

January 8, 2010

To: The Board of Governors of Exhibition Place

ACTION REQUIRED

From: Dianne Young, CEO

Subject: **Relationship Framework between the Board and City**

Summary:

This report outlines the terms and conditions of a Relationship Framework between the City and the Board which is intended to replace the 1983 Management Agreement between the Board and the former Municipality of Metropolitan Toronto. The majority of the terms and conditions of the Relationship Framework reflect the existing processes that have been in place between the Board and the City since 1999.

Recommendation(s):

The Board endorse the Relationship Framework attached as Appendix “T” and request that the City proceed with finalization and approval through City Council.

Financial Impact:

There is no negative financial impact of this proposal.

Decision History:

The former Municipality of Metropolitan Toronto had entered into a Management Agreement with the Board dated July 4, 1985 and further approved of By-Law 25-85 (Respecting the Management of Exhibition Place) and By-Law 45-84 (Respecting the Regulation of Traffic in Exhibition Place). Section 406 of the *City of Toronto Act, 2006* sets out the City’s delegation to the Board of Governors.

Comments:

While the formation of the Board of Governors of Exhibition Place and the uses of Exhibition Place are detailed in Sections 406 of the *City of Toronto Act, 2006*, details of the delegation of authority for management by the Board were established in 1983 within a Management Agreement executed by the Board and the former Municipality of Metropolitan Toronto along with Metro By-laws 25-85 and 45-84.

Since amalgamation in 1998, the City has been working with all City agencies, boards and commissions to update the terms and conditions under which these local boards manage City owned assets. These new “management” agreements are now in the form of a “relationship framework” which establishes not simply operating terms but the fundamental relationship between the local board and the City and the City processes.

Exhibition Place, City Legal and the City Managers office have been working on the terms and conditions of a relationship framework for Exhibition Place and attached as Appendix “T” is the final draft. This draft largely reflects the existing practices and processes that have been established between the Board and the City since amalgamation and also includes three specific changes to the existing authority of the Board as follows:

Existing Management Agreement	Relationship Framework
All Board agreements with a term longer than 3 years require Council authority	All Board agreements with a term longer than 4 years require Council authority
Multi-year licence agreements with a term longer than 3 years require Council authority	Multi-year licence agreements for consumer and trade shows and conferences and events that are less than 20 days duration in any one year may have a term of up to 10 years without the need for Council authority
Agreements between the Board and the CNEA with a term longer than 3 years require Council authority	Agreements between the Board and the CNEA with a term longer than 4 years require Council authority

These three changes will assist Exhibition Place to secure our long-terms shows and events and will also assist in the negotiations of short-term leases.

While the 2010 Relationship Framework will replace the 1983 Management Agreement, Metro By-laws 25-85 and 45-84 remain in effect.

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Submitted by:

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(APPENDIX 1)

Relationship Framework

For

City of Toronto

With

Exhibition Place Board of Governors

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RELATIONSHIP FRAMEWORK

Preamble

WHEREAS

- A. Exhibition Place Board of Governors was established in 1983 pursuant to the *Municipality of Metropolitan Toronto Act* and is continued as a city board under section 141 of the *City of Toronto Act, 2006*;
- B. The property known as Exhibition Place was vested in the City in January, 1998, to be used for the purposes as described in section 406 of the *City of Toronto Act, 2006*, and is a significant public asset on Toronto's waterfront comprised of 192 acres of urban parkland;
- C. The governance and management of Exhibition Place by the Board of Governors is subject to the *City of Toronto Act, 2006*, and this Relationship Framework between the City of Toronto and Exhibition Place;
- D. The City's delegation of authority to the Board is found in Section 406 of the *City of Toronto Act, 2006*, and authorization for its use, operation, management and maintenance to the Board of Governors, subject to those general policies adopted by Council that are applicable to Exhibition Place, is set out in the Management Agreement between The Board of Governors of Exhibition Place and the Municipality of Metropolitan Toronto (dated July 4, 1983) that is hereby replaced by Council with this Framework document;
- E. The use and operation of Exhibition Place is also governed by By-laws 25-85 (Respecting the Management of Exhibition Place) and 45-84 (Respecting the Regulation of Traffic in Exhibition Place) of the former Municipality of Metropolitan Toronto (now the City of Toronto);
- F. Under the City's classification of agencies, boards and commissions, the Board is considered a Program Operating Board;
- G. Under the *City of Toronto Act, 2006*, the City may enter into an agreement with the Board respecting the use, operation and maintenance of Exhibition Place;
- H. The City of Toronto wishes to establish certain principles of governance relating to the Board and Exhibition Place;

NOW THEREFORE THIS RELATIONSHIP FRAMEWORK SETS OUT THE FOLLOWING DIRECTIONS:

ARTICLE 1: DEFINITIONS

1.1 Definitions

In this Document, the following terms have the meanings set out below:

“Advertised Recruitment” means the standard process used by the City where applications are invited from the public at large through media advertising and outreach programs;

“Applicable Law” means all statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to Exhibition Place or the Board, or both;

“Auditor” means the external attest auditor appointed by the City to annually audit the accounts and transactions of Exhibition Place, and to express an opinion on the financial statements of the Board based on the audit;

“Auditor General” means the City’s Auditor General or his or her designate;

“Board” or “Exhibition Place Board of Governors” means the board established by the Municipality of Metropolitan Toronto with respect to Exhibition Place in 1985, which Board now is a city board under sections 141(1) and 402(1) of the *City of Toronto Act, 2006*;

“Board Member” or “Member” means a person appointed by the City as a Member of the Board or a person that is an *ex officio* Member of the Board pursuant to the City of Toronto Public Appointments Policy;

“By-laws” means By-law 25-85, “Respecting the Management of Exhibition Place”, and By-law 45-84, “Respecting the Regulation of Traffic in Exhibition Place”, of the former Municipality of Metropolitan Toronto, as amended or replaced from time to time;

“Budget” means the operating and capital budgets approved by the Board and Council;

“Chair” means the Member elected as chair of the Board by the Members of the Board

“Citizen Members” means those Members appointed to the Board who are not Councillors;

“City” means the City of Toronto;

“City Liaison(s)” means any City staff person(s) designated by the City to be key points of contact between staff of the Board and the Toronto Public Service;

“City Manager” means the City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate;

“CNEA” means the Canadian National Exhibition Association;

“Council” means the Council of the City of Toronto;

“CFO” means the Chief Financial Officer of the City or the person designated to act in that capacity from time to time or his or her delegate;

“Estimates” means the annual operating and capital estimates submitted for adoption by the Board to Council;

“Exhibition Place” means the land known as Exhibition Park and adjacent land to the south created by fill, which was vested in the City on January 1, 1998 by the *City of Toronto Act, 1997*, except for any interest of the Crown in right of Ontario, and as more particularly described in the plan attached as Schedule “A” to By-law 25-85, “Respecting the Management of Exhibition Place”, and shall include those portions of Gore Park which are not under the jurisdiction of the City’s Parks, Recreation and Tourism Division;

“Financial Statements” means, for any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities;

“Gore Park” means those lands east of the Princes’ Gates as shown on Schedule “A” to By-law 25-85, “Respecting the Management of Exhibition Place”;

“Interest Group Nomination” means where the composition of the board includes designated positions to be nominated by the CNEA;

“Interest Group” means a special interest group, stakeholder group, organized service user group, funding partner, labour representative or professional/technical organization that has been invited by Council to nominate one or more members to a City board, and shall be deemed, for the purposes of this Framework, to specifically refer only to the CNEA;

“Municipal Code” means the City of Toronto Municipal Code, as amended or replaced from time to time;

“Officer” means the CEO, CFO or Corporate Secretary 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;

“Project” means an undertaking, work or improvement of the Board included in the capital works program;

“Public Appointments Policy” means the City of Toronto Policy and Processes Governing Appointments to City Agencies, Boards, Commissions, Corporations and Nominations to External Special Purpose Bodies adopted by Council at its meeting of September 25, 26, and 27, 2006.

“Recruitment Methods” means the methods used to recruit members to a board, as set out in the Public Appointments Policy and as amended from time to time. Recruitment methods include Advertised Recruitment, Interest Group Nomination, Multiple Sourcing Using a Search Consultant and Nomination by Invitation.

“Record” means information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs, and films of the Board;

“Toronto Public Service” means staff employed by the City; and

“Ward Councillor” means the member of Council for the ward in which Exhibition Place is located.

1.2 Purpose of the Relationship Framework

The purpose of this Relationship Framework is to:

- 1.2.1 recognize the Board’s authority to manage the business and affairs of Exhibition Place in accordance with this Relationship Framework and the *City of Toronto Act, 2006*;
- 1.2.2 set out the conditions that promote an effective and collaborative relationship between the City and the Board;
- 1.2.3 identify the types and levels of support provided by the City to the Board, and the responsibilities and obligations of the Board;
- 1.2.4 inform the Board, the Toronto Public Service, and the residents of Toronto of Council’s direction on matters such as governance, applicable City rules and policies, reporting requirements, and accountability;
- 1.2.5 articulate Council’s delegation of authority, expectations, and requirements for the Board; and
- 1.2.6 consolidate information from a variety of sources, including City policy, the Municipal Code, and applicable provincial legislation, in one document.

1.3 Background on Exhibition Place

Exhibition Place is a unique urban park situated on the shores of Lake Ontario immediately west of Downtown Toronto. It consists of 192 acres of urban parkland and 25 heritage buildings and structures owned by the City of Toronto and managed by a Board.

The property is to be used for the purposes as set out in section 406 of the *City of Toronto Act, 2006*.

1.4 Legislative Framework

The Exhibition Place Board of Governors is a city board under section 141 of the *City of Toronto Act, 2006*.

The City's delegation of authority to the Board is found in the *City of Toronto Act, 2006*, the By-laws, the Municipal Code, and as articulated by Council in this Relationship Framework.

ARTICLE 2: MANDATE AND STRATEGIC OBJECTIVES

2.1 City's Strategic Objectives for Exhibition Place

Under the provision of the *City of Toronto Act, 2006*, the Board reports to City Council and was formed for the purpose of the continued, long-term successful operation, management and maintenance of Exhibition Place as a strategic City asset on behalf of the City of Toronto.

Pursuant to section 406(4) of the *City of Toronto Act, 2006*, the Board shall be authorized to enter into agreements from time to time with the CNEA for the planning and management of an annual fair on the grounds known as the CNE and as part of this agreement and subject to the provisions of this Relationship Framework, all profits earned by the CNEA and all losses incurred shall form part of the annual operating budget of the Board.

2.2 Mandate of the Board of Governors of Exhibition Place

The *City of Toronto Act, 2006* continued the Exhibition Place Board of Governors as a City Board, body corporate, an agent of the City and a local board for all purposes. Its purpose is to operate, manage and maintain Exhibition Place, in accordance with applicable law, applicable City policies and strategic directions. The general mandate of the Board is to:

- a) 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;
- b) develop annual programs for Exhibition Place, and to periodically review the effectiveness of those programs;
- c) develop annual business plans and budgets for managing Exhibition Place;
- d) identify matters that are at issue regarding the management and operation of Exhibition Place and to work towards the resolution of these matters; and
- e) deal with such other matters as may be incidental to these matters or are necessary for the exercise of the Board's mandate.

2.3 Rationale for a City Board Providing the Service

While the City owns Exhibition Place, the City board governance model creates a vehicle for engaging the key stakeholders and business partners with a vested interest in the area in the decision making process.

The City supports the Board by providing it with capital funding and covering any deficit. The City's rationale for having the Board manage Exhibition Place, as opposed to direct management includes:

- a) engaging the expertise and skills available in the community in the management and operation of Exhibition Place;
- b) utilizing a governance model that lends itself to maintaining a focus on attracting and overseeing events, which in turn promotes economic development in the City;
- c) providing strategic plans, goals and policies for the Exhibition Place grounds and ensuring their implementation
- d) managing and delivering quality service to the public and clients;
- e) effectively overseeing an annual operating expenditures of over \$75 million in 2009 dollars and a state-of-good-repair capital budget of approximately \$5 million in 2009 dollars;
- f) maximizing annual revenues from all sources including the commercial "for profit" trade centre and conference centre operations;
- g) encouraging the economic development and well-being of Exhibition Place and the City by entering into partnerships with the private sector; and
- h) meeting on a regular basis to review the operation and management of Exhibition Place and either approve or recommend approval to City Council on business and contractual matters that enhance the viability and profitability of Exhibition Place.

ARTICLE 3: DELEGATION OF AUTHORITY

3.1 Matters Requiring Council Approval

The following matters require consent, approval or other action from Council:

- a) The appointment of Board Members;
- b) The annual consolidated operating and capital budgets of the Board;
- c) The audited annual consolidated financial statements of the Board;
- d) A Records retention by-law or specific Council approval to destroy Records; and,
- e) Any agreement with a third party related to the provision of services, leasing and/or licensing of buildings or lands in excess of four (4) years.

3.2 Matters Delegated to the Board

The City has delegated to the Board the responsibility to manage, operate, and maintain Exhibition Place in accordance with the powers and duties outlined in *City of Toronto Act, 2006*, and this Relationship Framework. This delegation includes:

- a) overall financial and operational responsibility;
- b) developing a long-term needs assessment with regard to refurbishment of Exhibition Place and equipment replacement;
- c) operating in accordance with prudent business practices and in accordance with any applicable agreements;
- d) establishing booking policies including fees and charges and entering into multi-year licence agreements for consumer and trade shows and conferences and events that are less than 20 days duration in any one year provided such multi-year agreements are for a term of ten (10) years or less;
- e) developing a multi-year business plan and updating that plan every year;
- f) entering into agreements with the CNEA consistent with this Relationship Framework for a term of up to four (4) years for the operation of the annual CNE; and
- g) soliciting through a public process new revenue sources, and recommending to Council those that the Board considers viable and worthwhile that are for a term in excess of four (4) years.

ARTICLE 4: OPERATING PRINCIPLES

4.1 Operating Principles of the Board

- 4.1.1 As a City Service Board, the Board shall operate in compliance with all Applicable Law including but not limited to the *City of Toronto Act, 2006*, *Municipal Conflict of Interest Act*, *Occupational Health and Safety Act*, *Ontario Human Rights Code*, and the Toronto Municipal Code. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 4.1.2 The Board shall manage Exhibition Place in a fiscally responsible manner, and in accordance with the Board's annual operating and capital budgets, and where applicable, the City's financial policies as approved by Council
- 4.1.3 The Board at all times shall endeavour to manage and control Exhibition Place in a reasonable and efficient manner, in accordance with standard good business practice.
- 4.1.4 The Board shall seek input from and otherwise engage the local community.
- 4.1.5 The Board shall recognize the diversity of the City of Toronto, embrace, and promote the value of diversity in its daily business.

ARTICLE 5: CITY BOARD

5.1 Structure of the Board of Governors

Board Members are recruited in accordance with the Public Appointments Policy governing City Agencies, Boards, Commissions and Corporations and Nominations to Special Purpose Bodies (Public Appointments Policy) adopted by Council at its meeting of September 25, 26, 27 and 28, 2006 (Public Appointments Policy) as amended from time to time.

5.1.1 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 Canadian National Exhibition Association (Interest Group Nomination)
- four (4) Citizen members (Advertised Recruitment), and
- the President of the Canadian National Exhibition Association (ex-officio).

5.1.2 In accordance with the Public Appointments Policy, Council appoints all members of the Board. The CNEA nominates its members, citizen members are recruited through an advertised process, and the Civic Appointments Committee makes recommendations to Council for all board members other than Councillors, who are nominated to Council by the City's Striking Committee.

5.1.3 Board Members serve at the pleasure of Council.

5.1.4 Save and except for the three (3) CNEA members and the CNEA President who are nominated by the CNEA on an annual basis, Council appoints all other Board Members, both new and returning, at the beginning of the term of a new Council. The Board will notify the City of in-term vacancies.

5.2 Core Qualifications of Members Appointed to City Boards

5.2.1 In accordance with the general eligibility criteria of the City's Public Appointments Policy, Board members should collectively demonstrate the following:

- a) keen interest in and knowledge of trade and consumer show management and/or events management / entertainment industry
- b) specific expertise in one of the following areas: property management and development; finance; marketing; legal; public relations and communications; public / private enterprises; and human resources
- c) ability to devote time required for Board meetings and pre-meeting study and review of agenda and supporting materials; and
- d) reflect the ethno-cultural diversity of the City.

5.2.2 While some Board Members are nominated by the CNEA and the views and perspectives of the CNEA will therefore be brought to the table for discussion, all Board Members shall balance those interests with their primary duty as a member of the Board, which is fulfilling the mandate of the Board as articulated in Section 5.2.1.

5.3 Term of Appointment

- 5.3.1 The term of office for the Members of the Board is four years coincident with the term of Council or until a successor is appointed, except for the Members nominated by the CNEA and the CNEA President who have a one-year term and the Members who are Councillors and are appointed at the beginning of the Council term and at mid-term.
- 5.3.2 Board Members are eligible for reappointment on the expiration of their term of office and may serve for two consecutive terms (i.e. 8 years)
- 5.3.3 In accordance with Council's Public Appointments Policy, all nominees of the CNEA are exempt from the usual limits on the maximum length of service on the Board.

5.4 Vacancies

- 5.4.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:
- a) the date of resignation;
 - b) the date the Member is removed from the Board by Council; or
 - c) the date of death or other incapacity.
- 5.4.2 Only Council has the authority to remove a Board Member.
- 5.4.3 Without limiting 5.4.1, Council will consider whether or not to remove Board members if:
- a) they have missed three board meetings in a row without proper cause or notice;
 - b) two-thirds of the total number of Board members have recommended the removal of the Board member; or
 - c) the CNEA has requested the removal of a Board member which it nominated

5.5 Remuneration

- 5.5.1 There is no remuneration for Board Members.
- 5.5.2 The Board may reimburse Board Members for all reasonable expenses incurred while attending to authorized Board business in accordance with the Board's reimbursement policy, which must be consistent with Council's *Policy on Remuneration and Expense Reimbursement for City of Toronto Agencies, Boards, Commissions and Corporations*¹, as amended from time to time.
- 5.5.3 The Board shall forward the amount of expense reimbursement for all Board Members to the City Treasurer by January 15th of each year (expense reimbursement for the

¹ See Clause 2, Report No. 1 of the Policy and Finance Committee as adopted by Council at its meeting of January 31 to February 2, 2006 (<http://www.toronto.ca/legdocs/2006/agendas/cc.htm>)

previous year). In accordance with Section 223 of the *City of Toronto Act, 2006*, the City Treasurer must report to Council on the remuneration and expenses of all Board Members by March 31st of every year.

ARTICLE 6: MEETINGS OF THE BOARD

6.1 Procedural Guidelines

- 6.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, the Board shall pass a procedure by-law that governs the calling, place, and proceedings of the Board's meetings including rules and procedures and other matters as deemed necessary. The procedure by-law must support the principles of transparency, accessibility, participation, and civic engagement.
- 6.1.2 The Board shall establish, maintain and comply with its procedural by-law which shall list requirements regarding election of officers, meetings, Board minutes, and additional meetings.
- 6.1.3 A copy of the procedure by-law and any amendments or revisions must be filed with the City Manager's Office.
- 6.1.4 The Board shall conduct its meetings in compliance with its procedure by-law.
- 6.1.5 If requested by the Board, the City, through the City Liaisons, shall assist the Board in developing a procedure by-law.

6.2 Open Meetings

- 6.2.1 In accordance with Section 190 of the *City of Toronto Act, 2006*, all meetings of the Board must be open to the public except as provided in subsection 6.2.2 below.
- 6.2.2 A Board meeting or part of a meeting may be closed to the public where (a) the subject matter being considered is a matter set out in Subsections (2) or (3) of section 190 of the *City of Toronto Act, 2006* or (b) no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.
- 6.2.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving the holding of a closed meeting and stating the general nature of the matter to be considered at the closed meeting.

6.3 Quorum

- 6.3.1. Subject to the provisions of subsection 6.3.2, a majority of seven (7) voting members will constitute a quorum of the Board.

- 6.3.2 If there are one or more vacancies among voting members on the Board, that number which is one-half of the remaining members on the Board will constitute the quorum of the Board.

6.4 Meeting Schedules, Agendas and Minutes

- 6.4.1 The Board meets regularly approximately seven (7) times a year and may hold special meetings at the call of the Chair or any five members of the Board.
- 6.4.2 The Board shall make Board meeting schedules, agendas, and approved minutes (in this section collectively called “records”) available to members of the public on a reasonable cost recovery basis, except for those records considered (or, in the case of schedules and agendas, to be considered) during that part of a meeting that was (or is to be) closed to the public.
- 6.4.3 In accordance with Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions*² the Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location shall be posted in a public area of the Board’s offices and on the Board’s website. Any amendments or changes to that schedule shall be posted as soon as possible to provide as much advance notice to the public of changes in the schedule as possible.
- 6.4.4 The Board shall comply with Council’s Policies on Open Meetings and the *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* regarding proper notice for Board meetings, procedures for Board minutes, election of officers, and number of meetings per year.

ARTICLE 7: BOARD RESPONSIBILITIES

7.1 Responsibilities of the Board

- 7.1.1 Subject to any matters that require Council approval under the *City of Toronto Act, 2006* or other Applicable Law, the Board shall have control and management of and overall financial and operational responsibility for Exhibition Place.
- 7.1.2 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 of Governors shall have the authority and responsibility to:
- (a) adopt a strategic planning process and approve of a strategic plan for Exhibition Place;

² See Clause 15, Report No. 9 of the Policy and Finance Committee as adopted by Council at its meeting of September 22 to 25, 2003 and attached as Appendix C to this document.

- (b) 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;
- (c) initiate or defend legal actions in the name of the Board of Governors;
- (d) approve the annual capital and operating budgets for Exhibition Place;
- (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 of Governor's staff and committees established by the Board of Governors;
- (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 of Governors;
- (i) make recommendations and proposals for consideration by the Council of the City, where required; and
- (j) review and approve key policies and practices.

7.2 Facility Control and Responsibility

- 7.2.1 The Board is responsible for properly maintaining Exhibition Place in a state-of-good repair and keeping the premises in a clean, safe, and orderly condition.
- 7.2.2 The Board shall ensure that facility maintenance is conducted in accordance with Applicable Law and regulatory requirements prescribed by various acts and codes, including the Ontario Fire Code and the Ontario Electrical Safety Code.
- 7.2.3 The officers, employees, contractors, and the servants and agents of contractors, of the City shall have at all times the right to enter upon the lands or any part of the lands for the purpose of implementing any policy of Council applicable to Exhibition Place or for any other purposes authorized by this Relationship Framework or by law.

7.3 Board Staff

- 7.3.1 Exhibition Place staff are employees of the Board.
- 7.3.2 The Board sets all policies and practices that affect employee compensation, subject to approval of the annual budget by Council.

ARTICLE 8: RESPONSIBILITIES OF THE CITY

8.1 Corporate Support

- 8.1.1 The Board (the Board itself or Board staff) may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.

- 8.1.2 The Board (the Board itself or Board staff), if required, may access the City's expertise in areas such as purchasing, labour relations, legal services, corporate access and privacy, board governance, and financial services.
- 8.1.3 Exhibition Place is owned by the City and is covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Board is required to pay annual premiums for insurance to the City.
- 8.1.4 The City Manager's Office provides governance support to the City's agencies, boards, commissions, and corporations, including to Exhibition Place staff, as requested.

8.2 Role of Council

- 8.2.1 Council considers for appointment to the Board nominations from the CNEA as indicated in Appendix D.2, of the City's Public Appointments Policy.
- 8.2.2 Council will give consideration to Board requests to amend this Relationship Framework, the By-laws and other by-laws, Council policies, or governance structures pertaining to Exhibition Place. These requests are to be submitted to the governance liaison in the City Manager's Office for transmittal to the appropriate Committee of Council.
- 8.2.3 The members of Council for the two (2) wards in which Exhibition Place is geographically located may be appointed to the Board. The role of these Councillors on the Board is to:
- a) perform as part of the Board;
 - b) balance their roles as the custodian of the City's tax dollars and representative of Council policies with his or her duties as a Board Member;
 - c) provide advice and expertise to aid in decision-making; and
 - d) provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

ARTICLE 9: ACCESS TO RECORDS AND INFORMATION

9.1 Records and Information

- 9.1.1 The Board and Board staff are required to comply with the *Municipal Freedom of Information and Protection of Privacy Act*, which establishes requirements related to access to records and information. The *Municipal Freedom of Information and Protection of Privacy Act* ("MFIPPA") provides individuals with the right to access general information and their own personal information maintained by municipal government, agencies, boards, and commissions. The Act also includes guidelines related to the collection, use, disclosure, and retention of personal information.

- 9.1.2 The City Clerk through the City's Corporate Access and Privacy Office will provide support and advice to the Board on matters related to the collection, use, disclosure, retention and disposition of personal information as required.
- 9.1.3 The Board is designated as a separate institution for the purposes of *MFIPPA* and has ownership and control of its records. The Board shall retain and preserve its records, which shall include records associated with the management and operation of Exhibition Place including minutes and records of every Board meeting, in a secure and accessible manner and in accordance with the retention schedule established by the Board, and consistent with the requirements of the *City of Toronto Act, 2006*.
- 9.1.4 Except as otherwise provided, a record of the Board may only be destroyed in accordance with section 201 of the *City of Toronto Act, 2006*. Section 201 provides that a record of the Board may be destroyed if a retention period has been established under that section and the retention period has expired or the record is a copy of the original record. Section 201 provides that the City, subject to the approval of the City Auditor, may establish retention periods during which the records of the City and its local boards must be preserved.

9.2 City Requests for Information

- 9.2.1 The Board, or the Chief Executive Officer of the Board on its behalf, shall respond in a timely manner to requests for information related to the operations, business, and affairs of the Board or Exhibition Place made by Council or the City Manager.
- 9.2.2 The City, when requesting information, shall communicate to the Board or the Board's Chief Executive Officer the purpose of the information request and how the information is to be used.

9.3 Purchasing

- 9.3.1 Purchasing policies and practices shall be consistent with the City of Toronto's purchasing policies.
- 9.3.2 Exhibition Place Purchase Orders shall be issued in accordance with the Board's procurement policy.

ARTICLE 10: POLICIES

10.1 Compliance with City Policies

- 10.1.1 In accordance with subsection 141(1) of the *City of Toronto Act, 2006*, the City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.

- 10.1.2 In accordance with subsection 212(2) of the *City of Toronto Act, 2006*, the Board shall adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services.
- 10.1.3 All Members of the Board, including Citizen Members, shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990³. Further, it is understood that each Member has agreed, at the time of his or her appointment, to abide by the Code of Conduct for Members of Local Boards, as amended from time to time.⁴
- 10.1.4 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time and with necessary modifications as appropriate. The City Liaisons will provide the Board with copies of all current City policies that Council has established that apply to the City's agencies, boards and commissions, including the Board.
- 10.1.5 The City Liaisons will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.
- 10.1.6 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its staff.

10.2 Corporate Identity

- 10.2.1 The Board is required to acknowledge in public materials such as web sites, publications, pamphlets, and signage its relationship with the City and that the City provides support to the Board and Exhibition Place (e.g. identification that the Board is a board of the City of Toronto).
- 10.2.2 When the Board uses the City logo on any visual material, publications, or pamphlets it must use the official City corporate logo or word mark.

10.3 Public Representation

- 10.3.1 The Board and Board staff shall at all times in representing the Board on the public record respect privacy rights, security needs, and matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.

ARTICLE 11: COMMUNICATION AND REPORTING

³ See Clause 20, Report No. 16 of the Administration Committee as adopted by Council at its meeting of August 1 to 4, 2000 (<http://www.toronto.ca/legdocs/2000/agendas/cc.htm>).

⁴ See Report No. 6 of June 26, 2008 Executive Committee 22, as adopted by Council at its meeting of July 15 & 16, 2008 (<http://www.toronto.ca/legdocs/mmis/2008/ex/minutes/2008-06-26-ex22-mn.pdf>).

11.1 City Liaisons

- 11.1.1 Council directs that the Board be functionally aligned with the City's Office of the City Manager and reports through the City's Executive Committee to Council.
- 11.1.2 The City Manager's Office is responsible for governance issues and matters relating to this Relationship Framework, and the City Manager or her or his designate is a City Liaison.
- 11.1.3 The role of the City Liaisons is facilitative and does not limit the autonomy or authority of the Board or preclude the Board from working with other City divisions or with Councillors, or from representing the Board before Council and its committees in the normal course of business, as it deems appropriate.
- 11.1.4 If requested by Board staff, the City Liaisons will facilitate the administrative relationship between the Board and the City including the provision of support through various corporate units; ensure that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; act as a resource for the Board staff and provide information to the Board staff.

11.2 Financial Management and Budget

- 11.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters as required, consulting with the City Liaisons and other City staff as required.
- 11.2.2 The Board shall supplement its operating and capital budget submission with a Service-based, multi-year budget view aligned with the Service Plan document (refer to section 11.3 Business Planning), including performance measures, and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City.
- 11.2.3 The Board shall prepare its operating and capital budget and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City. The budget for the Board is included in the City's budget as a separate program line. The Board shall present the consolidated budget to the appropriate committees of Council. The Board's Chief Executive Officer should be available to answer questions and participate in the budget review process as required.
- 11.2.4 The Board's operating budget shall include salary and benefit costs, facility and operation costs, and any program delivery costs. This may include all salary and benefit costs related to administration, program and volunteer co-ordination, secretarial and reception services; maintenance and security; materials and supplies related to administration and maintenance; furniture and equipment for general use of the Board and for use in Exhibition Place; purchased services such as, but not limited to utilities, printing, and auditing costs; repairs below the current Capital policy threshold, and contributions to the City's Insurance Reserve Fund.

- 11.2.5 Once the estimates have been approved by the Board of Governors and Council, all spending by the Board of Governors shall be in accordance with the Budget. The Board of Governors must approve any transfers of sums between Program Areas consistent with the overall budget envelop as approved by Council.
- 11.2.6 Any requests for additional funds necessary to cover operating deficits or implement new programs must be accompanied by a business case and shall be subject to approval by Council through the annual budget process.
- 11.2.7 The Board, in consultation with appropriate City staff, shall establish a multi-year capital plan that will be reviewed and approved annually by Council.
- 11.2.8 The Board shall not expend administrative or capital funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- 11.2.9 The Board shall contact a City Liaison and the designated manager in the City's Financial Planning Division in the event of an unforeseen circumstance that may have budgetary implications.
- 11.2.10 In the event of an unforeseen circumstance, if the event is an immediate health and safety risk or a significant operational issue, the Board has the authority to take all appropriate actions but must advise the City Liaisons as soon as possible of the situation. In all other cases, remedial actions must first be approved by the City.
- 11.2.11 The Board shall be responsible for monitoring its approved operating budget and submitting variance reports as requested by the City's Financial Planning Division to the City. Variance reports shall include explanations and remedial action plans to address variances.
- 11.2.12 If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City. These settlements are approved by Council in a separate report based on the Audit Committee and Council approval of the Audited Financial Statements of the Board.

11.3 Business Planning

- 11.3.1 The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
- 11.3.2 The Board shall update on an annual basis, as required, a Program Map document that will outline the following key information: Mission Statement; Program Map; and related Service profiles in the format prescribed by the City.
- 11.3.3 The Board shall provide Service Plans, based on the prevailing Program Map, on an annual basis in a format and within time lines prescribed by the City. These plans will provide key information that focuses on service levels; service performance and

challenges; highlights plans and strategies to address those challenges and links resultant objectives for the multi-year time horizon being considered.

11.4 Annual Reporting

11.4.1 Budget Submission

The Board shall prepare a budget submission every year. The budget submission shall be submitted to the City's Financial Planning Division and the external attest audit referenced in Article 11.5 shall be submitted to the Auditor General's office.

11.4.2 The annual budget submission prepared by the Board shall include a program overview including common performance measurement information related to degree of achievement in that year; projected objectives and major activities proposed for the coming year; the annual budget request; a staffing overview; an organizational chart; and other information as required by Council or the Deputy City Manager and CFO from time to time.

11.4.3 Financial Statements

The Board shall submit to the CFO the Annual Financial Statements of the Board that have been audited by the Auditor as soon as possible after December 31 of each year.

11.5 External Attest Audit

11.5.1 The City is responsible for selecting an external auditor (in this Relationship Framework called the Auditor) to complete the annual audit of the Board. The annual audit will be completed in consultation with the Board. The audit must satisfy the requirements of subsection 139(1) of the *City of Toronto Act, 2006* that requires the City to appoint an auditor licensed under the *Public Accounting Act, 2004* to annually audit the accounts and transactions of the City and its local boards and express an opinion on the financial statements of these bodies. (Note that it does not need to be the same auditor that audits the City and all of its local boards).

ARTICLE 12: ACCOUNTABILITY AND TRANSPARENCY

12.1 Integrity Commissioner

12.1.1 The City's Integrity Commissioner is responsible, among other things, for performing in an independent manner the functions assigned to him or her by Council with respect to the application of the code of conduct for members of local boards and the application of any procedures, rules, and policies of the City and local boards governing the ethical behaviour of members of the City's local boards.

12.1.2 Council, a member of Council, a member of the public, the Board, or a Member of the Board may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the code of conduct.

- 12.1.3 The Board, on request by the Integrity Commissioner, shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry.
- 12.1.4 The Board shall provide the Integrity Commissioner with free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things, or property used by the Board that the Commissioner believes to be necessary for an inquiry.
- 12.1.5 If the Integrity Commissioner reports to Council that in his or her opinion the Board Member has contravened the code of conduct, Council may reprimand the Member, and if Council does not reprimand the Member, the Board may do so.
- 12.1.6 The Integrity Commissioner and every person acting under his or her instructions shall preserve secrecy with respect to all matters that come to his or her knowledge in the course of his or her duties as required by subsection 161(1) of the *City of Toronto Act, 2006*, except for disclosure of information in accordance with Part V of the *City of Toronto Act, 2006*.
- 12.1.7 The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the *City of Toronto Act, 2006*.

12.2 Ombudsman

- 12.2.1 The function of the City's Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the City, its local boards (restricted definition) and such city-controlled corporations as Council may specify and affecting any person or body of persons in his, her, or its personal capacity.
- 12.2.2 S. 19 of the *Ombudsman Act* applies to the exercise of powers and the performance of duties of the Ombudsman. In accordance with subsection 19(1) of that Act, upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.
- 12.2.3 The Ombudsman and every person acting under the instructions of the Ombudsman shall preserve secrecy with respect to all matters in the course of his or his duties as required under subsection 173(1) of the *City of Toronto Act, 2006*.

12.3 Lobbyist Registry

- 12.3.1 In accordance with subsection 165(1) of the *City of Toronto Act, 2006* the City will establish and maintain a Lobbyist Registry that retains information by persons who lobby public office holders. Public office holders include Board Members and Board staff.

12.3.2 Persons or entities who lobby public office holders will be required to comply with the City's Lobbyist Registry and any associated policies or codes as adopted by Council and as amended from time to time.

12.3.3 Persons or entities in an existing contractual relationship with the Board will not be considered to be engaged in lobbying activity where they communicate with staff or Board Members on matters relating to the subject-matter or administration of such contracts.

12.4 Auditor General

12.4.1 The City's Auditor General is responsible for assisting Council in holding itself and city administrators accountable for the quality of stewardship over public funds and for achievement of value for money in city operations.

12.4.2 The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform his or her duties under Part V the *City of Toronto Act, 2006*.

12.4.3 The Board shall permit the Auditor General to have free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform his or her duties under Part V of the *City of Toronto Act, 2006*. Without limiting the forgoing the Board shall provide the Auditor General or his or her designates with reasonable access to the Board's premises and records during regular business hours.

12.5 General

12.5.1. The City Manager may review the financial records and other relevant records of the Board. The Board and staff shall provide the City Manager with reasonable access to the premises and records during regular business hours.

12.5.2 All City staff that access records of the Board shall respect the confidentiality of any personally identifying information contained in any records as required by the *Municipal Freedom of Information and Protection of Privacy Act*.

12.5.3 The Board is required to review and develop an action plan to address recommendations arising from any management letter received from the Auditor, a review by the Auditor General, or a review by the City Manager.

ARTICLE 13: COMPLIANCE

13.1 Inconsistency or Conflict

- 13.1.1 If there is any inconsistency or conflict between the provisions of this relationship framework and a bylaw, the bylaw shall prevail.
- 13.1.2 If there is any inconsistency or conflict between the provisions of this relationship framework and provincial or federal legislation, the provincial or federal legislation shall prevail in accordance with their jurisdiction.

ARTICLE 14: AMENDMENTS AND CHANGES

14.1 Amendments to the Relationship Framework

- 14.1.1 The City Liaisons will consult with the Board prior to recommending any changes to this Relationship Framework and notice shall be given to the Board when amendments have been made.
- 14.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to the Relationship Framework to Council through the City Manager.
- 14.1.3 On the request of the City Manager, the City Solicitor is authorized to make any necessary technical amendments to this Relationship Framework as well as updates to the document required by decisions made by City Council from time to time.

Adopted by the Council of the City of Toronto in Item _____ of Executive Committee Meeting of March 1, 2010, at the meeting of Council held on March 31 and April 1, 2010.