

	Governance Review Plan
TO:	Board of Directors
MEETING:	2016-09-27
FROM:	Sylvie Gadoury, Vice-Pres., Legal Services, General Counsel & Corporate Secretary Tranquillo Marrocco, Associate Corporate Secretary
DECISION SOUGHT:	Approval of the Governance Review Plan
DATE:	2016-09-09

Governance Report identified various elements that should be taken into account as the Corporation embarks on a governance renewal path. Thus, the Report serves as a backdrop for this Governance Review Plan.

The purpose of the review is to address the various points raised in Governance Report, in particular

One of the key take-away from Governance Report was the need for the Board to make deliberate efforts to reflect on, discuss, document, implement, and assess governance improvements, as well as the need for a committee on governance renewal to ensure continued collaboration and progress. The proposed Plan incorporates those necessary elements by organizing the committee's review into facilitated "modules" or thematic workshops, each resulting in specific outputs (i.e., revised instruments).

Governance Report:

Summary of Proposed Governance Review Modules & Milestones

MODULES / MILESTONES	Board Meetings
Board Approval of Governance Review Plan	September 2016
Module 1 – Governance Principles, Expectations & General Delineation of Authorities	November 2016
Module 2 – CEO/Management Role, Responsibilities and Authorities	February 2017
Module 3 – Role, Responsibilities and Authorities of the Board and its Chairperson	March 2017
Module 4 – Finalize Recommendations to be Submitted to the Board	May 2017
Board Approval of Revised Governance Instruments	June 2017

Board Approval of Governance Review Plan

Meeting: Board – September 2016

Objective: Obtain the Board’s approval for the Governance Review Plan following input received by the Chairperson and the President and CEO.

Discussion Questions:

- Does the Plan enable the Human Resources and Governance Committee to fully address the points raised in Anderson’s Governance Report?
- Does the timeline provide sufficient time for reflection, while maintaining momentum?
- Should an external facilitator or consultant be retained to assist the Committee?

Governance Report:

MODULE 1 – Governance Principles, Expectations & General Delineation of Authorities

Meeting: Human Resources & Governance Committee – November 2016

Objective: Document the general governance principles that the Board and Management should adhere to, the expectations they have of each other, as well as where the role of Management ends and that of the Board begins (or vice versa) with respect to “the management of the businesses, activities and other affairs of the Corporation”.

(This document will also serve as an orientation briefing note for new Board and SET members.)

Discussion Questions:

- What are the overarching governance principles against which governance instruments, decisions, and behaviours can be assessed?
- What are Management’s general expectations of the Board?
- What are the Board’s general expectations of Management?
- With respect to mandate-specific responsibilities:
 - What general authorities should rest with the Board?
 - What general authorities should rest with Management?
 - What information does the Board require to assess that the Corporation is meeting its legislated mandate?
- With respect to the general management of the Corporation:
 - What general authorities should rest with the Board?
 - What general authorities should rest with Management?
 - What information does the Board require to assess that the activities and affairs of the Corporation are appropriately managed?
- Which matters should Management seek the Board’s input on? Bring to the Board’s attention? Report to the Board?

Governance Report:

MODULE 2 – CEO/Management Role, Responsibilities and Authorities

Meeting: Human Resources & Governance Committee – February 2017

Objective: Revise the following governance instruments to ensure that Management’s role, responsibilities and authorities are appropriately reflected:

- Bylaws
- CEO’s Delegation of Authority
- CEO’s Terms of Reference

Discussion Questions:

- What specific delegated authorities does the President and CEO require to fulfill his/her responsibilities?
- See _____ Governance Report for matters to consider in conducting the review of these governance instruments
- What are the CEO’s expectations of the Board?
- What are the Board’s general expectations of the CEO?
- Are the governance instruments aligned with the governance principles and expectations formulated in Module 1 and the delineation of authorities formulated in Module 2?

Governance Report:

MODULE 3 –Role, Responsibilities and Authorities of the Board and its Chairperson

Meeting: Human Resources & Governance Committee – March 2017

Objective: Revise the following governance instruments to ensure that the Board’s role, responsibilities and authorities are appropriately reflected at both the Board level and at the committee level:

- Bylaws
- Board’s Terms of Reference
- Terms of Reference of all Committees
- Board Chairperson’s Terms of Reference
- Directors’ Code of Conduct
- Corporate Governance Guide

Note: *An orientation document similar to the Governance Guide should be prepared for each committee to provide essential information on the workings of the committee and the subject-matter discussed at the meetings*

Discussion Questions:

- Is the committee structure and membership appropriate?
- What are the Director’s expectations of the Board Chairperson and Committee Chairpersons?
- What are the Director’s expectations of each other?
- Are the governance instruments aligned with the governance principles and expectations formulated in Module 1 and the delineation of authorities formulated in Module 2?

Governance Report:

MODULE 5 – Finalize Recommendations to be Submitted to the Board

Meeting: Human Resources & Governance Committee – May 2017

Objective: Finalize the revised governance instruments for presentation to the Board.

Note: *The Committee should take one last look at all governance instruments and other supporting documents before making recommendations to the Board for approval.*

Discussion Questions:

- Are the revised governance instruments aligned with one another?

- Do the revised governance instruments adequately address the issues raised in Anderson's Governance Report?
- How do we ensure continued governance improvements?
- How should the annual Board and governance assessments be conducted?
- Have we missed anything?

Governance Report:

Board Approval of Revised Governance Instruments

Meeting: Board – June 2017

Objective: Obtain the Board's approval for the revised governance instruments.

Discussion Questions:

- Do the revised governance instruments adequately address the issues raised in Governance Report
- Have we missed anything?

APPENDIX

Reviews of Instruments dealing with Board Governance since 2011

March 2011	Terms of Reference of the Board and its Committees (major rewrite; some delegation to committees with respect to contracts)
March 2012	Resolution respecting the Remuneration of the Chairperson of the Board
March 2012	Terms of Reference of the Ombudsmen (alignment of mandate with JSP)
March 2013	Terms of Reference of the Infrastructure Committee (expansion of the mandate of the former Real Estate Committee)
May 2013	Bylaw amendments regarding Director Remuneration – no Ministerial approval given
June 2013	Political Activities Policy & Bylaw amendments (impacted employees and Officers of the Corporation)
November 2013	Terms of Reference of the Broadcasting Committees (Ombudsmen reports)
May 2014	Corporate Policies (delegation to committees)
August 2014	Bylaw amendment to clarify Director Remuneration (for meetings by video-conference)
October 2014	Terms of Reference of the Chairperson of the Board Terms of Reference of the President and CEO (and associated Bylaw amendments)
March 2015	Directors' Code of Conduct
May 2015	Terms of Reference of the Communications and Stakeholder Relations Committee (new committee)