



KEYSTONE AGRICULTURAL & RECREATIONAL CENTRE INC.

REGULAR MEETING
Thursday, November 23, 2023
6:30 PM Meeting

Minutes

Present: Bruce Luebke, Jordan Trotter, Barry Cooper, Greg Malazdrewicz, Katie Kerkowich, Jaime Hall, Clarke Swain, Spencer Day, Glen Parker, Javier Vargas

Staff: Connie Lawrence, Dan Robertson

Guests: None

Via Teams: Spencer Day

Regrets: None

1. Call to Order **Bruce Luebke** called the meeting to order at 6:31 pm.

2. Adoption of Agenda

Motion: Malazdrewicz/Trotter to adopt the Agenda as amended.

Carried

3. Confirmation of Minutes

a. Adoption of the Minutes of the regular meeting of the Board of Directors held October 25, 2023.

Motion: Parker/Trotter to approve the minutes of the October 25, 2023 Board Meeting as presented.

Carried

4. Hearing of Presentations and Delegations

None.

5. Communications & Petitions
 - a. Ron Cornell – Brandon Pickleball Association – letter received for consideration
 - b. Morris Mott – Manitoba Hockey Hall of Fame Ceremony (December 10, 2023) in Winnipeg Lubke to attend.

6. In-Camera (Committee of the Whole)

Motion: Cooper/Trotter “to move in camera.” Keystone Staff left the room.
Carried

Motion: Trotter/Parker “that the Board move out of camera.”
Carried

7. Administrative Reports

- a. Director of Finance

- Robertson gave financial report for the two months ending September 30th, 2023.
- Net Loss on operations for the two months ended Sept 30, 2023 was (\$512,598) compared to a budgeted loss of (\$380,520). This unfavorable variance is mostly due to a loss from Food and Beverage sales of (\$134,881), which is operated by Sodexo.

- b. CEO & GM

- Lawrence gave update on events through to the end of December.
- She provided information on issues concerning Sodexo and informed board we have spoken to our lawyer.
- Master Site Plan Engagement Session is November 19th and 20th
- Efficiency Manitoba (EM) - Upon review of initial criteria EM were willing to fund approximately \$6,600.00; however, after further review they found that the Curling Club project meets the requirements of a different program. Instead of the funding amount of \$6,600 it has been reclassified to be funded at 100%. Which means we should expect a payment of over \$43,300.00.
- Signage Changes are underway with new logo – media release for logo

8. Reports of Committees

- a. Executive Committee

Lubke provided update on GM search, final candidates to be interviewed on December 16th.

- b. Finance & Administrative Affairs.

Greg Malazdrewicz gave report discussing concerns related to cashflow and provided an update on the audit process.

c. Governance & Nominating Committee

The Committee did not meet. A discussion was had relating to the process for Board appointments.

9. Enquiries

None

10. Old Business

a. Master Site Plan

- i. Update on Process – Lubke gave report on the progress of the site master plan. There was a discussion about the Board of Directors doing the master site plan survey that was shared with stakeholders.
- ii. Phase One Environmental Assessment – was discussed and motion presented to proceed with geotechnical evaluation of the part of the site south of Queens Avenue entrance and west of the road that runs north and south on the site.

Motion: Cooper/Parker “The Keystone Centre Board of Directors approve expenditure of up to \$10,000 to have a Phase One Environmental Assessment undertaken on a portion of the Keystone Centre property known as Parcel ‘A’ and Parcel ‘B’ as outlined in Additional Info below.”

Carried

- iii. Motion to send a Letter to Province of Manitoba, City of Brandon and Provincial Exhibition requesting a Memorandum of Understanding from Members to move forward with exploring land usage opportunities.

Motion: Trotter/Cooper “that The Keystone Centre Board of Directors allow the Executive Committee to draft a letter to request the Province of Manitoba, City of Brandon and Provincial Exhibition of Manitoba explore a Memorandum of Understanding to allow land usage opportunities on the Keystone Centre grounds.”

Carried

11. New Business

- a. Sodexo Agreement – management provided information related to the agreement with Sodexo and issues currently negatively affecting the Keystone Centre.
- b. Motion to transfer \$500,000 from capital account to operating account to cover overdraft.

Motion: Malazdrewicz/Trotter “The Keystone Centre Board of Directors approves the transfer of \$500,000 from the Keystone Centre’s capital account to the Keystone Centre’s operating account, with repayment to occur no later than April 30, 2024.”

Carried

- c. Letter to the Province of Manitoba and the City of Brandon requesting an extension of the Keystone Centre's line of credit to \$2,000,000.00.

Motion: Trotter/Vargas "The Keystone Centre Board of Directors make a request to the Province of Manitoba and City of Brandon to increase the operating line of credit with our financial institution to \$2,000,000."

Carried

- d. Motion to cost-share (1/3 to Keystone Centre) roof replacement of the Trade Fair Building with the Provincial Exhibition of Manitoba and to hold joint fund raising event. Referred to Finance and Administrative Affairs Committee.

Motion: Trotter/Swain "The Keystone Centre Board of Directors defer the matter of cost-sharing the roof replacement of the Trade Fair Building with the Provincial Exhibition of Manitoba to the Finance Committee to review and provide a recommendation to the Board of Directors."

Carried

- e. Motion – Establishment of Committee – attachment of Rationale for Financial and Operational Analysis

Motion: Malazdrewicz/Trotter "The Keystone Centre Board of Directors allow the establishment of a volunteer committee to investigate questions relating to corporate vision posed by Greg Malazdrewicz to the Executive Committee on October 29, 2023, and provide a report to the Board for consideration. This report could then be reconciled with the Master Site Plan."

Carried

- f. Recommendation to Members for three at-large Board positions (all two-year terms).

Motion: Cooper/Swain "The Keystone Centre Board of Directors recommends to the Members the appointment of the following Members-at-Large to the Keystone Centre Board of Directors.

- Jamie Hall (January 2024 – January 2026)
- Javier Vargas (January 2024 – January 2026)
- Greg Malazdrewicz (January 2024 – January 2026)

Carried

- g. Recommendation to the Board of Directors for Chair of Finance & Administrative Affairs Committee and Chair of Governance & Nominating Committee for 2024 be made at the next Board Meeting.

12. Giving of Notice
None.

13. Announcements.

- i) Special Meeting of the Board of Directors on Saturday December 16, 2023 at 10:00am in the Pioneer Lounge at the Keystone Centre.
- ii) Annual General Meeting is Thursday, January 11th, 2024 at 7:00pm in the Assembly Hall.
- iii) Next meeting of the Keystone Centre Board of Directors is Thursday, January 25, 2024, at 6:30pm.

14. Adjournment

Motion: Malazdrewicz/Trotter to adjourn at 9:20 PM.

Reviewed and Approved by: _____

Printed Name: _____