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## Dieu Merci!





An interactive fable in which the primal relationship between parent and child is brilliantly allegorized in the tale of a monster and his small friend.


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### Board and Committee Activities

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### BOARD OF DIRECTORS

The Canada Media Fund's Board of Directors is responsible for the stewardship of the Corporation,

▶ Board Members

▶ Management Team

▶ Industry Consultation

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including oversight of the 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.

In 2010-2011, the Board oversaw the successful implementation of the CMF and its inaugural slate of programs. Board members were also actively involved in the oversight of the CMF's industry consultation process and its execution, participating in outreach sessions with stakeholders across the country, as well as industry Working Groups.

The Board also conducted an intensive planning session in October 2010. The full day session was conducted by an external facilitator who—overseen by management—engaged in an interactive process with industry stakeholders. The information gathered through a targeted questionnaire and interview process provided extensive information from which the Board was able to discuss and decide on two specific objectives for management, that of simplifying the program guidelines and application process, and rewarding success.

The insights gained through both the industry consultation process and the planning session enabled the CMF to further improve and refine its Program Guidelines for the 2011-2012 fiscal year.

### Getting Governance Right

The Corporation's Board of Directors is fully independent from management, its funders and any beneficiaries of the CMF Program. Directors are nominated by the Corporation's members. The members of the Corporation are: the Canadian Coalition for Cultural Expression (CCCE), which represents Canada's five largest cable and satellite distributors (five directors), and the Government of Canada, through the Department of Canadian Heritage (two directors).

Composition of the Board (as of March 31, 2011)

#### Canadian Coalition for Cultural Expression

Alison Clayton

Guy Fournier

Ron Osborne

Louis Roquet (Chair)

Max Valiquette

#### Department of Canadian Heritage

Cheryl Barker

Glenn Wong



**CMF's Board of Directors: (from left to right) Guy Fournier, Alison Clayton, Max Valiquette, Louis Roquet (Chair) and Glenn Wong. Not in photo: Cheryl Barker and Ron Osborne.**

The CMF and its Board of Directors are committed to adhering to best practices in corporate governance to ensure that the Corporation is managed responsibly for the benefit of its members, funders, industry stakeholders, and the public. As part of this commitment, the

Board of Directors has adopted:

- a **Statement of Corporate Governance Principles**, which defines the CMF's governance structure, describing the role of the Board and its mandate, the Committee structure, code of conduct, and accountability for the responsible management of the funds contributed by its funders to the CMF program. This document was adopted in 2010-2011 and is reviewed annually.
- a **Board Charter** which outlines the duties and responsibilities of the Board, as well as that of each Director.
- a **Code of Business Conduct**, which applies to all of the Corporation's directors, officers, and employees and which promotes:
  - honest, responsible, and ethical conduct, including the ethical and responsible handling of personal and professional relationships;
  - compliance with the terms of the Contribution Agreement and all applicable laws, rules, and regulations; and
  - full, fair, accurate, and timely disclosure in the reports that the Corporation files with the Department of Canadian Heritage in accordance with the Contribution Agreement and all other public communications.

This document was amended in 2010-2011 in order to include a requirement to disclose relevant investments and/or interests in a funding contributor of CMF or a direct or indirect beneficiary of the Corporation.

The above documents are available to download on the CMF website.

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## BOARD COMMITTEES

The Board has two standing committees: the Audit Committee and the Governance and Human Resources Committee.

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## AUDIT COMMITTEE

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its corporate governance and oversight responsibilities with respect to financial reporting, internal controls and risk management, treasury, and external audit activities.

The Audit Committee has adopted a Committee Charter which outlines its duties and responsibilities. As part of the annual review of the charter, there were minor amendments in 2010-2011.

### Composition of the Committee

In 2010-2011, the Committee comprised:

- Cheryl Barker (Chair)
- Guy Fournier
- Ron Osborne

### Highlights for 2010-2011

*Financial and Administrative Policies* – The Committee completed its annual review of the financial and administrative policies. Policies were amended as required.

*Internal Controls and Risk Management* - The Committee oversaw the development of the initial business continuity plan, the redesign

of the client audit program, and reviewed the Corporation's risk management policies. The Committee approved the annual internal audit plan, and received five internal review reports. No significant deficiencies were noted. The reviews covered CMF internal and the CMF Program Administrator's processes.

*Interim Financial Reporting and Annual External Audit* – The Committee reviewed quarterly financial reports, oversaw the annual external audit activities and recommended to the Board the approval of 2010-2011 financial statements.

*Services Agreement with Telefilm Canada* - The Committee reviewed and recommended to the Board the approval of the Third Services Agreement with Telefilm Canada for an additional one year term to March 31, 2012.

*Annual Business Plan and Budget* – The Committee reviewed and recommended to the Board, the approval of the Corporation's 2011-2012 business plan, budget and strategic communications plan.

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## GOVERNANCE AND HUMAN RESOURCES COMMITTEE

The primary function of the Governance and Human Resources Committee is to assist the Board of Directors in fulfilling its responsibilities with respect to corporate governance and human resources management.

The Governance and Human Resources Committee has adopted a Committee Charter which outlines its responsibilities and duties. The Charter is reviewed annually.

### Composition of the Committee

In 2010-2011, the Committee comprised:

- Alison Clayton (Chair)
- Max Valiquette
- Glenn Wong

### Highlights for 2010-2011

*Review of Governance Documents* – The Committee reviewed and oversaw changes to the Corporation's Code of Business Conduct and the Statement of Corporate Governance Principles to reflect changes to CMF's governance framework.

*Director Development, Continuing Education and Assessment* – The Committee developed a comprehensive Board assessment survey, instituted a directors' education policy, and designed a robust program of industry speakers to keep directors abreast of key developments and trends. Presentations included an update on the implementation of Canada's Digital Economy Strategy; an overview of the CRTC's Group Licensing regulatory framework; producer and broadcaster perspectives on the principal challenges facing the content creation industries; and an overview of the cutting-edge programs offered by some of the country's leading training institutions and talent incubators.

The Committee also developed a directors' peer review program, which will be implemented in 2011-2012 and oversaw a self-assessment exercise which confirmed that the Board had a good balance of competencies and is well represented in terms of diversity of gender, language and region.


*CEO and Executive Management Succession Policy* - The Committee oversaw the creation of a succession policy for the President & CEO and executive management. The policy addresses unexpected or emergency succession, and also defines the parameters for planned succession planning for these key positions.

*Corporation's Interactions with Stakeholders* - One of the Corporation's main mechanisms for interaction with stakeholders is through its industry consultation process. The Committee reviewed the Corporation's compliance with the Consultation Policy. The consultation conducted in 2010-2011 was in compliance with the policy. It also oversaw the Corporation's formal mechanisms for addressing disputes with or issues raised by applicants for funding and concluded that adequate processes are in place to address disputes.

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## BOARD AND COMMITTEE ATTENDANCE 2010-2011

Meeting	Board	Audit Committee	Governance & HR Committee
<b>Number</b>	<b>7</b>	<b>4</b>	<b>8</b>
<b>Attendance</b>			
Louis Roquet	7	–	2 (by invitation)
Cheryl Barker	6	4	–
Alison Clayton	7	–	8
Ron Osborne	7	3	–
Glenn Wong	7	–	8
Guy Fournier	7	4	–
Max Valiquette	7	–	8

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## DIRECTORS COMPENSATION 2010-2011

The policy for directors' compensation was created by the two Members of the Corporation in 2009. The policy is reviewed at the annual meeting of Members and includes the fee scales for the annual retainer and meeting fees. The fee scales for 2010-2011 agreed by the Members were as follows:

### Annual retainer

- Chair of the Board - \$51,500
- Committee Chairs - \$40,000
- Other Directors - \$30,900

### Meeting fees:

- \$1,236 for a full day meeting (eight hours including travel)
- \$618 for a half day meeting (four hours including travel)

## BOARD APPOINTMENTS

Glenn Wong was appointed to the Board of Directors on April 6, 2010. No other new appointments were made to the Board in 2010-2011.

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