

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS MEETING
WEDNESDAY OCTOBER 27, 2021
9:00am – Via Video Conferencing (Webex)
Business Portion**

M I N U T E S

Chair Dominato called the meeting to order at 9:27am

Present: Lisa Dominato, Chair
Donnie Rosa, Vice Chair
Nick Kassam, Director
Ty Speer, Director
Patrice Impey, Treasurer
Rachel Roy, Director
Raj Sihota, Director
Maury Kask, Director

Shelley Frost, President & CEO
Stacy Shields, Vice President, People & Culture
Jeff Strickland, Vice President, Operations
Karen Massicotte, Vice President, Sales and Marketing
David Crawford, Vice President, Finance and Corporate Services
Salome Valente, Executive Assistant / Corporate Secretary

Regrets: Paul Mochrie, Director

There being a quorum present and due notice having been given, the meeting was declared to be constituted for the transaction of business.

1. ADOPTION OF AGENDA

**MOVED by Director Nick Kassam
SECONDED by Director Maury Kask**

Resolved that the agenda for the Business Portion of the Board of Directors meeting for Wednesday October 27, 2021 is adopted.

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

**MOVED by Director Ty Speer
SECONDED by Director Raj Sihota**

Resolved that the minutes for the Business Portion of the Board of Directors meeting for Wednesday July 28, 2021 are adopted.

CARRIED UNANIMOUSLY

3. LABOUR MANAGEMENT

The Labour Management Committee minutes were provided in the Board of Directors packages for review. Highlights were noted by Stacy Shields.

4. FINANCIALS

4.1 2021 PNE Fair Financial Summary

The 2021 PNE Fair financial summary was provided in the Board of Directors packages for review. David Crawford provided an overview of the finances and indicated that a more detailed review was done with the Finance and Audit Committee Oct 26, 2021. Director Patrice Impey confirmed the Finance and Audit Committee had met and reviewed Fair financials in detail.

Director Maury Kask enquired if the PNE had benchmarks that are used year over year. David Crawford responded that the PNE uses per caps and margins. Margins are part of the financial statements but per cap summaries are in the more detailed audit and finance package. They are not included in the main Board packages but can be emailed out after the meeting.

Director Maury Kask also inquired if going primarily cashless has had a impact on insurance costs as a result of reduced cash on site. David Crawford responded that he did not believe premiums would be impacted as the PNE's insurance is calculated primarily based on total revenues and attendance levels. He further indicated he would be discussing all our business changes with insurance brokers to see if there are any areas that can impact insurance savings.

Director Rachel Roy inquired if there would be any demographic information for this year's Fair as has been presented in the past. Karen Massicotte responded that surveying was done for this year's Fair but in a scaled back format and only online versus in person. Karen Massicotte also added that the data is currently being consolidated. Chair Lisa Dominato asked if that information could be emailed out once consolidated. Karen Massicotte agreed to email the information to the Board of Directors once it was completed.

4.2 2021 YTD Financial Statements – September 30, 2021

The financial statements were provided in the Board of Directors for review. David Crawford provided an overview of the financial statements.

4.3 Year End Projections

David Crawford provided an update on the year-end projections to March 31, 2022 highlighting that the PNE expects a more positive financial outcome for 2021 over 2020 despite continued challenging business conditions.

5. STAFF REPORTS TO THE BOARD OF DIRECTORS

5.1 5-Year Ride Strategy Report

The Playland 5-year attractions investment strategy was provided in the Board of Directors packages for review. Jeff Strickland and David Crawford delivered a summary presentation and the following motion was proposed:

That the PNE Board of Directors approve the proposed 5-year, \$10 million investment plan to purchase 3 ride attractions in the thrill / major category including a launch coaster for Playland to support Playland development and growth between 2022 – 2026. Purchase will be spread over 5 years and will be dependent upon cash flow.

The Board of Directors expressed that they would like to see further details related to cash flow and line of credit prior to approving the entire 5-year plan and therefore put forth the following motion:

MOVED by Director Ty Speer
SECONDED by Director Rachel Roy

- Resolved That** the PNE Board of Director approve the following
1. The proposed 5-year attraction and investment strategy
 2. The purchase of the first ride attraction for 2022 season
 3. The purchase of any additional attractions pending a report back on business case, 5-year financial plan and CRA response to wage subsidy appeal.

CARRIED UNANIMOUSLY

5.2 Lighting Audit Strategy

A staff report and business case related to the opportunity to replace all 6000+ of the PNE's lights with energy efficient LED lights was provided in the Board of Directors packages for review. David Crawford delivered the presentation and put forth the following motion:

That the PNE Board of Directors approve the PNE capital investment to replace all indoor and outdoor lighting fixtures and add a system of central control sensors which will require a capital investment of \$2.4M. The PNE will issue a public RFP managed by Hedgehog Technologies and the project is subject to approval of federal MFESI funding to cover the entire capital investment.

The Board of Directors all agreed that this would be a good investment.

MOVED by Director Rachel Roy
SECONDED by Nick Kassam

Resolved that That the PNE Board of Directors approve the PNE capital investment to replace all indoor and outdoor lighting fixtures and add a system of central control sensors which will require a capital investment of \$2.4M. The PNE will issue a public RFP managed by Hedgehog Technologies and the project is subject to approval of federal MFESI funding to cover the entire capital investment.

CARRIED UNANIMOUSLY

5.3 Vaccine Policy Status Update

An update on the PNE's staff vaccine policy status was provided in the Board of Directors packages for review. Stacy Shields delivered the presentation.

5.4 Halloween Event Update

An update on the PNE' Halloween event was providing in the Board of Directors packages for review. Jeff Strickland delivered the presentation.

5.5 WinterLights Event Update

An update on the PNE's WinterLights event was provided in the Board of Directors packages for review. Jeff Strickland delivered the presentation

5.6 Government Funding

An update on government funding was provided in the Board of Directors packages for review. Stacy Shields delivered the presentation.

5.6 2030 Olympic Bid

Karen Massicotte delivered a presentation outlining some exploratory discussion regarding the 2030 Olympic bid.

6. APPOINTMENTS

6.1 PNE HR and Compensation Committee

As was mentioned at the July Board of Directors meeting, there is still one vacancy on the HR and Compensation Committee. Shelley Frost nominated Director Raj Sihota to fill that vacant position. Director Raj Sihota accepted the nomination.

MOVED by Rachel
SECONDED by Maury Kask

Resolved that Director Raj Sihota be appointed to the PNE HR and Compensation Committee

CARRIED UNANIMOUSLY

6.2 PNE Governance Committee Formation

Chair Lisa Dominato introduced the new PNE Governance Committee that would be responsible for such items as Board recruitment, successorship planning etc. Along with herself, Chair Lisa Dominato also nominated Directors Rachel Roy and Maury Kask to the committee.

MOVED by Lisa Dominato
SECONDED by Raj Sihota

Resolved that Chair Lisa Dominato, Director Rachel Roy and Director Maury Kask be appointment to the newly created PNE Governance Committee

CARRIED UNANIMOUSLY

7. NEXT BOARD MEETINGS

It was agreed that the next Board of Directors would be December 2, 2021 (In Camera, Business & Public Portions).

8. NEW BUSINESS

None

9. ADJOURNMENT OF BUSINESS PORTION OF MEETING

MOVED by Director Maury Kask

SECONDED by Director Rachel Roy

Resolved that the Business Portion of the Board of Directors meeting be adjourned at 11:43am

CARRIED UNANIMOUSLY