

**Item No. 2**

**MINUTES**  
**THE BOARD OF GOVERNORS OF EXHIBITION PLACE**  
**Fountainblu – Queen Elizabeth Building - Exhibition Place**  
**Friday, May 25, 2012 – 8:30 a.m.**

The Board of Governors of Exhibition Place met in Fountainblu – Queen Elizabeth Building - Exhibition Place on Friday, May 25, 2012 at 8:30 a.m.

**PRESENT:** Mark Grimes, Chair  
Ana Bailao, Wayne Copeland, Connie Dejak, Hugh Mansfield, Sean Webster

**APOLOGIES:** Chin Lee, Gloria Lindsay Luby, Gord Perks

**STAFF:** Dianne Young, Chief Executive Officer  
Fatima Scagnol, Corporate Secretary  
Alison Fowles/Solicitor, City Legal  
Hardat Persaud, Chief Financial Officer  
Mark Goss, Manager/Operations  
Arlene Campbell, General Manager/Sales & Events  
David Bednar, General Manager/CNE  
Jeff Gay, Director/Event Services  
Laura Purdy, Director of Marketing  
Frank Martindale, Director of Operations  
Danny Chui, Manager/Capital Works  
Peter Church, General Manager/BMO Field  
Ryan Gillis, Manager/Accounting – BMO Field  
Fil Terceira, Administrative Assistant/Corporate Secretary  
Arlene Jang, IT Specialist

**PRESENTORS/** Jim Baxter, Richard Morris, Fernando Carou – Energy Efficiency &  
**DEPUTANTS:** Strategic Offices, Facilities Management, City of Toronto

Terri McKinnon, Price Waterhouse

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. No conflicts were declared.

**1. MINUTES OF PREVIOUS MEETING**

On motion duly made by Ana Bailao, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on April 5, 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 – APRIL PROGRESS REPORT**

Upon the question of the adoption of Report No. 2 dated May 10, 2012 from the Chief Executive Officer with respect to the 2012 Capital Works Program – April Progress Report, it was received for **INFORMATION**.

3. **CNEA MANAGEMENT REPORT – MAY 2012**

Upon the question of the adoption of Report No. 3, and the Confidential Attachment 1 to subject report, dated May 2012 from the General Manager/CNEA with respect to the CNEA Management Report for May 2012, it was received for **INFORMATION**.

4. **BMO MANAGEMENT REPORT – MARCH 2012**

Upon the question of the adoption of Report No. 4 dated March 2012 from the General Manager/BMO Field with respect to the BMO Management Report for March 2012, it was received for **INFORMATION**.

5. **EXHIBITION PLACE MANAGEMENT REPORT – APRIL 2012**

Upon the question of the adoption of Report No. 5 dated April 30, 2012 from the Chief Executive Officer and the General Manager/Sales & Events with respect to the Exhibition Place Management Report for April 2012, it was received for **INFORMATION**.

6. **PUBLICATION OF SENIOR STAFF EXPENSES**

Upon the question of the adoption of Report No. 7 dated May 7, 2012 from the Chief Executive Officer with respect to the Publication of Senior Staff Expenses, it was received for **INFORMATION**.

7. **CNEA AGREEMENT – MAXXAM ANALYTICS INTERNATIONAL CORP.**

Upon the question of the adoption of Report No. 11 dated My 17, 2012 from the Chief Executive Officer with respect to a CNEA Agreement with Maxxam Analytics International Corporation, it was **APPROVED**.

8. **AGREEMENT FOR ASPHALT CONTRACTOR SERVICES**

Upon the question of the adoption of Report No. 12 dated May 9, 2012 from the Chief Executive Officer with respect to an Agreement for Asphalt Contractor Services, it was **APPROVED**.

9. **AGREEMENT FOR RENTAL OF GOLF CARTS - REVISED**

Upon the question of the adoption of Report No. 13 dated May 2, 2012 from the Chief Executive Officer with respect to an Agreement for Rental of Golf Carts – Revised, it was **APPROVED**.

10. **ANNUAL RENTAL AGREEMENT WITH CHIN RADIO – 2012 CHIN PICNIC**

Upon the question of the adoption of Report No. 14 dated May 14, 2012 from the Chief Executive Officer with respect to an Annual Rental Agreement with CHIN Radio for the 2012 CHIN Picnic, it was **APPROVED**.

11. **ANNUAL RENTAL AGREEMENT WITH FESTIVAL MANAGEMENT COMMITTEE – 2012 CARIBBEAN CARNIVAL**

Upon the question of the adoption of Report No. 15 dated May 16, 2012 from the Chief Executive Officer with respect to an Annual Rental Agreement with the Festival Management Committee for the 2012 Caribbean Carnival, it was **APPROVED**.

12. **RENTAL RATES FOR 2016 TO 2020**

Upon the question of the adoption of Report No. 16 dated May 10, 2012 from the Chief Executive Officer with respect to the Rental Rates for 2016 to 2020, it was **APPROVED**.

13. **FOOD & BEVERAGE RFP – CONSULTANT**

Upon the question of the adoption of Report No. 17 dated May 7, 2012 from the Chief Executive Officer with respect to a Consultant for the Food & Beverage Request for Proposals, it was **APPROVED**.

14. **HOTEL DEVELOPMENT PROJECT – TEMPORARY ACCOMMODATION**

Upon the question of the adoption of Report No. 18 dated May 7, 2012 from the Chief Executive Officer with respect to the Hotel Development Project – Temporary Accommodation, it was **APPROVED**.

15. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE ALLSTREAM CENTRE & EXHIBITION PLACE – MARCH 31, 2012**

Upon the question of the adoption of Report No. 20, and the Confidential Attachment 1 to subject report, dated May 9, 2012 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at March 31, 2012, it was received for **INFORMATION**.

16. **2013 RENTAL & SERVICE PRICE LIST**

Upon the question of the adoption of Report No. 21, and the Confidential Attachment 1 to subject report, dated May 1, 2012 from the Chief Executive Officer with respect to the 2013 Rental & Service Price List, it was **APPROVED**.

17. **UPGRADE OF STRACHAN OUTDOOR BILLBOARD SIGN – CLARITY OUTDOOR MEDIA**

Upon the question of the adoption of Report No. 24, and the Confidential Attachment 1 to subject report, dated May 7, 2012 from the Chief Executive Officer with respect to an Upgrade of Strachan Outdoor Billboard Sign – Clarity Outdoor Media, it was **APPROVED**.

18. **TORONTO 2015 PAN AMERICAN/PARAPAN AMERICAN GAMES LICENCE AGREEMENT**

Upon the question of the adoption of Report No. 27, and the Confidential Attachment 1 to subject report, dated May 23, 2012 from the Chief Executive Officer with respect to the Toronto 2015 Pan American/Parapan American Games Licence Agreement, it was **APPROVED**.

19. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Wayne Copeland, 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, Chair, Ana Bailao, Wayne Copeland, Connie Dejak, Hugh Mansfield, and Sean Webster reconvened in public session at 8:55 a.m. and concurred with the following proposal.

20. **DISTRIBUTED ENERGY SYSTEM AT EXHIBITION PLACE**

On motion duly made by Wayne Copeland, seconded and **CARRIED**, it was **RESOLVED** that Report No. 23, and the Confidential Attachment 1 to subject report, dated May 10, 2012 from the Chief Executive Officer be **APPROVED**, thereby authorizing the Chief Executive Officer to work with the Deputy City Manager and Chief Financial Officer to enter into negotiations for an agreement between the City, Exhibition Place, and the Princes Gate Hotel LP for the Distributed Energy System Project, based on the terms and conditions outlined in subject report.

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.

21. **OCCUPATIONAL HEALTH & SAFETY REPORT – 1<sup>ST</sup> QUARTER 2012**

Connie Dejak noted she was very impressed that the number of incidents have decreased and applauded Dianne Young and her staff.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated April 17, 2012 from the Chief Executive Officer with respect to the Occupational Health & Safety Report – 1<sup>st</sup> Quarter 2012, be received for **INFORMATION**.

22. **2009 – 2012 STRATEGIC PLAN – ANNUAL 2012 UPDATE**

On a question from Connie Dejak with respect to any risks as a result of the CNEA Independence, Dianne Young responded that (1) staff are moving forward with the CNEA Agreements, hence there is no change and this is reflected in the Strategic Plan; and (2) the 2011 CNE surplus (allocated to the reserve fund) has been identified through savings within the 2012 Operating Budget for Exhibition Place, and that staff will be working on achieving surplus within the 2013 Operating Budget for the CNEA Program.

On a question from Connie Dejak with respect to what's on target versus what's at risk wherein the Board can assist with, Dianne Young responded that she will develop a more detailed summary in the next quarterly report.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated May 16, 2012 from the Chief Executive Officer with respect to the 2009 – 2012 Strategic Plan – Annual 2012 Update, be received for **INFORMATION**.

**23. AUDIT RESULTS & YEAR END REPORT – CONSOLIDATED FINANCIAL STATEMENTS FOR EXHIBITION PLACE – DECEMBER 31, 2011**

Terri McKinnon of Price Waterhouse provided an overview with respect to subject report.

Connie Dejak provided an overview with respect to the meeting of the Finance & Audit Committee held on May 7, 2012 regarding subject report.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 9 dated May 8, 2012 from the Finance & Audit Committee with respect to Audit Results and Year End Report on the Consolidated Financial Statements for Exhibition Place as at December 31, 2011, be received for **INFORMATION**.

**24. 2011 CONSOLIDATED FINANCIAL STATEMENTS**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 10 dated May 8, 2012 from the Finance & Audit Committee, be **APPROVED**, thereby authorizing the 2011 Consolidated Financial Statements for the Board of Governors of Exhibition Place.

**25. RESOLUTION RE CLOSED SESSION**

On motion duly made by Hugh Mansfield, 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, Chair, Ana Bailao, Wayne Copeland, Connie Dejak, Hugh Mansfield, and Sean Webster reconvened in public session at 9:30 a.m. and concurred with the following proposal.

**26. CNEA SPONSORSHIP AGREEMENT – PRESIDENT'S CHOICE FINANCIAL**

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 19 dated May 17, 2012, and the Confidential 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing a four-year (2012 to 2015) CNEA Sponsorship Agreement with President's Choice Financial Canada, based on the terms and conditions outlined in subject report; and **FURTHER** that future long-term reports on sponsorship agreements include details/percentages related to target objectives of overall program.

27. **LICENCE AGREEMENT – CANADIAN NATIONAL SPORTSMEN’S SHOWS**

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 22 dated May 16, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a five-year (2013 to 2017) Licence Agreement with the Canadian National Sportsmen’s Shows Ltd., based on the terms and conditions outlined in subject report; and **FURTHER** that future long-term licence agreements include details/percentages related to target objectives of overall program.

28. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, July 27, 2012 at 8:30 a.m.**

29. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Chin Lee, Gloria Lindsay Luby and Gord Perks having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

**OTHER BUSINESS**

30. **COMMITTEE MEETINGS**

On a question from Sean Webster with respect to members who are unable to attend Committee Meetings being allowed to do so via telephone, Dianne Young responded that the Board follows all policies and procedures established by City Council wherein electronic participation is not permitted. Sean Webster suggested that this concern be raised with the appropriate City officials to have this process changed. Alison Fowles further added that electronic participation in meetings by City boards is not permitted under the City of Toronto Act, 2006.

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that the City Solicitor provide a report to the Board addressing the issue of electronic participation in meetings of the Board, including committees of the Board, and what process would be required to permit such electronic participation.

**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 \_\_\_\_\_, 2012.

\_\_\_\_\_  
Chair