

# GOVERNANCE →→

## HIGHLIGHTS

### THE BOARD'S ROLE IN STRATEGIC PLANNING

#### ***Director participation in strategic planning reviewed and enhanced***

Under the guidance of the Nominating and Governance Committee, the Board re-examined its role in setting the strategic direction of the Corporation and adopted a more interactive and in-depth approach for the Board in connection with the 2006–2007 strategic planning cycle.

### RISK MANAGEMENT

#### ***Corporate risk management framework strengthened***

Led by the Audit Committee, the Board introduced several enhancements designed to strengthen Board oversight of the Corporation's risk management framework. These include regular reports to the Board, through the Audit Committee, on key Corporate risks; an annual assessment of the effectiveness of risk management strategies; and improved risk assessment and mitigation techniques.

### CONFLICT OF INTEREST

#### ***Board conflict of interest disclosure process reviewed and clarified***

The Nominating and Governance Committee conducted a review of the processes in place at CBC|Radio-Canada to disclose and manage possible conflicts of interest involving Directors. After examining several alternatives, the Committee endorsed the current process with the added requirement of regular reporting to the Committee on compliance with disclosure requirements and any other conflict of interest issues.

### ASSESSMENT OF BOARD EFFECTIVENESS

#### ***Board evaluation completed June 2006***

An independent governance consultant retained by the Corporate Secretary conducted a confidential Board evaluation and prepared a comprehensive report on the results for the Board, which was reviewed at the June 2006 Board meeting.

### BOARD TRAINING

#### ***Board training on risk management, performance measurement and industry issues***

Board members participated in several sessions during the year as part of the ongoing training and development offered to the Board.

### BOARD INFORMATION

#### ***Guidelines for Board presentations reviewed and enhanced***

There is regular dialogue between Management and the Board to ensure that the Board receives the information it needs to function effectively, and which will support and facilitate the decision-making process. Revised guidelines were crafted in 2006–2007 with the goal of improving the quality of Board materials and clarifying the expectations for Management in preparing material for the Board.

### BOARD COMPOSITION

The Chair of the Board, Guy Fournier, resigned on September 19, 2006. As of the end of the fiscal year, the Government had not appointed a replacement. Pursuant to the provisions of the *Broadcasting Act*, the President and CEO is mandated to serve as Acting Chair during a vacancy in the Office of the Chair.

There was one other change in the Board during the year:

Howard McNutt of Halifax, Nova Scotia, was replaced by Edna Turpin of St. John's, Newfoundland and Labrador, following the expiry of Mr. McNutt's term.

## BOARD COMMITTEES

### ***Standing Committees on English- and French-language Broadcasting***

These Committees are established pursuant to Section 45 of the *Broadcasting Act*. Their mandate is to monitor the fulfilment by the Corporation of its French- and English-language broadcasting responsibilities and its overall mandate, as set out in the *Act*.

### ***Audit Committee***

The Audit Committee mandate includes oversight of the integrity of the Corporation's financial information and reporting, the framework of internal controls and risk management, and the audit process.

### ***Nominating and Governance Committee***

The Nominating and Governance Committee mandate centres on the Board's governance framework, supporting guidelines and processes. Topics covered include: Terms of Reference for the Board, the Board Chair, the President and CEO, individual Directors, and Board Committees; the process for Board assessment; Board succession; Board orientation and training; and Code of Conduct and Conflict of Interest rules for Directors.

### ***Human Resources and Compensation Committee***

The Human Resources and Compensation Committee has oversight responsibility with respect to all aspects of the Corporation's Human Resources strategies, including Human Resources policies, executive compensation, succession

planning, industrial relations, health and safety, and the environment.

### ***Special Committee on Public Support***

The Special Committee on Public Support mandate is concerned with exploring ways, in conjunction with Management, to build public support for the Corporation.

## DIRECTOR COMPENSATION

The Chair of the Board is compensated in accordance with the terms of the Order in Council appointing him/her.

Directors (excluding the Chair of the Board and the President and CEO) receive meeting fees for attendance at Board and Committee meetings in accordance with the following fee schedule:

- Board – \$2,000  
(six meetings per year)
- Audit Committee – \$1,300  
(six meetings per year)
- All other Committees – \$1,000  
(usually four to six meetings per year)

For conference call meetings of the Board or a Committee, the meeting fee is \$250.

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 do not receive an annual retainer for serving as a member of CBC | Radio-Canada's Board of Directors.*

For 2006–2007, the total amount paid in Director compensation was \$127,037.50.

#### **Photos page 6, top to bottom:**

CBC News, Federal Election Night coverage.  
*Dragon Boys*, CBC Television.

#### **Photos page 10, top to bottom:**

Alexandre Courteau, *Bande à part*, Sirius 93.  
Krysta Rudofsky, *Living Newfoundland and Labrador*, CBC Television.  
*Christiane Charette*, *Première Chaîne*, Sirius 138.