

Board and Committee Activities

Board of Directors

The CMF’s Board of Directors is responsible for the stewardship of the Corporation, 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 November 2011, the Board conducted a comprehensive planning session that built on the strategic direction established in the 2010 planning session. The full day session was conducted by an external facilitator. The facilitator oversaw an in depth discussion of the environment in which CMF operates and the forces that may impact the evolution of the CMF funding program. This provided the focus for the development of the CMF’s strategic objectives for 2012–2013 and 2013–2014 that were approved by the Board in March 2012.

Board members remained actively involved in the consultation process with a presence at industry Working Groups. The insights gained from the process enabled the CMF to refine its Program Guidelines by implementing a number of initiatives that reflected the imperatives of simplification and rewarding success, which had been identified at the outset of the consultation process, including the introduction of multi-year Guidelines, in effect for 2012–2013 and 2013–2014.

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 and elected 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 (5 directors), and the Government of Canada, through Canadian Heritage (2 directors).

Composition of the Board (As of March 31, 2012)

Canadian Coalition for Cultural Expression	Department of Canadian Heritage
Alison Clayton	Cheryl Barker
Ron Close	Glenn Wong
Guy Fournier	
Louis Roquet (Chair)	
Max Valiquette	

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 business conduct, and accountability for the responsible management of the funds contributed by its funders to the CMF Program.
- 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.

Board Committees

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

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. The charter is reviewed annually by the Committee in consultation with the Governance and HR Committee and updated as required.

Composition of the Committee

In 2011–2012, the Committee comprised:

- Cheryl Barker (Chair)
- Guy Fournier
- Ron Osborne (until June 21, 2011)
- Ron Close (as of July 6, 2011)

Accomplishments in 2011–2012

Changes to Accounting Standards – The Committee reviewed the assessment of the impact of the change in accounting standards for not-for-profit organizations on the Corporation and oversaw the transition to the new accounting standards in 2011–2012.

Internal Controls and Risk Management – The Committee reviewed a report on internal controls over financial reporting. It approved the annual internal audit plan, and received five internal review reports, and no significant deficiencies were noted.

Interim Financial Reporting and Annual External Audit – The Committee reviewed quarterly financial reports, oversaw the annual external audit activities and reviewed the 2011–2012 financial statements.

Services Agreement with Telefilm Canada – The Committee reviewed and recommended to the Board the approval of the Fourth Services Agreement with Telefilm Canada for an additional one year term to March 31, 2013.

Annual Business Plan and Budget – The Committee reviewed and recommended to the Board, the approval of the Corporation’s 2012–2013 business plan, budget and strategic communications plan.

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 and updated as required.

Composition of the Committee

In 2011–2012, the Committee comprised:

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

Accomplishments in 2011–2012

President and CEO Succession Plan – Based on the succession policy developed last year, the Committee created a succession plan for the President and CEO which encompasses unexpected or emergency succession and also planned succession planning and addresses the immediate and longer term leadership needs of the organization.

Corporation’s Interactions with Stakeholders – The Committee reviewed the Corporation’s compliance with the Consultation Policy in 2011–2012, and concluded that the Corporation was in compliance. It also oversaw the Corporation’s formal mechanisms for addressing disputes with or issues raised by applicants for funding and concluded that there were adequate processes in place.

Director Development, Continuing Education and Assessment – The Committee oversaw the analysis of the results of the Board assessment Survey. The Committee also implemented the directors’ peer review program whereby Board members confidentially provide feedback on their colleagues. The Committee also created a new process for the orientation of new directors. Under its directors’ education policy, the Committee arranged several presentations to the Board which included a discussion of Technology, Media and Telecommunications Industry Trends and two presentations on innovative digital media projects.

Corporate Governance Trends—The Committee undertook a review of prevailing corporate governance trends and how they impact the Corporation and was satisfied that the Corporation was well positioned to respond to changes in the governance landscape.

Board And Committee Attendance 2011–2012

Meeting	Board	Audit Committee	Governance & HR Committee
Number	7	4	4
Attendance			
Cheryl Barker	7	4	
Alison Clayton	7	–	4
Ron Close	3 +	3	–
Guy Fournier	7	4	
Ron Osborne	1 *	–	–
Louis Roquet	7	–	–
Max Valiquette	6	–	4
Glenn Wong	7	–	4

NOTES

* Only one Board meeting was held in the period Ron Osborne was in office and therefore his attendance rate is 100 %

+ Three Board meetings were held in the period Ron Close was in office and therefore his attendance rate is 100 %

Directors' Compensation 2011–2012

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 2011–2012 agreed by the Members were as follows:

Annual retainer:

- Chair of the Board—\$53,045
- Committee Chairs—\$41,200
- Other Directors—\$31,827

Meeting fees:

- \$1,273 for a full day meeting (8 hours including travel)
- \$637 for a half day meeting (4 hours including travel)

Board Appointments

Ron Close was appointed to the Board of Directors on July 6, 2011, following the departure of Ron Osborne on June 21, 2011. No other new appointments were made to the Board in 2011–2012.

Management Team (As of March 31, 2012)

Valerie Creighton, President and CEO

Stéphane Cardin, VP, Industry and Public Affairs

Sandra Collins, VP, Operations and CFO

Paul Dubal, Corporate Secretary

Catalina Briceno, Director, Industry and Market Trends

Nathalie Clermont, Director, Program Management

Maurice Boucher, Director, Marketing and Communications

Julie Look, Director, Research