

Item No. 3

MINUTES

THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place
Friday, February 15, 2013 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place on Friday, February 15, 2013 at 8:30 a.m.

PRESENT: Mark Grimes, Chair
Wayne Copeland, Connie Dejak, Michael Layton, Gloria Lindsay Luby, Giorgio Mammoliti (joined at 9 a.m.), Hugh Mansfield, Gord Perks, Sean Webster

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles/Solicitor, City Legal
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Events Management
Mark Goss, General Manager/Operations
Frank Martindale, Director/Operations
Ron Mills, Director/Facility Services
Gabe Mullan, Director/Parking & Security Services
Laura Purdy, Director/Sales & Marketing
David Bednar, General Manager/CNEA
Danny Chui, Manager/Capital Works
Peter Church, General Manager/BMO Field
Ryan Gillis, Manager/Accounting – BMO Field
Audrey Borges, Records Analyst/Exhibition Place

PRESENTORS/ Jayne Allan and Bob Reynolds/City/Employee & Labour Relations
DEPUTANTS:

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

The Chair acknowledged and welcomed Councillor Mike Layton and Councillor Giorgio Mammoliti to the Board and asked that all staff introduce themselves.

The Chair requested, and members concurred, that the Congratulations and Condolence Motions be dealt with prior to the election of Vice-Chair to the Board.

The Chair advised that Jayne Allan and Bob Reynolds of the City's Employee & Labour Relations Division would be attending the meeting at 9:30 a.m. to provide an oral presentation with respect to Report No. 31 and other matters.

1. CONGRATULATIONS MOTION – EMPLOYEE OF THE YEAR

Upon the question of the adoption of the Congratulations Motion with respect to the Employee of the Year – Angelo Pacheco, it was **ACKNOWLEDGED**.

Angelo was presented with a certificate wherein a photo was taken with the Chair, the CEO and the Director of Facility Services.

2. CONDOLENCE MOTION – EAMONN O’LOGHLIN

Upon the question of the adoption of the Condolence Motion with respect to Eamonn O’Loughlin, it was **ACKNOWLEDGED**. Following which, the Board observed a moment’s silence in memory of Eamonn O’Loughlin.

3. ELECTION OF VICE-CHAIR TO THE BOARD

The following excerpt that was noted on the agenda page of the meeting of the Board of February 15, 2013.

At its meeting of April 12, 2011, City Council (details in Report No. 17) approved that it appoint the Chair of City boards. Given the appointment of Chair is still pending, the existing Chair, Councillor Mark Grimes, remains as Chair of the Board until this appointment is made.

Section 8.2 of the Board’s Governance By-Law states the following with respect to Vice-Chair to the Board:

8.2.1 *The Board shall elect a Vice-Chair from among its Members who shall hold office for the term of his or her appointment or membership on the Board.*

8.2.2 *Such election of the Vice-Chair shall take place at the first meeting of the Board (or as soon thereafter as possible) after each appointment by Council of the members of Council to the Board.*

At its meeting of December 19, 2012, the Board was advised of the Members of Council appointed to the Board, hence, the election of Vice-Chair shall take place.

The election of Vice-Chair shall be conducted as follows:

- (a) the Chair shall call for nominations;
- (b) each nomination shall be with the consent of the nominee and shall be moved and seconded by a Member;
- (c) all Members shall be entitled, prior to a vote being taken, to speak to the nominations for not more than five minutes each;
- (d) Members may ask questions of any nominee for not more than five minutes each;
- (e) a nominee requires the vote of a majority of the Members present to be elected;
- (f) where there are more than two nominees and no nominee receives the majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Board shall proceed to vote a new until either:
 - (i) a nominee receives the majority required for election; or
 - (ii) it becomes apparent that no nominee can be elected by reason of a tie;
- (g) Members shall vote by a show of hands, unless otherwise decided by a majority of the Members present.

The Chair advised that historically, members have agreed that the vote for a Vice-Chair has been by a show of hands. Members concurred that the vote for Vice-Chair be by a show of hands.

The Chair called for nominations for the Office of Vice-Chair to the Board, and Sean Webster was duly nominated by Gloria Lindsay Luby.

The Chair called for further nominations and none was offered. On motion duly made, seconded and **CARRIED**, it was **RESOLVED** that nominations be closed.

The Chair thereupon declared Sean Webster duly elected Vice-Chair to the Board to hold office until his successor is elected.

The Chair congratulated Mr. Webster and asked that he take a seat next to him.

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.

4. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on Wednesday, December 19, 2012, 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 Board concurred with the following.

5. **COMPLIMENTS, FEEDBACK & COMPLAINTS POLICY - REVISED**

Upon the question of the adoption of Report No. 5 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Compliments, Feedback & Complaints Policy, it was **APPROVED**.

6. **HONDA INDY – EXHIBITION PLACE SUITE POLICY - REVISED**

Upon the question of the adoption of Report No. 6 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Honda Indy – Exhibition Place Suite Policy, it was **APPROVED**.

7. **RICOH COLISEUM – EXHIBITION PLACE SUITE POLICY - REVISED**

Upon the question of the adoption of Report No. 7 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Ricoh Coliseum – Exhibition Place Suite Policy, it was **APPROVED**.

8. **SOCCER STADIUM (BMO FIELD) SUITE POLICY - REVISED**

Upon the question of the adoption of Report No. 8 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Soccer Stadium (BMO Field) Suite Policy, it was **APPROVED**.

9. **NAMING RIGHTS POLICY - REVISED**

Upon the question of the adoption of Report No. 9 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Naming Rights Policy, it was **APPROVED**.

10. **PROCUREMENT & SOLE SOURCING POLICY - REVISED**

Upon the question of the adoption of Report No. 10 dated January 15, 2013 from the Chief Executive Officer with respect to the revised Procurement & Sole Sourcing Policy, it was **APPROVED**.

11. **2012 CAPITAL WORKS PROGRAM – YEAR END REPORT**

Upon the question of the adoption of Report No. 11 dated January 22, 2013 from the Chief Executive Officer with respect to the 2012 Capital Works Program – Year End Report, it was received for **INFORMATION**.

12. **2013 CAPITAL WORKS PROGRAM – JANUARY PROGRESS REPORT**

Upon the question of the adoption of Report No. 12 dated January 25, 2013 from the Chief Executive Officer with respect to the 2012 Capital Works Program – January Progress Report, it was received for **INFORMATION**.

13. **CNE MANAGEMENT REPORT – JANUARY 2013**

Upon the question of the adoption of Report No. 13 dated January 25, 2013 from the General Manager/CNEA with respect to CNEA Management Report for January 2013, it was received for **INFORMATION**.

14. **BMO MANAGEMENT REPORT – NOVEMBER 2012**

Upon the question of the adoption of Report No. 14 dated November 2012 from the General Manager/BMO Field with respect to the BMO Management Report for November 2012, it was received for **INFORMATION**.

15. **BMO MANAGEMENT REPORT – DECEMBER 2012**

Upon the question of the adoption of Report No. 15 dated December 2012 from the General Manager/BMO Field with respect to the BMO Management Report for December 2012, it was received for **INFORMATION**.

16. **EXHIBITION PLACE MANAGEMENT REPORT – JANUARY 2013**

Upon the question of the adoption of Report No. 16 dated January 31, 2012 from the Chief Executive Officer and the General Manager/Sales & Events Management with respect to the Exhibition Place Management Report for January 2013, it was received for **INFORMATION**.

17. **BMO FIELD – STADIUM ADVISORY COMMITTEE REPORT**

Upon the question of the adoption of Report No. 17 dated January 25, 2012 from the Stadium Advisory Committee with respect to the BMO Field – Stadium Advisory Committee Report, it was received for **INFORMATION**.

18. **OCCUPATIONAL HEALTH & SAFETY REPORT – 4TH QUARTER 2012**

Upon the question of the adoption of Report No. 18 dated January 30, 2013 from the Chief Executive Officer with respect to the Occupational Health & Safety Report – 4th Quarter 2012, it was received for **INFORMATION**.

19. **PUBLICATION OF SENIOR STAFF EXPENSES - 2012**

Upon the question of the adoption of Report No. 19 dated January 23, 2013 from the Chief Executive Officer with respect to the Publication of Senior Staff Expenses for 2012, it was received for **INFORMATION**.

20. **2012 CAPITAL WORKS PROGRAM – TENDER FOR WASHROOM RENOVATIONS AT DIRECT ENERGY CENTRE – PHASE I**

Upon the question of the adoption of Report No. 22 dated January 21, 2013 from the Chief Executive Officer with respect to the 2012 Capital Works Program – Tender for Washroom Renovations at Direct Energy Centre – Phase I, it was **APPROVED**.

21. **LIEU TIME /OVERTIME / STATUTORY HOLIDAY TIME POLICY - BOARD EMPLOYEES**

Upon the question of the adoption of Report No. 23 dated January 18, 2013 from the Chief Executive Officer with respect to a Lieu Time / Overtime / Statutory Holiday Time Policy for Board Employees, it was **APPROVED**.

22. **NOTICE TO AMEND BY-LAW NO. 2-07 - FINANCIAL**

Upon the question of the adoption of Report No. 25 dated January 31, 2013 from the Chief Executive Officer with respect to a Notice to Amend Financial By-Law No. 2-07, it was **APPROVED**.

23. **AGREEMENT - HIGH VOLTAGE INSPECTION, TESTING & MAINTENANCE**

Upon the question of the adoption of Report No. 26 dated January 25, 2013 from the Chief Executive Officer with respect to an agreement with Black & MacDonald for High Voltage Inspection, Testing & Maintenance, it was **APPROVED**.

24. **LEED EBOM FOR DIRECT ENERGY CENTRE**

Upon the question of the adoption of Report No. 28 dated January 30, 2013 from the Chief Executive Officer with respect to an agreement with FCM regarding LEED EBOM of the DEC, it was **APPROVED**.

25. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE ALLSTREAM CENTRE & EXHIBITION PLACE – JANUARY 31, 2013**

Upon the question of the adoption of Report No. 29, and the Confidential Attachment 1 to subject report, dated January 29, 2013 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at January 31, 2013, it was received for **INFORMATION**.

26. LICENCE AGREEMENT FOR DIRECT ENERGY CENTRE

Upon the question of the adoption of Report No. 30, and the Confidential Attachment 1 to subject report, dated January 23, 2013 from the Chief Executive Officer with respect to a Licence Agreement for Direct Energy Centre, it was **APPROVED**.

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

27. CAPITAL BUDGET PROGRAM AMENDMENTS APPROVED BY CITY COUNCIL

On a question from Hugh Mansfield with respect to a direct underground tunnel from Allstream Centre to the new Hotel and addressing these costs within the Capital Program for consideration by City Council, and possibly negotiating with the Hotel Developer in sharing of costs, Dianne Young responded that there was an understanding that a “knock-out” panel existed within Direct Energy Centre to link to a new Hotel across the street, however on further investigation it was determined that there was no such panel in Direct Energy Centre. She further added that discussion will now be take place with NORR Architects, the Hotel Developer’s firm, to provide a design and costing for an underground tunnel linking into the existing tunnel between Allstream Centre and Direct Energy Centre.

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated January 30, 2013 with respect to the Capital Budget Program Amendments approved by City Council, be received for **INFORMATION**; and **FURTHER** that, staff report back on the Direct Energy Centre opportunity of a design and costing of an underground tunnel linking Allstream Centre to the Hotel.

28. COMPLAINTS SUMMARY AS AT DECEMBER 31, 2012

On a question from Connie Dejak with respect to staff taking action on some of the complaints noted with respect to lack of water fountains, seating, etc., Dianne Young responded that staff will categorize the complaints and will take the necessary actions regarding improvements to limit future complaints.

On a question from Michael Layton with respect to the process of complaints, Dianne Young provided a brief overview with respect to the process for Exhibition Place, BMO Field and the CNE, and added that the CNE would no longer be reporting after independence on April 1, 2013.

Michael Layton noted that his office received a number of complaints regarding the Air Show held during the CNE, which were communicated to the CNE, and he does not see them listed in the CNE complaint summary. David Bednar indicated he would review and report back to Councillor Layton.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 21 dated January 31, 2013 from the Chief Executive Officer with respect to the Complaints Summary as at December 31, 2013, be received for **INFORMATION**.

29. NOTICE TO AMEND BY-LAW 1-10 – GOVERNANCE

On a question from Connie Dejak with respect to including in subject by-law the ability to have committee members attend a meeting via conference call given quorum issues, Alison

Fowles responded that the City Act does not permit members to attend a meeting via telephone.

On a question from Hugh Mansfield with respect to amending the City Act to permit members to attend a meeting via conference call, Alison Fowles responded that the issue should be communicated to the City Manager's office.

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that Report No. 24 dated January 31, 2013 from the Chief Executive Officer with respect to the Notice to Amend the Governance By-Law No. 1-10, be **APPROVED**; and **FURTHER** that, the timing and dates for future Committee meetings of the Board be recommended and possibly scheduled on the same date of a Board meeting.

30. **SPONSORSHIP POLICY FOR EXHIBITION PLACE**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 27 dated January 15, 2013 from the Chief Executive Officer with respect to a Sponsorship Policy, be **amended**, thereby changing the words on page 3 under "policy" from "The Board welcomes mutually beneficial sponsorships" to "The Board will seek out mutually beneficial sponsorships", and that the report, as amended, be **APPROVED**.

Pending the arrival of Jayne Allan and Bob Reynolds, the Chair suggested, and members concurred, that "new business" be dealt with.

NEW BUSINESS

31. **INCIDENT IN VICINITY OF MUZIK CLUB**

The Chair provided a brief overview of the incident that occurred on February 9th in the vicinity of the Muzik Club.

32. **INCIDENT AT SPORTSMEN'S SHOW**

Given he was in attendance at the Sportsmen's Show, the Chair provided a brief overview of the dryer fire at Ricoh Coliseum that occurred February 10th.

33. **STRATEGIC PLANNING SESSION OF THE BOARD**

Hugh Mansfield noted that given the current discussions/consultations with respect to a proposed Casino, possibly located at Exhibition Place, it is incumbent on the Board to schedule a Strategic Planning Session.

Giorgio Mammoliti spoke in favour and agreed with Mr. Mansfield's comments.

Wayne Copeland questioned why the Board is not being requested to consider/comment on the proposed Casino.

Gloria Lindsay Luby noted that if a Strategic Planning Session is held now, the Board needs to develop a plan "A" and plan "B", with or without the Casino. She further added that the Board needs to also consider what effect the Strategic Planning Session will have on the proposed Casino.

Connie Dejak spoke in favour and agreed with Ms. Lindsay Luby's comments.

Gord Perk's spoke in favour and agreed with Mr. Mansfield's comments.

For the information of the Board, and in the event member were not aware, Michael Layton explained that City Council at its April meeting will only be considering whether it approves of a Casino in Toronto. Following this, the Province of Ontario decides which Toronto location the Casino will be located.

Gord Perks noted that City Council may defer the Casino item at its April meeting pending additional financial data.

It was duly moved by Hugh Mansfield that a Strategic Planning Session be scheduled, if possible, within the next four weeks, and that an appropriate allotment of time for the session be determined.

It was duly moved by Mark Grimes that the motion moved by Hugh Mansfield be **RECEIVED**.

Upon the question of the adoption of the motion to receive moved by Mark Grimes, a recorded vote was requested. Those in favour were Wayne Copeland, Connie Dejak, Gloria Lindsay Luby, Mark Grimes and Sean Webster; and those against were Giorgio Mammoliti, Michael Lyaton, Hugh Mansfield and Gord Perks.

Given the vote was 5 in favour and 4 against, the motion moved by Mark Grimes to receive the motion moved by Hugh Mansfield with respect to the scheduling of Strategic Planning Session, it was **APPROVED**.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that the motion moved by Hugh Mansfield with respect to scheduling a Strategic Planning Session, be received for **INFORMATION**.

It was duly moved by Gord Perks that the Proposed Casino be discussed at the Board's meeting of April 12th; that staff obtain any necessary reports related to the Casino from the City; and that a representative from Ontario Lottery Corporation be invited to make a presentation.

It was duly moved by Mark Grimes that the motion moved by Gord Perks be **RECEIVED**.

Upon the question of the adoption of the motion moved to receive by Mark Grimes, a recorded vote was requested. Those in favour were Giorgio Mammoliti and Mark Grimes; and those against were Wayne Copeland, Connie Dejak, Hugh Mansfield, Michael Layton, Gloria Lindsay Luby, Gord Perks and Sean Webster.

Given the vote was 7 in favour and 2 against, the motion moved by Mark Grimes to receive the motion moved by Gord Perks with respect to the Proposed Casino being discussed at the April 12th meeting of the Board, it was **LOST**.

On motion duly made by Gord Perks, seconded and **CARRIED**, it was **RESOLVED** that the Proposed Casino be discussed at the Board's meeting of April 12, 2013; and **FURTHER** that, staff obtain any necessary reports related to the Casino from the City.

Jayne Allan and Bob Reynolds from the City's Employee & Labour Relations Dept. joined the meeting at 9:30 a.m.

34. CANADIAN UNION OF PUBLIC EMPLOYEES (CUPE), LOCAL 5116 – SECURITY

Dianne Young provided an overview with respect to Report No. 31 and Jayne Allan added that the Memorandum of Understanding has been reviewed and agreed upon.

RESOLUTION RE CLOSED SESSION

On motion duly made by Sean Webster, 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.

All non-participants were excused from the meeting.

Gloria Lindsay Luby excused herself from the meeting at 9:30 a.m. and Giorgio Mammoliti excused himself from the meeting at 9:50 a.m.

The Board members Mark Grimes/Chair, Wayne Copeland, Connie Dejak, Michael Layton, Hugh Mansfield, Gord Perks and Sean Webster reconvened in public session at 10:10 a.m. and concurred with the following proposal.

On motion duly made by Gord Perks, seconded and **CARRIED**, it was **RESOLVED** that Report No. 31, and the Confidential Attachment 1 to subject report, dated January 21, 2013 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the Collective Agreement with CUPE Local 5116; and **FURTHER** that, the Chief Executive Officer report to the April 12th Board meeting on the bargaining process at Exhibition Place.

35. DATE OF NEXT MEETING

The next regular meeting of the Board is scheduled to be held on **Friday, April 12, 2013 at 8:30 a.m.**

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:15 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 _____, 2013.

Chair