  
From: Dianne Young, Chief Executive Officer  
Subject: **Notice to Amend Procedural By-Law 3-08**

**ACTION REQUIRED**

**Summary:**

This report provides notice to the Board of Governors of proposed amendments to Procedural By-Law 3-08, which By-law relates to the proceedings of the Board and the conduct and management of its affairs, to be considered at the Board's next meeting in April 17, 2009.

These proposed amendments are a follow-up to the December 12, 2008 discussion by the Board and the concerns expressed by Board members about not having a clear understanding of the responsibilities of the Board and the Board members. These proposed amendments also address items presented at the informational session on January 23, 2009, which provided information to the Board members on the legislative and Council by-laws and policies that affect and/or limit the actions of the Board.

Because the existing Procedural By-law 3-08 already deals with many of the responsibilities of the Board and Board members, the proposed amendments are aimed at adding a clear statement on the Purpose of the Board and developing more fully the Responsibilities of the Board and Board members. Accordingly, these additions will have the effect of having a General Governance by-law for the Board so that one document speaks to the purpose of the Board and the full list of responsibilities of the Board and Board members and a full list of legislation, by-laws and policies affecting the Board's role.

The proposed amendments are as follows:

- Adding two new sections: one dealing with Purpose of the Board of Governors and the second dealing with the Responsibilities of the Board of Governors;
- Renaming the by-law from a Procedural By-Law to a General Governance By-law
- Adding a Schedule to the by-law which sets out legislation, city by-laws, policies and agreements which apply to the operation of The Board of Governors of Exhibition Place.

A final exercise following directions from the December 12, 2008, will be the presentation by staff of a Strategic Plan to a special Board planning session to be held in April 2009.

**Recommendation:**

**It is recommended that the Board receive this report as notice regarding the proposed amendments to Procedural By-Law No. 3-08 as described in this report, and authorize staff to bring forward the amending by-law for consideration by the Board at its next meeting on April 17, 2009.**

**Financial Implications and Impact Statement:**

There are no financial implications resulting from the adoption of this report.

**Issue Background:**

Subsection 38(1) of By-Law No. 3-08 provides that notice of a proposed amendment to the By-Law must be given at a previous regular meeting of the Board and a copy of the notice of motion to amend the by-law provided to the Members by the Corporate Secretary by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.

**Decision Background:**

The last review of the Procedural By-Law was conducted in November 2008 and the Board at its meeting of December 12, 2008 adopted the amendments proposed. The proposed two new sections are related to the Information Session the Board held following its meeting of January 23, 2009.

**Comments:**

Specifically the wording of the two new suggested sections are as follows:

1. **Purpose of the Board of Governors**

As a local board of the City of Toronto, the purpose of the Board of Governors is the continued, long-term successful operation, management and maintenance of Exhibition Place and to perform such duties and approve certain matters as may be required by the laws, regulations, by-laws and policies as set out in Schedule "A" attached or as enacted from time-to-time by the Government of Canada, Province of Ontario and the City.

2. **Responsibilities of the Board of Governors**

The Board of Governors shall oversee the general (as distinct from the day-to-day) management of the affairs, activities and assets of Exhibition Place and shall be responsible for establishing the strategic direction and general operating policies of Exhibition Place. Without limiting the generality of the foregoing, the Board of Governors shall have the authority and responsibility to:

- (a) adopt a strategic planning process and approve of a strategic plan for Exhibition Place;
- (b) make or cause to be made for the Board of Governors, in its name, any kind of contract which the Board may lawfully enter into;
- (c) initiate or defend legal actions in the name of the Board of Governors;
- (d) approve the annual capital and operating budgets for Exhibition Place;
- (e) review the performance of Exhibition Place on a consolidated basis and approve all annual financial statements;
- (f) delegate such of its powers as it may legally do and which it may deem advisable to Board of Governor's staff and committees established by the Board of Governors;
- (g) prepare for, attend at and participate in Board and committee meetings;
- (h) ensure processes are in place to identify and address the principal corporate or business risks arising from the activities of the Board of Governors;
- (i) make recommendations and proposals for consideration by the Council of the City, where required; and
- (j) review and approve key policies and practices.

3. Schedule "A" to the by-law can be updated from time-to-time as legislation and Council policies are adopted. Similar to the "Delegation Schedule" for the Financial By-law 2-07, it can be revised without formal notice and simply by way of a staff report. The Schedule "A" proposed at this time reads as follows:

- I. *City of Toronto Act, 2006* and Regulations.
- II. Management Agreement (July 4, 1983) between the Board and the former Municipality of Metropolitan Toronto.
- III. Former Metro By-law No. 25-82, "Respecting the Management of Exhibition Place", as amended.
- IV. Former Metro By-law No. 45-84, "Respecting the Regulation of Traffic within Exhibition Place", as amended.
- V. *Municipal Freedom of Information and Protection of Privacy Act* and Regulations.
- VI. *Municipal Conflict of Interest Act* and Regulations.
- VII. Code of Conduct for Members of Local Boards of the City of Toronto (Enacted by City Council - July 2008).
- VIII. Code of Conduct Complaint Protocol for Members of Local Boards of the City of Toronto (Enacted by City Council - July 2008).
- IX. Municipal Code Chapter 140, Lobbying.
- X. Policies/By-laws adopted by the Board.
  - Procedural By-law No. 1-09;
  - Financial By-law No. 2-07;
  - By-law No. 3 (February 12, 1985), Respecting the Borrowing of Money;
  - Board Procurement Processes Policy; and,
  - Board Travel and Expense Policy (see attached Schedule).

As required under By-Law No. 3-08, this report gives notice to the Board of proposed amendments to the Procedural By-Law 3-08. The formal enactment of these amendments (as new Procedural By-law No. 1-09) will be presented to the April meeting of the Board for consideration.