



Exhibition Place

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January 20, 2016

To: The Board of Governors of Exhibition Place

ACTION REQUIRED

From: Finance & Audit Committee

Subject: **Executive Compensation Plan**

Summary:

This report recommends a revised Executive Compensation Plan for the Board which applies to five positions at Exhibition Place: the Chief Executive Officer, the General Manager, Sales & Event Marketing Department; the Chief Financial Officer; the General Manager, Operations Department; and the Corporate Secretary (the “Executive Team Positions”).

Recommendations:

It is recommended that the Board:

- (a) Adopt the recommendations contained in Confidential Attachment I;**
- (b) Direct that Confidential Attachment I to this report remain confidential in its entirety and not be released publicly in accordance with the *City of Toronto Act, 2006* as it pertains to personal matters about identifiable individuals, including municipal or local board employees;**
- (c) Receive for information the Hay Group report attached as Appendix A to Confidential Attachment I and, except for release of the Hay Group report on a confidential basis to the City Manager’s Office, direct the Hay Group report remain confidential in its entirety and not be released publicly in accordance with the *City of Toronto Act, 2006* as it pertains to personal matters about identifiable individuals, including municipal or local board employees;**
- (d) Approve the Job Descriptions for the Executive Team Positions attached as Appendix “A”;**
- (e) Approve of the benefit package for the Executive Team Positions that is the same as for all permanent positions at Exhibition Place as approved by the Board at its meeting April 25, 2012;**
- (f) Approve of the existing pay for performance plan without revisions for the Executive Team Positions which is the same as for the City of Toronto employees/executives; and,**
- (g) Request that the Finance & Audit Committee determine the need for a Phase II project on Executive Compensation that considers a “Pay-for-performance Program”, a potential variable pay incentive program, and a “Termination Process” and how such a study should be undertaken.**

Financial Impact:

There are no negative financial consequences to this report as all compensation amounts that will be paid to the incumbents of the Executive Team Positions pursuant to this report have been included in the 2016 Operating Budget.

Decision History:

The Exhibition Place 2014 – 2016 Strategic Plan had an Organizational & Staffing Goal *to effectively monitor costs and revenues* and as a Strategy to support this Goal *we will review, revise and develop new policies and processes that address general organizational matters.*

At its meeting of April 17 2003, the Finance & Audit Committee approved of a Compensation Plan for all employees at Exhibition Place including the CEO/General Manager which report was subsequently approved by the Board at its meeting of April 23, 2003.

At its meetings of January 27, 2006, April 20, 2006, January 10, 2007 and January 25, 2008, the Board approved a series of reports dealing with the organizational change involving the cancellation of the private sector management contract for the exhibition business and restructuring of the Board to assume control of this operation. Part of these reports addressed the formation of a new executive team which consisted of 6 members with the Chief Executive Officer and 4 direct reports: General Manager, CNEA Department; General Manager, Sales & Event Management; General Manager, Operations; Chief Financial Officer; and Corporate Secretary.

At its meeting of April 25, 2012, the Board approved of Employee Policies which addressed benefit plans that apply to all Exhibition Place employees including incumbents of the Executive Team Positions.

[http://www.explace.on.ca/database/rte/files/Item%2017-HR%20Policies\(2\).pdf](http://www.explace.on.ca/database/rte/files/Item%2017-HR%20Policies(2).pdf)

At its meeting of January 27, 2012, the Board approved of the organizational and financial independence of the CNEA from the Board which changed the executive team positions and deleted the direct report of the General Manager, CNEA Department to the Board's CEO.

[http://www.explace.on.ca/database/rte/files/Item%2016-CNEA\(1\).pdf](http://www.explace.on.ca/database/rte/files/Item%2016-CNEA(1).pdf)

At its meeting of August 24, 2014, City Council adopted Report No. EX44.8 entitled "Executive Compensation Policy for Agencies and Corporations" and requested agencies and corporations to implement a similar policy.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2014.EX44.8>

Issue Background:

This report outlines the process undertaken to meet the direction of City Council and recommends a revised Executive Compensation Plan for the Board.

Comments:

The details of the Executive Compensation Plan being recommended are as set out in this report, the Confidential Attachment I, and the Hay Group report dated September 2015 attached as Appendix "A" to Confidential Attachment I.

As noted in the Background, in 2003, the Finance & Audit Committee had considered and recommended a Compensation Plan for all Board employees including the one executive position of Chief Executive Officer & General Manager. In 2003, the Board had engaged Hay Consultants to assist with this process and the basis for the 2003 Compensation Plan was job

evaluations through the Hay Profile Method which was the same process used by the amalgamated City of Toronto in 1999/2000. This job evaluation system is a process that ranks jobs logically and fairly by comparing job against job or against a pre-determined scale to determine the relative importance of jobs to an organization. The areas of evaluation for job families include skill, experience and knowledge; degree of autonomy; geographical scope; nature and environment; thinking challenge; and portfolio size (e.g., revenues, operating budgets, etc.). The Hay points have two core purposes: one is to rate and rank jobs in order to establish internal equity and the other is to facility compensation comparisons to the external marketplace.

Following 2003, there was a major reorganization at the Board approved in 2006 and effective 2008 which changed the composition of the senior management team. Accordingly, as directed by City Council, the Board is now required to approve of an executive compensation plan which would, in the case of Exhibition Place, address all of the Executive Team Positions.

In addition, City Council requested that agencies, as part of its development of the senior executive compensation plan, consider the following guiding principles:

- Job descriptions for each position
- Total rewards approach
- Comparator salary analysis to the public sector
- Establish a salary range
- Consider feasibility of merit pay
- Investigate feasibility of variable incentive pay
- Review employee benefits including pension benefits
- Policies on termination
- Policies on annual performance assessment

Finance & Audit Committee with the assistance again of Hay Group met four times to consider this matter and to review materials on all of the above noted topics presented by Hay Group and the Committee is making the recommendations as detailed in both the public report and the Confidential Attachment I.

Submitted by:

Councillor Di Ciano
Chair, Finance & Audit Committee



Exhibition Place

<i>Position Title</i>	<i>Chief Executive Officer</i>				
Department	Chief Executive Officer	Division	Office of the CEO		
Reports To	Chair of the Board				
Supervises	Chief Financial Officer, General Manager, Operations, General Manager, Sales & Events Management, Corporate Secretary, Executive Assistant, Human Resources Consultants and Human Resources Associate				
Date	January 21, 2015	New	<input type="checkbox"/>	Revised	<input checked="" type="checkbox"/>

Primary Function

The Chief Executive Officer is an appointed and By-lawed position in accordance with the Board's By-laws. This position will lead the establishment and development of Exhibition Place to meet the objectives of the Board and assist the Board to implement a corporate vision and strategic plan, coupled with the policies and objectives to ensure that corporate mandates are delivered throughout the organization. Additionally, through consummate relationship building and team strengthening, lead the executive and senior management teams to create and sustain a positive nurturing employment culture that achieves financial and operational success.

Major Responsibilities

- Set the overall strategic and operational direction of Exhibition Place by establishing goals, objectives and policies that align with the strategic directions and priorities of the Board.
- Oversee and guide the development of innovative strategies, programs and new initiatives, while balancing stakeholder expectations and utilizing strong management experience.
- Establish and lead strategic partnerships with private and not-for-profit sector agencies and community interests groups, associations, regional, provincial, national and international organizations and levels of government. Leverage resources and build mutual interest-based relationships and alliances to deliver results.
- Ensure integrity in the spending of funds and responsible to monitor and take corrective action to ensure annual budgets are met.
- Provide leadership within the organization to anticipate and address potential obstacles and/or conflicts and facilitate opportunities to drive Exhibition Place's mandate forward.
- Set and articulate a clear direction to build a strong management team and create a high level of commitment and accountability.
- Promote the ability and willingness to be flexible and adaptable to respond to diverse challenges and demands.
- Lead the management of the Human Resources services.
- Lead staff through a process of setting long-range objectives implementing the strategic and annual plans.
- Lead the initiation, review and finalization of all long-term proposals and agreements, including long-term tenancies.
- Represent Exhibition Place at City of Toronto standing committees and Council.
- Represent Exhibition Place on internal and external committees, task forces, advisory committees, international and national industry associations, etc. to advance the organization's priorities.

- Ensure the cost effective and responsible management of Exhibition Place's financial, material and human resources to achieve results.
- Provide strategic advice and expertise to the Chair of the Board on issues and directions impacting policies and programs.
- Manage special assignments/projects assigned by the Chair and Members of the Board.

Required Qualifications

1. Post-secondary education in a discipline pertinent to the job function or equivalent combination of education and experience.
2. Extensive experience at an executive level in the areas of organizational administration, finance, marketing and partnership development evidenced by past successful performance as an executive manager.
3. Extensive experience in directing/managing staff including hiring, training, discipline and performance management in a union and non-unionized environment and the ability to promote and foster teamwork and establish an environment of excellence.
4. Excellent skills in the area of verbal and written communications, interpersonal, conflict resolution and problem solving at all organizational levels including political level and third party clients.
5. Must possess a high degree of political sensitivity and experience in dealing with a range of complex issues within a demanding environment.
6. Proven effective decision making ability using innovative and results oriented leadership.
7. Strong functional ability in the use of a standard office suite of computer programs.



Exhibition Place

Position Title	Chief Financial Officer				
Department	Finance	Division	Office of the CFO		
Reports To	Chief Executive Officer				
Supervises	Accounting Managers, IT/Telecom Manager, Payroll Manager, Purchasing Manager, and Administrative Assistant				
Date	January 21, 2015	New	<input type="checkbox"/>	Revised	<input checked="" type="checkbox"/>

Primary Function

The Chief Financial Officer is an appointed and By-lawed position in accordance with the Board's Financial By-law. As a member of the executive team, the Chief Financial Officer is required to lead all aspects of financial, accounting and reporting functions in support of the goals and objectives of the Finance department, including financial controls, compliance, related budgetary matters, Payroll, Purchasing, and IT/Telephony services.

Major Responsibilities

- Provide leadership and lead complex change management initiatives and the development of policies and long-range strategic planning.
- Establish a positive, healthy and safe work environment in accordance with all appropriate legislation and regulations.
- Identify and evaluate the risks to the organization's affiliations (staff, clients, volunteers, and contractors), property, finances, goodwill, and image and implement measures to control risks.
- Accountable to ensure integrity in the spending of funds and responsible to monitor and take corrective action to ensure annual budgets are met.
- Direct staff through a process of setting long-range objectives implementing annual plans.
- Lead the preparation, coordination, analysis, long-term projection and management of the annual operating and capital budgets for the Board, including the presentation and all coordination of both budgets through the City of Toronto process.
- Lead analytical procedural techniques for budgetary planning and control.
- Lead all aspects of financial accounting including event settlements, purchasing, payables, payroll, master price list for all services, receivables, grant and loan administration, costing statutory and tax filings and compliance, cash management and contract administration.
- Lead the preparation of annual consolidated financial statements including liaison with external and internal auditors, as well as ongoing financial reports for submission to the Board and City.
- Lead insurance and risk management portfolio.
- Lead the provision of IT/Telephony, Payroll and Purchasing services.
- Present budget reports to the Board and City, and make recommendations in connection with budget issues.
- Participate in the review and negotiation of all major development proposals and agreements including long-term tenancies.
- Participate on project teams as a strategic resource in a leadership capacity.
- Ensure competitive prices achieved and the proper bidding procedure is completed for all work on the grounds.
- Represent Exhibition Place at major industry events and participate in industry associations.

- Coordinate analysis and research, including financial and statistical modeling processes and provide advice on financial issues for use by senior management and the Board.
- Develop, review and assess policies and procedures and standards in the area of financial, payroll, purchasing and IT/Telephony services for the Chief Executive Officer's review.
- Undertake other assignments.

Required Qualifications

1. Completion of a professional accounting designation and experience in a discipline pertinent to the job function.
2. Extensive experience at a senior level with the public sector or in a financial services function evidenced by past successful performance as a senior manager.
3. Experience in directing staff including hiring, training, discipline and performance management in a financial services environment.
4. Extensive knowledge of municipal accounting, spreadsheet, word processing, data base software packages.
5. Strong functional ability in the use of a standard office suite of computer programs.
6. Excellent skills in the area of verbal and written communications, interpersonal, conflict resolution and problem solving at all organizational levels including political level and third party clients.



Exhibition Place

Position Title	Corporate Secretary				
Department	Corporate Secretariat	Division	Office of the Corporate Secretary		
Reports To	Chief Executive Officer				
Supervises	Records & Archives Manager, Administrative Assistant and Mail Clerk				
Date	January 1, 2015	New	<input type="checkbox"/>	Revised	<input checked="" type="checkbox"/>

Primary Function

The Corporate Secretary is an appointed and By-lawed position in accordance with the Board's By-laws. As a member of the executive team, the Corporate Secretary is required to lead all aspects of the services provided to and on behalf of the Board in support of the business goals and objectives of the Corporate Secretariat division, including record & archives and corporate administration.

Major Responsibilities

- Provide leadership and lead complex change management initiatives including the development of policies and strategic objectives.
- Establish a positive, healthy and safe work environment in accordance with all appropriate legislation and regulations.
- Identify and evaluate any risk to the organization's affiliations (staff, clients, volunteers, and contractors), property, finances, goodwill and image and implement measures to control risks.
- Accountable to ensure integrity in the spending of funds and responsible to monitor and take corrective action to ensure annual budgets are met.
- Direct staff through a process of setting long-range objectives implementing annual plans.
- As an agency of the City of Toronto manage government and corporate management issues adopted by City Council and mandated to special purpose bodies, including the development of policies as they relate to the Board.
- Provide advice to the Chair and members of the Board on the interpretation of the respective By-laws and Policies governing the proceedings of the Board, Chair and Members.
- Manage the corporate agreements for third-parties including regular updates to the master listing, and follow-up regarding pending agreements.
- Ensure reports and actions taken by the Board are accessible to the public and other levels of government.
- Manage and post all public Board related issues to the Exhibition Place website.
- Manage and post Board and Staff policies and paper consumption reports to the internal intranet.
- Act as authorized signing officer as outlined in the Board's By-laws.
- Direct the provision of postal services across the grounds.
- Lead the provision of records & archives services, and oversee the records management and archival services to the Canadian National Exhibition Association as provided for in the agreement.
- Manage the provision of cellular equipment and photocopy services, including placing orders, issuing units, investigating issues, and monitoring usage.
- Develop and manage annual operating budget for the division.
- Participate on project teams as a strategic resource in a leadership capacity.
- Undertake other assignments.

Required Qualifications

1. Completion of a public administration designation or equivalent combination of education and experience in a discipline pertinent to the job function.
2. Extensive experience at a senior level in the public sector or in a corporate secretary function evidenced by past successful performance as a senior manager.
3. Experience in directing staff including hiring, training, discipline and performance management.
4. Demonstrated knowledge of and ability to interpret corporate By-laws.
5. Strong functional ability in the use of a standard office suite of computer programs.
6. Excellent skills in the area of verbal and written communications, interpersonal, conflict resolution and problem solving at all organizational levels including political level and third party clients.
7. Excellent organizational skills including the ability to prioritize and meet strict deadlines with attention to detail.



Exhibition Place

Position Title	General Manager, Operations				
Department	Operations	Division	Office of the GM		
Reports To	Chief Executive Officer				
Supervises	Director, Operations Services, Capital Works Manager, Health & Safety Consultant and Administrative Assistant				
Date	January 1, 2015	New	<input type="checkbox"/>	Revised	<input checked="" type="checkbox"/>

Primary Function

As a member of the executive team, the General Manager is required to lead all aspects of the physical plant in support of the business goals and objectives to the Operations department, including capital works, buildings and site maintenance, health & safety and environmental services.

Major Responsibilities

- Provide leadership and lead complex change management initiatives and the development of policies and strategic objectives.
- Establish a positive, healthy and safe work environment in accordance with all appropriate legislation and regulations.
- Identify and evaluate the risks to the organization's affiliations (staff, clients, volunteers, and contractors), property, finances, goodwill, and image and implement measures to control risks.
- Accountable to ensure integrity in the spending of funds and responsible to monitor and take corrective action to ensure annual budgets are met.
- Direct staff through a process of setting long-range objectives implementing annual plans.
- Lead the Occupational Health & Safety program and the development of safety procedures for the grounds.
- Lead the operation and maintenance of all buildings (except for BMO Soccer Stadium) including the electrical, mechanical, and fire and safety systems.
- Lead the operation and maintenance of the grounds, roadways and all servicing to the grounds.
- Responsible for the operation and maintenance of tenanted and third-party managed buildings.
- Lead the development and delivery of a green sustainable program throughout the grounds.
- Ensure tenanted buildings are maintained in accordance with lease conditions.
- In consultation with the City Labour Relations, lead negotiations of collective agreements.
- Develop, review and assess policies and procedures and standards in the area of the physical plant, including capital works, buildings and site maintenance, and health & safety.
- Develop and manage an annual operating budget for the division.
- Oversee the capital works budget.
- Develop and oversee the safety audit program for the grounds excluding event audits.
- Oversee the Request for Proposal process in all areas related to the department including evaluating and recommending the award.
- Participate on project teams as a strategic resource in a leadership capacity.
- Represent Exhibition Place at major industry events and participate in industry associations.
- Undertake other assignments.

Required Qualifications

1. Completion of a professional engineering degree or equivalent combination of education and experience in a discipline pertinent to the job function.
2. Extensive experience at a senior level in facility operations evidenced by past successful performance as a senior manager.
3. Experience in directing staff including hiring, training, discipline and performance management.
4. Extensive knowledge of and ability to manage within an organization covered by collective agreements and applicable codes, standards, guidelines and government legislation, specifically the *Occupational Health & Safety Act*, Workplace Hazardous Materials Information System Regulations, fire safety code and building code.
5. Strong functional ability in the use of a standard office suite of computer programs.
6. Excellent skills in the area of verbal and written communications, interpersonal, conflict resolution and problem solving at all organizational levels including political level, third party clients and contractors.



Exhibition Place

Position Title	General Manager, Sales & Event Management				
Department	Sales & Event Management	Division	Office of the GM		
Reports To	Chief Executive Officer				
Supervises	Director, Event Management Services, Director, Facility Services, Director, Sales & Marketing, Director, Security & Parking Services and Administrative Assistant				
Date	January 21, 2015	New	<input type="checkbox"/>	Revised	<input checked="" type="checkbox"/>

Primary Function

As a member of the executive team, the General Manager is required to lead all aspects of the services provided to events and tenants within the buildings and grounds in support of the business goals and objectives, and provide leadership to the Sales and Event Management department, including the development of a marketing strategy for Event Services, Facility Management, and Security & Parking services for the buildings and grounds.

Major Responsibilities

- Provide leadership and lead complex change management initiatives and the development of policies and strategic objectives.
- Establish a positive, healthy and safe work environment in accordance with all appropriate legislation and regulations.
- Identify and evaluate the risks to the organization's affiliations (staff, clients, volunteers, and contractors), property, finances, goodwill, and image, and implement measures to control risks.
- Accountable to ensure integrity in the spending of funds and responsible to monitor and take corrective action to ensure annual budgets are met.
- Represent the Board in the implementation of the marketing strategy in Toronto, nationally and internationally.
- Direct staff through a process of setting long-range objectives implementing the annual plans.
- Act on behalf of the Chief Executive Officer in his/her absence and assume all responsibilities, as directed.
- Lead the general management of tenants and events and the coordination of services provided to those tenants and events.
- Lead the functional organization and delivery of key event services including housekeeping, labour and production services.
- Lead the provision of security and parking services.
- Lead the development and implementation of an annual marketing and sales strategy.
- In consultation with the Chief Executive Officer lead negotiations of collective agreements.
- Lead the development and implementation of a sponsorship strategy.
- Participate in the negotiating of all major development agreements including long-term tenancies.
- Develop and manage an annual operating budget for the division.
- Develop, review and assess policies and procedures and plans related to marketing and event management for the Chief Executive Officer's review.
- In conjunction with the General Manager, Operations ensure that the maintenance of the site is sufficient to provide for the safety of the shows and events, clients, and the maximization and marketability of the building stock.

- Represent Exhibition Place at major industry events and participate in industry associations.
- Participate on project teams as a strategic resource in a leadership capacity.
- Undertake other assignments.

Required Qualifications

1. Completion of a professional marketing/sales/event management degree or equivalent combination of education and experience in a discipline pertinent to the job function.
2. Extensive experience at a senior level in sales/marketing/event management environment evidenced by past successful performance as a senior manager.
3. Experience in directing staff including hiring, training, discipline and performance management.
4. Strong functional ability in the use of a standard office suite of computer programs.
5. Excellent skills in the area of verbal and written communications, interpersonal, conflict resolution and problem solving at all organizational levels including political level, third party clients and contractors.