



Exhibition Place

Item No. 8

FOR INFORMATION

March 27, 2013

To: The Board of Governors of Exhibition Place

From: Dianne Young
Chief Executive Officer

Subject: **Amendments to the Relationship Framework
between the Board and the City of Toronto**

Summary:

This report provides advance information with respect to anticipated amendments to the Relationship Framework between the Board and the City of Toronto.

The City Manager is in the process of reviewing all Relationship Frameworks between the City and its agencies with respect to Council decisions. In an effort to assist in the process, Exhibition Place staff has drafted proposed amendments, as shown in Appendix “A”, including known Council directives previously made, to be further reviewed by the City Manager.

The City Manager’s timeline is to submit a report with the Exhibition Place Relationship Framework to the June 11, 2013 Council meeting, along with a copy of the Board’s amended Governance and Financial By-Laws previously received by the Board at its meeting on February 15th. Following the June Council meeting, the final Relationship Framework between the Board and the City will be presented to the Board for consideration at its meeting of July 5th, and the enactment of the Board’s By-Laws will also be presented to the Board at its meeting of July 5th.

Financial Implications and Impact Statement:

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

Decision Background:

The Exhibition Place 2009 – 2012 Strategic Plan had an Organizational and Staffing Goal to *Review and revise our corporate systems* and as a Strategy to support this Goal *we will complete an annual review of By-Laws, Policies and Procedures of the Board of Governors.*

At its meeting of January 22, 2010, the Board endorsed a Relationship Framework with the City of Toronto, which was subsequently approved by City Council at its meeting of March 31 and April 1, 2010.

Issue Background:

At its meeting of April 12 and 13, 2011, City Council adopted a report (Item EX4.6) entitled “Managing Through Agencies and Corporations”, wherein the following accountability mechanisms are to be included in the Board’s Relationship Framework:

- (a) Appointment of the Chair to the Board will be made by Council;
- (b) Procedural By-Laws and other by-laws that regulate the internal affairs of agencies, require Council approval; and
- (c) Other Council decisions which are reflected in the draft Relationship Framework include:
 - i. Disclosure of individual executive compensation to the City Manager and directions to agencies that future employment contracts contain a disclosure clause, to enable periodic reports out to Council in Item EX21.19 of July 11, 2012 Council decision;
 - ii. The requirement that Audited Financial statements be submitted within 90 days of year-end in Item EX19.13 of May 8, 2012 Council decision;
 - iii. The requirement that agencies provide information to the City Manager of any subsidiaries, joint ventures or equity interest conducted by the agency, in Item EX19.13 of May 8, 2012 Council decision; and
 - iv. Council decisions governing the Board's composition in Item EX4.7, Amendments to the Public Appointments Policy, of April 12, 2013 Council decision.

Further, at its meeting of January 27, 2012, the Board approved a direction to move the CNEA to full independence from the Board and the City, which report was approved by City Council at its meeting of March 5, 6 and 7, 2012. As a result of this move, the Board composition was changed to exclude the four seats allocated to the CNEA, and the appropriate amendments to remove any reference to the CNEA are also outlined in the attached.

As a result of actions taken by the Board and City Council, the terms of the Relationship Framework between the Board and the City of Toronto require revisions.

Comments:

For ease of reference the sections within the Relationship Framework are shown in bold either to be "inserted" (new or revision) or "deleted" (with strikethrough), on the attached Appendix "A". As noted in the summary of this report, the amendments in Appendix "A" are being provided for the Board's information only, and are subject to further amendments regarding Council policies by the City Manager.

Contact:

Fatima Scagnol, Corporate Secretary

Tel: 416-263-3620

Fax: 416-263-3690

Email: FScagnol@explace.on.ca

Submitted by:

Dianne Young
Chief Executive Officer

RELATIONSHIP FRAMEWORK BETWEEN THE CITY OF TORONTO
& THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Preamble

WHEREAS

- A. Exhibition Place Board of Governors was established in 1983 pursuant to the *Municipality of Metropolitan Toronto Act* and is continued as a city board in Section 407 of the *City of Toronto Act, 2006*;
- B. The property known as Exhibition Place was vested in the City in January, 1998, to be used for the purposes as described in section 406 of the *City of Toronto Act, 2006*, and is a significant public asset on Toronto's waterfront comprised of 192 acres of urban parkland;
- C. The governance and management of Exhibition Place by the Board of Governors is subject to the *City of Toronto Act, 2006*, and this Relationship Framework between the City of Toronto and Exhibition Place;
- D. The City's delegation of authority to the Board is found in Sections 406 and 407 of the *City of Toronto Act, 2006*, and authorization for its use, operation, management and maintenance to the Board of Governors, subject to those general policies adopted by Council that are applicable to Exhibition Place, is set out in the Management Agreement between The Board of Governors of Exhibition Place and the Municipality of Metropolitan Toronto (dated July 4, 1983) that is hereby replaced by Council with this Framework document;
- E. The use and operation of Exhibition Place is also governed by By-laws 25-85 (Respecting the Management of Exhibition Place) and 45-84 (Respecting the Regulation of Traffic in Exhibition Place) of the former Municipality of Metropolitan Toronto (now the City of Toronto);
- F. Under the *City of Toronto Act, 2006*, the City may enter into an agreement with the Board respecting the use, operation and maintenance of Exhibition Place;
- G. The City of Toronto wishes to establish certain principles of governance relating to the Board and Exhibition Place;

NOW THEREFORE THIS RELATIONSHIP FRAMEWORK SETS OUT THE FOLLOWING DIRECTIONS:

ARTICLE 1: DEFINITIONS

1.1 Definitions

In this Document, the following terms have the meanings set out below:

"Applicable Law" means all statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to Exhibition Place or the Board, or both;

"Auditor" means the external attest auditor appointed by the City to annually audit the accounts and transactions of Exhibition Place, and to express an opinion on the financial statements of the Board based on the audit;

“Auditor General” means the City’s Auditor General or his or her designate;

“Board” or “Exhibition Place Board of Governors” means the board established by the Municipality of Metropolitan Toronto with respect to Exhibition Place in 1985, which Board now is a city board under sections 141(1) and 407(1) of the *City of Toronto Act, 2006*;

“Board Member” or “Member” means a person appointed by the City as a Member of the Board or a person that is an *ex officio* Member of the Board pursuant to the City of Toronto Public Appointments Policy;

“By-laws” means By-law 25-85, “Respecting the Management of Exhibition Place”, and By-law 45-84, “Respecting the Regulation of Traffic in Exhibition Place”, of the former Municipality of Metropolitan Toronto, as amended or replaced from time to time;

“Budget” means the operating and capital budgets approved by the Board and Council;

“Chair” means the Member appointed as chair of the Board by *(delete) the Members of the Board (insert) Council*;

“City” means the City of Toronto;

“City Liaison(s)” means any City staff person(s) designated by the City to be key points of contact between the Board or staff of the Board and the Toronto Public Service;

“City Manager” means the City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate;

"CNEA" means the Canadian National Exhibition Association;

“Council” means the Council of the City of Toronto;

“CFO” means the Deputy City Manager and Chief Financial Officer of the City or the person designated to act in that capacity from time to time or his or her delegate;

“Estimates” means the annual operating and capital estimates submitted by the Board to Council for adoption;

“Exhibition Place” means the land known as Exhibition Park and adjacent land to the south created by fill, which was vested in the City on January 1, 1998 by the *City of Toronto Act, 1997*, except for any interest of the Crown in right of Ontario, and as more particularly described in the plan attached to By-law 25-85 as Schedule “A”, “Respecting the Management of Exhibition Place”, and shall include those portions of Gore Park which are not under the jurisdiction of the City’s Parks and Recreation Division;

“Financial Statements” means, for any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities;

“Gore Park” means those lands east of the Princes’ Gates as shown on Schedule “A” to By-law 25-85, “Respecting the Management of Exhibition Place”;

“Municipal Code” means the City of Toronto Municipal Code, as amended or replaced from time to time;

“Officer” means the CEO, CFO or Corporate Secretary of the Board;

“Program Areas” means collectively, the Exhibition Place Program (~~delete~~) ~~the Canadian National Exhibition Association Program~~ and the Soccer Stadium Program, and the department heads within these Program Areas and including any future additions or deletions of programs as approved by the Board;

“Public Appointments Policy” means the City of Toronto Policy and Processes Governing Appointments to City Agencies, Boards, Commissions, Corporations and Nominations to External Special Purpose Bodies adopted by Council at its meeting of September 25, 26, and 27, 2006 as amended from time to time;

“Public Members” means those Members appointed to the Board who are not Council Members; (~~delete~~) ~~or nominees of the CNEA;~~

“Record” means information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs, and films of the Board; and

“Toronto Public Service” means staff employed by the City.

1.2 Purpose of the Relationship Framework

The purpose of this Relationship Framework is to:

- 1.2.1 recognize the Board’s authority to manage the business and affairs of Exhibition Place in accordance with this Relationship Framework and the *City of Toronto Act, 2006*;
- 1.2.2 set out the conditions that promote an effective and collaborative relationship between the City and the Board;
- 1.2.3 identify the types and levels of support provided by the City to the Board and the responsibilities and obligations of the Board;
- 1.2.4 inform the Board, the Toronto Public Service, and the residents of Toronto of Council’s direction on matters such as governance, applicable City rules and policies, reporting requirements, and accountability;
- 1.2.5 articulate Council’s delegation of authority, expectations, and requirements for the Board; and
- 1.2.6 consolidate information from a variety of sources, including City policy, the Municipal Code, and applicable provincial legislation, in one document.

1.3 Legislative Framework

The *City of Toronto Act, 2006* continued the Exhibition Place Board of Governors as a City Board, body corporate, an agent of the City and a local board for all purposes.

The City's delegation of authority to the Board is found in the *City of Toronto Act, 2006*, City By-laws, the Municipal Code, and as articulated by Council in this Relationship Framework.

1.4 Board Staff

Exhibition Place staff are employees of the Board and are not members of the Toronto Public Service.

ARTICLE 2: MANDATE AND STRATEGIC OBJECTIVES

2.1 City's Strategic Objectives for Exhibition Place

2.2 Exhibition Place is an urban park situated on the shores of Lake Ontario immediately west of Downtown Toronto. It consists of 192 acres of urban parkland and 25 heritage buildings and structures owned by the City of Toronto. Exhibition Place is a unique combination of heritage buildings, parkland, sports complex, and trade show facilities. The property is to be used for the purposes set out in section 406 of the *City of Toronto Act, 2006*.

2.2 Rationale for a City Board Providing the Service

The City's rationale for having an agency manage Exhibition Place, as opposed to the City directly managing includes:

- a) operating Exhibition Place holistically as a self-sufficient business unit responsible for all inter-related assets and business supports permitting focused attention on the strategic objectives for the site;
- b) engaging the key stakeholders and business partners with a vested interest in the area in the decision-making process;
- c) utilizing the commercial expertise, skills and contacts available in the community on the Board to facilitate entering into partnerships with the private sector;

2.3 Mandate of the Board of Governors of Exhibition Place

2.3.1 The Board reports to City Council and is charged with the continued, long-term operation, management and maintenance of Exhibition Place as a strategic City asset on behalf of the City of Toronto.

2.3.2 The City supports the Board by providing it with capital funding and covering any operating deficit. The Board has authority to approve expenditures within its approved budget and to delegate authority to staff to approve expenditures within an approved limit.

(insert)

2.3.3 Pursuant to section 406(4) of the *City of Toronto Act, 2006*, the Board shall be authorized to enter into agreements from time to time with the Canadian National Exhibition Association (CNEA) for the planning of an annual fair on the grounds known as the Exhibition Place, subject to the Master Agreement between the Board and the CNEA, and in accordance with Council decisions in Item EX.16.7 of March 5, 6 and 7, 2012 Council decision.

(delete)

- 2.3.4 ~~Pursuant to section 406(4) of the *City of Toronto Act, 2006*, the Board shall be authorized to enter into agreements from time to time with the CNEA for the planning and management of an annual fair on the grounds known as the CNE and, as part of those agreements and subject to the provisions of this Relationship Framework, all profits earned by the CNEA and all losses incurred shall form part of the annual operating budget of the Board.~~
- 2.3.5 The Board has authority to establish facility booking policies and set fees and charges for use of facilities.
- 2.3.6 The Board has authority to enter into multi-year licence agreements for consumer and trade shows and conferences and events that are less than 20 days duration in any one year provided such multi-year agreements are for a term of ten (10) years or less;
- 2.3.7 The Board has authority to procure goods and services in its own name using a competitive procurement process;
- 2.3.8 The Board has authority to approve the organization structure and compensation and benefits package in accordance with any Council policies that apply to the Board and within approved budget limits and to set human resource policies and oversee labour relations practices.
- 2.3.9 The Board has authority to enter into any contracts and agreements in its own name within the constraints of City By-laws and this Relationship Framework;
- 2.3.10 The Board may initiate or defend legal actions in the name of the Board of Governors;
- 2.3.11 The Board has authority to develop a long-term needs assessment with regard to refurbishment of Exhibition Place and equipment replacement and implement the plan; and
- 2.3.12 The Board has authority to approve key policies and practices consistent with this Relationship Framework and any City policies that apply to the Board.

ARTICLE 3: MATTERS REQUIRING COUNCIL APPROVAL

The following matters require consent, approval or other action from Council:

- A. *(insert)* **The appointment of the Chair;**
- B. The appointment of Board Members;
- C. The annual consolidated operating and capital budgets of the Board;
- D. The audited annual consolidated financial statements of the Board;
- E. A Records retention by-law or specific Council approval to destroy Records;
- F. Any disposal of land or property;
- G. Any agreement with a third party related to the provision of services, leasing and/or licensing of buildings or lands in excess of four (4) years;
- H. License agreements for consumer or trade shows and conferences and events that are more than 20 days duration in one year where the term of the agreement exceeds 10 years; and
- I. Any use of the property other than the following purposes set out in section 406 of the *City of Toronto Act, 2006*:

- (i) for parks and exhibition purposes;
- (ii) for the purposes of trade centres and trade and agricultural fairs such as, but not limited to, the Canadian National Exhibition and Royal Agricultural Winter Fair
- (iii) for displays, agricultural activities, sporting events, athletic contests, public entertainments and meetings; and
- (iv) for highway, electrical transmission or public utility purposes.

ARTICLE 4: OPERATING PRINCIPLES

- 4.1 The Board shall operate in compliance with all Applicable Law including but not limited to the *City of Toronto Act, 2006*, *Municipal Conflict of Interest Act*, *Occupational Health and Safety Act*, *Ontario Human Rights Code*, and the Toronto Municipal Code and this Relationship Framework. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 4.2 The Board shall manage Exhibition Place in a fiscally responsible manner, and in accordance with the Board's annual operating and capital budgets, and where applicable, the City's financial policies as approved by Council with a view to maximizing annual revenue from all sources including commercial "for profit" trade centre and conference centre operations.
- 4.3 The Board at all times shall endeavour to manage and control Exhibition Place in a reasonable and efficient manner, in accordance with prudent business practice.
- 4.4 The Board shall seek input from and otherwise engage the local community.
- 4.5 The Board shall recognize the diversity of the City of Toronto, embrace, and promote the value of diversity in its daily business including staff recruitment practices and program delivery.
- 4.6 The Board shall operate in a safe and environmentally responsible manner.
- 4.7 The Board shall keep the property and its buildings clean and well maintained and free from graffiti.
- 4.8 The Board shall employ a competitive purchasing process in accordance with the Board's Financial By-Law.
- 4.9 The Board shall operate in a socially responsible manner that supports the City's priority policy objectives.
- 4.10 The Board is responsible for determining and implementing the appropriate balance among the foregoing principles and for causing Exhibition Place staff to conduct themselves in accordance with the same.

ARTICLE 5: CITY BOARD

- 5.1 Structure of the Board of Governors
 - 5.1.1 The Board consists of (~~delete~~) ~~thirteen (13)~~ (~~insert~~) **nine (9)** Members appointed by Council:

- the Mayor or designate
- four (4) members of Council, and
- ~~(delete) three (3) members nominated by the Canadian National Exhibition Association~~
- four (4) Public Members.
- ~~(delete) the President of the Canadian National Exhibition Association (ex-officio).~~

The City reserves the right to change the composition of the Board at any time with notice to the Board.

5.1.2 Council appoints all Members of the Board and Members serve at the pleasure of Council.

5.1.3 ~~(delete) The CNEA nominates its members,~~ Public Members are recruited by the City in accordance with the Public Appointments Policy, and Councillors are nominated by the City's Striking Committee.

5.1.4 ~~(delete) CNEA nominations shall be forwarded by the Board to the City Clerk for approval by Council.~~

5.1.5 ~~(delete) While some Board Members are nominated by the CNEA and the views and perspectives of the CNEA will therefore be brought to the table for discussion, all Board Members shall balance those interests with their primary duty as a member of the Board, which is fulfilling the mandate of the Board.~~

5.2 Term of Appointment

5.2.1 The term of office for the Members of the Board is set by Council at the time of appointment. Generally the current practice is that Public Members are appointed for four years or until a successor is appointed, ~~(delete) Members nominated by the CNEA and the CNEA President are appointed for a one-year term~~ and the Members who are Council Members are appointed at the beginning of the Council term and at mid-term.

5.2.2 ~~(delete) In accordance with Council's Public Appointments Policy, all nominees of the CNEA are exempt from the usual limits on the maximum length of service on the Board.~~

5.3 Vacancies

5.3.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:

- a) the date of resignation;
- b) the date the Member is removed from the Board by Council; or
- c) the date of death or other incapacity.

5.3.2 The Board shall notify the City Clerk when a vacancy occurs.

5.3.3 Only Council has the authority to remove a Board Member.

5.3.4 The Board shall notify the Governance Liaison if:

(insert)

- a) **a vacancy of a permanent or lengthy nature occurring in the office of the Chair, the Corporate Secretary shall immediately notify the City Clerk of the vacancy regarding the office of the Chair so that an appointment may be made by Council;**
- b) a Board member has missed three consecutive board meetings without proper cause or notice;
- c) two-thirds of the total number of Board members have recommended the removal of the Board member.
- d) ~~*(delete)* the CNEA has requested the removal of a Board member which it nominated.~~

The Governance Liaison will seek appropriate action from Council.

5.4 Remuneration

5.4.1 There is no remuneration for Board Members.

5.4.2 The Board may reimburse Board Members for all reasonable expenses incurred while attending to authorized Board business in accordance with the Board's reimbursement policy, which must be consistent with Council's *Policy on Remuneration and Expense Reimbursement for City of Toronto Agencies, Boards, Commissions and Corporations*, as adopted by Council at its meeting of January 31 to February 2, 2006 and as amended from time to time.

5.4.3 The Board shall forward the amount of expense reimbursement for all Board Members to the City Treasurer by January 15th of each year (expense reimbursement for the previous year). In accordance with Section 223 of the *City of Toronto Act, 2006*, the City Treasurer must report to Council on the remuneration and expenses of all Board Members by March 31st of every year.

ARTICLE 6: MEETINGS OF THE BOARD

6.1 Procedural Guidelines

6.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, the Board shall pass a procedure by-law that governs the calling, place, and proceedings of the Board's meetings including rules and procedures and other matters as deemed necessary. The procedure by-law must support the principles of transparency, accessibility, participation, and civic engagement.

6.1.2 The Board shall establish, maintain and comply with its procedural by-law which shall list requirements regarding election of officers, meetings, Board minutes, and additional meetings and the Board shall conduct its meetings in compliance with its procedural by-law.

(insert)

6.1.3 The Board shall submit its amended procedural and financial by-laws to the City Manager's Office for approval by Council.

(delete)

~~**6.1.4 A copy of the procedure by-law and any amendments or revisions must be filed with the City Manager's Office.**~~

- 6.1.5 If requested by the Board, the City, through the City Liaisons, shall assist the Board in developing a procedure by-law.
- 6.2 Open Meetings
- 6.2.1 In accordance with Section 190 of the *City of Toronto Act, 2006*, all meetings of the Board must be open to the public except as provided in subsection 6.2.2 below.
- 6.2.2 A Board meeting or part of a meeting may be closed to the public where (a) the subject matter being considered is a matter set out in Subsections (2) or (3) of section 190 of the *City of Toronto Act, 2006* or the purpose of the meeting is for training or education or (b) no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.
- 6.2.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving the holding of a closed meeting and stating the general nature of the matter to be considered at the closed meeting.
- 6.3 Quorum
- 6.3.1 A majority of appointed members shall constitute a quorum of the Board.
- 6.3.2 In the event there are one (1) or more vacancies on the Board of Governors at the time of a meeting, the quorum shall be one-half (1/2) of the remaining members.
- 6.4 Meeting Schedules, Agendas and Minutes
- 6.4.1 The Board shall meet regularly at least six (6) times a year and may hold special meetings at the call of the Chair or any five members of the Board.
- 6.4.2 The Board shall make Board meeting schedules, agendas, and approved minutes (in this section collectively called “records”) available to members of the public, except for those records considered (or, in the case of schedules and agendas, to be considered) during that part of a meeting that was (or is to be) closed to the public.
- 6.4.3 The Board may charge a reasonable fee on a cost recovery basis for providing copies of these records to individuals on request.
- 6.4.4 In accordance with Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* adopted by Council at its meeting of September 22 to 25, 2003 and as amended from time to time, the Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location shall be posted in a public area of the Board’s offices and on the Board’s website. Any amendments or changes to that schedule shall be posted as soon as possible to provide as much advance notice to the public of changes in the schedule as possible.
- 6.4.5 The Board shall comply with Council’s Policies on Open Meetings and the *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* regarding proper notice for Board meetings, procedures for Board minutes, and election of officers.

ARTICLE 7: BOARD RESPONSIBILITIES

7.1 Responsibilities of the Board

7.1.1 The Board 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) approve the business plans and annual capital and operating budgets for Exhibition Place for submission to Council for approval;
- (c) review the performance of Exhibition Place on a consolidated basis and approve all annual financial statements;
- (d) 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;
- (e) prepare for, attend at and participate in Board and committee meetings;
- (f) ensure processes are in place to identify and address the principal corporate or business risks arising from the activities of the Board of Governors;
- (g) periodically review general operating guidelines for the use of Exhibition Place, including the terms and conditions for using Exhibition Place, and to make recommendations for long-term improvements;
- (h) develop performance criteria for Board programs and review performance against objectives;
- (i) identify matters that are at issue regarding the management and operation of Exhibition Place and to work towards the resolution of these matters; and
- (j) **(insert) may establish any number of committees, including standing committees and special committees, for such purposes as it may from time to time deem desirable, and appoint members who may or may not be board members, as long as the board does not delegate to committees that have non-board members any final decision-making authority.**

7.2 Facility Control and Responsibility

7.2.1 The Board is responsible for properly maintaining Exhibition Place in a state-of-good repair and keeping the premises in a clean, safe, and orderly condition.

7.2.2 The Board shall ensure that facility maintenance is conducted in accordance with Applicable Law and regulatory requirements prescribed by various acts and codes, including the Ontario Fire Code and the Ontario Electrical Safety Code.

7.2.3 The officers, employees, contractors, and the servants and agents of contractors, of the City shall have at all times the right to enter upon the lands or any part of the lands for the purpose of implementing any policy of Council applicable to Exhibition Place or for any other purposes authorized by this Relationship Framework or by-law.

ARTICLE 8: RESPONSIBILITIES OF THE CITY

8.1 Corporate Support

- 8.1.1 The Board (the Board itself or Board staff) may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.
- 8.1.2 The Board (the Board itself or Board staff), if required, may access the City's expertise in areas such as purchasing, labour relations, legal services, corporate access and privacy, board governance, and financial services.
- 8.1.3 Exhibition Place is owned by the City and is covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Board is required to pay annual premiums for insurance to the City.
- 8.1.4 The City Manager's Office provides governance support to the City's agencies, (~~delete~~) ~~boards, commissions,~~ and corporations, including to Exhibition Place staff, as requested.

8.2 Role of Council

- 8.2.1 Council will give consideration to Board requests to amend this Relationship Framework, the By-laws and other by-laws, Council policies, or governance structures pertaining to Exhibition Place. These requests are to be submitted to the governance liaison in the City Manager's Office for transmittal to the appropriate Committee of Council.
- 8.2.2 The role of Council Members appointed to the Board is to:
- a) perform as part of the Board;
 - b) balance their roles as the custodian of the City's tax dollars and representative of Council policies with his or her duties as a Board Member;
 - c) provide advice and expertise to aid in decision-making; and
 - d) provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

ARTICLE 9: ACCESS TO RECORDS AND INFORMATION

9.1 Records and Information

- 9.1.1 The Board and Board staff are required to comply with the *Municipal Freedom of Information and Protection of Privacy Act*, which establishes requirements related to access to Records and information. The *Municipal Freedom of Information and Protection of Privacy Act* ("MFIPPA") provides individuals with the right to access general information and their own personal information maintained by municipal governments. The Act also includes guidelines related to the collection, use, disclosure, retention and disposition of personal information.

- 9.1.2 The Board is designated as a separate institution for the purposes of MFIPPA. It therefore has ownership, custody and control of its records, notwithstanding any access to its Records granted to other parties or the advice, support and services provided by other parties through formal or informal arrangements.
- 9.1.3 The City Clerk will provide support, advice and services to the Board on matters related to the collection, use, storage, disclosure, retention and disposition of Records, including personal information, as required. The Board may grant the City Clerk access to its Records, as required, to provide this support, advice and service.
- 9.1.4 The Board shall retain and preserve its Records, which shall include Records associated with the management and operation of Exhibition Place including minutes and Records of every Board meeting, in a secure and accessible manner and in accordance with the retention schedule established by the Board, and consistent with the requirements of the *City of Toronto Act, 2006*. The Board shall maintain and store its Records separate from City Records.
- 9.1.5 Except as otherwise provided, a Record of the Board may only be destroyed in accordance with section 201 of the *City of Toronto Act, 2006*. Section 201 provides that a Record of the Board may be destroyed if a retention period has been established under that section and the retention period has expired or the Record is a copy of the original Record. Section 201 provides that the City, subject to the approval of the City Auditor, may establish retention periods during which the Records of the City and its local boards must be preserved.
- 9.2 City Requests for Information
- 9.2.1 The Board, or the Chief Executive Officer of the Board on its behalf, shall respond in a timely manner to requests for information related to the operations, business, and affairs of the Board of Governors of Exhibition Place made by Council or the City Manager.
- 9.2.2 To ensure that appropriate information is provided, the City, when requesting information, should communicate to the Board or the Board's Chief Executive Officer the purpose of the information request and how the information is to be used.
- 9.3 Purchasing
- 9.3.1 Purchasing policies and practices shall be consistent with the City of Toronto's purchasing policies.
- 9.3.2 Exhibition Place Purchase Orders shall be issued in accordance with the Board's procurement policy.

ARTICLE 10: POLICIES

- 10.1 Compliance with City Policies
- 10.1.1 In accordance with subsection 141(1) of the *City of Toronto Act, 2006*, the City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.

- 10.1.2 In accordance with subsection 212(2) of the *City of Toronto Act, 2006*, the Board shall adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services.
- 10.1.3 All Members of the Board, including Public Members, shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990, and the Conflict of Interest Policy adopted by Council at its meeting of August 1 to 4, 2000 and as amended from time to time. Further, it is understood that each Member has agreed, at the time of his or her appointment, to abide by the Code of Conduct for Members of Local Boards adopted by Council at its meeting of July 15 & 16, 2008 and as amended from time to time.
- 10.1.4 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time and with necessary modifications as appropriate. The City Liaisons will provide the Board with copies of all current City policies that Council has established that apply to the City's agencies (~~delete~~) ~~boards~~, and commissions, including the Board.
- 10.1.5 The City Liaisons will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.
- 10.1.6 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its staff.
- 10.2 Corporate Identity
- 10.2.1 The Board is required to acknowledge in public materials such as web sites, publications, pamphlets, and signage its relationship with the City and that the City provides support to the Board and Exhibition Place (e.g. identification that the Board is a board of the City of Toronto).
- 10.2.2 When the Board uses the City logo on any visual material, publications, or pamphlets it must use the official City corporate logo or word mark.
- 10.3 Public Representation
- 10.3.1 The Board and Board staff shall at all times in representing the Board on the public record respect privacy rights, security needs, and matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.

ARTICLE 11: COMMUNICATION AND REPORTING

- 11.1 City Liaisons
- 11.1.1 The Board will be functionally aligned with the City's Office of the City Manager as a City Liaison for governance issues and matters related to this Relationship Framework and reports through to the appropriate City Committee to Council depending on the subject matter of the report.

11.1.2 The Deputy City Manager and Chief Financial Officer is the City Liaison respecting financial or property issues. All requests for Council approval regarding these matters shall be communicated to the City through the Deputy City Manager and Chief Financial Officer who will forward the report to the appropriate committee for consideration.

11.1.3 The role of the City Liaisons is facilitative and does not limit the autonomy or authority of the Board or preclude the Board from working with other City divisions or with Councillors, or from representing the Board before Council and its committees in the normal course of business, as it deems appropriate.

11.1.4 If requested by Board staff, the City Liaisons will facilitate the administrative relationship between the Board and the City including the provision of support through various corporate units; ensure that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; act as a resource for the Board staff and provide information to the Board staff.

(insert)

11.1.5 **The Board shall disclose individual executive compensation to the City Manager in a form and at a time satisfactory to the City Manager and as permitted by law for inclusion in a confidential report to City Council; and**

a) Signed Consent Forms to be signed by the Executives shall be filed and retained by the Corporate Secretary.

b) Employment contracts for Executives engaged by the Board as of July 11, 2012 shall include a provision providing employee consent to disclosure of their individual compensation, or other information, to the City Manager and in a form and at a time satisfactory to the City Manager.

11.2 Financial Management and Budget

11.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters as required, consulting with the City Liaisons and other City staff as required.

11.2.2 The Board shall supplement its operating and capital budget submission with a Service-based, multi-year budget view aligned with the Service Plan document (refer to section 11.3 Business Planning), including performance measures, and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City.

11.2.3 The Board shall prepare its operating and capital budget and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City. The budget for the Board is included in the City's budget as a separate program line. The Board shall present the consolidated budget to the appropriate committees of Council. The Board's Chief Executive Officer should be available to answer questions and participate in the budget review process as required.

11.2.4 The Board's operating budget shall include salary and benefit costs, facility and operation costs, and any program delivery costs. This may include all salary and benefit costs related to administration, program and volunteer co-ordination, secretarial and reception services; maintenance and security; materials and supplies related to administration and maintenance; furniture and equipment for general use of the Board

and for use in Exhibition Place: purchased services such as, but not limited to utilities, printing, and auditing costs; repairs below the current Capital policy threshold, and contributions to the City's Insurance Reserve Fund.

- 11.2.5 Once the estimates have been approved by the Board of Governors and Council, all spending by the Board of Governors shall be in accordance with the Budget. The Board of Governors must approve any transfers of sums between Program Areas consistent with the overall budget envelope as approved by Council.
 - 11.2.6 Any requests for additional funds necessary to cover operating deficits or implement new programs must be accompanied by a business case and shall be subject to approval by Council.
 - 11.2.7 The Board, in consultation with appropriate City staff, shall establish a multi-year capital plan that will be reviewed and approved annually by Council.
 - 11.2.8 The Board shall not expend administrative or capital funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
 - 11.2.9 The Board shall contact a City Liaison and the designated manager in the City's Financial Planning Division in the event of an unforeseen circumstance that may have budgetary implications.
 - 11.2.10 In the event of an unforeseen circumstance, if the event is an immediate health and safety risk or a significant operational issue, the Board has the authority to take all appropriate actions but must advise the City Liaisons as soon as possible of the situation. In all other cases, remedial actions must first be approved by the City.
 - 11.2.11 The Board shall be responsible for monitoring its approved operating budget and submitting variance reports as requested by the City's Financial Planning Division to the City. Variance reports shall include explanations and remedial action plans to address variances.
 - 11.2.12 If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City. These settlements are approved by Council in a separate report based on the Audit Committee and Council approval of the Audited Annual Financial Statements of the Board.
- 11.3 Business Planning
- 11.3.1 The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
 - 11.3.2 The Board shall update on an annual basis, as required, a Program Map document that will outline the following key information: Mission Statement; Program Map; and related Service profiles in the format prescribed by the City.
 - 11.3.3 The Board shall provide Service Plans, based on the prevailing Program Map, on an annual basis in a format and within time lines prescribed by the City. These plans will provide key information that focuses on service levels; service performance and

challenges; highlights plans and strategies to address those challenges and links resultant objectives for the multi-year time horizon being considered.

11.4 Annual Reporting

11.4.1 Budget Submission

The Board shall prepare a budget submission every year. The budget submission shall be submitted to the City's Financial Planning Division.

11.4.2 The annual budget submission prepared by the Board shall include a program overview including common performance measurement information related to degree of achievement in that year; projected objectives and major activities proposed for the coming year; the annual budget request; a staffing overview; an organizational chart; and other information as required by Council or the CFO from time to time.

11.4.3 Financial Statements

11.4.3.1 The Board shall submit to the CFO the Audited Annual Financial Statements of the Board that have been audited by the Auditor within three months after December 31 of each year for inclusion in the City's consolidated financial statements.

11.4.3.2 The Board shall provide information to the City Manager of any subsidiaries, joint ventures or equity interest conducted by the agency.

11.5 External Attest Audit

11.5.1 The City is responsible for selecting an external auditor (in this Relationship Framework called the Auditor) to complete the annual audit of the Board. The annual audit will be completed in consultation with the Board. The audit must satisfy the requirements of subsection 139(1) of the *City of Toronto Act, 2006* that requires the City to appoint an auditor licensed under the *Public Accounting Act, 2004* to annually audit the accounts and transactions of the City and its local boards and express an opinion on the financial statements of these bodies. (Note that it does not need to be the same auditor that audits the City and all of its local boards).

11.5.2 The audited financial statements shall be submitted to the Auditor General's Office for submission and review by the City's Audit Committee (*insert*) **within 90 days of year-end (December 31) (~~delete~~) as soon as possible after December 31** of each year.

11.5.3 The Chair of the Board and/or the Board's CEO shall attend the Audit Committee to answer questions regarding the statements.

ARTICLE 12: ACCOUNTABILITY AND TRANSPARENCY

12.1 Integrity Commissioner

12.1.1 The City's Integrity Commissioner is responsible, among other things, for performing in an independent manner the functions assigned to him or her by Council with respect to the application of the Code of Conduct for Members of Local boards (restricted

definition) as defined in the City of Toronto Act, and the application of any procedures, rules, and policies of the City and its local boards governing the ethical behaviour of members of the City's local boards.

- 12.1.2 Council, a member of Council, a member of the public, the Board, or a Member of the Board may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the code of conduct.
- 12.1.3 On request, the Board shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry.
- 12.1.4 The Board shall provide the Integrity Commissioner with free access to all books, accounts, financial Records, electronic data processing Records, reports, files, and all other papers, things, or property used by the Board that the Commissioner believes to be necessary for an inquiry.
- 12.1.5 If the Integrity Commissioner reports to Council that in his or her opinion the Board Member has contravened the code of conduct, Council may reprimand the Member, and if Council does not reprimand the Member, the Board may do so.
- 12.1.6 The Integrity Commissioner and every person acting under his or her instructions shall preserve secrecy with respect to all matters that come to his or her knowledge in the course of his or her duties as required by subsection 161(1) of the *City of Toronto Act, 2006*, except for disclosure of information in accordance with Part V of the *City of Toronto Act, 2006*.
- 12.1.7 The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the *City of Toronto Act, 2006*.
- 12.2 Ombudsman
 - 12.2.1 The function of the City's Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the City, its local boards (restricted definition) as defined in the City of Toronto Act, 2006, and such city-controlled corporations as Council may specify and affecting any person or body of persons in his, her, or its personal capacity.
 - 12.2.2 S. 19 of the *Ombudsman Act* applies to the exercise of powers and the performance of duties of the Ombudsman. In accordance with subsection 19(1) of that Act, upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.
 - 12.2.3 The Ombudsman and every person acting under the instructions of the Ombudsman shall preserve secrecy with respect to all matters in the course of his or his duties as required under subsection 173(1) of the *City of Toronto Act, 2006*.

12.3 Lobbyist Registry

12.3.1 In accordance with subsection 165(1) of the *City of Toronto Act, 2006* the City will establish and maintain a Lobbyist Registry that retains information by persons who lobby public office holders. Public office holders include Board Members and Board staff.

12.3.2 Persons or entities who lobby public office holders will be required to comply with the City's Lobbyist Registry and any associated policies or codes as adopted by Council and as amended from time to time.

12.3.3 Persons or entities in an existing contractual relationship with the Board will not be considered to be engaged in lobbying activity where they communicate with staff or Board Members on matters relating to the subject-matter or administration of such contracts.

12.4 Auditor General

12.4.1 The City's Auditor General is responsible for assisting Council in holding itself and city administrators accountable for the quality of stewardship over public funds and for achievement of value for money in city operations.

12.4.2 The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform his or her duties under Part V the *City of Toronto Act, 2006*.

12.4.3 The Board shall permit the Auditor General to have free access to all books, accounts, financial Records, electronic data processing Records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform his or her duties under Part V of the *City of Toronto Act, 2006*. Without limiting the forgoing the Board shall provide the Auditor General or his or her designates with reasonable access to the Board's premises and Records during regular business hours.

12.5 General

12.5.1. The City Manager may review the financial Records and other relevant Records of the Board. The Board and staff shall provide the City Manager with reasonable access to the premises and Records during regular business hours.

12.5.2 All City staff that access Records of the Board shall respect the confidentiality of any personally identifying information contained in any Records as required by the *Municipal Freedom of Information and Protection of Privacy Act*.

12.5.3 The Board is required to review and develop an action plan to address recommendations arising from any management letter received from the Auditor, a review by the Auditor General, or a review by the City Manager.

ARTICLE 13: COMPLIANCE

- 13.1 Inconsistency or Conflict
 - 13.1.1 If there is any inconsistency or conflict between the provisions of this relationship framework and a by-law, the by-law shall prevail.
 - 13.1.2 If there is any inconsistency or conflict between the provisions of this relationship framework and provincial or federal legislation, the provincial or federal legislation shall prevail in accordance with their jurisdiction.

ARTICLE 14: AMENDMENTS AND CHANGES

- 14.1 Amendments to the Relationship Framework
 - 14.1.1 From time to time the City may amend this Relationship Framework. The City will consult with the Board prior to making such amendments and notice shall be given to the Board when amendments have been made.
 - 14.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to the Relationship Framework to Council through the City Liaison in the City Manager's Office.