



## Terms of Reference of the Communications & Stakeholder Relations Committee

<b>TO:</b>	Board of Directors / Human Resources & Governance Committee
<b>MEETING:</b>	2015-05-13 & 14
<b>FROM:</b>	Ted Boyd
<b>PURPOSE:</b>	Approve the creation of the committee, its terms of reference, and its composition
<b>DATE:</b>	2015-04-27

### CONTEXT:

- 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.
- While the President and Chief Executive Officer and Management are responsible for elaborating and executing communications and stakeholder relations strategies, the creation of a Communications and Stakeholder Relations Committee will 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.
- The Board has had similar committees established at different points in time, such as a Communications Committee (1992-1995), an Advisory Committee to the Chair on Stakeholder Relations (1998-2000) and a Special Committee on Public Support (2006-2007).

### DECISION ELEMENTS:

- Creation of a Communications and Stakeholder Relations Committee
- Approval of the Committee's Terms of the Reference
- Appointment of membership

### RESOLUTION:

That the Human Resources and Governance Committee recommend to the Board of Directors that:

1. The Terms of Reference of the Communications and Stakeholder Relations Committee (see Appendix) be approved; and
2. The Committee be comprised of: Marlie Oden (Chairperson), Marni Larkin, and Maureen McCaw.

## Appendix

### TERMS OF REFERENCE

#### 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 review and approve or, when it deems it appropriate, shall recommend to the Board for approval, the Corporation's significant communications and stakeholder relations strategies, policies, plans and initiatives including the Annual Report, the Corporate plan and its summary, the strategic plan, major workforce adjustments and any other significant initiative that may reasonably be expected to have a material impact on any group of stakeholders.
4. The Committee shall also review or be appraised diligently of:
  - a) any planned 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