



SEPTEMBER 2017

Board Governance **GUIDE**



BOARD GOVERNANCE GUIDE

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STATEMENT OF GOVERNANCE PRINCIPLES AND PRACTICES

A. INTRODUCTION

1. Background

As the national public broadcaster, the Canadian Broadcasting Corporation ("CBC/Radio-Canada" or the "Corporation") is committed to good corporate governance. The Board Governance Guide describes the Corporation's governance framework and the principles and practices the board of directors (the "Board") uses to discharge its governance responsibilities.

Its purpose is to:

- establish an effective corporate governance system that fosters transparency and accountability;
- set out the expectations of the Board, individual directors and committees of the Board; and
- assist directors in fulfilling their duties and responsibilities in the most effective manner possible.

2. Overview of the Corporation's Governance Framework

(a) Legislative Mandate

The Corporation's legislative mandate and governance framework is set out in the *Broadcasting Act*. The current version of the *Broadcasting Act*, which came into force in 1991, represents the culmination of more than 60 years of public policy development for the regulation and supervision of the Canadian broadcasting system. The *Broadcasting Act* sets out the broadcasting policy for Canada, as well as the Corporation's legislative mandate and programming requirements. The Corporation fulfills its legislative mandate through regional, national, and international services.

In addition to its legislative mandate and programming requirements, the Corporation must comply with licensing and other regulatory requirements established by the Canadian Radio-television and Telecommunications Commission ("CRTC") and must meet requirements under the *Radiocommunication Act*.

As the national public broadcaster, the Corporation provides a comprehensive range of radio, television, satellite and digital services incorporating a wide range of programming that informs, enlightens and entertains. CBC/Radio-Canada is available



how, where and when Canadians want it and brings diverse regional and cultural perspectives into the daily lives of Canadians in English, French and Indigenous languages.

(b) Independence of CBC/Radio-Canada

CBC/Radio-Canada's governance model differs from the traditional corporate model and the model followed by other Crown corporations. These distinctions reflect a deliberate policy choice from Parliament to protect and enhance the freedom of expression and the journalistic, creative and programming independence enjoyed by the Corporation.

The *Broadcasting Act* addresses the independence of the public broadcaster. Freedom of expression and journalistic, creative and programming independence are key to the public broadcaster in the pursuit of its objects and in the exercise of its powers. The *Broadcasting Act* goes as far as protecting the Corporation from having to provide any information to the Government which could reasonably be expected to compromise or constrain the journalistic, creative or programming independence of the Corporation or limit the ability of the Corporation to exercise its journalistic, creative or programming independence.

In a similar vein, while the Corporation is subject to the *Access to Information Act* and to the *Privacy Act*, these statutes also provide that it does not apply to any information that relates to its journalistic, creative or programming activities, other than information that relates to its general administration.

As a result, a greater arm's length relationship is maintained between the Government and CBC/Radio-Canada than with most Crown Corporations. The *Broadcasting Act* also provides that officers and employees employed by the Corporation are not officers or servants of Her Majesty.

(c) Accountability and Reporting

The governance framework of the Corporation, as set out in the *Broadcasting Act*, operates to balance public accountability with the freedom of expression and the journalistic, creative and programming independence. The Corporation is accountable, through the Minister of Canadian Heritage (the "Minister"), to Parliament for the conduct of its affairs.

Each year, the Corporation submits a corporate plan to the Minister, which encompasses all of the business and activities, including investments, of the Corporation. Unlike other Crown Corporations, CBC/Radio-Canada's Corporate Plan is simply tabled with the Minister of Heritage for information rather than being submitted for Government approval. The capital budget, which is part of the plan, goes to Treasury Board for approval. Parliament also receives the Corporation's Annual Report, which contains financial statements that have been audited by the Auditor General of Canada.



It is important to note, as explained in the previous section, that the *Broadcasting Act* protects the Corporation from having to provide any information to the Government which could limit the freedom of expression or the journalistic, creative or programming independence enjoyed by the Corporation in the pursuit of its objects and in the exercise of its powers.

B. GOVERNANCE CULTURE

The Board has adopted five core governance principles that outline how work should be done and provide guidance on how decisions are to be made.



Integrity

- We behave with honesty and in good faith with a view towards the best interest of the Corporation, demonstrating integrity, openness and fairness, thereby earning and maintaining the public's trust.
- We demonstrate good judgment and professional excellence.



- We serve the public interest by demonstrating the highest ethical standards and personal integrity in all our dealings with others.
- We act in a unified and cohesive manner in supporting and guiding the President and Chief Executive Officer of the Corporation ("CEO") once we have approved the strategic direction.

Independence

- We are independent, impartial and objective in carrying out our duties and responsibilities.
- We are clear about roles and responsibilities and encourage decisions to be made accordingly.

Accountability

- We are open and transparent about our activities and we manage the public sector resources responsibly, effectively and efficiently.
- We exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- We deliver on our commitments and are accountable for our actions and decisions.

Communication

- We demonstrate an openness to other's opinions and a willingness to listen.
- We participate fully and frankly in the deliberations and discussions of the Board.
- We are honest and transparent with each other and provide open and constructive advice.
- We encourage, candid and respectful communications that builds strong relationships with each other.

Diversity

- We value and embrace our diversity and treat each other with respect, dignity and fairness, especially when our views and opinions diverge.
- We work together in a spirit of inclusiveness that encourages engagement and collaboration, as well as, innovative and fresh perspectives to issues.



C. PRINCIPLES AND PRACTICES

1. Appointment of Directors

The *Broadcasting Act* provides that the Board is comprised of twelve directors, including the Chairperson and the CEO. The positions of the Chairperson and of the CEO are separate. The Chairperson performs the duties and functions on a part-time basis and the CEO assumes the duties of the office on a full-time basis.

Each Board member, including the CEO, is appointed by the Governor in Council for a term not exceeding five years. The tenure of Board appointments are "during good behaviour" and Board members may be removed by the Governor in Council for cause. The Chairperson and the CEO are eligible for re-appointment on the expiration of their term.. Any other director who has served two consecutive terms is not eligible for reappointment during the twelve months following the completion of the second term, except if appointed as Chairperson or as CEO. Directors, including the Chairperson and the CEO, perform their duties until they resign, until the end of their term or until a new director has been appointed to replace them if they are willing and able to continue.

A person is not eligible to be appointed or to continue as a Director if the person:

- is not a Canadian citizen who is ordinarily resident in Canada;
- is engaged (as owner, shareholder, director, officer, partner or otherwise), directly or indirectly, in the operation of a broadcasting undertaking;
- has any pecuniary or proprietary interest in a broadcasting undertaking; or
- is principally engaged in the production or distribution of program material that is primarily intended for use by a broadcasting undertaking.

2. Role and Responsibilities of the Board

In accordance with the *Broadcasting Act*, the Board is responsible for the management of the businesses, activities and other affairs of the Corporation. The role of the Board is one of oversight and, consistent with this principle, the Board has delegated the management of the Corporation's day-to-day business, activities and other affairs to the CEO. The Board also ensures that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards.

Fiduciary duty and duty of care are central to the Board's duties and responsibilities. Fiduciary duty requires a director to act honestly and in good faith with a view to the best interests of the Corporation. In fulfilling this fiduciary duty to the Corporation, directors may not prefer the interests of a particular stakeholder to the best interests of the Corporation. The duty of care



requires a director to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and make an informed business judgment. As a result, directors are expected to review information and recommendations critically and carefully as to allow them to make decisions on reasonable grounds.

The Board has adopted terms of reference to assist it in its corporate governance responsibilities and to ensure that the Corporation's corporate governance practices comply with the Broadcasting Act, the Financial Administration Act and other statutes that apply to the Corporation. In carrying out its oversight role, the Board has broad authority, but this authority is subject to the provisions of the Broadcasting Act.

The CEO and the Senior Executive Team, formulate the strategies and plans and present them to the Board for approval. The Board approves the Corporation's strategic plans as well as significant projects, transactions and policies, and then, consistent with its oversight role, monitors and evaluates management's performance. Reciprocally, the CEO keeps the Board fully informed in a timely and candid manner of the progress of the Corporation towards the achievement of its objectives and of all material deviations from the goals, objectives and policies established by the Board.

The Board fulfils its oversight role, duties and responsibilities as well as its decision-making authority, directly and through board committees. The Board must act in accordance with the Broadcasting Act, and the By-Laws of the Corporation. The Board also fulfills its mandate by assuming the duties and responsibilities described in its terms of reference which elaborate on roles and responsibilities in terms of the Board's oversight, provide additional detail on Board proceedings and indicate the decisions under the sole purview of board committees. These governance instruments are reviewed periodically by the Human Resources and Governance Committee and must be approved by the Board.

3. Role of the Chairperson

The *Broadcasting Act* provides that the Chairperson shall preside at meetings of the Board and may exercise such powers or other duties and functions as are assigned by the By-Laws. The Chairperson performs the duties and functions of the office on a part-time basis. The Board has also adopted terms of reference for the role and responsibilities of the Chairperson.

The Chairperson's primary responsibility is to manage the affairs of the Board and to lead the Board in its supervision of the management of the businesses, activities and other affairs of the Corporation. The Chairperson also has a duty to protect the journalistic, creative and programming independence enjoyed by the Corporation. The By-Laws of the Corporation also authorize the Chairperson to make public statements in the name of the Board, and in consultation with the CEO, in the name of the Corporation.

The Chairperson provides leadership to the Board to ensure it exercises proper oversight and respects the boundaries between Board and management responsibilities. The Chairperson makes sure that there are no encroachments into areas of management responsibility. The



Chairperson fosters healthy relationships between directors, the CEO and the Senior Executive Team, and ensures that behaviours and decisions exemplify the governance principles adopted by the Board and the values of the Corporation of integrity, inclusiveness, relevance and creativity.

4. Role of the CEO

The President is the CEO of the Corporation. The CEO performs the duties and functions of the office on a full time basis. The CEO is responsible for establishing an ethical work environment which supports the Corporation's vision and values. The CEO fosters healthy relationships with stakeholders, the Chairperson and directors to further the best interest of the Corporation and ensures that the Board is informed on principal concerns, major developments as well as contentious or sensitive issues affecting the Corporation.

Under the *Broadcasting Act*, the CEO is delegated exclusive authority in respect of the "supervision over and direction of the work and staff of the Corporation". The Board does not have the authority to direct or restrict the CEO in the discharge of this aspect of the CEO's authority. The Board has also passed By-Laws delegating to the CEO responsibility and general authority for the management of the business, activities and other affairs of the Corporation. To clearly delineate the division of authority, the Board has also adopted terms of reference for the role and responsibilities for the CEO as well as a document detailing signing authority.

5. Directors' Core Attributes, Skills and Experience

The membership of the Board should include representation of the geographical regions of Canada and maintain a balance of gender, cultural and linguistic representation to ensure that the Board represents the diversity of Canada's population and its regions.

The Board expects every director to possess core attributes, skills and experience that are fundamental to the Board's overall effectiveness as detailed in the Selection Criteria for the Chairperson, the CEO and the Directors as approved by the Board.

6. Ethical Conduct and Conflicts of Interest

The Board expects all of its members to comply with the Corporation's policies that apply to directors as well as the various Board governance instruments. These include the *Broadcasting Act*, the By-Laws, the Board and Committee terms of reference, the CBC/Radio-Canada Employee related expenses and reimbursement Policy and the *Conflict of Interest Act* "COIA". Directors should also act in accordance with the Expected Behaviours of CBC/Radio-Canada's Code of conduct. Adherence to the Code of conduct is a condition of employment for CBC/Radio-Canada employees.

Each member is expected to act honestly and in good faith with a view to the best interests of the Corporation. Board members are also expected to demonstrate personal and professional



characteristics beyond reproach. These characteristics include high ethical standards and integrity, leadership, trust and commitment. The Board further expects all of its members to make meaningful commitments during their time as directors of the Corporation understanding the difference between the Board's role of oversight and management's responsibility for the day-to-day operations.

Specifically, each Board member is expected to commit the necessary time required to attend regular and special meetings and to be an effective, focused and fully contributing member of the Board and of each Board committee on which they serve. They must maintain the confidentiality of the Corporation's information and Board and committee deliberations. Each member is expected to support Board decisions and act in solidarity so as to not undermine them. Moreover, they are expected to become generally knowledgeable of the business of the Corporation and the broadcasting industry, and gain an understanding of the legislative, regulatory, business, social and political environments within which the Corporation operates as to assist them in discharging their duties

Directors are subject to the *COIA*, certain provisions of the *Financial Administration Act*, and the Government's *Ethical and Political Activities Guidelines for Public Office Holders*.

Under the *COIA*, Directors are designated as "Public Office Holders" and are in a conflict of interest when they exercise an official power, duty or function that provides an opportunity to further their private interests or those of their relatives or friends, or to improperly further another person's private interests. Accordingly, the *COIA* requires Directors to arrange their private affairs to prevent conflicts of interest and to recuse themselves from any discussion, decision, debate or vote if they have a conflict of interest.

The *COIA* expressly prohibits Directors from:

- participating in decisions that would involve a conflict of interest;
- taking any action aimed at circumventing the *COIA*;
- providing preferential treatment to any person or organization based on the identity of the person or organization representing them;
- using information that is not available to the public to further private interests;
- using their position to influence a decision in order to further private interests;
- being influenced in exercising their duties by offers of outside employment;
- accepting any gift or other advantage that might reasonably be seen to have been given to influence them in exercising their official duties;
- entering into a contract or employment relationship, in the exercise of their official duties, with a spouse, common-law partner, child, sibling or parent, or permitting the entity for which they work to do so; and
- personally soliciting funds if it places them in a conflict of interest.

In addition, the *COIA* prohibits former Directors from:



- acting in a manner that takes improper advantage of their previous office;
- acting for or on behalf of any person or organization in connection with any specific proceeding, transaction, negotiation or case where the Crown is a party and where they had acted for, or provided advice to, the Crown while in public office; and
- providing advice to clients, business associates or employers using information that was acquired in the course of their official duties and that is not available to the public.

The *Government's Ethical and Political Activities Guidelines for Public Office Holders*, which Directors certify that they will comply with as a condition of their appointment, stipulates that Public Office Holders:

- shall act with honesty and uphold the highest ethical standards;
- have an obligation to perform their duties and arrange their private affairs in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
- shall, in fulfilling their official duties and functions, make decisions in the public interest;
- shall not participate in a political activity that is, or that may reasonably be seen to be incompatible with their duties or reasonably seen to impair the ability to discharge their public duties in a politically impartial fashion or would cast doubt on the integrity or impartiality of the office.

The Corporation's By-Laws stipulate the manner in which disclosures are made, mainly: (a) at a meeting of the Board at which the proposed contract is first considered; (b) if the Director was not at the time of the meeting interested in the proposed contract or transaction at the first meeting of the board after he/she becomes so interested; (c) if the Director becomes interested after the contract or transaction is made, at the first meeting of the Board after he/she becomes so interested; or (d) if the Director was interested in the contract or transaction before becoming a Director, at the first meeting of the Board after he/she becomes a Director by completing or updating the Directors' Annual Declaration Form; by writing to the Corporate Secretary; or by requesting an entry in the minutes of the Board or its committees.

7. Meeting Procedures

The Board needs to hold a minimum of six regularly scheduled meetings each year at which it reviews and approves corporate plans and budgets, and discusses the overall performance of the Corporation as well as immediate issues facing the Corporation. Directors are encouraged to suggest to the Chairperson items they would like to have considered for the meeting agenda.

Quorum, as indicated in the *Interpretation Act*, should be at least one-half of the 12 fixed board positions, including the Chairperson and the CEO. This translates into six Board members for the transaction of business.



Information and pre-reading materials supporting Board meeting agenda items are provided to directors approximately seven days before the meeting. Such materials focus attention on the critical issues to be considered by the Board. Directors are expected to prepare in a way which ensures that the meeting time can focus on questions from directors and discussion on the materials they have received.

Directors have access to the Senior Executive Team through the Corporate Secretariat. Committee chairs will receive the support of the designated member of the Senior Executive Team in the normal course of preparing for an upcoming Board committee meeting. It is understood that requests should not unduly detract management from its day-to-day operational responsibilities.

As CBC/Radio-Canada is subject to the *Official Languages Act*, presentations and exchanges will be made in the participants' language of choice.

Collaboration, willingness to listen, constructive intent, efficiency, solidarity and respect are key principles for all Board and Committee meetings. This allows directors and management to work productively together to best serve the public interest.

At each Board and committee meeting, time is reserved for directors to meet *in camera*. The Audit Committee meets *in camera* with the external auditor, the internal auditor, the chief financial officer and with only independent directors present. The Board and its committees may engage independent outside advisors as described below.

8. Board Committees and Pension Board of Trustees

To help the Board fulfill its duties and responsibilities and ensure full review of certain matters, the Board has delegated certain duties, responsibilities and decision-making authority to Board committees, as it deems necessary or appropriate.

Each committee has adopted terms of reference which have been approved by the Board that set out the purposes and responsibilities of the committee, as well as committee structure and operations, scope of authority, and reporting to the Board on its activities. Directors are expected to be available to participate on Board committees as required. The Chairperson reviews committee memberships and chair positions, and proposes changes to the Human Resources and Governance Committee for recommendation to the Board for approval. The Board seeks to rotate committee members or chairs periodically, with consideration given to the desires of individual directors and with the objective of having a blend of continuity and fresh perspectives on each committee. The Board also delegates two financially literate directors to serve on the CBC/Radio-Canada Pension Board of Trustees, which is an entity that is independent of the Corporation.

The terms of reference describe the chair's key responsibilities to manage the committee's affairs and ensure that the committee carries out its mandate effectively. Like the Chairperson, each committee chair is expected to provide leadership to enhance the committee's



effectiveness and oversee the committee's discharge of its duties and responsibilities. Committee chairs also report regularly to the Board on the business of their committee and make recommendations as necessary or appropriate.

The Board is currently supported by the following committees:

1. Audit Committee
2. Human Resources and Governance Committee
3. Infrastructure Committee
4. Standing Committee on English Language Broadcasting and the Standing Committee on French Language Broadcasting
5. Stakeholder Relations Committee

The Human Resources and Governance Committee annually reviews the Board's committee structure and makes recommendations to the Board, as appropriate in light of the Board's evolving priorities, needs and the Corporation's circumstances.

9. Ombudsmen

The Ombudsmen of the Corporation report directly, through the CEO, to the Corporation's Board. The Ombudsmen are independent of the Corporation's program staff and management. The Ombudsmen prepare and present a mid-year update report and an annual report to the Board summarizing how complaints were dealt with and reviewing the main issues handled by the Office of the Ombudsman over the relevant period.

10. Director Remuneration

The Chairperson and the CEO are compensated in accordance with the terms of the Order-in-Council appointing them. The CEO receives an annual salary, while the Chairperson receives an annual retainer of \$14,500 to \$17,100 and a per diem of \$565 to \$665 for meetings, travel time and special executive, analytical or representational responsibilities paid in accordance with the laws of Ontario where the head office is located.



The remuneration scheme for directors (other than the CEO and the Chairperson), established by a By-Law approved by the Minister, can be summarized as follows:

Meetings		Board of Directors	Audit Committee	Other Committees
Regular Meetings	Attendance (including meetings by video-conference)	For the first 6 regular meeting days: \$2,000/day	For the first 6 regular meeting days: \$1,300/day for members and \$1,550 for the Chair	For the first 4 regular meeting days: \$1,000/day for members and \$1,250 for the Chair
		Thereafter: \$625/day	Thereafter: \$625/day	Thereafter: \$625/day
	Participation by telephone	\$625/day or \$312.50/half-day	\$250/day	\$250/day
Conference Call Meetings		\$250/day	\$250/day	\$250/day

Directors are entitled to receive only one meeting fee for each day (24 hours) even if they attend more than one meeting during that period.

Directors are also reimbursed, in accordance with the Corporation's Employee Related Expenses and Reimbursement Policy, for travel expenditures incurred to attend meetings of the Board or its committees.

The Chairperson and directors are expected to provide expense claims as soon as possible but no later than 30 days after the expense was made.

11. Director Orientation and Education

The Human Resources and Governance Committee oversees the orientation for new directors and the continuing education opportunities provided by the Corporation. Upon joining the Board, new directors receive an orientation through briefings by members of the Senior Executive Team. The orientation provides new directors with an understanding of the Corporation's governance framework, its strategic, business and corporate plans, its financial statements, and its key policies and practices. Moreover, directors may bring suggestions to the Chair of the Human Resources and Governance Committee and to the Corporate Secretariat about continuing education opportunities organized by the Corporation or specialized firms on topics of interest.



12. Assessment of the Board, Committee and Individual Director Effectiveness

The Human Resources and Governance Committee is responsible for assessing the annual performance and effectiveness of the Board and the Chairperson, the Board committees and their structure, as well as individual directors, with a view to examining how the Board is operating and make suggestions for improvement. Although the scope and focus of such review may vary from year to year, the review includes an assessment of the Chairperson and of the directors, which is administered by the Corporate Secretariat. The aggregated, anonymous results are reviewed by the Human Resources and Governance Committee and the Chair of the Human Resources and Governance Committee reports the findings, including key recommendations to the full Board for discussion. The Chairperson also meets individually with each Board member to discuss that member's individual director assessment.

13. Access to Independent Advisors

An independent outside advisor can only be retained for the Board, at the expense of the Corporation, in exceptional circumstances that are necessary in the public interest and in particular, where the Board or a committee requires independent advice to make an informed decision on a matter that is not in respect of the day-to-day management of the Corporation. Independent outside advisor expertise can be in accounting, financial, legal or other matters. The Board has delegated to the Human Resources and Governance Committee the decision to retain independent outside advisors. A request to retain an independent outside advisor must be made in writing to the Human Resources and Governance Committee, providing the background information as well as the reasons supporting the request. In considering a request, the Human Resources and Governance Committee will consult with the Corporate Secretary. The final decision to hire outside advisors is made by the Human Resources and Governance Committee with the full knowledge of the Board, CEO and Corporate Secretary. The independent advisor will be selected in consultation with the Corporate Secretary.

14. Role of the Corporate Secretariat

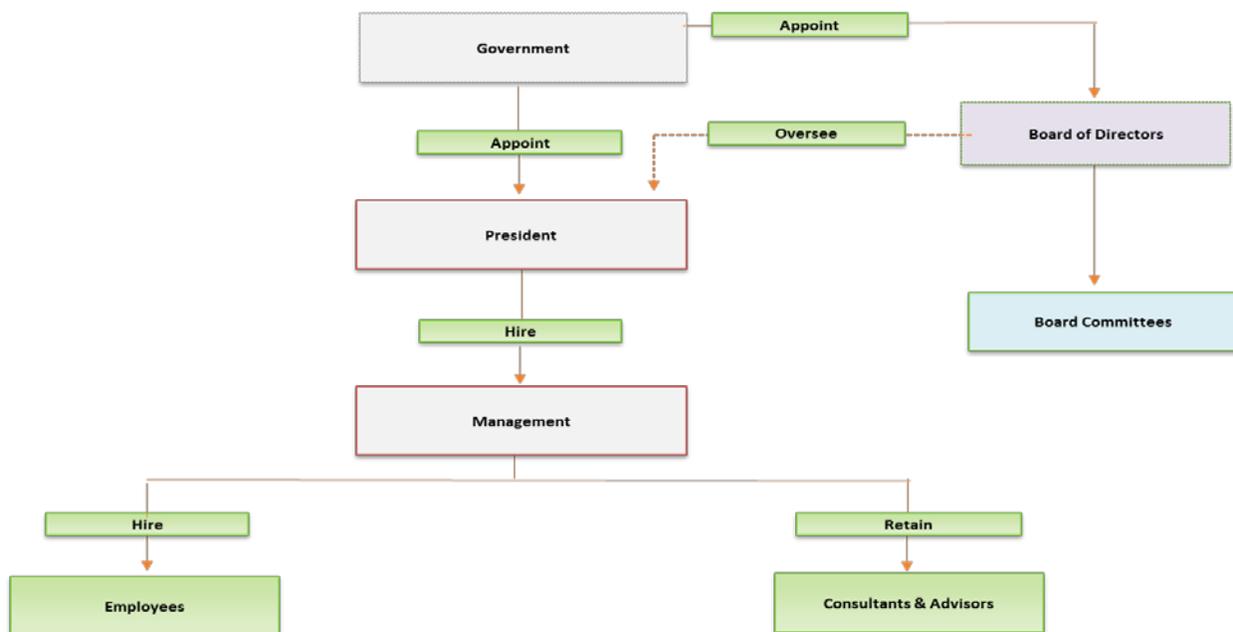
The Corporate Secretariat supports the Board, as well as its committees and the directors, by providing support and governance advice, including on matters relating to conflicts of interest, ethical conduct and political activities. The Corporate Secretariat's terms of reference provide a detailed description of its role and activities.

15. Periodic Review

This statement of governance principles and practices may be reviewed periodically by the Human Resources and Governance Committee, in consultation with the Corporate Secretariat, to ensure that it continues to be appropriate and the Committee may make recommendations to the Board for approval.



16. Governance Framework of CBC/Radio-Canada





CORPORATE SECRETARIAT TERMS OF REFERENCE

1. Introduction

The Corporate Secretariat is responsible for providing strategic and operational support to the Board of Directors ("Board") of CBC/Radio-Canada (the "Corporation"). The Corporate Secretariat works with the President and Chief Executive Officer and the Chairperson to establish and administer the Corporation's governance framework and, at their direction, assists the Board in the discharge of its duties and responsibilities.

The Corporate Secretariat is the primary liaison and advisor on all matters related to corporate governance for the directors and employees of the Corporation. In achieving its role and responsibilities, the Corporate Secretariat promotes a strong and effective working relationship between the Board and the Senior Executive Team. It also provides advice to the Board, individual directors, the Senior Executive Team and employees of the Corporation to ensure compliance with the Corporation's governance framework and on issues relating to Board decisions, requirements and requests.

2. Accountability

The Corporate Secretariat is led by the Corporate Secretary. The Corporate Secretary is an Officer of the Corporation who is appointed by the Board on the recommendation of the President and Chief Executive Officer. The Corporate Secretary reports operationally and administratively to the President and Chief Executive Officer. The Corporate Secretary also reports functionally to the Chairperson.

The Corporate Secretary may delegate duties to other employees to the extent and in such a manner as the Corporate Secretary may determine.

3. Duties and Responsibilities

The Corporate Secretariat has the responsibility to:

3.1 Corporate Governance

- Act as the primary point of contact and source of advice and guidance for directors and Senior Executive Team as regards to the Corporation's governance framework and its activities in order to support the Board's decision making process.
- Ensure compliance with the *Broadcasting Act* and the Corporation's By-Laws, and advise the Board and Senior Executive Team on all matters of procedure.
- Promote strong corporate governance practices within the organization.



- Provide support and governance advice to the Chairperson and directors on matters relating to conflicts of interest, ethical conduct and political activities. This includes receiving disclosures and advising the Chairperson in respect of any matters where a real or potential conflict of interest may occur.
- In consultation with the Chairperson and Chair of the Human Resources & Governance Committee:
 - manage the Board's assessment process and assist the Chairperson and the President and Chief Executive Officer in implementing changes to policy or processes resulting from the recommendations; and
 - ensure effective board orientation procedures for new directors and continuing education for all directors and support them in understanding their roles and responsibilities.
- Keep under close review all legislative, regulatory and corporate governance developments that might affect the Corporation's operations, and ensure that the Board and Senior Executive Team is informed of these developments.
- Periodically review whether the By-Laws, the President and Chief Executive Officer's Signing Authority and terms of reference continue to meet the needs of the Corporation and are well understood throughout the organization.
- Maintain the Corporation's corporate records, meeting minutes, resolutions and related Board information.

3.2 Board Meeting Management

- Manage the organization of meetings of the Board and Committees in accordance with established procedures established through the governance framework, or as stipulated by the Board.
- In consultation with the President and Chief Executive Officer and the Chairperson:
 - schedule meetings of the Board and Committees;
 - prepare draft agendas for Board and Committee meetings; and
 - ensure that the materials for Board and Committee meetings are sent to Directors.
- Attend and act as Secretary, or appoint a representative for this purpose, for all Board and Committee meetings.
- Prepare resolutions and minutes of Board and Committee meetings, and distribute minutes of previous meetings and documents to directors in a timely manner.
- Ensure the confidentiality of Board materials, records and deliberations as appropriate.



3.3 Communication and Information

- Ensure that appropriate tools and mechanisms are in place to manage Board information and communication to ensure that directors are able to appropriately discharge their legal and fiduciary responsibilities.
- Act as the sole coordinator and point of contact of all communications to and from Directors.
- Coordinate and assemble briefing materials with the appropriate breadth and clarity to assist directors to prepare for meetings and perform their oversight role, including:
 - developing guidelines and templates to assist the Corporation's Senior Executive Team and employees in the preparation of appropriate briefing materials sent to directors;
 - establishing timelines leading up to each meeting that provide for the adequate internal review while providing directors with sufficient time to prepare for meetings; and
 - assisting the other members of the Senior Executive Team throughout the meeting preparation process to ensure Board requirements are clearly understood.
- Support the President and Chief Executive Officer in ensuring that all decisions made by the Board are clearly communicated to the other members of the Senior Executive Team and consequential actions are taken by the Corporation.
- In consultation with the President and Chief Executive Officer, provide directors with timely information between Board meetings as significant events warrant.
- When responding to individual director requests on particular topics, ensure that all directors receive the same information.
- Ensure proper and timely documentary filings to Parliament under applicable legislation and disclosure requirements under Government policy.

3.4 Other

- Manage the Board's budget, including reviewing and ensuring the effective administration of Board expenditures including compliance with directives and expense entitlements.
- Perform such other duties and functions assigned to it from time to time by the President and Chief Executive Officer or the Chairperson.



BOARD OF DIRECTORS TERMS OF REFERENCE

1. Purpose

- 1.1. Pursuant to the *Broadcasting Act*, the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") is responsible for the management of the businesses, activities and other affairs of the Corporation. The role of the Board is one of oversight and, consistent with this principle, the Board has delegated the management of the Corporation's day-to-day business, activities and other affairs to the President and Chief Executive Officer.

2. Composition

Pursuant to the *Broadcasting Act*:

- 2.1. The Board of the Corporation is appointed by the Governor in Council and consists of twelve directors, including the Chairperson and the President and Chief Executive Officer.
- 2.2. Directors hold office during good behaviour for a term not exceeding five years and may be removed at any time by the Governor in Council for cause.
- 2.3. Any director who has served two consecutive terms is not, during the twelve months following the completion of the second term, eligible for re-appointment, unless appointed to hold the position of Chairperson or President and Chief Executive Officer.

3. Duties and Responsibilities

- 3.1. The Board has the following specific responsibilities which do not, in any way, limit or comprehensively define its overall responsibility for the oversight of the Corporation:

(A) General Stewardship and Oversight

- (i) oversee the management of the business, activities and other affairs of the Corporation;
- (ii) provide advice and counsel to the President and Chief Executive Officer in the execution of the duties and responsibilities upon request.



(B) Corporate Plans and Strategies

- (i) review and approve the Corporation's strategic and business plans, as well as the Corporate Plan on an annual basis, taking into account the Corporation's mandate as the national public;
- (ii) review and approve the Corporation's strategic objectives and other key performance indicators;
- (iii) review and approve the Annual Report on the operations of the Corporation;
- (iv) approve the place and date of the Annual Public Meeting;
- (v) monitor the implementation, progress and review the performance of the Corporation against the strategic objectives and key performance indicators and initiate corrective action through management, where appropriate;
- (vi) review and approve proposals relating to the Corporation's mandate and role as national public broadcaster; and
- (vii) respond to the Ombudsmen's Annual Report.

(C) Financial Matters

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) review and approve the audited financial statements of the Corporation;
- (ii) review and approve quarterly financial reports;
- (iii) review and approve the annual operating budgets, capital budgets and borrowing plans;
- (iv) ensure that the financial performance of the Corporation is adequately reported in accordance with the *Broadcasting Act* to Parliament, stakeholders and the public on a timely and regular basis;
- (v) ensure that the financial results are reported fairly and in accordance with applicable audit, accounting and reporting standards and requirements; and
- (vi) review and approve transactions, including acquisitions and divestitures, beyond the President and Chief Executive Officer's signing authority as referred by the President and Chief Executive Officer.



(D) Risk Management and Internal Controls

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) ensure that controls and procedures are in place to identify, manage and mitigate the principal risks to which the Corporation is exposed, including without limitation, strategic, business, operational, legal and reputational risks and to safeguard the Corporation's resources;
- (ii) review the assessment of areas of greatest risk to the Corporation and steps taken to address those risks;
- (iii) ensure the effectiveness of the Corporation's internal controls and information management systems.

(E) Human Resources

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) review and approve any major change to the organization structure;
- (ii) review and approve the compensation and incentive plans and budgets;
- (iii) review and approve significant mandates for the negotiation of collective bargaining agreements;
- (iv) review and approve significant human resources and industrial relations strategies;
- (v) review and approve the President and Chief Executive Officer's annual objectives and overall performance evaluation rating;
- (vi) review and approve the appointment and remuneration of all Vice-Presidents;
- (vii) review and approve any termination package for a Vice-President which differs from plans or policies approved; and
- (viii) review and approve recommendations, if any, to the Governor in Council regarding the needs of the Corporation with respect to the appointment and remuneration of the President and Chief Executive Officer.

(F) Pension Matters

In relation to the CBC/Radio-Canada Pension Plan or other pension plan, the Board shall:



- (i) review and approve changes to the By-Laws creating the pension plan or to the plan itself;
- (ii) review and approve changes to the funding or use of any surplus;
- (iii) delegate two financially literate Directors to serve on the CBC/Radio-Canada Pension Board of Trustees;
- (iv) review and approve the appointment or removal of trustees; and
- (v) review and approve changes to the role of trustees.

(G) Stakeholder relations

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) review and approve the Corporation's significant stakeholder relations strategies and initiatives including the narrative of the Annual Report, the Corporate Plan and significant workforce adjustments; and
- (ii) review and approve any other strategies and initiatives that are expected to have significant impact on any group of stakeholders.

(H) Infrastructure

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) review and approve significant transactions, beyond the President's signing authority, relating to the Corporation's infrastructure asset.

(I) Corporate Governance and Board Affairs

In addition to the responsibilities delegated to its committees, the Board shall:

- (i) manage its own affairs;
- (ii) appoint, determine the composition of, and set mandates, and review and approve terms of reference for, committees of the Board;
- (iii) approve changes to the Board Governance Guide which outlines the principles and practices by which the Board operates; and the terms of Reference for the Board, the Chairperson of the Board, the President and Chief Executive Officer, directors and Board Committees;



- (iv) review and approve the process for assessing the effectiveness of the Board as a whole, its committees, the Chairperson and individual directors;
- (v) review and approve the list of competencies, skills and experience considered generally necessary for the Board as a whole, and those specifically desired in light of a vacancy or potential vacancy, for the purpose of recommending to the Governor in Council the criteria the Government should consider when appointing directors; and
- (vi) recommend to the Minister changes to the compensation of directors.

4. Delegation of responsibilities

- 4.1. Subject to the provisions of the *Broadcasting Act*, the *Financial Administration Act* and the By-Laws of the Corporation, the responsibilities of the Board may be delegated, from time to time, to committees of the Board on such terms as the Board may consider appropriate.
- 4.2. Pursuant to the *Broadcasting Act*, the Board may make By-Laws respecting the management of the Corporation's day-to-day business activities and other affairs, the conduct of business at meetings of the Board, the establishment of special and standing committees of directors, the delegation of duties to special and standing committees of directors, the fixing of quorums for meetings thereof, among others.
- 4.3. The Board may not delegate the following matters to any committee:
 - (A) the adoption, amendment and repeal of By-Laws; and
 - (B) the approval of:
 - (i) financial statements of the Corporation and external auditors' reports referred to in the *Financial Administration Act*;
 - (ii) the Corporate Plan, including the capital budget, borrowing plan and operating budget, and any amendments thereto; and
 - (iii) any other matters where the approval of the Governor in Council is also required or where the *Broadcasting Act* explicitly provides for Board approval.



5. Regular Board Meetings and Business

- 5.1. The Board shall meet regularly at least six times a year and at such other times as may be requested by the Chairperson.
- 5.2. At least one-half of the 12 fixed board positions, including the Chairperson and President and Chief Executive Officer, shall constitute a quorum of the Board. This translates into six Board members for the transaction of business.
- 5.3. Meetings of the Board shall be held at the call of the Chair, either on the Chair's own initiative or at the written request of the President and Chief Executive Officer or of three (3) of the other Directors. Notice of each meeting of the Board shall be given to each member of the Board at least forty-eight (48) hours in advance of the meeting (unless waived by all members of the Board).
- 5.4. The Chairperson, in consultation with the President and Chief Executive Officer and the Corporate Secretary (or their designated delegate) shall set the agenda for each meeting which shall then be circulated to all members of the Board.
- 5.5. Directors shall advise the Chairperson and the President and Chief Executive Officer in advance of introducing significant and previously unknown information or a new decision item at a meeting.
- 5.6. The Board will reserve time, as determined appropriate, to have an *in camera* session with the President and Chief Executive Officer only, as well as without management present.
- 5.7. Relevant information and documentation shall be made available to the Board through the Board portal.
- 5.8. Minutes of Board meetings shall be available by the Corporate Secretary through the Board portal.



AUDIT COMMITTEE TERMS OF REFERENCE

1. Purpose

1.1 The purpose of the Audit Committee (the "Committee") is to assist the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") in discharging its stewardship and fulfilling its oversight responsibilities by monitoring:

- the integrity of the financial information that will be provided to Parliament and other stakeholders;
- the systems of internal controls and risk management, which management and the Board have established;
- the audit process; and
- the Corporation's financial performance against the business and corporate plans.

1.2 The Committee affords management, the internal auditor and the external auditor a direct conduit to the Board while keeping with the Board certain ultimate decision making powers or responsibilities which have not already been otherwise delegated to the Committee, management or the Pension Board of Trustees.

2. Composition

2.1 The Committee shall consist of three to six members of the Board. The Chair and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

2.2 All members of the Committee shall be financially literate, that is, shall have, at a minimum, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those raised by the Corporation's financial statements.

2.3 The Chair of the Committee may designate another Committee member to be Acting Chair of the Committee when required.

2.4 The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committee.



3. Duties and Responsibilities

3.1 Subject to the powers and duties of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board and reported to the Board on a regular basis all such action it has taken since its previous report:

(A) Financial Statements and Other Financial Information

3.2 In the absence of express authority from the Board, the Committee shall not, without the concurrence of both management and the auditors, have either the responsibility or authority for altering the financial statements or the accounting procedures of the Corporation.

3.3 The Committee shall recommend to the Board for approval the Corporation's:

- (i) audited annual financial statements; and
- (ii) unaudited quarterly financial statements.

3.4 The Committee shall:

- (i) review the financial sections of the Annual Report, the quarterly financial reports and the Corporate Plan with particular attention to the presentation of unusual or sensitive matters such as disclosure of related party transactions, significant non-recurring events, changes in accounting principles and all significant variances between comparative reporting periods; and
- (ii) review the Statement of Management's Responsibility for the Financial Statements as signed by senior management.

(B) Risk Management, Internal Control and Information Systems

3.5 The Committee shall obtain assurances that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards.

3.6 The Committee shall:

- (i) review the appropriateness of the financial and risk management controls to produce accurate, appropriate and timely management and financial information;



- (ii) review management steps to implement and maintain appropriate internal control procedures including reviewing policies adopted by management;
- (iii) review the approach to risk assessment, including the annual assessment of areas of greatest risk to the Corporation and steps taken to address those risks;
- (iv) review insurance coverage of significant business risks and uncertainties; and
- (v) review any litigation claims or other contingency that could have a material effect upon the financial position or operating results of the Corporation or lead to reputational risks, and ensure appropriate disclosure thereof in documents reviewed by the Committee.

(C) Internal Audit

- 3.7 The Committee shall oversee the Corporation's internal audit function and the internal audit relationship with the external auditor and with management.
- 3.8 The Committee shall:
- (i) approve the appointment and termination of the internal auditor; and
 - (ii) approve the annual internal audit plan.
- 3.9 The Committee shall:
- (i) review internal audit findings and recommendations, management's response thereto and follow-up work thereon; and
 - (ii) review with the Chief Financial Officer and the internal auditor:
 - (a) the internal auditor's mandate, budget, performance and staffing; and
 - (b) any difficulties encountered by the internal auditor in the course of audits, including any changes to, or restrictions on, the scope of the audit work or access to required information.
- 3.10 In the event the Corporation requests the firm that currently provides the internal audit services to provide other services, the Chief Financial Officer shall consult with and obtain approval from the Chair of the Committee before the work begins or a contract is finalized. The Committee shall be informed at the



first meeting following approval of any such contract and shall receive a report of the cumulative amount of contracts so awarded on a yearly basis.

(D) External Audit

3.11 The Committee shall:

- (i) review the planning and results of external audit activities and the ongoing relationship with the external auditor;
- (ii) review the annual attest audit plan of the external auditor;
- (iii) review the contents of the annual audit report and any significant recommendations from the external auditor to strengthen the internal controls of the Corporation;
- (iv) review the planning, conduct and reporting of the annual audit, including but not limited to:
 - (a) any difficulties encountered, or restrictions imposed by management, during the annual audit;
 - (b) any significant accounting or financial reporting issues;
 - (c) the auditor's evaluation of the Corporation's system of internal controls, procedures and documentation;
 - (d) any significant findings or recommendations contained in the external auditor's report, including management's response thereto and the subsequent follow-up to any identified internal control weaknesses; and
 - (e) any other matters the external auditor brings to the Committee's attention.
- (v) review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation;
- (vi) review the auditor's report on all material subsidiaries; and
- (vii) review any special examination plan and report referred to in sections 138-142 of the *Financial Administration Act*, including management's response thereto and the implementation of management's action plan.



(E) Other

- 3.12 The Committee shall exercise oversight over Corporate Policies under its purview by formulating policy recommendations or orientations when appropriate.
- 3.13 The Committee shall, subject to the duties and responsibilities of other Board Committees, recommend to the Board the approval of matters which are beyond the President and Chief Executive Officer's signing authority.
- 3.14 The Committee shall conduct or authorize investigations into any matters within the Committee's scope of responsibilities and, for that purpose, may retain independent counsel, accountants and others to assist in the conduct of any investigation.
- 3.15 The Committee shall:
- i) receive financial reports on all subsidiaries or any entity in which the Corporation has a significant interest; and
 - ii) receive notices from the Officer or employee appointed pursuant to the Policy on the Disclosure of Wrongdoings if, after investigation, wrongdoing is found as a result of a disclosure. Such notices shall contain the recommendations set out in the report made to the President and Chief Executive Officer on this matter.
- 3.16 The Committee shall, in relation to the CBC/Radio-Canada Pension Plan or other pension plan:
- (a) recommend to the Board of CBC/Radio-Canada for approval:
 - i) changes to the By-Laws creating the pension plan or to the plan itself;
 - ii) changes to the funding or use of any surplus;
 - iii) the appointment or removal of trustees; and
 - iv) changes to the role of trustees.
 - (b) review the annual report on the activities of the pension plan, including financial results, pension fund performance, and administration of the pension plan, plan liabilities, funding and governance of the pension plan.
- 3.17 The Committee will:
- (a) review its Terms of Reference periodically, in consultation with the Corporate Secretary, to ensure they continue to be appropriate and make



recommendations to the Human Resources and Governance Committee if required;

- (b) review other items of an internal control, financial or risk management nature which may from time to time be brought before the Committee; and
- (c) perform such other functions as assigned by law, the Corporation's By-Laws, or the Board.

4. Regular Meetings and Business

- 4.1 The Committee shall meet regularly at least four times a year and at such other times as may be requested by the Chair of the Committee.
- 4.2 The internal auditor, the external auditor or one committee member may request that the Chair of the Committee call a meeting of the Committee.
- 4.3 The Chairperson of the Board, the President and Chief Executive Officer, the Chief Financial Officer, the internal auditor and the external auditor shall have direct access to the Committee and shall receive notice of and may attend all meetings of the Committee, except where the Committee meets *in camera* with the external auditor, the internal auditor or only the members of the Committee present.
- 4.4 The Chair of the Committee, in consultation with the Chairperson of the Board, the Chief Financial Officer and the Corporate Secretary, shall review the agenda of each meeting, which shall then be circulated to the members of the Committee.
- 4.5 The internal auditor and the external auditor shall each meet separately with the Committee *in camera* periodically and at least once a year.
- 4.6 Relevant information and documentation shall be made available to the Committee through the Board portal.
- 4.7 Minutes of the Committee meetings shall be made available by the Corporate Secretary through the Board Portal.



STANDING COMMITTEES ON ENGLISH AND FRENCH LANGUAGE BROADCASTING TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Standing Committees on English and French Language Broadcasting (together "the Committees"), which are established pursuant to the *Broadcasting Act*, is to assist the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") in discharging its stewardship and oversight responsibilities with respect to the Corporation's fulfillment of its public broadcasting mandate.

2. Composition

- 2.1. The Committees shall consist of all members of the Board and a majority of members of each Committee shall constitute a quorum for the transaction of business.
- 2.2. Pursuant to Section 45 of the *Broadcasting Act*, the Chairperson, or in the absence of the Chairperson, the President and Chief Executive Officer, shall be the Chair of the Committees. The Chairperson may designate one of the Directors to preside at Committee meetings in the event that both the Chairperson and the President and Chief Executive Officer are absent.
- 2.3. The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committees.

3. Duties and Responsibilities

- 3.1. Subject to the powers and duties of the Board, the Board assigns to the Committees the following duties and responsibilities to be performed by the Committees on behalf of the Board and reported to the Board on a regular basis all such action taken since its previous report.
- 3.2. The Committees shall review and approve the journalistic and program policies of CBC/Radio-Canada.
- 3.3. The Committees will:
 - (a) review the strategies and programming plans of the various media components and businesses of CBC/Radio-Canada;



- (b) review the Corporation's compliance with the Canadian Radio-television and Telecommunications Commission (CRTC) licenses as reflected through the Annual Report filed with the CRTC; and
 - (c) review their Terms of Reference periodically, in consultation with the Corporate Secretary to ensure they continue to be appropriate and make recommendations to the Board if required.
- 3.4. The Committees shall, with respect to the Ombudsmen:
- (a) review the appointment process;
 - (b) review their mid-year updates and annual reports regarding compliance with CBC/Radio-Canada's Journalistic Standards and Practices;
 - (c) review management's response to their annual reports;
 - (d) respond to their annual reports, and
 - (e) ensure that they maintain an appropriate level of independence.

4. Regular Meetings and Business

- 4.1. The Committees shall meet regularly at least two times a year and at such other times as may be requested by the Chairperson of the Committees and, unless otherwise indicated, shall meet jointly.
- 4.2. The Chairperson of the Board, in consultation with the President and Chief Executive Officer and the Corporate Secretary (or their designated delegate), shall review the agenda of each meeting, which shall then be circulated to the directors.
- 4.3. Relevant information and documentation shall be made available through the Board portal.
- 4.4. Minutes of the Committee meetings shall be made available by the Corporate Secretary through the Board Portal.



STAKEHOLDER RELATIONS COMMITTEE

TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Stakeholder Relations Committee (the "Committee") is to assist the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") in discharging its stewardship and oversight responsibilities with respect to the Corporation's significant stakeholder relations strategies and initiatives. As a Crown Corporation with a public interest mandate, the Corporation must manage its relationships with a number of stakeholders including governmental agencies, departments and ministries, local communities, indigenous communities and the Canadian public in general.

2. Composition

- 2.1. The Committee shall consist of three to five members of the Board. The Chair and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board. A majority of members of the Committee shall constitute a quorum for the transaction of business.
- 2.2. The Chair of the Committee may designate another Committee member to be Acting Chair of the Committee when required.
- 2.3. The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committee.

3. Duties and Responsibilities

- 3.1. Subject to the powers and duties of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board and reported to the Board on a regular basis, all such action it has taken since its previous report.
- 3.2. The Committee shall recommend to the Board for approval;
 - (a) the Corporation's significant stakeholder relations strategies and initiatives including the narrative of the Annual Report, the Corporate Plan and significant workforce adjustments; and



- (b) any other strategies and initiatives that are expected to have significant impact on any group of stakeholders.
- 3.3. The Committee shall review public policy trends that might significantly impact the Corporation's relations with its stakeholders.
- 3.4. The Committee will review its Terms of Reference periodically, in consultation with the Corporate Secretary, to ensure they continue to be appropriate and make recommendations to the Human Resources and Governance Committee if required.

4. Regular Meetings and Business

- 4.1. The Committee shall meet regularly at least twice a year and at such other times as may be requested by the Chair of the Committee.
- 4.2. The President and Chief Executive Officer shall be invited to attend all Committee meetings.
- 4.3. The Chair of the Committee, in consultation with the Chairperson of the Board, the President and Chief Executive Officer and the Corporate Secretary (or their designated delegate), shall review the agenda of each meeting, which shall then be circulated to the members of the Committee.
- 4.4. Relevant information and documentation shall be made available to the Committee through the Board portal.
- 4.5. Minutes of the Committee meetings shall be available through the Corporate Secretary via the Board portal.



HUMAN RESOURCES AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Human Resources and Governance Committee (the "Committee") is to assist the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") in discharging its stewardship and oversight responsibilities on matters relating to human resources strategies, compensation, corporate governance, the conduct of the Board's affairs, and other related matters.

2. Composition

- 2.1. The Committee shall consist of three to six members of the Board. The Chair and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board. A majority of members of the Committee shall constitute a quorum for the transaction of business.
- 2.2. The Chair of the Committee may designate another Committee member to be Acting Chair of the Committee when required.
- 2.3. The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committee.

3. Duties and Responsibilities

- 3.1. Subject to the powers and duties of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board and reported to the Board on a regular basis, all such action it has taken since its previous report.
- 3.2. The Committee shall recommend to the Board for approval:
 - (a) the President and Chief Executive Officer's annual objectives;
 - (b) the President and Chief Executive Officer's annual overall performance evaluation rating following an assessment of the President and Chief Executive Officer's performance against established objectives;
 - (c) the compensation and incentive plans and budgets;



- (d) any termination package for a Vice-President which differs from plans or policies approved by the Board or the Committee;
 - (e) significant mandates for the negotiation of collective bargaining agreements;
 - (f) changes to the Board Governance Guide which outlines the principles and practices by which the Board operates and the Terms of Reference for the Board, the Chairperson of the Board, the President and Chief Executive Officer, directors and Board Committees;
 - (g) the list of competencies, skills and experience considered generally necessary for the Board as a whole and those specifically desired in light of a vacancy or potential vacancy;
 - (h) the annual process for assessing the effectiveness of the Board as a whole, committees of the Board, the Chairperson of the Board and individual directors;
 - (i) the structure, organization and responsibilities delegated to the committees of the Board; and
 - (j) recommendations to the Minister on changes to the compensation of directors.
- 3.3. The Committee shall, on the recommendation of the President and Chief Executive Officer, recommend to the Board for approval:
- (a) the appointment of a Vice-President;
 - (b) a Vice-President's compensation on appointment; and
 - (c) any major change to the organizational structure.
- 3.4. The Committee shall approve:
- (a) any matter relating to the administration of incentive plans, including, but not limited to, the designation of individuals eligible to participate in such plans;
 - (b) the annual compensation packages for individual Vice-Presidents consistent with the Corporation's Executive compensation strategy, plan and policies;
 - (c) the Corporation's succession planning program and process; and



- (d) the orientation for new directors and the continuing education for Board members.
- 3.5. The Committee shall exercise oversight over Corporate Policies under its purview by formulating policy recommendations or orientations when appropriate.
- 3.6. The Committee will:
- (a) review the annual report on Health, Safety and the Environment which also includes a report related to Corporate Security (physical, personal, information), Emergency Management and Business Continuity ; Employment Equity; Multiculturalism; and Official Languages;
 - (b) review the Corporation's overall approach to corporate governance issues; and
 - (c) review its Terms of Reference periodically, in consultation with the Corporate Secretary, to ensure they continue to be appropriate and make recommendations to the Board, if required.

4. Regular Meetings and Business

- 4.1. The Committee shall meet regularly at least three times a year, and at such other times as may be requested by the Chair of the Committee.
- 4.2. The President and Chief Executive Officer shall be invited to attend all Committee meetings.
- 4.3. The Chair of the Committee, in consultation with the Chairperson of the Board, the President and Chief Executive Officer and the Corporate Secretary (or their designated delegate) shall review the agenda of each meeting which shall then be circulated to all members of the Committee.
- 4.4. Relevant information and documentation shall be made available to the Committee through the Board portal.
- 4.5. Minutes of the Committee meetings shall be available through the Corporate Secretary via the Board portal.



INFRASTRUCTURE COMMITTEE TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Infrastructure Committee (the "Committee") is to assist the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") in discharging its stewardship and oversight responsibilities with respect to the Corporation's infrastructure assets, including real estate, fleet and transmission holdings, and broadcasting, telecommunications and technology solutions.

2. Composition

- 2.1. The Committee shall consist of three to five members of the Board. The Chair and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board. A majority of members of the Committee shall constitute a quorum for the transaction of business.
- 2.2. The Chair of the Committee may designate another Committee member to be Acting Chair of the Committee when required.
- 2.3. The Corporate Secretary (or a designated delegate) shall be the Secretary to the Committee.

3. Duties and Responsibilities

- 3.1. Subject to the powers and duties of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board and reported to the Board on a regular basis, all such action it has taken since its previous report.
- 3.2. The Committee shall recommend to the Board the approval of significant transactions, beyond the President and Chief Executive Officer's signing authority, relating to the Corporation's infrastructure services and assets.
- 3.3. The Committee shall exercise oversight over Corporate Policies under its purview by formulating policy recommendations or orientations when appropriate.



- 3.4. The Committee will:
- (a) review the implementation of significant strategic directions relating to infrastructure services and assets;
 - (b) review significant projects with respect to their objectives, scope, costs and benefits, timelines, and risks and benefits; and
 - (c) review its Terms of Reference periodically, in consultation with the Corporate Secretary, to ensure they continue to be appropriate and make recommendations to the Human Resources and Governance Committee if required.

4. Regular Meetings and Business

- 4.1. The Committee shall meet regularly at least twice a year and at such other times as may be requested by the Chair of the Committee.
- 4.2. The President and Chief Executive Officer shall be invited to attend all Committee meetings.
- 4.3. The Chair of the Committee, in consultation with the Chairperson of the Board, the President and Chief Executive Officer and the Corporate Secretary (or their designated delegate), shall review the agenda for each meeting, which shall then be circulated to the members of the Committee.
- 4.4. Relevant information and documentation shall be made available to the Committee through the Board portal.
- 4.5. Minutes of Committee meetings shall be available through the Corporate Secretary via the Board portal.



CHAIRPERSON TERMS OF REFERENCE

1. Purpose

- 1.1. The Chairperson shall preside meetings of the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") and may exercise such powers and shall perform such other duties and functions as are assigned to the Chairperson by the By-Laws of the Corporation.

2. General Statement of Responsibilities

- 2.1. The Chairperson shall perform the following duties and functions of the office on a part-time basis in accordance with the *Broadcasting Act* and the By-Laws of the Corporation:

(A) General

- provides leadership, and reports generally, to the Board;
- is the guardian of the Board's decision-making process;
- ensures, in consultation with the Corporate Secretary where appropriate, that the Board complies with the Corporation's Board Governance Guide and resolutions; and
- submits travel and hospitality expenses and remuneration payments to the Chair of the Audit Committee for approval.

(B) Board Operations

- calls, in consultation with the President and Chief Executive Officer and the Corporate Secretary, meetings of the Board;
- establishes, in consultation with the President and Chief Executive Officer 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;
- 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;
- optimizes Board meetings by ensuring that:



- detailed reviews are done by committees first where appropriate;
- discussions focus on strategic issues rather than operational matters; and
- resolutions in writing are used for house-keeping and non-contentious issues.
- ensures, in collaboration with the President and Chief Executive Officer, that the Board receives accurate, adequate, timely and clear information on:
 - the Corporation's performance;
 - the issues, challenges and opportunities facing the Corporation;
 - matters requiring a Board decision; and
 - matters required to fulfil its responsibilities and obligations.
- provides guidance and direction to Committee Chairs relating to committee operations where appropriate;
- arranges *in camera* meetings of the Directors, with or without the President and Chief Executive Officer in attendance as required, to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues affecting the Corporation;
- recommends to the Board, through the Human Resources and Governance Committee, the approval of the structure and composition of Board Committees;
- 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; and
- resolves, in consultation with the Corporate Secretary, directors' conflict of interest issues as they arise.

(C) Corporation's Strategies, Objectives and Performance

- 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;
- ensures that the Board reviews and monitors the Corporation's progress towards the achievement of its strategies and plans;



- ensures, in collaboration with the President and Chief Executive Officer, that significant corporate initiatives have proper and timely Board understanding, consideration, oversight and approval; and
- leads the Board in establishing the performance objectives, and in monitoring and evaluating the performance, of the President and Chief Executive Officer.

(D) Corporation's Business

- promotes the highest standards of integrity, probity and corporate governance;
- ensures that the Board exercises proper oversight over the Corporation's business and affairs and is alert to its obligations and responsibilities;
- attends, with the President and Chief Executive Officer, the Corporation's Annual Public Meeting; and
- ensures that senior management succession and development plans are in place.

(E) Working Relationships

- fosters, in collaboration with the President and Chief Executive Officer, 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;
- fosters, in collaboration with the President and Chief Executive Officer, a healthy relationship between the Board and management to further the best interests of the Corporation at all times; and
- ensures that the President and Chief Executive Officer is aware of concerns of the Board and that the Board is aware of the principal concerns of management.



PRESIDENT AND CHIEF EXECUTIVE OFFICER TERMS OF REFERENCE

1. Purpose

- 1.1. The President is the Chief Executive Officer of the Canadian Broadcasting Corporation (the "Corporation") and has supervision over and direction of the work and staff of the Corporation and may exercise such powers and shall perform such other duties and functions as are assigned to the President and Chief Executive Officer by the By-Laws of the Corporation.

2. Specific Responsibilities

- 2.1. The President and Chief Executive Officer shall perform the following duties and functions of the office on a full-time basis in accordance with the *Broadcasting Act* and the By-Laws of the Corporation:

(A) General

- provides leadership to the Corporation;
- reports, and is responsible in all matters, to the Board;
- unless otherwise provided, hires, determines the compensation and terminates the Corporation's employees.
- demonstrates clear ownership of, and implements, the Board's decisions; and
- ensures, in consultation with the Corporate Secretary where appropriate, that management complies with the Corporation's Board Governance Guide and resolutions.

(B) Board Operations

- advises the Chairperson of the need to convene special meetings of the Board;
- proposes Board agenda items to the Chairperson which reflect the important and strategic issues facing the Corporation and the concerns of Directors;
- ensures, in collaboration with the Chairperson, that the Board receives accurate, adequate, timely and clear information on:



- the Corporation's performance;
- the issues, challenges and opportunities facing the Corporation;
- matters requiring a Board decision; and
- matters required to fulfil its responsibilities and obligations.
- provides input to the Chairperson, in consultation with the Corporate Secretary, on changes to the Terms of Reference and other Board principles and practices; and
- 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

- recommends to the Board the approval of Strategic, Corporate and Business Plans;
- keeps the Board informed of the Corporation's progress towards the achievement of its strategies and plans; and
- ensures, in collaboration with the Chairperson, that major corporate initiatives have proper and timely Board understanding, consideration, oversight and approval.

(D) Corporation's Business

- 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 Officer level;
- promotes and conducts the affairs of the Corporation with the highest standards of integrity, probity and corporate governance;
- leads and manages the Corporation within the parameters established by the Board;
- implements, within the limits prescribed by the Board, operational policies to guide the Corporation;
- attends, with the Chairperson, the Corporation's Annual Public Meeting;
- recommends to the Board, through the Human Resources and Governance Committee, the approval of:



- the appointment of a Vice-President of the Corporation;
 - a Vice-President's compensation package on appointment;
 - changes to a Vice-President's compensation package; and
 - payments to a Vice-President arising from a performance incentive plan.
- presents senior management succession and development plans to the Human Resources and Governance Committee.

(E) Working Relationships

- 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;
- 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; and
- ensures that the Chairperson and the Board are aware of the principal concerns of management.



COMMITTEE CHAIR

TERMS OF REFERENCE

1. Purpose

- 1.1 To help the board of directors (the "Board") of the Canadian Broadcasting Corporation (the "Corporation") fulfill its duties and responsibilities and ensure full review of certain matters, the Board has delegated certain duties, responsibilities and decision-making authority to Board committees (each, a "Committee"), at it deems necessary or appropriate.
- 1.2 The primary function of the Committee Chair is to ensure the effective functioning of the Committee and ensure that it is properly organized, functions efficiently and addresses its duties and responsibilities described in the Committee's terms of reference.

2. Duties and Responsibilities

- 2.1 The specific duties and responsibilities of the Committee Chair are to:
 - review the agenda for Committee meetings to ensure that all required business is brought before the Committee; preside as Chair over each meeting of the Committee;
 - report to the Board of the Corporation on behalf of the Committee on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee;
 - ensure that all items requiring Committee approval and all Committee recommendations to the Board are appropriately tabled to the Board;
 - ensure the adequacy and appropriate timing of documents to the Committee and review with the President and Chief Executive Officer the adequacy and timing of documentary materials provided to the Committee in support of management proposals;
 - perform such other duties and responsibilities as may be requested by the Board from time to time.



CHAIRPERSON SELECTION CRITERIA

1. Education and Experience

- A degree from a recognized university in a relevant field of study or an acceptable combination of equivalent education, job-related training and/or experience;
- Experience serving on a board of directors/trustees of a major public and/or private corporation, preferably as chairperson;
- Experience at the senior management level within the private or public sector (preferably in a large organization) or dealing with senior-level subject-matter experts;
- Experience in the development of strategies, objectives, plans, best business practices and in corporate governance;
- Experience in dealing with the federal government, preferably with senior government officials, would be considered an asset; and
- Experience in the cultural sector, or the field of broadcasting, journalism, media, or production, information technology or multimedia; or experience in the fields of:
 - Communications, marketing, government affairs or public affairs;
 - Accounting or financial management;
 - Real estate or project management; or
 - Law.

2. Knowledge, Skills and Abilities

- Knowledge of the legislative framework within which the Canadian Broadcasting Corporation (CBC/Radio-Canada) operates, more particularly of its independence from government;
- Knowledge and real interest in the mandate and activities of the CBC/Radio-Canada as well as a good understanding of the Francophone, Anglophone and Indigenous cultures in Canada;
- Knowledge and understanding of the respective roles and responsibilities of the Chairperson, the Board and the Chief Executive Officer of a Crown corporation, including the fundamental accountabilities to all Canadians;



- Financial literacy and knowledge of sound corporate governance principles, strategic planning, monitoring and evaluation of performance;
- Understanding of international, social and economic trends; the evolution in the consumption of information and entertainment by diverse audiences; technological evolution related to digital; the supporting environment of national creative content; and how all of these relate to and impact the CBC/Radio-Canada and its digital future;
- Knowledge of the media environment and the emerging trends in broadcasting, as well as the challenges linked to increasing competition and technological changes within the industry;
- Superior leadership and management skills to enable the Board to accomplish its work effectively in carrying out its mandate in accordance with the Broadcasting Act;
- Ability to lead strategic discussions, foster debate among Board members in a respectful meaningful and constructive manner, facilitate consensus and to manage conflicts, should they arise;
- Ability to anticipate emerging issues and trends and develop strategies to enable the Board to seize opportunities and solve problems;
- Ability to develop and maintain strong and effective relationships with other Board members, the Corporation's management, the Minister of Canadian Heritage, the Minister's Office, the Deputy Minister of Canadian Heritage, and the Corporation's key stakeholders and partners; and
- Superior communication skills, both written and oral, and the ability to influence and to act as the CBC/Radio-Canada's spokesperson in dealing with the government, the media, the Corporation's stakeholders and partners, and other organizations.

3. Language Requirements

Proficiency in both official languages.

4. Personal Attributes

- Strategic and innovative leader
- High ethical standards, integrity and impartiality
- Tact and diplomacy
- Sound judgement



- Superior interpersonal skills
- Collegiality
- Stature and credibility in the community

5. Eligibility Factors and Conditions of Employment

- A person is not eligible to be appointed as Director if the person is not a Canadian citizen who is ordinarily resident in Canada or if, directly or indirectly, as owner, shareholder, director, officer, partner or otherwise, the person:
 - is engaged in the operation of a broadcasting undertaking;
 - has any pecuniary or proprietary interest in a broadcasting undertaking; or
 - is principally engaged in the production or distribution of program material that is primarily intended for use by a broadcasting undertaking (statutory).



PRESIDENT AND CHIEF EXECUTIVE OFFICER SELECTION CRITERIA

1. Education and Experience

- A degree from a recognized university in a relevant field of study or an acceptable combination of equivalent education, job-related training and/or experience;
- Significant management experience at the senior executive level, involving the development and implementation of strategic initiatives, ideally acquired within a major private or public sector organization;
- Experience in strategic management, organizational change and management techniques which promote good governance and improve organization performance;
- Experience in serving on a board of a major private or public sector organization;
- Experience in the broadcasting industry or other cultural or digital media industries would be considered an asset;
- Experience in the cultural sector, or the field of broadcasting, journalism, media, or production, information technology or multimedia; or experience in the fields of government affairs or public affairs; and
- Experience in dealing with the federal government, preferably with senior government officials, would be considered an asset.

2. Knowledge, Skills and Abilities

- Knowledge of the mandate and activities of the Canadian Broadcasting Corporation (CBC/Radio-Canada) as well as the legislative framework within which it operates, especially as it relates to its independence from government;
- Financial literacy and knowledge of sound governance and management principles and practices, monitoring and evaluation of performance;
- Knowledge and understanding of Canada's economic, cultural and social fabric, the role of CBC/Radio-Canada as the national public broadcaster, the Francophone, Anglophone and Indigenous cultures in Canada; and the financial challenges it faces;
- Excellent understanding of international, social and economic trends; the evolution in the consumption of information and entertainment by diverse audiences;



technological evolution related to digital; the supporting environment of national creative content; and how all of these relate to and impact CBC/Radio-Canada and its digital future;

- Knowledge of the media environment and the emerging trends in broadcasting, as well as the challenges linked to increasing competition and technological changes within the industry;
- Superior ability to lead and manage the Corporation in carrying out its mandate in accordance with the Broadcasting Act and the parameters established by the Board;
- Ability to provide the corporate vision, realize its strategic direction and define its long-range priorities and strategies;
- Ability to motivate the CBC/Radio-Canada employees and mobilize their energies and talents towards shared goals;
- Ability to position the organization to ensure that it meets the rapidly evolving broadcasting environment in a digital world and the changing needs of audiences;
- Ability to build alliances with the Board of Directors, CBC/Radio-Canada partners including creators, government organizations, and stakeholders to establish effective relationships and networks to support creative and innovative partnerships and programming;
- Superior communication skills, both written and oral, and the ability to influence and to act as the CBC/Radio-Canada media spokesperson on sensitive issues, appear before Parliamentary Committees and represent the CBC/Radio-Canada with a wide range of stakeholders; and
- Management experience in heavily unionized environment;

3. Language Requirements

Proficiency in both official languages is essential.

4. Personal Attributes

- Strategic and innovative leader
- High ethical standards and integrity
- Tact and diplomacy
- Sound judgement



- Superior interpersonal skills
- Collegiality
- Stature and credibility in the community

5. Eligibility Factors and Conditions of Employment

A person is not eligible to be appointed as Director if the person is not a Canadian citizen who is ordinarily resident in Canada or if, directly or indirectly, as owner, shareholder, director, officer, partner or otherwise, the person:

- is engaged in the operation of a broadcasting undertaking;
 - has any pecuniary or proprietary interest in a broadcasting undertaking; or
 - is principally engaged in the production or distribution of program material that is primarily Intended for use by a broadcasting undertaking (statutory).
- The Board of Directors meets at least six times per year in person and at least twice per year by telephone or videoconference. Meetings are held alternatively in Ottawa, Montreal and Toronto, as well once annually elsewhere in Canada in conjunction with the Annual Public Meeting.
 - Additional meetings by telephone or video conference may also be held during the year.
 - CBC/Radio-Canada headquarters are located in Ottawa. The President and Chief Executive Officer will be called to travel to several locations across Canada and more particularly to Toronto and Montreal on a regular basis, where the Corporation also has offices. The President and Chief Executive Officer has the option of residing in Ottawa, Toronto or Montreal.



DIRECTOR SELECTION CRITERIA

1. Education and Experience

- A degree from a recognized university in a relevant field of study or an acceptable combination of equivalent education, job-related training and/or experience;
- A degree in finance, accounting, law or public administration would be considered an asset;
- Experience serving on, or working with, a Board of Directors/Trustees of a major public and/or private corporation;
- Experience at the executive or senior management level within the private or public sector (preferably in a large organization) or in dealing with senior-level subject-matter experts; and
- Experience in the development of strategies, objectives, corporate plans, best business practices.
- Experience in the cultural sector, or the field of broadcasting, journalism, media or production, information technology or multimedia; or
- Experience in the fields of communications, marketing, government affairs or public affairs; or
- Experience in the fields of human resources and labour relations; or
- Experience in the fields of accounting, financial management or financial risk; or
- Experience in real estate and project management or in legal practice.

2. Knowledge

- Knowledge of the legislative framework applicable to the Canadian Broadcasting Corporation (CBC/Radio-Canada) more particularly of its independence from government;
- Knowledge and real interest in the mandate and activities of the CBC/Radio-Canada;
- Knowledge of the roles and responsibilities of the Chairperson, the Board and the Chief Executive Officer of an organization of similar size and complexity;



- Knowledge of sound corporate governance principles, strategic planning, monitoring and evaluation of performance;
- Understanding of global, societal and economic trends, consumer interests, the federal government's policy framework, and how all of these relate to and impact the CBC/Radio-Canada;
- Knowledge of the media environment and the emerging trends in broadcasting, as well as the challenges linked to increasing competition and technological changes within the industry would be considered an asset; and
- Financial Literacy.

3. Abilities

- Ability to engage in discussions and debate among Board members in a respectful, meaningful and constructive manner;
- Ability to develop and maintain strong and effective relationships with other Board members and the Corporation's management;
- Superior communication skills and the ability to influence; and
- Ability to analyze complex issues and apply strategic thinking.

4. Personal Suitability

- High ethical standards and integrity
- Tact and diplomacy
- Sound judgment
- Stature and credibility in the community
- Superior interpersonal skills
- Collegiality

5. Official languages and diversity

- Proficiency in both official languages would be preferred.
- Canadians' demographic diversity would be preferred.



6. Conditions of appointment

- The board of directors meets at least six times per year in person and at least twice per year by telephone or videoconference. Meetings are held alternatively in Ottawa, Montreal and Toronto, as well once annually elsewhere in Canada in conjunction with the Annual Public Meeting. Additional meetings by telephone or video conference may also be held during the year.

7. Eligibility Requirements

- A person is not eligible to be appointed as director if the person is not a Canadian citizen who is ordinarily resident in Canada.
- A person is not eligible to be appointed if, directly or indirectly, as owner, shareholder, director, officer, partner or otherwise, the person:
 - is engaged in the operation of a broadcasting undertaking;
 - has any pecuniary or proprietary interest in a broadcasting undertaking; or
 - is principally engaged in the production or distribution of program material that is primarily intended for use by a broadcasting undertaking.



PRESIDENT AND CHIEF EXECUTIVE OFFICER'S SIGNING AUTHORITY

1. Limits

The authority granted to the President and Chief Executive Officer shall be carried out within the limits of the approved budgets and in accordance with the provisions of the Corporation's by-laws and the *Broadcasting Act*.

2. Authorities

The President and Chief Executive Officer, directly or through a delegate, is authorized to decide, enter into and commit on behalf of the Corporation in respect of the following:

2.1 Acquisition of real property or disposition of real or personal property

Any matter that has a financial value or consideration to the Corporation of up to \$4 million, pursuant to Section 48(2) of the *Broadcasting Act*;

2.2 Lease or other rental agreement for the use or occupation of real property

Any matter that has a financial value or expenditure of up to \$15 million, pursuant to Section 48(2) of the *Broadcasting Act* and Order in Council number P.C. 2002-1582 dated September 24, 2002;

2.3 Program material or rights

Any matter related to the acquisition, production or financing of program material, content or rights that commits the Corporation for a financial value up to \$15 million, save and except when Governor in Council approval or Minister approval is required, pursuant to Section 46(1) g) et 46(1) h) of the *Broadcasting Act*;

2.4 Investments

Any matter related to investments made pursuant to Policy 2.3.29 *Management of Investments* that has a financial value of up to \$100 million;

2.5 Banking

Any matter related to opening a bank account or making changes to such accounts pursuant to section 57 of the *Broadcasting Act*;



2.6 Revenue generation

Any matter, other than one targeted by 2.1 above, without limitations to its financial value or consideration, where the main objective is to generate revenues provided that it does not require the corporation to invest more than \$15 million;

2.7 General

Any other matter that commits the Corporation for a financial value, consideration or expenditure up to \$15 million save where Governor in Council or appropriate Minister approval is required pursuant to Section 46 or 46.1 of the *Broadcasting Act*.

3. Financial value

For greater clarity, financial value of a matter means the value of the contract or a project until full completion. Contracts include agreements, undertakings, binding letters of intent, settlements and releases. Financial value is the estimated maximum financial commitment, supported by the business case, including all expenses related to fully executing all phases, parts, upgrades, available renewals and extension options, all forms of premiums, fees, contingencies, commissions, travel and expenses and interest. Applicable taxes are excluded from the value.

4. Execution

The President and Chief Executive Officer, directly or through a delegate, is empowered, in the name and on behalf of the Corporation to do all such acts and things as are necessary or appropriate to execute all contracts, documents, instruments or certificates in the name and on behalf of the Corporation in connection with the authority conferred on the President and Chief Executive Officer.



BY-LAW NO. 1

A by-law relating generally to the conduct and management of the affairs of the Canadian Broadcasting Corporation

1. Interpretation

1.1 Definitions

In this by-law and all other by-laws of the Corporation:

- (a) "Act" means the Broadcasting Act, SC 1991, c 11, as amended from time to time;
- (b) "Board" includes, for the purposes of section 10, a committee of directors;
- (c) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (d) "Corporation" means the Canadian Broadcasting Corporation;
- (e) "Entity" includes bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated corporations and any number or aggregate of entities;
- (f) "FAA" means the Financial Administration Act, RSC 1985, c F-11, as amended from time to time;
- (g) "Interpretation Act" means the Interpretation Act, RSC 1985, c I-21, as amended from time to time; and
- (h) "President and Chief Executive Officer" means the President and Chief Executive Officer of the Corporation pursuant to section 42(1) of the Act.

1.2 Interpretation

In these by-laws, the following rules of interpretation shall apply:

- (a) the by-laws are adopted pursuant to the Act and should be read subject to the Act;
- (b) unless the context otherwise requires, words and phrases defined in the Act have the same meanings when used in the by-laws;



- (c) words importing the singular number also include the plural and vice-versa; words importing the masculine gender include the feminine and neutral genders; and
- (d) the headings are inserted for reference purposes only and shall not affect the construction or interpretation of the provisions hereof.

2. Business of the Corporation

2.1 Corporate Seal

(1) The seal impressed on the margin hereof is the seal of the Corporation. The Corporate Secretary is its custodian.

(2) A document executed or signed on behalf of the Corporation is not invalid merely because a corporate seal is not affixed to it.

2.2 Financial Year

The financial year of the Corporation shall end on the last day of March in each year.

2.3 Signature

Documents or any other instruments in writing requiring the signature of the Corporation shall be signed by the President and Chief Executive Officer or anyone acting in such capacity and shall bind the Corporation. The President and Chief Executive Officer may delegate in writing such authority, with or without conditions, to other officers or employees of the Corporation, each of whom may in turn, subject to the conditions applied by the President and Chief Executive Officer and delegates, authorize in writing such further delegations, with or without conditions, as deemed appropriate.

2.4 Banking Arrangements

Disbursements of the Corporation shall be made from the account or accounts of the Corporation established under the Act and shall be authorized by the Corporation's Financial Officer (or acting Financial Officer) or by the President and Chief Executive Officer (or acting President and Chief Executive Officer). This authority may be delegated by the President and Chief Executive Officer or the Corporation's Financial Officer.

3. Board of Directors

3.1 Function and Powers

Subject to the Act, the role of the Board is one of oversight and, consistent with this principle, the Board delegates the management of the Corporation's day-to-day business, activities and other affairs to the President and Chief Executive Officer. Subject to the Act and this by-law, the



Board is responsible for the management of the businesses, activities and other affairs of the Corporation. The Board may from time to time establish by resolution, terms of reference describing the powers, duties and functions of the Board, the Chairperson, the President and Chief Executive Officer and all the committees of the Board.

3.2 The Chairperson

In accordance with section 41(1) of the Act and this by-law, the Chairperson presides at meetings of the Board and shall perform such other duties and functions as the Board may specify from time to time, including:

- (a) managing the activities and other affairs of the Board;
- (b) approving the President and Chief Executive Officer's travel and hospitality expenses; and
- (c) being authorized to represent and make statements in the name of the Board of Directors and, in consultation with the President and Chief Executive Officer, in the name of the Corporation.

3.3 The President and Chief Executive Officer

In accordance with section 42(1) of the Act and this by-law, the President and Chief Executive Officer has supervision over and direction of the work and staff of the Corporation and shall have responsibility for the management of the Corporation's day to day business, activities and other affairs including:

- (a) in accordance with section 8 of this by-law, recommending the appointment of, establishing the terms of employment and the remuneration of the officers of the Corporation;
- (b) determining the terms of employment, the remuneration and removal of the Corporation's employees;
- (c) making or issuing statements in the name of the Corporation; and
- (d) performing other powers and duties as the Board may specify from time to time.

3.4 Absence, Incapacity or Vacancy of Office

(1) Pursuant to section 42(3) of the Act, the Board authorizes an officer to act as President and Chief Executive Officer when:

- (a) the President and Chief Executive Officer is absent- the specific designation to be made by the President and Chief Executive Officer; or
- (b) the office of the President and Chief Executive Officer is vacant or the President and Chief Executive Officer is incapacitated- the specific designation to be made by the Board;



provided that, pending any such designation, the officer in charge of legal services is authorized to act as President and Chief Executive Officer in respect of any matter which, in that individual's opinion, requires urgent attention.

(2) The Board shall obtain the approval of the Governor in Council approval for any appointment set out in paragraph (1) that exceeds a period of sixty (60) days.

(3) An individual authorized to act as interim President and Chief Executive Officer shall have all powers, duties and functions of the President and Chief Executive Officer, unless otherwise restricted by the Act, these by-laws or by the appointment instrument.

4. Meetings of the Board

4.1 Meetings

In accordance with section 50(2) of the Act, the Board shall meet at least six (6) times a year.

4.2 Calling of Meeting

Meetings of the Board shall be held at such time and at such place as the Chairperson, either on the Chairperson's own initiative or at the written request of the President and Chief Executive Officer or of three (3) of the other directors, may from time to time determine.

4.3 Participation by Telephone

A director may participate in a meeting of the Board or of a committee of Directors by means of such telephone or other communications facilities as permit all individuals participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

4.4 Notice of Meeting

(1) Notice of the time and place of each meeting of the Board shall be given to each director by electronic mail, to the director's personal email address or other email designated by the director. Notice shall be deemed to have been given on the day of transmission thereof.

(2) Notice shall be given at least forty-eight (48) hours in advance of the meeting.

(3) A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting.

(4) Notice of a meeting of the Board shall not be necessary if all of the directors are present, and none objects to the holding of the meeting.

(5) The accidental omission to give notice of any meeting of directors, or the failure to receive notice, shall not invalidate any resolution passed or any action taken at the meeting. Any



director may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken at that meeting.

4.5 Waiver of Notice

A director may waive notice of a meeting of directors. Such waiver may be given in writing and may be given at any time before, during or after the meeting to which the waiver relates. Attendance at a meeting is deemed a waiver of notice of the meeting unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being adopted, but no other notice shall be required for any such regular meetings.

4.7 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.8 Votes to Govern

Matters arising at any meeting of the Board or its committees shall be decided by a majority of votes cast. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote, but shall have the right, in his discretion, to request a second round of votes. In the event of an equality of votes the resolution or motion put to such vote(s) shall be deemed defeated.

4.9 Resolution in Writing

A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of the Board of directors or a committee of directors, is as valid as if it had been passed at a meeting of the Board of directors or a committee of directors. A copy of every such resolution shall be kept with the minutes of the meeting of the Board or the committee.

4.10 Quorum

Quorum, as indicated in the Interpretation Act should be at least one-half of the twelve (12) fixed board positions, including the Chairperson and the President and Chief Executive Officer, this translates into six (6) Board members for the transaction of business.



4.11 Minutes

The Corporation shall cause to be entered upon the books of the Corporation, the minutes recording meetings of the Board and its committees and the names of those present at meetings of the Board and of its committees.

4.12 Certification

The Chairperson, or in the Chairperson's absence or incapacity the President and Chief Executive Officer, the Corporate Secretary or any other delegate designated to keep the minutes of the meetings of the Board or its committees may certify the minutes or copies thereof or extracts therefrom, and may certify any by-law or resolution of the Board or its committees or any copy thereof or extract therefrom.

5. Annual public meeting

5.1 Calling of Meeting

In accordance with section 113.1 of the FAA, the Board shall hold an Annual Public Meeting within fifteen months of the previous meeting. The Corporation shall hold the meeting in Canada at a place and on a date to be determined by resolution of the Board.

5.2 Notice of Meeting

The Corporation shall publish a notice of the Annual Public Meeting at least thirty days before the day on which the meeting is to be held. The notice shall indicate the location, the date and time, how the public can participate in the meeting and how copies of the Corporation's most recent annual report may be obtained.

5.3 Procedure

The Corporation may choose to hold its Annual Public Meeting in two distinct parts; one for its Francophone audience and one for its Anglophone audience. The Annual Public Meeting shall not be complete until both meetings have been held.

6. Committees

6.1 Committees of Directors

The Board may appoint one or more committees of the Board and assign functions and delegate to such committees any of the powers of the Board except the following:

- (a) the adoption, amendment and repeal of by-laws;
- (b) the approval of:
 - i. financial statements and external auditors' reports;



- ii. the capital plan and any amendments thereto; and
- iii. any other matters where the approval of the Governor in Council is also required or where the Act explicitly provides for Board approval.

6.2 Audit Committee

In accordance with the provisions of the FAA, the Board shall establish an audit committee composed of not fewer than three (3) directors. The audit committee shall have the powers and duties provided in the FAA and delegated to it by the Board.

6.3 Standing Committees on English and French Language Broadcasting

In accordance with section 45(1) of the Act, the Board shall establish a standing committee of directors on English language broadcasting and a standing committee of directors on French language broadcasting, which shall have the powers and duties provided in the Act and delegated to it by the Board.

7. Fees and expenses

Subject to the Act, directors may be paid such remuneration or reimbursement for such out-of-pocket expenses incurred in the performance of their duties as a director as the Board shall from time to time determine in accordance with the by-laws.

8. Officers

8.1 Appointment

On the recommendation of the President and Chief Executive Officer, the Board may from time to time appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a corporate secretary, a financial officer and such other officers as the President and Chief Executive Officer may determine. The President and Chief Executive Officer may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers part of the powers to manage the day to day business, activities and other affairs of the Corporation.

8.2 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the President and Chief Executive Officer may specify. The President and Chief Executive Officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.



8.3 Term of Office

Each officer appointed by the Board shall hold office until removed from office, a successor is appointed or until the officer resigns. The President and Chief Executive Officer, in his discretion, may remove any officer of the Corporation.

9. Protection of directors, officers and others

9.1 Indemnification

To the extent permitted by the FAA, the Corporation shall indemnify a present or former director or officer of the Corporation or another individual, who acts or acted at the Corporation's request as a director or officer, of another entity, and his or her heirs and legal representatives, against the costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that are reasonably incurred by the individual in respect of any civil, criminal, administrative or investigative action or proceeding to which the individual is a party by reason of being or having been such a director or officer, if the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer at the Corporation's request;
- (b) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, believed on reasonable grounds that the individual's conduct was lawful; and
- (c) a court or other competent authority has not judged that the individual has committed any fault or omitted to do anything that the individual ought to have done.

The Corporation may extend the benefits of the foregoing indemnification to other individuals provided such individuals are designated by way of a resolution of the Board.

9.2 Indemnification Agreements

The Corporation is authorized to enter into any agreement evidencing and setting out the terms and conditions of an indemnity in favour of any of the individuals referred to in section 9.1.

9.3 Insurance

The Corporation is authorized to purchase, maintain or participate in insurance for the benefit of any individual referred to in section 9.1 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by law.



10. Conflict of interest

10.1 Disclosure of Interest

A director of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of a meeting of the Board or of meetings of committees of directors the nature and extent of any interest that he/she has in a contract or matter, whether made or proposed with the Corporation, if the director:

- (a) is a party to the contract or matter;
- (b) is a director or an officer, or an individual acting in a similar capacity of a party to the contract or matter; or
- (c) has an interest in any entity or individual who is a party to the contract or matter.

10.2 Time of Disclosure

(1) The disclosure required by section 10.1 shall be made:

- (a) at the meeting of the Board at which the proposed contract or matter is first considered;
- (b) if the director was not at the time of the meeting referred to in paragraph (a) interested in the proposed contract or matter, at the first meeting of the Board after he/she becomes so interested;
- (c) if the director becomes interested after the contract or matter is made, at the first meeting of the Board after he/she becomes so interested; or
- (d) if the director was interested in the contract or matter before becoming a director, at the first meeting of the Board after he/she becomes a director.

(2) If a contract or matter, whether entered into or proposed, is one that, in the ordinary course of the business or activity of the Corporation, would not require approval by the Board, a director shall disclose in writing to the Corporation or request to have entered in the minutes of a meeting of the Board the nature and extent of the interest immediately after the director becomes aware of the contract or matter.

10.3 Voting

A director required to make a disclosure under section 10.1 shall not vote on any resolution to approve the contract or matter, or be part of the discussions surrounding such, unless the contract or matter:

- (a) relates primarily to remuneration or benefits as a director or agent of the Corporation or a subsidiary of the Corporation; or
- (b) is for indemnity or insurance pursuant to these by-laws or the FAA.



10.4 Continuing Disclosure

If, by reason of any matter in which the Corporation is involved, whether or not such matter is to be or has been dealt with by the Board, there is a conflict of interest between the role of a director and a role in any other capacity, including but not limited to a role as a Trustee of the CBC/Radio-Canada Pension Board of Trustees, the director shall, upon becoming aware of such conflict, disclose such conflict in the manner described in section 10.2.

10.5 Avoidance Standards

A contract between the Corporation and one or more of its directors, or between the Corporation and another entity of which a director is a director or an officer or in which he/she has an interest, is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Board that authorized the contract, if:

- (a) the director disclosed the interest in accordance with section 10.1 to 10.4, as the case may be;
- (b) the contract was approved by the Board; and
- (c) the contract was reasonable and fair to the Corporation at the time it was approved.

Without limiting the generality of the foregoing, such director is not accountable to the Corporation for any profit or gain, such director realized from such contract.

11. Effective date

11.1 Effective Date

This by-law is effective from the date of the resolution adopting same and shall continue to be effective unless amended and where any provision requires the approval of the Minister on the day such approval is obtained.

11.2 Repeal

On the effective date of this by-law, the previous version of this by-law is repealed, provided that such repeal shall not affect the past application of past by-laws nor the validity of any measures taken, resolutions passed and rights, privileges or obligations created thereunder before their repeal, nor the validity of any contract or undertaking entered into thereunder.

This by-law was made by resolution of the directors on September 26, 2017.



BY-LAW NO. 2

A by-law respecting the establishment, management and administration of a pension fund for the officers and employees of the Canadian Broadcasting Corporation ("the Corporation") and their dependants.

1. Pension funds and other post-employment benefits

1.1 Pension Fund

The Corporation's Pension Fund is hereby confirmed and continued for the officers and employees of the Corporation and their dependants, such Pension Fund to be in accordance with the policies that the Corporation may adopt from time to time and the by-laws.

1.2 Administration of Pension Fund

For the purpose of administering the Pension Fund made up of money contributed in part out of the money administered by the Corporation and in part by the officers and employees of the Corporation, there is hereby confirmed and continued a CBC/Radio-Canada Pension Board of Trustees to consist of those individuals to serve as Trustees by virtue of their office with the Corporation, as determined in accordance with the policies that the Corporation may adopt from time to time and the by-laws.

1.3 Supplemental Pension Plan

The Corporation's Supplemental Pension Plan is hereby confirmed and continued for the officers and other designated employees of the Corporation and their dependants, such Supplemental Pension Plan to be in accordance with the policies that the Corporation may adopt from time to time and the by-laws.

1.4 Other Post-Employment Programs

Subject to the Act, the Board may by resolution establish other retirement programs for the Corporation's officers and employees in accordance with the policies that the Corporation may adopt from time to time and the by-laws.

2. Pension fund investment

Any part of the Pension Fund may be invested by the CBC/Radio-Canada Pension Board of Trustees or by fiduciary agents or investment counsel appointed by the CBC/Radio-Canada Pension Board of Trustees for this purpose.



BY-LAW NO. 3

A by-law fixing the fees and expenses to be paid to Governor-in-Council appointed part-time directors of the Canadian Broadcasting Corporation

1. Meeting Fees

- 1.1 Subject to section 1.2, each director shall be paid a fee of:
- a) \$2,000.00 per day for attendance, in person or by video-conference, at each regularly scheduled Board meeting (to a maximum of six in any fiscal year), and \$625.00 per day for attendance at any additional Board meetings;
 - b) \$1,300.00 per day (\$1,550.00 for the Committee Chair) for attendance, in person or by video-conference, at any regularly scheduled Audit Committee meeting (scheduled independently from the board meetings and to a maximum of six in any fiscal year) and \$625.00 per day for attendance at any additional Audit Committee meetings scheduled independently from the Board meeting;
 - c) \$1,000.00 per day (\$1,250.00 for the Committee Chair) for attendance, in person or by video-conference, at any regularly scheduled Committee meeting other than the Audit Committee (to a maximum of four days in any fiscal year) and \$625.00 per day for attendance at any additional Committee meetings.
- 1.2 A director is entitled to be paid only one meeting fee for each day (24 hour period), even if the director attends more than one meeting during that day.
- 1.3 Each director shall be paid a fee of \$250.00 each time he or she participates in a meeting by means of telephone or other communication facility, as authorized by Section 50(3) of the Act, provided that if a meeting in which he or she so participates is a regularly scheduled meeting of the Board at which other directors are personally present, the director shall be paid a fee of \$625.00 per day or \$312.50 per half day while he or she so participates.

2. Expenses, Reimbursements and Per Diems

- 2.1 Each director shall be paid out-of-pocket expenses each time that he/she is required by the Corporation to be its representative at a social or other function.
- 2.2 Each director shall be paid either a per diem at the approved CBC/Radio-Canada daily allowance rate to cover incidental expenses incurred while attending a meeting of the Board, one of its committees, or otherwise engaged on the business of the Corporation; or the actual reasonable expenses incurred.



- 2.3 Each director shall be reimbursed for all transportation costs (including travel costs to and from an airport) while attending a meeting of the Board, its committees, or otherwise engaged on the business of the Corporation.

3. Travel and Living Expenses for the Chairperson and the President

- 3.1 The Chairperson is entitled to be paid reasonable travel and living expenses incurred by him/her while engaged on the business of the Corporation at any place other than his/her normal place of residence.
- 3.2 The President is entitled to be paid reasonable travel and living expenses incurred by him/her while engaged on the business of the Corporation at any place other than the Head Office of the Corporation.