

Minutes of the Meeting held on

August 20, 2015

By Conference Call

Members of the Board present:

Rémi Racine, Chairperson of the Board
Hubert T. Lacroix, President and CEO
Edward Boyd
Sonja Chong
Pierre Gingras
Robert Jeffery
Marni Larkin
Terrence Leier
Norman May
Maureen McCaw
Brian Mitchell
Marlie Oden

Members of the Board absent:

None

In attendance:

Sylvie Gadoury, Vice-President, Legal Services, General Counsel and Corporate Secretary
Tranquillo Marrocco, Associate Corporate Secretary

Also participating:

Judith Purves, Vice-President and Chief Financial Officer (Item 2)
Josée Girard, Vice-President, People and Culture (Items 3 and 4)
Monique Marcotte, Executive Director, Corporate Human Resources and Total Rewards,
People and Culture (Item 4)

1. Opening of the Meeting

At 3:30 p.m., the Chairperson called the meeting to order.

The independent directors proceeded to meet in camera to discuss various matters.

3. Audit Committee Report

Brian Mitchell reported on the matters discussed at the meeting of the Audit Committee held on August 20, 2015, including the quarterly financial results, the accounting issues and controls posture, the result of the fraud risk assessment, the quarterly internal audit report, the Risk Management Dashboard, and the transition of the internal audit services. He also reported that the Committee adopted a revised Internal Audit Charter and the 2015-16 Internal Audit Plan. Finally, he noted that with the full cooperation of management and the outgoing internal auditors, the transition of internal audit services proceeded smoothly.

3.1 Executive Summary of Financial Results

Board members inquired the extent of adoption of IFRS in Canada and the United States.

3.2 Quarterly Financial Report

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That the Corporation's financial report for the quarter ended June 30, 2015, be issued.

2. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Minutes of the June 23, 2015, Board of Directors meeting be approved.

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 August 20, 2015.

4.1. AR Negotiation Mandate

Josée Girard explained the rationale for the proposed

Board members inquired about the nature of the Canadian Industrial Relations Board's proceedings scheduled for this fall in relation to the restructuring of French Services' unions.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the bargaining mandate with the Association des Réaliseurs (AR) be approved as presented.

4.2 SET STIP Results

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, by majority vote, — That the 2014-2015 Short-Term Incentive Plan results for SET members be approved as presented.

4.3. 2015-16 CEO Objectives

Ted Boyd reported that all directors supported the proposed CEO's 2015-16 Objectives,

Hubert T. Lacroix then withdrew from the meeting to allow the Board to complete its consideration of the matter.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, with one member abstaining, — That the proposed 2015-2016 CEO's Performance Agreement be approved

6. Varia

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That Noman May be appointed to the Audit Committee.

Board members also noted that they wished to discuss further, at a subsequent meeting,

5. Status Report on Rubin Report

Monique Marcotte provided a progress report on management's action plan in response to the Rubin Report.

Board members inquired about best practices, the action plan's risks, and the level of commitment in English Services and French Services. They also requested that a progress report be provided on a quarterly basis.

7. Information Items

7.1 Quarterly Budgetary Management Report

7.2 Quarterly Risk Management Dashboard and Report

Adjournment

At 5:20 p.m., the meeting was adjourned.