

Members of the Board present:

Rémi Racine, Chairperson of the Board
Hubert T. Lacroix, President and CEO
Edward Boyd
Robert Jeffery
Marni Larkin
Terrence Leier
Maureen McCaw
Marlie Oden

Members of the Board absent:

Norman May

Also participating:

Michel Bissonette, Executive Vice-President, French Services (Item 1)
Heather Conway, Executive Vice-President, English Services (Item 1,4)
Stéphanie Duquette, Executive Director - Legal Services & ATIP, Associate Corporate Secretary
Marie-Claude Ferland, Chief of staff of the President and CEO
Sylvie Gadoury, Vice-President, Legal Services, General Counsel and Corporate Secretary
Steven Guiton, Executive Vice-President, Media Technology & Infrastructure Services (Items 1 to 3)
Susan Kelly, Senior Director, Scripted & Acquired Programming (Item 4)
Martin Marcotte, Executive Director, business Strategy & Operations, Media Technology & Infrastructure (Item 3.1)
Monique Marcotte, Vice-President, People and Culture (Item 5)
Fred Mattocks, General Manager, Local Services, Media Ops, Office of General Manager, English Services (Item 1)
François Messier, General Manager Productions, French Services (Item 1)
Michael Mooney, Executive Director, Corporate Finance & Administration (Items 1 to 4)
Judith Purves, Executive Vice-President and Chief Financial Officer (Item 4)
François Vaillant, Executive Director, Infrastructure Solutions, Media Technology & Infrastructure Services (Item 1)

Opening of the Meeting

On May 9, 2017, at 1:30 p.m., the Chairperson called the meeting to order.

1. Accelerated Digitisation

Steven Guiton explained the extent of the digitisation efforts that CBC/Radio-Canada will be embarking on in the coming years. He indicated that proofs of concept had been done with all providers. He explained that discussions on the standing supply agreement approach would be discussed with the unions.

Steven Guiton informed the Board that all archives would be digitised with full compatibility ensuring the flexibility needed by the Corporation. He also highlighted the fact that environmentally friendly disposable methods would be used. He reminded the Board that the current climate controlled digital library makes use of robots to manage the content. Board members inquired about the extent of the digitisation efforts, the disposal of old formats, quality control, data loss, the assumptions in the business case, compression and compatibility. There were also questions on the communications approach and how partnerships for this project would be communicated.

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the President and CEO or the Executive Vice-President, Media Technology and Infrastructure Services, together with the Executive Vice-President and Chief Financial Officer or their respective delegate(s), be authorized to do all things necessary to negotiate, enter into, and execute standing supply agreements with Vectracom Canada (also known as Alteran), Sony of Canada, and The Media Preserve for the digitisation of CBC/Radio-Canada assets on essentially the same terms and conditions as those presented at the meeting and to do all things deemed necessary by them to give effect to the foregoing resolution.

2. Banking Resolution – Barclay's

Mike Mooney explained the information required by Barclay's and the requirement that the Board approve the resolution.

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That Hubert T. Lacroix, President and Chief Executive Officer, and Judith Purves, Vice-President and Chief Financial Officer, are individually authorized to sign documents in relation to Barclays Bank electronic banking channels and to delegate to individuals, the power to decide matters relating to electronic banking channels and to allow those individuals to sub-delegate the power to other individuals to make payments and give other instructions in respect of those electronic banking channels.

3. Infrastructure Committee Report

3.1. Satellite Space Segment Lease Agreement

As all the other Board members were present during the Infrastructure Committee meeting, Ms. Oden was briefed on the content of such discussions and the motion was passed.

On the recommendation of the Infrastructure Committee, **IT WAS RESOLVED**, — That the President and CEO or the Executive Vice-President, Media Technology and Infrastructure Services, together with the Executive Vice-President and Chief Financial Officer or their respective delegate(s), be authorized to do all things

necessary to negotiate, enter into, and execute an agreement with Hunter Communications for the provision of satellite transponder services on essentially the same terms and conditions as those presented at the meeting and to do all things deemed necessary by them to give effect to the foregoing resolution and the Agreement.

3.2. Sale of former Halifax Building

As all the other Board members were present during the Infrastructure Committee meeting, Ms. Oden was briefed on the content of such discussions and the motion was passed.

On the recommendation of the Infrastructure Committee, **IT WAS RESOLVED**, — That in relation to the proposed sale agreement of the property located at 1840 Bell Road (Halifax, Nova Scotia) to Nova Scotia Transportation and Infrastructure:

1. the sale agreement be approved on the terms and conditions substantially similar to those described in the materials provided at the meeting;
2. all necessary expenses and agreements to give effect to this resolution be approved;
3. the President and CEO or the Executive Vice-President, Media Technology and Infrastructure Services, together with the Executive Vice-President and Chief Financial Officer, or their delegates, be authorized to execute all necessary agreements to give effect to this resolution.

3.3 Sale of former Calgary Building

(Postponed)

4. **English Services Contract**

Susan Kelly explained that the Corporation wished to conclude an agreement for an additional season of Heartland.

On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the President and CEO or the Executive Vice-President, English Services, together with the Executive Vice-President and Chief Financial Officer or their respective delegate(s), be authorized to do all things necessary to negotiate, enter into, and execute an agreement with Rescued Horse Season Eleven Inc. for season 11 of Heartland on essentially the same terms and conditions as those presented at the meeting and to do all things deemed necessary by them to give effect to the foregoing resolution and the Agreement.

5. **Human Resources and Governance Committee Report**

As the full Board attended the Committee meeting there was no need for a report. The motions past at the Committee are deemed to be approved by the Board.

6. **In Camera Session with the President & CEO**

7. Adoption of Minutes

7.1 On a motion duly moved and seconded, **IT WAS RESOLVED**, — That the Minutes of the Board of Directors meeting held on March 22, 2017, be approved.

8. Governance Review

and explained the objectives that guided their efforts in the revised governance instruments they were presenting. The objective was to refresh the instruments by removing what was no longer relevant and unnecessary language. They mentioned how the work of David Anderson had served to build the new Statement of Governance Principles & Practices that will serve as the foundation of the renewed Board governance culture. They explained that all the governance instruments would now be grouped together in one guide, structured in a way to that makes it easy to find relevant information.

The additions to the governance instruments are the Statement of Governance Principles and Practices, the Terms of reference for the Corporate Secretariat and the Terms of reference of Committee Chairs. The first is a concise document that explains the whole of the governance framework and how the Board works - instruments and legislative framework- along with the behaviours the directors have chosen to adhere to. The second provides clear indications on the role of the Corporate Secretariat and makes it easier for directors to obtain relevant information by streamlining the way requests are handled.

Board members discussed the content of the Governance Guide and asked that some adjustments be made to the wording of certain sections. It was important for members that the Guide would be a living document and that the instruments would be reviewed on a regular basis.

concluded, in response to questions from members, that with this set of revised instruments, CBC/Radio-Canada would be best in class. She also noted the great working relationship with Sylvie Gadoury and Stéphanie Duquette.

9. In Camera Session (Independent Directors)

The independent Directors met in camera to discuss various matters.

Adjournment

The meeting was adjourned on May 9, 2017, at 3:50 p.m.