



BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

Minutes of the Meeting held on

November 23, 2011

Montreal, Quebec

Members of the Board present:

Timothy W. Casgrain, Chairperson of the Board
Hubert T. Lacroix, President and CEO
Linda Black
Edward Boyd
Peter Charbonneau
George Cooper
Patricia McIver
Brian Mitchell
Rémi Racine
Edna Turpin
John Young

Members of the Board absent:

Pierre Gingras

In attendance:

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel and
Interim Vice-President, People and Culture
Suzanne Morris, Vice-President and Chief Financial Officer
Tranquillo Marrocco, Associate Corporate Secretary

Also attending:

Louis Lalande, Interim Executive Vice-President, French Services (Items 11, 12a and 12b)
Kirstine Stewart, Executive Vice-President, English Services (Items 11, 12a and 12b)
Chris Boyce, Executive Director, Radio and Audio, English Services (Item 12b)
Neil McEneaney, Executive Director, Finance and Strategy, English Services (Item 11)
François Messier, Director, Sports, French Services (Item 11)
Jeffrey Orridge, Executive Director, Sports Properties, English Services (Item 11)

1. Opening of the Meeting

At 9:15 a.m., the Chairperson called the meeting to order.

2. In Camera Session (Independent directors)

The Board met in camera to discuss several topics. No matters were reported to the Corporate Secretary for inclusion in the minutes.

8. Human Resources and Compensation Committee Report

During the in camera session of independent directors, Rémi Racine provided a review of the Human Resources and Compensation Committee's meeting of November 22, 2011.

5. President and CEO's Report

The Board also met in camera with Maryse Bertrand and Hubert T. Lacroix and then with Hubert T. Lacroix only. No matters were reported to the Corporate Secretary for inclusion in the minutes.

3. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Minutes of the August 24, 2011, the September 28, 2011 and October 21, 2011 Board meetings be approved.

4. Business Arising from Previous Minutes

There were no matters to report.

6. Chairperson's Report

There were no matters to report.

9. Real Estate Committee Report

Rémi Racine summarized the Real Estate Projects Status Report which was presented to the Real Estate Committee on November 21, 2011. Board members inquired about space utilization.

7. Audit Committee Report

Suzanne Morris reviewed the financial highlights for the quarter. Peter Charbonneau then provided an overview of the Audit Committee meeting held on November 22, 2011 and summarized the discussion held on the quarterly financial report, Sirius-XM transaction, information technology financial controls, audit attest plan, special examination, digital media sales and marketing, and contracts approved by the Committee..

a) 2011-2012 Q2 Financial Report

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, – That the the 2011-2012 Q2 Financial Report be approved.

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, That the press release in relation to 2011-2012 Q2 Financial Report be approved.

b) Nomination of Pension Trustees

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, – That Claude Godin, Robert Fisher and Paul Gaffney be appointed to the Pension Board of Trustees for the period of January 1, 2012 to December 31, 2012.

12. Updates

c) 2015: Making it Happen

Hubert T. Lacroix and Suzanne Morris provided an overview of the horizontal and vertical review initiatives undertaken to identify further efficiencies and cost reduction opportunities.

Board members inquired about the Corporation's ability to achieve cost reductions, the number of persons employed at the Corporation, and hiring controls in place.

d) Court Proceedings Relating to Access to Information

Maryse Bertrand summarized the Federal Court of Appeal's decision the Corporation's objectives in the litigation, and how those objectives were partially achieved.

10. 2015 Strategic Initiatives – Implementation Status

The report on the status of implementation of the 2015 Strategic Initiatives was provided as an information item.

11. CBC/Radio-Canada Sports Strategy

Jeffrey Orridge provided an overview of the English Services' Sports Strategy and the advertising revenues generated by sports properties. Board members inquired about the FIFA bid, the competition's ability to acquire various sports properties, the process for acquiring sports properties, and contingency plans relating to sports properties.

Louis Lalande then provided an overview of the ownership of major sports broadcasting rights in the francophone market. François Messier then reviewed the French Services' Sports Strategy. Board members inquired about new hockey teams and the potential impact of the government's cost reduction program on future sports coverage.

12. Updates (*continued*)

a) Distribution of *Explora*

Louis Lalande provided an update on the launch and distribution of *Explora*, a French language specialty channel on health, the environment, nature and science. Board members then inquired about the Discovery Channel and distribution arrangements.

b) English Radio

Chris Boyce provided an overview of the organizational changes in English Radio and Audio. He then circulated a document on, and provided an overview of, English Services' music strategy. Board members inquired about radio services in Edmonton, national hosts, diversity of voices, particular radio shows, and the future CBC Music website.

15. Other Business

It was noted that Edna Turpin's five-year term will expire on December 5, 2011, and that she will continue to serve on the Board until the Governor in Council appoints a replacement or that she resigns.

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That Edna Turpin be thanked for her years of service on the Board of Directors of CBC\Radio-Canada and her dedication and contribution towards the fulfillment of the Corporation's statutory mandate.

13. In Camera Session (independent directors)

The Board met in camera to discuss several topics. No matters were reported to the Corporate Secretary for inclusion in the minutes.

14. Information Items

- a) Appointment of French Services Ombudsman
- b) Workforce Distribution
- c) Summary of Government Funding
- d) Risk Management Update
- e) Annual Report 2011/2012 – Outline of Report and Development Plans
- f) French Services Web Innovations
- g) 2011-2012 Q2 Budgetary Management Report

Adjournment

16. At 2:00 p.m., the meeting was adjourned.

Chair

Secretary