

## Committee Structure Review

**Date:** April 26, 2017  
**To:** The Board of Governors of Exhibition Place  
**From:** Chief Executive Officer  
**Wards:** All

### SUMMARY

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This report provides a review of a committee structure for the Board, including committee requirements, mandates, composition and procedures in response to the Board's direction of January 20, 2017. This review was done in consultation with the City Clerk's Office; the City Solicitor; and the Chair and Vice-Chair of the Board.

### RECOMMENDATIONS

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The Chief Executive Officer recommends that the Board:

1. Direct the Chief Executive Officer to arrange a Community Liaison Consultation Meeting twice each year, as described in this report.
2. Direct the Chief Executive Officer to arrange a Tenant Liaison Consultation Meeting annually, as described in this report.
3. Suspend the Business Development Committee and the Finance and Audit Committee for the remainder of 2017, and direct the Chief Executive Officer to report to the Board by the end of the first quarter of 2018 on the future of these committees.
4. Dissolve the Community Liaison Committee and the Stadium Advisory Committee.

### FINANCIAL IMPACT

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There are no financial impacts to this report.

### DECISION HISTORY

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At its meeting of March 23, 2017, the Board approved of a revised Procedures By-Law to govern all meetings of the Board and any of its committees.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2017.EP2.15>

At its meeting of January 20, 2017, the Board directed the Chief Executive Officer, Exhibition Place, in consultation with the City Clerk and the City Solicitor, to review the Committee structure of the Board of Governors of Exhibition Place, and report back to the Board by the end of the second quarter 2017 on committee requirements, mandates, composition and procedures.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2017.EP1.11>

At its meeting of September 4, 2015, the Board approved Report No. 6 Standing Committees of the Board.

<https://www.explace.on.ca/files/file/58bdc17bd6236/Item-1-Minutes-Sept-4-15.pdf>

## COMMENTS

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The Board's meeting procedures provide for the establishment of committees:

- The Board may establish Committees, appoint Committee Members and assign duties to the Committees as it may desire, and the reports of all the Committees, unless otherwise decided by the Board, are forwarded to the Board for consideration.
- Committees will consist of at least 3 persons and be chaired by a Member.
- The Board considers a Committee's recommendation as the main motion on the item under discussion.
- The Board, as soon as practicable, establishes the Committees and designates the Chairs of the Committees.

Usually, committees are created by a larger body to consider or investigate certain matters or subjects that require a more detailed or fulsome review. In the past, the Board has established 4 committees and confirmed the membership for each committee following any new appointments to the Board by City Council. This practice began in 1999 before the size of the Board was decreased to 9 members in 2012. Generally, until 2016, 3 of these Committees acted on an "ad hoc" basis with only one or two meetings annually at the call of the Committee Chair to address specific matters. The Community Liaison Committee is the longest standing committee that met regularly at least once a year.

The City Manager's Office, in advising City Council on Council Advisory Bodies, indicates that advisory bodies provide advice on specific areas of interest and term policy priorities to assist in decision-making. Advisory bodies assist Council in achieving its term objectives and should be purposeful and appropriate to the term. Council advisory bodies do not deliver services, direct City staff or make binding decisions on behalf of the Toronto government. All Council Advisory Bodies are

required to follow a range of City by-laws, policies and legislation including open meeting requirements under the City of Toronto Act, 2006.

Based on the Council model, the Board should create committees as required to assist in achieving its objectives, and ensure they are appropriate to the current term and priorities. The committees should have a specific mandate, be established for a specific term, and should only consider matters assigned by the Board and/or within a specific terms of reference approved by the Board. From a practical perspective, committees should consider matters in depth that would assist the Board by reducing the review time spent at meetings. Otherwise, if matters are fully considered and re-debated at the Board, the committees may not be serving their purpose and it would be more efficient for the matter to go directly to the Board for consideration.

Committees of the Board are also required to follow the Board's Procedure By-Law and legislation including open meeting requirements under the City of Toronto Act, 2006, and the cancellation of meetings for lack of quorum. A review of the requirements, mandate, composition and procedures will assist the Board in determining whether to continue with committees and which committees would be most effective.

The standing committees previously established by the Board include the Business Development Committee, the Community Liaison Committee, the Finance and Audit Committee, and the Stadium Advisory Committee. The mandate and last confirmed membership to these standing committees was approved by the Board in September 2015 and is set out in Appendix A.

### **Proposed Directions:**

#### **1. Establish a Semi-Annual Community Liaison Consultation Meeting**

The Community Liaison Committee is the one committee that has been in existence prior to 1999. It meets twice a year (generally, spring and fall) with local community and industry representatives to foster community relations and to examine present Exhibition Place activities as well as any new programs that are introduced. The mandate of this Committee was the development of strategies aimed at minimizing any possible negative impact on the neighbouring communities.

Historically, the member of the Board who is also the Councillor for Ward 19 is the Committee Chair plus 2 other Board members. In the past, if the Councillor from Ward 14 was also a member of the Board, that Councillor was also a member of this Committee.

From a procedural basis, the format of the Community Liaison Committee is not like a formal committee meeting but more like an informal community meeting which structure meets the needs of the residents who attend. Generally, there are approximately 30 to 50 attendees, both residents and service staff. While there is an agenda and presentations at every meeting, there is substantial time for resident questions about any matter and not simply matters on the agenda. Frequently, there is not a quorum of Board members at the meetings, however, the meeting still proceeds given there are

always many residents in attendance. This would not be in keeping with the strict interpretation of the Board's Procedures By-law.

Meeting with the local communities surrounding Exhibition Place has been an important and long-standing direction of the Board. Certainly, the most recent workshops / meetings related to the 2017 - 2019 Strategic Plan have been very productive. While it is recommended that the Community Liaison Committee be dissolved, it is also recommended that semi-annual meetings continue with members of the surrounding communities but the format change from a "committee" to a Community Liaison Consultation Meeting.

The new meeting format is recommended as follows:

- Held twice annually or more frequently if required;
- Broad community invitation to be issued through Chief Executive Officer;
- Attended by Chair of Board and local Councillor, as co-hosts of the meeting with other interested Board members welcome to attend;
- The Chief Executive Officer and key Exhibition Place staff will be in attendance;
- Agenda items would be established in advance and sent out to the community although there will always be an informal question and answer period; and,
- Notes from Community Liaison Consultation meeting will be prepared and reported to the following meeting of the Board, by the Chief Executive Officer.

This type of meeting format may be more suitable in communicating with the community residents, as the discussion can be broader and more fulsome, as opposed to a formal committee meeting with quorum requirements and time limits on deputations.

## 2. Establish an Annual Tenant Liaison Consultation Meeting

In 2016, Councillor Karygiannis as Chair of the Business Development Committee invited Exhibition Place tenants to come and provide presentations to the Committee. Again, this took the format of a more informal discussion similar to that held by the Community Liaison meeting.

However, based on this successful initiative, this report is recommending the establishment of an Annual Tenant Liaison Consultation Meeting. Similar to the Community Liaison Consultation Meeting, this could be an informal opportunity for consultation with representatives of the on-site tenants. From a procedural basis, the format would not be a formal committee meeting and the Procedures By-law would not apply. While there still could be an agenda and presentations, there would be substantial time for questions about any matter and not simply matters on the agenda.

The format for the Tenant Liaison Consultation Meeting is recommended as follows:

- Held annually or more frequently if required;
- Invitations to tenant representatives issued through Chief Executive Officer;
- Attended by the Chair of Board and Councillor Karygiannis, as co-hosts of the meeting, with other interested Board members welcome to attend;

- The Chief Executive Officer and key Exhibition Place staff will be in attendance;
- Agenda would be established in advance and sent to the tenants and would include an informal question and answer period; and,
- Notes from Tenant Liaison Consultation meeting will be prepared and reported to the following meeting of the Board by the Chief Executive Officer.

### 3. Dissolve the Stadium Advisory Committee

The Stadium Advisory Committee is made up of representatives of the Board; the Canadian Soccer Association; and staff of City of Toronto Parks, Forestry and Recreation Division, Maple Leaf Sports and Entertainment and the Ontario Soccer Association.

The mandate of the Committee was to provide advice to the Board on the business and operating plan for the stadium on a purely advisory basis. The Stadium Advisory Committee was co-chaired by the Chair of the Board, or his/her designate, and a representative of the Canadian Soccer Association.

This Committee was established as a result of a Letter of Intent related to the funding agreement with the Federal government when the stadium was being constructed and when it had a bubble that was used all winter for community hours. At that time, the Committee was more active, however neither of these circumstances now exist. When the bubble and all of the winter community sports activity moved to Lamport Stadium, the meetings were reduced to once a year although in the last 2 years, this Committee has not met because we could never achieve a quorum to have a meeting.

After consultation with the members of this Advisory Committee, it is recommended that the Stadium Advisory Committee be dissolved for the following reasons:

- The stadium has now been in place for many years;
- The Management Agreement between the Board and Maple Leaf Sports & Entertainment Ltd. (MLSE) has changed substantially with the expansion to give more control to MLSE;
- Most of the community sports activity is now at Lamport Stadium.

All matters related to BMO Field and community use could now be reported directly to the Board and the Chief Executive Officer would ensure that the interest groups that were formerly part of the Advisory Committee are kept informed of any updates.

### 4. Delay Re-establishment of Two Committees to 2018

The Board not establish committees at this time but reconsider this matter in the Spring of 2018 after one year of experience without meetings of the Business Development Committee or the Finance & Audit Committee. If not re-established in 2017, the Board still has the ability to create a committee or subcommittee any time it determines that a committee is required to have in-depth consideration of a significant matter. All matters normally considered by these 2 committees on business development, audit, budget and financial matters would be submitted directly to the Board.

#### (a) Business Development Committee

The mandate of the Business Development Committee was to deal with development initiatives and advancement of business opportunities with respect to Exhibition Place, including the advancement of the Board's Environmental Plan. The Committee was established in 1999 because of the major development opportunities that were happening on the grounds: private sector development of the buildings surrounding Bandshell Park, Ricoh Coliseum, BMO Field, hotel, conference centre and Biosteel. Generally, meetings were called on an "ad hoc" basis just to consider these major developments.

In 2016, the Committee proposed to meet on a regular basis and 6 meetings were set at the beginning of the year; 5 meetings were held and one was cancelled for lack of quorum.

It is recommended that the Business Development Committee not be re-established in 2017. At this point in time there are no major developments pending at Exhibition Place in 2017. As business development is an important activity for Exhibition Place, any initiatives should be led by the Board Chair and, if it is determined that in-depth consideration of a significant matter or initiative is required, the Chair could recommend to the Board that a committee or subcommittee be created for that purpose, as noted above.

In addition, the City is in the process of developing a centralized real estate service delivery model that will incorporate all city-owned lands and development of those lands. The Board Chair is a member of the City's Real Estate Advisory Committee developing this direction. This new City model should be finalized by early 2018 and at that point, there will be a clear understanding of the role that separate agencies such as Exhibition Place will play in long-term business development.

#### (b) Finance and Audit Committee

The mandate of the Finance and Audit Committee is very specific in that it deals with the City Auditor, the annual audit of accounts, the year-end financial statements and reviews the annual operating and capital budgets.

In 2016, the Committee proposed to meet on a regular basis and 6 meetings were set at the beginning of the year; 2 meetings were held and 4 were cancelled for lack of quorum. In 2016, both the annual operating and capital budgets and the year-end financial statements were submitted directly to the Board.

While the City Auditor has in the past attended at the Finance and Audit Committee, the Auditor has no issue attending and reporting instead directly to a full Board meeting as done in 2016 and in 2017. Therefore, it is recommended that the Finance & Audit Committee not be re-established in 2017 and the entire Board review the budgets and audit statements at one of its regularly scheduled meetings, or if extra time is required, the Board could hold a special meeting.

## **CONTACT**

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## **SIGNATURE**

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Dianne Young  
Chief Executive Officer

## **ATTACHMENTS**

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Appendix A - Report 6 - 2015 Standing Committees of the Board