



## TERMS OF REFERENCE

<b>TO:</b>	Human Resources and Governance Committee and Board of Directors
<b>MEETING:</b>	2013-03-20/21
<b>FROM:</b>	Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel
<b>PURPOSE:</b>	Approve the Terms of Reference of the Infrastructure Committee and terminate the Real Estate Committee
<b>DATE:</b>	2013-03-12

### CONTEXT:

- Board members have expressed a desire to exercise an oversight on all the Corporation's infrastructure assets rather than just its real estate holdings
- Relocation or renovation projects of facilities have had a significant technology component
- The Audit Committee will continue to exercise oversight over the integrity of IT controls relating to financial transactions and reports

### DECISION ELEMENTS:

- Transform the Real Estate Committee into an Infrastructure Committee
- The purpose of the Infrastructure Committee will be to assist the Board in discharging its stewardship and oversight responsibilities with respect to the Corporation's infrastructure assets, including real estate, fleet and transmission holdings, and broadcasting, telecommunications and technology solutions.
- The Committee may approve or, when it deems it appropriate, may recommend to the Board for approval, the Corporation's significant strategic directions, policies, projects and transactions relating to the Corporation's infrastructure assets.

### RESOLUTION:

That the Human Resources and Governance Committee recommend to the Board that the mandate of the Real Estate Committee be terminated and that the Terms of Reference of the Infrastructure Committee be approved.

## TERMS OF REFERENCE INFRASTRUCTURE COMMITTEE

### PROPOSED CHANGES

#### A. PURPOSE

1. The purpose of the Infrastructure Committee (the “Committee”) is to assist the Board in discharging its stewardship and oversight responsibilities with respect to the Corporation’s infrastructure assets, including real estate, fleet and transmission holdings, and broadcasting, telecommunications and technology solutions.

#### 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 subject to the President and CEO’s signing authority and the duties and responsibilities of other Board Committees to recommend to the Board the approval of significant transactions, as delegated by the Board, approve or, when it deems it appropriate, shall recommend to the Board for approval, the Corporation’s significant strategic directions, policies, projects and transactions relating to the Corporation’s infrastructure assets.
4. The Committee shall review:
  - a) the implementation of significant directions and policies relating to infrastructure assets;
  - b) significant projects with respect to their objectives, scope, costs and benefits, timelines, and risks and benefits; and
  - c) its Terms of Reference periodically to ensure they continue to be appropriate and make recommendations to the Board if required.



**TERMS OF REFERENCE  
INFRASTRUCTURE COMMITTEE**

**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 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)

**JUNE (Ottawa)****Review:**

- Infrastructure Strategies & Plans (120)

**NOVEMBER (Even Years: Toronto / Odd Years: Montreal)****Review:**

- Strategies and Plans Updates (60)