

Minutes of the Meeting held on

August 21, 2014

(Conference Call)

Members of the Board present:

Rémi Racine, Chairperson of the Board
Hubert T. Lacroix, President and CEO
Edward Boyd
Peter Charbonneau
George Cooper
Pierre Gingras
Cecil Hawkins
Marni Larkin
Terrence Leier
Maureen McCaw
Brian Mitchell
Marlie Oden

Members of the Board absent:

None

In attendance:

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel
Tranquillo Marrocco, Associate Corporate Secretary

Also participating:

Michael Mooney, Acting Vice-President and Chief Financial Officer (Items 1 and 2)
Roula Zaarour, Vice-President, People and Culture (Items 3.3 & 3.4)
Steven Guiton, Vice-President, Technology, and Chief Regulatory Officer (Item 4)
Marc Y. Lapierre, Executive Director, Real Estate Services (Item 2)
Stéphanie Malo, Senior Legal Counsel, Law Department (Item 2.3)
Sam Pickering, Partner, Raymond Chabot Grant Thornton (Item 2.3)

Opening of the Meeting

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

The Board met in camera meeting to discuss matters that arose at the Audit Committee's in camera session on August 21, 2014.

1. Audit Committee Report

Peter Charbonneau reported on the matters discussed at the meeting of the Audit Committee held on August 21, 2014, including the update on the Special Examination Action Plan, the Risk Management Report, and the Quarterly Internal Audit Report.

1.1 Quarterly Financial Report

Peter Charbonneau provided an overview of the Quarterly Financial Report, including the key disclosures, accounting matters, quarterly reporting procedures, and litigation matters.

He also noted that Committee members would like the opportunity to review significant real estate projects (in addition to the Infrastructure Committee's review). Whereupon, the Chairperson of the Board indicated that he would take the Committee's request under advisement.

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That the 2014-2015 Q1 Financial Report and the related press release be issued.

s.69(1)(g) re (b)

s.69(1)(g) re (e)

2. Infrastructure Committee Report

2.1 Ariad Custom Publishing

Rémi Racine provided an overview of the terms of the lease with Ariad Custom Publishing for the initial five year period and the proposed lease extensions which will require Treasury Board approval.

On the recommendation of the Infrastructure Committee, **IT WAS RESOLVED**, — That:

- a) a five-year extension of the lease (beyond the current term) with Ariad Custom Publishing for space at the Toronto Broadcast Centre and two options to extend for five (5) years each be approved;
- b) Treasury Board approval to obtain the required Order in Council be sought; and
- c) the Vice-President, Real Estate Services, Legal Services and General Counsel, or her delegate, be authorized to execute all necessary agreements to give effect to this resolution on the terms and conditions substantially similar to those described in the materials provided to the Board of Directors at the meeting.

s.69(1)(g) re (b)

s.69(1)(g) re (e)

2.3 MRC Development Project

Maryse Bertrand provided an overview of the decision elements, in particular the proposed changes to the project's schedule, functional program, and the reasons for the proposed changes.

On the recommendation of the Infrastructure Committee, **IT WAS RESOLVED**, – That the Request for Proposal process regarding the development of La Maison de Radio-Canada (MRC) be amended to include:

s.18(a)

s.18(b)

s.21(1)(b)

s.21(1)(c)

- a) the sale of the land and buildings located on the current site of the MRC;
- b) the construction of a new facility to be situated on part of the land sold (the "New Facilities");
- c) a lease of up to 400k square feet for the New Facilities for an initial term of
- d)
- e)
- f)
- g)

the whole substantially as described in the materials provided to the Board of Directors at the meeting.

4. CRTC TV Policy Review

Steven Guiton provided an overview of CRTC's TV Policy Review (Let's Talk TV) and CBC/Radio-Canada's submission thereto.

Board members inquired about the impact of the pick and pay option.

3. 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 21, 2014.

3.1 Bylaw Amendment – Clarification of Director Remuneration

Ted Boyd reviewed the context and rationale for seeking a clarification of the bylaw provisions relating to the compensation of meetings held by video-conference.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That, subject to ministerial approval, Schedule K of the Bylaws be amended by inserting the words “, in person or by video-conference,” after the first occurrence of the word “attendance” in subparagraphs 2 a), b) and c).

3.2 Calendar of Meetings

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the June 17-18, 2015 meeting of the Board and its Committees be moved to June 22-23, 2015.

3.3 ACTRA Negotiation Mandate

Ted Boyd provided an overview of the proposed negotiation mandate with ACTRA.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That a bargaining mandate with ACTRA be approved as presented.

3.5 Annual Public Meeting

Ted Boyd noted that holding the Annual Public Meeting (APM) in Halifax amidst the move to the new station would be difficult.

Board members requested that a communications plan be circulated to Directors at least ten days in advance of the APM.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the next Annual Public Meeting be held in conjunction with the November 2014 Board meetings in Montreal.

s.21(1)(a)

3.6 By-law Amendment – Indemnification for Pension Fund Employees & Agents

s.21(1)(b)

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the proposed amendments to Section 21 of the By-Laws (see Appendix 1) be approved, subject to ministerial approval.

3.4. SET STIP's Results

The Board met in camera, with Roula Zaarour in attendance, to discuss SET's STIP results for 2013-2014.

The Chairperson reported to the Corporate Secretary for inclusion in the Minutes that, on the recommendation of the President and CEO and the Human Resources and Governance Committee, **IT WAS RESOLVED BY A MAJORITY VOTE**, — That the 2013-14 Short Term Incentive Plan results for the Senior Executive Team be approved as presented.

5. Varia

There were no other matters raised.

6. Information Items

6.1 Quarterly Budgetary Management Report

6.2 Quarterly Risk Management Report

6.3 Quarterly Industrial Relations Report

6.4 Quarterly Workforce Report

Adjournment

The meeting was adjourned at 5:00 p.m.

Appendices:

1. Amendments to Section 21 of the Bylaws

APPENDIX 1

Amendments to Section 21 of the Bylaws

That the Bylaws of the Corporation be amended:

1) By replacing Section 21(1) with the following:

- “(1) The following provisions are intended to operate in addition to, and not in place of, any specific provisions of the *Financial Administration Act* or the regulations made pursuant to that *Act* with respect to the indemnification of Directors and Officers of CBC/Radio-Canada: The Corporation may indemnify a present or former Director, Officer or employee of the Corporation, a person who acts or acted at the Corporation’s request as a director, trustee, administrator or officer of another Entity, or a present or former agent or employee of the Corporation’s Pension Board of Trustees against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, that are reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved by reason of that association with the Corporation or that other Entity . This indemnity includes indemnification against statutorily imposed personal liability of Directors and Officers or other individuals.”; and

2) By replacing Section 21(3) with the following:

- “(3) The Corporation may not indemnify an individual under subsection (1) unless the individual
- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, the best interests of the other Entity for which the individual acted as director, trustee, administrator, officer, agent or employee as the case may be; and
 - b) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual’s conduct was lawful.”.