

BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

Minutes of the Meeting held on

January 25, 2012

Toronto, ON

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**Members of the Board present:**

Timothy W. Casgrain, Chairperson of the Board  
Hubert T. Lacroix, President and CEO  
Linda Black  
Edward Boyd  
Peter Charbonneau  
George Cooper  
Pierre Gingras  
Patricia McIver  
Brian Mitchell  
Rémi Racine (Items 1-6 and 8-10)  
Edna Turpin  
John Young

**Members of the Board absent:**

None

**In attendance:**

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel  
Suzanne Morris, Vice-President and Chief Financial Officer  
Tranquillo Marrocco, Associate Corporate Secretary  
Stéphanie Duquette, Chief of Staff to the President and CEO

**Also attending:**

Bill Chambers, Vice-President, Brand, Communications and Corporate Affairs (Items 7 and 13)  
Steven Guiton, Vice-President and Chief Regulatory Officer (Item 16)  
Louis Lalande, Executive Vice-President, French Services (Item 7)  
Kirstine Stewart, Executive Vice-President, English Services (Item 7)  
Michel Tremblay, Senior Vice-President, Corporate Strategy and Business Partnerships (Items 7 and 8)  
Roula Zaarour, Vice-President, People and Culture (Item 9)  
Stan Staple, Senior Director, Research and Strategic Analysis (Items 7 and 8)

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**1. Opening of the Meeting**

At 11:00 a.m., the Chairperson called the meeting to order.

**2. In Camera Session (Independent directors)**

Board members agreed there was no need to hold an in camera session at this time.

**3. Adoption of Minutes**

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Minutes of the November 23, 2011, Board meeting be approved.

**4. Business Arising from Previous Minutes**

None

**5. President and CEO's Report**

The Board met in camera with Hubert T. Lacroix, Maryse Bertrand and Suzanne Morris for an update on the *Making It Happen* project. No matter was reported to the Corporate Secretary for inclusion in the Minutes.

**6. Chairperson's Report**

There were no matters to report.

**9. Human Resources and Compensation Committee Report**

a) CEO Performance Plan 2011-2012

Rémi Racine summarized the reasons for adding performance measures to the list of objectives. Roula Zaarour provided the rationale for some of the proposed key performance measures.

On the recommendation of the Human Resources and Compensation Committee., **IT WAS RESOLVED**, – That the performance measures for Hubert T. Lacroix for the 2011/2012 performance cycle be approved. (See appendix 1).

**10. Real Estate Committee Report**

a) CHFA Edmonton AM Transmission Site

Rémi Racine provided an overview of the opportunity to sell the Edmonton AM transmission site. Board members inquired about the decontamination costs and status of the discussions regarding aboriginal rights. (Steven Guiton responded to this question under agenda item 16.)

s.18(a)

On the recommendation of the Real Estate Committee, **IT WAS RESOLVED**, – That the Corporation be authorized to proceed with the sale of the CHFA Edmonton AM site in accordance with the provisions set out in the Supplementary Resolution (see Appendix 2)

s.18(b)

## 8. Corporate Plan 2012-2013 to 2017-2018

Michel Tremblay and Stan Staple explained the purpose of the Corporate Plan and its overall contents.

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Corporate Plan 2012-2013 to 2017-2018 be approved.

## 7. Strategic Planning Committee Report (Semi-Annual Report Card)

Peter Charbonneau explained the source and timing of the various measurements used to produce the report card results. Michel Tremblay and Stan Staple then provided an overview of the reporting framework and, with Louis Lalande and Kirstine Stewart, outlined the key report card results for both French and English Services respectively.

Board members inquired about some of the specific results and in particular those relating to regional presence, Canadian culture and Canadian content, why some key results were presented differently in the Corporate Plan, the difference in the results of English and French Services in relation to new platforms, and the appropriateness of excluding regional presence measurements from services not intended to reflect specific regions.

## 11. Audit Committee Report

Peter Charbonneau summarised the work done to date in preparation for the upcoming Special Examination and the timelines for the next steps. Board members then inquired about possible financial audit overlaps.

## 12. Governance and Nominating Committee Report

### a) Chairperson Selection Criteria

Edna Turpin explained the purpose of the Chairperson Selection Criteria. Board members then discussed the language requirements of the position.

On the recommendation of the Governance and Nominating Committee, **IT WAS RESOLVED**, – That the Chairperson Selection Criteria be approved.

s.21(1)(a)

s.21(1)(b)

### b) Other matters

Edna Turpin provided an overview of other matters discussed by the Committee, including

, and the proposed training plan for Board members.

## 16. Other Business

In relation to agenda item 10(a), Steven Guiton provided an overview of the aboriginal consultation process and answered the question about the status of the discussions relating to aboriginal rights.

Hubert T. Lacroix informed the Board that a policy change proposal will be presented at the next meeting of the Board to enable management

### 13. Communication Strategy

Bill Chambers circulated and reviewed a document which outlined the communications activities during the past three months, media coverage given to CBC, results of the Stakeholder Perception Survey, and the communication strategy for the upcoming six months.

s.18(b)  
s.20(1)(b)  
s.21(1)(b)

Board members inquired about the survey methodology, the polling firm, the geographical breakdown of some results, the proposed communication strategy, and upcoming issues. Board members also requested that the full report be presented at the March 2012 Board meeting.

### 14. In Camera Session (Independent directors)

The Board met in camera to discuss several topics. No matters were reported to the Corporate Secretary for inclusion in the minutes.

### 15. Information Items

- a) Update on HD Mobile Project

### 17. Adjournment

The meeting was adjourned at 3:15 p.m.

### Appendices:

1. CEO Performance Plan 2011-2012
2. Supplementary Resolution regarding the sale of the CHFA Edmonton AM transmission site and the relocation of the FM transmission services.

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Chair

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Secretary

Appendix 1

Hubert T. Lacroix  
Performance Plan 2011-2012

OBJECTIVES	PERFORMANCE MEASURES
<b>1. People:</b>	
<ul style="list-style-type: none"><li>Continue to improve our relationship with employees and management through continued engagement, development initiatives and transparent communication.</li></ul>	
<ul style="list-style-type: none"><li>Continue to ensure an open and transparent dialogue with our Unions and our employees so that they are actively engaged and support the 2015 Strategic Plan.</li></ul>	
<ul style="list-style-type: none"><li>Ensure actions stemming from Dialogue Engagement Survey are implemented in a timely and appropriate manner and are aligned to the 2015 Strategic Plan.</li></ul>	
<b>2. Programs:</b>	
<ul style="list-style-type: none"><li>Maintain and/or improve current presence on all platforms and ensure diversity of voices is reflected throughout.</li></ul>	
<ul style="list-style-type: none"><li>Ensure decision-making, stemming from the 2015 Strategic Plan, is implemented in a timely and effective manner in Canada's regions.</li></ul>	
<b>3. Pushing Forward:</b>	
<ul style="list-style-type: none"><li>Ensure the 2015 Strategic Plan is well communicated across all key stakeholder groups to obtain maximum support.</li></ul>	

OBJECTIVES	PERFORMANCE MEASURES
<ul style="list-style-type: none"> <li>Ensure Corporation is positioned to deliver on its financial commitments for 2011/2012 (sustainable business model), as outlined in the 2015 Strategic Plan.</li> </ul>	
<ul style="list-style-type: none"> <li>Continue to pursue relationship building with Board of Directors, Government officials, CRTC, industry leaders, key stakeholders.</li> </ul>	
<ul style="list-style-type: none"> <li>Oversee the transition to HDTV in the Fall of 2011 for the Corporation.</li> </ul>	
<ul style="list-style-type: none"> <li>Oversee the license renewal process in the Fall of 2011 for the Corporation.</li> </ul>	
<ul style="list-style-type: none"> <li>Maintain and support the Corporation's leadership in Access To Information by improving the organizational performance of the Corporation, with a view to obtaining the highest possible rating from the Access To Information Office.</li> </ul>	
<ul style="list-style-type: none"> <li>Focus on streamlining bureaucratic practices and processes to ensure we have a more nimble and flexible work environment, in line with the 2015 Strategic Plan.</li> </ul>	
<p><b>4. Requirement from the Privy Council Office</b></p> <p>The Privy Council Office is asking organizations that are subject to the Strategic and Operating Review (SOR) to include the following commitment in their CEO's performance agreement:</p>	
<ul style="list-style-type: none"> <li>Support the Government's Strategic and Operating Review by identifying initiatives to improve the productivity, efficiency and effectiveness of operations and service delivery, to transform our business practices and to identify savings.</li> </ul>	

**Appendix 2  
Supplementary Resolution**

s.18(a)

s.18(b)

**SALE OF EDMONTON AM TRANSMISSION SITE  
AND RELOCATION OF FM TRANSMISSION SERVICES**

**WHEREAS:**

- A. CBC/Radio-Canada (the "**Corporation**") is the owner of an approximately 61 acre AM transmission site in the City of Edmonton, Alberta (the "**Edmonton Site**");
- B. The Edmonton Site is currently used for transmission of the AM signal for La Premiere Chaine (CHFA 680 AM);
- C. La Premiere Chaine also transmits from the Canadian Western Bank tower in Edmonton, Alberta ("Canadian Western Bank Site") on FM 101.1 MHz and Espace Musique transmits from the Sherwood Park, Edmonton, Alberta ("Sherwood Park Site") site on FM 90.1 MHz.;
- D. By relocating La Premiere Chaine to the Sherwood Park Site and operating only on FM, and moving Espace Musique to the Canadian Western Bank Site, there will be an improvement in signal quality and an increase in coverage of La Premiere Chaine with a minimal decrease in coverage and minimal degradation in signal quality for Espace Musique.
- E. Management has determined that it is in the best interests of the Corporation to shut down the AM transmission services of La Premiere Chaine and to dispose of the Edmonton Site to realize the financial gain;
- F.
- G. The relocation project involves the decommissioning and sale of the Edmonton Site, with a project timeline of approximately 6 months;
- H. Under the *Broadcasting Act*, the approval of the Governor-in-Council is required to authorize the Corporation to sell the Edmonton Site.

**IT IS RESOLVED THAT:**

**(Approving Project)** The Corporation be and is hereby authorized to proceed with the sale of the Edmonton Site (the "**Project**"), including the decommissioning of the Edmonton Site and its disposition (the "**Transactions**"), and subject to the following conditions:

- (a) the approval of the Governor in Council;
- (b) the approval of the CRTC to exchange the FM frequencies of La Premiere Chaine with Espace Musique;
- (c) confirmation that there are no aboriginal claims attached to the Edmonton Site; and
- (d) the Corporation not being otherwise prevented from retaining for its own corporate use the proceeds of disposition of the sale of the Edmonton Site

(the "Conditions");

**(Approving the negotiation of the Transaction Documents)** The Corporation be and is hereby authorized to negotiate and eventually enter into all the required ancillary documents in order to give effect to the Transactions (hereafter the "Transaction Documents"), subject only to the Conditions and any other reasonable terms and conditions reasonably agreed to by the Corporation and the Purchaser.

**(Approving the signing of Treasury Board Submission and Transaction Documents)** Any one of the President and CEO, or the Vice President and Chief Regulatory Officer together with the Vice President and Chief Financial Officer or their respective delegates, for and on behalf of the Corporation be and are hereby authorized to (i) sign and execute on behalf of the Corporation the Transaction Documents (ii) sign and file any Treasury Board submission to obtain the required Order in Council and (iii) if required, to sign and file any Treasury Board application to obtain the permission to retain the proceeds of the sale for its own Corporate use and beyond any carry-over provision typically allowed annually to the Corporation by Treasury Board policies.

**(Further authority)** Any one of the Vice President and Chief Regulatory Officer, the Vice President and Chief Financial Officer or the Vice-President, Real Estate, Legal Services and General Counsel, or their respective delegates are hereby authorized for and on behalf of the Corporation to take any and all action, to do all things, to execute under the corporate seal of the Corporation or otherwise such instruments and documents and to deliver all instruments, documents and materials as are necessary or desirable or convenient and proper to give effect to the foregoing resolutions.