



BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

Minutes of the Meeting held on

May 14-15, 2014

Montreal, Quebec

Members of the Board present:

Rémi Racine, Chairperson of the Board
Hubert T. Lacroix, President and Chief Executive Officer
Edward Boyd
Peter D. Charbonneau
Cecil Hawkins
Marni Larkin
Maureen McCaw
Brian Mitchell
Marlie Oden

Members of the Board absent:

George Cooper
Terry Leier
Pierre Gingras

In attendance:

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel
Stéphanie Duquette, Chief of Staff to the President and CEO
Tranquillo Marrocco, Associate Corporate Secretary

Also participating:

Bill Chambers, Vice-President, Brand, Communications and Corporate Affairs
(Items 1 and 7)
Heather Conway, Executive Vice-President, English Services (Item 1)
Steven Guiton, Vice President, Technology and Chief Regulatory Officer (Items 1 and 3)
Louis Lalande, Executive Vice-President, French Services (Item 1)
Suzanne Morris, Vice-President and Chief Financial Officer (Item 1)
Roula Zaarour, Vice-President, People and Culture (Items 1, 4 and 8)
Heaton Dyer, Executive Director, Finance and Strategy, English Services (Item 1e)
Jennifer McGuire, General Manager and Editor in Chief, CBC News and Centres,
English Services (Item 1a)

Patricia Pleszczynska, Executive Director, Regional Services & ICI Radio-Canada Premiere,
French Services (Item 1a)

Benoit Villeneuve, General Manager, Finance and Administration, French Services (Item 1e)

Joanne Berry, Consultant, Berry Management Consulting Group (Item 1)

Opening of the Meeting

On May 14, 2014, at 12:30 p.m., the Chairperson called the meeting to order.

1. Strategic Planning Committee Report

s.18(b)

Ted Boyd provided a brief overview of the previous presentations to the Board and reported on the matters discussed at the meeting of the Strategic Planning Committee held on May 12, 2014.

s.21(1)(b)

Bill Chambers provided an overview of the strategy planning process and the work completed to date.

At 4:45 p.m., the meeting was suspended until May 15, 2014, at 2:25 p.m.

2. In Camera Session and President and CEO's Report

The Board first met in camera with the President and CEO present to discuss various matters.

3. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Minutes of the February 26, 2014, Board of Directors meeting be approved.

4. Infrastructure Committee Report

Rémi Racine and Maryse Bertrand provided an update on the recent developments with regards to the Maison de Radio-Canada Development Project, including anticipated additional further reductions in the functional plan requirements.

5. 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 May 15, 2014.

5.1 Calendar of Meetings

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the proposed 2015 calendar of meetings of the Board and its Committees be approved subject to the location of the regional meeting being determined by the Chairperson of the Board.

5.2 Committee Membership

Rémi Racine explained the rationale for the proposed change to the membership of the Audit Committee.

On the recommendation of Chairperson of the Board and the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That Cecil Hawkins be appointed a member of the Audit Committee.

5.4 Other Matters

Ted Boyd also reported that the Committee approved new criteria for designating a policy as "significant" and thereby requiring committee approval. He also encouraged Board members to complete the meeting feedback forms.

5.3 CEO Performance Evaluation

The independent members of the Board met in camera, with Roula Zaarour in attendance, to discuss the CEO's 2013-2014 Performance Evaluation.

The Chairperson reported to the Corporate Secretary for inclusion in the Minutes, that on the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the 2013-2014 performance review of Hubert T. Lacroix, including the ratings and narrative, be approved as recommended by the Human Resources and Governance Committee.

6. Varia & In Camera Session

The independent members of the Board met in camera to discuss various matters.

Adjournment

The meeting was adjourned on May 15, 2014, at 3:10 p.m.

Chair

Secretary