



BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

**Minutes of the Meeting held on**

May 14, 2015

Montreal, Quebec

 = by video conference

**Members of the Board present:**

Rémi Racine, Chairperson of the Board  
 Hubert T. Lacroix, President and Chief Executive Officer  
 Edward Boyd  
 Sonja Chong  
 Pierre Gingras  
 Rob Jeffery (as an observer pending his swearing in)  
 Marni Larkin  
 Terrence Leier  
 Maureen McCaw  
 Brian Mitchell  
 Marlie Oden


**Members of the Board absent:**

None

**In attendance:**

Stéphanie Duquette, Chief of Staff to the President and CEO  
 Sylvie Gadoury, Associate General Counsel, Media Law  
 Tranquillo Marrocco, Associate Corporate Secretary

**Also participating:**

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel  
 (Items 4 and 8)  
 Heather Conway, Executive Vice-President, English Services () (Item 8)  
 Judith Purves, Vice-President and Chief Financial Officer (Item 7)  
 Marc Y. Lapierre, Executive Director, Real Estate (Item 4)  
 Monique Marcotte, Acting Vice-President, People and Culture (Item 8)  
 (Item 7)  
 ) (Item 7)

## Opening of the In Camera Meeting

At 8:15 a.m., the Chairperson called the meeting to order.

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

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

### 2. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Minutes of the February 25, 2015, and the March 25 and 26, 2015, Board meetings be approved.

### 3.

This agenda item was withdrawn.

### 4. Infrastructure Committee Report

Maryse Bertrand provided an overview of the RFP's timelines, the meetings held with the Consortium throughout the process, and the proposal review process. She noted that the financial team reviewing the financial proposal was working separately from the technical team, and that both the financial team and the fairness monitor concluded that MédiaCité's Proposal. She also noted that, on May 6, 2015, the Infrastructure Committee was apprised of the key elements of the financial proposal and Management's rationale for refusing it.

### 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 13, 2015.

#### 5.2 Calendar of Meetings

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the proposed calendar of meetings of the Board and its Committees for 2016 be approved and that the 2016 Annual Public Meeting and regional Board meeting be held in Moncton, New Brunswick.

### 5.3 Communications Committee Terms of Reference

Ted Boyd and Marlie Oden explained the rationale for creating a Communications and Stakeholder Relations Committee and noted that the proposed Terms of Reference were amended by the Committee.

Board members inquired about the initiative's origin, the rationale for having a separate committee, the manner in which the Committee's business will be conducted so as to neither interfere in Management's areas of responsibility nor slow down the communications, the type of work the Committee will undertake, and the Committee's duration. Board members also noted that the Committee's membership should represent both Anglophone and Francophone points of view.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the Terms of Reference of the Communications and Stakeholder Relations Committee, as amended by the Committee, (see Appendix 1) be approved.

The Board then discussed the scope of the Committee's mandate, the need to accommodate demanding communications timelines, and the Committee's composition.

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That:

- (a) the Communications and Stakeholder Relations Committee be comprised of: Marlie Oden (Chairperson), Ted Boyd, Marni Larkin, and Rémi Racine;
- (b) Terrence Leier be removed from the Audit Committee and added to the Infrastructure Committee; and
- (c) Rob Jeffery be added to the Audit Committee.

### 5.1 Designation of an Acting President

Ted Boyd reported that the Committee had agreed to postpone consideration of this item to a future meeting.

Board members then met in camera, with Hubert T. Lacroix in attendance, to discuss the rationale for the proposed candidate.

### 5.4 CEO's 2014-15 Performance Assessment

Consideration of this matter was deferred to later in the meeting.

### 5.5 CEO's 2015-16 Objectives

Ted Boyd reported that the Committee had agreed to postpone consideration of this item to the next meeting.

## **6. Pan Am Games Banking Resolution**

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the 2015 Pan Am / Parapan Am Games Banking Resolution (see Appendix 2) be approved.

## 7. Organizational Design

Hubert T. Lacroix provided an overview of the organizational design at the Senior Executive Team level which was presented at the February 25, 2015, Board meeting.

Board members inquired about the degree of staff commitment to implement the organizational design changes, the timeline to complete the discussions and the communications to employees.

Hubert T. Lacroix presented, as an example of the rationale, the vision, and the guiding principles driving the re-organizational design of the Finance function. then described the targetted delivery model and organizational structure of the Finance function.

Board members inquired about examples of actual organizational or process changes, the implementation timeline, and who leads the transformation process. They also agreed that updates on the progress of the re-organization of the Finance function be provided to the Audit Committee.

## 8. Rubin Report

Hubert T. Lacroix and Monique Marcotte informed the Board that an action plan in response to the Report on the Workplace Investigation Regarding Jian Ghomeshi (the "Rubin Report") will be announced within the next few days.

They noted that the action plan's objective will be to create an environment where employees can disclose inappropriate behaviours and managers can respond appropriately.

Board members inquired about the existing policies, the manner in which employees are apprised of what if being done, the communications plan relating to the action plan, the union's reactions to the Rubin Report, the alignment with the Employee Assistance Program, how is viewed across the Corporation, changes in the workplace that have been undertaken in response to the report's findings, the undertaking of a Corporate-wide response, the issue of the initiatives that will be undertaken to address what

Management envisages as being successful outcomes within the next six months, and the Key Performance Indicators that will be put in place to monitor the workplace environment.

## 5, Human Resources and Governance Committee Report (continued)

### 5.4 CEO's 2014-15 Performance Assessment

The independent Directors met in camera to discuss the CEO'S 2014-15 Performance Assessment.

The Chairperson reported to the Corporate Secretary for inclusion in the Minutes that, during the in camera session, on the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the CEO's 2014-15 Performance Assessment be approved as reported by the Committee (see Exhibit A).

**9. Varia & In Camera Session**

The independent Directors met in camera to discuss various matters.

**10. Information Items**

10.1 Synopsis of the CRTC's *Let's Talk TV* Decisions

**Adjournment**

At 3:30 p.m., the meeting was adjourned.

**Appendices:**

- 1. Terms of Reference of the Communications and Stakeholder Relations Committee
- 2. 2015 Pan Am / Parapan Am Games Banking Resolution

**Exhibits:**

- 1. CEO's 2014-15 Performance Assessment

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Chair

\_\_\_\_\_  
Secretary

## **Appendix 1**

### **Terms of Reference of the Communications and Stakeholder Relations Committee**

#### **A. PURPOSE**

1. As a Crown Corporation with a public interest mandate, the Corporation must manage its relationships with a number of stakeholders including its employees and unions, governmental agencies, departments and ministries, municipalities, local communities, minority language and aboriginal communities, audiences, other media organizations and the Canadian public in general. The purpose of the Communications and Stakeholder Relations Committee (the "Committee") is to assist the Board in discharging its stewardship and oversight responsibilities with respect to the Corporation's significant communications and stakeholder relations strategies, policies, plans and initiatives.

#### **B. COMPOSITION**

1. The Committee shall consist of three to five members of the Board, none of whom may be officers or employees of the Corporation.
2. The Chairperson and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board.
3. The Chairperson of the Committee may designate another Committee member to be Acting Chairperson of the Committee when required.
4. A majority of members of the Committee shall constitute a quorum.
5. The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committee.

#### **C. DUTIES AND RESPONSIBILITIES**

1. The Committee's duties and responsibilities, which are delegated by, and are performed on behalf of, the Board, are subject to the powers and duties of the Board.
2. The Committee shall report to the Board on a regular basis all such action it has taken since the previous report.
3. The Committee shall approve or, when it deems it appropriate, shall recommend to the Board for approval:
  - a) the Corporation's significant communications and stakeholder relations strategies, policies and plans including the Annual Report, the Corporate plan and its summary; and
  - b) the communications plans that support the Corporation's strategic plans such as major workforce adjustments and others that are expected to have a significant impact on any group of stakeholders.
4. The Committee shall review or be apprised diligently of:

- a) any communication initiative that might significantly impact the Corporation's reputation or relations with stakeholders;
- b) public policy trends that might significantly impact the Corporation's relations and communications with its stakeholders; and
- c) its Terms of Reference periodically to ensure they continue to be appropriate and make recommendations to the Board if required.

#### **D. REGULAR MEETINGS & BUSINESS**

1. The Committee shall meet regularly at least twice a year and at such other times as may be requested by the Chairperson of the Committee.
2. The Chairperson of the Committee, in consultation with the Chairperson of the Board, the President and CEO and the Corporate Secretary (or their designated delegate), shall set the agenda for each meeting, which shall then be circulated to the members of the Committee.
3. Minutes of Committee meetings shall be available through the Corporate Secretary.

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**Appendix**  
**SCHEDULE OF REGULAR MEETINGS AND ASSOCIATED BUSINESS**  
(reports are annual unless otherwise indicated)  
(allocated time is in minutes unless otherwise indicated)

#### **JANUARY:**

**Review:**

- Corporate Plan

#### **MARCH/APRIL**

**Review:**

- Budgets' Communications Plan

#### **JUNE/JULY**

**Review:**

- Annual Report

## Appendix 2

### 2015 PAN AM / PARAPAN AM GAMES BANKING RESOLUTION

WHEREAS it is desired by Canadian Broadcasting Corporation (the “*Corporation*”) to authorize and empower certain officers or agents of the Corporation to make such banking arrangements for the purpose of managing the financial operations in relation to the Pan Am / Parapan Am Games as they may deem necessary and proper without further action on the part of the Directors of the Corporation.

IT IS RESOLVED THAT, until December 31, 2015:

1. The Canadian Imperial Bank of Commerce (the “*Bank*”) be appointed for the banking operations for the Pan Am / Parapan Am Games.
2. Any officers, agents and employees of the Corporation (as replaced from time to time pursuant to subparagraph 2(e) below), the “*Authorized Person(s)*” is/are authorized to do any one or more of the following on behalf of the Corporation, all to the extent indicated opposite their respective names on the instrument appointing them:
  - a) to open or close a deposit or other account with the Bank (the “*Account*”) and to sign authorization, set-up or other documentation and agreements with the Bank with respect to the Account and any services (including without limitation cash management services) or any other matter as such Authorized Person(s) in his, her or their sole discretion deem advisable or as the Bank may request including, without limitation, those providing for ratification of any signature or action on behalf of the Corporation;
  - b) to provide instructions to the Bank requesting changes of address and duplicate statements as such Authorized Person(s) may see fit and to obtain and provide receipts for all statements of account, all cheques and other vouchers, and all bills of exchange and negotiable and non-negotiable instruments not otherwise delivered to the Corporation;
  - c) to withdraw, transfer or order payment of any of the funds deposited in the Bank, and to otherwise bind or obligate the Corporation, in such amounts and on such terms as such Authorized Person(s) may see fit, by signing, ratifying or countermanding cheques, drafts, bills of exchange, undertakings or other instruments, orders or agreements for the payment of money by manual or facsimile signature or as further provided in any agreement between the Corporation and the Bank;
  - d) to issue written, telephonic, electronic or oral instructions with respect to the transfer or payment of funds of the Corporation on deposit with the Bank (or at any other financial institution) by manual, wire, electronic or other means, including without limitation instructions which may further delineate the extent of authority hereby granted;
  - e) to revoke or modify any or all of the authorizations herein and to authorize on behalf of the Corporation from time to time at his, her or their discretion other Authorized Person(s) to do all or any of the foregoing.
3. All authorities stated in the above paragraphs be granted to both the President & Chief Executive Officer and the Chief Financial Officer or anyone acting in that capacity, acting together.
4. All authorities stated in paragraph 2 above be delegated with the signatures of both the President & Chief Executive Officer and the Chief Financial Officer or their respective delegates.
5. The Corporation enters into such agreements, containing such indemnities and other provisions, as the Bank may require in respect of the foregoing.