

Item No. 2**MINUTES****THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountainblu – Queen Elizabeth Building - Exhibition Place
Friday, January 27, 2012 – 8:30 a.m.**

The Board of Governors of Exhibition Place met in Fountainblu – Queen Elizabeth Building - Exhibition Place on Friday, January 27, 2012 at 8:30 a.m.

PRESENT: Mark Grimes, Chair
Brian Ashton, Ana Bailao, Wayne Copeland, Connie Dejak, John Kiru, Chin Lee, Hugh Mansfield, Jim Melvin, Gord Perks, Jennifer Ward, Sean Webster

APOLOGIES: Gloria Lindsay Luby

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Ward Earle/Solicitor, City Legal
Karen Jones/Senior Corporate Management – Policy Consultant/City
Martin Herzog/Senior Corporate Management – Policy Consultant/City
Cory Lynch/Solicitor – Employment Law - City
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
Fil Terceira, Administrative Assistant/Corporate Secretary
Arlene Jang, IT Specialist
Peter Church, General Manager/BMO Field
Ryan Gillis, Manager/Accounting – BMO Field

PRESENTORS/ Lyle Hall, Managing Director – HLT Advisory

DEPUTANTS: Carla Giancola, HTL Advisory

Mark Grimes presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:30 a.m.

The Chair acknowledged and welcomed the City Staff who were attending the meeting with respect to the CNEA Independence Report – Ward Earle, Karen Jones, Martin Herzog, and Cory Lynch.

The Chair also acknowledged and welcomed Lyle Hall and Carla Giancola from HLT Advisory who were attending the meeting with respect to the presentation on the Direct Energy Centre Expansion.

The Chair also acknowledged and welcomed Ryan Gillis, the new Manager of Accounts for BMO Field.

The Chair advised that the agenda items would be dealt with first, and in the event the CNEA Independence Report was held, Members would deal with subject report in order to allow the City staff to excuse themselves from the meeting. He further added that subject report was unanimously approved by the CNEA Board at its meeting of January 26, 2012.

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.

1. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on December 16, 2011, 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. **CNEA MANAGEMENT REPORT – JANUARY 2012**

Upon the question of the adoption of Report No. 3 dated January 2012 from the General Manager/CNEA with respect to the CNEA Management Report for January 26, 2012, it was received for **INFORMATION**.

3. **BMO MANAGEMENT REPORT – NOVEMBER 2011**

Upon the question of the adoption of Report No. 4 dated November 2011 from the General Manager/BMO Field with respect to the BMO Management Report for November 2011, it was received for **INFORMATION**.

4. **EXHIBITION PLACE MANAGEMENT REPORT – DECEMBER 2011**

Upon the question of the adoption of Report No. 5 dated December 31, 2011 from the Chief Executive Officer with respect to the Exhibition Place Management Report for December 31, 2011, it was received for **INFORMATION**.

5. **OCCUPATIONAL HEALTH & SAFETY REPORT – 4TH QUARTER & YEAR-END**

Upon the question of the adoption of Report No. 7 dated January 9, 2012 from the Chief Executive Officer with respect to the Occupational Health & Safety Report – 4th Quarter and Year-End 2011, it was received for **INFORMATION**.

6. **AGREEMENT FOR SHEET METAL WORK SPECIFIC TO HVAC SYSTEMS**

Upon the question of the adoption of Report No. 9 dated January 9, 2012 from the Chief Executive Officer with respect to an Agreement with York Sheet Metal Ltd., it was **APPROVED**.

7. **AGREEMENT FOR PROVISION OF BI-DIRECTIONAL COMMUNICATIONS SYSTEM MAINTENANCE**

Upon the question of the adoption of Report No. 10 dated January 11, 2012 from the Chief Executive Officer with respect to an Agreement for the Provision of Bi-Directional Communications System Maintenance, it was **APPROVED**.

8. **AGREEMENT FOR ROOFING REPAIR SERVICES**

Upon the question of the adoption of Report No. 11 dated January 12, 2012 from the Chief Executive Officer with respect to an Agreement with Solar Roofing & Sheet Metal Ltd., it was **APPROVED**.

9. **POLICY RE PUBLICATION OF SENIOR STAFF EXPENSES**

Upon the question of the adoption of Report No. 13 dated January 12, 2012 from the Chief Executive Officer with respect to a Policy Re Publication of Senior Staff Expenses, it was **APPROVED**.

10. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE ALLSTREAM CENTRE & EXHIBITION PLACE – NOVEMBER 30, 2011**

Upon the question of the adoption of Report No. 14, and the Confidential Attachment 1 to subject report, dated January 12, 2012 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place, as at November 30, 2011, 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. The Board concurred with the following.

11. **INDEPENDENCE OF THE CANADIAN NATIONAL EXHIBITION ASSOCIATION**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that a recorded vote be undertaken with respect to Report No. 16, and the Confidential Attachment 1 to subject report, dated January 24, 2012 from the Business Development Committee regarding the Independence of the Canadian National Exhibition Association:

Recommendation Nos. 1, 2, 3, 5 and 6 of subject report was **approved** by Brian Ashton, Ana Bailao, Wayne Copeland, Connie Dejak, Mark Grimes, Hugh Mansfield, John Kiru, Jim Melvin and Sean Webster; and Recommendation No. 4 of subject report was **approved** by Ana Bailao, Wayne Copeland, Connie Dejak, Mark Grimes, Hugh Mansfield, and Sean Webster, with Brian Ashton, John Kiru, and Jim Melvin voting in the **negative**.

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 16 (a), and the Confidential Attachment 1 to subject report, dated January 19, 2012 from the City Solicitor with respect to Legal Advice on the Proposed Separation and Independence of the CNEA from the Board re Employment-Related Implications, be received for **INFORMATION**, and not be publicly released.

12. **2011 CAPITAL WORKS PROGRAM – YEAR-END REPORT**

On a question from Jim Melvin with respect to the WIFI locations related to the 1812 Project, Dianne Young responded that the entire site (192 acres) would be accessible to WIFI. Jim Melvin applauded Dianne Young on this accomplishment.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 2 dated January 13, 2012 from the Chief Executive Officer with respect to the 2011 Capital Works Program – Year-End Report, be received for **INFORMATION**.

13. **BMO FIELD – 2012/2013 RENTAL RATES & NATURAL GRASS UPDATE**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated January 12, 2012 from the Stadium Advisory Committee with respect to the BMO Field – 2012/2013 Rental Rates and Natural Grass Update, be received for **INFORMATION**.

14. **CNEA AGREEMENT – EVENT STAFF CANADA**

Brian Ashton noted that the CNEA Board at its meeting of January 26, 2012 amended subject report wherein the annual fee of \$652,500 was not to be exceeded. He further noted that there will be further negotiations with Event Staff Canada wherein the annual fee could be reduced.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the dollar value within the recommendation of Report No 8 dated January 18, 2012 from the Chief Executive Officer, be **amended**, thereby replacing the words “annual fee of \$652,500” with the words “annual fee not to exceed \$652,500”, and that the report, as amended, be **APPROVED**, thereby authorizing a one year (2012) agreement between the CNEA and Event Staff Canada, with an option to renew for a further three years (2013, 2014 and 2015), based on the terms and conditions outlined in subject report.

Chin Lee, Gord Perks and Jennifer Ward joined the meeting at 8:45 a.m.

15. **2012 MOBILE VENDING PROGRAM**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 12 dated January 13, 2012 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the 2012 Mobile Vending Program, based on the terms and conditions outlined in subject report.

16. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Brian Ashton, 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, Brian Ashton, Ana Bailao, Wayne Copeland, Connie Dejak, John Kiru, Chin Lee, Hugh Mansfield, Jim Melvin, Gord Perks, Jennifer Ward, and Sean Webster reconvened in public session at 9:10 a.m. and concurred with the following proposal.

17. **PROPOSED EXPANSION OF DIRECT ENERGY CENTRE – MARKET ASSESSMENT**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Report No. 15 dated January 17, 2011, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the Proposed Expansion of Direct Energy Centre; and **FURTHER** that, the power-point presentation by Mr. Lyle Hall of HLT Advisory, be received for **INFORMATION**.

18. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Thursday, April 5, 2012 at 8:30 a.m.**

19. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Gord Perks, seconded and **CARRIED**, it was **RESOLVED** that Gloria Lindsay Luby 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 9:15 a.m.

(Copies of the communications, reports and other documents referred to in the minutes of this meeting have been distributed to the members and copies thereof inserted as schedules to the official minutes of the proceedings of this meeting of the Board.)

Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the ____ day of _____, 2012.

Chair