


**Minutes of the Meeting held on**

September 25, 2013

Saskatoon, Saskatchewan

---

 = by video conference

**Members of the Board present:**

Rémi Racine, Chairperson of the Board  
Hubert T. Lacroix, President and CEO  
Vivian Bercovici  
Edward Boyd  
Peter D. Charbonneau  
Pierre Gingras  
Marni Larkin  
Terrence Leier  
Maureen McCaw  
Brian Mitchell  
Marlie Oden

**Members of the Board absent:**

George Cooper

**In attendance:**

Maryse Bertrand, Vice-President, Real Estate, Legal Services and General Counsel  
Tranquillo Marrocco, Associate Corporate Secretary  
Stéphanie Duquette, Chief of Staff to the President and CEO

**Also attending:**

Bill Chambers, Vice-President Brand, Communications & Corporate Affairs (Item 6)  
Louis Lalande, Executive Vice-President, French Services () (Item 6)  
Neil McEaney, Interim Executive Vice-President, English Services () (Item 6)  
Suzanne Morris, Vice-President and Chief Financial Officer () (Items 4 to 6)  
Roula Zaarour, Vice-President, People and Culture () (Item 6)  
Bill Atkinson, Executive Director, Corporate Business Partnerships () (Items 4 to 6)  
Michael Mooney, Executive Director, Corporate Finance and Administration () (Item 6)

## Opening of the Meeting

At 8:30 a.m., the Chairperson called the meeting to order.

### 1. In Camera Session and President & CEO Report

The Board met in camera with the President and CEO to discuss several topics. No matters were reported to the Corporate Secretary for inclusion in the Minutes.

### 2. Adoption of Minutes

On a motion duly moved and seconded, **IT WAS RESOLVED**, – That the Minutes of the June 19, 2013, the July 10, 2013, and the August 22, 2013 Board of Directors meetings be approved.

### 3. Human Resources & Governance Committee Report

#### 3.1 Syndicat canadien de la fonction publique (SCFP) Wage Reopener

Ted Boyd provided an overview of the terms of the proposed bargaining mandate.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the proposed bargaining mandate with the *Syndicat canadien de la fonction publique* (SCFP) be approved.

#### 3.2 Association des Réaliseurs (AR) Bargaining Mandate

Ted Boyd provided an overview of the terms of the proposed bargaining mandate.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the proposed bargaining mandate with the *Association des Réaliseurs* (AR) be approved.

#### 3.3 Canadian Media Guild (CMG) Bargaining Mandate

Ted Boyd provided an overview of the issues addressed by, and terms of, the proposed bargaining mandate. Hubert T. Lacroix provided an overview of the relationship with the CMG, the manner in which issues are addressed on an ongoing and collaborative basis.

Board members inquired about the status of the application before the Canadian Industrial Relations Board to amalgamate the French Unions. They also requested that future presentations relating to bargaining mandates include a full costing of monetary and non-monetary matters.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, – That the proposed bargaining mandate with the Canadian Media Guild (CMG) be approved.

s.18(a)  
s.18(b)  
s.20(1)(b)  
s.21(1)(b)

### 3.4 Board Self-Assessment (Plan for 2014)

Ted Boyd provided an overview of the plan for a board self-assessment and the Committee's discussions on the matter.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That the Board self-assessment be administered in February 2014 and the results be reported at the May 2014 meetings.

### 3.5 Committee Memberships

On the recommendation of the President and CEO, **IT WAS RESOLVED**, — That the Human Resources and Governance Committee recommend to the Board that Marlie Oden be appointed to the Audit Committee.

### 3.6 Appointment of Executive Vice-President, English Services

Ted Boyd and Hubert T. Lacroix provided an overview of the rationale for recommending the proposed candidate.

Board members inquired about internal candidates considered and the proposed candidate's experience and background.

On the recommendation of the Human Resources and Governance Committee, **IT WAS RESOLVED**, — That Heather Conway be appointed Executive Vice-President, English Services, on the terms and conditions presented, including her nomination to the LTIP, effective December 2, 2013.

## **4. Audit Committee Report**

### 4.1 Investments

Suzanne Morris provided an overview of the context, the rationale, the key decision elements, the impacts, and the risks associated with the proposal relating the Corporation's investment as well as the next steps, the use of the proceeds. Peter Charbonneau then explained the accounting implications and provided an overview of the Committee's discussion on the matter.

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, — That the Board of Directors:

Hubert T. Lacroix informed the Board that Tim Casgrain will replace Suzanne Morris as CBC/Radio-Canada's representative on the Board of Directors

#### 4.2 Indemnification of Pension Plan Trustees

Peter D. Charbonneau explained the rationale for having indemnification agreements with all Pension Plan Trustees.

On the recommendation of the Audit Committee, **IT WAS RESOLVED**, – That two senior management representatives be authorized to sign indemnification agreements with (current and former) employees and officers who are members of CBC Pension Plan Board of Trustees similar to those with the Corporation's directors.

#### 4.3 Timetables for Infrastructure and Audit Committee meetings

Peter D. Charbonneau explained that it was desirable where financially material projects were discussed at the Infrastructure Committee meetings, the meeting be scheduled, where possible, to allow for the participation of Corporate Finance to both the Audit and Infrastructure Committees.

### **5. Strategic Planning Committee Report**

Ted Boyd reported that, on September 24, 2013, the Committee reviewed the strategic planning process and its key milestones, the preliminary feedback from CBC/Radio-Canada staff on key business drivers, the emerging strategic issues identified by Board members, and the next steps.

Rémi Racine reported that the Committee agreed that, in order to optimize the Strategic Planning Committee's and Board's time, discussions during the Beyond 2015 planning process should focus on strategies and, consequently, statutory provisions such as elements of the Corporation's mandate and its funding model, and operational matters while appropriate subjects for board discussions in general, would be beyond the scope of the planning exercise as such.

Board members then discussed the merits of including or excluding certain aspects of the mandate and operational matters from the scope of the planning exercise.

### **6. Update on Recent Years' Budgetary Changes and the Making It Happen Initiative**

Suzanne Morris, Mike Mooney and Bill Atkinson provided an overview of budget reductions in recent years, the current and planned phases of the Making it Happen (MIH) initiatives, and other corporate-efficiency and alignment projects.

Neil McEneaney and Louis Lalande provided an overview of the major efficiency and alignment initiatives undertaken by English Services and French Services respectively,

Board members inquired about the level of reserves, the employees' reaction to the MIH initiatives, the initiatives' success, the transfers from the Capital Budget to the Operating Budget, and the extent of investments in technology.

### **7. Hockey Update**

This matter was addressed during the President and CEO's Report.

**8. Varia and In Camera Session (independent directors)**

Board members inquired about the Aboriginal Strategy's influence in expanding the Saskatoon Station and outcomes of the Kids programming.

Maryse Bertrand provided an update on the *Maison de Radio-Canada* real estate project. Board members then inquired about the costs of, and value in, engaging in the P3 process, whether there are major issues with the project, the change management efforts relating to space design, the consortia who participated in the bidding process, and the status of rental of space

Board members met in camera to discuss various topics. No matters were reported to the Corporate Secretary for inclusion in the Minutes.

**9. Information Items**

- 9.1 Aboriginal Strategy Update
- 9.2 Report Card – Children Programming
- 9.3 MRC Development Project in Montreal

**Adjournment**

At 1:45 p.m., the meeting was adjourned.

---

Chair

---

Secretary