

APPENDIX "A"

Authority: Board of Governors of Exhibition Place Item XX-XXX as adopted by the Board of Governors of Exhibition Place on February 19, 2019

Executive Committee Item XX-XXX as adopted by City Council on XXXX

Bill No.

BOARD OF GOVERNORS OF EXHIBITION PLACE

By-law No. -2019

To confer certain authorities and responsibilities with respect to the appropriation and commitment of funds, the payment of accounts, and the procurement of goods and services by the Board of Governors of Exhibition Place.

The Board of Governors of Exhibition Place HEREBY ENACTS as follows:

ARTICLE I
INTERPRETATION

Definitions

1. In this By-law:

"Account" means a financial liability of the Board of Governors arising from a commitment and evidenced by any invoice, pay sheet, receipt or other document indicating payment is due for the goods or services specified in the account;

"Act" means the *City of Toronto Act, 2006*, as amended from time to time;

"Appropriation" means the allocation of funds by the Board of Governors for a specified purpose of the Board of Governors and shown as such in the Estimates within the Council approved Budget;

"Authorized Signatories" means an employee of the Board of Governors authorized to execute on behalf of the Board of Governors those instruments pursuant to section 4 of this By-law;

"Award" means the acceptance of a Bid by the Board of Governors pursuant to the terms of this By-law;

"Bid" means a response submitted to a Request for Quotation or Tender or Request for Proposal;

"Board of Governors" means The Board of Governors of Exhibition Place;

"Budget" means the operating and capital budgets approved by the Board of Governors and Council;

"Call" means a call for Tenders;

"Chair" means the Chair of the Board of Governors;

“CEO” means the Chief Executive Officer of Exhibition Place as appointed by the Board of Governors or his/her Delegate and includes an appointment by the Board of Governors to fill this position on an interim basis;

“CFO & Corp Sec” means the Chief Financial Officer & Corporate Secretary of the Board of Governors, and includes an appointment by the Board of Governors to fill this position on an interim basis.

“City” means the City of Toronto;

"City Manager" means the City Manager of the City of Toronto;

“City Purchasing” means the City’s Purchasing and Material Management Division, or successor organization unit;

“Commitment” includes a purchase order and a formal agreement;

“Committee” means any committee of the Board of Governors;

“Consent Form” means a form to be signed by an Executive, consenting to the disclosure of their individual compensation, or other information, to the City Manager;

“Council” means the Council of the City of Toronto;

“Delegate” means any person to whom the Chief Executive Officer and CFO & Corp Sec has delegated authority under this By-law;

“Estimates” means the annual operating and capital estimates submitted for approval by the Board of Governors in accordance with section 3;

“Executive” means the Chief Executive Officer, CFO & Corp Sec, General Manager/Operations and General Manager/Sales & Event Management, or any direct report to the CEO of a similar level;

“General Manager Sales” means a General Manager Sales & Event Management and includes an appointment by the Board of Governors to fill this position on an interim basis;

“General Manager Ops” means a General Manager Operations and includes an appointment by the Board of Governors to fill this position on an interim basis;

“Member” means a member of the Board of Governors of Exhibition Place

"Officer" means the Chief Executive Officer and CFO & Corp Sec;

“Preferred Proponent” means the Proponent whose Proposal, as determined by Board of Governors staff and or City staff through the evaluation analysis described in a Request for Proposal, which provides the best overall value in meeting the Board’s requirements, and may be recommended for award.

“Program Areas” means the Enercare Centre, Beanfield Centre, Exhibition Place program areas; and includes any future additions or deletions of programs as approved by the Board;

“Project” means an undertaking, work or improvement of the Board of Governors included in the capital works program;

“Proponent” or “Prime Proponent” means a legal entity that submits a Proposal. In the case of a consortium, one member of the consortium must be identified as the Proponent with whom the Board of Governors may enter into an Agreement.

“Proposal” means a response from an entity to a Request for Proposal to supply goods or services;

“Quotation” means an offer to supply goods or services at a price fixed as to the total amount;

“Tender” means an offer to perform a Project or other work or undertaking or provide a service at a price fixed as to total amount or on a unit basis, or both.

ARTICLE II GENERAL

- 2.1 The Board of Governors has the sole authority, subject to the approval of Council, to allocate funds to Appropriations and Projects.
- 2.2 No Officer, General Manager, Committee, Member or employee of the Board of Governors shall authorize any expenditure which shall exceed the Appropriation made by the Board of Governors for any purpose, nor authorize the expenditure of money appropriated to a particular Project or purpose to any other Project, purpose, service or work.
- 2.3 No commitment shall be made, no debt shall be incurred, no expenditure shall be made and no Account shall be paid by an Officer, General Manager, Committee, Member or employee of the Board of Governors on behalf of the Board of Governors except with the approval of the Board of Governors or in accordance with the provisions of this By-law.

2.4 **CORPORATE SEAL**

- (a) The seal of the Board of Governors shall be in the form impressed hereon and may be changed from time to time to a form approved by the Board of Governors.
- (b) The seal of the Board of Governors shall be in the charge of the CFO & Corp Sec, who has power to affix it to those instruments or documents as may require it and, in the absence of the CFO & Corp Sec no person except the Chair or the Chief Executive Officer has authority to use the seal for any purpose.

ARTICLE III APPROPRIATIONS

- 3.1 The Board of Governors, in adopting the Estimates of all sums required during the year for the purposes of the Board of Governors in accordance with the *Act*, shall determine the sums required for every purpose and the sums required for the various categories or purposes, as approved by Council, shall determine an Appropriation.
- 3.2 Once the Estimates have been approved by the Board of Governors and Council, all spending by the Board of Governors shall be in accordance with the Budget. Any transfer of sums between Program Areas must be approved by the Board of Governors; and any transfer between Projects must be approved by the Board of Governors and Council.

ARTICLE IV

ADMINISTRATION

- 4.1 The CFO & Corp Sec shall maintain a current delegation schedule specifying the Officers, General Managers and employees of the Board of Governors having financial signing authority on behalf of the Board of Governors for those spending matters listed on the delegation schedule within the monetary limits as set out in this By-law, and specify such restrictions and approval limits that apply.
- 4.2 Any delegation schedule prepared by the CFO & Corp Sec pursuant to subsection 4.1 shall be signed by the CEO and a copy, with specimen signatures of the designated Officers, General Managers and employees of the Board of Governors referred to in subsection 4.1, shall be filed with the CFO & Corp Sec and submitted to the Board of Governors for review at the last meeting of the calendar year or more frequently as required or as requested by the Board of Governors.
- 4.3 The banking business of the Board of Governors shall be transacted with such bank or trust company carrying on a banking business as the Board of Governors may designate, appoint or authorize from time to time by resolution, and all such banking business shall be transacted on behalf of the Board of Governors by such one or more Authorized Signatories as the Board of Governors may designate, direct or authorize from time to time by resolution.
- 4.4 All withdrawals from such bank or trust company shall be made by cheque drawn on the bank or trust company and signed by any two Authorized Signatories.
- 4.5 If two Authorized Signatories are not available to sign as required under subsection 4.1, cheques may be signed by the Chair and one Authorized Signatory.
- 4.6 The CFO & Corp Sec shall carry out whatever tests and inquiries are appropriate to ensure that satisfactory internal control practices are followed and that the terms of this By-law are duly carried out and the CFO & Corp Sec is authorized to issue administrative directives for this purpose to be followed by Officers, General Managers and employees of the Board of Governors.
- 4.7 The auditor of the Board of Governors shall be the auditor appointed by the City of Toronto as required by the *Act*.
- 4.8 The fiscal year for the Board of Governors shall correspond to the calendar year, being the period from the 1st day of January to the 31st day of December.

ARTICLE V AUTHORITY OF THE CHIEF EXECUTIVE OFFICER

- 5.1 The CEO may make a commitment having such terms which are less than one year and which provide for payments not exceeding \$250,000.00 in any one instance provided that the approval of the Board of Governors has been given either by way of an Appropriation in the Budget for that purpose or by way of approval of the Project and the funding is provided therefor.
- 5.2 The CEO may enter into single-year or multi-year license 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 10 years or less for the rental of the buildings or the grounds on terms consistent with rental policies adopted by the Board of Governors;

- 5.3 The CEO may enter into lease agreements for the lease of the buildings or portions of the grounds satisfactory to the City Solicitor provided below:
- (a) for a total period of one (1) year or less.
 - (b) where the arrangement relates only to a portion of an existing building or structure, for a total period of four (4) years or less, and
 - (c) subject to a right of termination in favour of the Board, exercisable upon not greater than 90 days' prior notice;
 - (d) the total licence or rental fee payable to the Board pursuant to such arrangement does not exceed \$50,000;
 - (e) the start date for the use shall not be later than six (6) months from the date the licence or lease was issued; and
 - (f) the fee or rent payable reflects fair market value and shall conform with the requirements of Chapter 441, Fees and Charges, or, if not specified in Chapter 441, in accordance with Council approval.
 - (g) where a proposed transaction does not meet the criteria set out above, the transaction shall be directed through the City Real Estate Approval Process.
- 5.4 The CEO may enter into sponsorship agreements satisfactory to the City Solicitor for less than one year where the value of such agreements is less than \$250,000.00, on terms consistent with sponsorship policies adopted by the Board of Governors that are consistent with City policies.
- 5.5 The CEO has the following authority with respect to the employees of the Board of Governors:
- (a) Hire employees for positions in the establishment of strength of the Board of Governors or as required by the CEO, provided that funds are available in the Appropriation for that purpose;
 - (b) In the absence of any written agreement to the contrary, the CEO may remove any employee of the Board of Governors, other than an Officer of the Board of Governors;
 - (c) Recommend to the Board of Governors increases in salary grades for all employees in the establishment of strength of the Board of Governors, following finalization of the economic increases for the year by the Council for the City; and
 - (d) The CEO shall report to the Board of Governors through the annual operating budget process with respect to the approval of the organization chart of all additions and deletions to the establishment of staffing strength of the Board of Governors.
- 5.6 The Officers are hereby authorized to sign documents and affix the corporate seal on behalf of the Board of Governors.

ARTICLE VI
AUTHORITY OF THE CHIEF FINANCIAL OFFICER & CORPORATE SECRETARY

6. Despite any other provision in this By-law, the CFO & Corp Sec is authorized to pay the following Accounts provided that funds are available in the Appropriation or Project for the purpose of:

- (a) All salaries, wages, and benefits due to any person in the employ of the Board of Governors;
- (b) All retiring allowances and mandatory sick pay grants due to any person previously in the employ of the Board of Governors;
- (c) All accounts for telephones, postage and utilities supplied to the Board of Governors;
- (d) All accounts for fees and levies payable to the federal, provincial or other municipal government, or to any agency, board or commission thereof;
- (e) All accounts for payment of principal or interest on loans or overdrafts, including foreign exchange; and
- (f) All accounts relating to employee pension deductions and employer pension contributions in respect of the salaries and wages to those persons who are paid by or employed by the Board of Governors, and which are payable in respect of any duly authorized registered pension plan on behalf of the respective employees.

ARTICLE VII FORMS OF COMMITMENTS

7.1 Purchase Orders

- (a) Exhibition Place Purchase Orders shall be issued in accordance with the Board of Governors "Procurement Policy".
- (b) Where the estimated cost of goods and services is in excess of \$10,000.00 the CEO or CFO & Corp Sec shall only authorize a commitment where three competitive quotes have been received and the purchase order is issued to the bidder submitting a quote with the lowest cost (or lowest life-cycle cost) and which best meets the specifications and requirements outlined in the request for quotations.
- (c) Goods and services may be procured through Exhibition Place or City Purchasing.

7.2 Petty Cash

- (a) There may be established a petty cash fund in an amount approved by the CFO & Corp Sec having regard to the operational requirement of Exhibition Place.
- (b) The CEO may authorize petty cash expenditures not exceeding \$500.00 in any one instance or such amount as approved by the Board of Governors from time to time.
- (c) The CEO is authorized to reimburse a petty cash fund upon the submission of receipts and such other documentations as may be required.

7.3 Goods and Professional Services Agreements

The CEO may authorize a competitive process resulting in an agreement for the provision of goods and professional services at a cost not exceeding \$250,000.00. With respect to professional services that are consulting in nature the CEO may authorize an agreement for such services not exceeding \$150,000.00.

7.4 Convention, Business and Travel Expenses

The CEO shall authorize the reimbursement of reasonable expenses, including travel, meal and entertainment expenses, incurred by the Officers, Members and employees of the Board of Governors in carrying out the business of the Board of Governors or City, provided that such expenses were incurred in accordance with such City and Board of Governors policies as may be adopted from time to time by the Board of-Governors.

7.5 Meterage

Employees of the Board of Governors who are authorized to use their own vehicles for the purposes of the Board of Governors shall be entitled to claim meterage at a rate equivalent to the rate specified in the applicable collective agreement or, for non-union staff, in accordance with such City and/or Board of Governors policies as may be adopted from time to time by the Board of Governors.

ARTICLE VIII CAPITAL WORKS PROGRAM

- 8.1 The Board of Governors in adopting the annual Estimates shall determine the sums required for every Project.
- 8.2 Notwithstanding the inclusion of a Project within the annual Estimates adopted by the Board of Governors, the funding for each individual Project must have the approval of the Board of Governors.
- 8.3 No Project shall be authorized by the Board of Governors without having either an estimate of the probable cost of each specific element of such Project or, in the absence of an estimate, a limit on the amount to be expended for each element.
- 8.4 No contracts shall be entered into for any Project or specific element of a Project at a larger sum or involving a larger expenditure than the amount so estimated or limited, unless approved by the Board of Governors.

ARTICLE IX AWARDS

- 9.1 All Request for Quotation, Request for Tender and Request For Proposal's can be issued as the Board of Governors may direct either through the City's Purchasing and Materials Management Division or through Exhibition Place to meet timelines and operational requirements.
- 9.2 Tenders received by an Officer, employee or agent of the Board of Governors specified in the Call and dated before the time for the close of Tenders stipulated in such Call shall be opened at a public meeting and the prices offered by each, or a summary thereof, shall be read aloud by an Officer and recorded.
- 9.3 Subject to subsection 5.1 the CEO is authorized to make an Award of a Quotation or an Award of Tender if all the following conditions are met:
- (a) The Appropriation for that purpose is in the Budget and funding is provided therefore;
 - (b) The award for the same Project is less than \$250,000.00 in any one instance and having such term which is less than one year, except where the award includes optional second year pricing and is structured to establish an agreement for goods and services to be provided on an "as and when required basis" with no encumbrance of funds and where the upset limit is less than \$250,000.00, in total, for both years;

- (c) The Award is to the lowest bidder whose Bid meets the specifications and requirements set out in the Request for Quotation or Request for Tender; and
 - (d) No written objection to the Award has been filed with the CEO, or agent of the Board of Governors, before the Award is made.
- 9.4. All recommendations for Awards based on Proposals received in response to a Request for Proposals, in excess of a total value of \$100,000.00 shall be reported to and must be approved by the Board of Governors.
- 9.5. The contents of any Bid shall be made available to the public, on request, to the extent required and permitted by the *Municipal Freedom of Information and Protection of Privacy Act*.

ARTICLE X EMERGENCIES

10. Notwithstanding any other provision of this By-law, where in the opinion of the CEO an emergency exists, the CEO is authorized to take such immediate steps as may be considered necessary, acting reasonably, to deal with the emergency and the CEO shall:
- (a) If the funds to be committed exceed \$250,000.00, immediately notify the Chair of the Board of Governors of the proposed course of action; and,
 - (b) Report the action taken and request concurrence of the Board of Governors at its next meeting following such action.

ARTICLE XI DISPOSAL OF SURPLUS MATERIALS AND EQUIPMENT

11. Any materials or equipment owned by the Board of Governors, which is declared by the CEO to be surplus to Board of Governors requirements, shall be disposed of:
- (a) First, by arranging for the materials or equipment to be transferred to a division of the City of Toronto which can utilize them;
 - (b) Second, by having the materials and equipment disposed of through City Purchasing by public auction or by call for competitive bids; or;
 - (c) As the Board of Governors may otherwise direct.

ARTICLE XII FINANCIAL REPORTS

- 12.1 The CEO shall report to the Board of Governors at least quarterly or on a regular basis on such matters as requested by the Board of Governors and as provided in policies and/procedures adopted by the Board of Governors.
- 12.2 Every report recommending the expenditure of money shall state the grounds on which the recommendation is made with sufficient fullness to enable the Board of Governors to judge the propriety of the proposed expenditure.

ARTICLE XIII DISCLOSURE OF EXECUTIVE COMPENSATION

- 13.1 The Board of Governors shall disclose individual executive compensation to the City Manager in a form and at a time satisfactory to the City Manager and as permitted by law for inclusion in a confidential report to City Council.
- 13.2 Signed Consent Forms to be signed by the Executives shall be filed and retained by the CFO & Corp Sec.
- 13.3 Employment contracts for Executives engaged by the Board as of July 11, 2012 shall include a provision providing employee consent to disclosure of their individual compensation, or other information, to the City Manager and in a form and at a time satisfactory to the City Manager.

**ARTICLE XIV
AUTHORITY FOR WRITE-OFFS**

- 14.1 The CEO and CFO & Corp Sec are authorized to write-off outstanding amounts owing to the Board of Governors as uncollectible, if the invoice amount including HST is not more than \$10,000.00 in accordance with Board of Governors' approved procedure and all write-offs, regardless of amounts, shall be reported to the Board of Governors
- 14.2 Invoice amounts to be written-off which exceed \$10,000.00 including HST must be submitted and approved by the Board of Governors.

**ARTICLE XV
OFFICERS**

15. The Board of Governors shall, as it may require from time to time, appoint a Chief Executive Officer, Chief Financial Officer & Corporate Secretary, General Manager, Sales & Events Management and General Manager, Operations as Officers of the Board of Governors.

**ARTICLE XVI
AMENDMENTS TO FINANCIAL BY-LAW**

- 16.1 To pass a motion to amend or repeal the Board of Governors Financial By-law or any part thereof, requires a two-thirds vote of the Members present. The amendment or repeal is subject to Council approval.
- 16.2 No amendments or repeal of this By-law shall be considered at any meeting of the Board of Governors unless notice of the proposed amendment or repeal was given at a previous regular meeting of the Board of Governors and a copy of the notice of motion to amend or repeal is provided to the Members by the CFO & Corp Sec by regular mail, fax or electronic mail at least forty-eight (48) hours prior to the meeting at which it is to be considered.
17. This by-law comes into force on XXXX.

Enacted and passed on XXXX.

Chair

Secretary