

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS MEETING
WEDNESDAY JULY 13, 2022
9:00am – Virtual Meeting (via Webex)
Business Portion**

M I N U T E S

Chair Dominato called the meeting to order at 9:24am

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

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 Ty Speer**

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

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

**MOVED by Director Patrice Impey
SECONDED by Director Raj Sihota**

Resolved that the minutes for the Business Portion of the Board of Directors meeting for Wednesday July 13, 2022 are adopted with an amendment.

CARRIED UNANIMOUSLY

3. BOARD COMMITTEE UPDATES

3.1 Governance and Policy Committee

Director Maury Kask, Chair of the Governance and Policy Committee updated that the committee had last met on October 5, 2022, and a series of topics were discussed:

- Reviewed draft of annual governance calendar
- Reviewed Governance Committee work plan
- Discussed Governance Committee Terms of Reference
- Reviewed new framework for future independent Board Director recruitment
- Noted outstanding Board policies
 - Work still to be done on the Board reimbursement policy and data governance policy
- Noted several Governance items completed
 - Use of consent agendas
 - Committee reports
 - Development of Board planning calendar
- Chair of Governance committee suggested a future Board workshop to discuss strategy
- Maury expressed that he felt the Governance committee had implemented some important new work and thanks staff for being so responsive and moving the work forward.

3.2 Audit and Finance Committee

Director Patrice Impey, Chair of the Audit and Finance Committee updated that the committee will be meeting later today due to a scheduling conflict and so nothing to report at this time.

3.3 HR and Compensation Committee

Director Donnie Rosa, Chair of the HR & Compensation Committee updated that due to impacts of COVID operations, a formal CEO review had not been conducted since 2019 and therefore a survey would be sent to all Board members so they can submit an anonymous CEO performance to HR Comp Committee. Results will be amalgamated and themes will be reviewed with CEO by the Chair and Vice Chair of the Board. Director Donnie Rosa added that there is not currently a CEO review policy in place so work should be completed on this as well. Survey will be sent out this week so Directors please watch for it.

4. MATTERS ADOPTED ON CONSENT

**Moved by Director Maury Kask
Seconded by Director Rachel Roy**

Resolved that the Board of Directors adopt Reports 4.2, 4.3, 4.4, 4.5, 4.6, 4.7 and 4.8 on consent.

CARRIED UNANIMOUSLY

4.1 Fair Financial Summary

A summary of the Fair financial results were provided in the Board of Directors packages for review.

Director Maury Kask enquired about the revenue for the Marketplace and the engagement level with the vendors in that building. Jeff Strickland replied that the vendors in the Marketplace are not commission based. They pay a flat rent so we don't have deep insight into their revenues and level of success. This year there were fewer vendors than previous years as some vendors were no longer in business due to COVID and others faced significant supply chain issues and were not able to participate. Looking to increase the numbers and product diversity for next year.

Chair Lisa Dominato enquired on the expansion of more local vendors and making it more accessible to purchase local product. Shelley Frost replied that the PNE continues to look for local vendors but barrier isn't usually the cost to participate, it is inability to staff a long run or have enough product to meet Fair demand. PNE has implemented several market trials where local artisan vendors can buy in for 3-4 days. So far this has had limited success but we continue to look to build.

5. PRESENTATIONS/DECISIONS/DISCUSSIONS

5.1 Strategy Update – Status of 2022 Corporate Priorities

An update presentation on status of the 2022 corporate priorities were provided in the Board of Directors packages for review. Stacy Shields delivered the presentation.

As part of discussion on elevating business results, Director Ty Speer enquired on whether the PNE had yet taken a position regarding passing on credit card surcharge to guests rather than having it be included in price. Shelley Frost replied that currently prices are set as tax and credit card fees inclusive. The cost of credit card fees are the responsibility of each vendor, including PNE. Director Ty Speer enquired if the surcharge will continue to be absorbed by the PNE or passed on to the guests as most vendors post covid are now moving to passing these fees on to guests and this would likely be a significant savings to PNE. David Crawford replied that the PNE does not have a position yet but will have one before the 2023 season and PNE will be watching what industry and other local attractions are doing.

Director Maury Kask noted that fifteen corporate priorities are a lot and asked if there was anything that the Board of Directors could do to help with priority setting]. Shelley Frost replied that we do have an ambitious 5 year strategic plan and that staff were having discussions on resourcing available to complete such a large number of priorities. PNE may have the Board of Directors help with priority setting with next year priorities.

5.2 2030 Update & Capital Summary

An update presentation on the 2030 Olympic and Paralympic Winter Games Venue Use and Capital contributions proposed for Hastings Park was provided in the Board of Directors packages for review. The package specified where proposed capital contributions were being directed and in what amounts. David Crawford delivered the presentation.

Director Paul Mochrie noted that the capital contribution for Hastings Park would be coming from the City of Vancouver as it would be the City's responsibility for the capital for its facilities. Director Patrice Impey added that the very short timeline is challenging to get all parties needed on board. Shelley Frost and David Crawford both noted that the information they had received from COC regarding who would be making the capital contribution made it sound like it would be a joint Provincial/Federal contribution. Paul clarified that COC had just submitted their proposal to all 3 levels of Govt that week outlining who was to be responsible and it was in fact coming from CoV.

The Board asked that staff hold on any further discussions on 2030 with COC until the new City of Vancouver Council is in place and until both the Provincial and Federal governments have made their intentions known. Shelley Frost indicated they would do so.

5.3 Amphitheatre Naming Rights Update

A staff report on the timing and approach to PNE Amphitheatre Naming Rights RFP was provided in the Board of Directors packages for review. Karen Massicotte reviewed the report and highlighted key areas.

Director Patrice Impey noted that there still needs to be clarity on what role the City and PNE play in this process and if City Council needs to be involved.

Shelley Frost noted that the PNE had spoken with CoV Procurement and both parties had agreed upon an approach. Shelley further indicated the importance of Karen Massicotte and her team having clear direction from Board to move this business piece forward.

Director Ty Speer indicated that the PNE should be 100% leading the naming rights piece.

Director Patrice Impey confirmed that she had just been notified by CoV Procurement that there was alignment on PNE pursuing Naming Rights. With that, PNE Board of Directors endorsed PNE staff moving forward with the Amphitheatre Naming Rights RFP as presented.

5.4 Whistleblower Policy

The Whistleblower Policy was provided in the Board of Directors packages for review. Director Maury Kask and Stacy Shields reviewed the policy that the Governance and Policy Committee was recommending.

Director Maury Kask noted that any complaints regarding the Executive Management Committee would go to the HR & Compensation Committee. Shelley Frost indicated that the team would amend the policy and then bring back to the Board of Directors for approval.

5.5 Board Member Recruitment / Succession Planning (draft for discussion)

The draft Board of Directors Annual Recruitment, Development and Succession Calendar was provided in the Board of Directors packages for review. Director Maury Kask and Shelley Frost reviewed the document.

Chair Lisa Dominato noted the need to discuss how the process will be done through the City of Vancouver's hiring portal as it is more geared towards volunteer and advisory boards. Chair Dominato suggested that it would be important for the success of the process, to no longer be tightly aligned to the City's advisory council and committee recruitment portal.

Director Rachel Roy shared her thoughts on the importance of including DEI goals and strategy into recruitment to make sure that all voices are included at the Board table. Chair Lisa Dominato added that diversity made need to be reflected better in the policy. Shelley Frost said that they would take this draft away and include the elements of today's discussion. Final policy to come to the Board later this year.

6. NEXT BOARD MEETINGS

It was agreed that the next Board of Directors meetings would be December 1, 2022 (In Camera, Business and Public Portions).

7. NEW BUSINESS

None

8. ADJOURNMENT OF BUSINESS PORTION OF MEETING

MOVED by Director Maury Kask

SECONDED by Director Paul Mochrie

Resolved that the Business Portion of the Board of Directors meeting be adjourned at 11:06am.

CARRIED UNANIMOUSLY