

July 4, 2010

**ACTION REQUIRED**

To: The Board of Governors of Exhibition Place

From: Dianne Young, Chief Executive Officer

Subject: **Notice to Amend By-Law 1-09**

**Summary:**

This report provides notice to the Board of proposed amendments to the General Governance By-Law 1-09, which By-Law relates to the proceedings of the Board and the conduct and management of its affairs, and to be considered at the Board's meeting of July 23, 2010.

The proposed amendments to the General Governance By-Law 1-09 are being made so that it is consistent with the articles/language outlined in the "Relationship Framework for Exhibition Place" and approved by the Board on and the City approved on April 1, 2010.

**Recommendation:**

**It is recommended that the Board**

- a) **receive this report as notice regarding proposed amendments to the General Governance By-Law No. 1-09 and that this By-Law be numbered 1-10;**
- b) **add the new Municipal Code Chapter and Relationship Framework to Schedule "A" of said By-Law; and**
- c) **authorize staff to bring forward the amending by-law for consideration by the Board at its meeting of September 3, 2010.**

**Financial Implications and Impact Statement:**

There are no financial implications resulting from the adoption of this report.

**Decision Background:**

One of the annual goals of the Corporate Secretary contained within the Strategic Plan is to review the Board's By-Laws. At its meeting of April 17, 2009, the Board approved of amendments to the Governance By-Law 1-09. At its meeting of January 22, 2010, the Board approved of the terms and conditions of the Relationship Framework between the Board and the City.

**Issue Background:**

Subsection 38.1 of By-Law No. 1-09 provides that notice of a proposed amendments to the By-Law must be given at a previous regular meeting of the Board and a copy of the notice of motion to amend the by-law provided to the Members by the Corporate Secretary by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.

Comments:

For ease of reference the new sections have been bolded and those proposed to be deleted are “black-lined”.

Contact:

Fatima Scagnol, Corporate Secretary

Tel: 416-263-3620

Fax: 416-263-3690

Email: [FScagnol@explace.on.ca](mailto:FScagnol@explace.on.ca)

Appendix "A"

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

**General Governance**

**BY-LAW NO. ~~(delete) 1-09~~ 1-10**

To govern the proceedings of The Board of Governors of Exhibition Place and the conduct and management of its affairs.

The Board of Governors of Exhibition Place HEREBY ENACTS as follows:

ARTICLE I  
INTERPRETATION

1. **Definitions**

In this By-law, **the following terms have the meanings set out below:**

"Board" or "Board of Governors" means The Board of Governors of Exhibition Place;

"Member" means a member of the Board of Governors who is either a member, ex officio, or a member appointed by the Council of the City;

**"Budget" means the operating and capital budgets approved by the Board and Council;**

"Chair" means the Chair of the Board of Governors;

"Vice-Chair" means the Vice-Chair of the Board of Governors;

"City" means the City of Toronto;

**"CNEA" means the Canadian National Exhibition Association;**

"Committee" means any committee appointed by the Board under this By-law;

**"Council" means the Council of the City of Toronto;**

"Corporate Secretary" means the Corporate Secretary of the Board of Governors and includes an appointment by the Board of Governors to fill this position on an interim basis;

"CEO" means the Chief Executive Officer of Exhibition Place;

"Chief Financial Officer" means the Chief Financial Officer of the Board;

**"Program Areas" means collectively, the Exhibition Place Program, the Canadian National Exhibition Association Program and the Soccer Stadium Program and the department heads within these Program Areas and including any future additions or deletions of programs as approved by the Board; and**

**“Public Members” means those Members appointed to the Board who are not Council Members or nominees of the CNEA.**

## ARTICLE II CONDUCT OF BUSINESS

2. The rules and regulations contained in this By-law shall be observed in all proceedings of the Board and shall be the rules and regulations for the order and dispatch of business by the Board and, where applicable, in Committees.

## ARTICLE III HEAD OFFICE

3. The head office of the Board shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## ARTICLE IV CORPORATE SEAL

- 4.1 The seal of the Board shall be in the form impressed hereon and may be changed from time to time to a form approved by the Board.
- 4.2 The seal of the Board shall be in the charge of the Corporate Secretary, who has power to affix it to those instruments or documents as may require it and, in the absence of the Corporate Secretary, no person except the Chair or the Chief Executive Officer has authority to use the seal for any purpose.

## ARTICLE V COMPOSITION

5. **The Board consists of thirteen (13) Members appointed by Council:**
- **the Mayor or designate**
  - **four (4) members of Council**
  - **three (3) members nominated by the CNEA**
  - **four (4) Public Members, and**
  - **the President of the CNEA (ex-officio).**

## ARTICLE VI PURPOSE OF THE BOARD OF GOVERNORS

6. As a local board of the City of Toronto, the purpose of the Board of Governors is the continued, long-term successful operation, management and maintenance of Exhibition Place and to perform such duties and approve certain matters as may be required by the laws, regulations, by-laws and policies as set out in Schedule “A” attached or as enacted from time-to-time by the Government of Canada, Province of Ontario and the City.

ARTICLE VII  
RESPONSIBILITIES OF THE BOARD OF GOVERNORS

7. The Board shall oversee the general (as distinct from the day-to-day) management of the affairs, activities and assets of Exhibition Place and shall be responsible for establishing the strategic direction and general operating policies of Exhibition Place. Without limiting the generality of the foregoing, the Board shall have the authority and responsibility to:
- (a) adopt a strategic planning process and approve of a strategic plan for Exhibition Place;
  - (b) approve the business plans and annual capital and operating budgets for Exhibition Place for submission to Council for approval;**
  - (c) make or cause to be made for the Board of Governors, in its name, any kind of contract which the Board may lawfully enter into;
  - (d) initiate or defend legal actions in the name of the Board of Governors;
  - (e) review the performance of Exhibition Place on a consolidated basis and approve all annual financial statements;
  - (f) delegate such of its powers as it may legally do and which it may deem advisable to Board's staff and committees established by the Board;
  - (g) prepare for, attend at and participate in Board and committee meetings;
  - (h) ensure processes are in place to identify and address the principal corporate or business risks arising from the activities of the Board;
  - (i) make recommendations and proposals for consideration by the Council of the City, where required;
  - (j) review and approve key policies and practices;
  - (k) periodically review general operating guidelines for the use of Exhibition Place, including the terms and conditions for using Exhibition Place, and to make recommendations for long-term improvements;**
  - (l) develop performance criteria for Board programs and review performance against objectives;**
  - (m) identify matters that are at issue regarding the management and operation of Exhibition Place and to work towards the resolution of these matters;**
  - (n) adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services;**
  - (o) ensure the preparation and submission to the City of all budget and program submissions as required by the City;**

ARTICLE VIII  
MEETINGS OF THE BOARD OF GOVERNORS

8.1 Agendas/Schedules

8.2 **The Board shall meet regularly at least six (6) times a year and may hold special meetings at the call of the Chair or any five members of the Board.**

8.2 **The all Board meeting schedules, agendas, and approved minutes shall be made available to members of the public.**

8.3 **The Board may charge a reasonable fee on a cost recovery basis for providing copies of these documents to individuals on request.**

8.4 **The Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location, and any amendments or changes to the schedule, shall be posted in a public area of the Board's offices and on the Board's website.**

8.5 Where there are no urgent matters and there is insufficient business to warrant the holding of a regular meeting, the Chair may give notice of the cancellation of a regular meeting provided that such notice is given to all Members at least twenty-four (24) hours before the time of the regular meeting and the notice states the time and place of the next meeting at which the regular business shall be transacted.

8.6 Notice of a meeting shall be sent to each Member by ordinary mail, fax or electronic mail to the addresses recorded in the books of the Board.

8.7 The Corporate Secretary shall send a copy of the agenda for each regular meeting to each Member at least forty-eight (48) hours before the time of commencement of the meeting.

8.2 Chair and Vice-Chair

8.2.1 The Board shall elect a Chair and a Vice-Chair from among its Members who shall hold office for the term of his or her appointment or membership on the Board.

8.2.2 Such elections shall take place at the first meeting of the Board (or as soon thereafter as possible) after each appointment by Council of the members of Council to the Board.

8.2.3 The elections of the Chair and Vice-Chair shall be conducted as follows:

- (a) the Corporate Secretary 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 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.

- 8.2.4 The Chair shall preside at all meetings of the Board except when absent, in which case the Vice-Chair shall preside at the meeting.
- 8.2.5 In the event of a vacancy of a permanent or lengthy nature occurring in the office of the Chair or Vice-Chair, the Board shall elect a Chair or Vice-Chair at its first meeting following such occurrence.
- 8.2.6 The Vice-Chair elected by the Board, shall, in the absence of the Chair, have all the powers of the Chair under the by-laws of the Board.
- 8.2.7 Where the Chair or the Vice-Chair does not attend within fifteen minutes of the time a quorum is present after the time appointed for a meeting of the Board or the resumption after an adjournment, the Corporate Secretary shall call the Members to order and an acting Chair shall be appointed from among the Members present and he or she shall preside until the arrival of the Chair or Vice-Chair, as the case may be.
- 8.2.8 The Chair or Vice-Chair, as the case may be, may designate another Member as acting Chair during any part of a meeting of the Board when he or she leaves the chair for any reason.
- 8.2.9 While presiding, the acting Chair shall have all the powers of the Chair under this By-law with respect to chairing the meeting.
- 8.2.10 As soon as there is a quorum after the time set for a meeting, the Chair shall take the chair and call the Members to order.

~~(delete) given they are included in Article 9 above Former items in Article VIII Agenda/Schedules~~

- ~~7. (1) The Board of Governors shall meet regularly at such times and at such place as may be designated by the Board of Governors, provided that the time between meetings shall not exceed ninety (90) days.~~
- ~~(2) The Board of Governors shall establish and publish an annual schedule of its regular meetings, and shall adhere to that schedule unless otherwise decided by the Board of Governors.~~

### **8.3 Special Meetings**

- 8.3.1 The Chair or any five Members may at any time summon a special meeting of the Board on notice in writing sent by ordinary mail, fax or by electronic mail to the Members at least forty-eight hours (48) before the time of commencement of the meeting.
- 8.3.2 No notice of a special meeting shall be necessary if all Members are present or if those absent have waived notice in writing of, or otherwise signified their consent to, the holding of the special meeting.
- 8.3.3 The notice calling a special meeting of the Board shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be

considered at the meeting, except with at least two-thirds (2/3) of the Members present and voting in the affirmative.

- 8.3.4 At all special meetings of the Board summoned by the Chair, the agenda for the meeting shall be prepared and printed by the Corporate Secretary in consultation with the Chair, and the Corporate Secretary shall send a copy of the agenda to each Member prior to the time of commencement of the meeting.

#### 8.4 Quorum

- ~~12. (1) A majority of seven (7) Members is necessary to constitute a quorum of the Board of Governors.~~  
~~(2) In the event that there are one (1) or more vacancies on the Board of Governors at the time of a meeting, the quorum shall be one-half (1/2) of the remaining Members.~~

##### 8.4.1 A majority of appointed members shall constitute a quorum of the Board.

##### 8.4.2 In the event there are one (1) or more vacancies on the Board at the time of the meeting, the quorum shall be one-half (1/2) of the remaining members.

- 8.4.3 If no quorum is present at the time set for a meeting of the Board, or the resumption after an adjournment, the Corporate Secretary shall call for a quorum for a period of fifteen minutes, or until a quorum is present, whichever is sooner.

- 8.4.4 It is the duty of the Chair to ensure that quorum is present when a vote is taken.

- 8.4.5 During the meeting, if a Member or the Corporate Secretary draws the attention of the Chair to the fact that a quorum is not present, the Chair shall, upon determining that a quorum is not present, request the Corporate Secretary to call for a quorum for a period of fifteen minutes, or until a quorum is present, whichever is sooner.

- 8.4.6 If there is still no quorum after fifteen minutes, the Corporate Secretary shall call the roll and record the names of the Members present.

- 8.4.7 If there is still no quorum by the time the Corporate Secretary has completed calling the roll, the Board shall stand adjourned until the next scheduled day of meeting, and all unfinished business shall be carried forward to the next scheduled day of meeting or a special meeting.

#### 8.5 Public and Closed Session Meetings

- 8.5.1 All meetings of the Board of Governors shall be open to the public and no meeting or part thereof shall be in camera unless the subject matter being considered is:

- (a) the security of the property of the Board;
- (b) personal matters about an identifiable individual, including Board employees;
- (c) a proposed or pending acquisition of land for Board purposes; labour relations or employee negotiations;
- (d) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;



- (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (f) a matter in respect of which the Board has authorized a meeting to be closed under a statute; and
- (g) a request under the *Municipal Freedom of Information and Protection of Privacy Act*.

8.5.2 Before meeting in camera, the Board shall pass a motion stating the fact of holding an in camera meeting and indicating the reason under subsection 13(1) why in camera discussion is required.

## ARTICLE IX ORDER & DECORUM & CONDUCT OF MEMBERS

9.0. The Chair shall:

- (a) maintain order and preserve the decorum of the meeting;
- (b) rule upon procedural matters;
- (c) adjourn or suspend the meeting for a specified time if considered necessary because of grave disorder;
- (d) determine which Member has the right to speak;
- (e) ascertain that all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and shall then put the vote;
- (f) rule whether a motion or proposed amendment is in order; and
- (g) call a Member to order, if required.

9.1 No Member shall,

- (a) where a matter has been discussed in camera and where the matter remains confidential, disclose the content of the matter or the substance of deliberations of the in camera meeting; or
- (b) disobey the rules of the Board or a decision of the Chair or of the Board on questions of order or practice or upon the interpretation of the rules of the Board.

9.2 No person shall display signs or placards, applaud participants in debate or engage in conversation or other behaviour which may disrupt the proceedings of the Board.

9.3 No person, except a Member, shall address the Board unless permitted to do so in accordance with the rules established under this By-law.

## ARTICLE X ORDER OF BUSINESS

10.1 The Corporate Secretary shall have prepared and printed for the use of the Members at the regular meetings of the Board an agenda, and the business of the Board shall in all cases be taken up in the order in which it is listed on the agenda, unless otherwise decided by the Board.

10.2 The Board may, by a majority vote of the Members present, make any alteration to the order of the business, but shall not delete any portion of the business which has been set out in the agenda.

- 10.3 Notwithstanding the order of business set out in subsection 15(1), where the same or related subject matters appear in more than one place on the agenda, the Board may:
- (a) deal with all items related to the matter together;
  - (b) deal with such items as they appear on the agenda; or
  - (c) refer the items for consolidation into one report.

## ARTICLE XI RULES OF DEBATE

- 11.1 Members may indicate, at the request of the Chair, those agenda items that they wish to be held for questions or discussion by the Board; and shall prior to any consideration of the Board, make declarations of interest with respect to any agenda item.
- 11.2 The Chair shall maintain a list of Members who have requested to speak or to ask questions with respect to an agenda item, and the Chair shall designate Members to speak or to ask questions in the order in which they appear on the list.
- 11.3 All questions of the Chair, officials of the Board or other body, a Committee Chair or a deputant, shall be asked before any Member may speak on a matter.
- 11.4 The Member who requested a matter be held shall be the first speaker named on the list of Members who have requested to speak.
- 11.5 The Chair of any Committee having responsibility for the matter shall be the second Member named on the list of Members who have requested to speak.
- 11.6 A Member may speak to the same matter for a maximum of five minutes except that the Board may, on the affirmative vote of a majority of the Members present and voting, grant one five minute extension.
- 11.7 A Member may make a motion with respect to an agenda item which is before the Board for debate, and may also make motions with respect to introducing new business at a meeting.
- 11.8 Only motions introducing new business shall require a seconder.
- 11.9 After a motion is moved by a Member, it shall be deemed to be in the possession of the Board and may not be withdrawn without a majority vote of the Members present and voting.
- 11.10 Any Member may require a motion under discussion to be read at any time during the debate but not so as to interrupt a Member while speaking.
- 11.11 When a question is before the Board for consideration, no motion shall be received other than a motion to adopt or to amend, a motion to receive, a motion to defer or a motion to refer.

ARTICLE XII  
VOTES

- 12.1 The Chair and every Member present at a meeting of the Board when a question is put shall vote thereon, unless prohibited by statute, in which case it shall be so recorded.
- 12.2 An abstention shall be counted as a vote in the negative.
- 12.3 In the event of an equality of votes on any question, the question shall be defeated.
- 12.4 A Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
- 12.5 If request for recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.
- 12.6 When a recorded vote is requested by a Member, or is otherwise required, the Corporate Secretary shall record the name and vote of every Member on any question.
- 12.7 When the Chair calls for a vote on a question, each Member shall occupy his or her seat and shall remain in his or her seat until the result of the vote has been declared by the Chair.
- 12.8 Upon the request of any Member, and when the Chair is satisfied that a matter under consideration contains distinct proposals, the vote upon each proposal shall be taken separately.
- 12.9 When a vote is taken the order of the vote shall, unless otherwise decided by the Board, be as follows:
- (a) upon any motion to refer;
  - (b) upon any motion to defer;
  - (c) upon any motion to receive;
  - (d) upon the amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend;
  - (e) then, upon the motion to adopt or upon the motion to adopt as amended, if any amendments have been carried; provided that a vote upon a motion to adopt or upon a motion to adopt, as amended, is not necessary where every provision or recommendation has already been voted on by the Board; and
  - (f) a vote on a “report, as amended” may be split only for the purpose of complying with the *Municipal Conflict of Interest Act*.

ARTICLE XIII  
MINUTES

- 13.1 Unless otherwise decided by the Board, the minutes of each meeting of the Board shall be submitted for confirmation or amendment to the Board at its next regular meeting or as soon thereafter as is reasonably practicable.

- 13.2 Prior to such confirmation or amendment, if required by any Member, the minutes or so much thereof as may be required, shall be read by the Corporate Secretary.
- 13.3 After the minutes of a previous meeting have been confirmed, or approved as amended, by the Board, the Chair and the Corporate Secretary shall sign them.

ARTICLE XIV  
DEPUTATIONS AT A BOARD OF GOVERNORS MEETING

- 14.1 Subject to this section, any person may, either on his or her own behalf, or as a representative of an organization or group, appear at any public meeting of the Board and address the Board with respect to any matter on the agenda for that meeting.
- 14.2 Every individual, organization or group wishing to make oral submissions to the Board, either in person or through a representative, shall give notice in writing to the Corporate Secretary no later than noon on the third working day preceding the day of the meeting.
- 14.3 The notice referred to in subsection 19(2) shall be signed by the person or representative, shall indicate the mailing address of the person and of any organization or group on behalf of which submissions are to be made, and shall contain an outline of the submissions to be made.
- 14.4 For matters on the agenda, notwithstanding subsections 19(2) and 19(3), the Board may decide, by majority vote:
- (a) to hear oral submissions, notwithstanding non-compliance with the requirements of those subsections;
  - (b) to defer hearing the submissions until such requirements have been complied with; or
  - (c) to require, as a condition of hearing the submission, the filing of a written outline with the Corporate Secretary.
- 14.5 Where a matter to which an individual, organization or group wishes to speak before the Board is not on the agenda of a meeting, the matter may, with the consent of the Chair, be placed on the agenda of the next meeting.
- 14.6 The Board may seek depositions from selected groups and the general public on a matter before the Board, and shall determine whether or not it will consider the matter at that meeting following the depositions, or defer consideration of the matter to a subsequent meeting.
- 14.7 Unless otherwise decided by the Board, a presentation of submissions shall be limited to five minutes and, to avoid repetition, any presentation on behalf of an organization, including any municipality, corporation, or association, or on behalf of any group, shall be made by a single representative.
- 14.8 Notwithstanding subsection 19(7), the time involved in receiving and answering questions from the Members shall not be deducted from the time limited for the presentation of submissions.

ARTICLE XV  
COMMITTEES OF THE BOARD OF GOVERNORS

- 15.1 The Chair shall be a member ex-officio of all Committees of the Board and shall be entitled to a vote as a member of such Committees.
- 15.2 The Board may establish such Committees, including standing committees and special committees, for such purposes as it may from time to time deem desirable.
- 15.3 Sections 9 to 19 of this By-law shall apply with all necessary changes to the proceedings of any Committee established by the.
- 15.4 The Corporate Secretary shall be the secretary of all Committees established by the Board.
- 15.5 All items considered by a Committee shall be reported to the Board.

ARTICLE XVI  
OFFICERS

16. The Board shall, as it may require from time to time, appoint a Chief Executive Officer, a Corporate Secretary and a Chief Financial Officer as officers of the Board.

ARTICLE XVII  
WAIVING OF BY-LAW PROVISIONS

- 17.1 Subject to subsection 22(2), a motion to waive, or not to follow a rule of procedure established by this By-law, shall not be passed without a two-thirds (2/3) vote of the Members present and voting.
- 17.2 This section 22 and section 23 may not be waived and shall be followed.

ARTICLE XVIII  
AMENDMENTS TO BY-LAW

- 18.1 This By-law shall not be amended or repealed except by a majority vote of all the Members.
- 18.2 No amendments or repeal of this By-law shall be considered at any meeting of the Board unless notice of the proposed amendment or repeal was given at a previous regular meeting of the Board and a copy of the notice of motion to amend or repeal is provided to the Members by the Corporate Secretary by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.
- 18.3 By-law No. 1-09, "To govern the proceedings of The Board of Governors of Exhibition Place and the conduct and management of its affairs", is hereby repealed.

ARTICLE XIX  
EFFECTIVE DATE

19. This By-law shall come into force on the day it is enacted by the Board of Governors.

ENACTED AND PASSED this \_\_\_\_day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Corporate Secretary

\_\_\_\_\_  
Chair of the Board