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**MINUTES**

**PUBLIC SESSION**

**THE BOARD OF GOVERNORS OF EXHIBITION PLACE**

**Wednesday, December 17, 2003**

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**MINUTES – PUBLIC SESSION  
THE BOARD OF GOVERNORS OF EXHIBITION PLACE**

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**MINUTES**  
**THE BOARD OF GOVERNORS OF EXHIBITION PLACE**  
**Fountain Dining Room – Queen Elizabeth Building - Exhibition Place**  
**Wednesday, December 17, 2003 – 10:30 a.m.**

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Exhibition Place on Wednesday, December 17, 2003.

**PRESENT:** Fernando Do Rio, John Downing, Mark Grimes, Doug Holyday, Gloria Lindsay Luby, Bob MacWilliam, Joe Pantalone Sam Sniderman, Andre Tellier, Sylvia Watson, Sean Webster

**APOLOGIES:** Adam Giambrone

**GUESTS:** Knox Henry, Deborah Woodman

**ATTENDING:** Dianne Young, General Manager & CEO  
Fatima Scagnol, Corporate Secretary  
Paul Egli, Director of Finance  
Kathryn Reed-Garrett, Director/Business Development & Special Events  
Leo Lauro, Interim Director of Operations  
Virginia Ludy, Manager, Operations/CNE  
Arlene Campbell, O&Y/SMG Canada, General Manager/NTC  
Ward Earle, Solicitor/City of Toronto  
Sito Mungcal, Executive Assistant/General Manager & CEO

Fatima Scagnol presided as the Chair pro-tem and Sito Mungcal acted as Secretary to the meeting. The meeting was called to order at 10:35 a.m.

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 noted that, as stated in the Board's By-Law No. 1-99, Section 6 – Item 9:

- (1) the Board of Governors shall elect a Chair and Vice-Chair from among its Members who shall hold office for the term of his or her appointment or membership on the Board of Governors; and,
- (2) such elections shall take place at the first meeting of the Board of Governors (or soon thereafter as possible) after the appointment by the Council of the City of the members of Council to the Board of Governors which generally occurs in January of each year following the municipal election and again eighteen months thereafter during the term of Council.

- (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 of Governors 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.

The members agreed that the vote for Chair of the Board shall 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, and seconded by Mark Grimes that Joe Pantalone be nominated for Chair of the Board.

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

On motion duly made by John Downing, seconded by Bob MacWilliam, and **CARRIED**, it was **RESOLVED** that nominations for the office of Chair be **CLOSED**.

The Chair pro-tem thereupon duly declared Joe Pantalone be elected Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on May 31, 2005, and until his successor is duly elected.

Joe Pantalone thanked the members of the Board for their confidence in electing him and took the chair.

### **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 Corporate Secretary called for nominations for the election of Vice-Chair to the Board of Governors.

It was duly moved by Joe Pantalone, and seconded by Sean Webster that Gloria Lindsay Luby be nominated for Vice-Chair of the Board.

The Corporate Secretary called for further nominations.

It was duly moved by John Downing, and seconded by Andre Tellier that Doug Holyday be nominated for Vice-Chair of the Board.

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

On motion duly made by John Downing, seconded by Bob MacWilliam, and **CARRIED**, it was **RESOLVED** that nominations for the office of Vice-Chair be **CLOSED**.

The Chair declared that more than one candidate having been nominated a vote would be required and asked for a show of hands for Gloria Lindsay Luby, which vote was 7; the Chair asked for a show of hands for Doug Holyday, which vote was 4.

The Chair thereupon declared Gloria Lindsay Luby duly elected as Vice Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on May 31, 2005 and until her successor is duly elected.

### 3. **PROPOSED REVISED BOARD MEETING SCHEDULE FOR 2004**

On motion duly made by Sam Sniderman, seconded by Gloria Lindsay Luby, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated December 12, 2003 from the General Manager & CEO with respect to the Proposed 2004 Schedule of Meetings of the Board with a start time of 8:30 a.m., be **APPROVED**.

### 4. **RESOLUTION RE ABSENTEESIM**

On motion duly made by Gloria Lindsay Luby, seconded by Sam Sniderman, and **CARRIED**, it was **RESOLVED** that Adam Giambrone having informed the office of the Corporate Secretariat of his unavailability to attend this meeting of the Board, be **EXCUSED**.

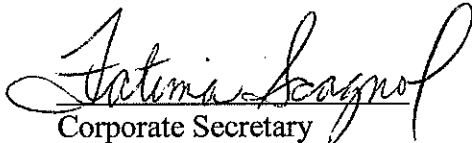
5. **DATE OF NEXT MEETING**

The next meeting of the Board is scheduled to be held on **Friday, January 23, 2004 at 8:30 a.m.**

**ADJOURNMENT**

There being no further business, the Board adjourned the meeting at 11:05 a.m., however, the Chair invited members to stay for a "Briefing" power-presentation provided by the General Manager & CEO.

(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 \_\_\_\_\_, 2004.

\_\_\_\_\_  
Chair

City Clerk's Office

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December 8, 2003

Ms. Dianne Young  
General Manager and Chief Executive Officer  
Exhibition Place  
Board of Governors  
Exhibition Place  
Toronto, ON M6K 3C3

Dear Ms. Young:

This is to advise that the City of Toronto Council, at its meeting held on December 2, 3 and 4, 2003, in adopting, as amended, Clause No. 1 of Report No. 1 of the Striking Committee, entitled "Appointment of a Member of Council as the Deputy Mayor Pursuant to Municipal Code Chapter 27, Council Procedures, and Appointments of Members to Standing and Other Committees", took the following action:

- (i) appointed the following Member of Council as the Mayor's designate to the Exhibition Place, Board of Governors, as provided for in Section 71 of the Municipal Act:

Councillor Adam Giambrone

- (ii) and further appointed the following Members of Council to the Board of Governors of Exhibition Place to replace the former Councillor appointees:

Councillor Mark Grimes  
Councillor Gloria Lindsay Luby  
Councillor Joe Pantalone  
Councillor Sylvia Watson

for a term of office expiring May 31, 2005, and until their successors are appointed.

Yours truly,

for Ulli S. Watkiss  
City Clerk

Helen Smith/rb

c. Appointees

Ms. Fern Deramaix, Research Support, City Clerk's Office, Second Floor, West Tower