

Minutes of the Meeting held on

October 1, 2014

Fredericton, New Brunswick

 = by video conference

 = by telephone

Members of the Board present:

Rémi Racine, Chairperson of the Board ()

Hubert T. Lacroix, President and CEO

Edward Boyd

Peter Charbonneau

George Cooper

Pierre Gingras

Cecil Hawkins

Terrence Leier

Maureen McCaw ()

Brian Mitchell

Marlie Oden

Members of the Board absent:

Marni Larkin

In attendance:

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel

Stéphanie Duquette, Chief of Staff to the President and CEO


Tranquillo Marrocco, Associate Corporate Secretary

Also participating:

Bill Chambers, Vice-President, Brand, Communications and Corporate Affairs () (Item 3)

Heather Conway, Executive Vice-President, English Services () (Items 3 and 8)

Louis Lalande, Executive Vice-president, French Services () (Items 3 and 8)

Roula Zaarour, Vice-President, People and Culture () (Item 3)

Neil McEaney, Chief Business Officer, English Services () (Item 8)

Jean Mongeau, General Manager, Revenue Group and Chief Revenue Officer () (Item 8)

Francois Messier, General Manager, Production, French Services () (Item 8)

Jeffrey Orridge, Executive Director of Sports Properties, English Services and General Manager, Olympics Sports Properties () (Item 8)

Opening of the Meeting

At 11:30 a.m., the Chairperson called the meeting to order.

Board members discussed and approved proposed changes to the Board's agenda.

8. Olympic Games

Neil McEneaney reported that the Corporation negotiated an agreement with the International Olympics Committee (IOC), subject to the Board's approval, for the broadcast rights to the 2018 and 2020 Olympic Games in South Korea and Japan respectively. He then reviewed the manner in which the deal supports the *Strategy 2020*, the terms of the agreement, and the initiative's business plan.

Hubert T. Lacroix and Jeffrey Orridge provided an overview of the efforts deployed to secure partnerships for the initiative and the terms of the partnership agreements with Bell Media and Rogers Media.

Board members

Board members then proceeded to meet in camera, with Hubert T. Lacroix in attendance, to conclude their discussion on the matter.

The Chairperson reported to the Corporate Secretary for inclusion in the Minutes that, during the in camera session, on a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Agreement between CBC\Radio-Canada and the International Olympics Committee for the broadcast rights to the 2018 and 2020 Olympic Games in South Korea and Japan respectively, including the payment of the rights fee not to exceed the amount indicated, be approved as presented.

7. In Camera (Independent Directors)

Board members met in camera to discuss various matters.

2. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Minutes of the May 14-15, 2014, June 17-18, 2014, and August 21, 2014, Board meetings be approved.

3. Update on the Implementation Plan Development

Bill Chambers and Roula Zaarour explained the role of the Transformation Support Office (TSO), described the project tracking and reporting envisioned, and reviewed the strategy's implementation timeline.

Board members inquired about Deloitte's involvement as well as their terms of reference and their consultants' experience, costs structure benchmarks, and the composition and reporting structure of the TSO.

Bill Chambers then provided an overview of the progress reports that will be provided to the Board, the key projects arising from the Strategic Plan, the format of the executive dashboard, and the deliverables for the November 2014 Board meeting.

Board members inquired about Financial Services' ability to assess financial impacts and assumptions in light of the Chief Financial Officer's absence.

Louis Lalande and Heather Conway reviewed their respective services' projects for local services, production and the music offering. Then Maryse Bertrand and Roula Zaarour provided an update on the infrastructure and People and Culture projects respectively.

Board members inquired about English Services' Documentaries Department, the broadcasting of Olympic Games, staff's reaction to the reduction of production facilities, and the number of IT staff.

4, Human Resources and Governance Committee Report

Ted Boyd reported on the matters discussed at the meeting of the Human Resources and Governance Committee held on October 1, 2014.

4.1 Roles of the Board Chairperson & the CEO

Board members inquired about the scope of the Board Chairperson's responsibilities.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the revised Terms of Reference of the Chairperson (see Appendix 1), the revised Terms of Reference of the President and CEO (see Appendix 2), and the amendments to sections 3, 4.1, 7 and 8 of the Bylaws relating to the role and powers of the Chairperson and of the President and CEO (see Appendix 3) be approved, subject to any minor modification the Corporate Secretary may make in consultation with a Committee member.

4.2 CFM Negotiation Mandate

Ted Boyd explained the rationale for extending the collective agreement's expiry date.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That, notwithstanding the bargaining mandate with the Canadian Federation of Musicians (CFM) approved by the Board of Directors on February 25, 2014, the extension of the agreement's expiry date to September 30, 2015, be confirmed.

4.3 Committee Membership

Board members inquired about the maximum number of members who may comprise the Audit Committee, the distribution of committee chairmanships among Board members, and the Board Chairperson's attendance at, and chairmanship of, Board committees.

On the recommendation of the Board Chairperson and the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the membership of the Audit Committee be comprised as follows: Brian Mitchell, Chairperson of the Committee; Peter Charbonneau (in an advisory capacity); Pierre Gingras; Cecil Hawkins; Terrence Leier; Maureen McCaw; and Marlie Oden.

On a motion duly moved and seconded, **IT WAS UNANIMOUSLY RESOLVED**, – That Peter D. Charbonneau be congratulated for his exceptional contribution as Chairperson of the Audit Committee of the CBC\Radio-Canada Board of Directors.

4.4 Investment

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the September 25, 2013, resolution of the Board of Directors regarding

4.5 Board Self-Assessment

Board members agreed to postpone the discussion on this matter to the next meeting of the Board.

5. Rogers Contract

Board members agreed to postpone the discussion on this matter to the next meeting of the Board.

6. Training: Canada Media Fund

Board members agreed to postpone this training session to a subsequent meeting of the Board.

1. In Camera Session with the President and CEO

Board members met in camera with the President and CEO to discuss various matters.

Adjournment

At 5:00 p.m., the meeting was adjourned.

Appendices

1. Terms of Reference of the Chairperson
2. Terms of Reference of the President and CEO
3. Amendments to sections 3, 4.1, 7 and 8 of the Bylaws relating to the role and powers of the Chairperson and of the President and CEO

Appendix 1
TERMS OF REFERENCE
CHAIRPERSON OF THE BOARD OF DIRECTORS

In addition to the provisions of the *Broadcasting Act* and the Bylaws of the Corporation, the Chairperson of the Board:

A. GENERAL

1. Provides leadership, and reports generally, to the Board.
2. Is the guardian of the Board's decision-making processes.
3. Ensures, in consultation with the Corporate Secretary where appropriate, that the Board complies with the Corporation's Bylaws, procedures and resolutions.
4. Submits his/her travel and hospitality expenses and remuneration payments to the Chair of the Audit Committee for approval.

B. BOARD OPERATIONS

1. Calls, in consultation with the President and CEO and the Corporate Secretary, meetings of the Board.
2. Establishes, in consultation with the President and CEO and the Corporate Secretary, the Board's agenda and ensures that it reflects the important and strategic issues facing the Corporation and the concerns of Directors.
3. Sets the style, tone and focus of Board discussions to promote constructive debate, consensus building, and effective decision-making and to ensure that the Board meets its obligations and responsibilities.
4. Optimizes Board meetings by ensuring that:
 - a. detailed reviews are held by committees first where appropriate;
 - b. discussions focus on strategic issues rather than operational matters; and
 - c. consent resolutions are used for house-keeping and non-contentious issues.
5. Ensures, in collaboration with the President and CEO, that the Board receives accurate, adequate, timely and clear information on:
 - a. the Corporation's performance;
 - b. the issues, challenges and opportunities facing the Corporation;
 - c. matters requiring a Board decision; and
 - d. matters required to fulfil its responsibilities and obligations.
6. Provides guidance and direction to Committee Chairs relating to committee operations where appropriate.
7. Recommends to the Board, in consultation with the President and CEO, the Corporate Secretary and Committee Chairs where appropriate, the approval of changes to the Terms of Reference and other Board policies and procedures.

8. Arranges informal and in camera meetings of the Directors, with or without the President and CEO in attendance as required, to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues affecting the Corporation.
9. Recommends to the Board, through the Human Resources and Governance Committee, the approval of the structure and composition of Board Committees.
10. Leads the process established by the Human Resources and Governance Committee to assess the performance of the Board as a whole, its Committees, and individual directors.
11. Resolves, in consultation with the Corporate Secretary, Directors' conflict of interest issues as they arise.

C. CORPORATION'S STRATEGIES, OBJECTIVES AND PERFORMANCE

1. Ensures that the Board as a whole plays a full and constructive part in the development and determination of the Corporation's strategy and overall business objectives.
2. Ensures that the Strategic, Corporate and Business Plans are presented to the Board for approval.
3. Ensures that the Board reviews and monitors the Corporation's progress towards the achievement of its strategies and plans.
4. Ensures, in collaboration with the President and CEO, that major Corporate initiatives have proper and timely Board understanding, consideration, oversight and approval.
5. Leads the Board in establishing the performance objectives, and in monitoring and evaluating the performance, of the President and CEO and in ensuring his/her accountability.

D. CORPORATION'S BUSINESS

1. Promotes the highest standards of integrity, probity and corporate governance throughout the Corporation and particularly at the Board level.
2. Ensures that the Board exercises proper oversight over the Corporation's business and affairs and is alert to its obligations and responsibilities.
3. Attends, with the President and CEO, the Corporation's Annual Public Meeting.
4. Ensures that senior management succession and development plans are in place.

E. WORKING RELATIONSHIPS

1. Fosters, in collaboration with the President and CEO, a healthy relationship with the appropriate Minister to further the best interests of the Corporation at all times, including the protection of the journalistic, creative and programming independence enjoyed by the Corporation.
2. Fosters, in collaboration with the President and CEO, a healthy relationship between the Board and management to further the best interests of the Corporation at all times.
3. Ensures that the President and CEO is aware of concerns of the Board and that the Board is aware of the principal concerns of management.

Appendix 2
TERMS OF REFERENCE
PRESIDENT AND CHIEF EXECUTIVE OFFICER

In addition to the provisions of the *Broadcasting Act* and the Bylaws of the Corporation, the President and Chief Executive Officer:

A. GENERAL

1. Provides leadership to the Corporation.
2. Reports, and is responsible in all matters, to the Board.
3. Unless otherwise provided, hires and terminates the Corporation's employees and, within the parameters established by the Board, determines their remuneration, retirement leave, and termination or severance arrangements.
4. Demonstrates clear ownership of, and implements, the Board's decisions.
5. Ensures, in consultation with the Corporate Secretary where appropriate, that management complies with the Corporation's Bylaws, procedures and resolutions.

B. BOARD OPERATIONS

1. Advises the Chairperson of the need to convene special meetings of the Board.
2. Proposes Board agenda items to the Chairperson which reflect the important and strategic issues facing the Corporation and the concerns of Directors.
3. Ensures, in collaboration with the Chairperson, that the Board receives accurate, adequate, timely and clear information on:
 - a. the Corporation's performance;
 - b. the issues, challenges and opportunities facing the Corporation;
 - c. matters requiring a Board decision; and
 - d. matters required to fulfil its responsibilities and obligations.
4. Provides input to the Chairperson, in consultation with the Corporate Secretary, on changes to the Terms of Reference and other Board policies and procedures.
5. Ensures that the Chairperson and the Board are alerted to forthcoming complex, contentious or sensitive issues affecting the Corporation.

C. CORPORATION'S STRATEGIES, OBJECTIVES AND PERFORMANCE

1. Recommends to the Board the approval of Strategic, Corporate and Business Plans.
2. Keeps the Board informed of the Corporation's progress towards the achievement of its strategies and plans.
3. Ensures, in collaboration with the Chairperson, that major corporate initiatives have proper and timely Board understanding, consideration, oversight and approval.

D. CORPORATION'S BUSINESS

1. Establishes an organizational structure and processes to ensure the efficient organization of resources and recommends to the Board, through the Human Resources and Governance Committee, the approval of any division or segregation of the business of the Corporation at the Senior Executive level.
2. Promotes and conducts the affairs of the Corporation with the highest standards of integrity, probity and corporate governance.
3. Leads and manages the Corporation within the parameters established by the Board.
4. Implements, within the limits prescribed by the Board, operational policies to guide the Corporation.
5. Attends, with the Chairperson, the Corporation's Annual Public Meeting.
6. Recommends to the Board, through the Human Resources and Governance Committee, the approval of:
 - a. the appointment of an Officer of the Corporation;
 - b. an Officer's compensation package on appointment;
 - c. changes to an Officer's compensation package; and
 - d. payments to an Officer arising from a performance incentive plan.
7. Presents senior management succession and development plans to the Human Resources and Governance Committee.

E. WORKING RELATIONSHIPS

1. Fosters a healthy relationship with Parliament, regulatory bodies, government officials, other stakeholders and the general public and, in collaboration with the Chairperson, with the appropriate Minister, to further the best interests of the Corporation at all times, including the protection of the journalistic, creative and programming independence enjoyed by the Corporation.
2. Fosters, in collaboration with the Chairperson, a healthy relationship between the Board and management to further the best interests of the Corporation at all times.
3. Ensures that the Chairperson and the Board are aware of the principal concerns of management.

Appendix 3

AMENDMENTS TO SECTIONS 3, 4.1, 7 AND 8 OF THE BYLAWS

relating to the role and powers of the Chairperson and of the President and CEO

That the Bylaws be amended by:

1. Deleting subsections 3(1)(d) and (e);
2. Replacing subsections 3(2) and (3) with the following:
 - “(2) The Chair:
 - a) manages the affairs of the Board;
 - b) approves the President’s travel and hospitality expenses;
 - c) is authorized to represent and make statements in the name of the Board of Directors, and in consultation with the President and CEO, in the name of the Corporation.
 - d) may designate any committee chairperson as the Chairperson’s delegate on all matters except presiding over meetings of the Board of Directors.
 - (3) Further to Section 42(1) of the *Broadcasting Act* and subject to the authority and direction of the Board, the President shall have responsibility and general authority for the management of the business, activities and other affairs of the Corporation and is authorized:
 - a) to hire and terminate the Corporation’s employees and to determine their remuneration, retirement leave, termination, severance and severance pay or other separation indemnity, suspension for cause or dismissal;
 - b) to specify the powers and duties of the other Officers of the Corporation and to terminate their mandate;
 - c) to appoint one or more officers for any division of the Corporation provided that they shall not, as such, be Officers of the Corporation; and
 - d) to make or issue statements in the name of the Corporation.”;
3. Deleting the following words in Section 4.1:

“The President and at least one Director shall attend the public meeting.”;
4. Replacing subsection 7(1) with the following:

“(1) Officers of the Corporation are appointed by the Board on the recommendation of the President.”;
5. Deleting subsection 7(2); and
6. Deleting Section 8.