



NATIONAL ASSEMBLY OF QUÉBEC

SECOND SESSION

FORTY-SECOND LEGISLATURE

Bill 4
(2022, chapter 19)

**An Act to reinforce the governance of
state-owned enterprises and to
amend other legislative provisions**

**Introduced 26 October 2021
Passed in principle 2 February 2022
Passed 3 June 2022
Assented to 3 June 2022**

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EXPLANATORY NOTES

This Act amends the Act respecting the governance of state-owned enterprises and makes several such enterprises subject to it. The Act establishes, in particular,

(1) the rules relating to the appointment of members of the board of directors, the duration and renewal of their term of office, their remuneration and their continuation in office at the expiry of their term;

(2) the requirement that the board of directors of a state-owned enterprise must be composed of at least 40% women, and include at least one member 35 years of age or under at the time of appointment and one member representative of the diversity of Québec society;

(3) the validity of acts, documents and decisions of the board of directors even though certain requirements relating to the composition of the board are not met;

(4) the disclosure of conflict of interest situations involving the chair of the board of directors of a state-owned enterprise;

(5) the powers and responsibilities of the person who replaces the chair of the board of directors when the chair is absent or unable to act;

(6) the application of certain governance requirements to legal persons at least 90% of whose voting shares are held directly or indirectly by a state-owned enterprise; and

(7) the information that must be included in a state-owned enterprise's annual management report regarding, in particular, the members of the board of directors and the officers of the enterprise and of the legal persons at least 90% of whose voting shares are held directly or indirectly by the enterprise.

The Act amends most of the constituting Acts of state-owned enterprises, including those of the Caisse de dépôt et placement du Québec and of Hydro-Québec, to allow consistent and extensive application of the governance rules set out in the Act respecting the

governance of state-owned enterprises, in some cases by modifying the composition of the board of directors so as to comply with the required proportion of independent members.

The Act also amends the Act establishing the Commission de la construction du Québec to integrate various governance rules, in particular concerning the functions of the board of directors, the content of the annual management report and the distinction between the office of the chairman of the board of directors and the office of the president and chief executive officer.

Under the Act, the power to appoint an external auditor that is provided for in particular in certain constituting Acts of state-owned enterprises may be exercised on special conditions following an invitation to tender.

The Act amends the Act respecting the Fonds d'aide aux actions collectives, mainly to eliminate the board of administrators of the Fonds d'aide aux actions collectives.

The Act amends the Act respecting the Institut de la statistique du Québec, in particular to give the Government the power to appoint one or more assistant chief statisticians.

The Act also amends the Act respecting the Institut de technologie agroalimentaire du Québec, the Act respecting the Institut de tourisme et d'hôtellerie du Québec and the Act respecting the Société du Centre des congrès de Québec so that the Auditor General of Québec may, in accordance with the Act establishing that office, assign to another auditor the audit of the books and accounts of those bodies.

The Act amends the Act respecting the Société de développement des entreprises culturelles to take into consideration changes in the areas of activities related to its mission.

The Act respecting the Société de financement des infrastructures locales du Québec is also amended, mainly to specify the constitution of the Société's board of directors, and to confer on the Minister of Finance the power to appoint all members of that board.

The Act respecting the Société des alcools du Québec is also amended to provide, in particular, that its investment and operating budget is now sent to the Minister of Finance rather than to the Conseil du trésor.

The Act amends the Act respecting the Société des loteries du Québec to replace the requirement that the company and some of its subsidiaries obtain prior authorization from the Government to make certain contracts by a general requirement that authorization be obtained to make a financial commitment in excess of the limits or contrary to the terms and conditions determined by the Government.

The Act amends the Act respecting the Société du parc industriel et portuaire de Bécancour, mainly to provide it with share capital that only the Minister of Finance may subscribe.

Lastly, the Act contains the transitional and consequential provisions required for its application.

LEGISLATION AMENDED BY THIS ACT:

- Tax Administration Act (chapter A-6.002);
- Act respecting the Agence du revenu du Québec (chapter A-7.003);
- Act respecting parental insurance (chapter A-29.011);
- Building Act (chapter B-1.1);
- Act respecting Bibliothèque et Archives nationales du Québec (chapter B-1.2);
- Act respecting the Caisse de dépôt et placement du Québec (chapter C-2);
- Act respecting the national capital commission (chapter C-33.1);
- Act respecting the Conseil des arts et des lettres du Québec (chapter C-57.02);
- Act respecting the conservation and development of wildlife (chapter C-61.1);
- Act respecting the Conservatoire de musique et d’art dramatique du Québec (chapter C-62.1);
- Act respecting the regulation of the financial sector (chapter E-6.1);
- Act respecting the Fonds d’aide aux actions collectives (chapter F-3.2.0.1.1);

- Act respecting the governance of state-owned enterprises (chapter G-1.02);
- Act respecting Héma-Québec and the biovigilance committee (chapter H-1.1);
- Hydro-Québec Act (chapter H-5);
- Public Infrastructure Act (chapter I-8.3);
- Act respecting the Institut de la statistique du Québec (chapter I-13.011);
- Act respecting the Institut de technologie agroalimentaire du Québec (chapter I-13.012);
- Act respecting the Institut de tourisme et d’hôtellerie du Québec (chapter I-13.02);
- Act respecting the Institut national d’excellence en santé et en services sociaux (chapter I-13.03);
- Act respecting Institut national de santé publique du Québec (chapter I-13.1.1);
- Deposit Institutions and Deposit Protection Act (chapter I-13.2.2);
- Act respecting Investissement Québec (chapter I-16.0.1);
- Act respecting La Financière agricole du Québec (chapter L-0.1);
- Act respecting the Ministère de l’Enseignement supérieur, de la Recherche, de la Science et de la Technologie (chapter M-15.1.0.1);
- Act respecting the Ministère des Finances (chapter M-24.01);
- National Museums Act (chapter M-44);
- Act to establish the Office Québec-Monde pour la jeunesse (chapter O-5.2);
- Police Act (chapter P-13.1);
- Act respecting the Régie de l’assurance maladie du Québec (chapter R-5);

- Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20);
- Act respecting Retraite Québec (chapter R-26.3);
- Act respecting occupational health and safety (chapter S-2.1);
- Fire Safety Act (chapter S-3.4);
- Act respecting pre-hospital emergency services (chapter S-6.2);
- Act respecting the Société d’habitation du Québec (chapter S-8);
- Act respecting the Société de développement des entreprises culturelles (chapter S-10.002);
- Act respecting the Société de développement et de mise en valeur du Parc olympique (chapter S-10.2);
- Act respecting the Société de financement des infrastructures locales du Québec (chapter S-11.0102);
- Act respecting the Société de l’assurance automobile du Québec (chapter S-11.011);
- Act respecting the Société de la Place des Arts de Montréal (chapter S-11.03);
- Act respecting the Société de télédiffusion du Québec (chapter S-12.01);
- Act respecting the Société des alcools du Québec (chapter S-13);
- Act respecting the Société des établissements de plein air du Québec (chapter S-13.01);
- Act respecting the Société des loteries du Québec (chapter S-13.1);
- Act respecting the Société des Traversiers du Québec (chapter S-14);
- Act respecting the Société du Centre des congrès de Québec (chapter S-14.001);
- Act respecting the Société du Grand Théâtre de Québec (chapter S-14.01);

- Act respecting the Société du Palais des congrès de Montréal (chapter S-14.1);
- Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001);
- Act respecting the Société du Plan Nord (chapter S-16.011);
- Act respecting the Société québécoise d’information juridique (chapter S-20);
- Act respecting the Société québécoise de récupération et de recyclage (chapter S-22.01);
- Act to amend various legislative provisions mainly with respect to the financial sector (2021, chapter 34).

REGULATION AMENDED BY THIS ACT:

- Regulation respecting applications for assistance for a class action (chapter F-3.2.0.1.1, r. 1).

Bill 4

AN ACT TO REINFORCE THE GOVERNANCE OF STATE-OWNED ENTERPRISES AND TO AMEND OTHER LEGISLATIVE PROVISIONS

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

ACT RESPECTING THE GOVERNANCE OF STATE-OWNED ENTERPRISES

1. Section 2 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) is amended by replacing “enterprises and agencies” by “enterprises”.

2. Section 3 of the Act is amended

(1) by replacing “of an enterprise referred to in section 2 means the president and chief executive officer, who is the most senior officer of the enterprise, or any person with management responsibilities who reports directly to the president and chief executive officer” in the definition of “officer” by “means the most senior officer of an enterprise or any person with management responsibilities who reports directly to the most senior officer”;

(2) by striking out the definition of “enterprise” and by inserting the following definitions in alphabetical order:

““enterprise” means a state-owned enterprise listed in Schedule I;

““president and chief executive officer” means the person who acts as the most senior officer of the enterprise;

““state-owned enterprise” means a legal person administered by a board of directors the majority of whose members are appointed by the Government, except legal persons qualified as budget-funded bodies, institutions in the health and social services network and institutions in the education network, including the Université du Québec and its constituent universities;”.

3. The Act is amended by inserting the following sections before section 4 in Division I of Chapter II:

“3.1. The members of an enterprise’s board of directors, other than the board chair and the president and chief executive officer, are appointed by the

Government, taking into consideration the expertise and experience profiles approved by the board. Board members are appointed for a term of up to four years.

“3.2. The chair of an enterprise’s board of directors is appointed by the Government. The chair is appointed for a term of up to five years.

“3.3. The president and chief executive officer of an enterprise is appointed by the Government, on the recommendation of the board of directors, taking into consideration the expertise and experience profile approved by the board. The president and chief executive officer is appointed for a term of up to five years.

If the board of directors does not recommend a candidate for the position of president and chief executive officer within a reasonable time, the Government may appoint the president and chief executive officer after notifying the board members.

“3.4. The Government determines the remuneration, employee benefits and other conditions of employment of an enterprise’s president and chief executive officer.

The other members of the board of directors are remunerated by the enterprise on the conditions and to the extent determined by the Government.

Board members are also entitled to the reimbursement of expenses incurred in the exercise of their functions, on the conditions and to the extent determined by the Government.

“3.5. The number of women on the board of directors must correspond to a proportion of at least 40% of the total number of persons sitting on the board.

“3.6. The board of directors must include at least one member 35 years of age or under at the time of appointment.

“3.7. The board of directors must include at least one member who, in the opinion of the Government, is representative of the diversity of Québec society.”

4. Section 8 of the Act is amended by inserting “or because the requirements prescribed in sections 3.5, 3.6 and 3.7 are not met” at the end.

5. Section 9 of the Act is amended by inserting “or, in the case of the chair, to the Minister and the person designated under section 13” after “chair of the board” in the second paragraph.

6. The Act is amended by inserting the following section after section 11:

“11.1. At the expiry of their term, board members remain in office until they are reappointed or replaced.”

7. Section 12 of the Act is amended

(1) by inserting “mandat du” before “président” in the second paragraph in the French text;

(2) by adding the following paragraph at the end:

“Despite the first paragraph, the term of the president and chief executive officer is renewable.”

8. Section 13 of the Act is amended by adding the following paragraph at the end:

“When replacing the chair of the board, the person so designated exercises the same responsibilities and has the same powers as the chair.”

9. Section 15 of the Act is amended

(1) by replacing “annual report” in paragraph 2 by “annual management report”;

(2) by replacing “of its wholly-owned subsidiaries” in paragraph 4 by “of the legal persons at least 90% of whose voting shares are held directly or indirectly by the enterprise”;

(3) by replacing “comité de vérification” in paragraph 9 in the French text by “comité d’audit”;

(4) by replacing “La Financière agricole du Québec, Investissement Québec, the Régie de l’assurance maladie du Québec” in paragraph 15 by “the Agence du revenu du Québec, La Financière agricole du Québec, Investissement Québec, the Régie de l’assurance maladie du Québec, Retraite Québec”.

10. Section 19 and the heading of Division III of Chapter III of the Act are amended by replacing “comité de vérification” in the French text by “comité d’audit”.

11. Section 22 of the Act is amended by replacing “and its wholly-owned subsidiaries” in subparagraph 2 of the first paragraph by “and of the legal persons at least 90% of whose voting shares are held directly or indirectly by the enterprise”.

12. Section 23 of the Act is amended by replacing “comité de vérification” in the French text by “comité d’audit”.

13. Section 24 of the Act is amended

(1) by replacing “comité de vérification” in the introductory clause in the French text by “comité d’audit”;

(2) by replacing “de vérification interne” in paragraph 1 in the French text by “d’audit interne”;

(3) by replacing “le vérificateur interne” in paragraph 5 in the French text by “l’auditeur interne”;

(4) by replacing “le vérificateur externe” in paragraph 6 in the French text by “l’auditeur externe”.

14. Section 25 of the Act is amended by replacing “comité de vérification” in the French text and “its wholly-owned subsidiaries” by “comité d’audit” and “the legal persons at least 90% of whose voting shares are held directly or indirectly by the enterprise”, respectively.

15. Section 26 of the Act is amended

(1) by replacing “la vérification interne” and “comité de vérification” in the first paragraph in the French text by “l’audit interne” and “comité d’audit”, respectively;

(2) by replacing “la vérification interne” in the second paragraph in the French text by “l’audit interne”.

16. Section 27 of the Act is amended by replacing “, and making recommendations to the board regarding the remuneration of the president and chief executive officer” in paragraph 3 by “and, where, despite section 3.4, the enterprise’s constituting Act confers on the board the responsibility for setting the remuneration of the president and chief executive officer, making recommendations to the board in that respect”.

17. Section 33 of the Act is repealed.

18. Section 34 of the Act is replaced by the following section:

“34. An enterprise that is not subject to Chapter II of the Public Administration Act (chapter A-6.01) must establish a strategic plan that includes, with the necessary modifications, the elements provided for in the first paragraph of section 9 of that Act. The strategic plan is established for the time and in accordance with the form and content determined by the Conseil du trésor under the second paragraph of that section. The plan must also be reviewed at the intervals determined by the Conseil du trésor.”

19. Section 35 of the Act is amended by inserting “, then tabled by the Minister in the National Assembly” at the end.

20. Section 36 of the Act is amended, in the first paragraph,

(1) by replacing “annual report” in the introductory clause by “annual management report”;

(2) by replacing “comité de vérification” in subparagraph 2 in the French text by “comité d’audit”.

21. Section 38 of the Act is amended

(1) by replacing “annual report” in the introductory clause by “annual management report”;

(2) by adding the following paragraph at the end:

“(5) a status report on compliance with the requirements relating to the independence of board members, the proportion of women, the presence of a board member 35 years of age or under at the time of appointment and the presence of a board member representative of the diversity of Québec society and, if the composition of the board of directors did not meet those requirements at the end of the fiscal year, the reasons for that situation.”

22. Section 39 of the Act is replaced by the following sections:

“39. The annual management report of an enterprise must include

(1) the remuneration and benefits paid to each member of the board of directors;

(2) in respect of each of the five most highly remunerated officers of the enterprise and of any person with management responsibilities who does not report directly to the most senior officer and who is more highly remunerated than one of those officers:

(a) the basic remuneration paid;

(b) the variable pay paid, where applicable, including under a long-term profit sharing plan;

(c) the signing bonus paid, where applicable;

(d) the contribution to pension plans borne by the enterprise for the year concerned;

(e) the other benefits paid or granted, including those related to group insurance or the use of a vehicle, as applicable; and

- (f) the severance pay paid, where applicable;
- (3) the elements referred to in subparagraphs *a* to *f* of subparagraph 2 that concern each of the five most highly remunerated officers of all the legal persons at least 90% of whose voting shares are held directly or indirectly by the enterprise;
- (4) the fees granted to the external auditor under the contract for the audit of the financial statements and, where applicable, those granted for all the other contracts performed by the auditor for the enterprise; and
- (5) any other element or information determined by the Minister responsible for the administration of this Act.

For the purposes of subparagraphs 2 and 3 of the first paragraph, the value of the remuneration corresponds to the sum of the elements referred to in subparagraphs *a* to *f* of that subparagraph 2 and of any other elements relating to remuneration that are determined under subparagraph 5 of that paragraph.

In addition, the annual management report must indicate the parameters regulating the remuneration of the persons referred to in subparagraphs 2 and 3 of the first paragraph, in particular the parameters related to the elements listed in subparagraphs *a* to *f* of that subparagraph 2.

“39.1. Where a person was an officer in the enterprise for part of the period covered by the annual management report, the elements referred to in subparagraph 2 of the first paragraph of section 39, the elements relating to remuneration that are determined under subparagraph 5 of that paragraph and the annualized value of the latter elements and of those referred to in subparagraphs *a* and *c* to *f* of that subparagraph 2 must be disclosed in that report with regard to that person if the total of the annualized value of those elements and the variable pay places the person among the five most highly remunerated officers of the enterprise. In such a case, the information disclosed in the annual report will concern more than five of the enterprise’s officers.

“39.2. For the purposes of this division, severance pay must be disclosed in full in the annual management report covering the date of the officer’s departure, regardless of whether payment of the severance pay has been deferred in whole or in part.

“39.3. The Minister responsible for the administration of this Act may specify the scope of the elements, parameters and information referred to in sections 39 and 39.1 as well as the form in which they must be presented in the annual management report, in particular by publishing a template for that purpose on the website of the Minister’s department.”

23. Section 43 of the Act is amended

(1) in the first paragraph,

(a) by replacing subparagraph 1 by the following subparagraph:

“(1) that the boards of directors of the enterprises as a group be composed, in particular, of members representative of the diversity of Québec society;”;

(b) by striking out subparagraph 3;

(2) in the second paragraph,

(a) by striking out “and bodies”;

(b) by inserting “, the Commission de la construction du Québec” after “Caisse de dépôt et placement du Québec”.

24. Schedule I to the Act is amended

(1) by striking out “AND AGENCIES” in the heading;

(2) by inserting the following enterprises in alphabetical order: “Agence du revenu du Québec”, “Bibliothèque et Archives nationales du Québec”, “Commission de la capitale nationale du Québec”, “Conseil de gestion de l’assurance parentale”, “Conservatoire de musique et d’art dramatique du Québec”, “Corporation d’urgences-santé”, “École nationale de police du Québec”, “École nationale des pompiers du Québec”, “Fondation de la faune du Québec”, “Fonds de recherche du Québec—Nature et technologies”, “Fonds de recherche du Québec—Santé”, “Fonds de recherche du Québec—Société et culture”, “Héma-Québec”, “Institut national de santé publique du Québec”, “Institut national d’excellence en santé et en services sociaux”, “Musée d’Art contemporain de Montréal”, “Musée de la Civilisation”, “Musée national des beaux-arts du Québec”, “Office Québec-Monde pour la jeunesse”, “Régie du bâtiment du Québec”, “Société du parc industriel et portuaire de Bécancour” and “Société québécoise d’information juridique”.

TAX ADMINISTRATION ACT

25. Section 94.9 of the Tax Administration Act (chapter A-6.002) is amended by replacing “management report” in the third paragraph by “annual management report”.

ACT RESPECTING THE AGENCE DU REVENU DU QUÉBEC

26. Section 9 of the Act respecting the Agence du revenu du Québec (chapter A-7.003) is amended

(1) by inserting “appointed by the Government” in the first paragraph after “15 members”;

(2) by striking out the second paragraph.

27. Sections 11 to 13 of the Act are repealed.

28. Section 14 of the Act is amended

(1) by replacing “eight” in the first paragraph by “six”;

(2) by replacing “four” in the second paragraph by “three”.

29. Sections 15, 16 and 18 to 20 of the Act are repealed.

30. Section 21 of the Act is amended by striking out the last sentence of the second paragraph.

31. Section 25 of the Act is repealed.

32. Section 26 of the Act is amended

(1) by striking out the first paragraph;

(2) in the second paragraph,

(a) by striking out “For those purposes,” in the introductory clause;

(b) by striking out “adopting the strategic plan and” in subparagraph 1;

(c) by striking out subparagraphs 2, 4 to 8 and 13.

33. Sections 27, 28, 30 and 33 of the Act are repealed.

34. Section 34 of the Act is amended

(1) by replacing the first paragraph by the following paragraph:

“The Government appoints the number of vice-presidents it determines to assist the president and chief executive officer.”;

(2) by replacing “Ils” at the beginning of the third paragraph in the French text by “Le président-directeur général et les vice-présidents”.

35. Section 35 of the Act is amended by striking out “of the president and chief executive officer and”.

36. Section 36 of the Act is repealed.

37. The heading of Chapter V of the Act is amended by striking out “STRATEGIC PLAN AND”.

38. Sections 70 and 71 of the Act are repealed.

39. Section 72 of the Act is amended by striking out “également” in the first paragraph in the French text.

40. Section 75 of the Act is amended

(1) by replacing “a management report” in the first paragraph by “an annual management report”;

(2) by replacing “management report” in the second paragraph by “annual management report”;

(3) by striking out the third paragraph.

41. Section 76 of the Act is amended by replacing “management report” by “annual management report”.

ACT RESPECTING PARENTAL INSURANCE

42. Section 94 of the Act respecting parental insurance (chapter A-29.011) is amended by replacing the first paragraph by the following paragraph:

“The affairs of the Conseil de gestion shall be administered by a board of directors composed of the following members appointed by the Government:

(1) the chair of the board of directors;

(2) the president and chief executive officer;

(3) four members from the employer community, appointed after consultation with the bodies representing employers;

(4) three members from the labour sector, appointed after consultation with the labour unions representing workers;

(5) one member from the non-unionized sector, appointed after consultation with bodies representing non-union workers and bodies representing women; and

(6) one member from the labour sector whose income is derived from a business or corresponds to the member’s eligible remuneration.”

43. Section 95 of the Act is repealed.

44. Section 96 of the Act is replaced by the following section:

“**96.** The office of president and chief executive officer is a full-time position.”

- 45.** Section 97 of the Act is repealed.
- 46.** Section 98 of the Act is amended by replacing “set out in section 94,” in the first paragraph by “to the board”.
- 47.** Section 99 of the Act is repealed.
- 48.** Section 100 of the Act is amended by striking out the second paragraph.
- 49.** Division II.1 of Chapter VI of the Act, comprising sections 110.1 to 110.3, is repealed.
- 50.** Section 117 of the Act is amended by replacing “a management report on” in the first paragraph by “an annual management report showing, among other things,”.
- 51.** Section 118 of the Act is amended by replacing “management report and” by “annual management report and the”.

BUILDING ACT

- 52.** Section 90 of the Building Act (chapter B-1.1) is amended by replacing “including a president and chief executive officer” by “appointed by the Government, including a chair of the board of directors and a president and chief executive officer”.
- 53.** Section 91 of the Act is amended
- (1) by striking out the first paragraph;
 - (2) in the second paragraph,
 - (a) by replacing subparagraph 1 by the following subparagraph:

“(1) one chosen from among persons identified as building contractors;”;
 - (b) by replacing “one” in subparagraph 2 by “three”;
 - (c) by replacing “two chosen from among persons identified with consumer associations or persons” in subparagraph 3 by “three chosen from among persons”;
 - (d) by striking out subparagraph 4;
 - (e) by replacing “two” in subparagraph 5 by “one”;
 - (f) by replacing “two” in subparagraph 6 by “three”;

(3) by replacing the third paragraph by the following paragraph:

“The Government shall designate the chair of the board from among the members of the board appointed in accordance with the first paragraph who qualify as independent members.”

54. Sections 91.1 to 91.3 of the Act are repealed.

55. Section 91.4 of the Act is replaced by the following section:

“**91.4.** The president and chief executive officer shall, among other things, see that the decisions of the board of directors are carried out.”

56. Section 93 of the Act is amended by inserting “the chair of the board or” after “other than” in the third paragraph.

57. Section 96 of the Act is amended

(1) by striking out “the president and chief executive officer and” in the first paragraph;

(2) by striking out the second paragraph;

(3) by inserting “and section 3.4 of the Act respecting the governance of state-owned enterprises (chapter G-1.02)” after “this section” in the third paragraph.

58. Section 100 of the Act is amended by striking out the last sentence of the second paragraph.

59. Section 101 of the Act is amended by replacing the first paragraph by the following paragraph:

“The Board shall adopt internal by-laws. The by-laws must, among other things, provide for the establishment of the committees referred to in section 19 of the Act respecting the governance of state-owned enterprises (chapter G-1.02).”

60. Section 149 of the Act is amended

(1) by replacing “un autre vérificateur” in the first paragraph in the French text by “un autre auditeur”;

(2) by replacing “du vérificateur désigné” in the second paragraph in the French text by “de l’auditeur désigné” and by replacing “activities report” in that paragraph by “annual management report”.

ACT RESPECTING BIBLIOTHÈQUE ET ARCHIVES NATIONALES
DU QUÉBEC

61. Section 4 of the Act respecting Bibliothèque et Archives nationales du Québec (chapter B-1.2) is amended by striking out “, appointed in accordance with the rules set out in this division”.

62. Section 4.1 of the Act is amended, in the first paragraph,

(1) by striking out subparagraph 3;

(2) by striking out “, such as the book, film or music industry” in subparagraph 4;

(3) by replacing “three” in subparagraph 5 by “four”.

63. Sections 4.2 and 4.3 of the Act are repealed.

64. Section 4.4 of the Act is amended

(1) by striking out the first paragraph;

(2) by replacing “Un d’entre eux” in the second paragraph in the French text by “Un membre du conseil d’administration”.

65. Sections 4.5 to 6 and 8 to 13.1 of the Act are repealed.

66. Section 13.2 of the Act is replaced by the following section:

“13.2. In addition to the committees it must establish under the Act respecting the governance of state-owned enterprises (chapter G-1.02), the board of directors must establish a users’ committee.

Subject to the provisions of this Act, the board shall determine the composition of that committee, its functions, duties and powers, the rules governing the administration of its affairs and any other measure useful for its operation.”

67. Sections 13.3 to 13.5 of the Act are repealed.

68. Section 13.7 of the Act is amended by striking out the third paragraph.

69. Sections 13.10, 13.11 and 13.13 of the Act are repealed.

70. Section 25 of the Act is replaced by the following section:

“25. The strategic plan of Bibliothèque et Archives nationales must take into consideration the policy directions and objectives given by the Minister and include any element determined by the Minister.

The plan must be submitted on or before the date set by the Minister.”

71. Section 27 of the Act is amended

(1) by replacing “a report on its activities” in the first paragraph by “an annual management report”;

(2) in the second paragraph,

(a) by inserting “, among other things,” after “contain”;

(b) by replacing “particularly as regards” by “including that related to”;

(3) by striking out the third paragraph.

72. Sections 29.1 and 29.2 of the Act are repealed.

ACT RESPECTING THE CAISSE DE DÉPÔT ET PLACEMENT
DU QUÉBEC

73. Section 5 of the Act respecting the Caisse de dépôt et placement du Québec (chapter C-2) is amended

(1) by replacing “five years” in the first paragraph by “four years”;

(2) by replacing “may be renewed for up to a combined total of ten years” in the second paragraph by “may be renewed twice for service in that capacity only, for a consecutive or non-consecutive term”.

74. Section 5.1 of the Act is amended by replacing “renewable term of up to five years” in the second paragraph by “term of up to five years which may be renewed twice, consecutively or otherwise, for service in that capacity”.

75. The Act is amended by inserting the following sections after section 5.3:

“5.3.1. The number of women on the board of directors must correspond to a proportion of at least 40% of the total number of persons sitting on the board.

“5.3.2. The board of directors must include at least one member 35 years of age or under at the time of appointment.

“5.3.3. The board of directors must include at least one member who, in the opinion of the Government, is representative of the diversity of Québec society.”

76. Section 5.5 of the Act is replaced by the following sections:

“5.5. At least two thirds of the members of the board of directors, including the chair, must qualify as independent directors in the opinion of the Government.

Board members qualify as independent directors if they have no direct or indirect relationships or interests, for example of a financial, commercial, professional or philanthropic nature, which are likely to interfere with the quality of their decisions as regards the interests of the Fund.

The following are deemed not to be independent directors:

(1) a person who is in the employ of the Fund, or of one of its wholly-owned subsidiaries, or has been in such employ in the three years preceding appointment to office;

(2) a person who is in the employ of the Government or a government agency within the meaning of section 4 of the Auditor General Act (chapter V-5.01); or

(3) a person whose immediate family member is a senior officer of the Fund or one of its wholly-owned subsidiaries.

“5.5.1. For a board member having the status of independent director, the sole fact of being in a limited and specific conflict of interest situation does not disqualify the board member as an independent director.

“5.5.2. No act or document of the Fund or decision of its board of directors is invalid because less than two thirds of the board members are independent directors, or because the requirements prescribed in sections 5.3.1, 5.3.2 and 5.3.3 are not met.”

77. Section 5.6 of the Act is replaced by the following section:

“5.6. In addition to the president and chief executive officer, board members other than the chair are chosen in light of the expertise and experience profiles established by the board of directors.”

78. The Act is amended by inserting the following section after section 5.7:

“5.7.1. The chair of the board of directors shall assess the performance of the other board members according to criteria established by the board.”

79. Section 5.9 of the Act is replaced by the following section:

“5.9. The board of directors shall designate the chair of one of the committees established under section 13.3 to act as a replacement when the chair of the board is absent or unable to act.

When replacing the chair of the board, the person so designated exercises the same responsibilities and has the same powers as the chair of the board.”

80. Section 5.12 of the Act is amended by inserting the following sentence after the second sentence in the first paragraph: “The president and chief executive officer shall propose strategic directions to the board of directors.”

81. Section 13.1 of the Act is amended

(1) by inserting the following paragraph after paragraph 7:

“(7.1) approve rules pertaining to the Fund’s governance;”;

(2) by replacing the first occurrence of “its wholly-owned subsidiaries” and the second occurrence of “its wholly-owned subsidiaries” in paragraph 8 by “of the legal persons, other than those referred to in section 37.1, at least 90% of whose common shares are held directly or indirectly by the Fund” and “of those legal persons”, respectively;

(3) by replacing “vérificateur” in paragraph 9 in the French text by “auditeur”;

(4) by adding the following paragraphs at the end:

“(11) approve the expertise and experience profiles required for appointment of members to the board as a whole;

“(12) approve the criteria for assessing the performance of the board;

“(13) approve the criteria for assessing members of the board of directors and those applicable to the president and chief executive officer;

“(14) approve the succession planning program for officers appointed by the Fund; and

“(15) adopt measures to assess the effectiveness and performance of the Fund, including benchmarking against similar enterprises; the measures are to be carried out every three years by an independent firm.”

82. Section 13.2 of the Act is amended by replacing “comité de vérification” in the third paragraph in the French text by “comité d’audit”.

83. The Act is amended by inserting the following section after section 13.2:

13.2.1. The board of directors shall see that initiation and ongoing training programs for board members are implemented.”

84. Section 13.3 of the Act is amended

(1) by replacing paragraph 1 in the French text by the following paragraph:

“1° un comité d’audit;”;

(2) by adding the following paragraph at the end:

“(4) an investment and risk management committee.”

85. Section 13.4 of the Act is amended

(1) by replacing “The audit committee, the human resources committee and the governance and ethics committee” in the first paragraph by “The committees established under section 13.3”;

(2) in the second paragraph,

(a) by replacing “comité de vérification” in the French text by “comité d’audit”;

(b) by adding the following sentence at the end: “At least one member of that committee must be a member of the professional order of accountants mentioned in the Professional Code (chapter C-26).”

86. Section 13.8 of the Act is amended

(1) by replacing “comité de vérification” in the introductory clause in the French text by “comité d’audit”;

(2) by striking out paragraph 2;

(3) in paragraph 5, by replacing “le vérificateur” in the French text by “l’auditeur” and by replacing “1 to 3” by “1 and 3”;

(4) by replacing “le vérificateur” in paragraph 6 in the French text by “l’auditeur”;

(5) by replacing “plan de vérification” in paragraph 7 in the French text by “plan d’audit”;

(6) by replacing “le vérificateur externe” in paragraph 8 in the French text by “l’auditeur externe”.

87. Section 13.9 of the Act is amended by replacing “comité de vérification” in the French text and “its wholly-owned subsidiaries” by “comité d’audit” and “the legal persons, other than those referred to in section 37.1, at least 90% of whose common shares are held directly or indirectly by the Fund”, respectively.

88. The Act is amended by inserting the following section after section 13.9:

“13.9.1. The internal audit department operates under the authority of the audit committee.”

89. Section 13.10 of the Act is amended

(1) by replacing paragraph 2 by the following paragraphs:

“(2) establishing the expertise and experience profile for the purposes of the appointment of the president and chief executive officer;

“(2.1) proposing criteria for evaluating the performance of the president and chief executive officer, and making recommendations to the board of directors with regard to his remuneration;”;

(2) by adding the following at the end:

“(4) establishing a succession planning program for officers appointed by the Fund.

The human resources committee must produce a report on remuneration annually; the report must disclose the remuneration of the president and chief executive officer, the five most highly remunerated officers who assume or have assumed management responsibilities in the Fund and the five most highly remunerated officers from among all the legal persons at least 90% of whose common shares are held directly or indirectly by the Fund, except those referred to in section 37.1.

For the purposes of the report, the disclosure of the remuneration covers, for each person concerned, the following elements and any corresponding parameters:

(1) the basic remuneration paid;

(2) the variable pay paid, the co-invested amounts granted, and the amounts paid under a long-term profit sharing plan, where applicable;

(3) the signing bonus paid, where applicable;

(4) the contribution to pension plans borne by the Fund for the year concerned;

(5) the other benefits paid or granted, including those related to group insurance and the use of a vehicle, as applicable;

(6) the severance pay paid, where applicable; and

(7) any other element relating to remuneration that is determined by the Minister of Finance.

For the purposes of the second paragraph, the value of the remuneration corresponds to the sum of the elements referred to in subparagraphs 1 to 7 of the third paragraph. Likewise, the severance pay must be disclosed in full in the annual report covering the date of the officer's departure, regardless of whether payment of the severance pay has been deferred in whole or in part.

The Minister of Finance may specify the scope of the elements and parameters referred to in the third paragraph as well as the form in which they must be presented in the annual report, in particular by publishing a template for that purpose on the website of the Minister's department."

90. Section 13.11 of the Act is amended

(1) by inserting "and a code of ethics for the conduct of the operations of the Fund" at the end of paragraph 1;

(2) by replacing "its wholly-owned subsidiaries" in paragraph 4 by "the legal persons, other than those referred to in section 37.1, at least 90% of whose common shares are held directly or indirectly by the Fund";

(3) by adding the following at the end:

"(5) developing expertise and experience profiles to be used in appointing members of the board of directors, except the chair and the president and chief executive officer; the profiles must include management experience that is relevant to the position;

"(6) formulating criteria for evaluating the members of the board;

"(7) formulating criteria for assessing the performance of the board; and

"(8) developing initiation and ongoing training programs for board members.

The committee conducts the assessment referred to in subparagraph 7 of the first paragraph in accordance with the criteria approved by the board of directors."

91. The Act is amended by inserting the following section after section 13.11:

"13.12. The functions of the investment and risk management committee include

(1) making sure that a risk identification and management process is put in place;

(2) examining the risk management guidelines and policies;

(3) examining the investment policies, standards and procedures, including the investment policies for specialized portfolios; and

(4) examining the investment strategies and proposed transactions.”

92. Section 15.1 of the Act is repealed.

93. Section 15.2 of the Act is amended by replacing the first paragraph by the following paragraph:

“The following apply to the officers and other employees of the Fund:

(a) the Act respecting the Pension Plan of Management Personnel (chapter R-12.1); and

(b) the Act respecting the Government and Public Employees Retirement Plan (chapter R-10).”

94. Section 46 of the Act is amended

(1) by replacing “comité de vérification” in paragraph *j* in the French text by “comité d’audit”;

(2) by replacing “report of the human resources committee on the remuneration of the chief executive officer and the five most highly remunerated officers reporting directly to the chief executive officer of the Fund and its wholly-owned subsidiaries” in paragraph *k* by “human resources committee’s report on remuneration referred to in the second paragraph of section 13.10”;

(3) by adding the following paragraphs at the end:

“(m) the report of the investment and risk management committee on the discharge of its mandate;

“(n) the results obtained from the implementation of the benchmarking measures adopted by the board of directors; and

“(o) the fees granted to the external auditor under the contract for the audit of the financial statements and, where applicable, those granted for all the other contracts performed by the auditor for the Fund.”

95. The Act is amended by inserting the following sections after section 46:

46.1. The Fund’s annual report shall also contain a section pertaining to the Fund’s governance, including the following information concerning the members of the board of directors:

(1) the dates of appointment and expiry of term of each board member, and whether they have independent member status;

(2) the identification of any other board of directors on which a member sits;

(3) a summary of the expertise and experience profile of each member of the board of directors and a statement of the board members' attendance at board and committee meetings;

(4) the rules of professional conduct applicable to members of the board of directors;

(5) the remuneration and benefits paid to each member of the board of directors; and

(6) a status report on compliance with the requirements relating to the independence of board members, the proportion of women, the presence of a board member 35 years of age or under at the time of appointment and the presence of a board member representative of the diversity of Québec society and, if the composition of the board of directors did not meet those requirements at the end of the fiscal year, the reasons for that situation.

“46.2. The Fund shall make public the rules of ethics and professional conduct applicable to the employees.”

96. Section 48 of the Act is amended by replacing “vérificateur externe” in the first paragraph in the French text by “auditeur externe”.

97. Section 51.1 of the Act is amended by inserting the following paragraph after the first paragraph:

“The report shall contain an assessment of the effectiveness and performance of the Fund, including benchmarking measures.”

ACT RESPECTING THE NATIONAL CAPITAL COMMISSION

98. Section 5 of the Act respecting the national capital commission (chapter C-33.1) is amended

(1) by inserting “and a president and chief executive officer” after “including a chairman” in the first paragraph;

(2) by inserting “of the board” after “chairman” in the second paragraph.

99. Sections 6 to 8 of the Act are repealed.

100. The Act is amended by inserting the following sections after section 8:

“8.1. The office of president and chief executive officer is a full-time position.

“8.2. If the president and chief executive officer is absent or unable to act, the board of directors may designate a member of the Commission's personnel to temporarily exercise the functions of that position.”

101. Section 11 of the Act is amended

(1) in the first paragraph,

(a) by replacing “chairman” by “president and chief executive officer”;

(b) by inserting “or, in the case of the chairman, to the Minister and the person designated under section 9” after “writing to the chairman”;

(2) by replacing “chairman” in the second paragraph by “president and chief executive officer”.

102. Section 12 of the Act is amended by inserting “of the board” after “chairman” in subparagraph 1 of the second paragraph.**103.** Section 24 of the Act is amended

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

(2) by replacing “chairman” at the end of the second paragraph by “president and chief executive officer”.

104. Section 25 of the Act is amended by inserting “of the board” after “chairman”.**105.** Section 27 of the Act is amended

(1) by replacing “report of activities” in the first paragraph by “annual management report”;

(2) by replacing “chairman” in the second paragraph by “president and chief executive officer”.

**ACT RESPECTING THE CONSEIL DES ARTS ET DES LETTRES
DU QUÉBEC****106.** Section 5 of the Act respecting the Conseil des arts et des lettres du Québec (chapter C-57.02) is replaced by the following section:

5. The council is administered by a board of directors composed of 15 members appointed by the Government, including the chair of the board and the president and chief executive officer.

Board members, other than the chair and the president and chief executive officer, are appointed after consultation with bodies that the Minister considers representative of the artistic and literary communities. The majority of the

board members must come from the cultural fields in which the council is competent to act. At least three of the members must come from various regions of Québec other than the Montréal and Capitale-Nationale regions.”

107. Section 5.1 of the Act is repealed.

108. Section 5.2 of the Act is replaced by the following section:

“**5.2.** The office of president and chief executive officer is a full-time position.”

109. Section 5.3 of the Act is repealed.

110. Sections 5.5 to 8 of the Act are repealed.

ACT RESPECTING THE CONSERVATION AND DEVELOPMENT OF WILDLIFE

111. Sections 134 to 136 of the Act respecting the conservation and development of wildlife (chapter C-61.1) are repealed.

112. Section 138 of the Act is replaced by the following section:

“**138.** The office of president and chief executive officer is a full-time position.”

113. Sections 139 and 142 of the Act are repealed.

114. Section 143 of the Act is amended by striking out the third paragraph.

115. Section 144.1 of the Act is repealed.

116. Section 146 of the Act is amended by replacing “three-year plan of its activities” in the first paragraph by “strategic plan”.

ACT RESPECTING THE CONSERVATOIRE DE MUSIQUE ET D’ART DRAMATIQUE DU QUÉBEC

117. Section 15 of the Act respecting the Conservatoire de musique et d’art dramatique du Québec (chapter C-62.1) is amended

(1) by replacing “17” in the introductory clause by “15”;

(2) by replacing “and one principal of a Conservatoire institution providing instruction in dramatic art, elected, respectively, by a majority of the votes cast by their peers” in paragraph 5 by “or in dramatic art, elected by a majority of the votes cast by his peers”;

(3) by replacing “and one teacher from a Conservatoire institution providing instruction in dramatic art, elected, respectively, by a majority of the votes cast by their peers” in paragraph 6 by “or in dramatic art, elected by a majority of the votes cast by his peers”.

118. Section 16 of the Act is repealed.

119. Section 17 of the Act is amended

(1) by striking out the first paragraph;

(2) by replacing “eight members” in the second paragraph by “seven members of the board of directors”.

120. Sections 18 and 19 of the Act are repealed.

121. Section 20 of the Act is amended

(1) by striking out the first paragraph;

(2) by replacing “the board members referred to in paragraphs 3 and 5” and “a teacher referred to in paragraph 6” in the second paragraph by “the principal referred to in paragraph 5” and “the teacher referred to in paragraph 6”, respectively.

122. Sections 21 and 22 of the Act are repealed.

123. Section 24 of the Act is replaced by the following section:

“**24.** The academic director may not have a direct or indirect interest in a body, enterprise or association that places his personal interests in conflict with the Conservatoire’s interests. If such an interest devolves to the academic director, including by succession or gift, it must be renounced or disposed of with dispatch.”

124. Sections 26 to 28 of the Act are repealed.

125. Section 29 of the Act is amended by striking out the first and second paragraphs.

126. Sections 30 to 36 of the Act are repealed.

127. Section 38 of the Act is amended by striking out the third paragraph.

128. Sections 39.2, 39.3 and 39.5 of the Act are repealed.

129. Section 51.1 of the Act is replaced by the following section:

“**51.1.** The strategic plan of the Conservatoire must take into consideration the policy directions and objectives given by the Minister and contain, among other things, any element determined by the Minister.

The plan must be submitted on or before the date set by the Minister.”

130. Section 59 of the Act is amended

(1) by replacing “a report of its activities” in the second paragraph by “an annual management report”;

(2) by striking out the third paragraph.

131. Sections 65.1 and 65.2 of the Act are repealed.

ACT RESPECTING THE REGULATION OF THE FINANCIAL SECTOR

132. Sections 19.19 to 19.23 and 19.25 of the Act respecting the regulation of the financial sector (chapter E-6.1) are repealed.

ACT RESPECTING THE FONDS D’AIDE AUX ACTIONS COLLECTIVES

133. Section 8 of the Act respecting the Fonds d’aide aux actions collectives (chapter F-3.2.0.1.1) is amended

(1) by replacing the first paragraph by the following paragraph:

“The Fonds shall be composed of three members, including a president, appointed for terms of not more than three years by the Government, after consultation with the Barreau du Québec and the Commission des services juridiques.”;

(2) by replacing “administrators” in the second paragraph by “members”.

134. Section 12 of the Act is amended

(1) by replacing “An administrator” in the second paragraph by “A member”;

(2) by replacing the third paragraph by the following paragraph:

“However, if such an interest results solely from the fact that the member is part of the group on behalf of which an application for assistance is made to the Fonds, the member may participate in the decision but must declare his interest.”

135. The Act is amended by replacing all occurrences of “administrator” and “administrators” by “member” and “members”, respectively, with the necessary modifications.

ACT RESPECTING HÉMA-QUÉBEC AND THE BIOVIGILANCE COMMITTEE

136. Section 7 of the Act respecting Héma-Québec and the biovigilance committee (chapter H-1.1) is amended

(1) by inserting “appointed by the Government, including the chair of the board and the president and chief executive officer” after “members” in the first paragraph;

(2) in the second paragraph,

(a) by replacing “Eleven of these members are identified with the following categories” in the introductory clause by “Ten of those members other than the chair of the board and the president and chief executive officer are identified with the following categories”;

(b) by striking out subparagraph 2;

(3) by replacing the third paragraph by the following paragraph:

“There must be at least one but not more than three of the members referred to in the second paragraph per category. They are appointed after consultation with the persons or sectors in that category.”;

(4) by striking out the fifth paragraph.

137. Section 9 of the Act is repealed.

138. Section 10 of the Act is amended by striking out the first paragraph.

139. Section 11 of the Act is repealed.

140. Section 12 of the Act is amended by striking out the second paragraph.

141. Section 14 of the Act is replaced by the following section:

“**14.** The office of president and chief executive officer is a full-time position.”

142. Section 16 of the Act is amended by striking out the second paragraph.

HYDRO-QUÉBEC ACT

143. The Hydro-Québec Act (chapter H-5) is amended by inserting the following sections after section 4:

“**4.0.0.1.** The number of women on the board of directors must correspond to a proportion of at least 40% of the total number of persons sitting on the board.

“**4.0.0.2.** The board of directors must include at least one member 35 years of age or under at the time of appointment.

“**4.0.0.3.** The board of directors must include at least one member who, in the opinion of the Government, is representative of the diversity of Québec society.”

144. Section 4.0.10 of the Act is amended by inserting “or because the requirements prescribed in sections 4.0.0.1, 4.0.0.2 and 4.0.0.3 are not met” at the end.

145. Section 5 of the Act is amended by adding the following paragraph at the end:

“When replacing the chair of the board of directors, the person so designated exercises the same responsibilities and has the same powers as the chair of the board.”

146. Section 7.2 of the Act is amended

(1) by replacing “annual report” in paragraph 2 by “annual management report”;

(2) by replacing “of its wholly-owned subsidiaries” in paragraph 4 by “of the legal persons at least 90% of whose voting shares are held directly or indirectly by the Company”;

(3) by replacing “comité de vérification” in paragraph 9 in the French text by “comité d’audit”.

147. Section 7.6 of the Act is amended by replacing subparagraph 2 of the first paragraph in the French text by the following subparagraph:

“2° un comité d’audit;”.

148. Section 7.9 of the Act is amended by replacing “its wholly-owned subsidiaries” in paragraph 2 of the first paragraph by “the legal persons at least 90% of whose voting shares are held directly or indirectly by the Company”.

149. Section 7.10 of the Act is amended by replacing “comité de vérification” in the first paragraph in the French text by “comité d’audit”.

150. Section 7.11 of the Act is amended, in the French text,

(1) by replacing “comité de vérification” in the introductory clause by “comité d’audit”;

(2) by replacing “plan annuel de vérification interne” in paragraph 1 by “plan annuel d’audit interne”;

(3) by replacing “le vérificateur interne” in paragraph 5 by “l’auditeur interne”;

(4) by replacing “le vérificateur externe” in paragraph 6 by “l’auditeur externe”.

151. Section 7.12 of the Act is amended by replacing “comité de vérification” in the French text and “its wholly-owned subsidiaries” by “comité d’audit” and “of the legal persons at least 90% of whose voting shares are held directly or indirectly by the Company”, respectively.

152. Section 7.13 of the Act is amended, in the French text,

(1) by replacing the first paragraph by the following paragraph:

“Les activités d’audit interne s’exercent sous l’autorité du comité d’audit.”;

(2) by replacing “la verification interne” in the second paragraph by “l’audit interne”.

153. Section 11.6 of the Act is amended by inserting “renewable” after “appointed for a” in the second paragraph.

154. Section 11.13 of the Act is amended by inserting “, then tabled by the Minister in the National Assembly” at the end.

155. Section 19 of the Act is amended by inserting “or, in the case of the chair, to the Minister and the person designated under section 5” after “board of directors” in the second paragraph.

156. The heading of Division II.6 of the Act is amended by inserting “MANAGEMENT” after “ANNUAL”.

157. Section 20.1 of the Act is amended, in the first paragraph,

(1) by replacing “annual report” in the introductory clause by “annual management report”;

(2) by replacing “comité de vérification” in subparagraph 2 in the French text by “comité d’audit”.

158. Section 20.3 of the Act is amended

(1) by replacing “annual report” in the introductory clause by “annual management report”;

(2) by adding the following paragraph at the end:

“(5) a status report on compliance with the requirements relating to the independence of board members, the proportion of women, the presence of a board member 35 years of age or under at the time of appointment and the presence of a board member representative of the diversity of Québec society and, if the composition of the board of directors did not meet those requirements at the end of the fiscal year, the reasons for that situation.”

159. Section 20.4 of the Act is replaced by the following sections:

“**20.4.** The annual management report of the Company must include

(1) the remuneration and benefits paid to each member of the board of directors;

(2) in respect of each of the five most highly remunerated officers of the Company and of any person with management responsibilities who does not report directly to the most senior officer and who is more highly remunerated than one of those officers:

(a) the basic remuneration paid;

(b) the variable pay paid, where applicable, including under a long-term profit sharing plan;

(c) the signing bonus paid, where applicable;

(d) the contribution to pension plans borne by the Company for the year concerned;

(e) the other benefits paid or granted, including those related to group insurance or the use of a vehicle, as applicable; and

(f) the severance pay paid, where applicable;

(3) the elements referred to in subparagraphs *a* to *f* of subparagraph 2 that concern each of the five most highly remunerated officers of all the legal persons at least 90% of whose voting shares are held directly or indirectly by the Company;

(4) the fees granted to the external auditor under the contract for the audit of the financial statements and, where applicable, those granted for all the other contracts performed by the auditor for the Company; and

(5) any other element or information determined under subparagraph 5 of the second paragraph of section 39 of the Act respecting the governance of state-owned enterprises (chapter G-1.02).

For the purposes of subparagraphs 2 and 3 of the first paragraph, the value of the remuneration corresponds to the sum of the elements referred to in subparagraphs *a* to *f* of that subparagraph 2 and of any other element relating to remuneration that is determined under subparagraph 5 of the first paragraph.

In addition, the annual management report must indicate the parameters regulating the remuneration of the persons referred to in subparagraphs 2 and 3 of the first paragraph, in particular the parameters related to the elements listed in subparagraphs *a* to *f* of that subparagraph 2.

“20.5. Where a person was an officer in the Company for part of the period covered by the annual management report, the elements referred to in subparagraph 2 of the first paragraph of section 20.4, the elements relating to remuneration that are referred to in subparagraph 5 of that paragraph and the annualized value of the latter elements and of those referred to in subparagraphs *a* and *c* to *f* of that subparagraph 2 must be disclosed in that report with regard to that person if the total of the annualized value of those elements and of the paid variable pay places the person among the five most highly remunerated officers of the Company. In such a case, the information disclosed in the annual report will concern more than five of the Company’s officers.

“20.6. For the purposes of this division, severance pay must be disclosed in full in the annual management report covering the date of the officer’s departure, regardless of whether payment of the severance pay has been deferred in whole or in part.

“20.7. The specifications made under section 39.3 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) with respect to the elements, parameters and information referred to in sections 39 and 39.1 of that Act apply, with the necessary modifications, to the elements, parameters and information referred to in sections 20.4 and 20.5.

Those elements, parameters and information must be included in the Company’s annual management report in the form determined under section 39.3 of the Act respecting the governance of state-owned enterprises.”

160. The heading of Division II.7 of the Act is replaced by the following heading in the French text:

“AUDIT”.

161. Section 21.5 of the Act is amended

(1) by replacing “vérificateur externe” in the French text by “auditeur externe” and by replacing “annual report” by “annual management report”;

(2) by adding the following paragraph at the end:

“Despite the Act respecting contracting by public bodies (chapter C-65.1), the power to appoint the external auditor provided for in the first paragraph may be exercised on special conditions following an invitation to tender.”

162. Section 61.2 of the Act is amended by inserting the following paragraph after the first paragraph:

“The report shall contain an assessment of the effectiveness and performance of the Company, including benchmarking measures.”

PUBLIC INFRASTRUCTURE ACT

163. Section 62 of the Public Infrastructure Act (chapter I-8.3) is amended by striking out the third paragraph.**164.** Section 63 of the Act is repealed.**165.** Section 64 of the Act is amended

(1) by replacing the first paragraph by the following paragraph:

“The Government appoints the number of vice-presidents it determines to assist the president and chief executive officer.”;

(2) by replacing “Ils” in the third paragraph in the French text by “Le président-directeur général et les vice-présidents”.

166. Section 65 of the Act is amended by striking out “the president and chief executive officer and”.**167.** Section 67 of the Act is amended by striking out the first and second paragraphs.**168.** Section 68 of the Act is amended by striking out “the board members and”.**169.** Section 71 of the Act is repealed.**170.** Section 72 of the Act is amended by striking out the last sentence of the second paragraph.

171. Section 90 of the Act is amended

(1) by replacing “activity report” in the first paragraph by “annual management report”;

(2) by replacing “activity report must contain” in the second paragraph by “annual management report must contain”.

ACT RESPECTING THE INSTITUT DE LA STATISTIQUE DU QUÉBEC

172. Section 14 of the Act respecting the Institut de la statistique du Québec (chapter I-13.011) is amended by adding the following paragraph at the end:

“The Chief Statistician shall be assisted by one or more assistant chief statisticians appointed by the Government.”

173. Section 15 of the Act is replaced by the following section:

“**15.** The Chief Statistician shall be appointed for a term of five years and the assistant chief statisticians for terms of up to five years. At the end of their terms, they shall remain in office until replaced or reappointed.”

174. Section 16 of the Act is amended by inserting “or an assistant chief statistician” after “the Chief Statistician” and by replacing “an acting Chief Statistician” by “an interim replacement”.**175.** Section 17 of the Act is amended by inserting “and the assistant chief statisticians” after “the Chief Statistician”.**176.** Section 18 of the Act is amended by replacing the second paragraph by the following paragraph:

“The office of Chief Statistician and that of Assistant Chief Statistician are full-time positions, and, except where authorized by the Government, the attention of the Chief Statistician and of the assistant chief statisticians must be devoted exclusively to the duties of their office.”

177. Section 19 of the Act is replaced by the following section:

“**19.** The Chief Statistician and the assistant chief statisticians shall not, under pain of forfeiture of office, have any direct or indirect interest in an enterprise that puts their interest in conflict with that of the Institut.

However, forfeiture is not incurred if such an interest devolves to them by succession or gift, provided they renounce or dispose of it with dispatch.”

178. Section 21 of the Act is amended

- (1) by inserting “an assistant chief statistician,” after “Chief Statistician,”;
- (2) by replacing “two” by “three”.

179. Section 25 of the Act is amended by inserting “assistant chief statisticians,” after “The Chief Statistician,”.

ACT RESPECTING THE INSTITUT DE TECHNOLOGIE
AGROALIMENTAIRE DU QUÉBEC

180. Section 59 of the Act respecting the Institut de technologie agroalimentaire du Québec (chapter I-13.012) is replaced by the following section:

“**59.** The Institute’s books and accounts are audited by the Auditor General every year and whenever so ordered by the Government.

The Auditor General’s report must be submitted with the Institute’s activity report and financial statements.”

ACT RESPECTING THE INSTITUT DE TOURISME ET D’HÔTELLERIE
DU QUÉBEC

181. Section 32 of the Act respecting the Institut de tourisme et d’hôtellerie du Québec (chapter I-13.02) is replaced by the following section:

“**32.** The institute’s books and accounts are audited by the Auditor General every year and whenever so ordered by the Government.

The Auditor General’s report must be submitted with the institute’s activity report and financial statements.”

ACT RESPECTING THE INSTITUT NATIONAL D’EXCELLENCE EN
SANTÉ ET EN SERVICES SOCIAUX

182. Sections 16 to 19 of the Act respecting the Institut national d’excellence en santé et en services sociaux (chapter I-13.03) are repealed.

183. The Act is amended by striking out the following heading before section 20:

“§1. — *Members of the board*”.

184. Section 20 of the Act is amended

- (1) by striking out “and based on the expertise and experience profiles adopted by the board” in the first paragraph;
- (2) by striking out the second paragraph.

185. Section 21 of the Act is amended by striking out the first and second paragraphs.

186. Section 22 of the Act is repealed.

187. Subdivision 2 of Division I of Chapter III of the Act, comprising sections 23 to 27, is repealed.

188. The Act is amended by striking out the following heading before section 28:

“§3.—*President and chief executive officer*”.

189. Section 28 of the Act is replaced by the following section:

“**28.** The office of president and chief executive officer is a full-time position.”

190. Sections 29, 31 and 32 of the Act are repealed.

191. Section 33 of the Act is replaced by the following section:

“**33.** The functions of the board of directors include

- (1) adopting the three-year plan of activities and its annual updates;
- (2) adopting the code of ethics applicable to outside experts the board calls upon in the exercise of its functions;
- (3) making sure the governance and ethics committee, the human resources committee and the other committees exercise their functions properly; and
- (4) adopting measures to evaluate the institute’s effectiveness, efficiency and performance.”

192. Sections 35 and 36 of the Act are repealed.

193. Division III of Chapter III of the Act, comprising sections 38 and 39, is repealed.

194. Section 45 of the Act is amended by striking out “and an account of the attendance of the members of the board of directors at board meetings and of their remuneration, if applicable” in the second paragraph.

ACT RESPECTING INSTITUT NATIONAL DE SANTÉ PUBLIQUE DU QUÉBEC

195. Section 9 of the Act respecting Institut national de santé publique du Québec (chapter I-13.1.1) is replaced by the following section:

“**9.** The affairs of the Institute are administered by a board of directors composed of 15 members appointed by the Government, including the chair of the board and the president and chief executive officer.”

196. Sections 10 to 12 of the Act are repealed.

197. Section 13 of the Act is amended by striking out “and the attention of the chief executive officer must, except with the authorization of the Government, be devoted exclusively to the affairs of the institute and the duties of chief executive officer” in the first paragraph.

198. Sections 14 and 15 of the Act are repealed.

199. Section 16 of the Act is amended

(1) by replacing “, where applicable, the vice-chair” in the first paragraph by “the chair”;

(2) by striking out the second paragraph.

DEPOSIT INSTITUTIONS AND DEPOSIT PROTECTION ACT

200. Section 40.8 of the Deposit Institutions and Deposit Protection Act (chapter I-13.2.2) is amended by replacing “section 19.21 of the Act respecting the regulation of the financial sector (chapter E-6.1)” in the first paragraph by “section 3.3 of the Act respecting the governance of state-owned enterprises (chapter G-1.02)”.

ACT RESPECTING INVESTISSEMENT QUÉBEC

201. Sections 37 to 39 and 41 of the Act respecting Investissement Québec (chapter I-16.0.1) are repealed.

202. Section 42 of the Act is amended by striking out the first and second paragraphs.

203. Section 43 of the Act is repealed.

204. Section 45 of the Act is amended by striking out the last sentence of the second paragraph.

205. Section 54 of the Act is amended by replacing “comité de vérification” in the second paragraph in the French text by “comité d’audit”.

206. Section 69 of the Act is amended

(1) by striking out “, according to the form, content and timetable determined by the Government,” in the first paragraph;

(2) by replacing “The Minister submits the strategic plan to the Government for approval,” in the second paragraph by “The strategic plan is submitted to the Government for approval,”.

207. Section 74 of the Act is amended

(1) by inserting “the information provided for in Chapter VI of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and” after “The report must also contain” in the fourth paragraph;

(2) by replacing “a report of its activities”, both occurrences of “activity report” and “and report” by “an annual management report”, “annual management report” and “and the annual management report”, respectively.

208. Section 77 of the Act is amended

(1) by replacing “vérificateur externe” in the first paragraph in the French text by “auditeur externe” and by replacing “report of its activities” by “annual management report”;

(2) by replacing “la vérification” and “le vérificateur externe” in the second paragraph in the French text by “l’audit” and “l’auditeur externe”, respectively;

(3) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in this section may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

ACT RESPECTING LA FINANCIÈRE AGRICOLE DU QUÉBEC

209. Section 6 of the Act respecting La Financière agricole du Québec (chapter L-0.1) is amended

(1) by striking out the last sentence of the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“The Government shall appoint the members of the board of directors, other than the Deputy Minister of Agriculture, Fisheries and Food. Three of the members are appointed from among the persons identified by the association certified under the Farm Producers Act (chapter P-28).”

210. Sections 6.2 to 6.4 of the Act are repealed.

211. Section 6.5 of the Act is replaced by the following section:

“**6.5.** The office of president and chief executive officer is a full-time position.”

212. Sections 6.6, 9 and 47 of the Act are repealed.

ACT RESPECTING THE MINISTÈRE DE L'ENSEIGNEMENT
SUPÉRIEUR, DE LA RECHERCHE, DE LA SCIENCE ET DE
LA TECHNOLOGIE

213. Section 25 of the Act respecting the Ministère de l'Enseignement supérieur, de la Recherche, de la Science et de la Technologie (chapter M-15.1.0.1) is amended by inserting “the chair of the board,” after “including” in the first paragraph.

214. Section 26 of the Act is amended by replacing the first sentence of the third paragraph by the following sentence: “The chief scientist acts as president and chief executive officer of each fund.”

215. Sections 28 and 29 of the Act are repealed.

216. Section 30 of the Act is replaced by the following section:

“**30.** The scientific director is appointed for a term of not more than five years.”

217. Section 31 of the Act is amended

(1) by striking out the first paragraph;

(2) by striking out “; the appointment of the other members may be renewed only once” in the second paragraph.

218. Section 32 of the Act is amended by replacing “in accordance with the mode of appointment prescribed in section 25, 26, 27 or 28, as applicable” in the first paragraph by “in accordance with the rules of appointment provided with regard to the board member to be replaced”.

219. Sections 34 and 35 of the Act are repealed.

220. Section 36 of the Act is amended by striking out the third paragraph.

221. Section 42 of the Act is amended

- (1) by striking out the first paragraph;
- (2) by replacing “plan” in the second paragraph by “strategic plan established by each fund”;
- (3) by striking out the third paragraph.

222. Section 48 of the Act is amended

- (1) by striking out the first paragraph;
- (2) by replacing “Each fund must adopt” in the second paragraph by “A fund must establish”.

223. Section 58 of the Act is amended

- (1) by replacing “a report of its activities” in the first paragraph by “an annual management report”;
- (2) in the second paragraph,
 - (a) by inserting “, among other things,” after “contain”;
 - (b) by replacing “three-year plan approved under section 42” by “strategic plan”.

224. Section 60 of the Act is amended by replacing “annual report” in the second paragraph by “annual management report”.

ACT RESPECTING THE MINISTÈRE DES FINANCES

225. Section 4.1 of the Act respecting the Ministère des Finances (chapter M-24.01) is amended by replacing “legal persons the majority of whose members or directors are appointed by the Government, except legal persons qualified as budget-funded bodies, institutions in the health and social services network and institutions in the education network, including Université du Québec and its constituent universities” in the third paragraph by “those referred to in the definition provided for in section 3 of the Act respecting the governance of state-owned enterprises (chapter G-1.02)”.

NATIONAL MUSEUMS ACT

226. Section 7 of the National Museums Act (chapter M-44) is amended by striking out the second paragraph.

227. Sections 8 and 9 of the Act are repealed.

228. Section 10 of the Act is replaced by the following section:

“10. Appointments of members of the board of directors must be representative of Québec society, including by ensuring the presence of persons from a variety of communities.”

229. Section 11 of the Act is amended by striking out the first and second paragraphs.

230. Sections 12 to 14 and 16, subdivisions 1 and 2 of Division II of Chapter III, comprising sections 17 to 22, and sections 22.1, 22.3 and 22.4 of the Act are repealed.

231. Section 22.5 of the Act is amended by replacing the first paragraph by the following paragraph:

“The board of directors may establish committees, in particular to advise it on the acquisition of property.”

232. Section 22.6 of the Act is amended by replacing “Committee members” by “Members of committees established under section 22.5 who are not members of the board of directors”.

233. Section 22.8 of the Act is amended by striking out the third paragraph.

234. Sections 22.11, 22.12 and 22.14 of the Act are repealed.

235. Section 31 of the Act is replaced by the following section:

“31. The strategic plan that a museum shall establish must, in particular, take into consideration the policy directions and objectives given by the Minister and include any element that the Minister determines.

The plan must be submitted to the Minister not later than the date set by the Minister.”

236. Section 33 of the Act is amended

(1) by replacing “a report of its activities” in the first paragraph by “an annual management report”;

(2) by replacing “report of activities” in the second paragraph by “annual management report”;

(3) by striking out the third paragraph.

237. Sections 38.1 and 38.2 of the Act are repealed.

ACT TO ESTABLISH THE OFFICE QUÉBEC-MONDE POUR
LA JEUNESSE

238. Section 8 of the Act to establish the Office Québec-Monde pour la jeunesse (chapter O-5.2) is amended, in the second paragraph,

- (1) by inserting “, in particular,” after “must” in the introductory clause;
- (2) by striking out subparagraphs 1 and 3.

239. Section 9 of the Act is amended

- (1) by striking out the first paragraph;
- (2) by striking out “However,” in the second paragraph.

240. Section 10 of the Act is amended

- (1) by striking out the first and second paragraphs;
- (2) by inserting “of directors” after “board” in the third paragraph.

241. Section 11 of the Act is replaced by the following section:

“**11.** The chair of the board of directors assumes, in particular, any responsibility assigned by the board.”

242. Section 12 of the Act is repealed.

243. Section 13 of the Act is replaced by the following section:

“**13.** The president and chief executive officer exercises the functions of office on a full-time basis and assumes, in particular, any responsibility assigned by the Minister.”

244. Sections 15 and 16 of the Act are repealed.

245. Section 17 of the Act is amended by striking out the last sentence of the second paragraph.

POLICE ACT

246. Section 18 of the Police Act (chapter P-13.1) is replaced by the following section:

“**18.** The board of directors of the school shall be composed of 15 members appointed by the Government, including the chair of the board and the executive director of the school.”

247. Sections 19 to 21 of the Act are repealed.

248. Section 22 of the Act is amended by striking out “or vice-chair” and the last sentence in the second paragraph.

249. Section 23 of the Act is amended by replacing “an executive director for a term not exceeding five years and, where required, assistant executive directors” in the first paragraph by “, where required, assistant executive directors for terms not exceeding five years”.

250. Section 27 of the Act is amended

(1) by inserting the following paragraph after paragraph 1:

“(1.1) to determine the functions and powers of the chair and the executive director, in addition to those provided for in the Act respecting the governance of state-owned enterprises (chapter G-1.02);”;

(2) by striking out “the chair and vice-chair of the governing board and of the executive director,” in paragraph 2.

ACT RESPECTING THE RÉGIE DE L'ASSURANCE MALADIE DU QUÉBEC

251. Section 7 of the Act respecting the Régie de l'assurance maladie du Québec (chapter R-5) is replaced by the following section:

7. The Board is administered by a board of directors composed of 15 members appointed by the Government, including the chair of the board and the president and chief executive officer.

The board members, other than the chair of the board and the president and chief executive officer, include the following:

(1) three appointed from among professionals in the field of health within the meaning of the Health Insurance Act (chapter A-29), including one general practitioner and one medical specialist, after consultation with the professional order of each class of health professionals that has entered into an agreement under that Act;

(2) one appointed from among the president and executive directors of an institution referred to in the Act respecting health services and social services (chapter S-4.2); and

(3) nine who are independent members, including three users of the health sector and persons from the various fields of activity meeting the expertise and experience profiles approved by the board.”

252. Section 7.0.1 of the Act is replaced by the following section:

“7.0.1. The term of a member of the board of directors ends when the member loses the qualifications required for appointment.”

253. Sections 7.0.2 to 7.0.4 and 7.0.8 of the Act are repealed.

254. Section 7.1 of the Act is amended by striking out “the president and chief executive officer and”.

255. Section 7.2 of the Act is repealed.

256. Section 25 of the Act is amended by replacing “a report of its activities” in the first paragraph by “an annual management report”.

ACT RESPECTING LABOUR RELATIONS, VOCATIONAL TRAINING
AND WORKFORCE MANAGEMENT IN THE CONSTRUCTION
INDUSTRY

257. Section 3.2 of the Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20) is amended

(1) by replacing the first paragraph by the following paragraph:

“The Commission is composed of a board of directors consisting of 17 members, including the chairman of the board of directors and the president and chief executive officer.”;

(2) in the second paragraph,

(a) by replacing the introductory clause by the following:

“Other than the chairman of the board and the president and chief executive officer, the members are appointed in the following manner.”;

(b) by replacing “four independent members” in subparagraph 4 by “five independent members”;

(3) by inserting the following paragraph after the second paragraph:

“For the purposes of the consultations provided for in subparagraphs 1 to 3 of the second paragraph, each association consulted is invited to propose at least three candidates, including one woman. If an association fails to comply with that invitation within a reasonable time, the Government may appoint the member concerned after notifying the association.”

258. Section 3.3 of the Act is replaced by the following sections:

“3.3. The chairman of the board of directors and the president and chief executive officer are appointed by the Government for terms of not more than five years. The other members of the board are appointed for terms of not more than three years.

The chairman of the board must qualify as an independent director.

At the end of their terms, the members of the board shall remain in office until they are replaced or reappointed.

The terms of the board members are renewable. However, members other than the president and chief executive officer may not be reappointed more than three times, whether the terms are consecutive or not.

“3.3.1. The number of women on the board of directors must correspond to a proportion of at least 40% of the total number of persons sitting on the board.

“3.3.2. The board of directors must include at least one member 35 years of age or under at the time of appointment.

“3.3.3. The board of directors must include at least one member who, in the opinion of the Government, is representative of the diversity of Québec society.”

259. Section 3.5 of the Act is replaced by the following section:

“3.5. The board of directors shall designate one of the chairmen of a committee established under section 3.13 to act as a replacement when the chairman of the board is absent or unable to act.

When replacing the chairman of the board, the person so designated exercises the same responsibilities and has the same powers as the chairman.

If a member other than the chairman of the board is unable to act, the Government may appoint, in accordance with the prescribed mode of appointment applicable to that member, a person to replace that member in the interim, on such conditions as it may determine.”

260. Section 3.6 of the Act is amended

(1) by replacing “chairman” in the first paragraph by “president and chief executive officer”;

(2) by replacing “The chairman is *ex officio* the chief executive officer of the Commission and” in the second paragraph by “The president and chief executive officer”.

261. Section 3.7 of the Act is amended by replacing “chairman” in the first paragraph by “president and chief executive officer”.

262. Section 3.8 of the Act is amended

(1) by replacing “chairman” in the first paragraph by “president and chief executive officer”;

(2) by replacing “Every member of the board of directors, other than the chairman,” and “to the chairman in writing and” in the third paragraph by “Every other member of the board of directors” and “in writing to the chairman of the board of directors or, in the chairman’s case, to the Minister and the person designated under section 3.5 and, where applicable,”, respectively.

263. Section 3.9 of the Act is amended

(1) by replacing “chairman” in the first paragraph by “chairman of the board or the president and chief executive officer”;

(2) by replacing “chairman” in the second paragraph by “chairman of the board”.

264. The Act is amended by inserting the following section after section 3.9:

“3.9.1. No act or document of the Commission or decision of its board of directors is invalid because the requirements prescribed in sections 3.3.1, 3.3.2 and 3.3.3 are not met.”

265. The Act is amended by inserting the following sections after section 3.12:

“3.12.1. The board of directors must determine the Commission’s strategic directions, see to their implementation and inquire into any matter it considers important.

The board is accountable to the Government, and its chairman is answerable to the Minister, for the Commission’s decisions.

“3.12.2. The functions of the board of directors also include

(1) adopting the strategic plan;

(2) approving the capital plan, the operating plan, the financial statements, the annual management report and the annual budget of the Commission;

(3) approving the governance rules of the Commission;

(4) approving the code of ethics applicable to the members of the board of directors and those applicable to the officers appointed by the Commission and to the employees of the Commission, subject to a regulation made under sections 3.0.1 and 3.0.2 of the Act respecting the Ministère du Conseil exécutif (chapter M-30);

(5) approving the expertise and experience profiles to be used in appointing the independent members of the board;

(6) approving the criteria for evaluating members of the board of directors other than the president and chief executive officer;

(7) approving the criteria for assessing the performance of the board;

(8) establishing the policies for managing the risks associated with conducting the operations of the Commission;

(9) seeing to it that the audit committee exercises its functions properly;

(10) determining delegations of authority;

(11) approving, in accordance with the law, human resources policies, as well as the standards and scales of remuneration and other conditions of employment of employees and officers appointed by the Commission;

(12) approving the succession planning program for officers appointed by the Commission; and

(13) approving the appointment of officers other than the president and chief executive officer.

“3.12.3. The board of directors must appraise the integrity of internal controls, information disclosure controls and information systems, and approve a financial disclosure policy.

“3.12.4. The board of directors must make sure that initiation and ongoing training programs for board members are implemented.”

266. Section 3.13 of the Act is amended by replacing “and an audit committee” in the first paragraph by “, a human resources committee and an audit committee”.

267. Section 3.14 of the Act is amended by replacing “chair” in subparagraph 4 of the first paragraph by “president and chief executive officer”.

268. Section 3.16 of the Act is amended, in the first paragraph,

(1) by replacing “Comité de vérification” in the introductory clause in the French text by “Comité d’audit”;

(2) by replacing “plan annuel de vérification” in subparagraph 1 in the French text by “plan annuel d’audit”;

(3) by replacing “le vérificateur” in subparagraph 5 in the French text by “l’auditeur”.

269. The Act is amended by inserting the following section after section 3.16:

“3.16.1. The functions of the human resources committee include

(1) making sure that human resources policies are put in place;

(2) assisting in the selection of officers; and

(3) establishing a succession planning program for officers appointed by the Commission.”

270. Section 3.17 of the Act is amended

(1) by replacing “The audit committee is composed” in the introductory clause by “The human resources committee and the audit committee are composed”;

(2) by adding the following paragraph at the end:

“In addition, at least one of the independent members of the audit committee must be a member of the professional order of accountants mentioned in the Professional Code (chapter C-26).”

271. Section 3.18 of the Act is amended by replacing the first paragraph by the following paragraph:

“Three members, including the chair of the committee, constitute a quorum at meetings of each of the committees referred to in section 3.13.”

272. Section 5 of the Act is amended by replacing “chairman” in the third paragraph by “president and chief executive officer”.

273. Section 6 of the Act is amended by replacing both “chairman or by the secretary” and “chairman or secretary” by “chairman of the board, the president and chief executive officer or the secretary”.

274. Section 9 of the Act is amended

(1) by replacing “a report of its activities” in the first paragraph by “an annual management report”;

(2) by replacing “It may, in addition,” in the third paragraph by “In addition to the elements provided for in sections 9.1 to 9.5, it may also”.

275. The Act is amended by inserting the following sections after section 9:

“9.1. The annual management report must contain a summary of the following reports, submitted to the board of directors:

(1) the report of the governance and ethics committee on its activities during the fiscal year, including a summary of its assessment of the performance of the board of directors;

(2) the report of the audit committee on the discharge of its mandate and on the optimal resource utilization plan; and

(3) the report of the human resources committee on the discharge of its mandate.

“9.2. The Commission shall make public the code of ethics applicable to its employees.

“9.3. The annual management report must comprise a section on the governance of the Commission, including the following information concerning the board members:

(1) the dates of appointment and expiry of term of all board members, as well as the identification of those with the status of independent director;

(2) the identification of any other board of directors on which a board member sits;

(3) a summary of the expertise and experience profile of each of the board’s independent members;

(4) a statement of each board member’s attendance at board and committee meetings;

(5) the code of ethics and rules of professional conduct applicable to board members; and

(6) a status report on compliance with the requirements relating to the independence of board members, the proportion of women, the presence of a board member 35 years of age or under at the time of appointment and the presence of a board member representative of the diversity of Québec society and, if the composition of the board of directors did not meet those requirements at the end of the fiscal year, the reasons for that situation.

“9.4. The annual management report must include

(1) the remuneration and benefits paid to each member of the board of directors;

(2) in respect of each of the five officers who are the most highly remunerated officers of the Commission and of any person with management responsibilities who does not report directly to the president and chief executive officer and who is more highly remunerated than one of those officers:

(a) the basic remuneration paid;

(b) the signing bonus paid, where applicable;

(c) the contribution to pension plans borne by the Commission for the year concerned;

(d) the other benefits paid or granted, including those related to group insurance or the use of a vehicle, as applicable;

(e) the severance pay paid, where applicable; and

(3) any other element or information determined under subparagraph 5 of the second paragraph of section 39 of the Act respecting the governance of state-owned enterprises (chapter G-1.02).

For the purposes of subparagraph 2 of the first paragraph, the value of the remuneration corresponds to the sum of the elements referred to in subparagraphs *a* to *e* of that subparagraph and of any other element relating to remuneration that is referred to in subparagraph 3 of the first paragraph.

In addition, the annual management report must indicate the parameters regulating the remuneration of the persons referred to in subparagraph 2 of the first paragraph, in particular the parameters related to the elements listed in subparagraphs *a* to *e* of that subparagraph.

“9.5. Where a person was an officer in the Commission for part of the period covered by the annual management report, the elements referred to in subparagraph 2 of the first paragraph of section 9.4, those relating to remuneration that are referred to in subparagraph 3 of that paragraph and the annualized value of those elements must be disclosed in the report with regard to that person if the total of the annualized value of those elements places the person among the five most highly remunerated officers of the Commission. In such a case, the information disclosed in the annual report will concern more than five of the Commission’s officers.

“9.6. For the purposes of sections 9.4 and 9.5, severance pay must be disclosed in full in the annual management report covering the date of the officer’s departure, regardless of whether payment of the severance pay has been deferred in whole or in part.

“9.7. The specifications respecting the elements, parameters and information made under section 39.3 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) and referred to in sections 39 and 39.1 of that Act apply with the necessary modifications to the elements, parameters and information referred to in sections 9.4 and 9.5.

The elements, parameters and information must be included in the Commission’s annual management report in the form specified under section 39.3 of the Act respecting the governance of state-owned enterprises.”

276. The Act is amended by inserting the following section after section 15:

“15.0.1. The Minister may issue directives on the direction and general objectives to be pursued by the Commission.

The directives must be approved by the Government, and they come into force on the day of their approval. Once approved, they are binding on the Commission and the Commission must comply with them.

The directives must be tabled in the National Assembly within 15 days after they are approved by the Government or, if the Assembly is not sitting, within 15 days of resumption.”

277. Section 15.4 of the Act is amended

(1) by replacing “chairman of the Commission, in the chairman’s capacity as chief executive officer of the Commission” and “The chairman of the Commission” in the first paragraph by “president and chief executive officer” and “The latter”, respectively;

(2) by replacing “chairman of the Commission” in the second paragraph by “president and chief executive officer”.

278. Section 18.4 of the Act is amended by replacing “the chairman of the Commission from among the personnel of the Commission” in the first paragraph by “the president and chief executive officer from among the latter’s personnel”.

279. Section 18.14.4 of the Act is amended by replacing “chair of the Commission or by a person the chair” in the first paragraph by “president and chief executive officer or by a person the latter”.

280. The Act is amended by inserting the following section after section 126.0.5:

“126.0.6. At least once every 10 years, the Minister must report to the Government on the carrying out of the provisions of this Act concerning the Commission. The report must include recommendations concerning the updating of the mission of the Commission and its governance.

The Minister shall table the report in the National Assembly.”

ACT RESPECTING RETRAITE QUÉBEC

281. Section 11 of the Act respecting Retraite Québec (chapter R-26.3) is amended

- (1) by striking out the last sentence of the first paragraph;
- (2) by replacing the second paragraph by the following paragraph:

“The members of the board of directors, other than the chair of the board and the president and chief executive officer, include

(1) two members appointed after consultation, for one of them, with the unions and associations referred to in subparagraph 1 of the first paragraph of section 164 of the Act respecting the Government and Public Employees Retirement Plan (chapter R-10) and, for the other, with the associations referred to in subparagraph 1 of the first paragraph of section 196.3 of the Act respecting the Pension Plan of Management Personnel (chapter R-12.1);

(2) one member appointed after consultation with the associations that are the most representative of the pensioners under the pension plans administered by Retraite Québec under section 4, unless a different consultation process is determined by the Government;

(3) eight members appointed as follows after consultation with bodies the Minister considers representative of the following sectors and persons:

- (a) four for the business sector;
- (b) two for the labour sector;
- (c) one for the socio-economic sector; and
- (d) one for retired persons.”

282. Section 12 of the Act is amended by replacing “In addition to being required to comply with the independence rules prescribed by the Act respecting the governance of state-owned enterprises (chapter G-1.02), an independent member may not” by “An independent member of the board of directors may not, in particular,”.

283. Sections 15, 21, 23 and 24 of the Act are repealed.

284. Section 25 of the Act is amended by replacing “for the remainder of the term of office in accordance with the rules of appointment provided in this Act” in the first paragraph by “in accordance with the rules of appointment to the board”.

285. Section 27 of the Act is amended by replacing the introductory clause by “The responsibilities of the board of directors include”.

286. Section 28 of the Act is amended by striking out the last sentence of the second paragraph.

287. Section 33 of the Act is replaced by the following section:

“**33.** The board of directors establishes, among other things, an investment policy committee and a client services committee.

Those committees must be chaired by an independent member and the president and chief executive officer cannot be a committee member.”

288. Section 36 of the Act is amended

(1) by replacing the introductory clause of the first paragraph by “The functions of the audit committee include”;

(2) by replacing “comité de vérification” in the second paragraph in the French text by “comité d’audit”.

289. Section 46 of the Act is amended by striking out “the president and chief executive officer and”.

290. Section 68 of the Act is amended by replacing “prepared under section 24 of the Public Administration Act (chapter A-6.01)” in the first paragraph by “prepared, in particular, under the provisions of Chapter VI of the Act respecting the governance of state-owned enterprises (chapter G-1.02)”.

ACT RESPECTING OCCUPATIONAL HEALTH AND SAFETY

291. Section 156.1 of the Act respecting occupational health and safety (chapter S-2.1) is amended by replacing “39” by “39.3”.

FIRE SAFETY ACT

292. Section 62 of the Fire Safety Act (chapter S-3.4) is replaced by the following section:

“**62.** The board of directors of the school shall be composed of 13 members appointed by the Government, including the chair of the board and the director general of the school.”

293. Sections 63 to 65 of the Act are repealed.

294. Section 66 of the Act is amended by striking out “or vice-chair” and the last sentence in the second paragraph.

295. Section 67 of the Act is amended by replacing “a director general for a term not exceeding five years and, where required, assistant director generals” in the first paragraph by “, where required, assistant director generals for terms not exceeding five years”.

296. Section 71 of the Act is amended

(1) by inserting the following paragraph after paragraph 1:

“(1.1) to determine the functions and powers of the chair and the director general, other than those provided for in the Act respecting the governance of state-owned enterprises (chapter G-1.02);”;

(2) by striking out “the chair and vice-chair of the governing board and of the director general,” in paragraph 2.

ACT RESPECTING PRE-HOSPITAL EMERGENCY SERVICES

297. Section 91 of the Act respecting pre-hospital emergency services (chapter S-6.2) is replaced by the following section:

“91. The Corporation is administered by a board of directors of 12 members appointed by the Government. The board is composed of the following members:

- (1) the president and chief executive officer;
- (2) the chair of the board of directors;
- (3) one member appointed from among the president and chief executive officers of local institutions;
- (4) one member appointed from among the physicians in charge of a local emergency room or who direct or coordinate such an emergency room’s activities;
- (5) one member appointed from among the Corporation’s employees;
- (6) one member appointed from among the persons having used the Corporation’s services during the 48 months preceding their appointment;
- (7) one member with experience in the local municipal sector;
- (8) one member with experience in the local business sector;
- (9) one member with expertise in emergency measures and civil protection;
- (10) one member with expertise in auditing;

- (11) one member with expertise in governance and risk management; and
- (12) one member with expertise in human resources management.”

298. Section 92 of the Act is repealed.

299. Section 93 of the Act is replaced by the following section:

“**93.** The term of office of a member of the board of directors ends when the member loses the qualifications required for appointment.”

300. Sections 94 and 95 of the Act are repealed.

301. Section 96 of the Act is replaced by the following section:

“**96.** The functions of the president and chief executive officer shall be exercised on a full-time basis.”

302. Section 97 of the Act is amended by replacing “director general is unable” and “functions of the director general while the director general” by “president and chief executive officer is unable” and “functions of that office while the president and chief executive officer”, respectively.

303. Section 98 of the Act is amended by replacing both occurrences of “director general” by “president and chief executive officer”.

304. Section 105 of the Act is repealed.

ACT RESPECTING THE SOCIÉTÉ D’HABITATION DU QUÉBEC

305. Section 6 of the Act respecting the Société d’habitation du Québec (chapter S-8) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by striking out the second paragraph.

306. Sections 6.0.1 to 7 of the Act are repealed.

307. Section 13 of the Act is replaced by the following section:

“**13.** The office of president and chief executive officer is a full-time position.”

308. Section 13.0.1 of the Act is repealed.

309. Section 25 of the Act is amended by replacing “annual report” by “annual management report”.

ACT RESPECTING THE SOCIÉTÉ DE DÉVELOPPEMENT DES
ENTREPRISES CULTURELLES

310. Section 5 of the Act respecting the Société de développement des entreprises culturelles (chapter S-10.002) is replaced by the following section:

“5. The Société is administered by a board of directors composed of 15 members appointed by the Government, including the chair of the board and the president and chief executive officer.

The members of the board, other than the chair and the president and chief executive officer, are appointed after consultation with bodies considered by the Minister to be representative of the sectors concerned by the activities of the Société. Four of those members include

- (1) one person active in the audiovisual industry;
- (2) one person active in the music or entertainment industries;
- (3) one person active in the book or publishing industries; and
- (4) one person active in the field of fine crafts or in the art market.”

311. Section 5.1 of the Act is repealed.

312. Section 5.2 of the Act is replaced by the following section:

“5.2. The office of president and chief executive officer is a full-time position.”

313. Sections 5.3, 5.5, 7 and 11 of the Act are repealed.

314. Section 12 of the Act is amended by replacing “to the fields of the cinema and of television production and the other to the fields of sound recording, variety shows, books, specialized publishing and fine crafts.” in the first paragraph by “to the audiovisual industry and the other to the music, entertainment, book and publishing industries, fine crafts and the art market.”

315. Section 19 of the Act is amended by replacing “to the cinema and television production, sound recording and variety shows, book and specialized publishing, and fine crafts” in the second paragraph by “to the audiovisual works, music and entertainment, books, publishing, fine crafts and the art market”.

316. Section 21 of the Act is amended

(1) by replacing “the cinema, television production, sound recording, variety shows, books, specialized publishing or fine crafts” in the first paragraph by “audiovisual works, music, entertainment, books, publishing, fine crafts or the art market”;

(2) by replacing “In the fields of the cinema and of television production” in the second paragraph by “In the audiovisual industry”.

317. Section 28 of the Act is replaced by the following section:

“28. A council under the name of “Conseil national de l’audiovisuel” and commissions under the names of “Commission de la musique et du spectacle”, “Commission du livre et de l’édition” and “Commission des métiers d’art et du marché de l’art” are established within the Société.”

318. Section 32 of the Act is amended

(1) by replacing “the fields of the cinema and television production” in the first paragraph by “the audiovisual industry”;

(2) by replacing “the fields of sound recording, variety shows, books, specialized publishing and fine crafts” in the second paragraph by “the fields of music, entertainment, books, publishing, fine crafts and the art market”.

319. Section 36 of the Act is amended by replacing “the fields of the cinema and of television production” by “the audiovisual industry”.

320. Section 42 of the Act is amended

(1) by replacing “a report of its activities” in the first paragraph by “an annual management report”;

(2) by replacing both occurrences of “report” in the second paragraph by “annual management report”.

ACT RESPECTING THE SOCIÉTÉ DE DÉVELOPPEMENT ET DE MISE EN VALEUR DU PARC OLYMPIQUE

321. Section 15 of the Act respecting the Société de développement et de mise en valeur du Parc olympique (chapter S-10.2) is amended by inserting “appointed by the Government” after “members”.

322. Section 16 of the Act is amended by replacing the first and second paragraphs by the following paragraph:

“The members of the board of directors include, other than the chair of the board and the president and chief executive officer, one member appointed after consultation with Ville de Montréal and the councils of the boroughs adjacent to the Olympic Park and at least two other members appointed after consultation with bodies the Minister considers representative of the sectors concerned by the Société’s mission.”

323. Sections 17 and 18 of the Act are repealed.

324. Section 19 of the Act is amended by striking out the first and second paragraphs.

325. Sections 20, 21 and 23 of the Act are repealed.

326. Section 25 of the Act is amended by striking out the last sentence of the second paragraph.

ACT RESPECTING THE SOCIÉTÉ DE FINANCEMENT DES INFRASTRUCTURES LOCALES DU QUÉBEC

327. Section 8 of the Act respecting the Société de financement des infrastructures locales du Québec (chapter S-11.0102) is amended by striking out the second paragraph.

328. Section 12 of the Act is amended by replacing the first paragraph by the following paragraphs:

“The affairs of the Société are administered by a board of directors of seven members, all appointed by the Minister, composed of the following persons:

(1) five members from among the persons holding a position as associate deputy minister or assistant deputy minister in the public service, of which two are from the Ministère des Finances, one from the Ministère des Transports and one from the Ministère des Affaires municipales, des Régions et de l’Occupation du territoire; and

(2) two members from among the members of the council of a municipality appointed after consultation with representatives of the municipal sector, including representatives of the Union des municipalités du Québec and of the Fédération québécoise des municipalités locales et régionales (FQM).

The members referred to in subparagraph 1 of the first paragraph who do not exercise their functions within the Ministère des Finances are appointed on the recommendation of the minister to whom they are responsible.”

329. Section 15 of the Act is amended by replacing “by the Government” in the first paragraph by “in accordance with the rules of appointment to the board”.

ACT RESPECTING THE SOCIÉTÉ DE L'ASSURANCE AUTOMOBILE DU QUÉBEC

330. Section 7 of the Act respecting the Société de l'assurance automobile du Québec (chapter S-11.011) is amended

(1) by striking out “, and based on the expertise and experience profiles approved by the board” in the introductory clause of the second paragraph;

(2) by striking out the third paragraph.

331. Sections 8, 8.1 and 9 of the Act are repealed.

332. Section 10 of the Act is amended by striking out the first and second paragraphs.

333. Section 10.1 of the Act is repealed.

334. Section 19 of the Act is amended by replacing the third paragraph by the following paragraph:

“The reports of the Société must contain, among other things, any information required by the Minister.”

335. Section 20 of the Act is amended

(1) by replacing “vérificateur externe” in the French text by “auditeur externe”;

(2) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in the first paragraph may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

336. Section 23.0.13.1 of the Act is amended by replacing “Paragraph 5 of section 34” by “Subparagraph 6 of the first paragraph of section 9 of the Public Administration Act (chapter A-6.01)”.

337. Section 23.0.18 of the Act is amended

(1) by replacing “vérificateur externe” in the first paragraph in the French text by “auditeur externe”;

(2) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in the first paragraph may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

ACT RESPECTING THE SOCIÉTÉ DE LA PLACE DES ARTS DE MONTRÉAL

338. Section 4 of the Act respecting the Société de la Place des Arts de Montréal (chapter S-11.03) is amended

(1) by inserting “appointed by the Government” after “11 members” in the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“The board members, other than the chair and the president and chief executive officer, are appointed after consultation with Ville de Montréal and with socio-economic and cultural bodies active throughout Québec or at a regional level.”

339. Section 4.1 of the Act is repealed.

340. Section 4.2 of the Act is replaced by the following section:

“**4.2.** The office of president and chief executive officer is a full-time position.”

341. Sections 4.3, 5 and 7 of the Act are repealed.

342. Section 26 of the Act is amended by replacing “be consistent with” by “take into consideration, in particular,”.

ACT RESPECTING THE SOCIÉTÉ DE TÉLÉDIFFUSION DU QUÉBEC

343. Section 5 of the Act respecting the Société de télédiffusion du Québec (chapter S-12.01) is amended

(1) by striking out “, taking into consideration the expertise and experience profiles approved by the board” in the second paragraph;

(2) by striking out the third paragraph.

344. Section 5.1 of the Act is repealed.

345. Section 5.2 of the Act is replaced by the following section:

“**5.2.** The office of president and chief executive officer is a full-time position.”

346. Sections 5.3, 7 and 12 of the Act are repealed.

347. Section 26 of the Act is amended

(1) by replacing “a report of its activities” in the first paragraph by “an annual management report”;

(2) by inserting “annual management” before “report” in the second paragraph.

ACT RESPECTING THE SOCIÉTÉ DES ALCOOLS DU QUÉBEC

348. Section 7 of the Act respecting the Société des alcools du Québec (chapter S-13) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by striking out the second paragraph.

349. Sections 7.2 to 9 of the Act are repealed.

350. Section 12 of the Act is amended by striking out the first and second paragraphs.

351. Section 12.1 of the Act is repealed.

352. Section 23.6 of the Act is amended

(1) by inserting “appointed by the Société” after “members” in the first paragraph;

(2) by striking out the first sentence of the second paragraph;

(3) by striking out the third paragraph.

353. Sections 23.9 and 23.11 of the Act are repealed.

354. Section 23.13 of the Act is amended by striking out the first and second paragraphs.

355. Section 23.14 of the Act is repealed.

356. Section 23.16 of the Act is amended by inserting “sections 3.1, 3.2 and 3.3,” after “for the purposes of” in paragraph 2.

357. Section 23.41 of the Act is amended by replacing “annual report” in the first paragraph by “annual management report”.

358. Section 23.42 of the Act is amended

(1) by replacing “le vérificateur externe” in the French text by “l’auditeur externe” and by replacing “annual report” by “annual management report”;

(2) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in the first paragraph may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

359. Section 57 of the Act is amended by replacing “Conseil du trésor” by “Minister of Finance”.

360. Section 59 of the Act is amended

(1) by replacing both occurrences of “annual report” in the first paragraph by “annual management report”;

(2) by replacing both occurrences of “annual report” in the second paragraph by “annual management report”.

361. Section 60 of the Act is amended

(1) by replacing “vérificateur externe” in the French text by “auditeur externe” and by replacing “annual report” by “annual management report”;

(2) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in the first paragraph may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

ACT RESPECTING THE SOCIÉTÉ DES ÉTABLISSEMENTS DE PLEIN AIR DU QUÉBEC

362. Section 4 of the Act respecting the Société des établissements de plein air du Québec (chapter S-13.01) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by striking out the second paragraph.

363. Section 6 of the Act is repealed.

364. Section 8 of the Act is amended

(1) by striking out the first paragraph;

(2) by replacing “set out in this Act” in the second paragraph by “to the board”.

365. Section 10 of the Act is replaced by the following section:

“**10.** The office of president and chief executive officer is a full-time position.”

366. Sections 10.1 and 11 of the Act are repealed.

ACT RESPECTING THE SOCIÉTÉ DES LOTERIES DU QUÉBEC

367. Section 6.1 of the Act respecting the Société des loteries du Québec (chapter S-13.1) is amended by inserting “appointed by the Government,” after “members”.

368. Sections 6.2, 8 and 9 of the Act are repealed.

369. Section 9.1 of the Act is amended by striking out the first and second paragraphs.

370. Sections 9.2 and 11 of the Act are repealed.

371. Section 15 of the Act is amended

(1) by striking out “by-law of” in the first paragraph;

(2) by striking out “, by by-law,” in the second paragraph.

372. Section 17 of the Act is amended, in the first paragraph,

(1) by replacing subparagraph *d* by the following subparagraph:

“(d) make a financial commitment in excess of the limits or contrary to the terms and conditions determined by the Government; or”;

(2) by striking out “equipment or” in subparagraph *e*.

373. Section 24 of the Act is amended

(1) by replacing “vérificateur externe” in the French text by “auditeur externe” and by replacing “annual report” by “annual management report”;

(2) by adding the following paragraph at the end:

“The power to appoint the external auditor provided for in the first paragraph may, despite the Act respecting contracting by public bodies (chapter C-65.1), be exercised under special conditions following an invitation to tender.”

ACT RESPECTING THE SOCIÉTÉ DES TRAVERSIERS DU QUÉBEC

374. Section 6 of the Act respecting the Société des Traversiers du Québec (chapter S-14) is replaced by the following section:

“**6.** The Société is administered by a board of directors composed of nine to eleven members appointed by the Government, including the chair of the board and the president and chief executive officer.”

375. Sections 7 to 8.1.1 of the Act are repealed.

376. Section 9 of the Act is amended by striking out the first paragraph.

377. Section 12 of the Act is amended by striking out the second paragraph.

378. Section 19 of the Act is amended by replacing “report to the Minister of Transport on its activities” in the first paragraph by “submit to the Minister of Transport an annual management report”.

ACT RESPECTING THE SOCIÉTÉ DU CENTRE DES CONGRÈS
DE QUÉBEC

379. Section 5 of the Act respecting the Société du Centre des congrès de Québec (chapter S-14.001) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“At least three members of the board, other than the chair and the president and chief executive officer, are appointed after consultation with bodies representative of the sector.”

380. Section 7 of the Act is repealed.

381. Section 8 of the Act is amended by replacing “appointment rules set out in this Act” in the first paragraph by “rules of appointment to the board”.

382. Sections 9, 9.1 and 11 of the Act are repealed.

383. Section 24 of the Act is amended

(1) by replacing “annual report” in the first paragraph by “annual management report”;

(2) by replacing “annual report” in the second paragraph by “annual management report”.

384. Section 25 of the Act is amended by replacing “annual report” by “annual management report”.

385. Section 28 of the Act is replaced by the following section:

“**28.** The books and accounts of the Société shall be audited by the Auditor General each year and whenever so ordered by the Government.

The report of the Auditor General must accompany the annual management report and the financial statements of the Société.”

ACT RESPECTING THE SOCIÉTÉ DU GRAND THÉÂTRE DE QUÉBEC

386. Section 4 of the Act respecting the Société du Grand Théâtre de Québec (chapter S-14.01) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“The board members, other than the chair and the president and chief executive officer, are appointed after consultation with Ville de Québec and with socio-economic and cultural bodies active throughout Québec or at a regional level.”

387. Section 4.1 of the Act is repealed.

388. Section 4.2 of the Act is replaced by the following section:

“**4.2.** The office of president and chief executive officer is a full-time position.”

389. Sections 4.3 and 4.5 to 7 of the Act are repealed.

390. Section 26 of the Act is amended by replacing “be consistent with” by “take into consideration, in particular.”

ACT RESPECTING THE SOCIÉTÉ DU PALAIS DES CONGRÈS
DE MONTRÉAL

391. Section 5 of the Act respecting the Société du Palais des congrès de Montréal (chapter S-14.1) is amended

(1) by inserting “appointed by the Government” after “members” in the first paragraph;

(2) by replacing the second paragraph by the following paragraph:

“At least three of the members, other than the chair of the board and the president and chief executive officer, are appointed after consultation with bodies representative of the sector.”

392. Section 6 of the Act is repealed.

393. Section 7 of the Act is amended by replacing “appointment rules set out in this Act” in the first paragraph by “rules of appointment to the board”.

394. Sections 8, 9 and 11.1 of the Act are repealed.

395. Section 28 of the Act is amended by inserting “management” after “annual”.

ACT RESPECTING THE SOCIÉTÉ DU PARC INDUSTRIEL ET
PORTUAIRE DE BÉCANCOUR

396. Section 2 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001) is amended by inserting “with share capital” after “legal person”.

397. The Act is amended by inserting the following sections after section 4:

“**4.1.** The authorized share capital of the Société is \$500,000,000. It is divided into 500,000 shares of a par value of \$1,000 each.

Only the Minister of Finance may, with the authorization of the Government, subscribe shares in the Société.

“**4.2.** The shares issued by the Société are allotted to the Minister of Finance and form part of the domain of the State.

“**4.3.** The Minister of Finance shall pay, out of the Consolidated Revenue Fund, the par value of the shares allotted to him; he is then issued the certificates.

“**4.4.** The dividends payable by the Société are set by the Government.

The Société shall send the Minister of Finance the financial information necessary to set the dividends.

4.5. The provisions of Part II of the Companies Act (chapter C-38) that are not inconsistent with this Act, except sections 142, 159 to 162, 179, 184, 188 and 189, apply to the Société.

No by-law of the Société is subject to ratification by the shareholder.”

398. Section 5 of the Act is amended by replacing “seven members appointed by the Government for a term not exceeding three years” in the first paragraph by “nine members appointed by the Government, including the chair and the president and chief executive officer of the Société”.

399. Section 6 of the Act is replaced by the following section:

6. The duties assumed by the chairman of the board of directors shall include the duties assigned to him by by-law of the Société.”

400. Section 7 of the Act is repealed.

401. Section 8 of the Act is amended

(1) by striking out the first paragraph;

(2) by replacing “by appointment for a specified term, as provided for in section 5” in the second paragraph by “in accordance with the mode of appointment prescribed for the member to be replaced”.

402. Section 11 of the Act is amended

(1) by replacing the first paragraph by the following paragraph:

“The office of the president and chief executive officer is a full-time position.”;

(2) by replacing both occurrences of “president and general manager” in the second paragraph by “president and chief executive officer”.

403. Sections 12 to 14 and 39 of the Act are repealed.

ACT RESPECTING THE SOCIÉTÉ DU PLAN NORD

404. Section 14 of the Act respecting the Société du Plan Nord (chapter S-16.011) is amended by replacing “, in accordance with the form, content and schedule determined by the Government, a strategic plan setting out the objectives it is pursuing and the priorities it has established in accordance with the Government’s policy directions relating to the Northern Plan” in the first paragraph by “a strategic plan in accordance with section 34 of the Act

respecting the governance of state-owned enterprises (chapter G-1.02) setting out, in particular, the objectives it is pursuing and the priorities it has established in accordance with the Government's policy directions relating to the Northern Plan".

405. Section 29 of the Act is amended

(1) by inserting "appointed by the Government" after "members" in the first paragraph;

(2) by replacing the fourth and fifth paragraphs by the following paragraph:

"The board members, other than the chair and the president and chief executive officer, are appointed taking into consideration, in particular, their interest in and knowledge of the northern environment."

406. Section 30 of the Act is replaced by the following section:

"30. The chair of the board of directors must reside in the area covered by the Northern Plan."

407. Section 31 of the Act is repealed.

408. Section 33 of the Act is replaced by the following section:

"33. The office of president and chief executive officer is a full-time position."

409. Sections 34 and 36 of the Act are repealed.

410. Section 37 of the Act is amended by striking out the last sentence of the second paragraph.

411. Section 45 of the Act is amended by inserting "or because the requirements prescribed in sections 3.5, 3.6 and 3.7 of the Act respecting the governance of state-owned enterprises (chapter G-1.02) are not met" after "this Act".

412. Section 46 of the Act is repealed.

413. Section 48 of the Act is amended by replacing "The Company adopts standards of ethics and professional conduct for its personnel. The standards" by "The standards of ethics and professional conduct applicable to the Company's personnel".

ACT RESPECTING THE SOCIÉTÉ QUÉBÉCOISE D'INFORMATION
JURIDIQUE

414. Section 2 of the Act respecting the Société québécoise d'information juridique (chapter S-20) is replaced by the following section:

“**2.** The affairs of the company shall be administered by a board of directors composed of 13 members appointed by the Government, including the chair of the board and the president and chief executive officer.”

415. Section 3 of the Act is replaced by the following section:

“**3.** The members of the company's board of directors, other than the president and chief executive officer, shall be as follows:

(1) two judges appointed on the recommendation of the chief justices of the courts;

(2) one academic appointed on the recommendation of the deans of the law faculties;

(3) two advocates appointed after consultation with the Barreau du Québec;

(4) one notary appointed after consultation with the Chambre des notaires du Québec;

(5) two public servants from the Ministère de la Justice appointed on the recommendation of the Minister of Justice;

(6) one public servant appointed on the recommendation of the Chair of the Conseil du trésor; and

(7) three other members, including one who is a member of the professional order of accountants.”

416. Sections 4 to 8 of the Act are repealed.

417. Section 9 of the Act is amended

(1) by replacing “The general manager and the other members of the personnel” in the first paragraph by “The members of the personnel”;

(2) by striking out “, including the general manager,” in the second paragraph.

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

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

419. Section 13 of the Act is amended by replacing “approved by the company” and “president, the vice-president or the general manager” by “of the board of directors that it has approved” and “chair of the board or the president and chief executive officer”, respectively.

420. Section 15 of the Act is amended by inserting “of the board of directors” after “member”.

ACT RESPECTING THE SOCIÉTÉ QUÉBÉCOISE DE RÉCUPÉRATION ET DE RECYCLAGE

421. Section 5 of the Act respecting the Société québécoise de récupération et de recyclage (chapter S-22.01) is amended

(1) by inserting “appointed by the Government,” after “members” in the first paragraph;

(2) by replacing the second and third paragraphs by the following paragraph:

“At least three of the board members, other than the chair of the board and the president and chief executive officer, must be representative of or come from different sectors concerned by the activities of the Société.”

422. Section 6 of the Act is repealed.

423. Section 7 of the Act is replaced by the following section:

“7. The office of president and chief executive officer is a full-time position.”

424. Sections 7.1 and 8 of the Act are repealed.

425. Section 9 of the Act is amended by replacing “set out in this Act” in the first paragraph by “to the board”.

426. Section 10 of the Act is repealed.

ACT TO AMEND VARIOUS LEGISLATIVE PROVISIONS MAINLY WITH RESPECT TO THE FINANCIAL SECTOR

427. Section 147 of the Act to amend various legislative provisions mainly with respect to the financial sector (2021, chapter 34) is amended by replacing “of subparagraph 3 of the first paragraph of section 43” by “of section 3.6”.

428. Section 154 of the Act is repealed.

429. Section 155 of the Act is amended by inserting “or the date of coming into force of section 130.1 of the Act to reinforce the governance of state-owned enterprises and to amend other legislative provisions (2022, chapter 19) insofar as it repeals the second and third paragraphs of section 19.22, whichever occurs first,” after “enacted by section 83,”.

REGULATION RESPECTING APPLICATIONS FOR ASSISTANCE FOR A CLASS ACTION

430. The Regulation respecting applications for assistance for a class action (chapter F-3.2.0.1.1, r. 1) is amended by replacing both occurrences of “an administrator” by “a member”.

OTHER AMENDING PROVISIONS

431. The following provisions are amended by replacing all occurrences of “activity report”, “activities report”, “report of activities”, “report of its activities”, “report of the activities”, “report on its activities”, “annual report”, “report of operations” and “report of its operations” by “annual management report”, with the necessary modifications:

- (1) section 120 of the Act respecting parental insurance (chapter A-29.011);
- (2) section 147 of the Building Act (chapter B-1.1);
- (3) section 29 of the Act respecting Bibliothèque et Archives nationales du Québec (chapter B-1.2);
- (4) sections 26 and 29 of the Act respecting the national capital commission (chapter C-33.1);
- (5) sections 33 and 35 of the Act respecting the Conseil des arts et des lettres du Québec (chapter C-57.02);
- (6) sections 159 to 161 of the Act respecting the conservation and development of wildlife (chapter C-61.1);
- (7) section 60 of the Act respecting the Conservatoire de musique et d’art dramatique du Québec (chapter C-62.1);

- (8) sections 22 and 23 of the Act respecting Héma-Québec and the biovigilance committee (chapter H-1.1);
- (9) section 20 of the Hydro-Québec Act (chapter H-5);
- (10) sections 91 and 92 of the Public Infrastructure Act (chapter I-8.3);
- (11) sections 25 and 26 of the Act respecting Institut national de santé publique du Québec (chapter I-13.1.1);
- (12) sections 23, 35.9 and 76 of the Act respecting Investissement Québec (chapter I-16.0.1);
- (13) sections 43 to 45 of the Act respecting La Financière agricole du Québec (chapter L-0.1);
- (14) section 37 of the National Museums Act (chapter M-44);
- (15) sections 33 and 34 of the Act to establish the Office Québec-Monde pour la jeunesse (chapter O-5.2);
- (16) section 46 of the Police Act (chapter P-13.1);
- (17) section 79 of the Fire Safety Act (chapter S-3.4);
- (18) section 103 of the Act respecting pre-hospital emergency services (chapter S-6.2);
- (19) section 24 of the Act respecting the Société d'habitation du Québec (chapter S-8);
- (20) section 44 of the Act respecting the Société de développement des entreprises culturelles (chapter S-10.002);
- (21) sections 39 and 40 of the Act respecting the Société de développement et de mise en valeur du Parc olympique (chapter S-10.2);
- (22) sections 27, 28 and 31 of the Act respecting the Société de la Place des Arts de Montréal (chapter S-11.03);
- (23) section 28 of the Act respecting the Société de télédiffusion du Québec (chapter S-12.01);
- (24) sections 33, 34 and 35 of the Act respecting the Société des établissements de plein air du Québec (chapter S-13.01);
- (25) section 25 of the Act respecting the Société des loteries du Québec (chapter S-13.1);

(26) sections 27, 28 and 31 of the Act respecting the Société du Grand Théâtre de Québec (chapter S-14.01);

(27) section 27 of the Act respecting the Société du Palais des congrès de Montréal (chapter S-14.1);

(28) sections 36 to 38 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001);

(29) sections 67 and 68 of the Act respecting the Société du Plan Nord (chapter S-16.011);

(30) section 16 of the Act respecting the Société québécoise d'information juridique (chapter S-20);

(31) sections 28, 29 and 30 of the Act respecting the Société québécoise de récupération et de recyclage (chapter S-22.01).

432. The following provisions are amended by replacing all occurrences of “president and director general”, “chief executive officer” and “president and general manager” by “president and chief executive officer”:

(1) sections 104, 105, 115.18, 117 and 118.1 of the Act respecting parental insurance (chapter A-29.011);

(2) sections 133 and 156 of the Act respecting the conservation and development of wildlife (chapter C-61.1);

(3) sections 13, 16, 17 and 42 of the Act respecting Institut national de santé publique du Québec (chapter I-13.1.1);

(4) sections 15, 20 and 44 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001).

433. The following provisions are amended by replacing all occurrences of “governing board” and “board of governors” by “board of directors”:

(1) the heading of Division II of Chapter I and section 4 of the Act respecting Bibliothèque et Archives nationales du Québec (chapter B-1.2);

(2) sections 7, 12, 13, 15 to 17, 32, 34 and 54.5 of the Act respecting Héma-Québec and the biovigilance committee (chapter H-1.1);

(3) section 17 of the Act respecting Institut national de santé publique du Québec (chapter I-13.1.1);

(4) sections 14, 22, 25, 26, 29, 30 and 33 of the Police Act (chapter P-13.1);

(5) sections 59, 66 and 70 of the Fire Safety Act (chapter S-3.4).

TRANSITIONAL AND FINAL PROVISIONS

434. Despite any inconsistent provision and subject to sections 437 to 443 of this Act, the members of the board of directors or, as the case may be, of the governing board or the board of governors of the state-owned enterprises listed in Schedule I to the Act respecting the governance of state-owned enterprises (chapter G-1.02), as amended by section 24 of this Act, including the president and chief executive officer, the president and director general and the chief executive officer or, as the case may be, the director general, the general manager or the executive director, in office on 3 June 2022 continue in office, for the unexpired portion of their term, until those members are replaced or reappointed.

435. Despite any inconsistent provision, the members of the board of directors of the Caisse de dépôt et placement du Québec, including the president and chief executive officer, in office on 3 June 2022 continue in office, for the unexpired portion of their term, until those members are replaced or reappointed.

436. Despite any inconsistent provision, the members of the board of directors of Hydro-Québec, including the president and chief executive officer, in office on 3 June 2022 continue in office, for the unexpired portion of their term, until they are replaced or reappointed.

437. The president and director general of the Conseil de gestion de l'assurance parentale in office on 3 June 2022 continues in office on the same terms, for the unexpired portion of the term, until replaced or reappointed.

The president and director general assumes the office of chair of the board of directors of the Conseil until 3 June 2024 or until that office is filled in accordance with section 3.2 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, whichever occurs first.

438. The director general of the Commission de la capitale nationale du Québec in office on 3 June 2022 continues in office, on the same terms, as president and chief executive officer of the Commission, for the unexpired portion of the term, until replaced or reappointed.

The director general assumes the office of chairman of the board of directors of the Commission until 3 June 2024 or until that office is filled in accordance with section 3.2 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, whichever occurs first.

439. The chief executive officer of the Commission de la construction du Québec in office on 3 June 2022 continues in office, on the same terms, as president and chief executive officer of the Commission, for the unexpired portion of the term, until replaced or reappointed.

The chief executive officer assumes the office of chairman of the board of directors of the Commission until 3 June 2024 or until that office is filled in accordance with section 3.3 of the Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20), enacted by section 258 of this Act, whichever occurs first.

440. The chief executive officer of the Institut national de santé publique du Québec in office on 3 June 2022 continues in office, on the same terms, for the unexpired portion of the term, until replaced or reappointed.

The chief executive officer assumes the office of chair of the board of directors of the institute until 3 June 2024 or until that office is filled in accordance with section 3.2 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, whichever occurs first.

441. The chief scientist in office on 3 June 2022 on the board of directors of the Fonds de recherche du Québec—Nature et technologies, the Fonds de recherche du Québec—Santé and the Fonds de recherche du Québec—Société et culture continues in office, on the same terms, for the unexpired portion of the term, until replaced or reappointed.

The chief scientist assumes the office of chair of the board of directors of each of those enterprises until 3 June 2024 or until those offices are filled in accordance with section 3.2 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, whichever occurs first.

442. The director general of the Corporation d'urgences-santé in office on 3 June 2022 continues in office, on the same terms, as president and chief executive officer of the Corporation, for the unexpired portion of the term, until replaced or reappointed.

The director general assumes the office of chair of the board of directors of the Corporation until 3 June 2024 or until that office is filled in accordance with section 3.2 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, whichever occurs first.

443. The president and the other members of the Société québécoise d'information juridique in office on 3 June 2022 continue in office as chair and as members of the board of directors of the company, respectively, for the unexpired portion of their terms, until they are replaced or reappointed.

The general manager of the company in office on 3 June 2022 also continues in office on the same terms as president and chief executive officer of the company, for the unexpired portion of the term, until replaced or reappointed.

The provisions of a by-law or a policy adopted by the members of the company that is in force on 3 June 2022 continue to apply until they are repealed, replaced or amended by the company's board of directors.

444. The state-owned enterprises listed in Schedule I to the Act respecting the governance of state-owned enterprises, as amended by section 24 of this Act, except the Agence du revenu du Québec, Bibliothèque et Archives nationales du Québec, the Conservatoire de musique et d'art dramatique du Québec, the Institut national d'excellence en santé et en services sociaux, the Musée d'Art contemporain de Montréal, the Musée de la Civilisation, the Musée national des beaux-arts du Québec and the Office Québec-Monde pour la jeunesse, have until 3 June 2024 to comply with section 3.5 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act.

445. The state-owned enterprises entered in Schedule I to the Act respecting the governance of state-owned enterprises under section 24 of this Act, except the Musée d'Art contemporain de Montréal, the Musée de la Civilisation, the Musée national des beaux-arts du Québec and the Office Québec-Monde pour la jeunesse, have until 3 June 2024 to comply with section 3.6 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act.

446. The state-owned enterprises listed in Schedule I to the Act respecting the governance of state-owned enterprises, as amended by section 24 of this Act, have two years after the date of coming into force of the first policy established by the Government under subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act, to comply with section 3.7 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act.

447. The Caisse de dépôt et placement du Québec has until 3 June 2024 to comply with sections 5.3.1 and 5.3.2 of the Act respecting the Caisse de dépôt et placement du Québec (chapter C-2), enacted by section 75 of this Act.

The Fund has two years after the date of coming into force of the first policy established by the Government under subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act, to comply with section 5.3.3 of the Act respecting the Caisse de dépôt et placement du Québec, enacted by section 75 of this Act.

448. Hydro-Québec has until 3 June 2024 to comply with sections 4.0.0.1 and 4.0.0.2 of the Hydro-Québec Act (chapter H-5), enacted by section 143 of this Act.

Hydro-Québec has two years after the date of coming into force of the first policy established by the Government under subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act, to comply with section 4.0.0.3 of the Hydro-Québec Act, enacted by section 143 of this Act.

449. The Commission de la construction du Québec has until 3 June 2024 to comply with sections 3.3.1 and 3.3.2 of the Act respecting labour relations, vocational training and workforce management in the construction industry, enacted by section 258 of this Act.

The Commission has two years after the date of coming into force of the first policy established by the Government under subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act, to comply with section 3.3.3 of the Act respecting labour relations, vocational training and workforce management in the construction industry, enacted by section 258 of this Act.

450. For the purposes of section 12 of the Act respecting the governance of state-owned enterprises, the terms of the members of the board of directors, the governing board or the board of governors, as the case may be, of the state-owned enterprises entered in Schedule I to that Act under section 24 of this Act, served or in progress on the date of assent to this Act, are taken into account for their renewal.

The same applies to the terms of the members of the Société québécoise d'information juridique.

451. For the purposes of the fourth paragraph of section 3.3 of the Act respecting labour relations, vocational training and workforce management in the construction industry, enacted by section 258 of this Act, the terms of the members of the board of directors of the Commission de la construction du Québec, served or in progress on the date of assent to this Act, are taken into account for their renewal.

452. The state-owned enterprises entered in Schedule I to the Act respecting the governance of state-owned enterprises under section 24 of this Act for which the proportion of members of the board of directors, the governing board or the board of governors, as the case may be, qualifying as independent directors is, on the date of assent to this Act, less than the proportion established in the first paragraph of section 4 of the Act respecting the governance of state-owned enterprises have until 3 June 2024 to comply with that requirement.

The same applies to the Conseil des arts et des lettres du Québec, La Financière agricole du Québec, the Régie de l'assurance maladie du Québec, Retraite Québec and the Société de développement des entreprises culturelles.

453. The Government may, in accordance with the Act respecting the governance of state-owned enterprises, determine that a member of the board of directors, the governing board or the board of governors, as the case may be, of an enterprise entered in Schedule I to that Act under section 24 of this Act, in office on 3 June 2022, has the status of independent director.

454. Despite section 19 of the Act respecting the governance of state-owned enterprises, a member of the board of directors, the governing board or the board of governors, as the case may be, of a state-owned enterprise entered in Schedule I to that Act under section 24 of this Act, in office on 3 June 2022, may, until 3 June 2024, be a member of a committee referred to in section 19 of that Act even though the member does not have the status of independent director.

The same applies to members of the board of directors of the Conseil des arts et des lettres du Québec, La Financière agricole du Québec, the Régie de l'assurance maladie du Québec, Retraite Québec and the Société de développement des entreprises culturelles.

455. The state-owned enterprises entered in Schedule I to the Act respecting the governance of state-owned enterprises under section 24 of this Act, of which none of the members of the board of directors, the governing board or the board of governors, as the case may be, is a member of the professional order of accountants mentioned in the Professional Code (chapter C-26), on 3 June 2022, have until 3 June 2024 to comply with section 23 of the Act respecting the governance of state-owned enterprises.

456. Despite any inconsistent provision, for the purposes of section 34 of the Act respecting the governance of state-owned enterprises, replaced by section 18 of this Act, a state-owned enterprise listed in Schedule I to the Act respecting the governance of state-owned enterprises, as amended by section 24 of this Act, that is not subject to Chapter II of the Public Administration Act (chapter A-6.01) and that has a strategic plan in place on 3 June 2022 must, not later than on the plan's expiry date, meet the requirements of sections 34 and 35 of the Act respecting the governance of state-owned enterprises in relation to the subsequent strategic plan. If no strategic plan is in place on 3 June 2022, the enterprise must meet those requirements not later than 31 March 2023.

457. Sections 39 to 39.3 of the Act respecting the governance of state-owned enterprises, as replaced or enacted by section 22 of this Act, sections 20.4 to 20.7 of the Hydro-Québec Act, as replaced or enacted by section 159 of this Act, and sections 9.1 to 9.7 of the Act respecting labour relations, vocational training and workforce management in the construction industry, as enacted by section 275 of this Act, apply to the annual management reports produced by, respectively, a state-owned enterprise listed in Schedule I to the Act respecting the governance of state-owned enterprises, Hydro-Québec and the Commission de la construction du Québec regarding any fiscal year ending after 31 March 2022.

The provisions of section 13.10 of the Act respecting the Caisse de dépôt et placement du Québec relating to the report on remuneration, as amended by section 89 of this Act, and section 46 of that Act, as amended by section 94 of this Act, apply, respectively, to the annual audit committee report of the Caisse de dépôt et placement du Québec and to the annual management report of the Caisse produced regarding any fiscal year ending after 31 March 2022.

458. The Government must, not later than 3 June 2023, establish the policy respecting diversity prescribed in subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act.

459. Until the coming into force of the first order made under the second and third paragraphs of section 3.4 of the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, that applies to a state-owned enterprise governed by any of the following provisions, the following provisions are to be read as if “the other board members”, “the other members of the board”, “the other members of the board of directors”, “board members”, “the other members of the governing board” and “the members of the board of directors”, as the case may be, were replaced by “the members of the board of directors other than the president and chief executive officer”:

(1) the second paragraph of section 99 of the Act respecting parental insurance (chapter A-29.011);

(2) the second paragraph of section 96 of the Building Act (chapter B-1.1);

(3) the second paragraph of section 7 of the Act respecting the national capital commission (chapter C-33.1);

(4) the second paragraph of section 8 of the Act respecting the Conseil des arts et des lettres du Québec (chapter C-57.02);

(5) section 28 of the Act respecting the Conservatoire de musique et d’art dramatique du Québec (chapter C-62.1);

(6) the second paragraph of section 19.22 of the Act respecting the regulation of the financial sector (chapter E-6.1);

(7) the second paragraph of section 15 of the Act respecting Institut national de santé publique du Québec (chapter I-13.1.1);

(8) the second paragraph of section 9 of the Act respecting La Financière agricole du Québec (chapter L-0.1);

(9) section 16 of the Act to establish the Office Québec-Monde pour la jeunesse (chapter O-5.2);

(10) the second paragraph of section 3.7 of the Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20);

(11) section 7 of the Act respecting the Société d'habitation du Québec (chapter S-8);

(12) the second paragraph of section 11 of the Act respecting the Société de développement des entreprises culturelles (chapter S-10.002);

(13) the second paragraph of section 5 of the Act respecting the Société de la Place des Arts de Montréal (chapter S-11.03);

(14) the second paragraph of section 12 of the Act respecting the Société de télédiffusion du Québec (chapter S-12.01);

(15) the second paragraph of section 5 of the Act respecting the Société du Grand Théâtre de Québec (chapter S-14.01);

(16) section 13 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001);

(17) the second paragraph of section 10 of the Act respecting the Société québécoise de récupération et de recyclage (chapter S-22.01).

460. Order in Council 1329-2000 (2000, G.O. 2, 7277, French only) continues to apply to Loto-Québec and to each of its subsidiaries in which it holds more than 50% of the shares or stocks except as regards the provisions concerning the acquisition or disposal of equipment.

461. In addition to the transitional provisions provided for in this Act, the Government may, by a regulation made before 3 June 2023, enact any other transitional provision or measure required for the carrying out of this Act.

A regulation made under the first paragraph is not subject to the publication requirement set out in section 8 of the Regulations Act (chapter R-18.1) and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date set in the regulation. The regulation may also, if it so provides, have effect from any date not prior to 3 June 2022.

462. The Minister responsible for the application of the Act respecting the governance of state-owned enterprises must, not later than 3 June 2029, report to the Government on the application of the amendments made by this Act to the Act respecting the governance of state-owned enterprises and on the advisability of maintaining or amending those provisions.

The report is tabled in the National Assembly within 15 days or, if it is not sitting, within 15 days of resumption.

463. The provisions of this Act come into force on 3 June 2022, except

(1) the provisions of section 3 insofar as they enact section 3.7 of the Act respecting the governance of state-owned enterprises (chapter G-1.02), those of section 4 insofar as they enact “or 3.7” in section 8, those of section 21 insofar as they enact “and the presence of a member representative of the diversity of Québec society” in paragraph 5 of section 38, those of section 75 insofar as they enact section 5.3.3 of the Act respecting the Caisse de dépôt et placement du Québec (chapter C-2), those of section 76 insofar as they enact “or 5.3.3” in section 5.5.2, those of section 95 insofar as they enact “and the presence of a member representative of the diversity of Québec society” in paragraph 6 of section 46.1, those of section 143 insofar as they enact section 4.0.0.3 of the Hydro-Québec Act (chapter H-5), those of section 144 insofar as they enact “or 4.0.0.3” in section 4.0.10, those of section 158 insofar as they enact “and the presence of a member representative of the diversity of Québec society” in paragraph 5 of section 20.3, those of section 258 insofar as they enact section 3.3.3 of the Act respecting labour relations, vocational training and workforce management in the construction industry (chapter R-20), those of section 264 insofar as they enact “or 3.3.3” in section 3.9.1, and those of section 275 insofar as they enact “and the presence of a member representative of the diversity of Québec society” in paragraph 6 of section 9.3, which come into force on the date of coming into force of the first policy established under subparagraph 1 of the first paragraph of section 43 of the Act respecting the governance of state-owned enterprises, as amended by section 23 of this Act;

(2) the provisions of section 3 insofar as they enact the second and third paragraphs of section 3.4 of the Act respecting the governance of state-owned enterprises, which come into force on the date of coming into force of the first order made under those provisions;

(3) the provisions of section 29 insofar as they repeal section 19 of the Act respecting the Agence du revenu du Québec (chapter A-7.003), those of section 47 insofar as they repeal the second paragraph of section 99 of the Act respecting parental insurance (chapter A-29.011), those of section 57 insofar as they repeal the second paragraph of section 96 of the Building Act (chapter B-1.1), those of section 65 insofar as they repeal section 11 of the Act respecting Bibliothèque et Archives nationales du Québec (chapter B-1.2), those of section 99 insofar as they repeal the second paragraph of section 7 of the Act respecting the national capital commission (chapter C-33.1), those of section 110 insofar as they repeal the second paragraph of section 8 of the Act respecting the Conseil des arts et des lettres du Québec (chapter C-57.02), those of section 113 insofar as they repeal the second and third paragraphs of section 139 of the Act respecting the conservation and development of wildlife (chapter C-61.1), those of section 124 insofar as they repeal section 28 of the Act respecting the Conservatoire de musique et d’art dramatique du Québec (chapter C-62.1), those of section 132 insofar as they repeal the second and third paragraphs of section 19.22 of the Act respecting the regulation of the financial sector (chapter E-6.1), those of sections 142, 167 and 186, those of section 198 insofar as they repeal the second paragraph of section 15 of the

Act respecting Institut national de santé publique du Québec (chapter I-13.1.1), those of section 201 insofar as they repeal section 41 of the Act respecting Investissement Québec (chapter I-16.0.1), those of section 212 insofar as they repeal the second paragraph of section 9 of the Act respecting La Financière agricole du Québec (chapter L-0.1), those of section 219 insofar as they repeal section 34 of the Act respecting the Ministère de l'Enseignement supérieur, de la Recherche, de la Science et de la Technologie (chapter M-15.1.0.1), those of section 230 insofar as they repeal section 16 of the National Museums Act (chapter M-44), those of section 244 insofar as they repeal section 16 of the Act to establish the Office Québec-Monde pour la jeunesse (chapter O-5.2), those of section 247 insofar as they repeal section 21 of the Police Act (chapter P-13.1), those of section 255, those of section 283 insofar as they repeal section 23 of the Act respecting Retraite Québec (chapter R-26.3), those of section 293 insofar as they repeal section 65 of the Fire Safety Act (chapter S-3.4), those of section 300 insofar as they repeal section 95 of the Act respecting pre-hospital emergency services (chapter S-6.2), those of section 306 insofar as they repeal section 7 of the Act respecting the Société d'habitation du Québec (chapter S-8), those of section 313 insofar as they repeal the second paragraph of section 11 of the Act respecting the Société de développement des entreprises culturelles (chapter S-10.002), those of section 323 insofar as they repeal section 18 of the Act respecting the Société de développement et de mise en valeur du Parc olympique (chapter S-10.2), those of section 331 insofar as they repeal section 9 of the Act respecting the Société de l'assurance automobile du Québec (chapter S-11.011), those of section 341 insofar as they repeal the second paragraph of section 5 of the Act respecting the Société de la Place des Arts de Montréal (chapter S-11.03), those of section 346 insofar as they repeal the second paragraph of section 12 of the Act respecting the Société de télédiffusion du Québec (chapter S-12.01), those of section 349 insofar as they repeal section 8 of the Act respecting the Société des alcools du Québec (chapter S-13), those of section 366 insofar as they repeal section 11 of the Act respecting the Société des établissements de plein air du Québec (chapter S-13.01), those of section 370 insofar as they repeal section 11 of the Act respecting the Société des loteries du Québec (chapter S-13.1), those of section 375 insofar as they repeal section 7 of the Act respecting the Société des Traversiers du Québec (chapter S-14), those of section 382 insofar as they repeal section 11 of the Act respecting the Société du Centre des congrès de Québec (chapter S-14.001), those of section 389 insofar as they repeal the second paragraph of section 5 of the Act respecting the Société du Grand Théâtre de Québec (chapter S-14.01), those of section 394 insofar as they repeal section 11.1 of the Act respecting the Société du Palais des congrès de Montréal (chapter S-14.1), those of section 403 insofar as they repeal section 13 of the Act respecting the Société du parc industriel et portuaire de Bécancour (chapter S-16.001), those of section 409 insofar as they repeal section 36 of the Act respecting the Société du Plan Nord (chapter S-16.011), those of section 416 insofar as they repeal section 4 of the Act respecting the Société québécoise d'information juridique (chapter S-20) and those of section 426 insofar as they repeal the second paragraph of section 10 of the Act respecting the Société québécoise de récupération et de recyclage (chapter S-22.01), which come into force on the date of coming into force of the first order made under the second and third paragraphs of section 3.4 of

the Act respecting the governance of state-owned enterprises, enacted by section 3 of this Act, to the extent that the provisions of that order apply to the state-owned enterprise.