

Authority: Board of Governors of Exhibition Place Item EP2.15 as adopted by the Board of Governors of Exhibition Place on March 23, 2017.

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

Bill No.

BOARD OF GOVERNORS OF EXHIBITION PLACE

BY-LAW No. -2017

To govern the proceedings of the Board of Governors of Exhibition Place

Whereas Section 189 of the *City of Toronto Act, 2006* provides that the Board of Governors of Exhibition Place shall pass by-laws respecting the calling of and proceedings at Meetings;

The Board of Governors of Exhibition Place, subject to City Council approval, enacts:

A. Interpretation

1. Definitions

Board - Board of Governors of Exhibition Place.

Chair - Chair of the Board of Governors of Exhibition Place, appointed by City Council.

Chief Executive Officer - Chief Executive Officer of Exhibition Place.

City - City of Toronto.

Clerk - The City Clerk of the City of Toronto.

Committee - A committee of the Board.

Corporate Secretary - The Corporate Secretary of Exhibition Place.

Council - The Council of the City of Toronto.

Exhibition Place and City Official - The Chief Executive Officer of Exhibition Place, the Chief Financial Officer and Corporate Secretary of Exhibition Place, City Manager, Deputy City Manager, Chief Financial Officer, Treasurer, Chief Corporate Officer of the City, City Clerk, City Solicitor, and staff reporting to any of these positions.

Meeting - A Meeting of the Board or a Committee.

Member - A Member of the Board.

Motion to Defer - A motion to delay a decision on a matter by postponing consideration of the matter:

- (1) indefinitely;
- (2) until, or within, some specified time or time period;
- (3) until a specified event happens; or
- (4) until a report or communication is presented.

Motion to Receive for Information - A motion to acknowledge a matter or part of a matter including the main motion or amendment, to take no current action on the matter, and to place the matter in the Secretary's records for future reference.

Motion to Refer - A motion to send a matter, including a main motion or amendment, to a Committee or person for more information or recommendation.

Point of Order - Bringing to the attention of the Chair and Members that a person has broken a rule or made an error in procedures and asking that the Board Meeting follow the rules or that the error in procedure be corrected.

Point of Privilege - A request to the Chair and to the Board to immediately consider and take action to remedy a situation negatively affecting the rights or privileges of Members or the Board, despite other pending business currently before the Board.

Procedures By-law - This by-law as amended from time to time.

Quorum - The number of Members to be present at a Meeting to legally conduct business at the Meeting.

Recorded Vote - A vote for which the Secretary records all Members present and how they voted.

Secretary - The Corporate Secretary of Exhibition Place or designate.

Special Meeting - A Board Meeting other than a regular Meeting, a continued Meeting, or a reconvened Meeting.

B. Conduct of Business

2. Principles of the procedures by-law

- (1) The following Members' rights are the principles upon which the procedures by-law is based:

- (a) The majority of Members have the right to decide;
 - (b) The minority of Members have the right to be heard;
 - (c) All Members have the right to information to help make decisions, unless otherwise prevented by law;
 - (d) Members have a right to an efficient Meeting;
 - (e) All Members have the right to be treated with respect and courtesy; and
 - (f) All Members have equal rights, privileges and obligations.
- (2) The procedures by-law is interpreted in accordance with the principles set out in Subsection (1).

3. Business conducted according to the by-law

The Board will observe the rules in this by-law in all proceedings of the Board of Governors of Exhibition Place and, where applicable, its Committees.

4. Procedures By-law has Priority

In the case of a conflict with this by-law and any other by-law of the Board of Governors of Exhibition Place, this by-law will take precedence.

5. Chair's use of Robert's Rules of Order

If there is a conflict between two or more rules in this procedures by-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may use Roberts Rules of Order and the Board's practices and former decisions, including previous rulings, as an aid in ruling.

C. Order and Decorum and Conduct of Members

6. Chair to maintain order

The Chair:

- (1) maintains order and preserve the decorum of the Meeting;
- (2) rules upon points of order and points of privilege without debate or comment;
- (3) rules upon all other procedural matters;

- (4) if considered necessary because of grave disorder, adjourns or recesses the Meeting for a specified time;
- (5) determines which Member has the right to speak;
- (6) determines when all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and then puts the vote;
- (7) rules whether a motion or proposed amendment is in order; and
- (8) may call a Member to order.

7. Members' responsibilities during a Meeting

Members are responsible for:

- (1) Attending scheduled Meetings.
- (2) Carefully considering and making decisions about Meeting business.
- (3) Voting on motions put to a vote.
- (4) Respecting the rules of the procedures by-law.
- (5) Speaking respectfully at all times.
- (6) Listening attentively, participating in a Meeting, and not interrupting the proceedings.
- (7) Refraining from using any offensive, disrespectful or unparliamentary language about any Member, any Exhibition Place or City Official, or the Board or City Council as a whole.
- (8) Speaking only on the matter under debate or related motions during debate.
- (9) Respecting the confidentiality of matters discussed in closed Meetings and not disclosing the subject or substance of these discussions, unless authorized to do so.

8. Removing and reinstating a disciplined Member

- (1) In case any Member persists in a breach of Section 7 after having been called to order by the Chair, the Chair shall without debate put the question, "Shall the Member be ordered to leave for the rest of the Meeting?"

- (2) If the Board votes in the affirmative, the Chair orders the Member to leave for the rest of the Meeting.
- (3) If the Member apologizes, the Chair, with the approval of the Board, may permit them to return to the Meeting.

D. Points of Order and Privilege

9. Permitting statements by Exhibition Place or City Official when integrity questioned

When the Chair, or a Member, considers the integrity of an Exhibition Place or City Official has been impugned or questioned by a Member, the Chair may permit Exhibition Place or City Official to make a statement to the Board.

10. Point of Order or Privilege

(1) Member May Present

If the Chair agrees, a Member may present a point of order or privilege at any time and must sit back down in his or her seat after doing so.

(2) No Debate or Amendment

The Board or a Committee cannot debate or amend a point of order or privilege.

(3) Chair to Immediately Rule

The Chair immediately rules on the point of order or privilege and gives reasons for the ruling.

(4) When a Member may Appeal the Chair's Ruling

Immediately following a Chair's ruling, a Member may make a motion to appeal that ruling, despite another Member having the floor.

(5) No Debate or Amendment on Motion to Appeal

Members cannot debate or amend a motion to appeal.

(6) Steps Taken After Motion to Appeal

When a Member makes a motion to appeal, the Chair:

- (a) Asks the Members, "Is the ruling of the Chair upheld?" and
- (b) Immediately puts the motion to appeal to a vote.

(7) **Chair's statement of authoritative rules is final**

If the Chair states or reads a rule from this procedures by-law or legislation, the Chair has not made a ruling and no Member shall make a motion to appeal.

E. Rules of Debate

11. (1) Order of speaking

The Chair maintains a list of Members who have requested to speak or to ask questions, and the Chair shall call on Members to speak or to ask questions in the order in which they appear on the list.

(2) **Questioning not to be statements**

Questions must be clear and concise and may not be used to make statements or assertions.

(3) **Question of Members and Officials authorized by Board only**

Members may question only:

- (a) the Chair;
- (b) Exhibition Place or City Officials;
- (c) the previous speaker, if that speaker has moved a motion, for clarification of the motion only;
- (d) Members of the public, for clarification purposes.

(4) **Member not to ask the same question**

The Chair may rule a question out of order if a Member has already asked substantially the same question in the same form.

(5) **Every Member has a chance to speak before a second round**

A Board Member may speak or ask questions only once until every Member who

wishes to speak or question has done so.

12. General rules on making motions

(1) Purpose of motions

A Member may make a motion that:

- (a) Affects the Meeting's procedures, as set out in the procedures by-law; or
- (b) Takes action on the matter that is currently before the Board for debate.

(2) Withdrawing a motion

After a Member has made a motion, the Member may only withdraw it with the consent of the Board.

(3) No seconder required

A motion does not require a seconder.

(4) Motions not in mandate of Board

A motion relating to a matter not within the jurisdiction of the Board is out of order.

(5) Procedural motions and their order

- (a) A Member may make procedural motions defined in Subsection (b) at any time when the Member has the floor.
- (b) The Board will consider the following procedural motions in the following order:
 - (1) Motion to amend the agenda;
 - (2) Motion to adjourn;
 - (3) Motion to recess;
 - (4) Motion to end debate;
 - (5) Motion to extend debate;

- (6) Motion to limit debate;
- (7) Motion to fix a time for a reconvened Meeting;
- (8) Motion to reopen or reconsider;
- (9) Motion to resolve into committee of the whole;
- (10) Motion to refer; and
- (11) Motion to defer.

(6) Procedural motions voted on first

A procedural motion takes precedence over any other motion and shall be put immediately to a vote following its debate in accordance with Sections 13, 14, 15, 16 and 17.

13. Motion to defer or refer - limited debate

The Board may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral. The Board will not discuss the main motion or amendments until after it has voted on the motion to defer or refer.

14. Motion to defer or refer

- (1) A Member who moves a motion to defer shall include in the motion:
 - (a) the time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and
 - (b) an explanation of the motion's purpose.
- (2) A Member who moves a motion to refer shall include in the motion:
 - (a) the name of the Committee, body or Official to whom the motion is referred;
 - (b) the subject matter or question to be investigated; and
 - (c) the time period within which the matter will be reported back to the Board or Committee.

15. (1) Motion to adjourn

A motion to adjourn the Board Meeting shall always be in order except:

- (a) when another Member is speaking;
- (b) when a vote has been called;
- (c) when the Members are voting; or
- (d) when a Member has indicated to the Chair his or her desire to speak on the matter before the Board.

(2) Motion to adjourn to be voted on immediately

The Board shall vote immediately on a motion to adjourn and amendments to that motion, without debate.

(3) Motion to End Debate

- (a) A Member who has the floor may make a motion to end debate on the matter currently under debate any time during debate.
- (b) A motion to end debate:
 - (1) Is not debatable;
 - (2) Cannot be amended; and
 - (3) Is carried by a two-thirds vote of Members present.
- (c) A motion to end debate is put to a vote immediately.
- (d) If a motion to end debate passes, the matter before the Board, including the main motion and any amendments, will immediately be put to a vote.
- (e) If a motion to end debate fails to pass, the Member who made the motion to end debate cannot speak again on the matter.

16. Motion to consider matter previously deferred requires two-thirds vote

A motion that the Board consider a matter which is solely within its jurisdiction previously deferred indefinitely or to a time or eventuality which has not yet been reached or occurred, respectively, shall be presented only if the Board so decides, by a two-thirds vote of the Members present and voting.

17. Reconsideration of matter previously decided by the Board

- (1) Subject to Subsection (2), once the Board decides a matter, no Member may make a motion that would change the decision within the twelve-month period following the decision.
- (2)
 - (a) A Member who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same Meeting, or at a subsequent Meeting at which the matter is to be reconsidered.
 - (b) A motion to reconsider made under Subsection (2)(a) requires the consent of the Board on a two-thirds vote of the Members present to pass.
- (3) A motion to reconsider a matter is:
 - (a) Not debatable; and
 - (b) May not be amended.
- (4) If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board decides otherwise.

F. Votes**18. (1) (a) Members present must vote**

Every Member present at a Meeting must vote on every matter put to a vote, except any Member who declares a conflict of interest and removes himself or herself from the vote.

(b) Not voting is a negative vote

The Secretary records as voting in the negative any Member present at a Meeting who does not vote, except a Member who has declared a conflict of interest.

(2) Majority vote required for motion to pass

Unless this by-law specifies otherwise, a motion passes when a majority of Members present vote for it.

(3) Motion fails with tied votes

A motion does not pass if the same number of Members vote for it as against it.

(4) Recorded vote

- (a) A Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
- (b) If the request for a recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.
- (c) When a Member requests a recorded vote the Secretary records the name and vote of every Member on the matter.

19. Separate votes

- (1) If a matter under consideration contains distinct propositions, a Member may request that Members vote on each proposition separately.
- (2) If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Members vote on each proposition separately.

20. Order of voting

Unless the Board decides otherwise, when a vote is taken the order of the vote shall be as follows:

- (1) Motion to refer;
- (2) Motion to defer;
- (3) Motion to receive;
- (4) Amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend; and
- (5) Motion to Adopt or Motion to Adopt as Amended, if any amendments have carried.

G. Committees of the Board

- 21.** (1) 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.

- (2) Committees will consist of at least 3 persons and be chaired by a Member.
- (3) The Board considers a Committee's recommendation as the main motion on the item under discussion.
- (4) The Board, as soon as practicable, establishes the Committees and designates the Chairs of the Committees.

H. Board Chair and Vice Chair

22. Appointment of Chair and Election of Vice Chair

- (1) City Council appoints the Chair in accordance with *Toronto Municipal Code, Chapter 63, Exhibition Place, Governance*.
- (2) The Board will elect a Vice Chair from among its members at the first meeting of the Board after the appointment of the Chair by City Council, or as soon as possible after, in accordance with Balloting Procedures set out in Chapter 27, Council Procedures, of the City of Toronto Municipal Code.

23. Duties of the Chair

The Chair of the Board:

- (1) presides at all Meetings of the Board;
- (2) may cancel and/or reschedule a regular Meeting of the Board or call a Special Meeting or Special Emergency Meeting of the Board as necessary;
- (3) represents the Board at public or Official functions or designates another Member to do so; and
- (4) conducts the election of the Vice Chair of the Board.

24. Duties of Vice Chair

The Vice Chair shall have all the powers and perform all the duties of the Chair of the Board in the absence or disability of the Chair of the Board, together with powers and duties, if any, as may be from time to time assigned by the Board.

I. Board Meetings

25. Regular Meetings

The Board determines the place, day and hour of its regular Meetings and the schedule of those Meetings shall be publicly available by the first Meeting of the Board in each calendar year.

26. Absence of Chair

In the absence of the both the Chair and the Vice Chair for a period of fifteen minutes after the appointed time of the Meeting, if a quorum is present, the Board shall appoint one of the other Members as Acting Board Chair to preside and shall discharge the duties of the Chair during the Meeting, or until the arrival of the Board Chair or Vice Chair.

27. Special Meetings

No other Business Considered

- (1) The Board only considers the business on the agenda and no other business at a Special Meeting.

Special Meeting called by the Chair:

- (2) The Chair may call a Special Meeting of the Board provided that:
 - (a) Members are notified at least 24 hours before the scheduled beginning of a Special Meeting.
 - (b) The notice for the Special Meeting must include the time, date, and location of the Meeting.
 - (c) The notice states the purpose of the Meeting.
 - (d) The notice is delivered either in person or sent by e-mail to each Member.

Special Meeting by Petition of the Members

- (3)
 - (a) If the Secretary receives a petition that the majority of Members signed requesting a special Board Meeting, the Secretary calls a special Board Meeting for the purpose, date and time the petition requests.
 - (b) A petition under Subsection (a) must contain:

- (1) original signatures of Members;
 - (2) a clear statement of the Meeting's purpose; and
 - (3) the time and date for the Meeting, which must be held within 48 hours of the time the request is given to the Secretary.
- (c) The Secretary shall give at least 24 hours' notice of the Special Meeting by Petition of the Members and the notice for this Meeting must be delivered in person or sent by email to each Member.

Special Emergency Meeting

- (5) Despite Subsection 27(2), the Chair of the Board may call a Special Emergency Meeting of the Board without giving notice as required under Subsection 27(2), whenever he or she considers it necessary to do so, if:
- (a) All Board Members are notified of the Meeting either personally, by electronic mail, or by any other means necessary, and
 - (b) A majority of Board Members agree to the Meeting by giving written consent to the Secretary personally before the beginning of the Meeting.

28. Closed Meetings

- (1) The Board may close a Meeting to the public to discuss the following:
- (a) Receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (b) Security of the property of the Board;
 - (c) Acquisition or disposal of land;
 - (d) Personal information about an identifiable individual, including City of Toronto or Board employees;
 - (e) Labour relations or employee negotiations;
 - (f) Litigation or pending litigation, including matters before administrative tribunals;
 - (g) Education or training of the Members;

- (h) A matter for which the Board has authorized a Meeting to be closed under another Act; or
- (i) A request under the *Municipal Freedom of Information and Protection of Privacy Act*.

(2) Meetings beginning and end always public

A Meeting begins and ends in public.

(3) Motion details for closed Meetings

Before holding a closed Meeting, the Board passes a motion to hold a closed Meeting.

The motion states:

- (a) That the Meeting is a closed Meeting;
- (b) The general nature of the matter the Board is considering at the closed Meeting; and
- (c) The reasons the matter requires a closed Meeting under Subsection (1).

(4) When a closed Meeting becomes public

If the matter the Board is considering at a closed Meeting no longer falls into one of the categories set out in Subsection (1), the Meeting is no longer a closed Meeting and continues in public.

(5) Voting and minutes in closed Meeting

The Board in a closed Meeting does not vote or keep minutes except for:

- (a) A procedural matter; or
- (b) Giving directions or instructions to Exhibition Place or City Officials or their designates.

29. Quorum

- (1) A quorum of the Board is a majority of Members.

- (2) If no quorum is present fifteen minutes after the time appointed for a Meeting, the Secretary calls the roll and record the names of the Members present and the Meeting is adjourned until the next scheduled day of Meeting, or the next regular Meeting, or at the call of the Chair in accordance with Section 27.

30. Absence of quorum

If no quorum is present during a Board Meeting for a period of fifteen minutes, the Secretary will record the names of those Members present and the Meeting shall stand adjourned until the next scheduled day of Meeting, or the next regular Meeting, or at the call of the Chair in accordance with Section 27, and the Meeting shall not continue on an informal basis.

31. Improper conduct

The Chair has the right to expel, or exclude, from any Meeting, any person who disrupts the proceedings of the Meeting.

J. Secretary of the Board

32. Corporate Secretary is Secretary

The Corporate Secretary shall be the Secretary of all Board Meetings and may assign any duties as Secretary to an employee of Exhibition Place or other party as appropriate.

33. Duties of the Secretary

The Secretary:

- (1) gives notice of each regular Meeting of the Board together with an agenda of the matters to be considered so that the notice and agenda will reach the Members at their addresses as recorded in the Board records at least five days, where practicable, in advance of the Meeting; and
- (2) gives notice of each Special Meeting of the Board.

K. Board Agenda

34. (1) Agenda

The Secretary establishes agenda deadlines, prepares, publishes and distributes the agenda for regular Meetings of the Board, which includes:

- (a) Declarations of Interest pursuant to the Municipal Conflict of Interest Act;
- (b) Confirmation of minutes (if available);
- (c) Agenda Items.

(2) Agenda order

Unless otherwise decided by the Board, the Board considers the items on the agenda in the order in which it is listed on the agenda.

(3) Changes to agenda

The Board, without debate, may by a majority vote, make any alteration to the order of the business but may not delete any item from in the agenda.

(4) Delivery to Members of agenda

The Secretary makes the agenda available to the public after delivery of the agenda to the Members.

(5) Notice given by publishing agenda

The published agenda for the Board Meeting is notice of all business included in that agenda subject to other notice provisions in this by-law and of any applicable legislation.

35. (1) Deadlines and content of Board agenda

If the Secretary receives the following matters by the agenda deadline and the matters are within the Board's mandate, the Secretary places them on the agenda for the next regular Board Meeting:

- (a) Communications from Members;
- (b) Communications from City Council;
- (c) Communications from a Council Committee;
- (d) Reports from Exhibition Place and City Officials;
- (e) Communications related to a matter on the agenda.

(2) Secretary prepares supplementary agenda for supplementary business

If necessary the Secretary prepares a supplementary agenda for reports and other communications supplementing business on the regular Board agenda.

(3) Adding late supplementary reports or communications

The Secretary adds any report or communication after the regular agenda deadline to the supplementary agenda if the Secretary decides that either supplements the regular agenda business.

36. Late new business reports or communications

(1) Subject to Subsection (2), if after the regular agenda deadline for the Board Meeting, the Secretary receives any of the following, the Secretary adds them to the agenda for the next Board Meeting:

- (a) New business reports from Board or City Officials; and
- (b) New business communications from a Member, a Board Committee or City Council.

(2) By majority vote of the Board, the Secretary shall add to the agenda new business reports or communications the Secretary receives after the agenda deadline for the Board Meeting.

37. Members' options for presenting communications

(1) Members may present communications to the Board about:

- (a) Any matter on the Meeting agenda; or
- (b) Matters not on the Meeting agenda but within the Board's mandate.

(2) In submitting communications under Subsection (1)(b), Members must comply with any applicable notice requirements and must meet agenda deadlines.

L. Board Report to Council**38. Report to Council**

The Board will report to Council in accordance with *Toronto Municipal Code, Chapter 63, Exhibition Place, Governance*, and the Relationship Framework with the City of Toronto.

M. Public Presentations at Board Meetings

39. (1) Any person may address the Board

Any person may address the Board of Governors of Exhibition Place on an item on the Board's agenda.

(2) Register to speak

Any person may address the Board on any agenda item on the Board's current agenda by notifying the Secretary by 12:00 p.m. on the day before the Board Meeting. If other persons wish to speak to the Board on an item on the Board's agenda, the Board may still hear from them.

(3) Time allotted for speaking

Unless the Board decides otherwise, a public presentation has a five-minute limit.

N. Minutes of Board Meetings

40. (1) Secretary submits minutes to next regular Meeting

The Secretary prepares the minutes of every Board Meeting for submission to the Board for confirmation or approval as amended, at the next Meeting of the Board, or as soon as is reasonably practicable, and after the Board adopts the minutes, the Chair signs them.

(2) Member may request reading of the minutes

If any Member requests, the Secretary reads the minutes or any requested portion of the minutes, before the minutes are adopted or amended.

41. Security of by-laws

The Corporate Secretary maintains every by-law enacted in a safe and convenient place connected with the Corporate Secretary's office.

O. Waiving and Suspension of By-law Provisions**41. Waiver of rules**

- (1) Subject to Subsection (2), a motion to waive, or not to follow a rule of procedure established by this by-law on a one-time basis requires a two-thirds vote of the Members present.

Rules that cannot be waived

- (2) The Board cannot waive the following rules:
- (a) Amending the procedures by-law (Section 43);
 - (b) Quorum necessary for Board and committee Meetings (Section 29);
 - (c) Meetings open to the public (Subsection 28(2));
 - (d) Closed Meetings (Section 28);
 - (e) Reconsidering decisions (Section 17);
 - (f) Two-thirds vote required to waive the rules (Subsection 41(1)).

42. Suspension of Rules**Criteria for suspending rules and substituting special rules**

- (1) Subject to Subsection (3) and by a two-thirds vote of Members present, the Board may suspend any rule in the procedures by-law and may replace it with a special rule if:
- (a) It has given notice at a previous Board Meeting; and
 - (b) The suspension is only for a defined period.
- (2) Any special rules adopted under Subsection (1) are considered part of the procedures by-law.
- (3) The Board cannot suspend the following rules:
- (a) Amending the procedures by-law (Section 43);
 - (b) Quorum necessary for Board and committee Meetings (Section 29);

- (c) Meetings open to the public (Subsection 28(2));
- (d) Closed Meetings (Section 28);
- (e) Reconsidering decisions (Section 17).

P. Amendments to By-law

43. Two-thirds vote required

- (1) To pass a motion to amend or repeal this by-law requires a two-thirds vote of Members present.

Notice to be given at previous Board Meeting

- (2) The Board will only consider amendments or repeal of the procedures by-law at a Board Meeting if a previous regular Board Meeting received notice of the proposed amendment or repeal.

Approval by Toronto City Council

- (3) The Board shall submit any amendment to this by-law to City Council for approval.

Q. Effective Date

- 44.** This by-law shall come into force on XXXX.

Enacted and passed on March 23, 2017.

Chair

Secretary