

MINUTES of the Board of Directors of TORONTO PAN AM SPORTS CENTRE INC. (the "Corporation") held in person/teleconference on March 24, 2026 at 3:00pm.

Attending in Person: Andrew Arifuzzaman Cathy Vincelli Brent Duguid Jason Li Dennis Liu Archie Allison	Attending Virtually Victoria Nolan Eunice Adebawale Rick Powers	Regrets: Gretchen Kerr	Attending from TPASC: Rafael Torre Stepanie Battrick Chris Smith Michelle Radford	Attending by Invitation: Umar Saeed, Welch LLP Kyungsoo Yoom, Welch LLP Sheila John, UTSC Neil Hogan, City of Toronto
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CHAIR AND SECRETARY:

Andrew Arifuzziman acted as Chairman of the meeting and Brent Duguid acted as Secretary of the meeting.

QUORUM:

As a majority of the directors were present and notice of the meeting having been duly given, the meeting was declared to be regularly constituted.

PRELIMINARY MATTERS (Closed Portion of Board Meeting)

(i) Declaration of Conflict:

None

BUSINESS

(i) Audit Committee Report

Ms. Adebawale provided an update to the Board on the annual audit. The Committee met last week, and Welch LLP presented and reviewed the 2025 Financial Statements. A clean audit opinion was provided with recommendation of presentation and approval of the Board.

Mr. Umar Saeed of Welch LLP reviewed the 2025 Financial Statements with the Board and advised there were no significant deficiencies with internal controls. He thanked management for their time and efforts.

Motion to Approve the 2025 Audited Financial Statements
Moved by Mr. Liu
Seconded by Mr. Powers
Approved Unanimously

Motion to go in-camera
Moved by Mr. Liu
Seconded by Mr. Li
Passed

The Board discussed a human relations matter and performance reviews of senior staff

Motion to go out of camera
Moved by Mr. Arifuzzaman
Seconded by Mr. Powers
Passed

Motion to approve bonus to Senior Management Team as recommended by Human Resources Committee Moved by Mr. Powers Seconded by Ms. Nolan Unanimously Approved

Closed Portion of Board Meeting Concluded.

Public Portion of Board Meeting (4:00-5:00pm)

PRELIMINARY MATTERS (Public Portion of Board Meeting)

(i) Declaration of Conflict:

None

(ii) Approval of Minutes of January 29, 2026

Moved by Mr. Liu
Seconded by Ms. Adebawale
Unanimously Approved

BUSINESS

(i) Management Report

Acting Managing Director Rafael Torre provided the Board with an update on operational matters. A copy of his report is attached hereto.

High Performance Activities

- Water Polo Canada kicked off their National Championship League competitions for the 2026 season at TPASC January 9-11. The event featured the top emerging athletes from across the Eastern and Western Conferences.
- Wheelchair Basketball hosted the Toronto Cup, a three-day tournament showcasing local teams and top-tier competition. The Ontario Minister of Sport Neil Lumsden made an appearance to show his support.

Community Programming:

- The SCAR 2026 Pan Am Winter Classic took place from January 16-18 with approximately 1000 swimmers participating in the competition.
- Family Day Event 2026 – TPASC welcomed in the community (2800 visitors) for two sessions of fun activities and a free open house. In the fieldhouse families could participate in Bouncy Castles, a Mega Obstacle Course, Basketball, Soccer, and a Zumba class. In aquatics families could participate in leisure swim and free lane swim. The fitness centre was open for participation in fitness activities, and the walking track was open all day for Walking, Jogging, or Running. The food court was open all day with a menu catered to the whole family.
- The Whitby 2026 Pan Am Open took place from February 21-22 with approximately 400 swimmers participating in the competition. Short Course – Double Ended meet.

Facility Updates:

- Preparations for Artistic Swimming World Cup with first meeting occurred in January.
- Tim Hortons renovation plans have been finalized. The renovation maintains the same location but executes the mandatory renovation. The renovation is set to take place August 2026 – September 2026.
- On February 27, Pool Sides launched a refreshed menu designed to better align with guest demand and operational efficiency. The new menu focuses on higher-volume items with improved cost structures, with the goal of driving increased sales while also improving overall margins. Early feedback has been positive, and we will continue to monitor sales performance as the menu gains traction
- TPASC full-time staff underwent De-escalation Training that was delivered by UTSC Campus Safety.
- High Performance Council took place on January 14.
- Community Council meeting took place on February 4.
- TPASC senior management toured City of Toronto Accessibility Steering Committee on February 19th. The group offered ideas on how to improve accessibility throughout Level 1 of the facility.
- Councilmen Neethan Shan was toured through the facility on February 27. Physical infrastructure was noted on how it enhances community programming.

(ii) Finance and Human Resources

Committee Chair Rick Powers provided the Board with an update on Committee activities.

Business

I. Fiscal 2024/2025 Variance Review

- Following the January Committee meeting, Management presented to the Committee a report on the variances between fiscal 2024 and 2025.

- 2024 operating surplus before capital contribution was \$4.4 million compared to a surplus of \$3.8 million in 2025. This resulted in a lower operating surplus of \$653 thousand. The significant variances are as follows:
 - Overall revenues increased \$271 thousand in 2025 from increased field of play recoveries and food services revenue streams.
 - Expenditures were higher by \$924 thousand in 2025 due to higher salaries, consulting fees, food and beverage costs and contractual services.

II. Financial Update

- **Fiscal 2025 Results**
 - Year to date results include a \$484 thousand improvement over the 2025 YEO.
 - Revenues were \$309k higher than the YEO due to higher than anticipated food and beverage revenues, higher market and high-performance rentals, and the receipt of an unplanned carbon tax rebate.
 - Overall expenses were \$175 thousand less than the 2025 YEO primarily from savings in staff vacancies.
- **Cash Flow**
 - Management presented the cash flow projections for fiscal 2026 and is confident that cash flow will be stable and sufficient to cover operational and capital needs through to the end of 2026.

III. Org Chart Update

- Management presented the updated organizational chart to the Committee.
- The revised structure reflects the decision to pause the Director-level roles in Marketing and Business Development, replaced with Manager-level positions established in their place.
- The organizational chart also reflects:
 - Food & Beverage now reports directly to the Managing Director.
 - Two internal promotions within Building Operations to Assistant Manager positions.
- Management advised the Committee that this structure represents the most effective approach at this time and will be monitored and adjusted as needed moving forward.

(iii) Audit Committee Report

Committee Chair Eunice Adebawale provided the Board with an update on Committee activities:

I. Investment Portfolio Policy Update

- BMO Nesbitt Burns presented to the Committee some potential updates to the Investment Policy.
- The changes would potentially improve long term portfolio performance by providing greater investment flexibility that includes a broader universe of acceptable investments.
- Their recommendations include:
 - i. Short Term Investment

- Lower the minimum rating for trust companies, Schedule II Chartered banks, promissory notes, commercial paper and credit unions.
- ii. Provincial Corporate Bonds
 - Increase maximum allocation to 85% from 75%.
 - Lower the minimum rating for all securities from an A rating to a BBB+ rating this will broaden the investable universe and increase diversification.
- BMO will present this next to the Finance and HR Committee in June for discussion and then the Board.

II. Capital Update: 2024 Capital Update

- At the request of the Committee, Management presented an update on the deferred 2024 capital expenditures.
- As of January 2026, \$666K of the deferred capital have been spent, leaving \$434K remaining.
- Of the remaining \$434 thousand of budgeted capital items:
 - \$294 thousand is IT projects. Paused pending a comprehensive review in fiscal 2026.
 - \$140 thousand of projects are planned for Spring 2026.

2025 Capital Update

- Management provided an update on the 2025 capital expenditures.
- The fiscal 2025 capital budget was approved by the Board of Directors on December 6, 2024, in the amount of \$3.57 million.
- Management has spent or committed \$809 thousand on board approved fiscal 2025 capital items. In addition, management has completed \$358 thousand on unplanned items and \$516 thousand of items moved forward in years from the capital model.
- Management will continue to update the Committee on the progress of the 2024 and 2025 capital projects.

(iv) Planning Committee

Committee Chair Andrew Arifuzzaman provided the Board with an update on Committee activities.

I. 2025 Goals and Objectives Results

- Management presented the fiscal 2025 Goals and Objectives results to the Committee.
- Management highlighted a couple items that were not able to be completed in 2025 which was largely due to the pausing of some capital projects.
- Management also highlighted some great results regarding staff development, new program implementation in Finance, HR and Sport & Rec as well as the development of the intern program.
- The Committee was pleased with the results and commented to management on having a good year.

II. Draft 2026 Goals and Objectives

- Management presented the draft 2026 Goals and Objectives.
- The 2026 Goals and Objectives focus on the facility infrastructure, revenue generation initiatives, updates to food & beverage and staff progression.
- Committee was pleased with the goals and approved management moving forward on them.
- Management will report back to the Committee on the progress of the goals at the next meeting.

III. Parking Update

- In 2023, TPASC awarded a five-year Parking Management System contract to LocoMobi World, effective November 1, 2023, through October 31, 2028.
- Since implementation, persistent issues have occurred with equipment functionality, customer service, and repair response times and recurring problems remain unresolved.
- The current system is unsustainable: parking lots are full yet generate minimal revenue, members are frustrated, and vehicle tracking is inadequate.
- Management recommended to the Committee to terminate the LocoMobi contract (paying a \$38,750 penalty), issuing a new RFP, and ensuring the next contract includes service-level agreements to protect revenue and operations.
- The Committee agreed with management's recommendation and instructed them to proceed.

IV. Events Update

- Management updated the Committee on some highlights from high performance and community events for 2026.
- Some highlights included:
 1. Scarborough Swim Club (SCAR) Winter Classic Swim Meet
 2. Family Day
 3. Swim Ontario Swimming Championships
 4. Wheelchair Basketball Canada Toronto Cup

(v) Presentations from UTSC and City of Toronto

Sheila John and Neil Hogan provided presentations on university and community recreational activities at TPASC.

(vi) Open Q and A Session

- Q – increase in parking fees for members?
 - TPASC is working with the University to secure parking spots in the new parking facility. No final decision has been made and TPASC is actively seeking feedback from members.
- Q- Can TPASC provide better cycling infrastructure?
 - Secured cycling infrastructure will be made available in the coming year

Other Business

None

Termination

There being no further or other business, the meeting then terminated.

Chair – Andrew Arifuzzaman

Secretary – Brent Duguid