

**Item No. 1****MINUTES****THE BOARD OF GOVERNORS OF EXHIBITION PLACE  
Fountain Dining Room – Queen Elizabeth Building - Exhibition Place  
Thursday, January 6, 2011 – 8:30 a.m.**

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Exhibition Place on Thursday, January 6, 2011.

**PRESENT:** Brian Ashton, Ana Bailao, Mona ElSayeh, Mark Grimes, Jasmine Jackman, Chin Lee, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Gord Perks, John Weatherup

**APOLOGIES:** Sheona Campbell, Jim Melvin

**ATTENDING:** Dianne Young, Chief Executive Officer  
Ward Earle, Solicitor, City Legal  
Alison Fowles, City Legal  
Fatima Scagnol, Corporate Secretary  
Hardat Persaud, Chief Financial Officer  
Arlene Campbell, General Manager/Sales & Events  
David Bednar, General Manager/CNE  
Mark Goss, Manager/Operations  
Sandy Douglas, Director/HR, Security, OH&S  
Ron Mills, Director/Facility Services  
Laura Purdy, Director/Marketing  
Fil Terceira, Secretary/Corporate Secretary  
Peter Church, General Manager/BMO Field  
Mortimer Wilson, Manager of Accounting/BMO Field

**GUEST:** Tom Robins, 2<sup>nd</sup> Vice-President, CNEA

Fatima Scagnol presided as the Chair pro-tem and Secretary to the meeting. The meeting was called to order at 8:40 a.m.

The Chair pro-tem welcomed Councillors Ana Bailao and Chin Lee as new members to the Board; acknowledged the returning Councillors, Gloria Lindsay Luby, Mark Grimes and Gord Perks; and the citizen appointments – Sheona Campbell, Mona ElSayeh, Camilla Mackenzie and John Weatherup.

The Chair pro-tem also acknowledged the returning CNEA reps to the Board, Jim Melvin, CNEA President who is a member of the Board by virtue of his office; Jim McMillen, Honorary President; Brian Ashton, 1<sup>st</sup> Vice-President, whose re-appointments are pending Council approval; and to Jasmine Jackman, 2<sup>nd</sup> Vice-President who will be replaced by Tom Robins, which replacement is also pending Council approval.

The Chair pro-tem further acknowledged and introduced the Board's new City Solicitor, Alison Fowles, and acknowledged and congratulated Ward Earle, who has been awarded a promotion within City Legal, but will be with the Board until his current files with the Board are complete. Ward.

1. **ELECTION OF CHAIR AND VICE-CHAIR**

The Chair pro-tem advised that the first item of business before the meeting was the election of Chair of the Board of Governors of Exhibition Place, and the election of Vice-Chair of the Board of Governors of Exhibition Place would be dealt with by the newly-elected Chair.

The Chair pro-tem advised that pursuant to Section 8.2 of the Board's Governance By-Law No. 1-10, the election of Chair and Vice-Chair shall be conducted as follows:

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

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

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

- (a) the Corporate Secretary shall call for nominations;
- (b) each nomination shall be with the consent of the nominee and shall be moved and seconded by a Member;
- (c) all Members shall be entitled, prior to a vote being taken, to speak to the nominations for not more than five minutes each;
- (d) Members may ask questions of any nominee for not more than five minutes each;
- (e) a nominee requires the vote of a majority of the Members present to be elected;
- (f) where there are more than two nominees and no nominee receives the majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Board shall proceed to vote a new until either:
  - (i) a nominee receives the majority required for election; or
  - (ii) it becomes apparent that no nominee can be elected by reason of a tie;
- (g) Members shall vote by a show of hands, unless otherwise decided by a majority of the Members present.

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that the vote for the Chair and Vice-Chair of the Board be by a show of hands as has been the Board's practice in the past.

The Corporate Secretary called for nominations for the election of Chair to the Board of Governors.

It was duly moved by Gloria Lindsay Luby, seconded and **CARRIED** that Mark Grimes be nominated for Chair of the Board.

The Corporate Secretary called for further nominations, and none were offered.

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that nominations for the office of Chair be **CLOSED**.

The Chair pro-tem thereupon duly declared Mark Grimes elected Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on December 31, 2012, or until his successor is duly elected.

Mark Grimes thanked the members of the Board for their confidence in electing him and took the Chair.

2. **ELECTION OF VICE-CHAIR OF THE BOARD**

The Chair advised that the next item of business before the meeting was the election of Vice-Chair of the Board of Governors of Exhibition Place.

The election procedures stated for the Chair would be the same procedures for the election of Vice-Chair.

The Chair called for nominations for the election of Vice-Chair to the Board of Governors.

It was duly moved by Brian Ashton, seconded and **CARRIED** that Jim McMillen be nominated for Vice-Chair of the Board.

The Chair called for further nominations, and none were offered.

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that nominations for the office of Vice-Chair be **CLOSED**.

The Chair thereupon declared Jim McMillen duly elected as Vice-Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on December 31, 2012, or until his successor is duly elected.

Jim McMillen thanked the members of the Board for their confidence in electing him Vice-Chair.

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.

3. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Gloria Lindsay Luby, seconded and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on November 25, 2010, 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. **PUBLIC APPOINTMENTS TO BOARDS**

Upon the question of the adoption of Communication No. 4 dated December 1, 2010 from the City Manager entitled “**Public Appointments to Boards**”, it was received for **INFORMATION**.

5. **MEMBERS OF COUNCIL APPOINTED TO THE BOARD**

Upon the question of the adoption of Communication No. 5 dated December 8, 2010 from the City Clerk entitled “**Members of Council Appointed to the Board**”, it was received for **INFORMATION**.

6. **CNE MANAGEMENT REPORT – DECEMBER 2010**

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

7. **ELECTRICAL MATERIALS SUPPLY AGREEMENT 2011 TO 2013**

Upon the question of the adoption of Report No. 10 dated December 23, 2010 from the Chief Executive Officer entitled “**Electrical Materials Supply Agreement 2011 to 2013**”, it was **APPROVED**.

8. **LEASE FOR 275 MANITOBA DRIVE**

Upon the question of the adoption of Report No. 11 dated December 23, 2010 from the Chief Executive Officer entitled “**Lease for 275 Manitoba Drive**”, it was **APPROVED**.

9. **AMENDMENT TO THE LEASE OF THE FIRE HALL**

Upon the question of the adoption of Report No. 12 dated December 23, 2010 from the Chief Executive Officer entitled “**Amendment to the Lease of the Fire Hall**”, 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.

10. **MEETING SCHEDULE FOR 2011 – BOARD OF GOVERNORS**

On motion duly made by Camilla Mackenzie, seconded and **CARRIED**, it was **RESOLVED** that Report No. 6 from the Corporate Secretary with respect to the options related to the Meeting Schedule for 2011, be received for **INFORMATION**; and **FURTHER** that, Appendix “B” wherein the 2011 Meeting Schedule for the Board is set for Fridays at 8:30 am., be **APPROVED**.

11. **BMO MANAGEMENT REPORT – OCTOBER 2010**

On motion duly made by Brian Ashton, seconded and **CARRIED**, it was **RESOLVED** that Report No. 8 dated October 2010 from the General Manager/BMO Field with respect to the BMO Management Report for October, be received for **INFORMATION**.

12. **BMO MANAGEMENT REPORT – NOVEMBER 2010**

On a request from Tom Robins with respect to the Board receiving a five-year history with respect to BMO's revenues and expenses, Dianne explained the Operating Budget for Exhibition Place will show a three-year history and noted that a copy of the 2011 Operating and Capital Budget, previously approved by the Board, will be sent to Mr. Robins as well as Councillors Bailao and Lee for information.

On motion duly made by Chin Lee, seconded and **CARRIED**, it was **RESOLVED** that Report No. 9 dated November 2010 from the General Manager/BMO Field with respect to the BMO Management Report for November, be received for **INFORMATION**.

13. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, February 4, 2011 at 8:30 a.m.**

14. **RESOLUTION RE ABSENTEEISM**

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

**OTHER BUSINESS**

15. **STANDING COMMITTEES OF THE BOARD**

On a question from Brian Ashton with respect to the Standing Committees of the Board, the Chair responded that the Corporate Secretary will be communicating with Members regarding their preference and that a report will be submitted to the February meeting of the Board.

16. **CANADA'S SPORTS HALL OF FAME – BOARD REPRESENTATIVES**

On a question from John Weatherup with respect to the status of Board representation to the Canada's Sports Hall of Fame given they have now moved to Calgary, the Chair responded that a report will come forward to the February meeting of the Board.

17. **TOUR OF EXHIBITION PLACE**

The Chair advised that the Corporate Secretary will communicate with Members with respect to attending a tour of Exhibition Place.

**ADJOURNMENT**

There being no further business, the Chair adjourned the meeting at 9:20 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