



BOARD OF DIRECTORS of the CANADIAN BROADCASTING CORPORATION

Minutes of the Meeting held on

March 2, 2012

By Conference Call

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
Pierre Gingras
Patricia McIver
Brian Mitchell (until 12:30 p.m.)
Rémi Racine
Edna Turpin
John Young

Members of the Board absent:

None

In attendance:

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel
Steven Guiton, Vice-President and Chief Regulatory Officer (Item 2)
Louis Lalande, Executive Vice-President, French Services (Items 2 and 4)
Suzanne Morris, Vice-President and Chief Financial Officer (Item 2)
Kirstine Stewart, Executive Vice-President, English Services (Item 2)
Michel Tremblay, Senior Vice-President, Corporate Strategy and Business
Stéphanie Duquette, Chief of Staff to the President and CEO
Tranquillo Marrocco, Associate Corporate Secretary
Neil McEneaney, Executive Director, Finance and Strategy, English Services (Item 2)
Peter St.-Onge, Executive Director, Finance and Management Services, French Services
(Items 2 and 4)

Also attending:

Bill Chambers, Vice-President, Brand, Communications and Corporate Affairs (Item 2)
Roula Zaarour, Vice-President, People and Culture (Item 2)
Marie-Philippe Bouchard, Executive Director, Strategic Planning, French Services (Item 4)
Stéphanie Malo, Senior Legal Counsel, Law Department (Item 4)
Michael Mooney, Senior Director, Corporate Finance and Administration (Item 2)
Robert Trempe, Senior Executive Director, Revenue Group, French Services (Item 4)
Olivier Trudeau, Director, Content Strategy and Marketing, Revenue Services (Item 4)
Jerry Zubryckyj, Senior Director, Resource Planning and Capital Process (Item 2)

1. Opening of the Meeting

At 11:00 a.m., the Chairperson called the meeting to order.

Hubert T. Lacroix explained the purpose of the meeting and reviewed the revised Board meeting schedule for March 2012.

3. Post-Federal Budget Communications Plan

Bill Chambers provided an overview of the Federal Budget communications scenarios and the Corporation's communications plans.

Board members then inquired about the anticipated public reaction to the proposed cost reductions, the impacts on Strategy 2015, and talking points for Board members.

2. 2012-2013 Budget – High Level Overview

Suzanne Morris provided an overview of the information that will be presented at the March 20, 2012, Board meeting, the budget context assumptions, the proposed budgets for the next three fiscal years, and the anticipated budget reductions. Hubert T. Lacroix explained the rationale for the proposed staff cuts.

Board members then inquired about the Federal Budget process, the Local Programming Improvement Fund, the application of funds for English Services, the impacts on programming, contingency amounts, the impact of the proposed Vidéotron contract for French Services, and projected advertising revenues.

Michael Mooney provided an overview of the financial pressures and solutions over the next three fiscal years. Suzanne Morris reviewed the contingency plans and Deficit Reduction Action Plan initiatives.

Board members then inquired about the deficit reduction initiatives by non-media components and plans if the Federal Budget reductions are less than anticipated.

Kirstine Stewart and Neil McEaney provided an overview of English Services' proposed solutions and impact on programming. Louis Lalande provided an overview of French Services' proposed solutions and impact on programming. Suzanne Morris then provided an overview of the non-media components' proposed solutions.

Board members then inquired about the Halifax real estate consolidation project, initiatives that impact capital investments, the capital budget, transmission infrastructure initiatives, and advertisement regulations. Board members also commended the Senior Executive Team for the proposals put forth and the quality of the presentation.

4. Vidéotron Contract – French Services

Louis Lalande provided an overview of the four main thrusts of the specialty services strategy, the existing agreements with Vidéotron and the objectives, terms, impacts and risks of the new proposed agreement.

Board members then inquired about Vidéotron and the terms and conditions of the proposed agreement, advertisements in Québecor Media publications, and risks. Board members

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the proposed contracts for the distribution of RDI and Explora and for other matters as set out in the Supplementary Resolution (see Appendix 1) be approved.

s.18(b)

5. Regional Board Meetings

Maryse Bertrand explained the rationale for restricting Board meetings to the Montreal-Ottawa-Toronto triangle in light of the anticipated financial pressures.

Board members agreed to defer this agenda item to the next in-person meeting.

6. In Camera Session

Board members met in camera with Hubert T. Lacroix, Maryse Bertrand and Tranquillo Marrocco in attendance to discuss the March 20, 2012, Board meeting.

Adjournment

At 1:50 p.m., the meeting was adjourned.

Appendices

1. Supplementary Resolution regarding contracts for the distribution of RDI and Explora and for other matters.

APPENDIX 1
**Supplementary Resolution regarding
contracts for the distribution of the RDI and Explora and for other matters**

WHEREAS on February 8, 2012, the Canadian Broadcasting Corporation (“**Corporation**”) entered into an agreement in principle with certain Quebecor Media Inc. companies, including Videotron G.P. and Sun Media Corporation (collectively the “**QMI Group**”);

WHEREAS the agreement in principle covers a set of transactions to be detailed in contracts between the Corporation and the QMI Group, said transactions being said transactions taken globally, being favourable to the Corporation;

WHEREAS the contracts resulting from the agreement in principle shall primarily secure distribution of RDI and the Radio-Canada subsidiary ARTV, as well as ensure distribution of the new Explora channel;

WHEREAS the contracts resulting from the agreement in principle shall also enable the

BE IT RESOLVED THAT the Corporation be and is hereby authorized to enter into, to execute, whether under the corporate seal of the Corporation or otherwise, and to deliver contracts with a term relating to the distribution of the signal for RDI and for Explora as well as other related contracts required to give effect to the agreement in principle signed on February 8, 2012,

subject to such other terms

and conditions as determined by any two of either the Senior Executive Director, Revenue, French Services, the Executive Vice-President of French Services, and the Executive Director, Finance and Management Services, French Services (the “**Officers**”).

BE IT ALSO RESOLVED THAT the Corporation, as a shareholder of ARTV Inc., indicates its acceptance to the latter’s board of directors, such that a distribution contract for the ARTV signal may be signed between ARTV Inc. and Videotron G.P. for a period.

BE IT FURTHER RESOLVED THAT two Officers or their respective delegates, be hereby authorized and directed, for and on behalf of the Corporation, to execute, whether under the corporate seal of the Corporation or otherwise, and to deliver the long-form contracts and all such documents, instruments and agreements, and to do all such acts and things as such Officers may in their absolute discretion determine to be necessary or desirable to carry out the foregoing resolutions inclusive of this resolution, including without limitation all documents and actions necessary in connection with or in implementation of the transactions contemplated in the agreement in principle of February 8, 2012, with such changes thereto as such Officers shall determine and otherwise in form and substance acceptable to such Officers of the Corporation, the execution and delivery of any such long-form contracts in accordance with the provisions of this paragraph being conclusive evidence of such determination and acceptance.