

MINUTES
THE BOARD OF GOVERNORS OF EXHIBITION PLACE
Fountain Dining Room – Queen Elizabeth Building - Exhibition Place
Monday, December 18, 2000 – 11:00 a.m.

The Board of Governors of Exhibition Place met in the Fountain Dining Room, Exhibition Place on Monday, December 18, 2000.

- PRESENT:** Carole Kerbel, Vice-Chair
Robert Bowman, Frank DiGiorgio, Fernando Do Rio, John Downing, Jim Melvin, Peter Milczyn, Ron Moeser, Mario Silva, Sam Sniderman, Sean Webster, Deborah Woodman
- APOLOGIES:** Nick Ametrano, Chris Korwin-Kuczynski
- 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
David Bednar, General Manager/CNE
Ernest Vincent, O&Y/SMG Canada, General Manager/NTC
Sito Mungcal, Administrative Assistant/General Manager & CEO
Berardo Mascoli, Executive Assistant/Mario Silva

Carole Kerbel presided and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 11:10 a.m.

The Chair acknowledged and welcomed the new members of the Board, Frank DiGiorgio, Peter Milczyn, Ron Moeser and Mario Silva.

1. ELECTION OF CHAIR AND VICE-CHAIR

The Chair 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.

The Corporate Secretary called for nominations for the election of Chair to the Board of Governors.

It was duly moved by Ron Moeser, and seconded by Sam Sniderman that Mario Silva be nominated for Chair of the Board.

The Corporate Secretary called for further nominations.

It was duly moved by John Downing, and seconded by Jim Melvin that Carole Kerbel be nominated for Chair of the Board.

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

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

Mario Silva was requested to speak to his nomination in which the following was noted.

John Downing asked Councillor Silva's opinion with respect to the proposed construction of residential housing on the grounds of Exhibition Place as recommended in the Waterfront Report. Councillor Silva responded that although he is in a favour of Waterfront Report, he does not support the residential housing issue.

Jim Melvin asked Councillor Silva about the possible integration of Ontario Place and Exhibition Place and what the role should be. Councillor Silva responded that this issue would have to be reviewed very carefully in that Ontario Places faces a \$4 Million deficit, and Exhibition Place or the City of Toronto would not want to incur this debt. He further added that meetings would be scheduled with Ontario Place officials to discuss a vision of possibly amalgamating the two properties and how to resolve Ontario Place's deficit.

Sam Sniderman noted that the vision of Ontario Place and Exhibition Place integrating is a positive one and that the new Chair of the Board must have connections to make this vision come to fruition as well as dealing with the three level of governments.

Councillor Silva emphasized that he has many contacts within all three levels of government and truly believes that he is qualified to accomplish this undertaking.

Carole Kerbel thanked Messrs. Downing and Melvin for nominating her for Chair of the Board. Ms. Kerbel gave an overview of her six years of service to the Board. She cited the number of Committees she has Chaired and her involvement in major projects such as a better working relationship with the trade and consumer show managers, the birth of the National Trade Centre, the Sponsorship Task Force and the International Hockey League Committees.

In conclusion Ms. Kerbel has appreciated being been part of major changes at Exhibition Place and truly believes that the Board must change in its ideas and solutions. Ms. Kerbel withdrew her nomination as Chair of the Board and expressed her support of Councillor Silva.

The Chair thereupon duly declared Councillor Mario Silva be elected Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on May 31, 2002, and until his successor is duly elected.

Councillor Mario Silva thanked the members of the Board for their confidence in electing him Chair. Councillor Silva 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 Fernando Do Rio, and seconded by Sean Webster that Robert Bowman 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 Deborah Woodman, and **CARRIED**, it was **RESOLVED** that nominations for the office of Vice-Chair be **CLOSED**.

The Chair thereupon duly declared Robert Bowman duly elected Vice-Chair of the Board of Governors of Exhibition Place to hold office for a term expiring on May 31, 2002 and until his successor is duly elected.

2. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Carole Kerbel seconded by Jim Melvin, and **CARRIED**, it was **RESOLVED** that the Minutes of Meeting of the Board of Governors held on November 24, 2000, be **VERIFIED** in the form distributed to the members.

3. **2001 SCHEDULE OF MEETINGS**

On motion duly made by Sam Sniderman, seconded by Ron Moeser, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated December 14, 2000 from the Corporate Secretary with respect to the 2001 Schedule of Meetings of the Board, be **APPROVED**.

4. **RESOLUTION RE ABSENTEESIM**

On motion duly made by Robert Bowman, seconded by Jim Melvin, and **CARRIED**, it was **RESOLVED** that Nick Ametrano and Chris Korwin-Kuczynski having informed the office of the Corporate Secretariat of his unavailability to attend this meeting of the Board, be **EXCUSED**.

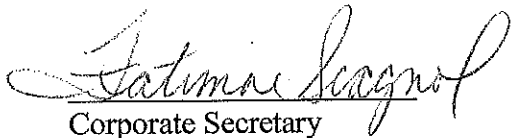
5. **DATE OF NEXT MEETING**

The next meeting of the Board is scheduled to be held on Friday, January 26, 2001 at 9:00 a.m.

ADJOURNMENT

There being no further business, the Board adjourned the meeting at 12:30 p.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 _____, 2001.

Chair