

Item 1

MINUTES THE BOARD OF GOVERNORS OF EXHIBITION PLACE Fountainblu – Queen Elizabeth Building - Exhibition Place Friday, December 16, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Fountainblu – Queen Elizabeth Building - Exhibition Place on Friday, December 16, 2011.

PRESENT: Mark Grimes, Chair
Brian Ashton, Connie Dejak, John Kiru, Chin Lee, Gloria Lindsay Luby,
Hugh Mansfield, Jim Melvin, Gord Perks, Jennifer Ward, Sean Webster

APOLOGIES: Ana Bailao, Wayne Copeland

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Ward Earle, City Legal
Hardat Persaud, Chief Financial Officer
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
Sarah Fink, Corp Sec & Government Relations/CNEA
Debbie Sanderson, Executive Assistant/CEO
Fil Terceira, Administrative Assistant/Corporate Secretary
Jorge Camacho, Employee of the Year/Exhibition Place
Arlene Jang, IT Specialist
Peter Church, General Manager/BMO Field
Julien Masson, Sr. Manager, Financial Reporting/BMO Field

PRESENTORS/ Joe Berridge and Jed Kilbourn, Urban Strategies LLC

DEPUTANTS:

GUESTS: Irene Jones, Journalist
Erin Hadfield, Journalist

Mark Grimes presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:40 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.

Connie Dejak declared an interest with respect to Report No. 30 entitled “Festival Plaza Master Plan”, given she is a Board Member of the Ontario Place Corporation.

1. ELECTION OF VICE-CHAIR

The Chair advised that historically, members have agreed that the vote for a Vice-Chair has been by a show of hands. Members concurred that the vote for Vice-Chair be by a show of hands.

The Chair called for nominations for the Office of Vice-Chair to the Board, and Hugh Mansfield was duly nominated by Jim Melvin and seconded by Connie Dejak.

The Chair called for further nominations and none was offered. On motion duly made, seconded and **CARRIED**, it was **RESOLVED** that nominations be closed.

The Chair thereupon declared Hugh Mansfield duly elected Vice-Chair to the Board to hold office until his successor is elected.

The Chair congratulated Mr. Mansfield.

2. **CONGRATULATIONS MOTION – MARK GOSS & DANNY CHUI**

Upon the question of the adoption of the Congratulations Motion with respect to Mark Goss and Danny Chui acknowledging the successful completion of the ISF Program, it was **APPROVED**.

3. **CONGRATULATIONS MOTION – DEBBIE SANDERSON**

Upon the question of the adoption of the Congratulations Motion with respect to Debbie Sanderson acknowledging the successful contributions to the City of Toronto United Way Campaign, it was **APPROVED**.

4. **CONGRATULATIONS MOTION – JORGE CAMACHO**

Upon the question of the adoption of the Congratulations Motion with respect to acknowledging Jorge Camacho as the “Employee of the Year” for Exhibition Place, it was **APPROVED**.

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

Upon the question of the adoption of the Board Retiree Motion with respect to acknowledging the outgoing CNEA Members – Jim McMillen and Tom Robins, it was **APPROVED**.

6. **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 November 4, 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.

7. **COMMUNICATION – CITY CLERK RE CNEA APPOINTMENTS**

Upon the question of the adoption of Communication No. 7 dated December 1, 2011 from the City Clerk with respect to the CNEA Appointments to the Board, it was received for **INFORMATION**.

8. **INFRASTRUCTURE STIMULUS FUND – FINAL REPORT**

Upon the question of the adoption of Report No. 9 dated December 2, 2011 from the Chief Executive Officer with respect to the Final Report for Infrastructure Stimulus Fund, it was received for **INFORMATION**.

9. **CNEA MANAGEMENT REPORT – DECEMBER 2011**

Upon the question of the adoption of Report No. 10 dated December 2011 and the Confidential Attachment 1 to subject report, from the General Manager/CNEA with respect to the CNEA Management Report for December 2011, it was received for **INFORMATION**.

10. **BMO MANAGEMENT REPORT – OCTOBER 2011**

Upon the question of the adoption of Report No. 11 dated October 2011 from the General Manager/BMO Field with respect to the BMO Management Report for October 2011, it was received for **INFORMATION**.

11. **EXHIBITION PLACE MANAGEMENT REPORT – NOVEMBER 2011**

Upon the question of the adoption of Report No. 12 dated November 30, 2011 from the Chief Executive Officer with respect to the Exhibition Place Management Report for November 2011, it was received for **INFORMATION**.

12. **DELEGATION SCHEDULES PURSUANT TO BY-LAW NO. 2-07**

Upon the question of the adoption of Report No. 13 dated November 28, 2011 from the Chief Executive Officer with respect to the Delegation Schedules Pursuant to By-Law No. 2-07, it was received for **INFORMATION**.

13. **ROYAL AGRICULTURAL WINTER FAIR APPOINTMENT FOR 2012**

Upon the question of the adoption of Report No. 15 dated November 14, 2011 from the Chair with respect to the Royal Agricultural Winter Fair Appointment for 2012, it was **APPROVED**.

14. **BOARD OF GOVERNORS MEETING SCHEDULE FOR 2012**

Upon the question of the adoption of Report No. 16 dated November 14, 2011 from the Corporate Secretary with respect to the Board of Governors Meeting Schedule for 2012, it was **APPROVED**.

15. **2012 STANDING COMMITTEES OF THE BOARD**

On a question from Sean Webster with respect to a schedule of meetings for the Board's Committees, Fatima Scagnol responded that the Committees meet as required.

Upon the question of the adoption of Report No. 17 dated November 14, 2011 from the Chair of the Board with respect to the 2012 Standing Committees of the Board, it was **APPROVED**.

16. **WAR OF 1812 COMMEMORATION FUND**

Upon the question of the adoption of Report No. 18 dated November 29, 2011 from the Chief Executive Officer with respect to the War of 1812 Commemoration Fund, it was **APPROVED**.

17. **AMENDMENTS TO EXHIBITION PLACE POLICIES
– MILITARY SERVICE & VACATION ENTITLEMENT**

Upon the question of the adoption of Report No. 19 dated December 2, 2011 from the Chief Executive Officer with respect to Amendments to Exhibition Place Policies – Military Service and Vacation Entitlement, it was received for **INFORMATION**.

18. **NEW EXHIBITION PLACE POLICIES
– EMPLOYMENT ACCOMMODATION & SOCIAL MEDIA**

Upon the question of the adoption of Report No. 20 dated December 2, 2011 from the Chief Executive Officer with respect to New Exhibition Place Policies – Employment Accommodation and Social Media, it was **APPROVED**.

19. **CARPENTERS & ALLIED WORKERS LOCAL 27 – UNION AGREEMENT**

Upon the question of the adoption of Report No. 22 dated November 28, 2011 from the Chief Executive Officer with respect to the Carpenters & Allied Workers Local 27 – Union Agreement, it was **APPROVED**; and **FURTHER** that Sandy Douglas be complimented in negotiating said agreement.

20. **INTERNATIONAL UNION OF PAINTERS
& ALLIED TRADES COUNCIL 46 – UNION AGREEMENT**

Upon the question of the adoption of Report No. 23 dated December 16, 2011 from the Chief Executive Officer with respect to the International Union of Painters & Allied Trades Council 46 - Union Agreement, it was **APPROVED**; and **FURTHER** that Sandy Douglas be complimented in negotiating said agreement.

21. **AMENDMENT TO CNEA AGREEMENT WITH G4S SECURE SOLUTIONS**

Upon the question of the adoption of Report No. 24 dated December 9, 2011 from the Chief Executive Officer with respect to the CNEA Agreement with G4S Secure Solutions Inc., it was **APPROVED**.

22. AGREEMENT FOR PROVISION OF ROLL OFF CONTAINER HAULAGE SERVICES

Upon the question of the adoption of Report No. 25 dated November 24, 2011 from the Chief Executive Officer with respect to an Agreement for the Provision of Roll Off Container Haulage Services, it was **APPROVED**.

23. AGREEMENT FOR SEWER & WATERMAIN CONTRACTOR SERVICES

Upon the question of the adoption of Report No. 27 dated November 25, 2011 from the Chief Executive Officer with respect to an Agreement for Sewer and Watermain Contractor Services, it was **APPROVED**.

24. ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE ALLSTREAM CENTRE & EXHIBITION PLACE – OCTOBER 31, 2011

Upon the question of the adoption of Report No. 31 and the Confidential Attachment 1 to subject report, dated December 2, 2011 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place as at October 31, 2011, it was received for **INFORMATION**.

25. SHOW DISPLAY SERVICES AGREEMENT – GES CANADA

Upon the question of the adoption of Report No. 34 and the Confidential Attachment 1 to subject report, dated December 2, 2011 from the Chief Executive Officer with respect an Agreement with GES Canada for Show Display Services, it was **APPROVED**.

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.

26. FESTIVAL PLAZA MASTER PLAN – NEXT STEPS

Joe Berridge of Urban Strategies LLC provided a power-point presentation with respect to the Festival Plaza Master Plan. Following the presentation the Board entered into a brief question/answer session.

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Report No. 30 dated November 27, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to the Festival Plaza Master Plan – Next Steps.

27. 2011 CAPITAL WORKS PROGRAM – NOVEMBER PROGRESS REPORT

On a question from Jim Melvin with respect to a building list dealing with assessability on the grounds, Dianne Young responded that the only buildings reviewed within the 2011 Capital Budget are the General Services and Press Buildings wherein a draft consultant's report has been received and is being reviewed.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated December 2, 2011 from the Chief Executive Officer with respect to the 2011 Capital Works Program – November Progress Report, be received for **INFORMATION**.

28. **HOTEL DEVELOPMENT – REVISED SCHEDULE**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 14 dated December 2, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Revised Schedule for the Hotel Development.

29. **EMPLOYEE RECOGNITION INITIATIVES**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Appendix “B” to subject report be **amended**, thereby deleting the words “Less than 10 years of continuous service will receive – a CNE Season Pass, valid for admission of vehicle, driver and one passenger to each annual Exhibition for life” from said policy, and that Report No. 21 dated November 27, 2011 from the Chief Executive Officer, as amended, be **APPROVED**, thereby authorizing the Employee Recognition Initiatives, outlined in subject report.

30. **AGREEMENT FOR PROVISION OF MIXED WASTE SORTING & DISPOSAL SERVICES**

On a question from Brian Ashton with respect to the relationship between Millennium Material Transfer Inc. and the contractor (Mini Millennium Disposal Services Inc.) noted in Report No. 25, Arlene Campbell responded that City Legal have confirmed that while operating from the same office, each company is a separate legal entity.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 26 dated November 29, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an Agreement with Millennium Material Transfer Inc. for a one year period, with the option to extend for an additional three separate one year periods, based on the terms and conditions outlined in subject report.

31. **COMPLIMENTS, FEEDBACK & COMPLAINTS POLICY**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 28 dated October 26, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Compliments, Feedback & Complaints Policy.

32. **BMO FIELD – SETTLEMENT WITH CANADIAN SOCCER ASSOCIATION**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 29 dated November 15, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the BMO Field – Settlement with Canadian Soccer Association, based on the terms and conditions outlined in subject report.

33. WRITE-OFF OF UNCOLLECTIBLE RECEIVABLES

On motion duly made by Hugh Mansfield, seconded and **CARRIED**, it was **RESOLVED** that Report No. 32 dated December 2, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Write-Off of Uncollectible Receivables outlined in subject report; and **FURTHER** that, the Chief Financial Officer develop a written policy with respect to collecting receivables.

34. STARVEND VENDING AGREEMENT

On a question from Brian Ashton with respect to why this agreement was sole sourced even though the commission return is marginal, Dianne Young responded that given the supplier currently services Medieval Times, staff approached Starvend given they were already servicing the grounds. Dianne added that this agreement will be included in the next Sole Source Schedule appended to the Exhibition Place Management Report

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 33 and the Confidential Attachment 1 to subject report, dated November 24, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a four-year Agreement with Starvend Vending, based on the terms and conditions outlined in subject report.

35. 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, Connie Dejak, John Kiru, Chin Lee, Gloria Lindsay Luby, Hugh Mansfield, Jim Melvin, Gord Perks, Jennifer Ward and Sean Webster reconvened in public session at 10:15 a.m. and concurred with the following proposal.

36. REVIEW OF FOOD & BEVERAGE OPTIONS

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 35 dated December 6, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing the Review of Food & Beverage Options outlined in subject report.

37. DATE OF NEXT MEETING

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

38. RESOLUTION RE ABSENTEEISM

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Ana Bailao and Wayne Copeland having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

OTHER BUSINESS

39. **ONTARIO PLACE**

On motion duly made by Mark Grimes, seconded and **CARRIED**, it was **RESOLVED** that a Committee of the Board be established made of up of the Chair, Vice-Chair and Chief Executive Officer to meet with a similar Committee of the Board of Directors of Ontario Place to explore increased physical integration of the sites and cooperation between Ontario Place and Exhibition Place; and **FURTHER** that, following this Committee’s first meeting, “terms of reference” be determined and submitted to the Board on or before the Board meeting of April 5, 2012.

40. **CHILDREN’S CHRISTMAS PARTY**

Connie Dejak expressed thanks to the staff involved with respect to coordinating the Exhibition Place Children’s Christmas Party, wherein an invitation was sent to members of the Board to attend, which she and her family did, and had a wonderful time.

41. **STRATEGIC PLANNING SESSION**

The Chair advised that a Strategic Planning Session of the Board will be scheduled in the spring of 2012 wherein all members will be invited to attend.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:15 a.m. and expressed Season’s Greetings to all.

(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