

Canada Media Fund/Fonds des médias du Canada

Board Charter

A. Mandate of the Board

The Board of Directors of the Canada Media Fund/Fonds des médias du Canada (the **Corporation**) has adopted this charter as part of its commitment to high standards of corporate governance in pursuing its objectives. This charter describes the Board's mandate and accountability, and sets out the responsibilities of Board members.

The Corporation has overall responsibility for the program called the Canada Media Fund/Fonds des médias du Canada (the **CMF Program**).

B. Duties and Responsibilities of the Board

The Board is responsible for the stewardship of the Corporation, including oversight of the CMF Program and the Corporation's other activities, taking a leadership role in the development of the Corporation's strategic direction, and ensuring that management conducts the business and affairs of the Corporation in accordance with its objectives. The Board's mandate includes:

1. providing input into and approving strategic plans that take into account the Corporation's objectives, its obligations under the Contribution Agreement, and major risks and opportunities, and reviewing these regularly with management;
2. reviewing and approving the CMF Program's policies;
3. monitoring compliance with the terms of the Contribution Agreement with the Department of Canadian Heritage;
4. reviewing and approving the Corporation's annual business plan, including a communications plan;
5. regularly reviewing the Corporation's corporate governance practices and policies with a view to ensuring that such practices and policies conform to "best practices";
6. appointing, coaching and monitoring and assessing the performance of the President and CEO;
7. with respect to the Corporation's executive management, reviewing and approving (i) the process for performance reviews, (ii) compensation plans, and (iii) the structure of executive management;
8. consulting with the President and CEO regarding new candidates for employment in executive management positions;

9. reviewing and approving significant organizational changes and restructurings;
10. overseeing the training, monitoring and succession planning for executive management;
11. ensuring that its expectations of the Corporation's executive management are understood, that appropriate matters come before the Board and that the Board is kept informed of stakeholder feedback;
12. approving and monitoring financial and other reporting, including reporting required under the terms of the Contribution Agreement; and
13. regularly reviewing and ratifying the Corporation's systems of risk management, internal compliance and control, and legal compliance to ensure appropriate compliance frameworks and controls are in place.

Responsibility for the day-to-day management and administration of the Corporation is delegated by the Board to the President and CEO and executive management of the Corporation.

C. Duties and Responsibilities of Board Committees

1. *Board Committees*

The Board may discharge its responsibilities through committees. The Corporation's by-laws establish an Audit Committee and a Governance and HR Committee. The Board may from time to time appoint any other committee or advisory body as it deems necessary with such powers as the Board shall see fit.

2. *Roles and Responsibilities*

The roles and responsibilities of each of these committees are set out in the Charter for each committee.

D. Board Meetings

1. *Board Administration*

The Chair, in consultation with the President and CEO or his/her designate and the Committee Chairs, is responsible for preparing the annual schedule for meetings of the Board and the committees. The schedule should take into account the annual rolling agendas developed by the committees.

The Chair is responsible for approving the Agenda for each Board meeting, prepared by the President and CEO.

Other than in exceptional circumstances, agendas and relevant background information, reports and recommendations will be distributed to Board members before meetings. Meeting materials will generally be distributed to Board members sufficiently in advance

of Board meetings to allow them to thoroughly review the materials and consider the issues. The quorum for the meeting is a majority of members then in office (present in person or by telephone). In the absence of the Chair of the Board, the other Board members may appoint one of their members as Chair of the meeting. The Chair of a meeting shall not have a second or casting vote.

2. ***Board Meeting Frequency***

A minimum of four regularly scheduled Board meetings will be held each year. Additional meetings may be held when required.

3. ***Management Participation***

The Corporation's executive management will participate in Board meetings to make presentations that allow directors to gain additional understanding and insight into the Corporation's business.

4. ***In Camera sessions***

At all Board meetings, the directors will have the opportunity to meet alone to discuss such matters as they see fit.

E. Director Responsibilities

1. The responsibilities of each member of the Board include:

1.1 understanding and complying with his or her legal duties and obligations as a Board member. In general, these include:

- (a) acting honestly and in good faith with a view to the best interests of the Corporation,
- (b) acting with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- (c) complying with the Corporation's *Code of Business Conduct*;
- (d) keeping up to date with current governance issues and practices affecting directors;

1.2 contributing to the definition and accomplishment of the Corporation's strategies and objectives;

1.3 understanding the Corporation's activities, its strategic plans, the context in which the Corporation operates, the risks and challenges involved in achieving its objectives, and the Corporation's organizational structure and its culture and the Board's oversight role of these issues;

- 1.4 making best efforts to attend Board meetings, participating actively in Board meetings and expressing his or her views frankly and fully and being prepared to challenge management's assumptions and conclusions;
 - 1.5 as appropriate, communicating privately and constructively with the Chair and/or the President and CEO between meetings;
 - 1.6 applying his or her special skills, expertise and knowledge to provide a unique contribution to the Board's overall performance; and
 - 1.7 ensuring sufficient and appropriate information is obtained and understood so that as a director, he or she is satisfied with the way the Corporation is managed and that all decisions made are informed and appropriate and if not, that any dissension is properly recorded in the minutes of the meeting;
2. Any director who believes that his or her ability to meet these expectations is at risk, or may appear to be at risk, shall advise the Chair of the Board and together they will consider whether the director should offer to resign or take a leave of absence.

F. Administrative Matters

1. The Corporation provides Board members with an orientation program that includes information about its structure, activities, the Program Guidelines, the Contribution Agreement, the Services Agreement and the *Code of Business Conduct*. The orientation program also addresses the fiduciary duties and obligations of directors and the contribution expected of the new Board member. Directors are provided with copies of all relevant documents through the Board Portal and have the opportunity to meet with the Corporation's Board and committee chairs and with senior management.
2. Committees and individual directors may consult external advisors when they determine that such advisors are necessary, with prior notification to the Audit Committee. The cost and expenses of such external advisors shall be borne by the Corporation.
3. Requests for clarification of this Charter or any other aspect of a director's responsibilities should be directed to the Chair.
4. The Board will review this Charter at a minimum once every two years, considering any recommendations made by the Governance and HR Committee.

Current Version Approved by the Board of Directors of the Corporation on June 29, 2016

This document may have been translated from the language in which it was originally drafted. In the event of a discrepancy between the English and French language versions of this document, the version in the original language of drafting shall prevail.