

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, January 27, 2006

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room- Queen Elizabeth Building - Exhibition Place
Friday, January 27, 2006 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building on Friday, January 27, 2006.

PRESENT: Joe Pantalone, Chair
Rene Foisy-Marquis, Adam Giambrone, Mark Grimes Barbara Johnston, Knox Henry, Gloria Lindsay Luby, Rocco Maragna, Jim McMillen, Andre Tellier
John Weatherup, Debbie Woodman

APOLOGIES: Sylvia Watson

ATTENDING: Dianne Young, General Manager & CEO/Exhibition Place
Fatima Scagnol, Corporate Secretary
Paul Egli, Director of Finance
Sandy Douglas, Director of Human Resources
Mark Goss, Director of Operations
Sito Mungcal, Executive Assistant/General Manager & CEO
Ward Earle, City Legal/Solicitor
Arlene Campbell, O&Y/SMG Canada/General Manager/NTC
Hardat Persaud, Director of Finance/NTC
Ron Taylor, O&Y/SMG Canada
Virginia Ludy, Manager/CNEA Operations
Danny Chui, Manager/Capital Works

Joe Pantalone 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 Debbie Woodman, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that page 7 of the Minutes of Meeting of the Board of Governors held on December 2, 2005, be **amended**, thereby including the name Debbie Woodman under members in attendance, and that the Minutes, as amended, be **VERIFIED**.

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. **COMMUNICATIONS**

Upon the question of the adoption of Communication No. 2 dated December 12, 2005 from the City Clerk entitled "CNEA Appointments to the Board of Governors", it was received for **INFORMATION**.

3. **NTC FINANCIAL REPORT – NOVEMBER 30, 2005**

Upon the question of the adoption of Report No. 5 dated November 30, 2005 from the General Manager/NTC entitled "NTC Financial Report – November 30, 2005", it was received for **INFORMATION**.

4. **NTC MANAGEMENT REPORT – DECEMBER 31, 2005**

Upon the question of the adoption of Report No. 6 dated December 31, 2005 from the General Manager & CEO entitled "NTC Management Report – December 31, 2005", it was received for **INFORMATION**.

5. **LEASE WITH IMMERSION STUDIOS – MUSIC BUILDING**

Upon the question of the adoption of Report No. 12 dated January 5, 2006 from the General Manager & CEO entitled "Lease with Immersion Studios – Music Building", 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:

6. **ACCOUNTS PAYABLE – NOVEMBER 2005**

On motion duly made by Rene Foisy-Marquis, seconded by Jim McMillen, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated January 6, 2005 from the General Manager & CEO with respect to the Accounts Payable for November 2005, be received for **INFORMATION**.

7. **ACCOUNTS PAYABLE – DECEMBER 2005**

On motion duly made by Gloria Lindsay Luby, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated January 6, 2005 from the General Manager & CEO with respect to the Accounts Payable for December 2005, be received for **INFORMATION**; and **FURTHER** that:

- (1) staff expeditiously explore the possibility of exempting the CNEA from remitting GST; and
- (2) staff discuss with the Chair/Finance Committee, John Weatherup and Rene Foisy-Marquis the presentation of accounting information specifically related to Accounts Payables.

8. **SOCCER STADIUM AT EXHIBITION PLACE – UPDATE #2**

On a question from Andre Tellier with respect to the change in Federal Government and their funding related to this project, the Chair explained that the only requirement left is the approval of the Treasury Board, and there has been no indication from the incoming government that there are concerns, however, if any arise, the Board will be advised.

On a question from John Weatherup with respect to the demolition of the Halls of Fame, the General Manager & CEO advised that a hold on a particular part of the project must be considered in light of a very tight completion date required. With respect to the Halls of Fame, the first part of demolition is the west side which is required to relocate essential utility services.

On motion duly made by Rocco Maragna, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that Report No. 8 dated January 16, 2006 from the General Manager & CEO with respect to the Soccer Stadium at Exhibition Place Update #2, be received for **INFORMATION**; and **FURTHER** that, a presentation on the Design Plans be made at the March meeting of the Board.

9. **2006 STANDING COMMITTEES OF THE BOARD**

On motion duly made by Rene Foisy-Marquis, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that Report No. 9 dated January 11, 2006 from the Chair with respect to the 2006 Standing Committees of the Board, be received for **INFORMATION**; and **FURTHER** that, a copy of the Committee Mandates be circulated to the Board for information.

10. **APPOINTMENT OF REPRESENTATIVES OF THE BOARD TO THE ROYAL AGRICULTURAL WINTER FAIR FOR THE 2006 TERM**

On motion duly made by Gloria Lindsay Luby, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that Report No. 10 dated January 6, 2006 from the General Manager & CEO requesting the Appointment of Representatives of the Board to the Royal Agricultural Winter Fair Association for the 2006 Term, be received for **INFORMATION**; and **FURTHER** that, Knox Henry and Debbie Woodman be appointed.

11. **APPOINTMENT OF REPRESENTATIVES OF THE BOARD TO THE CANADA'S SPORTS HALL OF FAME FOR THE 2006 TERM**

On motion duly made by Gloria Lindsay Luby, seconded by Barbara Johnston, and **CARRIED**, it was **RESOLVED** that Report No. 11 dated January 6, 2006 from the General Manager & CEO requesting the Appointment of Representatives of the Board to the Canada's Sports Hall of Fame for the 2006 Term, be received for **INFORMATION**; and **FURTHER** that, Don Duthie, Mark Grimes and Rocco Maragna be appointed.

12. **SOUTH DISTRICT ANIMAL SERVICES & SHELTER - LEASE
RENEWAL FOR LEASED PROPERTY WITHIN THE HORSE PALACE**

On motion duly made by Rene Foisy-Marquis, seconded by John Weatherup, and **CARRIED**, it was **RESOLVED** that Report No. 12 dated January 5, 2006 2005 from the General Manager & CEO, be **APPROVED** subject to City Council, thereby authorizing a renewal lease with the City for the South District Animal Services & Shelter within the Horse Palace for renewal term of nineteen years and seven months, based on the terms and conditions outlined in subject report.

13. **LEASE FOR RIDING SCHOOL IN THE HORSE PALACE**

On motion duly made by Rene Foisy-Marquis, seconded by Rocco Maragna, and **CARRIED**, it was **RESOLVED** that Report No. 14 dated January 9, 2006 from the General Manager & CEO, be **APPROVED**, thereby authorizing an early termination of the present lease with Sunnybrook on December 31, 2005 and authorizing a three-year (2006 to 2008) lease with Sunnybrook based on the terms and conditions outlined in subject report.

14. **CONSENT TO THE ASSIGNMENT OF THE PARTNERSHIP INTEREST IN O&Y
SMG CANADA FROM O&Y TRADE & CONVENTION CENTRE MANAGEMENT
COMPANY LTD. TO O&Y ENTERPRISE LIMITED PARTNERHSIP**

On motion duly made by Gloria Lindsay Luby, seconded by Mark Grimes, and **CARRIED**, it was **RESOLVED** that the recommendation in Report No. 15 dated January 20, 2006 from the General Manager & CEO with respect to the O&Y/SMG Canada Assignment of Lease be **amended**, thereby inserting the words "subject to the satisfactory completion of due diligence by the General Manager & CEO, City Solicitor and the City's Chief Financial Officer" after the words "It is recommended that the Board", and that the report, as amended, be **APPROVED**.

15. **2006 WIZARD WORLD**

The Chair acknowledged and introduced Ardo Gidaro and Roseanne Tilford who gave a deputation with respect to their financial difficulties in producing the 2006 Wizard World Event. A profit/loss statement was distributed to members and a copy appended to the official minutes of this meeting.

Following the deputation, the Board entered into a brief question/answer session which resulted in the following:

On motion duly made by Rene Foisy-Marquis, seconded by Knox Henry, and **CARRIED**, it was **RESOLVED** that the recommendations outlined Report No. 16 dated January 18, 2006 from the General Manager & CEO with respect to the 2006 Wizard World, be **amended**, thereby replacing the rent term found on page two, paragraph (a) of subject report, with the following:

- (1) deleting thereof from the term to charge rent at 25% of the list price;
- (2) the rent for the 2006 Wizard World event be waived in 2006, but for the 2007 Wizard World event the rate be 25% of the standard list prices;
- (3) Wizard World Producers provide a number of complimentary tickets to Exhibition Place for the surrounding schools; and
- (4) a financial report be submitted to the Board in June as to the results of the event;

and that the report, as amended, be **APPROVED**.

16. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Mark Grimes, seconded by Adam Giambrone, 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 Rene Foisy-Marquis, Adam Giambrone, Knox Henry, Barbara Johnson, Gloria Lindsay Luby, Rocco Maragna, Jim McMillen, Joe Pantalone, Andre Tellier, John Weatherup and Debbie Woodman reconvened in public session at 11:20 a.m. and concurred with the following proposal.

Mark Grimes excused himself at 10:45 a.m. during the closed session of the meeting.

17. **NTC PROGRAM – ACCOUNTS RECEIVABLE – NOVEMBER 30, 2005**

On motion duly made by Mark Grimes, seconded by Barbara Johnston, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 17 dated January 17, 2006 from the General Manager/NTC with respect to the Accounts Receivable for November 30, 2005, be received for **INFORMATION**.

18. **NTC PROGRAM – ACCOUNTS RECEIVABLE – DECEMBER 31 2005**

On motion duly made by Knox Henry, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 18 dated January 17, 2006 from the General Manager/NTC with respect to the Accounts Receivable for December 31, 2005, be received for **INFORMATION**.

19. **CNEA PROGRAM – ACCOUNTS RECEIVABLE – DECEMBER 31 2005**

On motion duly made by Knox Henry, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 19 dated January 16, 2006 from the General Manager & CEO with respect to the CNEA Accounts Receivable for December 31, 2005, be received for **INFORMATION**.

20. **AGREEMENT BETWEEN THE CNEA & THE HELICOPTER COMPANY**

The President noted that the paragraph under the "Financial Impact Statement" should read "The agreement recommended in this report has a positive financial impact of \$12,000 on CNEA revenues."

On motion duly made by Knox Henry, seconded by Jim McMillen, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 20 dated January 16, 2006 from the General Manager & CEO, as amended, be **APPROVED**, thereby authorizing a three-year (2006 to 2008) agreement between the CNEA and The Helicopter Company, based on the terms and conditions outlined in subject report.

21. **CNEA & NORTH AMERICAN MIDWAY ENTERTAINMENT AGREEMENT**

The Chair advised that this In-Camera report was withdrawn from the agenda.

22. **AGREEMENT BETWEEN THE CNEA & OUTDOOR BOX OFFICE**

On motion duly made by Mark Grimes, seconded by Knox Henry, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 22 dated January 19, 2006 from the General Manager & CEO, be **APPROVED**, thereby authorizing a three-year (2006 to 2008) agreement between the CNEA and Outdoor Box Office, based on the terms and conditions outlined in subject report.

23. **EXHIBITION PLACE ACCOUNTS RECEIVABLE – DECEMBER 31, 2005**

On motion duly made by Knox Henry, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 23 dated January 9, 2006 from the General Manager & CEO with respect to the Exhibition Place Accounts Receivable for December 31, 2005, be received for **INFORMATION**; and **FURTHER** that, staff consult with the Chair/Finance Committee with respect to presentation format of this report.

24. **MERIT INCREASES FOR O&Y-SMG EMPLOYEES**

On motion duly made by Knox Henry, seconded by Andre Tellier, and **CARRIED**, it was **RESOLVED** that the recommendation outlined In-Camera Report No. 24, which was distributed at the meeting, dated January 26, 2006 from the General Manager & CEO, be **APPROVED**.

25. **MULTI-YEAR RENTAL CONTRACT WITH DMG WORLD MEDIA**

On motion duly made by Barbara Johnston, seconded by Rocco Maragna, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 27, which was distributed at the meeting, from the General Manager & CEO be **APPROVED**, thereby authorizing three three-year contracts with DMG World Media for the National Home Shows in 2006 to 2008, based on the terms and conditions outlined in subject report.

26. **WORKERS ACTION COMMITTEE**

On motion duly made by John Weatherup, seconded by Rene Foisy-Marquis, and **CARRIED**, it was **RESOLVED** that Report No. 7 dated January 20, 2006 from the General Manager & CEO with respect to the Workers' Action Committee, be received for **INFORMATION**; and **FURTHER** that:

- (1) the CNEA President send an information letter to Mayor David Miller with respect to this issue;
- (2) the CNEA affirm and ensure that every contractor it engages is aware of its student hiring policy;
- (3) a copy of the CNEA's Orientation Package be circulated to the Board for information; and
- (4) the Board be kept updated on this issue.

27. **EXHIBITION PLACE MANAGEMENT STRATEGY**

On motion duly made by Joe Pantalone, seconded by Gloria Lindsay Luby, and **CARRIED**, it was **RESOLVED** that the recommendations outlined In-Camera Report No. 28, which was distributed at the meeting, dated January 25, 2006 from the General Manger & CEO, be **APPROVED**.

28. **DATE OF NEXT MEETING**

The next meeting of the Board is scheduled to be held on **Friday, March 10, 2006 at 8:30 a.m.**

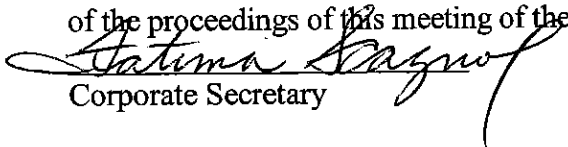
29. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Barbara Johnston, seconded by John Weatherup, and **CARRIED**, it was **RESOLVED** that Sylvia Watson 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 11:35 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 _____, 2006.

Chair

