

MINUTES
MEETING OF THE BOARD OF DIRECTORS
CASA LOMA CORPORATION
City Hall – 8th Floor East – Boardroom “A”
Friday, April 26, 2013 – 9:30 a.m.

The Board of Directors of Casa Loma Corporation met at City Hall on Friday, April 26, 2013.

PRESENT: Michael H. Williams/Chair/General Manager/EDC-City
Terry Nicholson, Interim Executive Director/Cultural Services/EDC-City
Josie Scioli, Chief Corporate Officer-City
Mike St. Amant, Director/Accounting Services-City
Dianne Young, Chief Executive Officer/Exhibition Place

ATTENDING: Eva Pyatt, Chief Executive Officer/Casa Loma
Kelly Ng, Chief Financial Officer/Casa Loma
Fatima Scagnol, Corporate Secretary/Casa Loma

Mike Williams presided, and Fatima Scagnol acted as Secretary to the meeting. The meeting was called to order at 9:35 a.m.

Before proceeding with the regular business of the meeting, the Chair requested members to indicate the report on the public agenda wherein they have an interest, together with the nature of the interest. None were declared.

1. **MINUTES OF PREVIOUS MEETING**

On motion duly made by Dianne Young, seconded by Terry Nicholson, and **CARRIED**, it was **RESOLVED** that the Minutes of the Board of Directors of Casa Loma Corporation held on Friday, March 1, 2013, be **VERIFIED**, in the form distributed to the members.

2. **2012 ANNUAL REPORT – CASA LOMA CORPORATION**

A revised 2012 Annual Report was distributed wherein the list of Board members was placed in alphabetical order and the list of Corporate Meeting and Event Clients updated.

On motion duly made by Mike St. Amant, seconded by Josie Scioli, and **CARRIED**, it was **RESOLVED** that the 2012 Annual Report for Casa Loma Corporation attached to Report No. 2 dated April 20, 2013 from the Chief Executive Officer, be received for **INFORMATION**; and **FURTHER** that Eva Pyatt and her staff be applauded for a successful 2012.

3. **FINANCIAL REPORTS – MARCH 2013 – CASA LOMA**

Kelly Ng reported that the \$1,120,853 listed in Appendix “A” was \$1,500,000 as of today’s date and proposed to transfer \$500,000 to Capital Funding wherein at year end the total in the account would now be \$2.1 Million.

Kelly Ng further reported that March was a strong month for Casa Loma as outlined in Appendix “C”, however for the months of January and February, Casa Loma was below 2012 but still ahead of budget in these two months.

On motion duly made by Terry Nicholson, seconded by Dianne Young, and **CARRIED**, it was **RESOLVED** that Report No. 3 dated February 25, 2013 and the Confidential Attachment 1, attached to subject report, from the Chief Executive Officer with respect to the Financial Reports for Casa Loma as at March 2013, be received for **INFORMATION**; and **FURTHER** that the CFO be **authorized** to transfer \$500,000 to the Capital Funds Account; and that all staff be applauded for their efforts.

4. **CHIEF EXECUTIVE OFFICER'S REPORT – APRIL 2013**

Eva Pyatt reported the following:

- April attendance to Casa Loma is down about 20% which is probably due to the recent weather and that staff were hoping to reach the same numbers as in April 2012;
- CN Tower and AGO are also experiencing soft April attendance;
- Science Centre is doing well given their recent exhibit;
- Medieval Times attendance is up;
- Casa Loma attendance is judged against CN Tower;
- catering revenue is on target;
- three staff resignations have been received; and
- the donation to Casa Loma left in a will by Gerald Yanke in the amount of \$200,000 will be reported in detail to the next meeting of the Board.

Dianne Young offered to speak with the CNE re a marketing staff person and Mike Williams suggested a secondment from the City.

On motion duly made by Josie Scioli, seconded by Mike St. Amant, and **CARRIED**, it was **RESOLVED** that Report No. 4 with respect to the Chief Executive Officer's Report as at April 26, 2013, be received for **INFORMATION**.

5. **REQUEST FOR PROPOSALS – CASA LOMA**

Mike Williams suggested, and members agreed, that a discussion take place with respect to the upcoming RFP prior to considering Report No. 5.

Mike Williams reported that due to the current workload, Josie Scioli will not be a member of the RFP Committee and recommended that the RFP Committee consist of himself, Terry Nicholson, Mike St. Amant, Dianne Young, and Eva Pyatt.

Eva Pyatt reported that:

- the RFP is being delivered to the proponents on Monday, April 29th;
- on May 13th there will be a question/answer session with the proponents wherein tenants of Casa Loma will also be invited to attend;
- both Mike Williams and Terry Nicholson will be in attendance;
- that the RFP will close on June 26th which is the date chosen given the “fairness session” needs to take place prior to the RFP closing date; and
- that Lyle Hall is preparing all the financials and paperwork.

Mike Williams reported that on May 14th a “closed session” will be held with only the proponents and relevant staff wherein specific questions can be asked by the proponents. He further confirmed that the RFP Committee is meeting on Tuesday, June 25th at 4 pm to 5:30 pm re the “fairness session”, and then on Thursday, July 11th at 11:30 am to 5 pm for review of the RFPs.

Mike Williams reported that the target date for the Board's recommendations to City Executive is September 24th, hence the report is required to be submitted to the City Manager the first week of September, if not earlier.

Eva Pyatt reported that she preferred a "draft lease" be attached to the RFP to provide the proponents an idea of what type of details would be in a lease, however City legal staff have been on vacation. She further added that Barb Cappell has offered to draft a lease which will be circulated to the RFP Committee and at the May 14th session with the proponents, a copy will be made available.

On motion duly made by Mike St. Amant, seconded by Terry Nicholson, and **CARRIED**, it was **RESOLVED** that the oral report provided by the Chair and the CEO with respect to the Request for Proposals, be received for **INFORMATION**; and **FURTHER** that Terry Nicholson, Eva Pyatt, Mike St. Amant, Mike Williams and Dianne Young be **appointed** to the RFP Committee.

6. **REQUEST FOR EXPRESSION OF INTEREST (REOI) TO IDENTIFY
USES FOR CASA LOMA COMPLEX NORTH OF AUSTIN TERRACE - UPDATE**

On motion duly made by Josie Scioli, seconded by Dianne Young, and **CARRIED**, it was **RESOLVED** that Report No. 5 dated April 20, 2013 from the Chief Executive Officer, be **APPROVED**, thereby authorizing that the Request for Expression of Interest for the Casa Loma North of Austin complex be deferred until the City's Economic Development and Culture Division develops a comprehensive plan for a Museum of Toronto and the Board concludes the current RFP process to improve, lease and operate the main house and grounds.

7. **DATE OF NEXT MEETING**

The next regular meeting of the Board is scheduled to be held on **Thursday, July 11, 2013 at 10:30 a.m. at City Hall.**

ADJOURNMENT

The Chair thanked everyone for attending and given there was no further business, the Chair adjourned the meeting at 11:00 a.m.

(Copies of the communications, reports and other documents referred to in the minutes of this meeting have been distributed to the members and copies thereof inserted as schedules to the official minutes of the proceedings of this meeting of the Board.)

Corporate Secretary

Chair

VERIFIED at a meeting of the Board of Directors of Casa Loma Corporation held on the ____ day of _____, 2013.

Chair