

# BCE INC.

## Corporate Governance Committee Charter

### **I. Purpose**

The purpose of the Corporate Governance Committee is to assist the Board of Directors in:

- A. developing and implementing the Corporation's corporate governance guidelines;
- B. identifying individuals qualified to become Board members;
- C. determining the composition of the Board of Directors and its Committees;
- D. determining the Directors' remuneration for Board and Committee service; and
- E. monitoring a process to assess Board and Committees, including their respective Chair's, effectiveness.

### **II. Duties and Responsibilities**

The Corporate Governance Committee shall perform the functions customarily performed by governance and nominating committees and any other functions assigned by the Board of Directors. In particular, the Corporate Governance Committee shall have the following duties and responsibilities:

#### **A. *Corporate Governance***

- 1. Report to the Board of Directors annually on matters of corporate governance, including standards of performance for Directors, the size of the Board, structure, mandate and composition of Board Committees and merits of shareholder proposals.
- 2. Develop and recommend to the Board of Directors a set of corporate governance guidelines including the Board of Directors' mandate, applicable to the Corporation for inclusion in the Corporation's public disclosure documents, in accordance with applicable laws and regulations, and review such guidelines periodically but not less than annually, and recommend changes as deemed necessary.

#### **B. *Directors***

- 1. Consider and recommend for approval by the Board of Directors candidates for election or appointment to the Board of Directors.
- 2. Develop and recommend to the Board of Directors appropriate qualifications/criteria for the selection of Board of Directors members, including criteria for determining director independence.

3. Conduct an annual review of the Directors' remuneration for Board and Committee service in relation to current norms, and recommend any change for Board of Directors' approval.
4. Assist newly appointed members of the Board of Directors in becoming acquainted with the Corporation and its governance process and provide orientation and continuing education for all members of the Board of Directors.

**C. *Policies***

1. Oversee the charitable contributions policy for the Corporation.
2. Review, assess the adequacy of, and assist the Board of Directors in interpreting and applying the Corporation's Disclosure Policy, Code of Business Conduct, and other related policies and guidelines and recommend changes, as deemed appropriate.

**III. Evaluation of the Board of Directors, the Corporate Governance Committee and other Committees of the Board of Directors and Report to the Board of Directors**

- A. The Corporate Governance Committee shall on an annual basis:
1. Undertake surveys of all directors to allow each director to assess the effectiveness and performance of (i) the Board of Directors and its Chair; (ii) the Committees of the Board of Directors and their respective Chairs, as well as to evaluate his or her own participation on the Board of Directors and report to the Board of Directors the results of such assessment.
  2. Evaluate, review and report to the Board of Directors the performance of the Corporate Governance Committee.
  3. Review and discuss with each of the Committees of the Board of Directors the adequacy of the mandate adopted by each Committee of the Board of Directors, and recommend changes as deemed appropriate to the Board of Directors.
- B. The Corporate Governance Committee shall report to the Board of Directors periodically on the Corporate Governance Committee's activities.

**IV. Outside advisors**

The Corporate Governance Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Corporate Governance Committee in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Corporate Governance Committee. The Corporate Governance Committee shall have the authority to approve any engagement of outside counsel and other outside advisors by an individual Board member.

## **V. Membership**

The Corporate Governance Committee shall consist of such number of directors, in no event to be less than three, as the Board of Directors may from time to time by resolution determine. Each member of the Corporate Governance Committee shall be independent of the Corporation as determined by the Board of Directors, in accordance with applicable laws, rules and regulations. The Chair of the Corporate Governance Committee shall be appointed by the Board of Directors.

## **VI. Term**

The members of the Corporate Governance Committee shall be appointed by resolution of the Board of Directors to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

## **VII. Procedures for meetings**

The Corporate Governance Committee shall fix its own procedure at meetings and for the calling of meetings. The Corporate Governance Committee shall meet separately in executive session in the absence of management, at each regularly scheduled meeting.

## **VIII. Quorum and voting**

Unless otherwise determined from time to time by resolution of the Board of Directors, two members of the Corporate Governance Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Corporate Governance Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the Corporate Governance Committee members, except where only two members are present, in which case any question shall be decided unanimously.

## **IX. Secretary**

Unless otherwise determined by resolution of the Board of Directors, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Corporate Governance Committee.

## **X. Vacancies**

Vacancies at any time occurring shall be filled by resolution of the Board of Directors.

## **XI. Records**

The Corporate Governance Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board of Directors as appropriate.