

MINUTES

PUBLIC SESSION

THE BOARD OF GOVERNORS OF EXHIBITION PLACE

Friday, November 29, 2002

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MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room- Queen Elizabeth Building - Exhibition Place
Friday, November 29, 2002 – 9:00 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Queen Elizabeth Building on Friday, November 29, 2002.

PRESENT: Mario Silva, Chairman
Stan Budd, Fernando Do Rio, Fred Finlayson, Doug Holyday, Chris Korwin-Kuczynski, Gloria Lindsay Luby, Sherene Shaw, Sam Sniderman, Sean Webster, Debbie Woodman

GUEST: Andre Tellier

APOLOGIES: John Downing, Ron Moeser

ATTENDING: Dianne Young, General Manager & CEO/Exhibition Place
Fatima Scagnol, Corporate Secretary
Paul Egli, Director of Finance
Kathryn Reed-Garrett, Director/Business Development
Danny Chui, Manager/Capital Works
Sito Mungcal, Administrative Assistant/General Manager & CEO
David Bednar, General Manager/CNE
Ron Taylor, O&Y/SMG Canada
Ernest Vincent, O&Y/SMG Canada, General Manager/NTC
Arlene Campbell, O&Y/SMG Canada/Associate General Manager & Director of Finance/NTC
Laura Purdy, Directors of Marketing/NTC
Issie Berger, City of Toronto/Labour Relations

Mario Silva presided and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 9:05 a.m.

Before proceeding with the regular business of the meeting, the Chairman requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest.

Gloria Lindsay Luby declared an interest with respect to the Report No. 10 entitled "Replacement of Financial System", in that her spouse is affiliated with SAP.

The Chairman reported that Item No. 14 entitled "International Brotherhood of Electrical Workers, Local 353 Union Agreement" was struck from the agenda.

1. **EXHIBITION PLACE EMPLOYEES - 25 YEARS OF SERVICE OR MORE**

The Chairman called for motion with respect to acknowledging employees with 25 years of service or more to Exhibition Place.

On motion duly made by Debbie Woodman, seconded by Fred Finlayson, and **CARRIED**, it was **RESOLVED** that the following employees who have over 25 years of service with Exhibition Place be acknowledged and congratulated for their dedication and contributions to Exhibition Place:

Corporate Secretariat Valerie Engell and Fatima Scagnol

Finance Gerd Rose

Operations Stuart Adamek, Angie Celli, Brian Coghlan, James Henderson, Ron Mandziak and Patrick O'Loghlen

Parking Mark Herrington, Michael Knott, Tom Newman and Doug Yorke

In particular, the Chairman recognized and introduced Angie Celli and quoted the following:

"Angie started work on the grounds on June 23, 1958 as a 24-year-old in our Carpentry section. Labour services borrowed him several weeks later. Angie was and still is an excellent worker that labour services refused to give him back.

That was 45 years ago.

We have had many long-timers on the grounds but Angie beats them all. He is retiring the end of this year.

In recognition of Angie's loyalty and dedication to Exhibition Place, I have asked him to come up to allow the Board to express its thanks to Angie for all those years of service."

The Chairman presented Angie Celli with a watch imprinted with the Princes' Gates.

2. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Fernando Do Rio seconded by Sam Sniderman, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on October 25, 2002 be **VERIFIED** in the form distributed to the members.

CONSIDERATION OF REPORTS

The Chairman 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.

3. **ACCOUNTS PAYABLE – OCTOBER 2002**

Upon the question of the adoption of Report No. 2 dated November 15, 2002 from the General Manager & CEO entitled "Accounts Payable for October 2002", it was received for **INFORMATION**.

4. **2002 CAPITAL WORKS PROGRAM NOVEMBER PROGRESS REPORT**

Upon the question of the adoption of Report No. 6 dated November 12, 2002 from the General Manager & CEO entitled "2002 Capital Works Program November Progress Report", it was received for **INFORMATION**.

5. **NTC MANAGEMENT REPORT - OCTOBER 31, 2002**

Upon the question of the adoption of Report No. 4 dated October 31, 2002 from the General Manager/NTC entitled "NTC Management Report for October 31, 2002", it was received for **INFORMATION**.

6. **DELEGATION SCHEDULES PURSUANT TO BY-LAW NO. 2-99**

Upon the question of the adoption of Report No. 7 dated November 16, 2002 from the General Manager & CEO entitled "Delegation Schedules Pursuant to By-Law No. 2-99", it was received for **INFORMATION**.

7. **AGREEMENT FOR SEWER & WATERMAIN CONTRACTOR SERVICES**

Upon the question of the adoption of Report No. 9 dated November 15, 2002 from the General Manager & CEO entitled "Agreement for Sewer & Watermain Contractor Services", it was **APPROVED**.

8. **SIGNAGE PLAN FOR THE CNEA**

The Chairman reported that the CNEA Board of Directors at its meeting held November 28th recommended that the term of any potential agreement be for 10 years with an option to renew for a further 10 years rather than a 20-year agreement noted in the last paragraph of page 3 in subject report.

Upon the question of the adoption of Report No. 11 dated November 5, 2002 from the General Manager & CEO and the General Manager/CNEA entitled "Signage Plan for the CNEA", it was **APPROVED as amended**.

9. **UNITED ASSOCIATION OF JOURNEYMEN AND APPRENTICES
OF PLUMBING & PIPEFITTING LOCAL 46 - COLLECTIVE AGREEMENT**

Upon the question of the adoption of Report No. 12 dated November 20, 2002 from the General Manager & CEO entitled "United Association of Journeymen and Apprentices of Plumbing & Pipefitting Local 46", it was **APPROVED**.

10. **INTERNATIONAL BROTHERHOOD OF PAINTERS AND ALLIED TRADES, LOCAL COUNCIL NO. 46 - COLLECTIVE AGREEMENT**

Upon the question of the adoption of Report No. 13 dated November 20, 2002 from the General Manager & CEO entitled "**International Brotherhood of Painters and Allied Trades, Local Council No. 46**", it was **APPROVED**.

11. **HOT AIR BALLOON ATTRACTION AT EXHIBITION PLACE**

Upon the question of the adoption of Report No. 15 dated November 15, 2002 from the General Manager & CEO entitled "**Hot Air Balloon Attraction at Exhibition Place**", it was **APPROVED**.

12. **BLUES FEST FESTIVAL - 2003 TO 2005**

Upon the question of the adoption of Report No. 16 dated November 18, 2002 from the General Manager & CEO entitled "**2003 to 2005 Blues Fest Festival**", it was **APPROVED**.

The Chairman proposed that the Board give consideration to those reports held for discussion at the request of the members. The Board concurred with this proposal.

13. **APPOINTMENT OF REPS TO CANADA'S SPORTS HALL OF FAME FOR 2003**

On motion duly made by Sam Sniderman, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that Fernando Do Rio and John Downing, representing Exhibition Place and Doug Holyday, representing the CNEA, be **appointed** to the Canada's Sports Hall of Fame for 2003 as requested in Report No. 5 dated November 19, 2002 from the General Manager & CEO.

13. **APPOINTMENT OF REPS TO THE ROYAL AGRICULTURAL WINTER FAIR FOR 2003**

On motion duly made by Fred Finlayson, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that Sherene Shaw and Sam Sniderman be **appointed** to the Royal Agricultural Winter Fair for 2003 as requested in Report No. 6 dated November 19, 2002 from the General Manager & CEO.

14. **AMENDMENT TO THE FOOD BUILDING RENTAL AGREEMENT**

On motion duly made by Stan Budd, seconded by Debbie Woodman, and **CARRIED** with **Sean Webster in the negative**, it was **RESOLVED** that Report No. 8 dated November 16, 2002 from the General Manager & CEO be **APPROVED**, thereby authorizing an amendment to the Food Building Rental Agreements for 2003 to 2005 thereby including in the agreement that the CNEA add the annual membership dues to the yearly rental rates and that the CNEA remit the annual dues to the Food Building Exhibitors Association.

Chris Korwin-Kuczynski joined the meeting.

15. **REPLACEMENT OF THE FINANCIAL SYSTEM**

On motion duly made by Sean Webster, seconded by Stan Budd, and **CARRIED**, it was **RESOLVED** that Report No. 10 dated November 19, 2002 from the General Manager & CEO be **APPROVED**, thereby authorizing an agreement with Vision/R4 Corporation for the provision of a replacement financial system to Exhibition Place based on the terms and conditions outlined in subject report.

Sherene Shaw joined the meeting

16. **RESOLUTION RE ABSENTEEISM**

On motion duly made by Debbie Woodman, seconded by Fred Finlayson, and **CARRIED**, it was **RESOLVED** that John Downing and Ron Moeser having notified the office of the Corporate Secretariat of their unavailability to attend this meeting of the Board, be **EXCUSED**.

17. **DATE OF NEXT MEETING**

It was duly moved and seconded that the issue of the timing of Board meetings be reopened.

Sean Webster duly moved that the start time of Board meetings be alternated i.e. one month at 9:00 a.m. and the following month at 9:30 a.m.

Upon the question of the adoption of the foregoing motion, it was **DEFEATED**.

It was duly moved by Chris Korwin-Kuczynski that the start time of Board meetings commence at 9:30 a.m.

Upon the question of the adoption of the foregoing motion, it was **CARRIED** - 5 yeas and 4 nays.

The next meeting of the Board is scheduled for **Friday, January 31, 2002 at 9:30 a.m.**

OTHER BUSINESS

18. **RESIGNATION OF STAN BUDD**

The Chairman advised that City Council has appointed Stan Budd to the Tedco Board and given that a City appointment is only allowed to sit on one Board, Mr. Budd has chosen to resign from the Board of Governors.

The Chairman and members thanked Stan for his time and contributions to the Board and wished him much success.

The Chairman advised that the alternate appointment to the Board (previously appointed by City Council), Mr. George Friedmann will replace Stan.

On motion duly made by Gloria Lindsay Luby, seconded by Sherene Shaw, and **CARRIED**, it was **RESOLVED** that a **Vote of Thanks** be extended to Stan Budd; and **FURTHER** that the communication dated November 28, 2002 from Stan Budd advising of his resignation to the Board, be received for **INFORMATION**.

19. **ACKNOWLEDGEMENT TO FRED FINLAYSON**

The Chairman advised that Fred Finlayson was attending his last meeting given that Andre Tellier's appointment to the Board was approved by City Council. The Chairman and members thanked Fred for his time and contributions to the Board.

On motion duly made by Gloria Lindsay Luby, seconded by Fernando Do Rio, and **CARRIED**, it was **RESOLVED** that a **Vote of Thanks** be extended to Fred Finlayson.

20. **COLISEUM PROJECT COMMITTEE**

On motion duly made by Fernando Do Rio, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that a committee comprised of Mario Silva, Gloria Lindsay Luby and Debbie Woodman be established to deal with the transition issues and recommend potential options related to the Coliseum Project

21. **RESOLUTION RE CLOSED SESSION**

On motion duly made by Gloria Lindsay Luby, seconded by Fernando Do Rio, 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 (Mario Silva/Chairman, Stan Budd, Fernando Do Rio, Fred Finlayson, Doug Holyday, Chris Korwin-Kuczynski, Gloria Lindsay Luby, Sherene Shaw Sam Sniderman, Sean Webster and Debbie Woodman) reconvened in public session at 10:25 a.m. and concurred with the following.

22. **ACCOUNTS RECEIVABLE - NTC - OCTOBER 31, 2002**

On motion duly made by Sam Sniderman, seconded by Sherene Shaw, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 21 dated November 12, 2002 from the General Manager/NTC with respect to the NTC Accounts Receivable for the period ending October 31, 2002, be received for **INFORMATION**.

23. **NTC ANNUAL PLAN FOR 2003**

On motion duly made by Fred Finlayson, seconded by Debbie Woodman, and **CARRIED**, it was **RESOLVED** that the power-point presentation and In-Camera Report No. 22 dated November 19, 2002 from the General Manager/NTC with respect to the NTC's Annual Plan for 2003, be received for **INFORMATION**.

24. **AMENDMENT TO FOOD BUILDING RENTAL AGREEMENTS - SOLICITOR'S OPINION**

On motion duly made by Debbie Woodman, seconded by Fred Finlayson, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 23 dated November 16, 2002 from the General Manager & CEO with respect to the Solicitor's Opinion regarding the Amendment to the Food Building Rental Agreements, be received for **INFORMATION**.

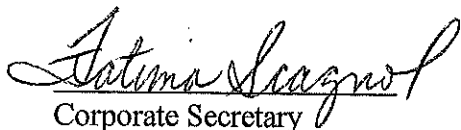
25. **COLISEUM ARENA PROJECT- NOVEMBER UPDATE**

On motion duly made by Gloria Lindsay Luby, seconded by Chris Korwin-Kuczynski, and **CARRIED**, it was **RESOLVED** that In-Camera Report No. 24 dated November 29, 2002 from the General Manager & CEO, which was distributed at the meeting, with respect to the October Update on the Coliseum Arena Project, be received for **INFORMATION**.

ADJOURNMENT

There being no further business, the Chairman adjourned the meeting at 10:30 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

Chairman

VERIFIED at a meeting of the Board of Governors of Exhibition Place held on the ____ day of _____, 2003.

Chairman

