

# CBC Radio-Canada

**TO:** Board of Directors  
**FROM:** Tim Casgrain  
**RE:** Board Assessment Summary  
**DATE:** April 1, 2011

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I would like to thank each of you for taking the time to complete the director's self-assessment questionnaire and subsequently meeting with me to provide your comments. I am looking forward to our discussion about Board performance and areas for improvement at our May Board meeting in Vancouver. I would also like to thank Tranquillo for all his work in designing, collecting and correlating the answers and comments from each of you. Attached is the survey with the results showing the average and standard deviation. Overall the Board scored a 7.8 rating for its performance.

My focus in this memo and for the Board meeting is to highlight areas for improvement and areas where notable differences arose among members of the Board.

## **AREAS FOR IMPROVEMENT:**

1. There is an ongoing request by directors to improve their understanding of the industry and CBC/Radio-Canada's competitive environment. Given the way the media landscape continues to change, it is an ongoing challenge to stay abreast of all the changes in our environment. We shall make every effort with input from the Senior Executive Team to structure our training time to be responsive to this issue.
2. The concern about management succession and related development plans is in fact addressed annually by the Human Resources Committee. The matter about presidential and in fact director succession is decided by the Prime Minister's office. We shall make time at the appropriate Board meeting to have the Human Resources Committee present a full review on management succession.
3. The proper director matrix of experience and qualifications for the Board already exists and every effort is made to the Department of Canadian Heritage to apprise them of the optimal mix of skills based on incumbency and forthcoming vacancies.

**NOTABLE VARIATION IN SCORES AMONG MEMBERS:**

1. Directors are interested in being included in local activities at CBC/Radio-Canada and feel that their presence representing the Board to their community can be very constructive. Management will respond to this issue at the Board meeting in May.
2. There is a concern about the Chair's role in relation with Parliament, stakeholders and the public. This matter is under review particularly in light of the rollout of the 2015 Corporate Plan and the 75<sup>th</sup> Anniversary Celebrations.
3. The environment for an open and frank discussion at Board meetings is imperative. I would propose that directors contact me before each meeting if they wish to discuss a very contentious issue, so that I may ensure the matter is aired out properly.
4. The review of the corporation's legislated mandate and public policy objectives is limited by the terms of the Broadcasting Act of 1991 under which we operate. There was great interest among directors at the March meeting about the corporation's role as an independent and objective public broadcaster. Management has clearly heard the Board and will be providing substantial feedback at the June meeting in Ottawa.

All the other matters for which I have not provided comment will be addressed as needed in Vancouver.

## 2010 Board Assessment Summary

### LEGEND - Sections A to D

Average is less than 3.80  
 Average is greater than 4.24  
 Standard Deviation is greater than 0.6

Individual score is 1.0 less than the average  
 Individual score is 1.0 more than the average

### LEGEND - Section E (Individual Directors)

Average is less than 4.00  
 Average is greater than 4.50  
 Standard Deviation is greater than 0.6

Individual score is 1.0 less than the average  
 Individual score is 1.0 more than the average

### RATING SCALE

1=Strongly Disagree / 2=Disagree / 3 =Maybe/Not sure / 4=Agree / 5=Strongly Agree

	<b>A - BOARD OPERATIONS</b>	<b>AVERAGE</b>	<b>STANDARD DEVIATION</b>
A-1	Board meetings are of an appropriate frequency and duration	4.0	0.0
A-2	Board meetings are held in appropriate locations (cities and venues).	3.3	1.0
A-3	The quality, level of detail and timeliness of the Board meeting documents are appropriate.	4.0	0.6
A-4	Board debate and discussion is undertaken in an environment where directors are frank and open and where the atmosphere is conducive to sharing ideas.	4.2	0.7
A-5	The Board concludes its discussions with appropriate actions or decisions.	4.0	0.4
A-6	There is an open, constructive relationship between the Board and the President and CEO.	4.2	0.5
A-7	Management is sufficiently responsive to questions and issues raised by the Board and communicates with the Board in an open, candid and timely manner.	4.2	0.6
A-8	The frequency and duration of in camera sessions without management or the President and CEO present are appropriate and provide an effective forum for raising sensitive issues.	3.9	0.7
A-9	The new director orientation program and the ongoing director development program are appropriate.	4.0	0.4
A-10	The division of authority and the allocation of responsibilities between the Board and the Chair of the Board, the President and CEO, and Board Committees are clearly articulated in written terms of reference.	4.2	0.6
A-11	The Board puts in place plans to address any issues identified in the Board self-assessments.	3.7	0.5
A-12	There is an effective process to identify and deal with potential conflict of interests of board members.	4.3	0.5
A-13	The Board has adequate access to management and, if required, independent advice.	4.2	0.4

	<b>B - BOARD EFFECTIVENESS</b>	<b>AVERAGE</b>	<b>STANDARD DEVIATION</b>
B-1a	effectively delegating the responsibility for the management of the business, activities and other affairs of the Corporation to the President and CEO and providing direction and oversight for such delegation.	4.1	0.4
B-1b	ensuring that all major issues affecting the business and affairs of the Corporation are given proper consideration.	4.1	0.5
B-1c	periodically examining the Corporation's public policy objectives and legislated mandate and, if appropriate, making recommendations to the Government.	3.6	0.9
B-1d	setting the Corporation's strategic direction and approving annual corporate and business plans that are in line with such strategic direction.	4.1	0.3
B-1e	monitoring and evaluating the Corporation's performance against its strategic, corporate and business plans.	4.0	0.4
B-1f	approving and monitoring compliance with all Significant Policies by which the Corporation is operated	4.1	0.4
B-1g	setting the objectives for the President and CEO and evaluating the President and CEO's performance against those objectives.	4.1	0.6
B-1h	ensuring that management succession and development plans are in place.	3.6	0.5
B-1i	maintaining an up-to-date director profile of desired knowledge, competencies and experience and communicating its needs and proposed candidates to the government when appointments are to be made.	3.3	0.6
B-1j	ensuring that corporate governance documents, processes and practices are effective.	4.1	0.3
B-1k	ensuring that corporate risks are appropriately managed.	4.2	0.4
B-1l	approving the Corporation's budgets and financial plan and monitoring and reporting on the Corporation's financial situation.	4.2	0.4
B-1m	ensuring the integrity of the Corporation's internal control and management information systems.	3.9	0.3
B-1n	ensuring that the Corporation communicates effectively with Parliament, stakeholders and the public.	3.9	0.8
B-2	The current strategic planning process is effective and provides for appropriate director input and approval.	4.3	0.4
B-3	On a scale of 1 to 10, using your own personal criteria, please rate the Board's overall performance for the past year.	7.8	0.7

	<b>C - BOARD COMMITTEES D - CHAIRPERSON OF THE BOARD</b>	<b>AVERAGE</b>	<b>STANDARD DEVIATION</b>
	<b>C - Board Committees</b>		
C-1	The number and type of committees are appropriate to assisting the Board to discharge its responsibilities	4.3	0.5
C-2a	The mandate/terms of reference and composition of the Audit Committee are appropriate.	4.2	0.4
C-2b	The Audit Committee discharges its mandate effectively.	4.3	0.5
C-2c	The Audit Committee Chair effectively reports to and communicates with the Board	4.4	0.5
C-3a	The mandate/terms of reference and composition of the Nominating and Governance Committee are appropriate.	4.1	0.5
C-3b	The Nominating and Governance Committee discharges its mandate effectively.	4.0	0.6
C-3c	The Nominating and Governance Committee Chair effectively reports to and communicates with the Board	3.9	0.7
C-4a	The mandate/terms of reference and composition of the Human Resources and Compensation Committee are appropriate.	4.0	0.5
C-4b	The Human Resources and Compensation Committee discharges its mandate effectively.	4.0	0.5
C-4c	The Human Resources and Compensation Committee Chair effectively reports to and communicates with the Board	4.0	0.7
C-5a	The mandate/terms of reference and composition of the Strategic Planning Committee are appropriate.	4.3	0.5
C-5b	The Strategic Planning Committee discharges its mandate effectively.	4.3	0.5
C-5c	The Strategic Planning Committee Chair effectively reports to and communicates with the Board	4.3	0.5
C-6a	The mandate/terms of reference and composition of the Real Estate Committee are appropriate.	4.0	0.6
C-6b	The Real Estate Committee discharges its mandate effectively.	4.0	0.6
C-6c	The Real Estate Committee Chair effectively reports to and communicates with the Board	4.1	0.5
	<b>D - Chairperson of the Board</b>		
D-1	The Chair of the Board ensures that the Board is aware of the principal concerns of management.	4.2	0.4
D-2	The Chair of the Board provides effective leadership in guiding individual Board members and the Board as a whole.	4.2	0.4
D-3	The Chair of the Board effectively manages the activities and affairs of the Board.	4.1	0.4
D-4	The Chair of the Board ensures that Board and committee meetings are conducted in an efficient, effective and focused manner.	4.2	0.6
D-5	The Chair of the Board maintains appropriate and effective relations with Parliament, stakeholders, and the public.	3.9	0.8

	<b>E - INDIVIDUAL DIRECTORS</b>	<b>AVERAGE</b>	<b>STANDARD DEVIATION</b>
E-1	I have a good understanding of CBC/Radio-Canada's mandate, strategic plan and key issues.	4.2	0.4
E-2	I have a good understanding of the industry and competitive environment within which CBC/Radio-Canada operates.	3.8	0.6
E-3	I am familiar with the statutes and by-laws governing CBC/Radio-Canada's role as a Crown corporation.	4.1	0.3
E-4	I feel that I have the knowledge/skills/expertise to enable me to provide a valuable contribution to the Board.	4.1	0.6
E-5	I am financially literate and able to understand the Corporation's financial information.	4.3	0.5
E-6	I have a good understanding of what is expected of me as a Director.	4.4	0.5
E-7	I have a good understanding of where my role as a Director ends and the role of the President and CEO begins.	4.4	0.5
E-8	I maintain the confidentiality of strategic and business information and of all the Board's deliberations and decisions.	4.4	0.7
E-9	I support Board decisions once they are made even if I do not agree with them.	4.6	0.5
E-10	I have a good understanding of the CBC/Radio-Canada Code of Conduct and Conflict of Interest Guidelines for Directors and I strive to conduct myself accordingly.	4.7	0.5
E-11	I am encouraged by other Board members to express my views/opinions at Board meetings.	4.6	0.5
E-12	I encourage other Board members to express their views/opinions at Board meetings.	4.5	0.5
E-13	I have a good knowledge of the responsibilities of CBC/Radio-Canada's management team and am able to consult with the Chair, the President and CEO, or other members of the senior executive team as required.	4.2	0.4
E-14	I have a good record of attendance at meetings.	4.2	0.6
E-15	I devote sufficient time and attention to fulfill my responsibilities as a Director of CBC/Radio-Canada.	4.3	0.6
E-16	I stay informed about issues relevant to the mission of CBC/Radio-Canada and bring information to the attention of the Board.	4.4	0.5
E-17	I promote the work of CBC/Radio-Canada in the community and with stakeholders whenever I have the chance to do so.	4.0	0.9
E-18	When I have a different view/opinion than the majority, I raise it	4.3	0.6
E-19	I read the minutes, reports and other materials in advance of the Board meetings.	4.5	0.5
E-20	I ask questions and request additional information if necessary	4.3	0.6
E-21	I am satisfied with my performance on the Board Committees of which I am a member.	4.2	0.6
E-22	I raise all questions of importance in relation to Board matters at the Board meeting, either in the regular meeting or during the in camera session.	4.2	0.6
E-23	I make a positive contribution to assist the Board in resolving divergent views if they occur.	4.0	0.4
E-24	My personal values and ethics are congruent with those of the Board and the Corporation.	4.3	0.6
E-25	I am satisfied with my performance as a member of the CBC/Radio-Canada Board of Directors.	4.2	0.6
E-26	On a scale of 1 to 10, using your own personal criteria, please rate your overall performance for the past year	7.4	1.1