

Item No. 1

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Allstream Centre – Room 206-D - Exhibition Place
Friday, June 24, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Allstream Centre – Room 206D, Exhibition Place on Friday, June 24, 2011.

PRESENT: Mark Grimes, Chair
Brian Ashton, Sheona Campbell, Chin Lee, Camilla Mackenzie, Jim McMillen, Jim Melvin, Tom Robins, John Weatherup

APOLOGIES: Ana Bailao, Gloria Lindsay Luby, Mona ElSayeh, Gord Perks

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/CNEA
Jeff Gay, Directors/Event Services
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director of Marketing
Virginia Ludy, Director of Operations/CNEA
Eamonn O’Loughlin, Director of Sponsorships
Danny Chui, Manager/Capital Works
Arlene Jang, IT Specialist
Peter Church, General Manager/BMO Field
Julien Masson, Sr. Manager, Financial Reporting/BMO Field

PRESENTORS/ Joe Berridge, Jed Kilbourn, Michele Trocme, Fei Tseng, Urban Strategies
DEPUTANTS:

GUESTS: Judith Goodwin, Cerise Catering
Irene Jones, Journalist
John Tevlin, General Manager/Ontario Place

Mark Grimes presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 8:30 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.

John Weatherup declared an interest with respect to Report No. 3 entitled “Accounts Receivable – Direct Energy Centre & Exhibition Place for May 31, 2011”, and Report No. 16 entitled “National Post Sponsorship Agreement”, given his professional affiliation with one of the accounts noted in the Confidential Attachment 1 to the Accounts Receivable report; and his professional affiliation with National Post.

Camilla Mackenzie declared an interest with respect to Report No. 23 entitled “Assignment of Agreement with Clarity Outdoor Media Inc. for Existing Strachan Outdoor Billboard Sign” given her professional affiliation with Scotiabank.

1. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Jim McMillen, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of the Meeting of the Board of Governors held on May 13, 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.

2. **COMMUNICATIONS**

Upon the question of the adoption of Report No. 2 from the City Clerk with respect to the CNEA Appointments to the Board of Governors, it was received for **INFORMATION**.

3. **2011 CAPITAL WORKS PROGRAM – MAY PROGRESS REPORT**

Upon the question of the adoption of Report No.4 dated June 6, 2011 from the Chief Executive Officer with respect to the 2011 Capital Works Program Progress Report for May, it was received for **INFORMATION**.

4. **INFRASTRUCTURE STIMULUS FUND – MAY 2011**

Upon the question of the adoption of Report No. 5 dated June 6, 2011 from the Chief Executive Officer with respect to the Infrastructure Stimulus Fund for May 2011, it was received for **INFORMATION**.

5. **CNEA MANAGEMENT REPORT – MAY 2011**

Upon the question of the adoption of Report No. 6 dated May 2011 from the General Manager/CNEA with respect to the CNEA Management Report for May 2011, it was received for **INFORMATION**.

6. **BMO MANAGEMENT REPORT – APRIL 2011**

Upon the question of the adoption of Report No. 7 dated April 2011 from the General Manager/BMO Field with respect to the BMO Management Report for April 2011, it was received for **INFORMATION**

7. **2011 CNE – VOLUNTEERS’/ASSOCIATES’/GUESTS’ PRIVILEGES**

Upon the question of the adoption of Report No. 11 dated May 26, 2011 from the Chief Executive Officer with respect to the 2011 CNE – Volunteers’/Associates’/Guests’ Privileges, it was received for **INFORMATION**.

8. **SECURITY SERVICES – CNEA AGREEMENTS**

Upon the question of the adoption of Report No. 12 dated May 26, 2011 from the Chief Executive Officer with respect to CNEA Security Services Agreements, it was **APPROVED**.

9. **CNEA CONTRACT – MICHAEL GRAPHICS INC.**

Upon the question of the adoption of Report No. 13 dated May 26, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer with respect to a CNEA Contract with Michael Graphics Inc., it was **APPROVED**.

10. **MOLSON’S CANADA – CNEA SPONSORSHIP AGREEMENT**

Upon the question of the adoption of Report No. 14 dated May 26, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer with respect to a CNEA Sponsorship Agreement with Molson’s Canada”, it was **APPROVED**.

11. **PLAQUE COMMEMORATING THE SCADDING CABIN**

Upon the question of the adoption of Report No. 15 dated May 24, 2011 from the Chief Executive Officer with respect to a Plaque Commemorating the Scadding Cabin, it was **APPROVED**.

12. **NATIONAL POST SPONSORSHIP AGREEMENT–DIRECT ENERGY CENTRE**

Upon the question of the adoption of Report No. 16 dated June 6, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer with respect to a Direct Energy Sponsorship Agreement with National Post, it was **APPROVED**.

13. **IT & TELECOM PARTS SUPPLY AGREEMENT – 2011 TO 2015**

Upon the question of the adoption of Report No. 18 dated June 9, 2011 from the Chief Executive Officer with respect to a Supply Agreement for IT and Telecom Parts, it was **APPROVED**.

14. **ASSIGNMENT OF AGREEMENT WITH CLARITY OUTDOOR MEDIA INC.**

Upon the question of the adoption of Report No. 23 dated June 7, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer with respect to an Assignment of Agreement with Clarity Outdoor Media Inc., it was **APPROVED**.

15. **NATIONAL SOCCER STADIUM (BMO FIELD) 2012 CAPITAL BUDGET**

Upon the question of the adoption of Report No. 26 dated June 10, 2011 from the Finance & Audit Committee with respect to the National Soccer Stadium (BMO Field) 2012 Capital Budget, it was **APPROVED**.

16. **COUNCIL POLICY ON THE DISPLAY OF GUNS AT EXHIBITIONS/EVENTS**

Upon the question of the adoption of Report No. 30 dated June 15, 2011 from the Chief Executive Officer with respect to a Council Policy on the Display of Guns at Exhibitions/Events”, it was **APPROVED**.

17. **PERSONNEL MATTER**

Upon the question of the adoption of Report No. 31 dated June 11, 2011 and the Confidential Attachment 1 to subject report from the Chief Executive Officer with respect to a Personnel Matter, it was **APPROVED**.

18. **FESTIVAL PLAZA PRESENTATION**

Joe Berridge, Jed Kilbourn, Michele Trocme, Fei Tseng of Urban Strategies provided a detailed power-point presentation with respect “Festival Plaza”, wherein a copy of presentation is appended to the official minutes of this meeting. Following the presentation, the Board entered into a brief question/answer session.

At the conclusion of the presentation, the Chair advised that a report will be submitted to a future meeting of the Board wherein it will include any Board comments, attractive renderings and potential sponsorship arrangements.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that the presentation from Urban Strategies with respect to “Festival Plaza”, be 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.

19. **2012 OPERATING BUDGET**

Hardat Persaud provided a power-point presentation with respect to the 2012 Operating Budget wherein a copy of said presentation is appended to the official minutes of this meeting. Following the presentation, the Board entered into a brief question/answer session.

It was duly moved by Jim Melvin that recommendation B (a) outlined in Report No. 29 dated June 10, 2011 from the Finance & Audit Committee with respect to the 2012 Operating Budget be amended as follows:

That Recommendation B(a) be amended to delete the following: “and direct the Exhibition Place CEO to work with the CNEA General Manager and the CNEA Board of Directors to identify specific line items in the CNEA Program Budget to adjust to meet this increased Net Income” so that Recommendation B(a) will now read: “Increase the CNEA Program 2012 Operating Budget Net Income by \$200,000 which, as a result, will increase the Exhibition Place consolidated 2012 Operating Budget Net Income by the same amount, such changes to be submitted by the CNEA General Manager to the Exhibition Place CFO”; and **FURTHER** that:

A new recommendation B(c) be added to direct the CEO provide a report to the August 5th Board meeting with respect to a revenue comparison to the CNEA, similar to Schedule “B” of the Confidential Attachment, but for the Honda Indy, Caribana, CHIN, Screemers and Wizard World

Upon the question of the adoption of amendment B (a) noted above, it was **APPROVED**.

Upon the question of the adoption of the new item B(c) noted above, a recorded vote was requested wherein, Brian Ashton, Chin Lee, Jim McMillen, Jim Melvin and Tom Robins voted in favour (5); and Mark Grimes, Camilla Mackenzie, Sheona Campbell and John Weatherup (4) voted against, hence the motion was **CARRIED**.

It was duly moved by Jim Melvin, seconded and carried that Report No. 29 dated June 10, 2011 and the Confidential Attachment 1 from the Finance & Audit Committee with respect to the 2012 Operating Budget, as **amended**, be **APPROVED**.

20. **2012 CAPITAL WORKS BUDGET AS PART OF THE TEN-YEAR (2012 – 2021) PROGRAM SUBMISSION**

Dianne Young provided a detailed power-point presentation with respect to the 2012 Capital Works Budget as part of the ten-year program submission, wherein a copy of said presentation is appended to the official minutes of this meeting. Following the presentation, the Board entered into a brief question/answer session

On motion duly made by Chin Lee, seconded and **CARRIED**, it was **RESOLVED** that Report No. 28 dated June 10, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the 2012 Capital Works Budget as part of the Ten-Year (2012 – 2021) Program submission.

21. **EXHIBITION PLACE MANAGEMENT REPORT – MARCH 2011**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated May 31, 2011 from the Chief Executive Officer with respect to the Exhibition Place Management Report for May 31 2011, be received for **INFORMATION**.

Camilla Mackenzie excused herself from the meeting at 10:30 a.m.

22. **INTERNATIONAL ASSOCIATION OF THEATRICAL STAGE EMPLOYEES**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 9 dated May 23, 2011 from the Chief Executive Officer with respect to the International Association of Theatrical Stage Employees, be received for **INFORMATION**.

23. **INTERNAL/EXTERNAL AUDIT POLICY, CONTROLS & PRACTISES**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 10 dated June 21, 2011 from the Chief Executive Officer with respect to the Internal/External Audit Policy, Controls and Practises, be received for **INFORMATION**.

24. **AMENDMENT TO PROCUREMENT POLICY**

On motion duly made by Tom Robins, seconded and **CARRIED**, it was **RESOLVED** that the Amendment to Procurement Policy attached to Report No. 17 dated June 21, 2011 from the Chief Executive Officer, be **amended** as follows:

- (a) that the first line of paragraph 4 of Appendix "A", be changed from "on an annual basis" with "on a monthly basis with the Exhibition Place Management Report";
- (b) that the last line in the second paragraph under item #3 – Review & Audit be changed from "every five years" to "on annual basis"; and

that Report No. 17 dated June 21, 2011 respect to an Amendment to the Procurement Policy, as amended, be **APPROVED**.

25. **HARDWARE PRODUCTS & MATERIAL SUPPLY AGREEMENT**

On motion duly made by Jim McMillen, seconded and **CARRIED**, it was **RESOLVED** that Report No. 19 dated June 8, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with 4536631 Canada Inc./RONA Ontario for 2011, with the option to extend for an additional three separate one year periods, based on the terms and conditions outlined in subject report.

26. **HVAC CONTRACTOR SERVICES & RELATED WORKS AGREEMENT**

On motion duly made by Jim Mevlin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated June 8, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Direct Energy Business Services for 2011, with the option to extend for an additional three separate one year periods, based on the terms and conditions outlined in subject report.

27. **PRECISE PARKLINK – PURCHASE & SERVICES AGREEMENT**

On motion duly made by Tom Robins, seconded and **CARRIED**, it was **RESOLVED** that Report No. 21 dated June 8, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the purchase of nine refurbished solar powered Pay & Display parking meters; and a Service Agreement with Precise Parklink for a period of four years (2011 to 2014), both based on the terms and conditions outlined in subject.

28. **RENTAL OF STATIONARY COMPACTORS AGREEMENT**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 22 dated June 6, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Metro Compactor Services Inc. for 2011, with the option to extend for an additional three separate one year periods, based on the terms and conditions outlined in subject report.

29. **FIT CONTRACT FOR THE PHOTOVOLTAIC PROJECTS**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 24 dated May 31, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing a Feed-In Tariff Contract with the Ontario Power

Authority related to two photovoltaic installations at Exhibition Place, as outlined in subject report.

30. **HOTEL DEVELOPMENT – REVISED SCHEDULE**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that the revised schedule for the Hotel Development, be **amended**, thereby requesting HKH to change the proposed date of August 31, 2012 for “completion of contract documents” to September 15, 2012; and changing the proposed date of November 30, 2014 for “substantially complete construction” to July 30, 2014, and that Report No. 25 dated June 9, 2011 from the Chief Executive Officer with respect to the Revised Schedule for the Hotel Development, as amended, be **APPROVED**.

31. **STRATEGIC PLAN OBJECTIVES REFLECTED
IN 2012 OPERATING & CAPITAL BUDGETS**

On motion duly made by Tom Robins, seconded and **CARRIED**, it was **RESOLVED** that Report No. 27 dated June 10, 2011 from the Chief Executive Officer with respect to the Strategic Plan Objectives reflected in the 2012 Operating and Capital Budgets, be received for **INFORMATION**.

32. **RESOLUTION RE CLOSED SESSION**

On motion duly made by John Weatherup, seconded and **CARRIED**, it was **RESOLVED** that the Board go into Closed Session for the purposes of dealing with items of a proprietary, personnel and of a contractual nature.

The Board members – Mark Grimes, Brian Ashton, Sheona Campbell, Chin Lee, Jim McMillen, Jim Melvin, Tom Robins and John Weatherup reconvened in public session at 10:50 a.m. and concurred with the following proposal.

33. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE
ALLSTREAM CENTRE & EXHIBITION PLACE – MAY 31, 2011**

On motion duly made by Tom Robins, seconded and **CARRIED**, it was **RESOLVED** that Report No. 3 and the Confidential Attachment 1 dated June 9, 2011 from the Chief Executive Officer with respect to the Accounts Receivable for Direct Energy Centre, Allstream Centre and Exhibition Place as at May 31, 2011, be received for **INFORMATION**.

34. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, August 5, 2011 at 8:30 a.m.**

35. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Chin Lee, seconded and **CARRIED**, it was **RESOLVED** that Ana Bailao, Mona ElSayeh, Gloria Lindsay Luby and Gord Perks 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 10:55 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