

**PACIFIC NATIONAL EXHIBITION
BOARD OF DIRECTORS MEETING
THURSDAY MAY 23, 2024
3:00pm – PNE Hastings Room
Business Portion**

M I N U T E S

Chair Kirby-Yung called the meeting to order at 3:16pm

Present: Sarah Kirby-Yung, Chair
Steve Jackson, Vice Chair
Raj Sihota, Director
Paul Mochrie, Director
Rachel Roy, 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

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 Ty Speer
SECONDED by Director Raj Sihota**

Resolved that the agenda for the Business Portion of the Board of Directors meeting for Thursday May 23, 2024 is adopted.

CARRIED UNANIMOUSLY

2. ADOPTION OF MINUTES

**MOVED by Director Ty Speer
SECONDED by Director Rachel Roy**

Resolved that the minutes for the Business Portions of the Board of Directors meetings for Thursday April 11, 2024 are adopted.

CARRIED UNANIMOUSLY

3. PENDING BUSINESS

3.1 Review Master Plan

On today's agenda for discussion.

3.2 Strategic Plan Revisions

The Board of Directors agreed with the staff's recommendation to defer this item to the July meeting.

4. BOARD COMMITTEE UPDATES

3.1 Governance and Policy Committee

Director Maury Kask, Chair of the Governance and Policy Committee updated that the committee would be meeting following the Board of Directors meeting to discuss the following:

- Review Board Policies
- Review Board and Committee Terms of Reference
- Data Governance Policy
- Board Risk Tolerance Statement
- Review of what items should be for Board information versus approval
- Need for a Financial Policy

3.2 HR & Compensation Committee

Director Ty Speer, the Chair of the HR & Compensation Committee updated that the committee would be meeting next week and that Chair Sarah Kirby-Yung and himself met with Shelley Frost earlier this week to debrief the results of the 2022 CEO Evaluation Survey. Director Ty Speer added that that the 2023 CEO survey would be coming out soon and the goal would be to build a tighter calendar to be able to provide feedback and direction to the CEO in a more timelier manner.

3.3 Audit and Finance Committee

Director Patrice Impey, Chair of the Audit and Finance Committee updated that the committee met last week and discussed the following items:

- KPMG attended the meeting and reviewed the audit plan.
- Reviewed the 2023/24 operating and capital budgets.
- Reviewed PCI Compliance
- Discussed the need for a Finance policy framework.
- Discussed PNE investments into new systems and the committee has requested a summary of efficiencies from those investments as a goal for the new VP of Finance

5. MATTERS ADOPTED ON CONSENT

Moved by Director Paul Mochrie
Seconded by Director Rachel Roy

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

CARRIED UNANIMOUSLY

5.9 Foundations Event Summary

Karen Massicotte shared that the two-day event that took place over the weekend in Centre Grounds was an overall success. Karen Massicotte noted that the PNE did bring in their own sound management team to work with the promoter and that the sound did stay within the by-laws, but sound did carry over the Forum which was not expected and something that the team will be working on for future events. Karen Massicotte also shared that despite being within bylaw, there were some neighbourhood concerns emailed and called in but less than other shows of this type and all neighbours have been contacted.

6. DISCUSSIONS/DECISIONS

6.1 Master Plan Overview

An overview of the Master Plan was provided in the Board of Directors packages for review. Shelley Frost delivered the presentation.

6.2 Facilitated Session on Master Plan

Following the presentation of the Master Plan, the Board partook in a facilitated session with a consultant.

7. NEXT BOARD MEETINGS

It was agreed that the next Board of Directors meetings would be July 25, 2024 (In Camera and Business portions, and December 2, 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 Rachel Roy

Resolved that the Business Portion of the Board of Directors meeting be adjourned at 5:48pm

CARRIED UNANIMOUSLY