



# INDEMNITY AGREEMENT

<b>TO:</b>	Board of Directors/Audit Committee
<b>MEETING:</b>	September 24-25, 2013
<b>FROM:</b>	Maryse Bertrand, Vice-President and General Counsel Real Estate Services and Legal Services
<b>DECISION SOUGHT:</b>	Authorize two corporate representatives to sign indemnity agreements with trustees
<b>NEXT STEPS:</b>	Sign the agreements
<b>DATE:</b>	August 26, 2013



## A1. BACKGROUND

- Section 21 of the CBC/Radio-Canada By-Laws stipulates that 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.
- The Corporation's directors also have a contractual indemnification agreement that indemnifies them in the same circumstances.
- Some CBC/Radio-Canada officers and employees sit or have sat on the Pension Board of Trustees, but without being afforded the contractual indemnification provided to directors.
- To ensure equitable treatment of officers and employees sitting on this Board, it would be important that they enjoy the same contractual coverage as their director counterparts when acting as Corporation trustees.



## A2. KEY DECISION ELEMENTS

- An indemnity agreement will be signed with each current trustee who is a Corporation employee or officer, as well as with two employee trustees recently replaced on the Board.
- The proposed indemnity agreement provides coverage similar to that offered under Section 21 of the By-Laws and is identical to the indemnity agreement signed with Corporation directors.
- Affected employees and officers: Claude Godin and Robert Fisher (former trustees), Isabelle Doyon, Suzanne Morris, Roula Zaarour, Paul Gaffney and Jon Soper (current trustees).



## A3. RESOLUTION

- That the Audit Committee recommends to the Board of Directors that:
  - two senior management representatives be authorized to sign an indemnity agreement with (current and former) employees and officers sitting on the CBC Pension Plan Board of Trustees, under terms and conditions similar to those provided in the indemnity agreement with Corporation directors.