




BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

Minutes of the Meeting held on

June 21-22, 2016

Ottawa, ON

 = Video-Conference

 = Telephone

Members of the Board present:

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




Members of the Board absent:

Norman May

In attendance:

Sylvie Gadoury, Vice-President, Legal Services, General Counsel and Corporate Secretary
 Stéphanie Duquette, Chief of Staff to the President and CEO
 Tranquillo Marrocco, Associate Corporate Secretary

Also participating:

Josée Girard, Vice-President, People and Culture (Item 3, 4, 7 and 10.1)
 Judith Purves, Executive Vice-President and Chief Financial Officer (Item 6)
 Louis Lalande, Executive Vice-President, French Services () (Items 7.1 and 10.1)
 Heather Conway, Executive Vice-President, English Services () (Item 7.1)
 Alex Johnston, Vice-President, Strategy and Public Affairs () (Item 9)
 Shaun Poulter, Executive Director, Public Affairs (Item 9)
 Consultant, (Item 4)

Opening of the Meeting

On June 21, 2016, at 3:30 p.m., the Chairperson called the meeting to order.

1. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Minutes of the May 3, 2016, and May 17-18, 2016, Board of Directors meetings be approved.

2. In Camera Session with the President and CEO

The Board met in camera, with Sylvie Gadoury in attendance, to discuss various matters.

3. Rubin Report Action Plan Update

Josée Girard provided an update on the Rubin Report Action Plan, noting that the policy review will be completed once the Conflict of Interest and Ethics Commissioner has been appointed and that a values development initiative is underway.

Board members inquired about the measurements and benchmarks that will be used to assess the extent to which attitudes will have changed.

Board members met in camera, with Josée Girard and Sylvie Gadoury in attendance, to discuss this matter further.

4. Governance Report

provided an overview of the recommendations contained in his report on governance matters circulated to Board members. He also highlighted the need for:

Board members inquired about the form, the function and the mandate

They

also inquired about the Board's

Board members then discussed the next steps.

At 5:50 p.m., the meeting was suspended until June 22, 2016, at 10:00 a.m.

5. Communications and Stakeholder Relations Committee Report

Marlie Oden reported on the matters discussed at the meeting of the Communications and Stakeholder Relations Committee held on June 21, 2016. She noted that the Committee concurred with the proposed changes to the content and frequency of the weekly news emails sent to the Board members.

5.1 2017 Annual Public Meeting

On the recommendation of the Communications and Stakeholder Relations Committee, **IT WAS RESOLVED**, — That the 2017 Annual Public Meeting and regional Board meeting be held in Ottawa.

6. Audit Committee Report

Rob Jeffery reported on the matters discussed at the meeting of the Audit Committee held on May 17, 2016. He highlighted the government's request for KPIs associated with the additional government funding, the terminology used to describe the ongoing nature of the additional funding, the Committee's approval of the internal audit plan, the question around the role of internal audit, the Pension Plan results,

the year-end financial results, the OAG's clean audit opinion, the quality of the new format of the financial statement disclosures, and the Committee's recognition of Brian Mitchell's contribution to the Committee and to the Pension Board of Trustees.

Board members inquired about

6.1 Executive Summary of Financial Results and Annual Report

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

7. 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 June 21, 2016.

7.1 Measuring Our Performance

Ted Boyd provided an overview of the 2015-16 performance results. He noted that: the performance indicators for Radio-Canada and CBC were generally met and some had even been exceeded;

and some of the 2020 Performance indicators will be hard to achieve.

Board members inquired about the number of times that the public KPIs were exceeded.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the proposed 2016-17 performance targets be approved.

7.5 Committee Membership

Ted Boyd noted that the Strategic Planning Committee would be re-activated with a new membership to work with Management on the Corporation's position with respect to the government's planned public consultations on Canadian content in a digital world.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the Strategic Planning Committee be now comprised of Marni Larkin (Chairperson), Terry Leier, Marlie Oden, and Rémi Racine.

7.4 2016-17 CEO Objectives

Ted Boyd noted that the Committee agreed to

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the CEO's Performance Objectives for 2016-17 be approved, as amended by the Committee.

7.1 SET Compensation

Ted Boyd noted that the proposed base salary increases for SET

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the proposed 2016 salary increases for SET members be approved.

7.2 SET Incentive Plans

The Board met in camera, with Hubert T. Lacroix in attendance, to discuss this matter. The Chairperson reported the following to the Corporate Secretary for inclusion in the Minutes:

On the recommendation of of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the proposed incentive payments for SET members be approved, as well

8. Infrastructure Committee Report

Rémi Racine reported on the matters discussed at the meeting of the Infrastructure Committee held earlier on June 22, 2016, including the disposition of previous facilities located in St. Boniface and Halifax, the progress made on the MTIS re-organization, the financial modelling undertaken to assess options with respect to the Toronto Broadcast Centre

9. Preparations for the Government's Consultations

Shaun Poulter provided an overview of the nature, timing and rationale of the government's planned public consultations on Canadian content in a digital world.

Alex Johnston noted that an internal Strategy Working Group has been convened to develop a position paper that will:

- identify Canada's future cultural needs, based on our analysis of recent technological and audience trends and a vision of the continued value of CBC/Radio-Canada;
- propose measures that will ensure the health of the Canadian cultural sector as a whole. We will also propose measures (regulatory, funding, mandate) to ensure that CBC/Radio-Canada has the tools it needs to serve Canadians in the future; and
- enable us to be prepared to counter the claims of our critics and competitors.

She also provided an overview of the process that will be put in place to solicit the views of employees, the unions and the Board.

Board members inquired about the extent to which the public consultations will be an open and transparent process, the government's overall objective for holding the consultations, the government's plans to fund the cultural sector, discussions held with senior departmental officials, other governance and funding models that the government will consider, and other stakeholders that may significantly impact the outcome of the consultations.

10. Varia & In Camera Session (Independent Directors)

10.1 Status of the AR Negotiations

Josée Girard provided an update on the status of the AR negotiations. She noted that Management had tabled a global offer and,

Louis Lalande provided an overview of the context of the AR collective bargaining.

Board members inquired about staff communications,

10.2 Governance Report

Board members discussed the next steps with respect to recommendations contained in the report on governance matters. It was suggested that the Corporate Secretary translate the report's recommendations into an action plan, which would, after the input of the Board Chairperson and the President and CEO, be reviewed

They also thanked the Board Chairperson and the President and CEO for accepting to undertake this project and their commitment to governance renewal.

10.3 Brian Mitchell

On a motion duly moved and seconded, **IT WAS UNANIMOUSLY RESOLVED**, — That the Board recognize Brian Mitchell for his contribution on the Board of Directors as well as on the Audit Committee, including as its Chair, and on the Pension Board of Trustees over the past eight years.

10.4 In Camera Session

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

11. Information Items

- 11.1. Transformation Progress Semi-Annual Report
- 11.2. The mandate and vision perception survey
- 11.3. Organizational Design Update

Adjournment

The meeting was adjourned on June 22, 2016, at 1:40 p.m.

Chair

Secretary