

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Liberty Grand – Renaissance Room – Exhibition Place
Friday, December 12, 2008 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Liberty Grand Complex – Renaissance Room – Exhibition Place on Friday, December 12, 2008.

PRESENT: Brian Ashton, Mona ElSayeh, Mark Grimes, Knox Henry, Camilla Mackenzie, Jim McMillen, Jim Melvin, Rocco Maragna, Joe Pantalone, John Weatherup

APOLOGIES: Maria Augimeri, Gloria Lindsay Luby, Gord Perks

ATTENDING: Dianne Young, Chief Executive Officer
Ward Earle, Solicitor/City Legal
Fatima Scagnol, Corporate Secretary
Hardat Persaud, Chief Financial Officer
Mark Goss, General Manager/Operations
Arlene Campbell, General Manager/Events & Sales
Sandy Douglas, Director/Human Resources
Jeff Gay, Director/Event Services
Laura Purdy, Director of Marketing
Danny Chui, Manager/Capital Works
Marc Petitpas, General Manager/BMO Field
Vince Bozzo, Manager/Event Operations/BMO Field
Mortimer Wilson, Manager/Accounting/BMO Field
Rusty Barrese, Retired Board Member

Dianne Young presided as the Chair pro-tem and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:40 a.m.

1. ELECTION OF CHAIR AND VICE-CHAIR

The Chair pro-tem advised that the first item of business before the meeting was the election of Chair of the Board of Governors of Exhibition Place, and the election of Vice-Chair of the Board of Governors of Exhibition Place would be dealt with by the newly-elected Chair.

The Chair noted that, as stated in the Board's By-Law No. 1-99, Section 6 – Item 9:

- (1) the Board of Governors shall elect a Chair and Vice-Chair from among its Members who shall hold office for the term of his or her appointment or membership on the Board of Governors; and,
- (2) such elections shall take place at the first meeting of the Board of Governors (or soon thereafter as possible) after the appointment by the Council of the City of the members of Council to the Board of Governors which generally occurs in January of each year following the municipal election and again eighteen months thereafter during the term of Council.
- (3) the elections of the Chair and Vice-Chair shall be conducted as follows:

- (a) the Chief Executive Officer shall call for nominations;
- (b) each nomination shall be with the consent of the nominee and shall be moved and seconded by a Member;
- (c) all Members shall be entitled, prior to a vote being taken, to speak to the nominations for not more than five minutes each;
- (d) Members may ask questions of any nominee for not more than five minutes each;
- (e) A nominee requires the vote of a majority of the Members present to be elected;
- (f) Where there are more than two nominees and no nominee receives the majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Board of Governors shall proceed to vote a new until either:
 - (i) a nominee receives the majority required for election; or
 - (ii) it becomes apparent that no nominee can be elected by reason of a tie;
- (g) Members shall vote by a show of hands, unless otherwise decided by a majority of the Members present.

The members agreed that the vote for Chair of the Board shall be by a show of hands as has been the Board's practice in the past.

The Chief Executive Officer called for nominations for the election of Chair to the Board of Governors.

It was duly moved by Knox Henry, and seconded by Mark Grimes that Joe Pantalone be nominated for Chair of the Board.

The Chief Executive Officer called for further nominations, and none were offered.

On motion duly made by Knox Henry, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that nominations for the office of Chair be **CLOSED**.

The Chair pro-tem thereupon duly declared Joe Pantalone be elected Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on November 30, 2010, and until a successor is duly elected.

Joe Pantalone thanked the members of the Board for their confidence in re-electing him and took the Chair.

ELECTION OF VICE-CHAIR OF THE BOARD

The Chair advised that the next item of business before the meeting was the election of Vice-Chair of the Board of Governors of Exhibition Place.

The election procedures stated for the Chair would be the same procedures for the election of Vice-Chair.

The Chair called for nominations for the election of Vice-Chair to the Board of Governors.

It was duly moved by Mark Grimes, and seconded by Rocco Maragna that Gloria Lindsay Luby be nominated for Vice-Chair of the Board.

The Chair called for further nominations, and none were offered.

On motion duly made by Knox Henry, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that nominations for the office of Vice-Chair be **CLOSED**.

The Chair thereupon declared Gloria Lindsay Luby duly elected as Vice-Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on November 30, 2010 and until a successor is duly elected.

The next item of business was the meeting of the Board of Governors. Deputy Mayor Joe Pantalone, Chair presided and Fatima Scagnol acted as Secretary to the meeting.

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 acknowledged and welcomed Councillor Brian Ashton to the Board representing the CNEA as 2nd Vice-President.

Councillor Mark Grimes advised the Board that Canada's Sports Hall of Fame is moving to Calgary Alberta in 2011. He also thanked the Board for the beautiful gourmet basket sent to him when he was ill.

2. MINUTES OF PREVIOUS MEETING

On motion duly made by Knox Henry, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on November 7, 2008, 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.

3. COMMUNICATIONS

- (a) Upon the question of the adoption of Communication No. 3 (a) from the City Clerk dated December 4, 2008 with respect to the CNEA Appointments to the Board, it was received for **INFORMATION**.
- (b) Upon the question of the adoption of Communication No. 3 (b) from Gloria Lindsay Luby dated December 4, 2008 with respect to her apologizing not attending today's meeting and the request to put her name forward as Vice-Chair of the Board, it was received for **INFORMATION**.

4. **ACCOUNTS RECEIVABLE-DEC & EXHIBITION PLACE-OCTOBER 31 2008**

Upon the question of the adoption of Report No. 4 dated November 28, 2008 from the Chief Executive Officer entitled "Accounts Receivable – DEC and Exhibition Place as at October 31, 2008", it was received for INFORMATION.

5. **2008 CAPITAL WORKS PROGRAM – NOVEMBER PROGRESS REPORT**

Upon the question of the adoption of Report No. 5 dated November 27, 2008 from the Chief Executive Officer entitled "2008 Capital Works Program – November Progress Report", it was received for INFORMATION.

6. **HUMAN RESOURCE POLICY – "FAMILY DAY" CHANGE**

Upon the question of the adoption of Report No. 8 dated December 2, 2008 from the Chief Executive Officer entitled "Human Resource Policy – "Family Day" Change", it was received for INFORMATION.

7. **APPOINTMENT OF REPRESENTATIVES OF THE BOARD TO THE CANADA'S SPORTS HALL OF FAME FOR THE 2009 TERM**

Upon the question of the adoption of Report No. 10 dated November 21, 2008 from the Chief Executive Officer entitled "Appointment of Representatives of the Board to the Canada's Sports Hall of Fame for the 2009 Term", it was APPROVED.

8. **APPOINTMENT OF REPRESENTATIVES OF THE BOARD TO THE ROYAL AGRICULTURAL WINTER FAIR ASSOCIATION FOR THE 2009 TERM**

Upon the question of the adoption of Report No. 11 dated November 21, 2008 from the Chief Executive Officer entitled "Appointment of Representatives of the Board to the Royal Agricultural Winter Fair Association for the 2009 Term", it was APPROVED.

9. **CNEA AGREEMENT – OUTDOOR BOX OFFICE – 2009 TO 2011**

Upon the question of the adoption of Report No. 12 dated December 4, 2008 from the Chief Executive Officer entitled "CNEA Agreement – Outdoor Box Office – 2009 to 2011", it was APPROVED.

10. **PROCEDURAL BY-LAW #3-08**

The Chair advised the Board that the numbering on this by-law was in error and should read Procedural By-Law #3-08.

Upon the question of the adoption of Report No. 13 dated November 19, 2008 from the Chief Executive Officer, as amended, entitled "Procedural By-Law #3-08", it was APPROVED.

11. **CANADIAN BUREAU FOR THE ADVANCEMENT OF MUSIC – AGREEMENT TO LEASE**

Upon the question of the adoption of Report No. 14 dated November 20, 2009 from the Chief Executive Officer, entitled “**Canadian Bureau for the Advancement of Music – Agreement to Lease**”, it was **APPROVED**.

12. **CANADA’S SPORTS HALL OF FAME LEASE IN STANLEY BARRACKS**

Upon the question of the adoption of Report No. 15 dated November 20, 2008 from the Chief Executive Officer, entitled “**Canada’s Sports Hall of Fame Lease in Stanley Barracks**”, it was **APPROVED**.

13. **LEASE FOR RIDING SCHOOL IN HORSE PALACE**

Upon the question of the adoption of Report No. 16 dated November 18, 2008 from the Chief Executive Officer entitled “**Lease for Riding School in Horse Palace**”, it was **APPROVED**.

14. **2009 MOBILE VENDING PROGRAM**

Upon the question of the adoption of Report No. 17 dated November 21, 2008 from Chief Executive Officer entitled “**2009 Mobile Vending Program**”, it was **APPROVED**.

15. **AGREEMENT FOR DIGITAL SIGN AND BANNER PRINTING AND RELATED SIGN SERVICES**

Upon the question of the adoption of Report No. 18 dated November 27, 2008 from the Chief Executive Officer entitled “**Agreement for Digital Sign and Banner Printing and Related Sign Services**”, it was **APPROVED**.

16. **ELECTRICAL MATERIALS SUPPLY AGREEMENT – 2009 TO 2010**

Upon the question of the adoption of Report No. 19 dated November 27, 2008 from the Chief Executive Officer entitled “**Electrical Materials Supply Agreement – 2009 to 2010**”, it was **APPROVED**.

17. **AGREEMENT FOR HIGH REACH EQUIPMENT RENTALS**

Upon the question of the adoption of Report No. 20 dated November 27, 2008 from the Chief Executive Officer entitled “**Agreement for High Reach Equipment Rentals**”, it was **APPROVED**.

18. **AGREEMENT FOR SEWER AND WATERMAIN CONTRACTOR SERVICES**

Upon the question of the adoption of Report No. 21 dated November 18, 2008 from the Chief Executive Officer entitled “**Agreement for Sewer and Watermain Contractor Services**”, it was **APPROVED**.

19. **BETTER BUILDINGS PARTNERSHIP LOAN AGREEMENT – BACK PRESSURE TURBINE**

Upon the question of the adoption of Report No. 22 dated November 28, 2008 from the Chief Executive Officer entitled “**Better Buildings Partnership Loan Agreement – Back Pressure Turbine**”, it was **APPROVED**.

20. **AGREEMENT TO SUPPLY & INSTALL AV EQUIPMENT – ALLSTREAM CENTRE PROJECT**

Upon the question of the adoption of Report No. 23 and the Confidential Attachment 23 (a) dated December 3, 2008 from the Chief Executive Officer entitled “**Agreement to Supply & Install AV Equipment – Allstream Centre Project**”, 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.

21. **BMO FIELD – MANAGEMENT REPORT – OCTOBER 2008**

On a question from Jim Melvin as to the special events for the field in 2009, Marc Petitpas responded that there are ongoing negotiations with the Canadian Soccer Association related to six special soccer games.

On a question from Jim Melvin as to bidding for the 2015 Pan Am World Cup, Marc Petitpas responded that they have been contacted and that the Women’s World Cup is also planned during this period.

The Chair advised the Board on the issue of changing BMO Field to natural grass that the funding contributed by the various levels of government required a winter community program so that natural grass would not be feasible. If a conversion to natural grass was being considered by MLSEL then a proposal would have to come forward to the Board that address the community winter use and a solution which would be no cost or loss of revenue to the Board or the City.

On motion duly made by Jim Melvin, and **CARRIED**, it was **RESOLVED** that Report No. 6 dated October 2008 from the General Manager/BMO Field with respect to the Management Report for October, be received for **INFORMATION**.

22. **MANAGEMENT REPORT – NOVEMBER 30, 2008**

On a question from Mona ElSayeh as to the reason why show revenue is down, Arlene Campbell explained that the show calendar is not balanced given the dates need to be kept for the shows that return every two years and the numbers include 2-day events and corporate events, hence there is a bit of a dilemma

On motion duly made by Jim Melvin, and **CARRIED** it was **RESOLVED** that Report No. 7 dated November 30, 2008 from the Chief Executive Officer and General Manager/Sales & Events with respect to the Management Report for November 30, 2008, be received for **INFORMATION**; and **FURTHER** that, the CNEA be applauded for its Waste Diversion Program.

23. **HERITAGE INTERPRETATION FEATURES OF THE ALLSTREAM CENTRE**

The Chair acknowledged and introduced Debbie Adams who provided the Board with a detailed power-point presentation with respect to the Heritage Interpretation Features of the Allstream Centre, in which a hard copy of the presentation is appended to the minutes of this meeting.

Following the presentation a brief question/answer session ensued in which the following was noted:

- On a question from Rocco Maragna as to why the panels were going to be displayed in the building rather than the north entrance lobby/stairway, staff explained that the lobby entrance was public space and would be open to the public even if there was a closed event in the building and also since it was a public space, there would be no ability for a producer to program it and cover up the panels. Dianne Young also added that the north and south main entrances were the areas in the building which had the most heritage elements and are key areas for City Preservation staff.
- The Chair noted that the location was planned in consideration of the experience in the Direct Energy Centre where heritage panels on in the rentable floor space and for that reason are often covered by show producers.

On motion duly made by Mark Grimes, and **CARRIED**, it was **RESOLVED** that the Heritage Interpretation Features of the Allstream Centre, be received for **INFORMATION**.

24. **PRESENTATION TO RUSTY BARRESE**

The Chair acknowledged Rusty Barrese who has been on the CNEA Board from 2003 to 2006; was 2nd Vice-President from 2006 to 2008; and a member of the Board of Governors from June 2007 to November 2008. He applauded Rusty Barrese for his contributions to both Boards and presented him with an Exhibition Place Bulova Watch which portrays the Princes' Gates. A unanimous motion was adopted by the Board expressing appreciation to Mr. Barrese.

25. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Knox Henry 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 (Joe Pantalone, Brian Ashton, Mona ElSayeh, Knox Henry, Mark Grimes, Camilla Mackenzie, Jim McMillen, Jim Melvin, Rocco Maragna, and John Weatherup) reconvened in public session at 9:50 am and concurred with the following proposal.

26. CONFERENCE CENTRE OCTOBER 31, 2008 CONSTRUCTION UPDATE

On motion duly made by Camilla Mackenzie, and **CARRIED**, it was **RESOLVED** that Report No. 9 and the Confidential Attachment 9 (a) dated December 1, 2008 from the Chief Executive Officer with respect to the Conference Centre October 31, 2008 Construction Update, be received for **INFORMATION**.

27. RESOLUTION RE ABSENTEEISM

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

28. DATE OF NEXT MEETING

The next regular meeting of the Board is scheduled to be held on **Friday, January 23, 2009** at 8:30 a.m.

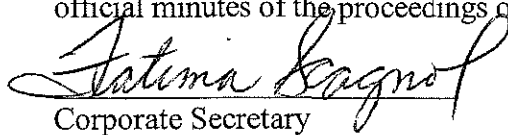
OTHER BUSINESS29. GOSSIP RESTAURANT

Knox Henry advised that he was at the Gossip Restaurant for dinner and noticed that the fascia of copper on the exterior of the building was vandalized and asked for a report to the next meeting on role of Exhibition Place Security and issues related to theft of these copper fascia and other similar thefts at Exhibition Place buildings.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:00 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 _____, 2009.

Chair