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# NATIONAL ASSEMBLY

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FIRST SESSION

THIRTY-EIGHTH LEGISLATURE

Bill 94

**An Act to amend the Act respecting the  
Conseil des arts et des lettres du Québec**

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**Introduction**

**Introduced by  
Madam Christine St-Pierre  
Minister of Culture, Communications and  
the Status of Women**

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**Québec Official Publisher  
2008**

## **EXPLANATORY NOTES**

*The purpose of this bill is to make the Conseil des arts et des lettres du Québec subject to the Act respecting the governance of state-owned enterprises and to include new, specially adapted governance rules in the council's constituting Act.*

*The new rules concern, among other things, the composition of the board of directors. The bill provides that the board is to consist of 15 members, including the chair of the board and the president and chief executive officer. It prescribes that at least eight of those members, including the chair, must qualify as independent directors in the opinion of the Government. The bill also separates the functions of the chair of the board and those of the president and chief executive officer of the Conseil des arts et des lettres du Québec and prescribes the rules of appointment for both positions.*

*New rules are to apply to the functioning of the board of directors, the establishment of committees under the board, and the disclosure and publication of information. The bill also provides that a majority of the members of the governance and ethics committee and the human resources committee established by the board, including the committee chair, must be independent directors.*

*Lastly, the bill contains transitional provisions and consequential amendments.*

## **LEGISLATION AMENDED BY THIS BILL:**

- Act respecting the Conseil des arts et des lettres du Québec (R.S.Q., chapter C-57.02);
- Act respecting the governance of state-owned enterprises (R.S.Q., chapter G-1.02).

## Bill 94

### AN ACT TO AMEND THE ACT RESPECTING THE CONSEIL DES ARTS ET DES LETTRES DU QUÉBEC

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

ACT RESPECTING THE CONSEIL DES ARTS ET DES LETTRES  
DU QUÉBEC

**1.** Section 5 of the Act respecting the Conseil des arts et des lettres du Québec (R.S.Q., chapter C-57.02) is replaced by the following sections:

**“5.** The council is administered by a board of directors consisting of 15 members, including the chair of the board and the president and chief executive officer. At least eight members, including the chair, must qualify as independent directors in the opinion of the Government.

After consultation with bodies that the Minister considers representative of the artistic and literary communities, the Government shall appoint the members of the board, other than the chair and the president and chief executive officer, taking into consideration the expertise and experience profiles approved by the board. At least three of the members must come from various regions of Québec, other than the Montréal and Québec City regions. Members of the board are appointed for a term of up to four years, as follows:

(1) eleven members from the cultural fields in which the council is competent to act;

(2) two members from other fields of activity, whether cultural or not.

**“5.1.** The Government shall appoint the chair of the board of directors for a term of up to five years.

**“5.2.** On the recommendation of the board of directors, the Government shall appoint the president and chief executive officer, taking into consideration the expertise and experience profile established by the board.

The president and chief executive officer is appointed for a term of up to five years. The office of president and chief executive officer is a full-time position.

**“5.3.** If the board of directors does not recommend a candidate for the position of president and chief executive officer in accordance with section 5.2 within a reasonable time, the Government may appoint the president and chief executive officer after notifying the members of the board.

**“5.4.** If the president and chief executive officer is absent or unable to act, the board of directors may designate a member of the council’s personnel to exercise the functions of that position.

**“5.5.** The governance and ethics committee and the human resources committee established by the board of directors under section 19 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) are composed in the majority of independent directors. The president and chief executive officer may not be a director of those committees, which must be chaired by an independent director.”

**2.** Section 6 of the Act is repealed.

**3.** Section 8 of the Act is amended by replacing “chairman shall be” in the first paragraph by “president and chief executive officer are”.

**4.** Sections 9 and 10 of the Act are repealed.

**5.** Section 11 of the Act is amended by striking out the second paragraph.

**6.** Section 12 of the Act is repealed.

**7.** Section 31 of the Act is amended

(1) by replacing “chairman” in the second line of the first paragraph by “chair of the board of directors, the president and chief executive officer of the council”;

(2) by replacing “chairman of the council” in the fifth and sixth lines of the second paragraph by “chair of the board or the president and chief executive officer”.

**8.** The Act is amended by replacing “chairman” everywhere it occurs in sections 32, 40, 41 and 42 of the English text by “chair”.

**9.** The Act is amended by inserting the following section after section 35:

**“35.1.** The council must also provide the Minister with any information the Minister may require concerning the council.”

## ACT RESPECTING THE GOVERNANCE OF STATE-OWNED ENTERPRISES

**10.** Schedule I to the Act respecting the governance of state-owned enterprises (R.S.Q., chapter G-1.02) is amended by inserting “Conseil des arts et des lettres du Québec” in alphabetical order.

### TRANSITIONAL AND FINAL PROVISIONS

**11.** The requirements relating to the number of independent members of the board of directors of the Conseil des arts et des lettres du Québec and to the independence of the chair provided in the first paragraph of section 5 of the Act respecting the Conseil des arts et des lettres du Québec (R.S.Q., chapter C-57.02), enacted by section 1 of this Act, and the requirements provided in section 5.5 of the Act respecting the Conseil des arts et des lettres du Québec, enacted by that same section, and in the second paragraph of section 19 of the Act respecting the governance of state-owned enterprises (R.S.Q., chapter G-1.02) apply as of the date set by the Government. That date must be set as soon as possible and the provisions referred to in this section are to apply not later than 14 December 2011.

The same applies to the requirement that the audit committee include a member of a professional order of accountants, set out in the second paragraph of section 23 of the Act respecting the governance of state-owned enterprises.

**12.** The Government may, in accordance with the Act respecting the governance of state-owned enterprises, determine that a member of the board of directors of the Conseil des arts et des lettres du Québec in office on (*insert the date preceding the date of coming into force of this section*) has the status of independent director.

**13.** A member of the board of directors of the Conseil des arts et des lettres du Québec in office on (*insert the date preceding the date of coming into force of this section*) who has not obtained the status of independent director under section 12 of this Act may, despite section 5.5 of the Act respecting the Conseil des arts et des lettres du Québec, enacted by section 1 of this Act, and section 19 of the Act respecting the governance of state-owned enterprises, be a member of a committee referred to in section 19 of the Act respecting the governance of state-owned enterprises until the number of independent directors on the board has reached the number set in section 5 of the Act respecting the Conseil des arts et des lettres du Québec enacted by section 1 of this Act.

**14.** The members of the board of directors of the Conseil des arts et des lettres du Québec in office on (*insert the date preceding the date of coming into force of this section*) continue in office on the same terms, for the unexpired portion of their term, until they are replaced or reappointed.

The chairman of the council continues in office on the same terms, for the unexpired portion of the term, as president and chief executive officer.

The chairman also exercises the functions of chair of the board until that office is filled in accordance with section 5.1 of the Act respecting the Conseil des arts et des lettres du Québec enacted by section 1 of this Act.

**15.** Sections 36, 38 and 39 of the Act respecting the governance of state-owned enterprises apply to the Conseil des arts et des lettres du Québec as of the fiscal year that ends after 31 March 2009.

**16.** This Act comes into force on (*insert the date of assent to this Act*).



