

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS MEETING
THURSDAY DECEMBER 1, 2023
3:30pm – PNE (Hastings Room)
Business Portion**

M I N U T E S

Chair Kirby-Yung called the meeting to order at 3:37pm

Present: Sarah Kirby-Yung, Chair
Donnie Rosa, Vice Chair
Patrice Impey, Treasurer
Raj Sihota, Director
Paul Mochrie, Director
Ty Speer, 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: Maury Kask, Director
Rachel Roy, Director

Guests: Thomas Chen, PNE
Courtney Healey, City of Vancouver

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 Donnie Rosa
SECONDED by Director Raj Sihota

Resolved that the agenda for the Business Portion of the Board of Directors meeting for Thursday December 1, 2022 is adopted.

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

MOVED by Director Paul Mochrie
SECONDED by Director Ty Speer

Resolved that the minutes for the Business Portion of the Board of Directors meeting for Thursday October 20, 2022 are adopted.

CARRIED UNANIMOUSLY

3. BOARD COMMITTEE UPDATES

3.1 Governance and Policy Committee

As Director Maury Kask, Chair of the Governance and Policy Committee was not in attendance, Shelley Frost provided the following updates on his behalf:

- Revisions have been made to the PNE Whistleblower Policy which will come back to Board at next meeting for approval
- Continuing work on Board of Directors succession planning process

3.2 Audit and Finance Committee

As Director Patrice Impey, Chair of the Audit and Finance Committee was still on route to the Board meeting, Shelley Frost provided the following update on her behalf:

- The Audit and Finance Committee met after the October Board of Directors meeting to discuss the Fair financials, risk management, review of cash flows and gaming reports.

3.3 HR and Compensation Committee

Director Donnie Rosa, Chair of the HR & Compensation Committee updated that no meeting had been had since the last Board of Directors meeting, but the CEO Performance Evaluation Survey had been sent to all of the Board members for completion.

4. MATTERS ADOPTED ON CONSENT

**Moved by Director Patrice Impey
Seconded by Director Raj Sihota**

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

CARRIED UNANIMOUSLY

5. PRESENTATIONS/DECISIONS/DISCUSSIONS

5.1 Enterprise Risk Framework

An update presentation on the Enterprise Risk Management plan was provided in the Board of Directors packages for review. David Crawford delivered the presentation.

Director Patrice Impey expressed that risks 1-4 were similar and should be amalgamated into one so as not to create too many mitigation plans. Director Patrice Impey added that the same should be done for risks 7&9.

Director Ty Speer noted that missing from the list is the environment in which the PNE makes decisions and therefore need role clarity within the governance structure. Chair Sarah Kirby-Yung added that the City of Vancouver adds benefits but also constraints and therefore an important piece to include.

Director Patrice Impey noted that the PNE as an entity is low risk as the City of Vancouver takes on all the risks and that risks would look differently if the PNE was an independent entity.

Director Patrice Impey noted that Cybersecurity is a big risk for the City of Vancouver and enquired where that ranked for the PNE. David Crawford replied that it's not as high of a risk for the PNE as the PNE doesn't have the same profile as the City of Vancouver. Shelley Frost added that it is currently ranked #16 on the list but acknowledged that the Board of Directors would like it to remain on the forefront.

Director Paul Mochrie enquired on the cybersecurity risks related to buildings that haven't been upgraded or to the rides in Playland. David Crawford agreed to follow up with the PNE IT and Playland departments to enquire on the level of risk and to proceed with cyber security risk assessment.

5.2 Strategic Plan Metrics Update

A presentation on the 2022 Corporate Targets was provided in the Board of Directors packages for review. Stacy Shields delivered the presentation.

Director Ty Speer enquired on why venue occupancy rates were not available. Shelley Frost responded that it was a resource issue but something that is on the radar to complete.

Chair Sarah Kirby-Yung asked about what the Community good score would look like. Shelley Frost replied that development of a score is on the radar but has not yet been clearly articulated/defined.

5.3 Procurement Policy

The updated Procurement Policy was provided in the Board of Directors packages for review and approval. Shelley reviewed the updated policy and highlighted changes.

MOVED by Director Raj Sihota
SECONDED by Director Paul Mochrie

Resolved that the PNE Board of Directors approve the PNE Procurement Policy dated November 2022 as presented.

CARRIED UNANIMOUSLY

5.4 Tourism Relief Federal Funding

A presentation on the Tourism Relief Federal Funding was provided in the Board of Directors packages for review. David Crawford delivered the presentation.

Chair Sarah Kirby-Yung requested to see some financial modeling with the funding to show what 2023 would have looked like without the funding and how it will look like now.

5.5 Purchase of 2024 PNE Prize Home

A presentation on the plans for the purchase of the 2024 Prize Home was provided in the Board of Directors packages for review. Jeff Strickland delivered the presentation and put forth the following motion:

That the PNE Board of Directors approve:

- *A capital purchase of a 2024 Metro Vancouver home that meets PNE criteria at a cost not to exceed \$2,600,000.*
- *Sale of the Pemberton lot purchased in 2019 whose estimated value is \$500,000 - \$550,000 (invest was ~\$375,000)*

The Board of Directors shared some concern with spending \$2,600,000. Shelley Frost responded that the direction to the team would be to target spending less, but this would allow for some flexibility with real estate fluctuations.

Director Impey expressed that with a flattening of real estate prices, PNE should not target spending more than previous years unless home features warranted a corresponding tickets sales and revenue increase.

5.6 Master Plan – Amphitheatre Redevelopment Update

An update presentation on the Amphitheatre Redevelopment was provided in the Board of Directors packages for review. Thomas Chen and Courtney Healey delivered the presentation.

Director Patrice Impey noted that there were references to several project features being completed in phase II at a later date. She indicated that all elements should be included in phase I as often, next phase never happens.

Director Paul Mochrie shared concern with the timeline especially if FIFA is planning on holding a fan zone at the PNE in 2026. Courtney Healey replied that a construction manager will be brought in to oversee the timeline.

Chair Sarah Kirby-Yung enquired if there is a perspective to just get it done versus prolonging as costs for construction will just keep increasing. Shelley Frost agreed that time is of the essence as increasing costs are an issue and indicated that Playland redevelopment has already been delayed as a result of higher than anticipated Amphitheatre costs.

6. NEXT BOARD MEETINGS

The next Board of Directors meeting was still to be determined.

7. NEW BUSINESS

None

8. ADJOURNMENT OF BUSINESS PORTION OF MEETING

MOVED by Director Raj Sihota

SECONDED by Director Donnie Rosa

Resolved that the Business Portion of the Board of Directors meeting be adjourned at 5:18pm.

CARRIED UNANIMOUSLY