

**Minutes of the Meeting held on**

February 17, 2017

Montreal, QC

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**Members of the Board present:**

Rémi Racine, Chairperson of the Board  
Hubert T. Lacroix, President and CEO  
Edward Boyd  
Robert Jeffery  
Terrence Leier  
Maureen McCaw

**Members of the Board absent:**

Marni Larkin  
Norman May  
Marlie Oden

**In attendance:**

Sylvie Gadoury, Vice-President, Legal Services, General Counsel and Corporate Secretary  
Stéphanie Duquette, Executive Director, Legal Services, Corporate Secretariat & ATIP  
Marie-Claude Ferland, Chief of Staff to the President and CEO  
Tranquillo Marrocco, Associate Corporate Secretary

**Also participating:**

Steven Guiton, Executive Vice-President, Media Technology & Infrastructure Service (Item 5)  
Judith Purves, Executive Vice-President and Chief Financial Officer (Item 3)

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**Opening of the Meeting**

At 10:45 a.m., the Chairperson called the meeting to order.

## 1. In Camera Session with the President and CEO

The Board met in camera, with Sylvie Gadoury in attendance for part of it, to discuss various matters.

## 2. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Minutes of the following Board of Directors meetings be approved: January 11, 2017, and January 26, 2017.

## 3. Audit Committee Report

Rob Jeffery reported on the matters discussed at the meeting of the Audit Committee held on February 16, 2017, including the quarterly financial report,

the 2017-18 internal audit plan (which is a 2 year plan instead of the usual 3 year plan), the 2017-18 key risks and action plan, an instance of fraud reported to the Committee, the appointment of a Trustee to the Pension Board of Trustees, and the English Services Ad placement contract. He also brought to the Board's attention to the results of the internal audit of Global Mobility Practices.

Board members inquired about the fraud incident.

### 3.1 Budgetary Report Summary

There was no discussion on this matter.

### 3.2 2016-2017 Q2 Financial Report

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That the Corporation's Financial Report for the quarter ended December 31, 2016, be issued.

### 3.3 Pension Board of Trustees Appointment

Board members discussed the level of expertise of the trustees of the Pension Board of Trustees.

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That Marie-Andrée Charron be appointed to the CBC Pension Board of Trustees in replacement of Isabelle Doyon, effective April 1, 2017.

### 3.4 Ad Placement Contract – English Services

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That the President and Chief Executive Officer, together with the Executive Vice-President, English Services, or their delegates, be authorized to enter into and execute a contract with Initiative for media buying services on the terms and conditions essentially similar to those presented at the meeting.

## **4. Human Resources and Governance Committee Report**

Ted Boyd reported on the matters discussed at the meeting of the Human Resources and Governance Committee held on February 16, 2017, including the results of the employee engagement survey, the initiatives undertaken with respect to culture change and organizational values, the status of the organizational design project, and

Board members inquired about the amount of ad revenues generated by the sales team, the sales team's involvement with the Olympic Games, and

## **5. Infrastructure Committee Report**

Since Board members attended the Infrastructure Committee meeting held earlier on February 17, 2017, this item was dispensed with.

## **6. Varia & In Camera Session (Independent Directors)**

The independent Directors met in camera to discuss various matters.

## **7. Information Items**

7.1. MRC Project Leasehold Improvements

**Adjournment**

At 11:55 a.m., the meeting was adjourned.