

Authority: Executive Committee Item 41.1,  
as adopted by City of Toronto Council on March 31 and April 1, 2010  
Enacted by Council: April 1, 2010

**CITY OF TORONTO**

**BY-LAW No. 347-2010**

**To adopt a new City of Toronto Municipal Code Chapter 63, Exhibition Place,  
Governance.**

WHEREAS The Board of Governors of Exhibition Place was established in 1983 pursuant to the *Municipality of Metropolitan Toronto Act* and is continued as a city board in Section 407(1) of the *City of Toronto Act, 2006*; and

WHEREAS the property known as Exhibition Place was vested in the City on January 1, 1998, to be used for the purposes as now described in section 406 of the *City of Toronto Act, 2006*; and

WHEREAS the City of Toronto wishes to establish and continue certain principles of governance relating to the Board and Exhibition Place as set out herein and in greater detail in the relationship framework between the City and The Board of Governors of Exhibition Place;

The Council of the City of Toronto HEREBY ENACTS as follows:

1. The City of Toronto Municipal Code is hereby amended by adding the Chapter set out in Schedule 1 at the end of this by-law as Chapter 63, Exhibition Place, Governance.

ENACTED AND PASSED this 1st day of April, A.D. 2010.

SANDRA BUSSIN,  
Speaker

ULLI S. WATKISS  
City Clerk

(Corporate Seal)

## Schedule 1

### Chapter 63 EXHIBITION PLACE, GOVERNANCE

#### § 63-1. Definitions.

In this document, the following terms have the meanings set out below:

**APPLICABLE LAW** — All statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to Exhibition Place or the Board, or both.

**AUDITOR** — The external attest auditor appointed by the City to annually audit the accounts and transactions of Exhibition Place, and to express an opinion on the financial statements of the Board based on the audit.

**AUDITOR GENERAL** — The City's Auditor General or his or her designate.

**BOARD or EXHIBITION PLACE BOARD OF GOVERNORS** — The board established by the Municipality of Metropolitan Toronto with respect to Exhibition Place in 1985, which Board now is a city board under sections 141(1) and 402(1) of the *City of Toronto Act, 2006*.

**BOARD MEMBER or MEMBER** — A person appointed by the City as a Member of the Board or a person that is an *ex officio* Member of the Board pursuant to the City of Toronto Public Appointments Policy.

**BUDGET** — The operating and capital budgets approved by the Board and Council.

**CITY MANAGER** — The City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate.

**CNEA** — The Canadian National Exhibition Association.

**CFO** — The Deputy City Manager and Chief Financial Officer of the City or the person designated to act in that capacity from time to time or his or her delegate.

**EXHIBITION PLACE** — The land known as Exhibition Park and adjacent land to the south created by fill, which was vested in the City on January 1, 1998 by the *City of Toronto Act, 1997*, except for any interest of the Crown in right of Ontario, and as more particularly described in the plan attached as Schedule "A" to By-law No. 25-85, "Respecting the Management of Exhibition Place", and shall include those portions of Gore Park which are not under the jurisdiction of the City's Parks and Recreation Division.

**FINANCIAL STATEMENTS** — For any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities.

**PUBLIC MEMBERS** — Those Members appointed to the Board who are not Council Members or nominees of the CNEA.

**RELATIONSHIP FRAMEWORK** — The document setting out Council's delegation of authority and policy directions to the Board pertaining to the governance and management of Exhibition Place as contained in Item EX41.1 adopted by Council at its meeting of March 31 and April 1, 2010, as amended or replaced from time to time.

**TORONTO PUBLIC SERVICE** — means staff employed by the City.

**§ 63-2. Structure of the Board of Governors.**

- A. The Board consists of thirteen (13) members appointed by Council:
- (1) the Mayor or designate;
  - (2) four (4) members of Council;
  - (3) three (3) members nominated by the CNEA;
  - (4) four (4) public members; and
  - (5) the President of the CNEA.
- B. The City reserves the right to change the composition of the Board at any time with notice to the Board.
- C. Council appoints all members of the Board and members serve at the pleasure of Council.
- D. Public members shall be recruited by the City in accordance with the Public Appointments Policy, and Councillors nominated by the City's Striking Committee.
- E. The CNEA shall nominate its members and the nominations shall be forwarded by the Board to the City Clerk for approval by Council.

**§ 63-3. Term of Appointment.**

The term of office for the members of the Board is set by Council at the time of appointment.

**§ 63-4. Board Mandate.**

- A. The Board reports to City Council and is charged with the continued, long-term operation, management and maintenance of Exhibition Place as a strategic City asset on behalf of the City of Toronto.

- B. The City supports the Board by providing it with capital funding and covering any operating deficit. The Board has authority to approve expenditures within its approved budget and to delegate authority to staff to authorize expenditures within an approved limit.
- C. Pursuant to section 406(4) of the *City of Toronto Act, 2006*, the Board shall be authorized to enter into agreements from time to time with the CNEA for the planning and management of an annual fair on the grounds known as the CNE and, as part of those agreements and subject to the provisions of the Relationship Framework, all profits earned by the CNEA and all losses incurred shall form part of the annual operating budget of the Board.
- D. The Board has authority to establish facility booking policies and set fees and charges for use of facilities.
- E. The Board has authority to enter into multi-year licence agreements for consumer and trade shows and conferences and events that are less than 20 days duration in any one year provided such multi-year agreements are for a term of ten (10) years or less;
- F. The Board has authority to procure goods and services in its own name using a competitive procurement process;
- G. The Board has authority to approve the organization structure and compensation and benefits package in accordance with any Council policies that apply to the Board and within approved budget limits and to set human resource policies and oversee labour relations practices;
- H. The Board has authority to enter into any contracts and agreements in its own name within the constraints of City by-laws and the Relationship Framework;
- I. The Board may initiate or defend legal actions in its own name;
- J. The Board has authority to develop a long-term needs assessment with regard to refurbishment of Exhibition Place and equipment replacement and implement the plan;
- K. The Board has authority to approve key policies and practices consistent with the Relationship Framework and any City policies that apply to the Board; and
- L. The Board shall operate in compliance with all applicable law including but not limited to the *City of Toronto Act, 2006*, *Municipal Conflict of Interest Act*, *Occupational Health and Safety Act*, *Ontario Human Rights Code*, the Toronto Municipal Code and the Relationship Framework between the Exhibition Place Board of Governors and the City as amended from time to time. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.

**§ 63-5. Board Staff.**

Exhibition Place staff are employees of the Board and are not members of the Toronto public service.

**§ 63-6. Matters requiring Council Approval.**

The following matters require consent, approval or other action from Council:

- A. The appointment of Board members;
- B. The annual consolidated operating and capital budgets of the Board;
- C. The audited annual consolidated financial statements of the Board;
- D. A records retention by-law or specific Council approval to destroy records;
- E. Any disposal of land or property;
- F. Any agreement with a third party related to the provision of services, leasing and/or licensing of buildings or lands in excess of four (4) years;
- G. License agreements for consumer or trade shows and conferences and events that are more than 20 days duration in one year where the term of the agreement exceeds 10 years; and
- H. Any use of the property other than for the following purposes set out in section 406 of the *City of Toronto Act, 2006*:
  - (1) for parks and exhibition purposes;
  - (2) for the purposes of trade centres and trade and agricultural fairs such as, but not limited to, the annual Canadian National Exhibition and Royal Agricultural Winter Fair;
  - (3) for displays, agricultural activities, sporting events, athletic contests, public entertainments and meetings; and
  - (4) for highway, electrical transmission or public utility purposes.

**§ 63-7. Financial management and reporting.**

- A. The Board shall submit its operating and capital budget requests on an annual basis in a format and within time lines prescribed by the City.
- B. Once the estimates have been approved by the Board and Council, all spending by the Board shall be in accordance with the budget.

- C. The Board must approve any transfers of sums between program areas consistent with the overall budget envelope as approved by Council.
- D. The Board shall not expend administrative or capital funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- E. The Board shall be responsible for monitoring its approved operating budget and submitting to the City its variance reports as requested by the City's Financial Planning Division. Variance reports shall include explanations and remedial action plans to address variances.
- F. If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City.
- G. The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
- H. The Board shall submit to the CFO the annual financial statements of the Board that have been audited by the Auditor as soon as possible after December 31 of each year for inclusion in the City's consolidated statements.
- I. The audited financial statements shall be submitted to the Auditor General's office for submission and review by the City's Audit Committee as soon as possible after December 31 of each year.

**§ 63-8. Effective date.**

This by-law comes into force on the date of approval by Council.

**§ 63-9. Conflict.**

To the extent of any conflicts between this by-law and any other by-law affecting governance of Exhibition Place enacted by the former Municipalities, this by-law prevails.