

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, May 13, 2011

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Allstream Centre – Room 206D - Exhibition Place
Friday, May 13, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Allstream Centre – Room 206D, Exhibition Place on Friday, May 13, 2011.

PRESENT: Mark Grimes, Chair
Brian Ashton, Ana Bailao, Sheona Campbell, Chin Lee, Jasmine Jackman, Gloria Lindsay Luby, Jim McMillen, Jim Melvin, Gord Perks, John Weatherup

APOLOGIES: Mona ElSayeh, Camilla Mackenzie

ATTENDING: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles, City Legal
Hardat Persaud, Chief Financial Officer
Mark Goss, Manager/Operations
Jeff Gay, Director/Event Services
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director/Marketing
Virginia Ludy, Director/CNE Operations
Danny Chui, Manager/Capital Works
Arlene Jang, IT Specialist
Peter Church, General Manager/BMO Field
Nathalie Ollson Manager, Event Operations & Programming

GUESTS: Judith Goodwin, Cerise Catering
Fernand Grupe, Security Services
Irene Jones, Journalist
Tom Robins, 2nd Vice-President, CNEA

Mark Grimes presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:35 a.m.

Before proceeding with the regular business of the meeting, the Chair requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest. None were declared.

1. **CONDOLENCE MOTION**

Upon the question of the adoption of the Condolence Motion with respect to Michael Sgouraditis, it was **APPROVED**. Following which, the Board observed a moment's silence in memory of Michael Sgouraditis.

2. **MINUTES OF PREVIOUS MEETING**

On a question from Jim Melvin with respect to the report on an Internal Audit Policy and Practices for Exhibition Place requested for this meeting of the Board, the Chair advised that subject report would be submitted to the June meeting of the Board.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on March 4, 2011, be **VERIFIED** in the form distributed to the members.

CONSIDERATION OF REPORTS

The Chair proposed that the Board proceed through the reports on the agenda with members indicating those reports, by number, on which they wish to speak; that the Board then proceed with the adoption of the remaining reports; and then give consideration to those reports held for discussion at the request of the members, not necessarily in the order that they appear on the agenda. The Chair proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with the following.

3. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
AND EXHIBITION PLACE AS AT MARCH 31, 2011**

Upon the question of the adoption of Report No. 4 dated April 28, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer, entitled “**Accounts Receivable for the Direct Energy Centre and Exhibition Place as at March 31, 2011**”, it was received for **INFORMATION**.

4. **INFRASTRUCTURE STIMULUS FUND – APRIL 2011**

Upon the question of the adoption of Report No. 6 dated April 28, 2011 from the Chief Executive Officer entitled “**Infrastructure Stimulus Fund for April 2011**”, it was received for **INFORMATION**.

5. **CNEA MANAGEMENT REPORT – MARCH 2011**

Upon the question of the adoption of Report No. 8 dated February 2011 from the General Manager/CNEA entitled “**CNEA Management Report – March 2011**”, it was received for **INFORMATION**.

6. **BMO MANAGEMENT REPORT – FEBRUARY 2011**

Upon the question of the adoption of Report No. 9 dated February 2011 from the General Manager/BMO Field entitled “**BMO Management Report – February 2011**”, it was received for **INFORMATION**.

7. **BMO MANAGEMENT REPORT – MARCH 2011**

Upon the question of the adoption of Report No. 10 dated March 2011 from the General Manager/BMO Field entitled “**BMO Management Report – March 2011**”, it was received for **INFORMATION**.

8. **EXHIBITION PLACE MANAGEMENT REPORT – MARCH 2011**

Upon the question of the adoption of Report No. 11 dated March 31, 2011 from the Chief Executive Officer entitled “**Exhibition Place Management Report for March 2011**”, it was received for **INFORMATION**.

9. **BMO FIELD – RENTAL RATES UPDATE & FIELD RENTAL POLICY**

Upon the question of the adoption of Report No. 12 dated April 18, 2011 from the Stadium Advisory Committee entitled “**BMO Field – Rental Rates Update & Field Rental Policy**”, it was received for **INFORMATION**.

10. **UPGRADES TO BMO FIELD**

Upon the question of the adoption of Report No. 13 dated April 27, 2011 from the Chief Executive Officer entitled “**Upgrades to BMO Field**”, it was received for **INFORMATION**.

11. **OCCUPATIONAL HEALTH & SAFETY REPORT – 1ST QUARTER 2011**

Upon the question of the adoption of Report No. 15 dated April 11, 2011 from the Chief Executive Officer entitled “**Occupational Health & Safety Report – 1st Quarter 2011**”, it was received for **INFORMATION**.

12. **AUDIT RESULTS & YEAR END REORT – CONSOLIDATED FINANCIAL STATEMENTS FOR EXHIBITION PLACE – DECEMBER 31, 2010**

Upon the question of the adoption of Report No. 16 dated April 28, 2011 from the Finance & Audit Committee entitled “**Audit Results and Year End report for the Consolidated Statements for Exhibition Place for the Year Ended December 31, 2010**”, it was received for **INFORMATION**.

12. **ADVANCE TENT RENTAL – CNEA AGREEMENT**

Upon the question of the adoption of Report No. 18 dated April 1, 2011 from the Chief Executive Officer entitled “**Advance Tent Rental – CNEA Agreement**”, it was **APPROVED**.

13. **GLOBAL EXPERIENCE SPECIALISTS CANADA – CNEA AGREEMENT**

Upon the question of the adoption of Report No. 19 dated April 1, 2011 from the Chief Executive Officer entitled “**Global Experience Specialists Canada – CNEA Agreement**”, it was **APPROVED**.

14. **MILLER MOBILE OFFICES – CNEA AGREEMENT**

Upon the question of the adoption of Report No. 20 dated April 1, 2011 from the Chief Executive Officer entitled “**Miller Mobile Offices – CNEA Agreement**”, it was **APPROVED**.

15. **WESTIN HARBOUR CASTLE – CNEA SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 22 dated April 26, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer, entitled “**Westin Harbour Castle – CNEA Sponsorship Agreement**”, it was **APPROVED**.

16. **PLAQUE COMMEMORATING THE BANDSHELL**

Upon the question of the adoption of Report No. 23 dated April 29, 2011 from the Chief Executive Officer entitled “**Plaque Commemorating the Bandshell**”, it was **APPROVED**.

17. **COMMUNITY BASKETBALL COURTS**

Upon the question of the adoption of Report No. 20 dated April 26, 2011 from the Chief Executive Officer entitled “**Community Basketball Courts**”, it was **APPROVED**.

18. **HONDA INDY – EXHIBITION PLACE POLICY**

Upon the question of the adoption of Report No. 29 dated April 17, 2011 from the Chief Executive Officer entitled “**Honda Indy – Exhibition Place Policy**”, it was **APPROVED**.

19. **AGREEMENT FOR JANITORIAL SERVICES**

Upon the question of the adoption of Report No. 30 dated April 12, 2011 from the Chief Executive Officer entitled “**Agreement for Janitorial Services**”, it was **APPROVED**.

20. **AUTOMATED TELLER MACHINES WITHIN DEC & FOR THE CNEA**

Upon the question of the adoption of Report No. 33 and the Confidential Attachment 1 to subject report dated April 28, 2011 from the Chief Executive Officer entitled “**Automated Teller Machines within DEC and the CNEA**”, it was **APPROVED**.

21. **2009 – 2012 STRATEGIC PLAN QUARTERLY UPDATE – APRIL 30, 2011**

Upon the question of the adoption of Report No. 35 dated May 4, 2011 from the Chief Executive Officer entitled “**2009 – 2012 Strategic Plan Quarterly Update – April 30, 2011**”, it was received for **INFORMATION**.

The Chair proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with the following.

22. **2011 CAPITAL WORKS PROGRAM – APRIL PROGRESS REPORT**

On motion duly made Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 5 dated April 28, 2011 from the Chief Executive Officer with respect to the 2011 Capital Works Program Progress Report for April, and the attachment related to “**Other Programs**”, which was previously e-mailed to members, be received for **INFORMATION**.

23. **ISF PROGRAM – TENDER FOR RENOVATIONS IN THE FOOD BLDG. – CNE ADMINISTRATIVE OFFICES**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 7 dated April 4, 2011 from the Chief Executive Officer, be **APPROVED**, thereby concurring with the action taken by the Chair of the Board and CEO awarding

the renovation within the Food Bldg. to establish administrative offices for the CNEA to Pop's Restoration Ltd., based on the terms and conditions outlined in subject report.

24. **BMO FIELD – CONDITION OF NATURAL GRASS FIELD**

In an effort not to degrade the field, Jim Melvin suggested a motion with respect to BMO Field not being used for more than 48 hours by community groups.

Peter Church requested that staff determine the proposed 48 hours for community usage at the end of this season given that the participants currently booked are youth groups.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 14 dated April 16, 2011 from the Stadium Advisory Committee with respect to the BMO Field – Condition of Natural Grass, be received for **INFORMATION**; and that, the General Manager/BMO Field report on the proposed 48 hours of community usage and the condition of the grass at BMO Field at the end of the 2011 season.

25. **2010 CONSOLIDATED FINANCIAL STATEMENTS – EXHIBITION PALCE**

The Chair indicated that within the report of the Financial Statements, Exhibition Place has a surplus over budget of approximately \$1.3M and as directed by City Council this surplus is to be contributed to the Conference Centre Reserve Account. The Conference Centre Reserve Account earns approximately 1% interest on the funds and Exhibition Place has a loan to the City for Energy Retrofits that requires us to pay 7% on the outstanding loan amount.

In 2010 the City CFO was requested to consider taking the surplus from 2009 and applying it to the outstanding City loan which would save Exhibition Place the interest expense which negatively impacts the Exhibition Place Operating budget – but the CFO said no

Dianne Young has now spoken to Cam Weldon, City CFO again and he said that he would be favourable to consider this direction for the 2010 surplus, hence it may be helpful to have an added recommendation to subject report, which is submitted to the City, from the Board to the effect:

On motion duly made by John Weatherup, seconded and **CARRIED**, it was **RESOLVED** that Report No. 17 dated April 28, 2011 from the Finance & Audit Committee, be **APPROVED**, thereby authorizing the 2010 Consolidated Financial Statements for the Board of Governors of Exhibition Place; and **FURTHER** that, the Board request the City of Toronto to apply the 2010 surplus over budget to the outstanding City loans owed by Exhibition Place rather than contributing the 2010 surplus to the Exhibition Place Conference Centre Reserve Fund.

26. **ROGERS COMMUNICATIONS INC. – CNEA SPONSORSHIP AGREEMENT**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that item (c) on page two of subject report be **amended**, thereby changing “Westin Harbour Castle” to “Rogers Communications Inc (RCI), and that Report No. 21 dated April 26, 2011 and the Confidential Attachment 1 to subject report from the Chief

Executive Officer, as amended, be **APPROVED**, thereby authorizing a sponsorship agreement between the CNEA and Rogers Communications Inc., based on the terms and conditions outlined in subject report.

27. **WAR OF 1812 LEGACY & HERITAGE TRAIL – 2011 CAPITAL BUDGET**

It was duly moved and seconded by Jim Melvin that the Board of Governors of Exhibition Place encourage City Council to proceed with the construction of the foot bridge over the rail pass (north of Fort York) in recognition of the War of 1812 Legacy and Heritage Trail, to coordinate with the Heritage Trail work being done by Exhibition Place as part of the 2012 Bicentennial celebrations.

Upon the question of adoption of the foregoing motion, a recorded vote was requested, wherein the motion was **passed**.

Yeas (10) - Brian Ashton, Ana Bailao, Sheona Campbell, Chin Lee, Jasmine Jackman, Gloria Lindsay Luby, Jim McMillen, Jim Melvin, Gord Perks, John Weatherup

Nays (1) – Mark Grimes

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 25 dated April 12, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the revised plan for the War of 1812 Heritage Trail as outlined in subject report at an estimated cost of \$276,000.

28. **CUSTOMER SERVICE PROGRAM**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 26 date April 28, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Bill Hogg & Associates for a term expiring on December 31, 2011, based on the terms and conditions outlined in subject report.

29. **CHIN PICNIC - ANNUAL LICENCE AGREEMENT**

On a question from Jim Melvin with respect to how Exhibition Place can reduce its union rates for this event, Dianne Young responded that the rates are not discounted and that CHIN is charged for time and material which is in accordance with Exhibition Place's union rates.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 27 dated April 19, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a one-year Licence Agreement with CRL for the 2011 CHIN Picnic, based on the terms and conditions outlined in subject report.

30. **CARIBANA FESTIVAL - ANNUAL RENTAL AGREEMENT**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 28 dated April 19, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a one-year Rental Agreement with FCM for the 2011 Scotiabank Caribana Parade, based on the terms and conditions outlined in subject report.

31. **OBSERVER PROGRAM – GUADALAJARA 2011
PAN/PARAPAN AMERICAN GAMES**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 31 dated April 26, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing travel for Jeff Gay, Director of Event Manager Services, to the 2011 Pan/Parapan American Games in Guadalajara, Mexico with the City's TO2015 Observer Program.

32. **MAINTENANCE AGREEMENT – BUILDING AUTOMOATION SYSTEM-DEC**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 32 dated April 19, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Johnson for the maintenance service for the BAS system in the DEC for 2011, with the option to extend for an additional three one-year periods, based on the terms and conditions outlined in subject report.

33. **NOTICE OF MOTION – EXHIBITION PLACE SECURITY OFFICERS**

The Chair presented the Notice of Motion to recognize three Exhibition Place Security Officers for their heroic actions in saving a life. He introduced Ed Wiersma, Manager of Security Services, who provided a detailed overview of the incident that took place on March 7, 2011 at BMO Field.

On motion duly made by Mark Grimes, seconded and **unanimously CARRIED**, it was **RESOLVED** that Erin Lynch, Stephanie Kay and Fernand Grupe be recognized, applauded and acknowledged for their quick reaction and response to a medical call at BMO Field on March 7, 2011, wherein an individual who suffered a heart attack was saved.

Following the motion, the Chair presented Fernand Grupe with a framed personalized Certificate, which outlined the Notice of Motion, as a token of the Board's appreciation. Unfortunately both Stephanie Kay and Erin Lynch were unable to attend the meeting and both Sandy Douglas and Ed Wiersma accepted the Certificates from the Chair on their behalf.

34. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that the Board go into Closed Session for the purposes of dealing with items of a proprietary, personnel and of a contractual nature.

The Board members – Mark Grimes, Brian Ashton, Ana Bailao, Sheona Campbell, Chin Lee, Jasmine Jackman, Gloria Lindsay Luby, Jim McMillen, Jim Melvin, Gord Perks and John Weatherup reconvened in public session at 9:30 a.m. and concurred with the following proposal.

35. 2012 RENTAL AND SERVICES PRICE LIST

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Report No. 34 dated April 13, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer, be **APPROVED**, thereby authorizing the 2012 Rental and Services Price List; and **FURTHER** that, a report on the current IATSE rates for Exhibition Place with a comparison to other facilities that use the IATSE union, be provided to the next meeting of the Board.

36. DATE OF NEXT MEETING

The next regular meeting of the Board is scheduled to be held on **Friday, June 24, 2011 at 8:30 a.m.**

37. RESOLUTION RE ABSENTEEISM

On motion duly made by Chin Lee, seconded and **CARRIED**, it was **RESOLVED** that Mona ElSayeh and Camilla Mackenzie having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

OTHER BUSINESS38. EXHIBITION PLACE AWARDS & GIFT

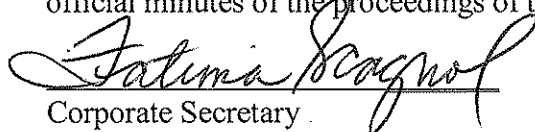
The Chair acknowledged and applauded staff on receiving two awards as noted below, and added that Canada's Sports Hall of Fame have sent the Board a framed photo of their new building.

- BOMA Toronto – 2011 Office Building of the Year – DEC
- BOMA Toronto – Certificate of Building Excellence – DEC
- Canada's Sports Hall of Fame – framed illustration of the new building in Calgary

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 9:40 a.m.

(Copies of the communications, reports and other documents referred to in the minutes of this meeting have been distributed to the members and copies thereof inserted as schedules to the official minutes of the proceedings of this meeting of the Board.)


Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the ____ day of _____, 2011.

Chair