

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS MEETING
THURSDAY MAY 19, 2022
9:30am – Via Video Conferencing (Webex)
Business Portion**

M I N U T E S

Chair Dominato called the meeting to order at 9:43am

Present: Lisa Dominato, Chair
Patrice Impey, Treasurer
Raj Sihota, Director
Paul Mochrie, 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: Donnie Rosa, Vice Chair
Ty Speer, Director
Rachel Roy, 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 Maury Kask
SECONDED by Director Raj Sihota**

Resolved that the agenda for the Business Portion of the Board of Directors meeting for Thursday May 19, 2022 is adopted.

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

**MOVED by Director Maury Kask
SECONDED by Director Raj Sihota**

Resolved that the minutes for the Business Portion of the Board of Directors meeting for Thursday April 7, 2022 are adopted.

CARRIED UNANIMOUSLY

3. BOARD SUB-COMMITTEE UPDATES

3.1 Governance and Policy Committee

Director Maury Kask, Chair of the Governance and Policy Committee updated that the committee hadn't met since the last Board meeting but are continuing to work on the following:

- Board Calendar
- Code of Conduct and Conflict of Interest
- Whistleblower Policy

Chair Lisa Dominato added that the committee is also working on developing a policy and procedures for Board recruitment.

3.2 Audit and Finance Committee

Director Patrice Impey, Chair of the Audit and Finance Committee updated that the committee had a brief meeting earlier in the week to discuss the Launch Coaster cash flow. Director Patrice Impey reminded the Board that the PNE had adjusted its line of credit during the COVID pandemic and that the PNE is currently looking at how operating and capital cashflow will look over the next two years.

3.3 HR and Compensation Committee

Director Donnie Rosa, Chair of the HR & Compensation Committee was not at the meeting, but Stacy Shields did update that the committee had not met since the last Board meeting.

4. MATTERS ADOPTED ON CONSENT

**Moved by Director Maury Kask
Seconded by Director Raj Sihota**

Resolved that the Board of Directors adopt Reports 4.1, 4.2, 4.3, 4.4 and 4.5 on consent.

CARRIED UNANIMOUSLY

5. PRESENTATIONS/DECISIONS/DISCUSSIONS

5.1 Year End Financial Statements – March 31, 2022 (Unaudited)

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

Director Maury Kask enquired if the Audit and Finance Committee had reviewed the statements? David Crawford replied that they will be reviewing them in greater detail at the July committee meeting.

Director Paul Mochrie enquired on the narrative going forward as the profit numbers look good for this year. David Crawford replied that this has been

discussed with KPMG and they will be isolating the government grants as a one time thing. Director Patrice Impey added that if you are looking at the balance sheet we are debt negative so that would be another factor but more complex for the public to understand.

5.2 Launch Coaster Purchase – updated 2-year cash flow

The updated cash flow projections for the launch coaster were provided in the Board of Directors packages for review. Shelley Frost noted that the original approval by the Board of Directors contemplated that the PNE would receive the CEWS and this was a financial factor in Board approval of the project. Shelley Frost noted that now that the PNE having access to the CEWS was unlikely, the PNE wanted to bring back a cash flow model with CEWS payments removed so the Board can see that the Coaster investment still works without the CEWS. Shelley Frost indicated that the PNE executive still believes that this is a good investment that can still be afforded within available credit. It will require a shift in amounts allocated to each of the OPEX and CAPEX but will not increase the amount of credit available overall. David Crawford reviewed the presentation and highlighted key areas.

Director Patrice Impey noted that City Council would need to be notified of the change as they approve the line of credit but that she agrees that this is still a good investment.

The Board of Directors confirmed that they endorse the purchase of the launch coaster despite the PNE not receiving CEWS payments and no changes were made to the approved motion made at the April 7, 2022 Board of Directors meeting.

5.3 CRA Decision and Next Steps

The CRA Wage Subsidy update was provided in the Board of Directors packages for review. Shelley Frost delivered the presentation.

Chair Lisa Dominato shared that a support letter from both City Council and the Board of Directors might be helpful.

5.4 Hastings Park / PNE Master Plan Update

An update on the Master Plan was provided in the Board of Directors packages for review. Jeff Strickland delivered the presentation.

5.5 Strategy Update – Pillar 1 Inspire & Empower our workforce

The strategy update for pillar 1 of the PNE's strategic plan was provided in the Board of Directors packages for review. Shelley Frost and Stacy Shields delivered the presentation.

5.6 Strategy Update – Pillar 2 Optimize Technology

The strategy update for pillar 2 of the PNE's strategic plan was provided in the Board of Directors packages for review. David Crawford and Karen Massicotte delivered the presentation.

Director Maury Kask suggested having a discussion at the Governance and Policy committee to see if a key supplier policy is needed.

6. NEXT BOARD MEETINGS

It was agreed that the next Board of Directors meetings would be June 13, 2022 (Public Portion) and July 13, 2022 (In Camera & Business Portions).

7. NEW BUSINESS

None

8. ADJOURNMENT OF BUSINESS PORTION OF MEETING

MOVED by Director Maury Kask

SECONDED by Director Raj Sihota

Resolved that the Business Portion of the Board of Directors meeting be adjourned at 11:22am.

CARRIED UNANIMOUSLY