

Item No. 3

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Allstream Centre – Room 206D - Exhibition Place
Friday, March 4, 2011 – 8:30 a.m.

The Board of Governors of Exhibition Place met in Allstream Centre – Room 206D, Exhibition Place on Friday, March 4, 2011.

PRESENT: Mark Grimes, Chair
Brian Ashton, Chin Lee, Mona ElSayeh, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, John Weatherup

APOLOGIES: Ana Bailao, Sheona Campbell, Jasmine Jackman, Gord Perks

ATTENDING: Dianne Young, Chief Executive Officer
Fatima Scagnol, Corporate Secretary
Alison Fowles, City Legal
Hardat Persaud, Chief Financial Officer
Arlene Campbell, General Manager/Sales & Events
David Bednar, General Manager/CNE
Mark Goss, Manager/Operations
Jeff Gay, Director/Event Services
Sandy Douglas, Director/HR, Security, OH&S
Laura Purdy, Director/Marketing
Ron Mills, Director/Facility Services
Danny Chui, Manager/Capital Works
Gabe Mullan, Manager/Parking
Arlene Jang, IT Specialist
Linda Costa, Assistant Secretary/Corporate Secretary
Debbie Sanderson, Executive Assistant/CEO
Peter Church, General Manager/BMO Field
Mortimer Wilson, Manager of Accounting/BMO Field

GUESTS: Tom Robins, 2nd 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. None were declared.

1. **DUFFERIN BRIDGES PROJECT**

The Chair welcomed and introduced Scott Mitchell, Coordinator, Infrastructure Planning Transportation Services Division for the City, and Andrew Brown, LEA Consulting who provided a power-point presentation on the Dufferin Bridges Project and how it will relate to Exhibition Place.

Following the presentation, the Board entered into a question/answer session, wherein the following was noted.

On a question from Jim Melvin with respect to this project being a major undertaking for both Exhibition Place and the CNE, Mr. Mitchell responded that both Exhibition Place and the CNE staff members are being included in the planning.

On a question from Brian Ashton with respect to the final decision and budget related to the project, Mr. Mitchell responded that these will be considered and approved by City Council.

On a question from Mark Grimes with respect to lifting the Dufferin Gates, Mr. Mitchell responded that there would be no issues.

On motion duly made, seconded and **CARRIED**, it was **RESOLVED** that the Dufferin Bridges Presentation, be received for **INFORMATION**.

2. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Jim McMillen, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on February 4, 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.

3. **ISF TENDER – BETTER LIVING CENTRE – FLOOR RESTORATION PHASE 1**

Upon the question of the adoption of Report No. 5 dated February 24, 2011 from the Chief Executive Officer entitled “ISF Tender – Better Living Centre – Floor Restoration Phase 1”, it was **APPROVED**.

4. **CNEA MANAGEMENT REPORT – FEBRUARY 2011**

Upon the question of the adoption of Report No. 6 dated February 2011 from the General Manager/CNEA entitled “**CNEA Management Report – February 2011**”, it was received for **INFORMATION**.

5. **BMO MANAGEMENT REPORT – DECEMBER 2010**

Upon the question of the adoption of Report No. 7 dated January 2011 from the General Manager/BMO Field entitled “**BMO Management Report – December 2010**”, it was received for **INFORMATION**

6. **PUBLIC TRANSIT/TRANSPORTATION INITIATIVES - EXHIBITION PLACE**

Upon the question of the adoption of Report No. 10 dated February 16, 2011 from the Chief Executive Officer entitled “**Public Transit/Transportation Initiatives at Exhibition Place**”, it was received for **INFORMATION**.

7. **APPOINTMENT OF REPRESENTATIVES
– CANADA’S SPORT HALL OF FAME**

Upon the question of the adoption of Report No. 11 dated February 23, 2011 from the Chief Executive Officer entitled “**Appointment of Representatives to the Canada’s Sports Hall of Fame**”, it was **APPROVED**.

8. **CELLULAR PHONE POLICY – BOARD EMPLOYEES**

Upon the question of the adoption of Report No. 13 dated February 17, 2011 from the Chief Executive Officer entitled “**Cellular Phone Policy – Board Employees**”, it was **APPROVED**.

9. **CONFLICT OF INTEREST - EMPLOYMENT OF RELATIVES,
FORMER EMPLOYEES AND ELECTED OFFICIALS**

Upon the question of the adoption of Report No. 13 dated February 17, 2011 from the Chief Executive Officer entitled “**Conflict of Interest – Employment of Relatives, Former Employees and Elected Officials**”, it was **APPROVED**.

10. **AMENDMENT TO LEASE – MOUNTED POLICE HEADQUARTERS**

Upon the question of the adoption of Report No. 17 dated February 23, 2011 from the Chief Executive Officer entitled “**Amendment to Lease – Mounted Police Headquarters**”, it was **APPROVED**.

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

11. **2011 CAPITAL WORKS PROGRAM – FEBRUARY**

Jim Melvin acknowledged and applauded Exhibition Place for their continued support with respect to the CNEA and the Midway, however he questioned when the consultant staff fees would return to normal. Dianne Young responded that the consultant staff fees would revert back to 10% in 2012.

Jim Melvin again questioned the funding of \$500,000 for the 1812 Project being included in the Exhibition Place Capital Program as apposed to being absorbed by the City of Toronto. The Chair advised that Dianne Young would provide a report to the next meeting of the Board with respect to this project.

On motion duly made Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 3 dated February 18, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing that staff report back to the next meeting of the Board on the status of the 1812 Legacy Trail Project.

12. **INFRASTRUCTURE STIMULUS FUND – FEBRUARY 2011**

On a question from Brian Ashton with respect to the administration costs of \$31,000 related to the Better Living Centre, Danny Chui responded that the cost relates to

building permits for this project and that all building permit fees are determined by the City.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 4 dated February 18, 2011 from the Chief Executive Officer with respect to the Infrastructure Stimulus Fund for February 2011, be received for **INFORMATION**.

13. **EXHIBITION PLACE MANAGEMENT REPORT – JANUARY 2011**

Jim Melvin acknowledged and congratulated staff on the energy savings accomplished, however he questioned the costs with respect to the new doors and wheel lift within Allstream Centre and the rationale given this is a new renovated building.

Dianne Young explained that these were noted on the deficiency list of the building, and that a number of resolutions were attempted by the contractor. She further added that she would e-mail the Board a detailed explanation and cost related to these repairs.

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

14. **CANADA–ONTARIO–TORONTO, CANADA STRATEGIC INFRASTRUCTURE FUND AGREEMENT FOR TORONTO SOCCER STADIUM**

On a question from Jim Melvin with respect eliminating the budget related to the commitment of the Canadian Soccer Association, Peter Church responded that discussions are currently being held to resolve their commitment and further discussions will take place with the Board's Stadium Advisory Committee, with a final recommendation to the Board at its next meeting.

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 10 dated February 16, 2011 from the Solicitor with respect to the Canada – Ontario – Toronto, Canada Strategic Infrastructure Agreement for the Toronto Soccer Stadium, be received for **INFORMATION**.

15. **ALL-INCLUSIVE FIRE ALARM SYSTEM INSPECTION, TESTING AND MAINTENANCE REPAIR SERVICES AGREEMENT**

On a question from Gloria Lindsay Luby with respect to false fire alarm charges, Dianne Young responded that Exhibition Place has experienced false fire alarms, however, she was unaware of charges from Fire Services.

On a question from Brian Ashton as to the reasoning for only one bidder, Dianne Young responded that the Request for Quotation was issued by the City of Toronto.

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Report No. 12 dated February 14, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Siemens Canada Ltd.

for a one year period, with an option to extend for an additional three-one year periods, based on the terms and conditions outlined in subject report.

16. **MASTER PLAN – PROPOSED FESTIVAL PLAZA**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated February 18, 2011 from the Chief Executive Officer, be **APPROVED**, thereby authorizing an agreement with Urban Strategies Inc., based on the terms and conditions outlined in subject report.

17. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Mona ElSayeh, 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, Chair, Brian Ashton, Chin Lee, Mona ElSayeh, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, and John Weatherup reconvened in public session and concurred with the following proposal.

18. **ACCOUNTS RECEIVABLE – DIRECT ENERGY CENTRE AND EXHIBITION PLACE AS AT JANUARY 31, 2011**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 2 dated February 17, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, with respect to the Accounts Receivable for the Direct Energy Centre and Exhibition Place as at January 31, 2011 be received for **INFORMATION**; and **FURTHER** that, a strong direction be made to staff to have the accounts receivable issues, except those related to property taxes, incurred by an Exhibition Place tenant, resolved as soon as possible.

19. **GENERAL MOTORS CANADA LTD. – SPONSORSHIP AGREEMENT**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that Report No. 15 dated February 24, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing a sponsorship agreement with General Motors Canada Ltd., based on the terms and conditions outlined in subject report.

20. **LEASE AMENDMENT – NORTH AMERICAN MIDWAY ENTERTAINMENT**

On motion duly made by Mona ElSayeh, seconded and **CARRIED**, it was **RESOLVED** that Report No. 16 dated February 24, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing a lease amendment to North American Midway Entertainment, based on the terms and conditions outlined in subject report.

21. **AGREEMENT - GREEN SAVOREE TORONTO ULC FOR HONDA INDY**

On motion duly made by Jim Melvin, seconded and **CARRIED**, it was **RESOLVED** that Report No. 20 dated February 23, 2011 and the Confidential Attachment 1 to subject report, from the Chief Executive Officer, be **APPROVED**, thereby authorizing an

agreement with Green Savoree Toronto ULC for Honda Indy, based on the terms and conditions outlined in subject report.

22. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, May 13, 2011 at 8:30 a.m.**

23. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Chin Lee, seconded and **CARRIED**, it was **RESOLVED** that Ana Bailao, Sheona Campbell, Jasmine Jackman and Gord Perks having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

OTHER BUSINESS

24. **INTERNAL AUDIT POLICY & PRACTISES**

Brian Ashton requested that the CEO report to the next meeting of the Board on the Internal Audit Policy and Practices for Exhibition Place.

25. **EXHIBITION PLACE TENANTS**

Prior to adjourning the meeting, the Chair acknowledged and introduced the following Exhibition Place Tenants to meet and greet members of the Board.

Organization	Name	Title
Gossip Restaurant	Amelia Monteleone	General Manager
Liberty Entertainment Group	Pat Di Donato	Owner
	Nick Di Donato	Owner
	Rob Rosset	Director of Sales & Catering
Medieval Times	Mory DiMaurzio	General Manager
Toronto Fashion Incubator	Susan Langdon	Executive Director
	Clara Northcott	TFI Board – Director
Toronto Mounted & Police Dog Services	William Wardle	Staff Inspector
Toronto Animal Services	Carl Bandow	Supervisor

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:05 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