

MM51.44 a
Revised
Public Attachment
to MM51.44

Confidential Attachment 1

~~CONFIDENTIAL~~

Public

April 15, 2014

Mr. Joseph Pennachetti
City Manager - City of Toronto
11th Floor, East Tower, City Hall
100 Queen Street West
Toronto, ON M5H 2N2

Dear Joe,

The Board of Directors of the Sony Centre met on March 27, 2014 and discussed City Council's Member Motion - MM48.31 *Chief Executive Officer Search - Hummingbird (Sony) Centre for the Performing Arts*. All board members were present including all four Councillors. This was discussed in great detail and I am writing to inform you that the following motion was approved:

HB32.2	ACTION	Received		
--------	--------	----------	--	--

City Council - Member Motion - MM48.31 Chief Executive Officer Search - Hummingbird (Sony) Centre for the Performing Arts

Board Decision

The Board received the item for information and requested the Chair to write to the City Manager on how the Board is proceeding with the hiring of a replacement Chief Executive Officer for the Sony Centre for the Performing Arts.

Current Status of the Search:

Given the impending retirement of the current CEO of the Sony Centre in June 2014, at the Sony Centre Board meeting of October 3, 2013, the Board passed a Motion to establish a Search Committee for a new CEO and appointed named members of the Board to that committee. The Search Committee proceeded to interview search firms recommended by the City and at the December 13, 2013 Board meeting, the Board passed a Motion to authorize the Search Committee to hire Odgers Berndtson to find a CEO for the Sony Centre, and authorized the Search Committee to conduct all interviews and report to the Board on its recommended candidate.

Odgers Berndtson was hired in December 2013 and has been actively engaging candidates. The potential candidates have been expressly told about the Theatres Working Group and the fact that the situation is under review which could result in a change in the operations and governance of these theatres. Potential candidates have also had access to the articles in the newspapers about the fluid state of affairs in Toronto concerning the three theatres.

I am attaching some documentation to show you how this process has worked to date. The Search firm has been explicitly told to inform candidates about the Theatres Working Group and they have confirmed that this has been done. It will also be reiterated during our interview process.


The Search Committee is currently identifying candidates who have potential for replacing the current CEO. It will likely take a few weeks before we settle on a final candidate. When this is completed, we will take our recommendations to the Board for consideration.

You will appreciate that the candidates have been targeted by the Search firm and as such are high profile candidates who hold important positions currently. They are all very concerned regarding privacy and confidentiality since it would jeopardize their career with their current employer if word was to get around that they were seeking a position at the Sony Centre. There could be repercussions if we were to breach this confidentiality in bringing any candidate before City Council, especially if the candidate was to suffer any consequences as a result. We would therefore not wish to divulge any names till the final candidate has been chosen and terms have been agreed. In this regard, we will be taking guidance from Darragh Meagher on the legal aspects of the contract.

The Board of the Sony Centre is acting responsibly in ensuring that there is no break in leadership at the Sony Centre and hope to have a new CEO in place before the current CEO's retirement so that there can be an orderly transition. The process has been transparent and documented and has all taken place with the approval of the Board of the Sony Centre.

I will keep you informed of our progress.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ronald Forbes', written in a cursive style.

Ronald Forbes
Chair, Board of Directors
Sony Centre for the Performing Arts

Attachments (8)

Chief Executive Officer – Search Committee

At the Board meeting on October 3, 2013 the Board established a Search Committee for the CEO and appointed the following members:

Ron Forbes (Chair)

Sharon Groom

Chester Cheang

Gail Matthews

Ihab Khalil (alternate for community member)

Councillor David Shiner

Councillor Frank DiGiorgio (alternate for Councillor Shiner)

This Committee contacted four Search firms and arranged to interview each of them subsequently. The firms selected to be interviewed were:

Caldwell Partners International (Ron Charles)

Nafor Inc. (Jeff Richmond)

Odgers Berndtson (Paul Stanley & Sal Badali)

Knightsbridge (Jack Penaligon)



Redacted

redacted

The motion is "That the Sony Centre engage the services of Odgers Berndtson to find a CEO for the Centre at a fee of \$45,000 plus costs to be approved by the Search Committee. The Search Committee would be authorized to conduct all interviews and present the Board with their final two candidates."



ODGERS BERNDTSON

Search Intelligence

December 16, 2013

Mr. Daniel Brambilla
President & CEO
Sony Centre for the Performing Arts
1 Front Street East
Toronto, Ontario
M5E 1B2

Dear Mr. Brambilla,

On behalf of Odgers Berndtson, we are delighted to be working with the **Sony Centre for the Performing Arts** to conduct a search for the **Chief Executive Officer**. The purpose of this letter is to set out the key terms under which our organizations will be conducting this assignment.

Upon your acceptance of this letter, Odgers Berndtson (specifically myself) will work with you to prepare a comprehensive position description and identify target companies and individuals that may be potential sources for candidates. From there we will identify and evaluate appropriate individuals for the position, manage the interview process and assist with the offer, while keeping you up to date with regular briefing documents and meetings.

TERMS & CONDITIONS

The agreed professional fee for this assignment is \$45,000. The fee is payable in three equal instalments; the first, a non-refundable retainer, at the start of the engagement; the second, after 60 days; and the third, upon completion (defined as signing an employment agreement with the candidate).

EXPENSES

In addition to the professional fee, we invoice on a monthly basis for out-of-pocket expenses directly incurred in the pursuit of candidates. The out-of-pocket expenses will be limited to candidate travel and advertising, and will be approved in advance by Sony.

All expenses will be billed at our cost without a mark up. We do our best to keep these expenses to a minimum and any expense items are cleared with the client in advance.

QUALITY GUARANTEE POLICY:

Odgers Berndtson holds out two guarantees relative to its recruiting business.

First, whenever we take on an assignment, we guarantee to continue working with you with absolute commitment and unfailing enthusiasm until the position is filled or until you cancel.

Second, if a candidate we have placed leaves for reasons of background, experience, qualifications, or does not perform as initially expected and is terminated for performance reasons within one year of the date of employment, it is our firm's policy to conduct the assignment again. We would bill only for any out-of-pocket expenses, namely candidate travel and advertising. [This would not



ODGERS BERNDTSON

Search Intelligence

translate into a credit situation for another search at the client but is only applicable for a replacement candidate for the same role/initial search.]

CANCELLATION:

Occasionally, business situations dictate the cancellation of an assignment. You have the option of cancelling this search assignment at any time by notifying Odgers Berndtson orally or in writing. In that event, the first retainer payment is due and payable and the remainder of the fee will be calculated on a prorated basis dependent upon which milestone Phase has been reached in the search and for the work performed to date as mutually agreed upon before we received your cancellation notice. Any approved expenses incurred to the date of cancellation will also be invoiced.

ASSESSMENT METHODOLOGY

Making the final decision on which candidate to select can be arduous, particularly when dealing with the complex personalities of executives. We are also aware of the increased scrutiny that our client organizations are placing on selecting executives who demonstrate the highest ethical and behavioural standards. We offer clients a wide variety of options in growing their leadership talent.

- LeaderFit Potential: \$750 per short-list candidate
- LeaderFit Benchmark: \$1,600 for each candidate
- LeaderFit Executive: \$6,500 per candidate

We look forward to discussing these options with you.

PRIVACY AND CONFIDENTIALITY

As you will appreciate, our business as well as yours has been profoundly impacted by the privacy legislation. In response to that legislation we have developed a policy and set of guidelines intended to capture both the spirit and the legal requirements of the legislation.

We respect the privacy and the confidentiality of the personal information provided to us within the context of our executive search assignments. This has been a fundamental value in building trust with our candidates and clients. We agree that all information provided to us by you will be treated as confidential with the same safeguards and protections to be utilized by us in respect of such information as we utilize for our own most sensitive and confidential information.

On January 1, 2004, the *Personal Information Protection and Electronic Documents Act* ("PIPEDA") was extended to include the collection, use or disclosure of personal information and has established privacy principles and laws for all businesses. In consideration of the legislation, Odgers Berndtson has adopted a Privacy Policy (<http://www.odgersberndtson.ca/ca/privacy-policy/>) relating to the collection, use and disclosure of personal information and we comply with this policy in all respects in every aspect of our business as well as with the requirements of PIPEDA and all other applicable privacy laws and regulations. We also comply with all applicable human rights legislation. These privacy and confidentiality provisions shall survive the termination of this Agreement.



ODGERS BERNDTSON

Search Intelligence

For us to meet the requirements of the legislation, we need to assure our candidates that our clients adhere to similar principles, which are outlined in the Odgers Berndtson Candidate Privacy Principles attached. By signing this letter you will acknowledge your agreement to support these principles, which will allow us to share candidates' personal information with you. We appreciate your support in ensuring that the legislated privacy standards are met by both of our organizations. Please do not hesitate to contact me or the Odgers Berndtson Privacy Officer Deborah Lucas, with any questions.

We very much appreciate this opportunity to be of service to you. You can count on nothing less than our full and enthusiastic commitment in bringing this assignment to a successful conclusion.

If this term sheet is satisfactory, please affix your signature, scan and email back to me.

Yours truly,

Salvatore M. Badali
Partner

ACCEPTED:

Daniel Brambilla, President & CEO, Sony Centre for the Performing Arts

Signed this ____ day of _____ 2013

Attachment: Timeline



ODGERS BERNDTSON PRIVACY PRINCIPLES

Personal Information Protection and Electronic Documents Act

What is Personal Information?

By "personal information" the *Personal Information Protection and Electronic Documents Act* means any information sent to you from Odgers Berndtson about a candidate for an executive position which identifies him or her as an individual and includes information with respect to the candidate's name, address, contact information, age, gender, income, marital status, finances, health, current employment, social insurance number, previous employment history and formal and "soft" references.

Use of Personal Information

The legislation requires that personal information we provide to you on behalf of prospective candidates not be used in any manner or for any purpose except as reasonably required under the terms of your contract with Odgers Berndtson to find the appropriate candidate for your organization.

Changes to or Deletion of Personal Information

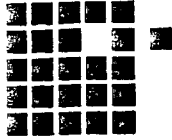
We may request that you make all reasonable efforts to amend or delete personal information that you possess or control that has been provided by us or other sources, relative to a candidate or candidates. We may also request an audit to ensure that reasonable efforts have been taken in this regard.

Protection of Personal Information

The legislation requires the use of best efforts to protect all personal information pertaining to the candidates and to keep such information confidential, using a standard of care no less than the degree of care that you would be reasonably expected to employ for your own similar confidential information. In particular you shall not directly or indirectly disclose, allow access to, transmit or transfer personal information to any third party without Odgers Berndtson's prior written consent. You may disclose personal information to those of your own employees, officers and directors who have a need to know such personal information as is reasonably required for your Company to select and negotiate with the appropriate candidate(s), and will take all necessary steps to issue appropriate instructions to these individuals to satisfy your obligations herein, prior to permitting them access to any personal information. You may also disclose personal information if you are required to comply with a subpoena, warrant, or court order, or if requested by a government institution that has the lawful authority to obtain the personal information provided, however, that you inform Odgers Berndtson promptly of any such demand or order.

Copies, Return or Destruction of Information

Personal information may not be copied, reproduced in any form or stored in a retrieval system or data base by you, except for such copies and storage as are reasonably required for your organization to complete the recruitment process in accordance with your Agreement with Odgers Berndtson. The legislation also requires that when the search assignment is completed you destroy or delete personal information from all retrieval systems and databases if it is no longer needed for related business or legal reasons. There may be times when we ask you to confirm this in writing to Odgers Berndtson - for example if such confirmation is requested by a prospective candidate.



Candidate Brief

Chief Executive Officer
Sony Centre for the Performing Arts
January 2014



For more information, please contact:

Salvatore M. Badali, Partner

416-366-1990 ext.347

sal.badali@odgersberndtson.ca

Michael Henry, Consultant

416-366-1990 ext.325

michael.henry@odgersberndtson.ca

Sue Mahon, Project Coordinator

416-366-1990 ext.328

sue.mahon@odgersberndtson.ca

www.odgersberndtson.ca



ODGERS BERNDTSON

Organization Overview

The Sony Centre is a downtown hub that presents and promotes the best of local, national and international performances and events. It is an important multi-use facility with a mission to engage, educate and entertain City of Toronto residents and its visitors. Today, with a capacity of 3,100, The Sony Centre for the Performing Arts remains Canada's largest soft seat theatre and civic theatre. For over 50 years, the world's most celebrated performance artists have taken this stage and entertained generations of Toronto audiences.

The building has been recently restored to its original glory. Iconic features such as the theatre's marquee canopy and York Wilson's lobby mural "The Seven Lively Arts" are preserved. Hallmarks such as the original wood, brass and marble are restored. Audience seating and flooring are upgraded, new washrooms are added, and lobby spaces are re-configured. In short, the Sony Centre has been re-invigorated as a nexus of arts, culture and technology where everyone is welcome.

Position Description

Position:	Chief Executive Officer Sony Centre for the Performing Arts
Reports to:	Board of Directors, Sony Centre for the Performing Arts
Direct Reports:	Director, Finance & Personnel Director, Marketing & Communications Director, Operations Director, Programming & Corporate Sales

Position Objective

As the Chief Executive Officer of the Sony Centre for the Performing Arts, you will lead an all-star ensemble cast of professionals in a transformational role as chief promoter, relationship developer, business strategist and manager. You will focus your energies on filling the Sony Centre's calendar. Possibilities include compelling events in distinct revenue streams such as major shows, local festivals, commercial or convention endeavors, special event partnerships and youth and educational programs. Seek out a long term, permanent partner or partners. Create a state-of-the-art fund development capability. Work closely with corporate and community partners to build the brand, embrace new audiences, develop opportunities, and generally fill this unique entertainment complex. Support your best-in-the-business team as it continues to work imaginatively, efficiently and passionately on behalf of Toronto audiences.

In addition to your demonstrated business accomplishments, and ideally performing arts leadership credentials, you have proven an ability to work collaboratively with a Board of Directors and the community.

The CEO is expected to be a leader in innovation, encouraging entrepreneurial approaches and the development of teamwork within the institution as well as with compatible organizations. More specifically, the CEO will:

- Provide immediate direction and leadership to the management of the Centre. Become familiar with all elements of the strategic plan and continue to spearhead the development of an appropriate action plan.
- Continue to reinforce an open, progressive management style, providing clear direction and empowering staff to be accountable for specific results.
- Be passionate about filling the Centre throughout the year with a variety of shows, events and programs that can take advantage of its newly renovated spaces and state-of-the-art facilities.
- Maintain credibility with other cultural and theatrical institutions within the community and stakeholder groups, in particular, government and the media.
- Direct the overall planning and management of the strategic plan, policies and objectives.
- Channel ideas, redefine its future, focus resources and activities, marshal energies to ensure innovative programming, and economic viability in partnership with the City of Toronto.
- Develop and maintain appropriate relationships with pertinent government departments, agencies, public and private foundations, donors and grant-giving institutions to obtain financial assistance and a sound financial base.
- Play a significant role in the community through close cooperation with municipal and provincial bodies and other cultural institutions, the business sector, and the media.
- Provide overall direction, management and control of an annual budget today in the range of \$10 to \$15 million while striving to grow revenues.
- Allocate funds to implement Sony Centre policies and programs; establish financial and administrative controls; formulate and approve promotion campaigns and approve overall human resource planning.
- Provide leadership to other cultural institutions and related professional groups on the national and international scene and promote the Centre, both publicly and professionally within Canada and abroad.

Candidate Qualifications

The Chief Executive Officer, Sony Centre for the Performing Arts will bring a blend of professional experience and personal qualities to the role, including:

The Ideal Candidate

- Educational/professional qualifications that give evidence of the intellectual ability to deal with complex strategic and operational issues.
- Minimum ten years experience as a senior executive in a related organization or a public or private sector entity where you have proven yourself to be an able business developer and manager.
- A visionary who can translate a vision into a clear and precise strategic plan of action and communicate and mobilize all efforts to achieving objectives through the articulation of a sound business plan.
- Strategic thinker able to plan and build for long-term success while ensuring successful implementation of near-term goals and operational objectives.
- Specialization in a particular functional area or a service related to the performing arts, gained either through education or previous experience.
- Extensive experience with Boards, volunteers and under aspects of the community as well as working with various levels of government.
- Exceptional, innovative leadership skills in a multiple purpose, multiple partnership organization; strategic planning skills.
- Proven fiscal judgment.
- Experience in marketing and communications.
- Sound business acumen, including entrepreneurial skills and ability to integrate and manage financial, physical and human resource services with business issues.
- Superior communication and presentation skills including the ability to communicate comfortably in public and in private.
- Ability to delegate and to manage groups both professionals and volunteers and to develop strong committed teams.

Personal Characteristics

- Natural leader because of his/her ability to communicate personal enthusiasm. A people-oriented person with an affirmative leadership style and a high regard for positive employee relations who values openness and the exchange of information.

- Decisive, results-oriented manager with a sense of priorities, a high energy level and possesses a well-developed ability for planning, organizing and directing and a good judgment.
- Principled individual whose integrity in dealing with colleagues is unquestioned.
- While maintaining overall control and general responsibility over the various activities of the Centre, is able to recognize the strengths and abilities of each member, delegate accordingly and obtain highest performance from his/her team.
- Highly sensitive to the Canadian cultural communities serviced by the Centre and appreciative of the role to be played by the Centre in the Canadian community.
- Possessing an entrepreneurial spirit and strong leadership; exercises an active influence on events and innovates to achieve his/her goals.
- Must be able to handle the demanding pressures and creative environment of a cultural institution.

Key Personal Attributes

- ◆ Visionary
- ◆ Strong leader and team builder
- ◆ Strategic thinker
- ◆ High energy and a positive attitude
- ◆ Enthusiasm and a drive to excel
- ◆ Passion for arts and culture
- ◆ Integrity, trustworthiness and diplomatic
- ◆ Excellent communicator
- ◆ Politically acumen

Location – Toronto, Ontario



The province of Ontario is home to over 12 million people or 1 in 3 Canadians. By far the largest concentration of people is situated along the west shore of Lake Ontario, in the Golden Horseshoe, a population of over 6 million. Close to 50% of the population was born outside of Canada. For more information on the economy, government, people and culture, history, and geography of the province please

visit www.gov.on.ca and select the link "about Ontario".

The Greater Toronto Area ("GTA") is Canada's gateway to the international market place. The City offers maximum accessibility to all parts of its region via modern highways, air, rail and urban transit. The City is the region's financial, commercial and administrative core. By maintaining high quality housing, day care, schools, social services and policing, the downtown core has remained vital, strong and safe. Toronto is a city where people of different ethnic and economic backgrounds live side-by-side in neighbourhoods and communities.

The GTA offers urban amenities surrounded by a greenbelt. You'll find good restaurants, art galleries, national museums, theatre, music and all of the pleasures of city life. If you are not familiar with what the GTA has to offer, please visit www.toronto.ca for more information on the City.

Confidentiality

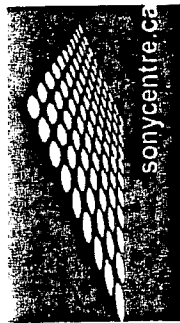
Odgers Berndtson respects the privacy and confidentiality of personal information provided by candidates in our search assignments. In accordance with the Personal Information Protection and Electronic Documents Act ("PIPEDA"), a copy of our Privacy Policy is available for your review on our website at: www.odgersberndtson.ca/index.php?id=1435&L=4

By providing us with a copy of your resume and any subsequent personal information directly or from third parties on your behalf such as references, you understand that it has been furnished with your consent for the purpose of possible disclosure to our client, who has agreed to comply with our Privacy Policy. We will not disclose your personal information to clients without your prior knowledge and consent.

Thank you for considering this important opportunity. This document is intended to provide the reader with information and is not a contractual document. Some of the material therefore may be subject to change. Please feel free to contact us should you have any questions.



Chief Executive Officer



LEAD AN ENSEMBLE CAST OF TOP VENUE PROFESSIONALS

Today, with a capacity of 3,100, *The Sony Centre for the Performing Arts* remains Canada's largest soft seat theatre and civic theatre. For over 50 years, the world's most celebrated performance artists have taken this stage and entertained generations of Toronto audiences. The building has been recently restored to its original glory. Iconic features such as the theatre's marquee canopy and York Wilson's lobby mural "The Seven Lively Arts" are preserved. Hallmarks such as the original wood, brass and marble are restored. Audience seating and flooring are upgraded, new washrooms are added, and lobby spaces are re-configured. In short, the Sony Centre has been re-invigorated as a nexus of arts, culture and technology where everyone is welcome. You will lead an all-star ensemble cast of professionals

in a transformational role as chief promoter, relationship developer, business strategist and manager.

The Sony Centre is a downtown hub that presents and promotes the best of local, national and international performances and events. It is an important multi-use facility with a mission to engage, educate and entertain City of Toronto residents and its visitors. You will focus your energies on filling the Sony Centre's calendar. Possibilities include compelling events in distinct revenue streams such as major shows, local festivals, commercial or convention endeavours, special event partnerships and youth and educational programs. Seek out a long-term, permanent partner or partners. Create a state-of-the-art fund development capability. Work closely with corporate and community partners

to build the brand, embrace new audiences, develop opportunities, and generally fill this unique entertainment complex. Support your best-in-the-business team as it continues to work imaginatively, efficiently and passionately on behalf of Toronto audiences.

In addition to your demonstrated business accomplishments, and ideally performing arts leadership credentials, you have proven ability to work collaboratively with a Board of Directors and the community. Ready for the spotlight?

To explore this opportunity further, please contact Michael Henry in our Toronto office at 416-366-1980. To be considered for this position please submit your resume at www.odgersberndtson.ca/en/careers/12171.

ODGERS BERNDTSON

Executive Search

Interim Management

Leadership Assessment

53 Offices in 30 Countries Worldwide

www.odgersberndtson.ca

Odgers Berndtson

0814-003

Prepared for: The Globe and Mail
9.88" x 66 agate lines

Insertion date: Jan 20, 2014

Prepared by: Timmerman Group Inc.

Please contact Jackie Tulsiram regarding revisions or approval
t: 613 406 7596 e: jackie@timmermangroup.ca

January 13, 2014 12:54 PM

Isabel Menanno

From: Sal Badali [Sal.Badali@odgersberndtson.ca]
Sent: January-30-14 1:40 PM
To: 'Ron Forbes'
Cc: Michael Henry
Subject: Sony Centre Search Update
Attachments: Search Overview.docx

Follow Up Flag: Follow up
Flag Status: Flagged

Ron, Thought you might like a bit of an update even though we are still early in the search. All is going well. Seem to have some interesting candidates in play.

Will keep you posted.

Cheers

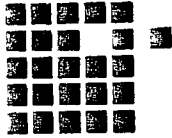
Sal

Salvatore M. Badali
Partner

ODGERS BERNDTSON
Global Leaders in Executive Search
Suite 3150 - 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, ON M5H 2J3

416 366 1990 ext 347 | sal.badali@odgersberndtson.ca | www.odgersberndtson.ca

This e-mail is intended only for the person to whom it is addressed (the "intended") and may contain confidential and/or privileged information. Any review, copying, dissemination or other use of this communication is prohibited and may cause irreparable harm. If you are not the intended recipient, please notify the sender immediately by e-mail. We accept no responsibility for any loss or damages suffered by any person other than the addressee. This e-mail and any attachments are not to be distributed based on this information outside of the world if you receive this e-mail, please return the sender the rest of the e-mail.



Search Overview

Prepared for:

Sony Centre for the Performing Arts



Chief Executive Officer

January 30, 2014

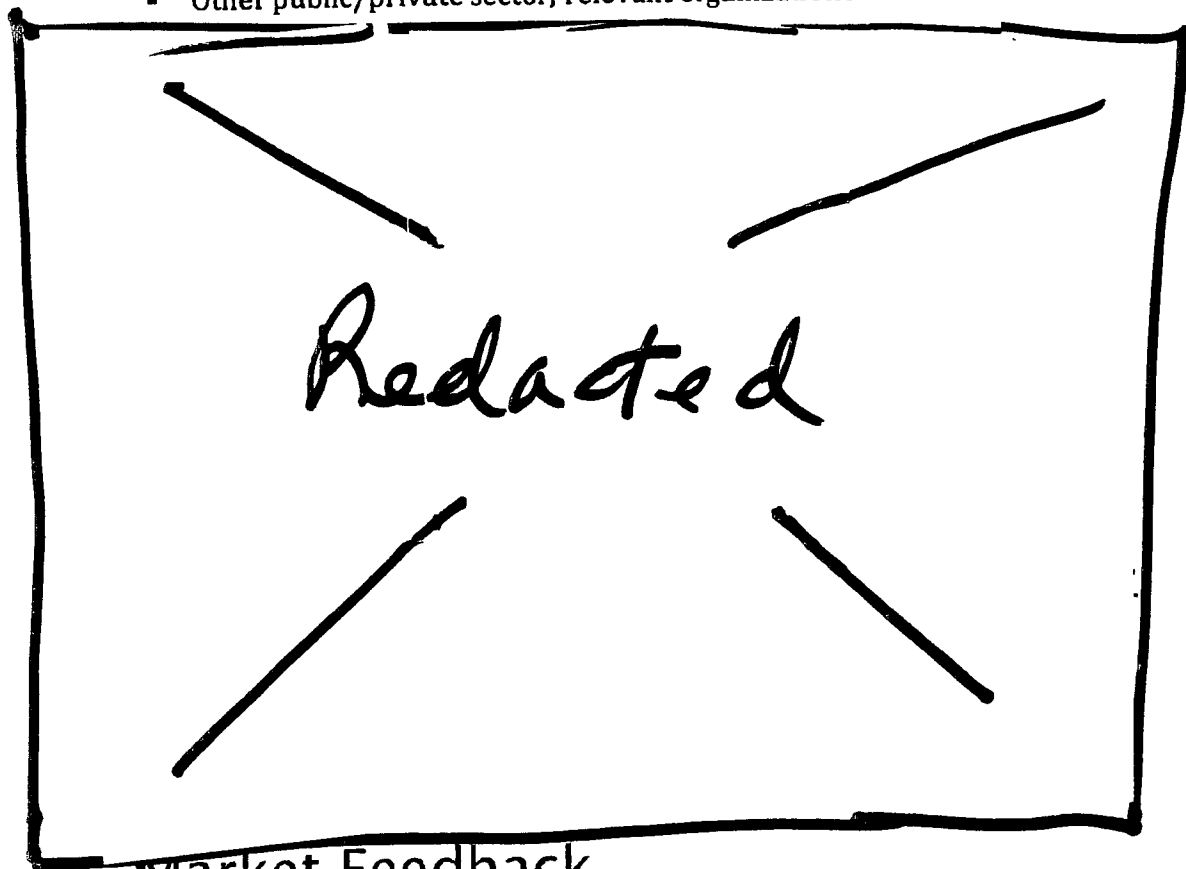
Communication/Search Strategy

Odgers Berndtson has:

- Conducted a search with a strong focus on individuals in senior level leadership positions within cultural institutions of similar size and scope. Also contacted candidates in both private and public organizations with the requisite leadership experience.
- Researched the Odgers Berndtson internal database of potential candidates and/or sources.
- Communicated the opportunity directly to a wide range of individuals through telephone and email contacts.
- Advertised the opportunity in the following places:
 - The Globe & Mail
 - Art Job Online
 - Arts Jobs
 - Charity Village
 - Cultural Careers Council of Ontario (Work in Culture)
 - Culture Works
 - Guardianjobs
 - New York Foundation for the Arts
 - Odgers Berndtson
 - Toronto Arts Council
 - Work in the Arts
- Screened and assessed all applicants from all sources.
- Actively pursued all nominees, recommendations and referrals.

Target Organizations

- Organizations targeted for candidates and/or sources include:
- Canadian theatres and other cultural institutions of similar size and scope
- Internationally renowned cultural institutions of similar size and import
- Other public/private sector, relevant organizations



Market Feedback

The following themes emerged in discussion with candidates and sources:

- Many individuals were impressed with the strategic vision of the Sony Centre, its reputation and its historical significance within Canada's cultural landscape.
- A number of prospective candidates have noted their concern with short-term plans of the Centre and the uncertainty of its future, with reference to the amalgamation of the three City theatres.