

Item No. 1

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountainblu – Queen Elizabeth Building - Exhibition Place
Thursday, April 5, 2012 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Fountainblu – Queen Elizabeth Building - Exhibition Place on Thursday, April 5, 2012 at 8:30 a.m.

PRESENT: Mark Grimes, Chair
Ana Bailao, Wayne Copeland, Connie Dejak, Chin Lee, Gloria Lindsay Luby, Hugh Mansfield, Sean Webster

APOLOGIES: 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, Directors/Event Services
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director of Marketing
Danny Chui, Manager/Capital Works
Julien Masson, Sr. Manager, Financial Reporting/BMO Field
Ryan Gillis, Manager/Accounting – BMO Field

GUESTS: Irene Jones, Journalist

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 advised that Report Nos. 11, 12, 13 and 20 were approved by the CNEA Board at its meeting held April 4th and recommended same to the Board.

The Chair advised that Report No. 26 entitled “CNEA Agreement for Audio, Video, Lighting & Staging Equipment” which was previously e-mailed to the Board, is withdrawn from the agenda at the request of the CNEA Board given there is some questions related to the “Request for Quotation”, and the CNEA Board at its meeting of April 4, 2012 referred the item back to CNEA staff to prepare further information, hence subject report will be submitted to the May meeting of the Board.

The Chair advised that he would provide an oral report under “other business” with respect to a presentation made to the Ontario Place Advisory Panel.

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. Connie Dejak declared an interest with respect to Report Nos. 4, 5 and the new item under other business given she is a member of the Board of Ontario Place.

1. **BOARD RETIREE MOTION – CNEA MEMBERS**

On motion duly made by Mark Grimes, seconded and **CARRIED**, it was **RESOLVED** that the Board Retiree Motion with respect to acknowledging the outgoing CNEA Members – Brian Ashton, John Kiru, Jim Melvin and Jennifer Ward, be **APPROVED**.

2. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on January 27, 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.

3. **2012 CAPITAL WORKS PROGRAM – FEBRUARY PROGRESS REPORT**

Upon the question of the adoption of Report No. 3 dated March 22, 2012 from the Chief Executive Officer with respect to the 2012 Capital Works Program – February Progress Report, it was received for **INFORMATION**.

4. **CNEA MANAGEMENT REPORT – FEBRUARY 2012**

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

5. **CNEA MANAGEMENT REPORT – MARCH 2012**

Upon the question of the adoption of Report No. 5 dated March 2012, and the Confidential Attachment 1 to subject report, from the General Manager/CNEA with respect to the CNEA Management Report for March 2012, it was received for **INFORMATION**.

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

Upon the question of the adoption of Report No. 6 dated December 2011 from the General Manager/BMO Field with respect to the BMO Management Report for December 2011, it was received for **INFORMATION**.

7. **BMO MANAGEMENT REPORT – JANUARY 2012**

Upon the question of the adoption of Report No. 7 dated January 2012 from the General Manager/BMO Field with respect to the BMO Management Report for January 2012, it was received for **INFORMATION**.

8. **BMO MANAGEMENT REPORT – FEBRUARY 2012**

Upon the question of the adoption of Report No. 8 dated February 2012 from the General Manager/BMO Field with respect to the BMO Management Report for February 2012, it was received for **INFORMATION**.

9. **EXHIBITION PLACE MANAGEMENT REPORT – FEBRUARY 2012**

Upon the question of the adoption of Report No. 9 dated February 2012 from the Chief Executive Officer and the General Manager/Sales & Events with respect to the Exhibition Place Management Report for February 29, 2012, it was received for **INFORMATION**.

10. **CNEA AGREEMENT – PRINTING SERVICES**

Upon the question of the adoption of Report No. 11 dated March 2, 2012 from the Chief Executive Officer with respect to a CNEA Agreement for Printing Services, it was **APPROVED**.

11. **CNEA AGREEMENT – WHISPERING BROOK YORKSHIRES**

Upon the question of the adoption of Report No. 13 dated March 23, 2012 from the Chief Executive Officer with respect to a CNEA Agreement with Whispering Brook Yorkshires, it was **APPROVED**.

12. **UNITED ASSOCIATION OF PLUMBERS
& JOURNEYMEN LOCAL 46 – UNION AGREEMENT**

Upon the question of the adoption of Report No. 14 dated February 15, 2012 from the Chief Executive Officer with respect to the United Association of Plumbers & Journeymen Local 46 – Union Agreement, it was **APPROVED**; and **FURTHER** that Sandy Douglas be complimented in negotiating said agreement.

13. **AGREEMENT FOR HVAC AIR FILTERS**

Upon the question of the adoption of Report No. 15 dated March 19, 2012 from the Chief Executive Officer with respect to an Agreement for HVAC Air Filters, it was **APPROVED**.

14. **HR POLICY AMENDMENTS – FRAUD & OTHER
SIMILAR IRREGULARITIES AND BENEFIT PROGRAM**

Upon the question of the adoption of Report No. 17 dated March 23, 2012 from the Chief Executive Officer with respect HR Policy Amendments to the Fraud & Other Similar Irregularities and Benefit Program, it was **APPROVED**.

15. **NAMING RIGHTS POLICY FOR EXHIBITION PLACE**

Upon the question of the adoption of Report No. 19 dated February 29, 2012 from the Chief Executive Officer with respect to a Naming Rights Policy for Exhibition Place, it was **APPROVED**.

**16. ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
ALLSTREAM CENTRE & EXHIBITION PLACE – FEBRUARY 29, 2012**

Upon the question of the adoption of Report No. 22, and the Confidential Attachment 1 to subject report, dated March 22, 2012 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at February 29, 2012, it was received for **INFORMATION**.

17. CNEA AGREEMENT – AUDIO, VIDEO, LIGHTING & STAGING EQUIPMENT

The Chair previously advised that Report No. 26 entitled “CNEA Agreement for Audio, Video, Lighting & Staging Equipment” which was previously e-mailed to the Board, is withdrawn from the agenda at the request of the CNEA Board given there is some questions related to the “Request for Quotation”, and the CNEA Board at its meeting of April 4, 2012 referred the item back to CNEA staff to prepare further information, hence subject report will be submitted to the May meeting of the Board.

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.

18. 2009 – 2012 STRATEGIC PLAN ANNUAL 2011 UPDATE

Connie Dejak noted that subject report was very informative, many achievements accomplished, and applauded Dianne Young and her staff.

On a question from Connie Dejak with respect to the Strategic Planning Session that is currently be scheduled and its process, Dianne Young provided a brief history with respect to the 2009 to 2012 Plan that was formulated in 2009 through the Board’s planning session at that time and that this session was to develop the 2013 to 2016 Plan.

Connie Dejak recommended that input to the planning session be received from all staff and community groups which would provide a wider base of recommendations, rather than only receiving input from senior staff.

Dianne Young noted that a request for proposal is being sent out shortly for a consultant to facilitate the planning session, and once engaged will include Ms. Dejak’s recommendation, and in the event more feedback is required, the planning session may be held in the Fall, 2012.

Gloria Lindsay Luby agreed with Ms. Dejak’s recommendation with respect to including all staff and suggested that perhaps the planning session be held in the Fall, 2012 given the uncertainty with Ontario Place.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 10 dated March 23, 2012 from the Chief Executive Officer with respect to the 2009 to 2012 Strategic Plan – Annual 2011 Update, be received for **INFORMATION**.

19. CNEA SOLE SOURCE CONTRACTS FOR 2012

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 12 dated February 28, 2012 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing the CNEA Sole Source Contracts for 2012, as outlined in subject report.

20. AGREEMENT FOR GOLF CARTS

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 16 dated March 19, 2012 from the Chief Executive Officer with respect to an Agreement for Golf Carts, be **REFERRED** back to staff to provide a further report with respect to purchasing golf carts versus renting on a short term basis; and **FURTHER** that, the Chief Executive Officer communicate with Ontario Place officials to inquire if there is a possibility of purchasing or renting any of their existing equipment/fleet, specifically golf carts.

21. WHISTLE BLOWER PROTECTION POLICY

On a question from Connie Dejak with respect to the process wherein staff would be advised of said policy, Dianne Young responded that all policies approved by the Board are circulated to staff, posted in the internal intranet, and posted to staff bulletin boards. Dianne further added that said policy, as well as other policies, will be included in the “Core Development Training” for staff currently being planned.

On a question from Connie Dejak as to who staff can speak with before a submission is put into the system, Dianne Young responded that staff can approach any member of the senior staff, send her an e-mail, or discuss same in person with herself or any senior staff. She further added that “coffee sessions” lead by her, resulting from the Recognition Program, is another avenue where staff can discuss any concerns.

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 18 dated March 23, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Whistle Blower Protection Policy for Exhibition Place, as outlined in Appendix “A” to subject report.

22. SKYRIDE FOUNDATION INSTALLATION AT EXHIBITION PLACE

A brief discussion ensued with respect to using the Skyride outside the CNE period, wherein both Dianne Young and David Bednar would certainly discuss the possibility with North American Midway Entertainment, should it arise.

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated March 21, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the Skyride Foundation Installation at Exhibition Place.

23. HOTEL DEVELOPMENT – SHORT TERM LEASE TO HKHOTELS LLC

A brief discussion ensued with respect to the future use of Stanley Barracks and the size of meeting room space within the hotel.

On motion duly made by Sean Webster, seconded and **CARRIED**, it was **RESOLVED** that Report No. 21 dated March 27, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a Short Term Lease of Stanley Barracks to HKHotels LLC, based on the terms and conditions outlined in subject report.

24. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Connie Dejak, 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, Chin Lee, Hugh Mansfield, Gloria Lindsay Luby, and Sean Webster reconvened in public session at 9:10 a.m. and concurred with the following proposal.

25. **EXTENSION OF COCA-COLA REFRESHMENT SPONSORSHIP AGREEMENT**

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 23 dated March 21, 2012, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Extension of the Coca-Cola Refreshment Sponsorship Agreement, based on the terms and conditions outlined in subject report.

26. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, May 25, 2012 at 8:30 a.m.**

27. **RESOLUTION RE ABSENTEEISM**

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

OTHER BUSINESS

28. **ONTARIO PLACE**

Connie Dejak had earlier declared a conflict and took no part in the discussion.

The Chair advised that both the CEO of Exhibition Place and the Vice-Chair of the Board made a presentation to the Ontario Place Advisory Committee wherein both provided a brief overview.

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