

**PACIFIC NATIONAL EXHIBITION  
BOARD OF DIRECTORS' MEETING  
THURSDAY JULY 25, 2024  
10:30am – Virtual (via Teams)  
Business Portion**

**MINUTES**

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Chair Kirby-Yung called the meeting to order at 10:45am

Present: Sarah Kirby-Yung, 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

Regrets: Steve Jackson, Vice Chair  
Claire Wang, Vice President, Finance & Corporate Services

Guest: Dilraj Saini, Director IT

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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 Paul Mochrie**

**Resolved that** the agenda for the Business Portion of the Board of Directors meeting for Thursday July 25, 2024 is adopted.

**CARRIED UNANIMOUSLY**

**2. ADOPTION OF MINUTES (Business Portion) – Thursday May 23, 2024**

**MOVED by Director Paul Mochrie  
SECONDED by Director Maury Kask**

**Resolved that** the minutes for the Business Portion of the Board of Directors meetings for Thursday May 23, 2024 are adopted.

**CARRIED UNANIMOUSLY**

3. **ADOPTION OF MINUTES (Public Portion) – Thursday May 23, 2024**

**MOVED** by Director Paul Mochrie  
**SECONDED** by Director Rachel Roy

**Resolved that** the minutes for the Public Portion of the Board of Directors meetings for Thursday May 23, 2024 are adopted.

**CARRIED UNANIMOUSLY**

4. **PENDING BUSINESS**

NONE

5. **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 June 24<sup>th</sup> and all committee members were present. The Committee discussed the following:

- Reviewed revised Board Policies
- Upcoming Board terms that are expiry (Raj Sihota & Maury Kask)
- Board Skill Matrix
- Trying to make Board meetings more efficient by differentiating between what is a motion and what is just for information
- Upcoming work plans
  - Financial Policy
  - Risk Management

3.2 HR & Compensation Committee

Director Ty Speer, the Chair of the HR & Compensation Committee, updated that the next piece of work would be for him and the Chair of the Board to meeting with Shelley Frost to review the feedback of the CEO Evaluation Survey.

3.3 Audit and Finance Committee

Director Maury Kask, Interim Chair of the Audit and Finance Committee updated that the committee had met that morning to review in detail the audited financials with the KPMG Auditors. Director Maury Kask added that it was a clean audit, and the committee is recommending approval of the audited financials.

Director Maury Kask also updated that the Committee reviewed the year-to-date financials, cash flows, line of credit and an update on the TRF Federal funding.

## 6. MATTERS ADOPTED ON CONSENT

Moved by Director Rachel Roy  
Seconded by Director Maury Kask

**Resolved that** the Board of Directors adopt Reports, 5.1, 5.2, 5.3.1, 5.3.4, 5.3.6, 5.3.7, 5.3.8, 5.3.8, 5.3.9, and 5.3.10 on consent.

### CARRIED UNANIMOUSLY

#### 5.3.2 Cannabis Festival Update

Director Paul Mochrie inquired on how the Vancouver anti-smoking by-law will impact this festival. Karen Massicotte replied that this is a private event and therefore attendees will be able to smoke in designated areas only. Director Paul Mochrie noted that the PNE could be liable for a fine since there is no smoking in parks. Director Rachel Roy noted that the PNE is not part of the Park Board designation of parks and is not listed in the Vancouver Charter as a park. Shelley Frost noted that the PNE does have designated smoking areas during the Fair and in Playland but the PNE would consult with the City of Vancouver legal department to ensure that the PNE continues to comply with by-laws.

Director Raj Sihota shared that even if the festival can be held at Hastings Park legally, that the optics could be a challenge. Karen Massicotte added that the PNE would not be the first to host a cannabis festival and noted that Cowichan on Vancouver Island has hosted this event more than once.

Director Ty Speer shared that there had been discussions in the past on 4/20 and that the PNE did not want to be a part of that and therefore having this event may open up those conversations again. Shelley Frost noted that what is being proposed is very different than the uncontrolled 4/20 event that traditionally happens in Vancouver and was looking to move to Hastings Park. Shelley Frost also indicated that while the Board approved not hosting the 4/20 protest onsite, the PNE also outlined under what strict conditions the PNE would consider hosting a cannabis event. In this case, the event producer is meeting all the criteria as set out by the PNE at that March 2019 Board meeting. Karen Massicotte noted that the PNE is committed to ensuring all PNE event criteria are met, and that both PNE and the promoter do everything as required by bylaw and cannabis legislation. Director Ty Speer added that from the outside looking in people may not see the difference between this and 4/20. Shelley Frost added that a decision has not been made as to whether to proceed with the event or not and updates can be brought back to the Board as they are available.

#### 5.3.3 Fair Marketing Plan

Director Maury Kask inquired on the base line of awareness and purchase considerations. Karen Massicotte replied that the PNE tracks awareness through research and tracks purchase behavior with ad conversion. Director Maury Kask also asked if past campaign analyses have been done. Karen Massicotte replied that it is done across all properties and on a weekly basis when launching new promotions.

### 5.3.5 Playland Season Update

Director Rachel Roy inquired about the group sales numbers and if that will affect the Fair and if the low Playland attendance will mean low numbers for the Fair. Karen Massicotte replied that spending and buying trends are being monitored and currently there are 14 BBQs confirmed for the Fair. Shelley Frost added that staff are looking into the low numbers in Playland including factors like the recent extreme heat.

Chair Sarah Kirby-Yung inquired if the PNE had looked into timed admission for the rides to help with long lines. Shelley Frost replied that it is something the PNE is looking at.

## 7. DISCUSSIONS/DECISIONS

### 7.1 2023 Audited Financial Statements – March 31, 2024

The 2023 Fiscal Year Audited Financial Statements were provided in the Board of Directors packages for review.

**MOVED by Director Maury Kask**  
**SECONDED by Director Ty Speer**

**Resolved that** the Pacific National Exhibition's 2023 Fiscal Year Audited Financial Statements be approved.

**CARRIED UNANIMOUSLY**

### 7.2 Cybersecurity Presentation

A presentation on the PNE's approach to Cybersecurity was provided in the Board of Directors packages for review. Dilraj Saini, the PNE's Director of IT delivered the presentation.

Director Rachel Roy inquired about the Incident Response Management plan and enquired as to whether the PNE conducted Penetration testing. Dilraj Saini replied that MNP performs AVS scans for the PNE, an incident response policy is in place with training planned for later in the year and penetration testing is planned for 2025.

Director Maury Kask inquired about how thumb drives are monitored. Dilraj Saini replied that it's part of the PNE's endpoint scans for anything that goes into a laptop. Director Maury Kask asked if there is a vulnerability if a mad employee downloads a bunch of data onto the thumb drive. Dilraj Saini replied that currently staff are able to download information to a thumb drive. This will continue to be looked at.

Director Paul Mochrie inquired if there is a roadmap going forward for investments that need to be made. Dilraj Saini replied that the last two slides show the roadmap and there is a 3 year IT capital plan to support.

Director Paul Mochrie suggested having an outside group do an evaluation on the PNE's Cybersecurity.

### 7.3 Strategic Plan Approval

The updated Strategic Plan was provided in the Board of Directors packages for review.

The Board of Directors agreed that staff did a good job incorporating all the feedback from the Board from the last meeting.

**MOVED by Director Rachel Roy**  
**SECONDED by Director Armin Amrolia**

**Resolved that** the PNE Board of Directors approve the PNE's 2025 – 2027 3-year strategic plan as presented by management. This will allow management to continue to build out tactics and measures for the 2025 business planning cycle.

**CARRIED UNANIMOUSLY**

### 7.4 Amphitheatre Name

Karen Massicotte delivered the presentation on the new name of the Amphitheatre. The Board of Directors shared that they liked the new name.

### 7.5 Master Plan Next Steps

Shelley Frost shared that she would be looking at bringing in a new consultant to work with the Board of Directors on the next steps of the Master Plan targeting the October Board meeting for next discussion.

## 8. **NEXT BOARD MEETINGS**

It was agreed that the next Board of Directors meeting would be December 2, 2024 (In Camera, Business and Public Portions)

## 9. **NEW BUSINESS**

None

## 10. **ADJOURNMENT OF BUSINESS PORTION OF MEETING**

**MOVED by Director Rachel Roy**  
**SECONDED by Director Maury Kask**

**Resolved that** the Business Portion of the Board of Directors meeting be adjourned at 12:36pm

**CARRIED UNANIMOUSLY**