

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS' MEETING
THURSDAY OCTOBER 31, 2024
11:30am – Virtual (via Teams)
Business Portion**

MINUTES

Chair Kirby-Yung called the meeting to order at 11:30am

Present: Sarah Kirby-Yung, Chair
Steve Jackson, Vice Chair
Raj Sihota, Director
Paul Mochrie, Director
Maury Kask, Director
Ty Speer, Director
Armin Amrolia, Director

Shelley Frost, President & CEO
Karen Massicotte, Vice President, Sales and Marketing
Shauna Wilton, Vice President, Operations
Ming Tian, Vice President, Facilities, Maintenance and Master Plan Projects
Salome Valente, Executive Assistant / Corporate Secretary
Stacy Shields, Vice President, People & Culture
Claire Wang, Vice President, Finance & Corporate Services

Regrets: Rachel Roy, Director

Guests: Venelin Kokalov – Revery
Marko Krilic – 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 Paul Mochrie
SECONDED by Director Armin Amrolia

Resolved that the agenda for the Business Portion of the Board of Directors meeting for Thursday October 31, 2024 is adopted.

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

MOVED by Director Maury Kask
SECONDED by Director Raj Sihota

Resolved that the minutes for the Public Portion of the Board of Directors meetings for Thursday July 25, 2024 are adopted.

CARRIED UNANIMOUSLY

3. PENDING BUSINESS

3.1 Year-Round Consultant Report Next Steps

As requested at that April 11, 2024, Board of Directors meeting, an update was provided on the Year-Round Consultants report on the timeline for completion, baseline of progress to date, and targeted end goals.

4. BOARD COMMITTEE UPDATES

3.1 Governance and Policy Committee

Director Maury Kask, Chair of the Governance and Policy Committee, updated that the committee met on October 2, 2024 and discussed the following:

- Reviewed the updated Committee Terms of Reference
- Reviewed the Cybersecurity plan
- Continuing to work on Board skills matrix and looking at asking each Board member to complete a skills assessment
- Worked on finalizing the list of agenda items for Board meetings that are for motions and which one are just for information purposes
- Reviewed the new Board Teams Channel

3.2 Audit and Finance Committee

Director Maury Kask, Interim Chair of the Audit and Finance Committee updated that the committee met on October 24, 2024 and all committee members were present. The Committee discussed the following:

- Detailed review of the Fair financials including historical financial data from 2016 - present, some of the negative variances and lower per caps
- Reviewed cashflow
- Reviewed the year-to-date financials
- Reviewed risk management
- Reviewed the new PS3400 accounting standard and how it affects the PNE

3.3 HR & Compensation Committee

Director Ty Speer, the Chair of the HR & Compensation Committee, updated that there were two meetings in the last couple of months

- One of the meetings consisted of the whole committee discussing the results of the CEO Evaluation survey
- The other meeting was just with himself, Chair Sarah Kirby-Yung and Shelley Frost to debrief the results of the CEO Evaluation Survey with Shelley Frost and to discuss making forward goals more specific
- Director Ty Speer added that the Board survey on performance was positive and that the committee was happy with the results

5. MATTERS ADOPTED ON CONSENT

Moved by Director Maury Kask
Seconded by Director Raj Sihota

Resolved that the Board of Directors adopt Reports, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9 and 5.10 on consent.

CARRIED UNANIMOUSLY

6. DISCUSSIONS/DECISIONS

6.1 Amphitheatre Project Update

6.1.1 Revery Presentation

Venelin Kokalov from Revery Architecture delivered a presentation on the design status of the Amphitheatre project.

6.1.2 Project Status

The status of the Amphitheatre project budget and schedule was provided in the Board of Directors packages for review. Director Armin Amrolia and Shelley Frost reviewed the budget and highlighted key areas.

7.2 September 2024 Financial Statements + Year End Projections

The year-to-date financials were provided in the Board of Directors packages for review. Shelley Frost and Claire Wang reviewed the financials and highlighted key areas.

Director Maury Kask enquired about the plan to right size the budget. Shelley Frost replied that currently the revenue targets that are being set are too aggressive and 2025 will be based on 2-year actuals with limited room for speculative revenue.

Chair Sarah Kirby-Yung noted the need to balance delivering a good event and setting a realistic budget.

Director Ty Speer noted that every year weather is going to be a factor and noted the need to prioritize having a weather contingency plan.

Director Paul Mochrie enquired about what factors contributed to year-round events portfolio not meeting budget. Karen Massicotte replied that there were several centre grounds festival concerts scheduled that were cancelled and a significant rental that was also cancelled.

Chair Sarah Kirby-Yung enquired if there was any additional information on some of the areas where revenue targets were not met and is the PNE providing the right value proposition. Shelley Frost replied that there were promotions to increase attendance but concert attendance were down due to cancelled and rescheduled shows, food was down and so was discretionary spending on

games. Karen Massicotte noted that from the research that was done, the PNE learned that young people, younger families or those people new to Vancouver don't have the same tradition of coming every year as people who grew up in the lower mainland. Karen Massicotte added that the PNE is working on solutions to attract new demographics of guests and have also sent out post event surveys to measure guest satisfaction.

6.3 Hastings Park Billboard Signage

A briefing memo for informational purposes related to billboards at Hastings Park was provided with the Board of Directors packages for review. Shelley Frost reviewed the briefing memo.

Chair Sarah Kirby-Yung added that the PNE should not be prevented from moving forward acknowledging that the City of Vancouver is also looking at its options. Due diligence is still needed but the ability is potentially there for the PNE to be able to move forward.

Vice Chair Steve Jackson enquired on the next steps. Shelley Frost replied that the next step is to work with the City of Vancouver to address any hurdles and then come back to the Board of Directors with recommendations.

6.4 CEWS/THRP Appeal

An update on the CEWS/THRP appeal was provided in the Board of Directors packages for review. Shelley reviewed the update and the decision options.

Director Maury Kask enquired if there is a repayment plan if the PNE went that route. Shelley Frost replied that they might request a two-year payback but that would likely limit options for interest relief and increase interest owed.

7. **NEXT BOARD MEETINGS**

It was agreed that the next Board of Directors meeting would be January 30, 2024 (In Camera, Business and Public Portions)

8. **NEW BUSINESS**

None

9. **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 1:14pm

CARRIED UNANIMOUSLY