

TORONTO MUNICIPAL CODE
CHAPTER 63, EXHIBITION PLACE, GOVERNANCE

Chapter 63

EXHIBITION PLACE, GOVERNANCE

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**[History: Adopted by the Council of the City of Toronto April 1, 2010 by By-law 347-2010.¹
Amendments noted where applicable.]**

General References

City of Toronto Act, 2006 - See S.O. 2006, c. 11.
Municipal Conflict of Interest Act – See R.S.O. 1990, c. M.50.
Occupational Health and Safety Act – See R.S.O. 1990, c. O.1.
Ontario Human Rights Code – See R.S.O. 1990, c. H.19.

§ 63-1. Definitions.

In this document, the following terms have the meanings set out below:

APPLICABLE LAW - All statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to Exhibition Place or the Board, or both.

AUDITOR - The external attest auditor appointed by the City to annually audit the accounts and transactions of Exhibition Place, and to express an opinion on the financial statements of the Board based on the audit.

AUDITOR GENERAL - The City's Auditor General or his or her designate.

BOARD MEMBER or **MEMBER** - A person appointed by the City as a member of the Board or a person that is an ex officio member of the Board pursuant to the City of Toronto Public Appointments Policy.

¹ Editor's Note: This by-law was passed under the authority of sections 406 and 407 of the City of Toronto Act, 2006, S.O. 2006, c. 11.

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BOARD or EXHIBITION PLACE BOARD OF GOVERNORS - The board established by the Municipality of Metropolitan Toronto with respect to Exhibition Place in 1985, which Board now is a City board under sections 141(1) and 402(1) of the City of Toronto Act, 2006.

BUDGET - The operating and capital budgets approved by the Board and Council.

CFO - The Chief Financial Officer and Treasurer of the City or the person designated to act in that capacity from time to time or his or her delegate. **[Amended 2018-07-27 by By-law 1206-2018; 2018-12-13 by By-law 17-2019²]**

CITY MANAGER - The City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate.

CNEA - The Canadian National Exhibition Association.

EXHIBITION PLACE - The land known as Exhibition Park and adjacent land to the south created by fill, which was vested in the City on January 1, 1998 by the City of Toronto Act, 1997, except for any interest of the Crown in right of Ontario, and as more particularly described in the plan attached as Schedule "A" to By-law 25-85, "Respecting the Management of Exhibition Place," and shall include those portions of Gore Park which are not under the jurisdiction of the City's Parks and Recreation Division.

FINANCIAL STATEMENTS - For any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities.

PUBLIC MEMBERS - Those members appointed to the Board who are not Council members. **[Amended 2012-03-07 by By-law 370-2012]**

REAL ESTATE APPROVAL PROCESS - The real estate service delivery model and delegated authority approval process as set out in Item EX27.12, adopted by Council at its meeting of October 2, 3 and 4, 2017, including any amendments as approved by Council from time to time. **[Added 2017-12-08 by By-law 1407-2017³]**

RELATIONSHIP FRAMEWORK - The document setting out Council's delegation of authority and policy directions to the Board pertaining to the governance and management of Exhibition Place as contained in Item EX41.1 adopted by Council at its meeting of March 31 and April 1, 2010, as amended or replaced from time to time.

TORONTO PUBLIC SERVICE - Staff employed by the City.

§ 63-2. Structure of the Board of Governors.

[Amended 2012-03-07 by By-law 370-2012]

A. The Board consists of 9 members appointed by Council:

² Editor's Note: By-law 17-2019 is deemed to have come into force on October 23, 2018.

³ Editor's Note: By-law 1407-2017 came into force January 1, 2018.

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- (1) The Mayor or designate;
 - (2) Four members of Council; and
 - (3) Four public members.
- B. The City reserves the right to change the composition of the Board at any time with notice to the Board.
- C. Council appoints all members of the Board and members serve at the pleasure of Council.
- D. Public members shall be recruited by the City in accordance with the Public Appointments Policy, and Councillors nominated by the City's Striking Committee.
- E. (Reserved)⁴
- F. Council appoints a Chair. **[Added 2011-05-19 by By-law 680-2011]**

§ 63-3. Term of appointment.

The term of office for the members of the Board is set by Council at the time of appointment.

§ 63-4. Board mandate.

- A. The Board reports to City Council and is charged with the continued, long-term operation, management and maintenance of Exhibition Place as a strategic City asset on behalf of the City of Toronto;
- B. The City supports the Board by providing it with capital funding and covering any operating deficit. The Board has authority to approve expenditures within its approved budget and to delegate authority to staff to authorize expenditures within an approved limit;
- C. Pursuant to section 406(4) of the City of Toronto Act, 2006, the Board shall be authorized to enter into agreements from time to time with the CNEA for the planning and management of an annual fair on the grounds known as the CNE and, as part of those agreements and subject to the provisions of the Relationship Framework, all profits earned by the CNEA and all losses incurred shall form part of the annual operating budget of the Board;
- D. The Board has authority to establish facility booking policies and, subject to § 63-6, to set fees and charges for use of facilities; **[Amended 2011-09-27 by By-law 1174-2011]**
- E. (Reserved)⁵
- F. The Board has authority to procure goods and services in its own name using a competitive procurement process;
- G. The Board has authority to approve the organization structure and compensation and benefits package in accordance with any Council policies that apply to the Board and

⁴ Editor's Note: Subsection 63-2E was deleted March 7, 2012 by By-law 370-2012.

⁵ Editor's Note: Subsection 63-4E. was deleted December 8, 2017 by By-law 1407-2017 which came into force January 1, 2018.

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within approved budget limits and to set human resource policies and oversee labour relations practices;

- H. The Board has authority to enter into any contracts and agreements in its own name within the constraints of City by-laws and the Relationship Framework;
- I. The Board may initiate or defend legal actions in its own name;
- J. The Board has authority to develop a long-term needs assessment with regard to refurbishment of Exhibition Place and equipment replacement and implement the plan;
- K. The Board has authority to approve key policies and practices consistent with the Relationship Framework and any City policies that apply to the Board, and shall adopt policies respecting sponsorships, naming rights and honourific names which are consistent with the policies adopted by the City; and **[Amended 2011-12-01 by By-law 1385-2011]**
- L. The Board shall operate in compliance with all applicable law including but not limited to the City of Toronto Act, 2006, Municipal Conflict of Interest Act, Occupational Health and Safety Act, Ontario Human Rights Code, the Toronto Municipal Code and the Relationship Framework between the Exhibition Place Board of Governors and the City as amended from time to time. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.

§ 63-5. Board staff.

Exhibition Place staff are employees of the Board and are not members of the Toronto public service.

§ 63-6. Matters requiring Council approval.

The following matters require consent, approval or other action from Council:

- A. The appointment of Board members;
- B. The annual consolidated operating and capital budgets of the Board;
- C. The audited annual consolidated financial statements of the Board;
- D. A records retention by-law or specific Council approval to destroy records;
- E. Any disposal of land or property;
- F. Any agreement with a third party related to the provision of services in excess of four years; **[Added 2018-07-27 by By-law 1154-2018]**⁶
- G. (Reserved)⁷

⁶ Editor's Note: By-law 1154-2018 reinstated Subsection 63-6F which was inadvertently deleted by By-law 1407-2017.

⁷ Editor's Note: Subsection 63-6G was deleted December 8, 2017 by By-law 1407-2017 which came into force January 1, 2018.

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- H. Any use of the property other than for the following purposes set out in section 406 of the City of Toronto Act, 2006:
- (1) For parks and exhibition purposes;
 - (2) For the purposes of trade centres and trade and agricultural fairs such as, but not limited to, the annual Canadian National Exhibition and Royal Agricultural Winter Fair;
 - (3) For displays, agricultural activities, sporting events, athletic contests, public entertainments and meetings; and
 - (4) For highway, electrical transmission or public utility purposes; and
- I. Any fees or charges. [Added 2011-09-27 by By-law 1174-2011⁸]

§ 63-6.1. Delegated real estate authority.

[Added 2017-12-08 by By-law 1407-2017⁹]

- A. The Board may approve and execute licences and leases in relation to areas or facilities on Exhibition Place lands (other than licences for consumer and trade shows and conferences and events set out in Subsection B) on terms acceptable to the Board, including insurance and indemnification provisions, and in a form satisfactory to the City Solicitor, provided that:
- (1) the term of the arrangement, including all licences and leases and rights of extension or renewal granted in relation thereto, is
 - (a) for a total period of one (1) year or less; or
 - (b) where the arrangement relates to only 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;
 - (2) the total licence or rental fee payable to the Board pursuant to such arrangement does not exceed \$50,000;
 - (3) the start date for the use shall not be later than six (6) months from the date the licence or lease was issued; and

⁸ Editor's Note: This by-law was passed under the authority of section 263 of the City of Toronto Act, 2006, S.O. 2006, c. 11 which provides that the City may pass a by-law providing that a by-law or resolution of a local board (extended definition) of the City which is not a local board (extended definition) of any other municipality imposing fees or charges under Part IX of the Act does not come into force until the City passes a resolution approving the by-law or resolution of the local board.

⁹ Editor's Note: By-law 1407-2017 came into force January 1, 2018.

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- (4) the fee or rent payable to Exhibition Place in relation to such licence or lease shall conform with the requirements of Chapter 441, Fees and Charges, or, if not specified in Chapter 441, in accordance with Council approval, or otherwise reflects fair market value.
- B. Exhibition Place shall be authorized to enter into single-year or multi-year licence 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.
- C. Where a proposed transaction does not meet the criteria set out in Subsections A or B, the transaction shall be directed through the Real Estate Approval Process.
- D. Where Exhibition Place wishes to proceed with a transaction that falls outside of the scope of authority delegated by Council pursuant to the Real Estate Approval Process, the CEO shall seek Council approval for such transaction by way of a joint report to Council together with the Deputy City Manager, Corporate Services. **[Amended 2018-12-13 by By-law 17-2019¹⁰]**
- E. Exhibition Place shall assist in the implementation of transactions proposed by the Deputy City Manager, Corporate Services with respect to property under the jurisdiction of the Exhibition Place, as requested by the Deputy City Manager, Corporate Services. **[Amended 2018-12-13 by By-law 17-2019¹¹]**

§ 63-7. Financial management and reporting.

- A. The Board shall submit its operating and capital budget requests on an annual basis in a format and within time lines prescribed by the City.
- B. Once the estimates have been approved by the Board and Council, all spending by the Board shall be in accordance with the budget.
- C. The Board must approve any transfers of sums between program areas consistent with the overall budget envelope as approved by Council.
- D. The Board shall not expend administrative or capital funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- E. The Board shall be responsible for monitoring its approved operating budget and submitting to the City its variance reports as requested by the City's Financial Planning Division. Variance reports shall include explanations and remedial action plans to address variances.

¹⁰ Editor's Note: By-law 17-2019 is deemed to have come into force on October 23, 2018.

¹¹ Editor's Note: By-law 17-2019 is deemed to have come into force on October 23, 2018.

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- F. If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City.
- G. The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
- H. The Board shall submit to the CFO the annual financial statements of the Board that have been audited by the Auditor as soon as possible after December 31 of each year for inclusion in the City's consolidated statements.
- I. The audited financial statements shall be submitted to the Auditor General's office for submission and review by the City's Audit Committee as soon as possible after December 31 of each year.

§ 63-8. Effective date.

This by-law comes into force on the date of approval by Council.

§ 63-9. Conflict.

To the extent of any conflicts between this by-law and any other by-law affecting governance of Exhibition Place enacted by the former Municipalities, this by-law prevails.