

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, March 4, 2005

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room- Queen Elizabeth Building - Exhibition Place
Friday, March 4, 2005 – 8:30 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building on Friday, March 4, 2005.

PRESENT: Joe Pantalone, Chair
Barbara Johnston, Knox Henry, Bob MacWilliam, Rocco Maragna, Rene Foisy-Marquis, Sylvia Watson, John Weatherup

APOLOGIES: Adam Giambrone, Mark Grimes, Gloria Lindsay Luby, Andre Tellier, Debbie Woodman

ATTENDING: Dianne Young, General Manager & CEO/Exhibition Place
Sito Mungcal, Acting Corporate Secretary
Ward Earle, Solicitor/City of Toronto
Paul Egli, Director of Finance
Sandy Douglas, Director of Human Resources
David Bednar, General Manager/CNE
Arlene Campbell, O&Y/SMG Canada/General Manager/NTC
Hardat Persaud, Director of Finance/NTC

Joe Pantalone presided and Sito Mungcal 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 Rocco Maragna, seconded by Barbara Johnson, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on January 21, 2005, 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 proposal.

2. **CAPITAL TENDER – LANDSCAPING AT FOOD BUILDING**

Upon the question of the adoption of Report No. 4 dated February 23, 2005 from the General Manager & CEO entitled “**Tender for Environmental Restoration – Landscaping at Food Building East and West Entrances**”, it was **APPROVED**.

3. **CAPITAL TENDER – AUTOMOTIVE BUILDING**

Upon the question of the adoption of Report No. 5 dated February 23, 2005 from the General Manager & CEO entitled “**Tender for Automotive Building – Replace Existing Commercial Power-Fed Bus Duct**”, it was **APPROVED**.

4. **NTC MANAGEMENT REPORT - JANUARY**

Upon the question of the adoption of Report No. 6 dated January 31, 2005 from General Manager/NTC entitled “**NTC Management Report for January 31, 2005**”, it was received for **INFORMATION**.

5. **WHEELS IN MOTON (RICK HANSEN) TOUR**

Upon the question of the adoption of Report No. 7 (a), which was distributed at the meeting, dated March 1, 2005 from the General Manager & CEO entitled “**Wheels In Motion (Rick Hansen) Tour – June 12, 2005**”, 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 – JANUARY 2005**

On motion duly made by Sylvia Watson, seconded by Rene Foisy-Marquis, and **CARRIED**, it was **RESOLVED** that Report No. 2 from the General Manager & CEO dated February 7, 2005 with respect to the Accounts Payable for the month of January 2005, be received for **INFORMATION**; and **FURTHER** that, staff provide a report on “Post Employment Payments” as noted in the appendix of subject report, and the procedure being followed regarding such payments.

7. **2004 CAPITAL WORKS PROGRAM – YEAR END REPORT**

On motion duly made by Sylvia Watson, seconded by Rene Foisy-Marquis and **CARRIED**, it was **RESOLVED** that Report No. 3 dated February 18, 2005 from the General Manager & CEO with respect to the 2004 Capital Works Program – Year End Report, be received for **INFORMATION**; and **FURTHER** that, staff provide the listing of expenditures for the 2004 Pre-Engineering Budget of \$125,000 and the processes followed vis-à-vis Consultants services used for the Capital Program.

8. **SITE VISIT, ENVIRONMENTAL PROGRAMS
- TRAVEL EXPENSES FOR THE CHAIR**

On motion duly made by Rene Foisy-Marquis, seconded by Knox Henry and **CARRIED**, it was **RESOLVED** that Report No. 7 dated February 9, 2005 from the General Manager & CEO be **APPROVED**, thereby authorizing travel expenses for the Chair of the Board to conduct site visits in Woking/London, England on March 19 to 25, 2005 at a cost not to exceed \$2,755.00; and **FURTHER** that:

- (a) the "Exhibition Place Environmental Plan, which was distributed at the meeting, be received for **INFORMATION**; and
- (b) following the site visit, the Board Members be provided with a report addressing some of the initiatives in the UK to see how they can be applied to Exhibition Place.

9. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Knox Henry, seconded by Bob MacWilliam, 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, Chair, Knox Henry, Barbara Johnston, Bob MacWilliam, Rocco Maragna, Rene Foisy-Marquis, Sylvia Watson and John Weatherup) reconvened at 10:25 a.m. and concurred with the following proposal.

During the Closed Session the Board received the following presentations:

- China Trademart in the Automotive Building – presented by the General Manager & CEO with Mr. Fred Braida in attendance
- Memorandum of Understanding for Naming Rights to NTC – presented by the General Manager & CEO and Mr. Hugh Wakeham of Wakeham & Associates (the Board's Sponsorship Consultant)

10. **CNEA PROGRAM – ACCOUNTS RECEIVABLE
FOR SEPTEMBER AND DECEMBER 2004**

On motion duly made by Bob MacWilliam, seconded by Knox Henry, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 12 dated February 28, 2005 from the General Manager & CEO with respect to the CNEA Program – Accounts Receivable for September and December 2004, be received for **INFORMATION**.

11. **NTC PROGRAM – ACCOUNTS RECEIVABLE FOR JANUARY 2005**

On motion duly made by Bob MacWilliam, seconded by Knox Henry, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 13 dated February 16, 2005 from the General Manager/NTC with respect to the NTC Program – Accounts Receivable for January 2005,

12. **ACCOUNTS RECEIVABLE TO THE NATIONAL TRADE CENTRE
FROM THE 2003 ROYAL AGRICULTURAL WINTER FAIR**

On motion duly made by Knox Henry, seconded by Sylvia Watson, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 14 dated February 15, 2005 from the General Manager & CEO, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to Accounts Receivable owing to the NTC from the Royal Agricultural Winter Fair.

13. **CHINA TRADEMART IN THE AUTOMOTIVE BUILDING**

On motion duly made by Sylvia Watson, seconded by Barbara Johnson, and **UNANIMOUSLY CARRIED**, it was **RESOLVED** that In-Camera Report No. 16 dated February 15, 2005 from the Business Development Committee, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to a long-term lease with Toronto China Mart Inc.

14. **MEMORANDUM OF UNDERSTANDING FOR NAMING RIGHTS TO NTC**

On motion duly made by Knox Henry, seconded by Rocco Maragna, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 17 dated February 28, 2005 from the Business Development Committee, be **APPROVED**, thereby authorizing the recommendations outlined in subject report with respect to a Memorandum of Understanding for Naming Rights to the NTC; and **FURTHER** that, staff report in a timely fashion on contract wording for competitive commodity pricing and competitive purchase of service agreements from Direct Energy.

15. **HOTEL/CONFERENCE CENTRE**

The General Manager & CEO provided an oral update with respect to the Hotel Project.

16. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Bob MacWilliam, seconded by John Weatherup, and **CARRIED**, it was **RESOLVED** that Adam Giambrone, Mark Grimes, Gloria Lindsay Luby, Andre Tellier and Debbie Woodman having notified the Corporate Secretary of their unavailability to attend this meeting of the Board, be **EXCUSED**.

17. **DATE OF NEXT MEETING**

The next meeting of the Board is scheduled to be held on **Friday, April 15, 2005 at 8:30 a.m.**

OTHER BUSINESS18. **TORONTO HYDRO**

John Weatherup inquired about Toronto Hydro's possible active involvement with/and in Exhibition Place's activities. Joe Pantalone advised that the Toronto Hydro falls under the Business Corporations Act and hence their behaviour are dictated by the Ontario Securities Commission and further advised that Toronto Hydro is having a round-table discussion on June 8, 2005 and asked Exhibition Place staff to attend.

19. **BOARD RETREAT**

Staff was requested to coordinate a Board Retreat wherein the Board would provide input and direction on future Board goals and objectives.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at 10:45 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.)



 Acting Corporate Secretary

 Chair

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the _____
 day of _____, 2005.

 Chair

