

Item No. 6

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountainblu – Queen Elizabeth Building - Exhibition Place
Friday, November 4, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Fountainblu – Queen Elizabeth Building - Exhibition Place on Friday, November 4, 2011.

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

APOLOGIES: Gloria Lindsay Luby, Tom Robins

STAFF: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles, City Legal
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Events
Mark Goss, Manager/Operations
David Bednar, General Manager/CNE
Jeff Gay, Directors/Event Services
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director of Marketing
Danny Chui, Manager/Capital Works
Gabe Mullan, Manager/Parking Services
Fil Terceira, Administrative Assistant/Corporate Secretary
Arlene Jang, IT Specialist
Peter Church, General Manager/BMO Field
Julien Masson, Sr. Manager, Financial Reporting/BMO Field

PRESENTORS/ Gregg Caren, Sr. VP Strategic Business Development/SMG
DEPUTANTS: David Whitaker, President & CEO/Tourism Toronto
Tara Gordon, VP Sales/Tourism Toronto

GUESTS: Irene Jones, Journalist
Jennifer Ward, 1st Vice-President/CNEA

Mark Grimes presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:35 a.m.

Before proceeding with the regular business of the meeting, the Chair requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest.

Connie Dejak declared an interest with respect to Report No. 19 entitled “2009 – 2012 Strategic Plan Quarterly Update – Sept. 30, 2011”; and Report No. 20 entitled “City of Toronto Core Service Review – Report from City Manager”, given she is a Board Member of the Ontario Place Corporation.

1. **CONDOLENCE MOTION – DUNCAN MCKENNA**

Upon the question of the adoption of the Condolence Motion with respect to Duncan McKenna, it was **APPROVED**. Following which, the Board observed a moment's silence in memory of Duncan McKenna.

2. **BOARD RETIREE MOTION – CITIZEN MEMBERS**

Upon the question of the adoption of the Board Retiree Motion with respect to acknowledging the outgoing Citizen Members - Sheona Campbell, Mona ElSayeh, Camilla Mackenzie, and John Weatherup, it was **APPROVED**.

3. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on August 5, 2011, be **VERIFIED** in the form distributed to the members.

CONSIDERATION OF REPORTS

The Chair proposed that the Board proceed through the reports on the agenda with members indicating those reports, by number, on which they wish to speak; that the Board then proceed with the adoption of the remaining reports; and then give consideration to those reports held for discussion at the request of the members, not necessarily in the order that they appear on the agenda. The Board concurred with the following.

4. **COMMUNICATION FROM CITY MANAGER RE KPMG**

Upon the question of the adoption of Communication No. 4 dated August 29, 2011 from the Chief Executive Officer to the City Manager re the KPMG LLP Report, it was received for **INFORMATION**.

5. **COMMUNICATION – CITY CLERK RE CITIZEN APPOINTMENTS**

Upon the question of the adoption of Communication No. 5 dated September 23, 2011 from the City Clerk with respect to the Citizen Appointments to the Board, it was received for **INFORMATION**.

6. **2011 CAPITAL WORKS PROGRAM – SEPTEMBER PROGRESS REPORT**

Upon the question of the adoption of Report No. 7 dated October 20, 2011 from the Chief Executive Officer with respect to the 2011 Capital Works Program – September Progress Report, it was received for **INFORMATION**.

7. **INFRASTRUCTURE STIMULUS FUND – AUGUST 2011**

Upon the question of the adoption of Report No. 8 dated September 6, 2011 from the Chief Executive Officer with respect to the Infrastructure Stimulus Fund for August 2011, it was received for **INFORMATION**.

8. **INFRASTRUCTURE STIMULUS FUND – SEPTEMBER 2011**

Upon the question of the adoption of Report No. 9 dated September 6, 2011 from the Chief Executive Officer with respect to the Infrastructure Stimulus Fund for September 2011, it was received for **INFORMATION**.

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

Upon the question of the adoption of Report No. 10 dated October 2011 from the General Manager/CNEA with respect to the CNEA Management Report for October 2011, it was received for **INFORMATION**.

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

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

11. **BMO MANAGEMENT REPORT – AUGUST 2011**

Upon the question of the adoption of Report No. 12 dated August 2011 from the General Manager/BMO Field with respect to the BMO Management Report for August 2011, it was received for **INFORMATION**

12. **BMO MANAGEMENT REPORT – SEPTEMBER 2011**

Upon the question of the adoption of Report No. 13 dated September 2011 from the General Manager/BMO Field with respect to the BMO Management Report for September 2011, it was received for **INFORMATION**

13. **CNEA APPOINTMENTS TO THE BOARD**

Upon the question of the adoption of Report No. 15 dated October 22, 2011 from the Chief Executive Officer with respect to the CNEA Appointments to the Board of Governors, it was received for **INFORMATION**.

14. **AMENDMENTS TO EXHIBITION PLACE POLICIES – FRAUD & OTHER SIMILAR IRREGULARITIES; POLICE REFERENCE CHECK; SHORT TERM DISABILITY; AND UNIFORM AND DRESS CODE**

Upon the question of the adoption of Report No. 17 dated October 24, 2011 from the Chief Executive Officer with respect to Amendments to Exhibition Place Policies – Fraud & Other Similar Irregularities; Police Reference Check; Short Term Disability and Uniform and Dress Code, it was received for **INFORMATION**.

15. **NEGOTIATIONS BETWEEN THE BOARD & CNEA FOR AN AGREEMENT**

Upon the question of the adoption of Report No. 21 dated September 12, 2011 from the Chair of the Board with respect to Negotiations between the Board and CNEA for an Agreement, it was received for **INFORMATION**.

16. **LEASE - TORONTO CENTRE FOR PROMOTION OF FASHION DESIGN**

Upon the question of the adoption of Report No. 24 dated October 17, 2011 from the Chief Executive Officer with respect a Lease with Toronto Centre for Promotion of Fashion Design, it was **APPROVED**.

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

Upon the question of the adoption of Report No. 25 dated October 17, 2011 from the Chief Executive Officer with respect to a Lease for the Riding School in the Horse Palace, it was **APPROVED**.

18. **PARKING RATE ADJUSTMENTS**

Upon the question of the adoption of Report No. 26 dated October 21, 2011 from the Chief Executive Officer with respect to Parking Rate Adjustments, it was **APPROVED**.

19. **EXEMPTION FROM COUNCIL USER FEE POLICY**

Upon the question of the adoption of Report No. 27 dated October 27, 2011 from the Chief Executive Officer with respect to an Exemption from Council's User Fee Policy, it was **APPROVED**.

20. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
ALLSTREAM CENTRE & EXHIBITION PLACE – AUGUST 31, 2011**

Upon the question of the adoption of Report No. 29 and the Confidential Attachment 1 to subject report, dated September 8, 2011 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place as at August 31, 2011, it was received for **INFORMATION**.

21. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
ALLSTREAM CENTRE & EXHIBITION PLACE – SEPTEMBER 30, 2011**

Upon the question of the adoption of Report No. 30 and the Confidential Attachment 1 to subject report, dated October 21, 2011 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place as at September 30, 2011, it was received for **INFORMATION**.

The Chair proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with the following.

22. **2011 CAPITAL WORKS PROGRAM – AUGUST PROGRESS REPORT**

On a question from Jim Melvin with respect to the 23% Management Fees and will this fee decrease after the ISF Program is completed, Dianne Young responded that this fee which relates to internal Exhibition Place staff costs will remain at approximately the same percentage level for the next 5 years as during the period the overall Exhibition Place Capital Budget is less than in the latter 5 years of the 10-year program.

On a question from Brian Ashton with respect to the allocation \$77,000 within the Environmental Program being carried forward to 2012, Dianne Young responded that this fund will be allocated in 2012 to Festival Plaza which will require funding for asphalt and that a report on Festival Plaza, which will include this funding for the project, will be submitted to the December meeting of the Board.

On a question from Brian Ashton with respect to an update on the CNE "Skyride" project, Dianne Young responded that the second set of bore holes has been completed; contract has been signed by NAME; and the RFP will be issued shortly and the tender award to the January/February 2012 Board meeting.

On a question from Brian Ashton with respect to the Tree Planting program and if the funding will be carried into 2012, Dianne Young responded that the Tree Planting is a line item in the Capital Program because its managed by Danny Chui, however it is not a capital project but in the Operating Budget and therefore there is no carryover allowed.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 dated September 6, 2011 from the Chief Executive Officer with respect to the 2011 Capital Works Program – August Progress Report, be received for **INFORMATION**.

23. **EXHIBITION PLACE MANAGEMENT REPORT – JULY to SEPTEMBER 2011**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 14 dated September 30, 2011 from the Chief Executive Officer with respect to the Exhibition Place Management Report for July to September 30 2011, be received for **INFORMATION**.

24. **VOLUNTEERS & PLACEMENTS
(CO-OPS/MENTORSHIP/INTERNSHIPS) PROGRAM**

Jim Melvin noted that although the report indicates there is no financial impact, he questioned what the internal cost is related to the program. Dianne Young responded that Exhibition Place have about 8 to 9 participants per year and the only cost would relate to internal staff which is already budgeted for in the Operating Budget.

On a question from Jim Melvin with respect to hiring family relations; insurance and WSIB coverage, Sandy Douglas responded that most institutions provide participant insurance and engaging family relations is avoided.

Connie Dejak advised that most mentorship groups provide supervisors hence there is very minimal cost to the organizations that participate in this program.

Brian Ashton applauded Dianne Young and staff for implementing this program which gives tremendous benefits to any organization and would benefit employing future employees.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 16 dated August 16, 2011 from the Chief Executive Officer with respect to the Volunteers & Placements (Co-Ops/Mentorships/Internship) Program, be received for **INFORMATION**.

25. **OCCUPATIONAL HEALTH & SAFETY REPORT – 3rd QUARTER 2011**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 18 dated October 11, 2011 from the Chief Executive Officer with respect to the Occupational Health & Safety Report – 3rd Quarter 2011, be received for **INFORMATION**.

26. **2009 – 2012 STRATEGIC PLAN QUARTERLY UPDATE – SEPTEMBER 2011**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 19 dated October 27, 2011 from the Chief Executive Officer with respect to the 2009 – 2012 Strategic Plan Quarterly Update – September 2011, be received for **INFORMATION**.

27. **CITY OF TORONTO CORE SERVICE REVIEW REPORT FROM CITY MANAGER**

On a question from Jim Melvin with respect to staff’s proposal on a development plan for Exhibition Place to increase annual revenues, Dianne Young responded that a staff “leadership team” session is being held on November 16th, wherein a number of ideas will be discussed and formulated into a plan for discussion with the Board.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated October 3, 2011 from the Chief Executive Officer with respect to the City of Toronto Core Service Review – Report from City Manager, be received for **INFORMATION**.

28. **OFFICIAL SHOW DISPLAY SERVICES AGREEMENT**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 22 dated October 27, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with GES Canada on a month-to-month basis, not to exceed three months, based on the terms and conditions outlined in subject report.

29. **AGREEMENT FOR PEST CONTROL SERVICES**

Jim Melvin expressed concern with respect to the third lowest bidder being recommended based on their LEED Certification experience and questioned what LEED projects were on the grounds. Dianne Young advised that LEED Certification is being pursued for Allstream Centre which hopefully should be awarded in early spring 2012.

Jim Melvin indicated he does not believe in LEED Certification given it results in organizations pursuing same spending additional funding and has concerns spending an additional \$12,000 for a LEED Pest Control Contractor.

Gord Perks reminded the Board that Exhibition Place has built itself as an Environmental Leader in the industry, specifically with its GreenSmart and applauded staff for encouraging the private sector to bring more sustainable practices to the market.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 23 dated August 24, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Steritech for a period of one-year (1), with the option to extend for three (3) additional one year periods, based on the terms and conditions outlined in subject report.

30. **CONDOLENCE MOTION – COUNCILLOR CHIN LEE**

On behalf of the Board, Management and Staff, the Chair expressed deepest sympathy to Councillor Chin Lee and his family on the recent passing of his Father-in-Law.

31. **ANNUAL PLAN FOR THE CNEA**

David Bednar, General Manager/CNE provided a power-point presentation with respect to the Annual Plan for the CNEA.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that the Annual Plan for the CNEA, be received for **INFORMATION**.

32. **ANNUAL PLAN FOR BMO FIELD**

Peter Church, General Manager/BMO, provided a power-point presentation with respect to the Annual Plan for BMO Field.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Annual Plan for BMO Field, be received for **INFORMATION**.

33. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Board go into Closed Session for the purposes of dealing with items of a proprietary, personnel and of a contractual nature, and that Jennifer Ward and all staff remain in the Closed Session.

During the closed session, Ana Bailao excused herself at 9:25 a.m. and Gord Perks excused himself at 9:45 a.m.

The Board members – Brian Ashton, Wayne Copeland, Connie Dejak, Chin Lee, Mark Grimes, Hugh Mansfield, Jim Melvin, Jim McMillen and Sean Webster reconvened in public session at 11:35 a.m. and concurred with the following proposal.

34. **FREIGHT FORWARDING AND CUSTOM BROKERAGE SERVICES AGREEMENT**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 28 dated August 28, 2011, and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Mendelssohn Event Logistics for a four (4) year period expiring on September 30, 2015, based on the terms and conditions outlined in subject report.

35. **ANNUAL PLAN FOR EXHIBITION PLACE**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the Annual Plan for Exhibition Place which included presentations from Toronto Tourism and SMG Canada, be received for **INFORMATION**.

36. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, December 16, 2011 at 8:30 a.m.**

37. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Connie Dejak, seconded and **CARRIED**, it was **RESOLVED** that Gloria Lindsay Luby and Tom Robins having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 11:40 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 _____, 2011.

Chair