



New Directors' Appointment Process

TO:	Human Resources & Governance Committee Board of Directors
MEETING:	May 17-18, 2016
FROM:	Tranquillo Marrocco, Associate Corporate Secretary
DECISION SOUGHT:	Approval of Selection Criteria for Directors
NEXT STEPS:	Submit the selection criteria to Canadian Heritage
DATE:	2016-05-13

1. CONTEXT

- The Government announced a new approach to the Governor in Council appointment process that will focus on three elements: (a) an open and transparent recruitment process; (b) appointments representative of Canada's diversity; and (c) merit-based appointments. (The government's announcement is reproduced in Appendix 1).
- During the last election, the Government also promised that, in order to enhance transparency, it would use "an independent selection panel" for future appointments to the Board of Directors of CBC/Radio-Canada.
- For now, the decision is not finalized whether the method of selection will be the process applicable to all Crown Corporations or the particular process for CBC / Radio-Canada that has been announced during the election.
- All Crown Corporations have been asked to propose selection criteria in both official languages for Board members positions.
 - The draft Selection Criteria for Directors (see Appendix 2) is based on a modified version of the Selection Criteria for the Board Chair which had been previously approved by the Board (see Appendix 3).

2. KEY DECISION ELEMENTS

- Approval of the Selection Criteria for CBC\Radio-Canada Directors (see Appendix 2)

3. KEY BENEFITS, IMPACTS & RISKS

- The Selection Criteria for CBC\Radio-Canada Directors (See Appendix 2) and the Directors' Skills Matrix (see Appendix 4) will assist the selection committee in recommending qualified candidates for appointment to the Board of Directors of CBC\Radio-Canada.

4. SUCCESS MEASURES

- The selection committee will have the necessary tools to assess and recommend potential candidates for appointment.
- The appointed candidates will meet the needs of the Corporation and its Board of Directors.

5. RESOLUTION

That the Human Resources and Governance Committee recommend to the Board of Directors that the proposed Selection Criteria for CBC\Radio-Canada Directors (see Appendix 2) be approved.

APPENDICES –

1. The government's new approach to Order in Council Appointments
2. Selection Criteria for CBC\Radio-Canada Directors
3. Selection Criteria for the Board Chair previously approved
4. Revised Skills Matrix

Appendix 3

New Approach to Governor in Council Appointments

appointments.gc.ca

The Government of Canada is moving quickly to apply a more rigorous approach to Governor in Council (GIC) appointments. The selection process will reflect the fundamental role that more than 1500 Canadians play in our democracy as they serve on commissions, boards, Crown corporations, agencies, and tribunals across the country.

The new appointment approach supports an open, transparent, and merit-based selection process – one that will result in the recommendation of high-quality candidates who achieve gender parity and truly reflect Canada’s diversity. The new approach will be:

- Open and transparent
 - All GIC opportunities will be advertised on the [GIC Appointments website](#) and the website of the organization filling the position. In addition, leadership positions (chairs, CEOs, heads of agencies, agents and officers of Parliament, ombudsmen) and all full-time positions will be published in the *Canada Gazette*. Additional online and/or print media may be used in some cases.
 - Communication with the public about GIC opportunities is central to an open and transparent approach. In addition to information on the GIC Appointments website, Canadians can apply online for [current and ongoing opportunities](#).
 - Candidates can register and create their account for GIC appointment applications [here](#). Once the account has been created, candidates will then be able to apply to opportunities when they are posted on the GIC Appointments website.
 - Once appointments are made, they will be published on the [Orders in Council Database](#).
- Representative of Canada’s diversity
 - The appointments approach will ensure that Ministers’ recommendations take into consideration the desire for Governor in Council appointments to achieve gender parity and reflect Canada’s diversity, in terms of linguistic, regional and employment equity representation.
 - To meet these commitments, recruitment strategies and outreach activities will be used to reach qualified and diverse pools of candidates.
 - In addition, candidates for GIC positions will complete an [online account](#), where they will provide information on their second official

language proficiency, and voluntarily self-identify as a member of an employment equity group (women, Indigenous Canadians, visible minorities, persons with disabilities). Candidates will also soon be able to self-identify as a member of an ethnic or cultural group.

- Merit-based
 - Position-specific recruitment strategies will be designed to attract diverse and highly qualified individuals to the position.
 - Each rigorous selection process will be based on advertised selection criteria developed for the position, and assessment of candidates against the criteria.
 - This assessment will be provided to the responsible Minister.
 - Rosters of individuals who are pre-qualified to serve on boards of directors of certain Crown corporations and administrative tribunals will be established. The roster system may be expanded to other organizations over time.
 - Reappointment recommendations will be merit-based. Merit will be assessed through a process that is reflective and appropriate for the organization's mandate and operating context.
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CANADIAN BROADCASTING CORPORATION
SELECTION CRITERIA
DIRECTORS

The Canadian Broadcasting Corporation (CBC/Radio-Canada) is Canada's national public broadcaster and one of its largest cultural institutions. The mandate of CBC/Radio Canada is to inform, enlighten and entertain; to contribute to the development of a shared national consciousness and identity; to reflect the regional and cultural diversity of Canada; and to contribute to the development of Canadian talent and culture. To achieve its mandate, the CBC/Radio Canada produces, procures, and distributes Canadian programming in English, French and eight Aboriginal languages and broadcasts a selection of programs around the world.

CBC/Radio-Canada is transforming the way it engages with Canadians. In June 2014, the Corporation launched Strategy 2020: A Space for Us All, a plan to make the public broadcaster more local, more digital, and financially sustainable. The goal of Strategy 2020 is to double CBC/Radio-Canada's digital reach so that 18 million Canadians, one out of two, will be using its digital services each month. CBC/Radio Canada aims to be, by 2020, the public space at the heart of our conversations and experiences as Canadians.

The ideal candidate would possess the following qualifications:

Education and Experience

- A degree from a recognized university in a relevant field of study or an acceptable combination of equivalent education, job-related training and/or experience.
- A degree in finance, accounting, law or public administration would be considered an asset.
- Experience serving on, or working with, a Board of Directors/Trustees of a major public and/or private corporation
- Experience at the executive or senior management level within the private or public sector (preferably in a large organization) or in dealing with senior-level subject-matter experts
- Experience in the development of strategies, objectives, corporate plans, best business practices
- Experience in the cultural sector, or the field of broadcasting, journalism, media or production, information technology or multimedia; or

- Experience in the fields of communications, marketing, government affairs or public affairs; or
- Experience in the fields of human resources and labour relations; or
- Experience in the fields of accounting, financial management or financial risk; or
- Experience in real estate and project management or in legal practice

Knowledge

- Knowledge of the legislative framework applicable to the Canadian Broadcasting Corporation (CBC/Radio-Canada) more particularly of its independence from government.
- Knowledge and real interest in the mandate and activities of the CBC/Radio-Canada.
- Knowledge of the roles and responsibilities of the Chairperson, the Board and the Chief Executive Officer of an organization of similar size and complexity
- Knowledge of sound corporate governance principles, strategic planning, monitoring and evaluation of performance
- Understanding of global, societal and economic trends, consumer interests, the federal government's policy framework, and how all of these relate to and impact the CBC/Radio-Canada
- Knowledge of the media environment and the emerging trends in broadcasting, as well as the challenges linked to increasing competition and technological changes within the industry would be considered an asset

Abilities

- Ability to engage in discussions and debate among Board members in a respectful, meaningful and constructive manner
- Ability to develop and maintain strong and effective relationships with other Board members and the Corporation's management
- Superior communication skills and the ability to influence
- Ability to analyze complex issues and apply strategic thinking

Personal Suitability

- High ethical standards and integrity
- Tact and diplomacy
- Sound judgment
- Stature and credibility in the community
- Superior interpersonal skills
- Collegiality

Official languages and diversity

- Proficiency in both official languages would be preferred.
- Canadians' demographic diversity would be preferred.

Conditions of employment

- The board of directors meets at least six times per year in person and at least twice per year by telephone or videoconference. Meetings are held alternatively in Ottawa, Montreal and Toronto, as well once annually elsewhere in Canada in conjunction with the Annual Public Meeting. Additional meetings by telephone or video conference may also be held during the year.

Eligibility Requirements

- A person is not eligible to be appointed as Director if the person is not a Canadian citizen who is ordinarily resident in Canada.
- A person is not eligible to be appointed if, directly or indirectly, as owner, shareholder, director, officer, partner or otherwise, the person
 - (a) is engaged in the operation of a broadcasting undertaking;
 - (b) has any pecuniary or proprietary interest in a broadcasting undertaking; or
 - (c) is principally engaged in the production or distribution of program material that is primarily intended for use by a broadcasting undertaking.

CANADIAN BROADCASTING CORPORATION

SELECTION CRITERIA

CHAIRPERSON

Education

- A degree from a recognized university or an acceptable combination of education, job-related training and/or experience.

Experience

- Experience on a Board of Directors/Trustees, preferably as Chairperson;
- Experience at the senior executive level within the private or public sector;
- Experience in the development of strategies, objectives, plans, best business practices and in corporate governance;
- Experience in dealing with the federal government, preferably with senior government officials, would be considered an asset; and
- Experience in the field of broadcasting would also be considered an asset.

Knowledge

- Knowledge of the legislative framework, mandate and activities of the Canadian Broadcasting Corporation (CBC/Radio-Canada);
- Knowledge of roles and responsibilities of the Chairperson, the Board and the Chief Executive Officer of an organization of similar size and complexity;
- Knowledge of sound governance principles, strategic planning, monitoring and evaluation of performance;
- Financial literacy and knowledge of the federal government's expectations with regard to accountability and reporting;
- Understanding of global, societal and economic trends, consumer interests, the federal government's policy framework, and how all of these relate to and impact the CBC/Radio-Canada; and
- Knowledge of the media environment and the emerging trends in broadcasting, as well as the challenges linked to increasing competition and technological changes within the industry would be considered an asset.

Abilities

- Superior leadership and management skills to enable the Board to accomplish its work effectively;
- Ability to lead discussions, foster debate among Board members, facilitate consensus and to manage conflicts, should they arise;
- Ability to anticipate emerging issues and develop strategies to enable the Board to seize opportunities and solve problems;

- Ability to develop and maintain effective relationships with the Corporation's management, the Minister of Canadian Heritage, the Minister's Office, the Deputy Minister of Canadian Heritage, and the Corporation's key stakeholders and partners; and
- Superior communication skills, both written and oral, and the ability to act as the CBC/Radio-Canada's spokesperson in dealing with the government, the media, the Corporation's stakeholders and partners, and other organizations.

Personal Suitability

- Innovative and strategic leader
- High ethical standards and integrity
- Tact and diplomacy
- Sound judgement
- Superior interpersonal skills

Language requirements

- Proficiency in both official languages would be preferred.

Conditions of employment

- The board of directors meets at least six times per year, including for an annual public meeting.

Eligibility Requirements

- A person is not eligible to be appointed as Chairperson if the person is not a Canadian citizen who is ordinarily resident in Canada.
- A person is not eligible to be appointed if, directly or indirectly, as owner, shareholder, director, officer, partner or otherwise, the person
 - (a) is engaged in the operation of a broadcasting undertaking;
 - (b) has any pecuniary or proprietary interest in a broadcasting undertaking; or
 - (c) is principally engaged in the production or distribution of program material that is primarily intended for use by a broadcasting undertaking.

**CBC\Radio-Canada
Matrix of Independent Directors' Skills, Knowledge and Experience**

2016-05-25		Independent Directors:										
Skills, Knowledge and Experience X= Extensive experience (over 5 years' experience in the field)		R. Racine Chair	E. W. Boyd	S. Chong	R. Jeffery	M. Larkin	T. A. Leier	N. May	M. McCaw	M. Oden	VACANT	VACANT
Broadcasting / Journalism / Media / Production												
Cultural Sector												
Corporate Governance / Board Experience / Executive or Senior Management												
Communications / Marketing / Government Affairs / Public Affairs												
Information Technology / Multimedia												
Strategic Planning / Risk Management												
Accounting / Auditing / Financial Management (Professional Designation)												
Human Resources / Labour Relations												
Legal												
Real Estate Management												
Diversity	Employment Equity Groups (EEG)											
	Linguistic (E=Eng / F=Fr)											
	Gender											
	Regional	QC	ON	ON	NS	MB	SK	ON	AB	BC		
Term	Duration (years)	5	5	5	5	5	5	5	5	5		
	Ends (YYYY-MM-DD)	2017-06-20	2020-06-01	2019-10-08	2020-05-01	2017-06-20	2017-04-30	2020-06-19	2017-12-12	2018-07-29		
	Renewable	Y	N	Y	Y	Y	Y	Y	Y	Y		

GAPS:

Skills, Knowledge & Experience	(1) Legal; (2) Information Technology / Multimedia; (3) Accounting / Auditing / Financial Management (Professional Designation); (4) Cultural Sector
Diversity	Linguistic: Francophone EEG: Indigenous People or Visible Minority Regional: Atlantic Region and Quebec