

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, July 18, 2008

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room – Q.E. Bldg. - Exhibition Place
Friday, July 18, 2008 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Q.E. Building on Friday, July 18, 2008.

PRESENT: Joe Pantalone, Deputy Mayor, City of Toronto/Chair, Board of Governors
Rusty Barrese, Mona ElSayeh, Mark Grimes, Knox Henry, Gloria Lindsay
Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, Rocco Maragna,
Gord Perks, John Weatherup

APOLOGIES: Maria Augimeri

ATTENDING: Dianne Young, Chief Executive Officer
Ward Earle, Solicitor/City Legal
Fatima Scagnol, Corporate Secretary
Hardat Persaud, Chief Financial Officer
Mark Goss, General Manager/Operations
Arlene Campbell, General Manager/Events & Sales
Sandy Douglas, Director/Human Resources
Danny Chui, Manager/Capital Works
Marc Petitpas, General Manager/BMO Field
Vince Bozzo, Manager/Event Operations/BMO Field
Mortimer Wilson, Manager/Accounting/BMO Field

Deputy Mayor Joe Pantalone, Chair 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. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Jim McMillen, seconded by Jim Melvin, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on June 20, 2008, 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.

2. **ACCOUNTS RECEIVABLE – DEC & EXHIBITION PLACE – JUNE 30, 2008**

Upon the question of the adoption of Report No. 2 and the Confidential Attachment 2 (a) dated July 3, 2008 from the Chief Executive Officer entitled “Accounts Receivable – DEC & Exhibition Place as at June 30, 2008, it was received for **INFORMATION**.”

3. **2008 CAPITAL WORKS PROGRAM – JUNE PROGRESS REPORT**

Upon the question of the adoption of Report No. 3 dated July 4, 2008 from the Chief Executive Officer entitled “**2008 Capital Works Program – June Progress Report**”, it was received for **INFORMATION**.

4. **MANAGEMENT REPORT – JUNE 30, 2008**

Upon the question of the adoption of Report No. 5 dated June 30, 2008 from the Chief Executive Officer and the General Manager/Sales & Events, entitled “**Management Report – June 30, 2008**”, it was received for **INFORMATION**.

5. **OVERVIEW OF “WHAT’S ON” AT THE 2008 CNE AS AT JULY**

Upon the question of the adoption of Report No. 7 dated July 3, 2008 from the Chief Executive Officer entitled “**Overview of “What’s On” at the 2008 CNE**”, it was received for **INFORMATION**.

6. **NOTICE OF PROPOSED AMENDMENT TO PROCEDURAL BY-LAW 1-08**

Upon the question of the adoption of Report No. 9 dated July 10, 2008 from the Chief Executive Officer entitled “**Notice of Proposed Amendment to Procedural By-Law 1-08**”, it was **APPROVED**.

7. **RECORDS RETENTION BY-LAW AMENDMENT**

Upon the question of the adoption of Report No. 11 dated July 10, 2008 from the Chief Executive Officer entitled “**Records Retention By-Law Amendment**”, it was **APPROVED**.

8. **PLAQUE COMMEMORATING THE 2008 MLS ALL STAR FAME TO BE HELD AT EXHIBITION PLACE**

Upon the question of the adoption of Report No. 12 dated July 11, 2008 from Chief Executive Officer entitled “**Plaque Commemorating the 2008 MLS All Star Game to be held at Exhibition Place**”, it was **APPROVED** with gratitude.

9. **MULTI-YEAR RENTAL AGREEMENT WITH CFA INSTITUTE**

Upon the question of the adoption of Report No. 13 and the Confidential Attachment 13 (a) dated July 1, 2008 from the Chief Executive Officer entitled “**Multi-Year Rental Agreement with CFA Institute**”, it was **APPROVED**.

10. **MULTI-YEAR RENTAL AGREEMENT WITH
MERCHANDISE MART PROPERTIES (CANADA) INC.**

Upon the question of the adoption of Report No. 14 and the Confidential Attachment 14 (a) dated July 1, 2008 from the Chief Executive Officer entitled "**Multi-Year Rental Agreement with Merchandise Properties (Canada) Inc.**", it was **APPROVED**.

11. **NATIONAL SOCCER STADIUM – 2009 CAPITAL BUDGET**

Upon the question of the adoption of Report No. 16 dated July 14, 2008 from the Finance & Audit Committee entitled "**National Soccer Stadium – 2009 Capital Budget**", it was **APPROVED**, as recommended by the Finance & Audit Committee.

12. **LETTER OF INTENT WITH SUNEDISON
FOR PHOTOVOLTAIC GENERATION PLANT**

The Chair advised that this item was withdrawn from the agenda given that the report was not ready in time for the Board meeting and will be submitted to the September meeting.

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.

13. **BMO FIELD MANAGEMENT REPORT – MAY 2008**

On motion duly made by Camilla Mackenzie and **CARRIED**, it was **RESOLVED** that Report No. 4 dated May, 2008 from the General Manager/BMO Field with respect to the Management Report for May 2008, be received for **INFORMATION**.

14. **OCCUPATIONAL HEALTH & SAFETY REPORT – 2ND QUARTER, 2008**

On motion duly made by Jim McMillen and **CARRIED**, it was **RESOLVED** that Report No. 6 dated July 7, 2008 from the Chief Executive Officer with respect to the Occupational Health & Safety Report for the 2nd Quarter, be received for **INFORMATION**; and **FURTHER** that the next report include comparative numbers for 2006 and 2007.

15. **SUBWAY RESTAURANTS CANADA – CNEA SPONSORSHIP AGREEMENT**

On motion duly made by John Weatherup and **CARRIED**, it was **RESOLVED** that Report No. 8 and the Confidential Attachment 8 (a) dated July 2, 2008 from the Chief Executive Officer, be **APPROVED**, thereby authorizing:

- (a) a three-year agreement between the CNEA and Subway Restaurant Canada on the terms and conditions outlined in subject report; and
- (b) that the confidential report contained in attachment 1 to subject report not be released publicly in order to protect the competitive position and future economic interests of the CNEA, the Board and the City.

16. FOOD BUILDING RENTAL RATES FOR CONCESSIONAIRES – 2009 TO 2011

A discussion ensued with respect to subject report in which the following was noted:

Rusty Barrese, Chair of the CNE Finance & Audit Committee requested it be recorded that he was defending the Committee's motion given the rising costs within the foodservices industry.

On a question from Gloria Lindsay Luby as to whether exhibitors would not renew their agreements given these increases, David Bednar responded they would probably still renew their agreements.

John Weatherup, Chair of the Finance & Audit Committee advised that given the directions set by the Committee in 2007 that increases should at least reflect the cost of living. The following motion, which was distributed at the meeting, was moved by John Weatherup and **APPROVED** by the Board.

WHEREAS the Board of Governors in consideration of the 2007 Operating Budget, adopted a motion requesting that Exhibition Place staff to maximize all revenue streams across all programs and further to ensure that revenue streams are in-line with inflation for the Toronto area and cover expenditure increases within the program area and further requested that that the CNEA's commercial relationships with respect to rental and concession agreements reflect an inflationary increase, where possible, and that the CNEA undertake the necessary steps to achieve this;

AND WHEREAS in the report entitled "Food Building Rental Rates for Concessionaires – 2009 to 2011", the CNEA Board of Directors is recommending the following increases:

- a) one year agreements – rate increase of 2.0% (2009); 1.0% (2010); 1.0% (2011)
- b) three-year agreements signed prior to October 31, 2008 - rate increase equivalent to 4.05% (2009); 0% (2010); 0% (2011)
- c) three year agreements signed after October 31, 2008 - rate increase equivalent to 4.05% (2009); 1.0% (2010); 1.0% (2011)

AND WHEREAS, these rate increases being recommended by the CNEA Board of Directors are below inflation and below expenditure increases for the Food Building and below the rate increases recommended by CNEA staff as set out in the Appendix attached;

THEREFORE be it resolved that the Board of Governors **approve** of the CNEA staff recommendation as outlined in the report "Food Building Rental Rates for Concessionaires – 2009 to 2011", as amended below, and further that the CNEA Report and this motion be referred back to the Executive Committee of the CNEA Board with the recommendation as follows: the rates for 2009, 2010 and 2011 be increased from the 2008 top rate by an amount equal to an increase of 3.0% (2009), 2.0% (2010) and 2.0% (2011) and in addition, these rental rate increases apply equally to all Food Building concessionaires whether they sign a one-year contract or a three-year contract.

~~17.~~ **2009 CAPITAL WORKS BUDGET AS PART OF THE
TEN-YEAR (2009 – 2018) PROGRAM SUBMISSION**

Dianne Young provided a detailed power-point presentation with respect to the 2009 Capital Works Budget as part of the ten-year (2009 – 2018) Program Submission which was followed by a brief question/answer session.

On motion duly made by Knox Henry and **CARRIED**, it was **RESOLVED** that Report No. 17 dated July 8, 2008 from the Chief Executive Officer, be **APPROVED**, thereby authorizing the 2009 Capital Works Budget as part of the ten-year (2009 – 2018) Program Submission, as recommended by the Finance & Audit Committee; and **FURTHER** that, Dianne Young and the Capital Works staff be applauded for managing the current workload within Exhibition Place.

18. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Knox Henry 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 (Joe Pantalone, Maria Augimeri, Mona ElSayeh, Gloria Lindsay Luby, Camilla Mackenzie, Jim McMillen, Jim Melvin, Rocco Maragna, Gord Perks, John Weatherup) reconvened in public session at 10:10 am and concurred with the following proposal.

19. **CONFERENCE CENTRE CONSTRUCTION UPDATES**

On motion duly made by Knox Henry and **CARRIED**, it was **RESOLVED** that Report Nos. 15 (a), (b), (c) and (d) and the Confidential Attachments in that respective order, dated July 6, 2008 from the Chief Executive Officer with respect to the June and July 2008 Construction Updates for the Conference Centre, be received for **INFORMATION**; and **FURTHER** that, the Business Development Committee meeting scheduled immediately after the Board meeting be cancelled given that the July Construction Update was discussed at this meeting of the Board rather than being considered by the Board at its September meeting.

20. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Knox Henry and **CARRIED**, it was **RESOLVED** that Maria Augimeri having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

21. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Friday, September 19, 2008** at 8:30 a.m.

NEW BUSINESS

22. ROLE OF THE BOARD & STRATEGIC PLAN

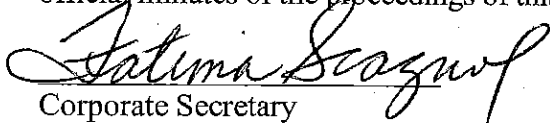
John Weatherup requested, and the Board concurred, that the Board have a session facilitated wherein the director's role on the Board of Governors is defined; legal obligations conflict policy and City of Toronto Lobbyist policy explained and interpreted.

The Chair also suggested, and the Board concurred, that a "strategic planning" session be developed following up on the session in 2007.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:15 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 _____, 2008.

Chair