

**Item No. 4****MINUTES****THE BOARD OF GOVERNORS OF EXHIBITION PLACE  
Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place  
Friday, November 23, 2012 – 8:30 a.m.**

The Board of Governors of Exhibition Place met in the Fountainblu Side Room – Queen Elizabeth Building - Exhibition Place on Friday, November 23, 2012 at 8:30 a.m.

**PRESENT:** Hugh Mansfield, Chair  
Ana Bailao, Wayne Copeland, Connie Dejak, Gloria Lindsay Luby, Sean Webster

**APOLOGIES:** Mark Grimes, Chin Lee, Gord Perks

**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, Manager/Operations  
Jeff Gay, Director/Event Services  
Frank Martindale, Director/Operations  
Ron Mills, Director/Facility Services  
Laura Purdy, Director/Marketing  
Danny Chui, Manager/Capital Works  
Paul Egli, Chief Financial Officer/CNEA  
Peter Church, General Manager/BMO Field  
Ryan Gillis, Manager/Accounting – BMO Field

Hugh Mansfield 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.

The Chair noted the following:

- a) Introduced Paul Egli, CFO for the CNEA, who was representing David Bednar at the meeting given he was out of town;
- b) Pan Am Presentation was been postponed to New Year given a family member of Ian Troop passed away;
- c) Report No. 14 – Washroom Renovations at Direct Energy Centre was withdrawn from agenda given the approval of City Council re Capital Budget is in January 2013, and that there are no financial issues arising from deferring the report to the Board's February meeting;
- d) The Board would consider an added starter related to Show Display Services, which was distributed; and
- e) At the conclusion of the agenda items the Board would consider another added starter, which would be distributed.

1. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Wayne Copeland, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on Friday, September 28, 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.

2. **2012 CAPITAL WORKS PROGRAM – OCTOBER PROGRESS REPORT**

Upon the question of the adoption of Report No. 2 dated November 7, 2012 from the Chief Executive Officer with respect to the 2012 Capital Works Program – October Progress Report, it was received for **INFORMATION**.

3. **BMO MANAGEMENT REPORT – SEPTEMBER 2012**

Upon the question of the adoption of Report No. 3 dated September 2012 from the General Manager/BMO Field with respect to the BMO Management Report for September 2012, it was received for **INFORMATION**.

4. **EXHIBITION PLACE MANAGEMENT REPORT – OCTOBER 2012**

Upon the question of the adoption of Report No. 4 dated October 31, 2012 from the Chief Executive Officer and the General Manager/Sales & Events Management with respect to the Exhibition Place Management Report for October 2012, it was received for **INFORMATION**.

5. **BOARD OF GOVERNORS MEETING SCHEDULE FOR 2013**

Upon the question of the adoption of Report No. 7 dated October 24, 2012 from the Chief Executive Officer with respect to the Board of Governors Meeting Schedule for 2013, it was **APPROVED**.

6. **EXHIBITION PLACE PARKING PASS POLICY – HONOURARY GOVERNORS**

Upon the question of the adoption of Report No. 8 dated October 30, 2012 from the Chief Executive Officer with respect to an Exhibition Place Parking Policy for Honourary Governors, it was **APPROVED**.

7. **EMPLOYEE INDEMNIFICATION FOR MANAGEMENT & EXCLUDED STAFF**

Upon the question of the adoption of Report No. 9 dated October 23, 2012 from the Chief Executive Officer with respect to a policy related to Employee Indemnification for Management & Excluded Staff, it was **APPROVED**.

8. **E-MAIL POLICY – BOARD EMPLOYEES**

Upon the question of the adoption of Report No. 10 dated November 1, 2012 from the Chief Executive Officer with respect to an E-Mail Policy for Board employees, it was **APPROVED**.

9. **INFORMATION & TECHNOLOGY ACCEPTABLE USE POLICY – BOARD EMPLOYEES**

Upon the question of the adoption of Report No. 11 dated November 1, 2012 from the Chief Executive Officer with respect to an Information & Technology Acceptable Use Policy for Board employees, it was **APPROVED**.

10. **2013 MOBILE VENDING PROGRAM**

Upon the question of the adoption of Report 13 dated November 9, 2012 from the Chief Executive Officer with respect to the 2013 Mobile Vending Program, it was **APPROVED**.

11. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE ALLSTREAM CENTRE & EXHIBITION PLACE – OCTOBER 31, 2012**

Upon the question of the adoption of Report No. 15, and the Confidential Attachment 1 to subject report, dated September 12, 2012 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at October 31, 2012, 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.

12. **OCCUPATIONAL HEALTH & SAFETY REPORT – 3<sup>RD</sup> QUARTER - OCTOBER**

On a question from Connie Dejak with respect to the logging of “near misses”, Dianne Young responded that these are not logged, however, she will review this and possibly include in the 2013 reports.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 5 dated October 31, 2012 from the Chief Executive Officer with respect to the Occupational Health & Safety Report for the 3<sup>rd</sup> Quarter, be received for **INFORMATION**.

13. **CNEA FINANCIAL SYSTEM**

On a question from Connie Dejak with respect to the licensing and staff training expenses being included in the expense for the system; and if thought was given to shared services with Exhibition Place, Paul Egli responded that the fees for licensing and staff training are included in the expense, and Dianne Young provided a brief overview of the CNEA Independence negotiations wherein “shared services” for this financial system was not included in Letter of Intent approved by the Board and City Council.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated November 15, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the CNEA Financial System.

14. **BUSINESS/TRAVEL EXPENSE & REIMBURSEMENT POLICY – BOARD EMPLOYEES**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 12 dated November 17, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the Business/Travel Expense & Reimbursement Policy for Board employees.

15. **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.

The Board members Hugh Mansfield/Chair, Ana Bailao, Wayne Copeland, Connie Dejak, Gloria Lindsay Luby and Sean Webster reconvened in public session at 9:50 a.m. and concurred with the following proposal.

16. **SHOW DISPLAY SERVICES – GES CANADA AGREEMENT**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 18, and the Confidential Attachment 1 to subject report, dated November 21, 2012 from the Chief Executive Officer, which was distributed at the meeting, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to an amendment to the GES Canada Agreement; and **FURTHER** that, staff consider a future direction in evaluating the provision of this service completely by a third party and report back to the Board.

17. **PERSONNEL MATTERS**

On motion duly made by Wayne Copeland, seconded and **CARRIED**, it was **RESOLVED** that Report No. 19, and the Confidential Attachment 1 to subject report, dated November 22, 2012 from the Chief Executive Officer, which was distributed at the meeting, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to Personnel Matters.

18. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Wednesday, December 19, 2012 at 8:30 a.m.**

19. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that Mark Grimes, Chin Lee and Gord Perks having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

**ADJOURNMENT**

There being no further business, the Chair adjourned the meeting at 9:55 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 \_\_\_\_\_, 2012.

\_\_\_\_\_  
Chair