



**CanWest Global
Communications Corp.**

**GOVERNANCE AND NOMINATING
COMMITTEE MANDATE**

Date of original issue: July 15, 2004

1. ESTABLISHMENT OF COMMITTEE

The Board of Directors of the Company (the “Board”) has established a Governance and Nominating Committee. This is the Mandate for that Committee.

2. MEMBERS

Initially, all of the Directors will be members of the Committee provided that a majority of the members at any time must be independent. The Board shall from time to time appoint not less than three Directors as members of the Committee provided that at all times a majority of the members of the Committee must be independent. For the purposes of this Mandate, the term “independent” means “independent” in accordance with the applicable guidelines of the Canadian Securities Administrators and of the TSX (with “independent” having the equivalent meaning as “unrelated” in the guidelines of the TSX) from time to time.

3. DUTIES

In addition to such other duties as may be determined from time to time by the Board, the Committee will have the following duties:

(a) **Corporate Governance Principles and Board Role:** Develop and recommend to the Board a set of corporate governance principles applicable to the Company. Consider the Board’s role in the management and direction of the Company and recommend from time to time, as considered necessary or advisable, policies and procedures to enable Directors to carry out their duties and comply with all legal requirements. In this regard, the Committee will monitor compliance with any rules, regulations, procedures or guidelines promulgated by regulatory authorities having jurisdiction over the Company (including applicable stock exchanges) relating to corporate governance.

(b) **Board Composition:** Consider and recommend nominees for election to the Board. In this regard, the Committee will:

- (i) consider and make recommendations to the Board as to the appropriate size of the Board;
- (ii) consider and make recommendations to the Board as to the competencies and skills that the Board as a whole should possess;
- (iii) assess what competencies and skills each existing director possesses;
- (iv) interview potential Board candidates for purposes of determining their suitability; and
- (v) propose candidates for nomination to the Board, taking into account the competencies and skills necessary for the Board as a whole, the competencies and skills each existing director possesses, the competencies and skills that each proposed candidate would bring to the Board, and the independence requirements for the Board as a whole and for each Board committee. If the holder(s) of the multiple voting shares of the Company propose candidates for nomination to the Board, the Committee will take that into account in their assessment.

(c) **Committee Structure, Membership and Operation:** Review annually the structure and mandates of each Board committee (including this Committee). In this regard, the Committee will:

- (i) recommend to the Board appointment to and removal of members from each Board committee, taking into account specific committee

requirements and qualifications of members proposed for appointment or removal; and

(ii) assess the effectiveness of each Board committee.

(d) **Board Independence:** Establish or maintain procedures that allow the Board to function independently of management. During any period that the Committee includes Directors that are not independent, the Committee shall fulfill this aspect of this Mandate as part of the Board's regular private sessions from which non-independent members of the Board are excused.

(e) **Establish Policies:** Review and approve corporate policies such as insider trading policies, confidentiality policies and the Company's Code of Conduct, and other relevant policies associated with an effective system of corporate governance as determined from time to time by the Committee (including, upon recommendation by the Audit Committee, disclosure policies of the Company).

(f) **Evaluation of the Board:** Establish procedures to evaluate the Board and each Director and oversee that evaluation.

(g) **Orientation and Continuing Education:** Ensure that all new Directors receive a comprehensive orientation, including an understanding of the contribution that the Director is expected to make, an explanation of the Board and its committees, and an explanation of the Company's business. Provide continuing education opportunities for all Directors, both to maintain and enhance their skills as Directors, and to keep Directors current in their knowledge and understanding of the Company's business.

(h) **Reporting:** Report on corporate governance as required by public disclosure requirements.

4. DELEGATION

The Committee may determine that a specific matter or categories of matters within this Mandate should be delegated to a special sub-committee composed of members of the Committee. Any such delegation must comply with all applicable corporate law requirements and with any applicable rules of securities regulators and any stock exchanges on which the Company's securities are listed. If the Committee delegates any matter to such a sub-committee, the Committee shall establish the procedures for the conduct of the business so delegated (including quorum requirements), which procedures must be in accordance with the Company's By-Laws and applicable law.

5. CHAIR

The Chair of the Board will, if a member of the Committee and if independent, act as Chair of the Committee and, subject to this section 5, any meetings of the Committee. If the Chair of the Board is not a member of the Committee or is not independent, the Board will select another member of the Committee to act as Chair of the Committee and of any meetings of the Committee. If the Chair of the Committee is unavailable for a meeting, the members may appoint another member of the Committee to serve as Chair of that meeting.

6. MEETINGS

Meetings of the Committee shall be held at such time and place within or outside of Canada as the Chair of the Board, the Chief Executive Officer or any two directors may determine. Notice of the time and place of each meeting of the Committee may be given to each member by telephone not less than 48 hours before the time of the meeting or by written notice not less than four days before the date of the meeting or electronically not less than four days before the date of the meeting, in accordance with section 11.1 of the Company's By-Laws, provided that the first meeting following a meeting of

shareholders at which directors are elected may be held without notice if a quorum is present. Meetings may be held without notice if all of the members waive notice. The Committee may establish additional procedures for meetings, provided such procedures are in accordance with the Company's By-Laws and applicable law.

All decisions will be by majority vote. In the event of a tie, the Chair of the meeting will have the casting vote in addition to his or her original vote.

At any time that the Committee consists of the entire Board, any meeting of the Board at which matters within this Mandate are discussed must satisfy any procedural requirements of this Committee as to notice, quorum and otherwise and, if so constituted, shall be deemed to be constituted as a concurrent meeting of this Committee.

7. QUORUM

A majority of members of the Committee will constitute a quorum for the transaction of business.

8. REMOVAL AND VACANCY

Any member of the Committee may be removed and replaced at any time by the Board, and will automatically cease to be a member when the member ceases to be a Director. The Board will fill vacancies in the Committee by appointment from among the Directors in accordance with section 2 and section 3(c) of this Mandate. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members may exercise all its powers.

9. EXPERTS AND ADVISORS

The Committee may retain or appoint, at the Company's expense, such experts and advisors as it deems necessary or advisable to carry out its duties under this Mandate, including, for greater certainty, any search firm to be used to identify Director candidates.

10. SECRETARY AND MINUTES

The Secretary of the Company, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The minutes of the Committee will be in writing and, following review by the Chair of the Committee and approval by the Committee, duly entered in the books of the Company. The Committee will report to the Board at least once in each fiscal quarter.