

Schedule B – Statement of corporate governance practices

BOARD OF DIRECTORS

The Board has overall responsibility for the supervision of the management of BCE's business in our best interests. In exercising this responsibility, the Board must act in accordance with a number of rules and standards, including:

- the *Canada Business Corporations Act*
- the *Bell Canada Act*
- other laws that apply to telecommunications companies
- laws of general application
- BCE's articles and by-laws
- BCE's administrative resolution and the written charters of the Board and each of its committees
- BCE's Code of Business Conduct, Complaint Procedures for Accounting and Auditing Matters and other internal policies.

In 2008, the Board held eight regularly scheduled meetings and 21 special meetings. At each regularly scheduled meeting, the directors meet without management and without the non-independent directors. During 2008, each such *in camera* session was chaired by Richard J. Currie, Chair of the Board of BCE until his retirement from the Board on February 17, 2009.

Role of the Board of directors

The Board has approved its written mandate, which is attached as Schedule C to this Circular. The mandate can also be found in the governance section of our website at www.bce.ca. Some of the duties and responsibilities of the Board are first reviewed and recommended by the appropriate committee and then submitted to the full Board for its consideration and approval.

The Board also established an administrative procedure which sets out rules governing the approval of transactions carried out in the ordinary course of our operations. These rules also provide for the delegation of authority and the signing or execution of documents on behalf of BCE.

Measures for receiving feedback from interested parties have also been established by the Board. We have a toll-free number for shareholder inquiries (1-888-932-6666) and for investor and general inquiries (1 800-339-6353). Shareholders and other interested parties may also communicate with the Board and its Chair by contacting the Corporate Secretary's Office at corporate.secretariat@bell.ca or 514-786-8424. For any complaints and/or concerns with respect to BCE's accounting, internal accounting controls or auditing matters, interested parties should consult our Complaint Procedures for Accounting and Auditing Matters on our website at www.bce.ca.

The Board and each committee may hire outside advisors at BCE's expense. With the approval of the Corporate Governance Committee, individual directors may also hire outside advisors.

Composition of the Board of directors and nomination of directors

In terms of the composition of BCE's Board, the objective is to have a sufficient range of skills, expertise and experience

to ensure that the Board can carry out its responsibilities effectively. Directors are chosen for their ability to contribute to the broad range of issues with which the Board routinely deals.

The Board reviews each director's contribution and determines whether the Board's size allows it to function efficiently and effectively. The Board believes that its current size and range of skills promote effectiveness and efficiency.

The Corporate Governance Committee receives suggestions for Board candidates from individual board members, the Chief Executive Officer, shareholders and professional search organizations. On a regular basis, the Corporate Governance Committee reviews the current profile of the Board, including average age and tenure of individual directors and the representation of various areas of expertise, experience and diversity.

Independence of the Board of directors

It is the Board's policy that at least a majority of its members must be independent. Acting on the recommendation of the Corporate Governance Committee, the Board is responsible for determining whether or not each director is independent. The Board analyzes all of the relationships each director has with BCE. To guide this analysis, the Board has adopted director independence standards. These standards are consistent with *National Instrument 58-201—Corporate Governance Guidelines* and the New York Stock Exchange governance rules and can be reviewed in the governance section of our website at www.bce.ca. In general, a director who meets these standards and who does not otherwise have a material relationship with BCE would be considered independent under such rules.

Evaluating the information provided by each director against the independence standards outlined above, the Board determined that all of BCE's nominees (with the exception of BCE's President and Chief Executive Officer, Mr. G.A. Cope) do not have a material relationship with BCE and are considered to be independent under *National Instrument 58-201—Corporate Governance Guidelines* and the New York Stock Exchange governance rules. Because he is an officer of BCE, Mr. Cope is not considered to be independent under these rules.

Certain nominees may be partners in or hold other positions with entities that provide legal, financial or other services to BCE. The Board has reviewed these relationships and has determined that each of these nominees is independent on the basis that:

- the amount of fees received by such entities for services rendered are not material to these entities or to BCE
- such services are provided on customary commercial terms by these entities and are received by us in the ordinary course of our respective businesses
- we are at liberty to choose from among other service providers which maintain similar quality standards.

Chair of the Board of directors

BCE's by-laws provide that directors may determine from time to time whether the Chair should be an officer of BCE or should act solely in a non-executive capacity. Should they decide that the Chair should be an officer acting in an executive capacity, the Board must designate one of its members as the "lead director" who is responsible for ensuring that the Board can function independently of management.

For the past several years, the Board decided that the Chair should be separate from management. As of February 17, 2009 and upon the retirement from the Board of Mr. R.J. Currie who also served as Chair until his retirement, Mr. T.C. O'Neill was appointed by the Board as its Chair. Mr. Currie was not, and Mr. O'Neill is not an executive officer of BCE and each was, or is, considered independent under *National Instrument 58-201—Corporate Governance Guidelines* and the New York Stock Exchange governance rules.

The detailed mandate of the Board Chair is included in the mandate of the Board, which can be found in Schedule C to this Circular and in the governance section of our website at www.bce.ca.

Expectations and personal commitments of directors

The Board expects all of its members to comply with the BCE's Statement of Corporate Governance Principles & Guidelines. Members are also expected to comply with BCE's policies that apply to directors and the various Board procedures and practices. These procedures include the declaration of interest and changes in principal occupation (see below for details), the conflict of interest guidelines (see below for details), the share ownership guidelines (see *Directors' compensation* for details) and the Code of Business Conduct (see below under *Ethical business conduct* for details). The Board also expects all of its members to demonstrate beyond reproach personal and professional characteristics. These characteristics include high ethical standards and integrity, leadership, financial literacy and current fluency in their own field of expertise.

The Board further expects all of its members to make meaningful commitments during their time as directors of BCE. Each director is expected to participate in the director orientation program and in continuing education and development programs. They are expected to develop and expand a broad, current knowledge of the nature and operation of our major businesses. Similarly, all members are expected to commit the necessary time required to be an effective and fully contributing member of the Board and of each Board committee on which they serve. In this regard, the Board recommends that directors limit the number of boards of directors on which they serve to no more than six public company boards.

The Corporate Governance Committee is also responsible for administering BCE's policy on directors' attendance at meetings of the Board and its committees. Under this policy, the Corporate Secretary must report to the Corporate Governance Committee any director who did not attend at least 75% of the Board and committee meetings held in the year.

Directors must follow the procedure for declaration of interest and changes in their principal occupation. The procedure is designed to enable the Corporate Governance Committee to be notified in a timely fashion of any change in a director's external directorships and principal occupation, and to permit the Corporate Governance Committee to review and consider any possible effect of such a change on the suitability of that director's continued service as a member of the Board. This procedure also states that directors are expected to tender their resignation upon a change in their principal occupation, which only becomes effective when it is accepted by the Board upon the recommendation of the Corporate Governance Committee.

BCE's conflict of interest guidelines for directors set out how conflict situations will be managed during a Board meeting. If a director is deemed to have a conflict of interest because of an interest in a party to a proposed contract or transaction with BCE, then a specific "declaration of interest" is noted in the minutes of the meeting. As well, the conflicted director must abstain from voting on the matter. Depending on circumstances, the director may also withdraw from the meeting while the Board deliberates. This procedure is followed on an "as-required" basis.

Orientation and continuing education

New directors are given the opportunity to individually meet with members of senior management to aid in their understanding of our businesses. The Corporate Governance Committee assists new directors in becoming acquainted with BCE and its governance processes and encourages continuing education opportunities for all members of the Board.

All directors have regular access to senior management to discuss Board presentations and other matters of interest. We also provide directors with a comprehensive reference manual containing information about our various corporate and Board policies, including the structure and responsibilities of the Board and its committees, as well as the legal duties and liabilities of directors and BCE's articles and by-laws.

The Board adopted guidelines with respect to directors' attendance at external continuing education programs under which BCE reimburses the costs of attendance. In recognition of the rapidly changing technology and competitive environment in our business, the Board from time to time at regularly scheduled meetings requires management to provide an in-depth review of the business segments in which we operate, as well as our industry in general.

Board of directors assessments

As part of its charter, the Corporate Governance Committee develops and oversees a process to enable each director to assess the effectiveness and performance of the Board and its Chair, the Board committees and their respective Chairs and themselves as a member of the Board. The assessment process is conducted through one-on-one meetings. Each director meets first with the Chair of the Board to discuss their assessment of the performance of the Board as a whole, the performance of each Board committee on which they serve, the Corporate Governance Committee Chair (if they serve on the Corporate Governance Committee), and their own performance as a member of the Board. Next, each director meets with the Chair of the Corporate Governance Committee to discuss the performance of the Chair of the Board and the Chair of each committee (other than the Corporate Governance Committee Chair) on which they serve. To facilitate these meetings, a written guide (approved by the Corporate Governance Committee) is given to each member of the Board for their review and use in preparing for these meetings. The guide includes suggestions for topics and questions for discussion at the meetings, including (among others) the Board's responsibilities, its relationship with management, its operations and its composition, committee structure and operations, and materials prepared for Board and committee meetings

and timeliness of delivery of meeting materials to directors. Following the one-on-one meetings, an *in camera* session of the Board is held at which the Board discusses and reviews feedback from the one-on-one meetings and considers the appropriateness of any modifications or enhancements to the effective performance of the Board, its committees, the Chair of the Board, the respective Chairs of the Board committees and individual directors.

COMMITTEES OF THE BOARD OF DIRECTORS

There are four standing committees of the Board: the Audit Committee, the Corporate Governance Committee, the Management Resources and Compensation Committee and the Pension Fund Committee. It is BCE's policy that each of the Audit Committee, the Management Resources and Compensation Committee and the Corporate Governance Committee must be comprised solely of independent directors. As well, none of the members of the Audit Committee has directly or indirectly accepted any consulting, advisory or other compensatory fee from BCE, other than ordinary director fees. The Board has concluded that all of the directors who served as Audit Committee members during 2008 are independent under the more stringent audit committee independence tests under *National Instrument 52-110—Audit Committees* and the New York Stock Exchange governance rules.

COMMITTEE	MEMBERS IN 2008 ^[1]	ALL MEMBERS INDEPENDENT?	NUMBER OF MEETINGS HELD IN 2008
Audit	T.C. O'Neill (Chair) ^[2] A. Bérard A.S. Fell J. Maxwell ^[2] V.L. Young	Yes	7 (including 1 special meeting)
Corporate governance	D. Soble Kaufman (Chair) A. Bérard E.C. Lumley J.H. McArthur ^[2] J.A. Pattison ^[3]	Yes	4 (including 1 special meeting)
Management resources and compensation	P.M. Tellier (Chair) ^[4] R.A. Brenneman A.S. Fell J.H. McArthur ^[2] R.C. Pozen ^[2]	Yes	7 (including 3 special meetings)
Pension fund	R.C. Pozen (Chair) ^[2] R.A. Brenneman B.M. Levitt P.M. Tellier V.L. Young	Yes	5 (including 1 special meeting)

[1] For current committee memberships and current committee Chair persons, please refer to *Committee reports—Audit committee report,—Corporate governance committee report,—Pension fund committee report, and—Management resources and compensation committee report.*

[2] Effective as of February 17, 2009, Mr. O'Neill was also appointed Chair of the Board. Each of Messrs. McArthur and Pozen and Ms. Maxwell retired from the Board on February 17, 2009.

[3] Mr. J.A. Pattison is not standing for re-election to the Board and his term as a director will therefore expire at the end of the shareholder meeting on May 7, 2009.

[4] Through December 2, 2008, Mr. R.J. Currie served as Chair of the Management resources and compensation committee, and effective as of December 3, 2008, Mr. P.M. Tellier joined such committee and became its Chair, and Mr. Currie resigned from such committee. As of February 17, 2009, Mr. Currie retired from the Board.

The complete charter of each Board committee can be found in the governance section of our website at www.bce.ca and the Audit Committee charter is also attached as Schedule 1A to BCE's annual information form for the year ended December 31, 2008. As well, the position description of the

committee Chairs is detailed in the corresponding committee charter. At each regularly scheduled Board meeting, each committee of the Board, through the committee Chair, provides a report to the Board on its activities.

Audit Committee

The purpose of the Audit Committee is to assist the Board in its oversight of:

- the integrity of BCE's financial statements and related information
- BCE's compliance with applicable legal and regulatory requirements
- the independence, qualifications and appointment of the external auditor
- the performance of both the external and internal auditors
- BCE's management's responsibility for reporting on internal control over financial reporting and risk management.

RELEVANT EDUCATION AND EXPERIENCE

T.C. O'Neill – Chair	Mr. O'Neill has been a director on the BCE Board since January 2003 and also Chair of the Audit Committee and he was appointed Chair of the Board of BCE and Bell Canada on February 17, 2009. He was Chairman and Chief Executive Officer of Price Waterhouse Canada from 1996 to 1998. He was Chief Executive Officer of PricewaterhouseCoopers LLP in Canada from 1998 to 2001 and was Chief Operating Officer of PricewaterhouseCoopers LLP Global Organization from 2000 until January 2002. He also served as Chief Executive Officer of PricewaterhouseCoopers Consulting from January 2002 to May 2002 and then as Chairman of the Board until October 2002. A graduate of Queen's University, Mr. O'Neill received his CA designation in 1970 and was awarded the FCA designation in 1988.
A. Bérard	Mr. Bérard has been a director on the BCE Board since January 2003. He previously served as Chief Executive Officer of the National Bank of Canada from September 1990 to March 2002. He also served as Chairman of the Board at the National Bank of Canada from September 1990 to March 2004. Mr. Bérard holds a Fellows Diploma from the Institute of Canadian Bankers and was Chairman of the Executive Council of the Canadian Bankers' Association from 1986 to 1988.
A.S. Fell	Mr. Fell has been a director on the BCE Board since January 2002. He was Chairman of the Board at RBC Dominion Securities Limited from December 1999 until December 2007. Mr. Fell was also previously the Chairman of the Board and Chief Executive Officer of RBC Dominion Securities Limited from 1992 to December 1999. He is also a director and Chair of the Board of Munich Reinsurance Corporation of Canada. He was also, until June 2005, Chairman of the University Health Network Trustees.
J. Maxwell (member until her retirement from the Board on February 17, 2009)	Ms. Maxwell has been a director on the BCE Board since January 2000. She is currently a research fellow of the Canadian Policy Research Networks Inc. since January 2006 and served as President from 1995 until January 2006. Prior to this appointment, she was Associate Director of the School of Political Studies at Queen's University. She acted as Chair of the Economic Council of Canada from 1985 to 1992. Prior to 1985, Ms. Maxwell worked as a consultant and as Director of Policy Studies at the C.D. Howe Institute.
V.L. Young	Mr. Young has been a director on the BCE Board since May 1995. He was Chairman and Chief Executive Officer of Fishery Products International Limited from 1984 until May 2001, earning the distinction of CEO of the Year from the Financial Times in 1994. He also served as Deputy Minister of the Treasury Board and special advisor to the Premier of Newfoundland and Labrador, as well as Chief Executive Officer of Newfoundland Hydro. Mr. Young holds an MBA from the University of Western Ontario.

Please refer to *Audit committee report* for a complete description of such committee.

Corporate Governance Committee

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

- developing and implementing BCE's corporate governance guidelines
- identifying individuals qualified to become members of the Board
- determining the composition of the Board and its committees
- determining the directors' remuneration for Board and committee service
- developing and overseeing a process to assess the Chair of the Board, the Board, committees of the Board, Chairs of committees, and individual directors
- reviewing and recommending for Board approval BCE's policies concerning business conduct, ethics, public disclosure of material information and other matters.

Please refer to *Corporate governance committee report* for a complete description of such committee.

Management Resources and Compensation Committee

The purpose of the Management Resources and Compensation Committee is:

- to assist the Board in its oversight responsibilities concerning compensation, nomination, evaluation, and succession of officers and other management personnel
- to oversee BCE's health and safety policies and practices.

Please refer to *Management resources and compensation committee report* for a complete description of such committee. Please refer to *Compensation discussion & analysis* for a description of fees paid to external independent compensation advisors in 2008.

Pension Fund Committee

The purpose of the Pension Fund Committee is to assist the Board in its oversight responsibilities related to:

- the administration, funding and investment of BCE's pension plans and fund
- the unitized pooled fund sponsored by BCE for the collective investment of the fund and the participant subsidiaries' pension funds.

Please refer to *Pension fund committee report* for a complete description of such committee.

CHIEF EXECUTIVE OFFICER

BCE's Chief Executive Officer has primary responsibility for the management of the business and affairs of BCE. As such, the Chief Executive Officer, subject to the Board's approval, develops BCE's strategic and operational orientation. In so doing, the Chief Executive Officer provides leadership and vision for the effective overall management, profitability and growth of BCE, and for increasing shareholder value and ensuring compliance with policies adopted by the Board. The Chief Executive Officer is directly accountable to the Board for all of BCE's activities. The Board approved a written position description for the Chief Executive Officer, a copy of which is attached at Schedule D to this Circular and is also available in the governance section of our website at www.bce.ca.

ETHICAL BUSINESS CONDUCT

The Executive Vice President and Chief Legal & Regulatory Officer of BCE provides regular reports to the Corporate Governance Committee and the Audit Committee with respect to our ethics program and our oversight of corporate policies across BCE.

BCE's Executive Vice President and Chief Legal & Regulatory Officer has overall responsibility for (among other things):

- the oversight of BCE's ethics program, including the Code of Business Conduct and ethics training
- our anonymous 24/7 Employee Help Line that assists employees with any ethical issues and reporting of issues relating to questionable accounting, internal controls, auditing matters or corporate fraud
- the oversight of BCE's corporate policy management framework designed to improve employee awareness and access to some of the core corporate policies and business unit-specific practices, processes and procedures.

Corporate policies

The most significant corporate-wide policies with respect to business ethics are the Code of Business Conduct, the Complaint Procedures for Accounting and Auditing Matters, the Disclosure Policy and the Auditor Independence Policy. These policies are available in the governance section of our website at www.bce.ca.

Code of Business Conduct

Our Code of Business Conduct provides various rules and guidelines for ethical behaviour based on BCE's values, applicable laws and regulations and corporate policies. The Code of Business Conduct applies to all employees, officers and directors. In recognition of the important role of the directors and senior management personnel in demonstrating their commitment to and support of BCE's ethics program, as embodied in the values and rules set out in the Code of Business Conduct, the Board requires all directors, officers and vice-presidents to certify annually their compliance with the Code of Business Conduct. This certification also confirms their express support for the setting of standards to discourage wrongdoing and to promote honest and ethical conduct throughout the organization.

Our shareholders, customers and suppliers expect honest and ethical conduct in all aspects of our business. Accordingly, we require that employees, officers and directors certify that they have reviewed and understood the Code of Business Conduct. In addition, all new employees are required to complete an online training course on the Code of Business Conduct within the first few weeks of being hired.

Employees must also report to their manager any real or potential conflict of interest and, as required, provide written disclosure of such conflict to the Corporate Secretary. In addition to the requirements to comply with the conflict of interest guidelines and procedures set out in the Code of Business Conduct, all employees are required to disclose to the Corporate Secretary any potential or actual conflicts of interest. The Corporate Secretary is responsible for managing and resolving conflict of interest issues of employees.

BCE considers it vital that employees have the most effective tools to pose questions or raise issues concerning any ethical dilemma. Our Employee Help Line can be accessed online on a completely anonymous and confidential 24/7 basis, to pose questions or report concerns relating to issues under the Code of Business Conduct. This system is administered by an independent outside firm specializing in the field. This system also provides employees a means to track the progress of their enquiries online, responds to requests for additional information (when required) and provides BCE with an auditable record of issues raised.

Complaint procedures for accounting and auditing matters

Please refer to *Audit committee report* for a complete description of such procedures.

Disclosure policy

The Board periodically approves policies for communicating with our various stakeholders, including shareholders, employees, financial analysts, governments and regulatory authorities, the media and the Canadian and international communities. The disclosure policy was adopted to govern our communications to the investment community, the media and the general public. This policy was designed to assist us in ensuring that our communications are timely, accurate and broadly disseminated according to the laws that apply to us. Among others, the policy establishes guidelines for the verification of the accuracy and completeness of information disclosed publicly and the "principles of disclosure" with respect to material information, news releases, conference calls and webcasts, electronic communications and rumours.

Auditor independence policy

Please refer to *Audit committee report* for a complete description of such policy.

Oversight and reports

The Board is responsible for ensuring that BCE's management creates and supports a culture in which ethical business conduct is recognized, valued and exemplified throughout the organization. The Board must also satisfy itself as to the integrity of the Chief Executive Officer, other corporate officers and senior management. Both the Corporate Governance Committee and the Audit Committee support the Board in its oversight of BCE's ethics program. The Corporate Governance Committee has the responsibility for the content of the policies discussed above, while the Audit Committee has the oversight responsibility for compliance with these policies.

The Audit Committee receives a quarterly report prepared by the head of Internal Audit providing details of the complaints received in respect of accounting and auditing matters. This report also details the status of investigations and any follow-up action required.

The Chair of the Audit Committee is notified by either the Executive Vice President and Chief Legal & Regulatory Officer or the head of Internal Audit of any complaints that relate to accounting, internal controls, auditing matters or corporate fraud. The results of any investigation or follow-up action are provided to the Audit Committee.