

# CSCS 2012 14<sup>th</sup> Annual Corporate Governance Conference

Vancouver – August 19-22 2012

Draft: April 26, 2012

## Pre-conference: Sunday, August 19

8:30 am – 5:00 pm	Registration Opens
Tours	Half-day, Full-day tours, Golf
<p>9:00 am to 4:00 pm</p> <p>(Breakfast, breaks and lunch will be included)</p>	<p><b>Optional Full Day Workshop:</b>  <b>Essentials for the Corporate Secretary: Understanding the Role, Responsibilities, Relationships of the Corporate Secretary and Fundamental Governance Changes Affecting the Function Across Sectors</b></p> <p>This essentials workshop is a great way to get up to speed and/or expand your corporate secretariat skill set. It will provide the latest information on how the corporate secretary's role, responsibilities and relationships have changed. This session will be of great benefit to you if you are new to the profession or if, as someone responsible for governance processes and/or compliance processes in your organization, you need a refresher. Topics will include:</p> <ul style="list-style-type: none"> <li> <p>Fundamentals of corporate governance and best practices: <b>(Janis Riven)</b></p> <ul style="list-style-type: none"> <li>• Overview: legal and regulatory framework for governance in Canada (all sectors)</li> <li>• director roles and responsibilities</li> <li>• board composition and board effectiveness</li> <li>• board and management relations</li> <li>• shareholder and stakeholder engagement</li> </ul> </li> <li> <p>The role and duties of the corporate secretary: <b>(Sylvia Groves)</b></p> <ul style="list-style-type: none"> <li>• managing meetings — schedules, agendas, material and minutes</li> <li>• board logistics and communication</li> <li>• annual meeting planning and preparation</li> <li>• reporting channels and managing board and management expectations</li> <li>• providing advice on corporate governance issues</li> </ul> </li> <li> <p>Managing and adding value to board processes: <b>(Errol P. Mendes)</b></p> <ul style="list-style-type: none"> <li>• understanding ethics, risks and liabilities</li> <li>• independence, conflicts of interest and related person transactions</li> <li>• director's insurance and indemnification concerns</li> <li>• advice and resources for discharging corporate governance duties</li> </ul> </li> <li> <p>Practical tools for the corporate secretary's office: <b>(David Masse)</b></p> <ul style="list-style-type: none"> <li>• IT and technology solutions</li> <li>• record keeping and records management</li> <li>• precedents, templates and best practices</li> </ul> </li> </ul> <p><b>Speakers:</b> <i>Sylvia Groves, President and Creative Director, Governance Studio; David Masse, Senior Legal Counsel and Assistant Corporate Secretary, CGI Group Inc., Errol P. Mendes, Professor, Faculty of Law, University of Ottawa; Janis Riven, Adjunct Professor, John Molson School of Business, Concordia University</i></p>

	<b>Additional registration fee of \$375 plus taxes will apply.</b>
	<b>Relevant to:</b> I/NP/G/P/C
5:30 – 6:00	First-timers Welcome Reception
6:00 – 7:15	Opening Reception
7:15 – 9:30	Dinner and Entertainment

## Day One: Monday, August 20

Time	Session/Description
7:45 – 8:45	Breakfast
8:15 – 8:45	CSCS Annual General Meeting
8:45 – 9:00	<b>Conference Introduction</b> Welcome from David Masse, Chairman of the Board and Lynn Beaugard, President, Canadian Society of Corporate Secretaries
9:00 – 10:00	<b>Opening Keynote</b> <b>A Framework for Board Oversight of Enterprise Risk</b> <i>John Caldwell, Former President and Chief Executive Officer, SMTC Corporation, Columnist for Listed Magazine</i>  <i>In collaboration with The Canadian Institute of Chartered Accountants (CICA)</i>  <b>Relevant to:</b> I/NP/G/P/C
10:00 – 11:00	<b>Session 2: The Board Member, the CEO and the Corporate Secretary</b> Best-selling author, Jim Brown will speak on crucial relationships — board members, CEOs and corporate secretaries as trustees, enablers and diplomats — from the perspective of the seven disciplines of governance excellence. Topics will include: <ul style="list-style-type: none"> <li>defining the roles crucial to high performance and organizational health and for strong board leadership</li> <li>common tensions and how a principles-based approach can help</li> <li>defining and creating effective relationships between Directors, CEO and staff</li> </ul> <b>Speaker: Jim Brown, Consulting Partner, STRIVE! Canada</b>  <b>Relevant to:</b> I/NP/G/P/C
11:00 – 12:30	<b>NEW! Open Exhibit Hall</b> Find out how suppliers can make a corporate secretary’s environment more efficient. CSCS’ conference gathers a premium selection of key suppliers of critical products and strategic solutions to help the governance office achieve its objectives.  This exhibitor hall session is built in to the program to maximize your time with these vendors and to have a chance to fully explore their solutions.
12:30 – 2:00	<b>Luncheon and CCGG Gavel Awards</b>  <i>Sponsored by: Broadridge</i>

<p>2:00 – 4:15</p>	<p><b>Workshop A: Enhancing the Governance of Public Sector and Crown Corporation Boards: Best practices for Board Composition and Evaluation</b></p> <p>This is a key area of crown corporation functioning where poor public sector practices can impact governance effectiveness. The session will provide "real life" examples of what works and what can go wrong in public sector governance, including:</p> <ul style="list-style-type: none"> <li>• appointment processes relating to public sector boards</li> <li>• individual director performance and term limits</li> <li>• effective board evaluations and measures of governance outcomes</li> </ul> <p><b>Speaker: Maria Capozzi</b>, Principal, Strategic Initiatives and Board Governance, Manitoba Office of the Auditor General; <b>David W. Anderson</b>, President, The Anderson Leadership Group • Contributing Editor at Listed magazine</p> <p><b>Relevant to:</b> G/C</p>	<p><b>Workshop B: The Canada Not-for-Profit Corporations Act: Steps to Transition</b></p> <p>This workshop is designed to explore the next steps on the critical path to compliance. Participants should be familiar with the Act and have some understanding of the implications for their organization. They will leave this session with a hands-on strategy to address critical changes in:</p> <ul style="list-style-type: none"> <li>• charter documents, including replacing your letters patent and by-laws</li> <li>• member rights</li> <li>• financial review and audit requirements</li> <li>• directors &amp; officers duties and potential liability</li> <li>• election and appointment of directors</li> <li>• new categories of not-for-profit organizations</li> </ul> <p><i>Note: Registrants will have a chance to submit questions that they would like to address during the session.</i></p> <p><b>Speaker: Richard Bridge</b>, Barrister and Solicitor, Lawyer for Charities</p> <p><b>Relevant to:</b> NP</p>	<p><b>Workshop C: Reinventing the Governance Office: The Corporate Secretary as the Board Information Officer</b></p> <p>The workshop facilitators will lead participants through a structured, interactive inquiry about the ideal characteristics of a corporate governance system. Participants will be asked to park everything they know about corporate governance and be challenged to imagine an ideal future state. Their responses will be recorded dynamically by facilitators, who will direct the inquiry and discussion toward a consensus on the aspirational characteristics and a recommended high level action plan for the envisioned ideal corporate governance system. Results will be published and made available to participants.</p> <p>Learning outcomes:</p> <ul style="list-style-type: none"> <li>• Become aware of corporate governance possibilities that are rarely discussed</li> <li>• Participate in a consensus-building exercise that creates shared, new possibilities</li> <li>• Identify critical success factors for realizing the possibilities</li> <li>• Prioritize next steps toward realizing the possibilities</li> </ul>	<p><b>Workshop D: Plain Language Disclosure: Clarity Key to Transparency</b></p> <p>Plain language has quickly become a standard in the modern workplace. Using examples, exercises and registrants' writing samples, this interactive session offers a practical guide to using plain language in corporate disclosure. Topics will include:</p> <ul style="list-style-type: none"> <li>• preparing information for your investors, analysts, directors and employees</li> <li>• MD&amp;A, proxy circulars, AIFs, sustainability reports, codes of conduct, web content, etc.</li> <li>• making information clear and meaningful</li> <li>• meeting compliance guidelines and sending a strong positive message about your company</li> </ul> <p><i>Note: Registrants must submit a sample of their work in advance for review during the session.</i></p> <p><b>Speakers: Catherine Gordon</b>, President, SimpleLogic Inc.; <b>Shelley Sunohara</b>, Vice President, SimpleLogic Inc.</p> <p><b>Relevant to:</b> I</p>
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4:15 – 4:45	<p><b>Shareholder Democracy: An Update on Proxy Voting in Canada</b></p> <p>You may think that when you mark your proxy and send it in, your vote gets counted – just like in a political election. That’s where most individual shareholders, many institutions and even issuer companies go wrong. The fact is that Canada's current proxy voting system is so complex and dysfunctional that it isn't possible to know whether the vote of any beneficial shareholder actually got counted. Get an update of what went down at the first ever Shareholder Democracy Summit, held October 24 and 25, 2011 in Toronto and what developments have taken place since.</p> <p><b>Speaker: David Masse</b>, Legal Counsel and Assistant Corporate Secretary, CGI Group Inc.; Chairman of the Board, Canadian Society of Corporate Secretaries</p> <p><b>Relevant to:</b> I</p>			
4:45	<p><b>End of Day One</b></p> <p>Free evening for delegates.</p>			

## Day Two: Tuesday, August 21

Multiple Tracks:	Track A: Corporate Reporting	Track B: Practical Issues for the Corporate Secretary	Track C: Critical Issues in Governance
<b>Time</b>	<b>Session/Description</b>		
8:30 – 9:00	Opening Remarks and Recap from Day One		
9:15 – 10:30	<p><b>Session 3A: The Evolution of Corporate Reporting: Integrated Thinking</b></p> <p>Corporate reporting in Canada continues to evolve with changing regulator and investor</p>	<p><b>Session 3B: Building a Structure to get the Best Out of Meetings and Directors</b></p> <p>This session will describe ‘real life’ problems, discuss who needs to be</p>	<p><b>Session 3C: Designing Whistleblower Help Lines and Anti-Retaliation Strategies</b></p> <p>This session will address:</p> <ul style="list-style-type: none"> <li>implementation and best</li> </ul>

	<p>expectations. Strategy, performance (financial <i>and</i> non-financial) and executive compensation are being linked across disclosure documents in an effort to give investors a more holistic view of companies.</p> <p>In October 2011, the International Integrated Reporting Council launched a pilot program to create a principles-based approach to integrated reporting that achieves this goal. 65 companies and 20 institutional investors from around the world are working to build a framework for a single integrated report that clearly links a company's strategy, governance and financial performance and the social, environmental and economic context it operates in, to give investors a clear sense of the risks and opportunities the company faces.</p> <p>Attend this session and learn:</p> <ul style="list-style-type: none"> <li>• how the needs of the investment community are changing</li> <li>• what an integrated report is – and isn't</li> <li>• early perspectives from two companies participating in the pilot – why they're doing it, how they're doing it and what they've learned so far</li> </ul> <p><b>Moderator: Catherine Gordon</b> <i>President, SimpleLogic Inc.</i></p> <p><b>Speakers: Lisa French</b>, <i>Head of External Relations (Americas) International Integrated Reporting Council (IIRC); Mary O'Malley</i>, <i>Vice President, Environment and Sustainability, Prudential Financial; Joanne Westwood</i>, <i>Manager, Accountability Reporting</i></p>	<p>involved in the solution and make suggestions for effective transition. Focus areas will include:</p> <ul style="list-style-type: none"> <li>• reviewing how both agendas and board materials can be used to make boards more effective and efficient</li> <li>• how best to put strategy and other long term issues on the board's agenda</li> <li>• how best to organize materials for committees by using dashboards and other tools</li> <li>• ensuring committee reports to the board are relevant and timely and appear on the consent agenda</li> <li>• ensuring time at board meetings for discussion of strategy and other "big picture" issues that too often get relegated or dealt with superficially</li> </ul> <p><b>Speaker: Catherine McCreary</b>, <i>Governance Coach, Build Better Boards</i></p> <p><b>Relevant to:</b> <b>I/NP/G/P/C</b></p>	<p>practice policies of a whistleblower ethics helpline</p> <ul style="list-style-type: none"> <li>• defining anti-retaliation strategies that need to be embedded in the policy.</li> <li>• internal communications planning</li> <li>• whether to outsource or manage internally,</li> <li>• introducing a strong ethics helpline and supporting communication plan.</li> <li>• addressing anti-retaliation as a part of a strong ethics policy</li> <li>• solidifying the support of non-tolerance policies.</li> </ul> <p><b>Speaker: Shannon Walker</b>, <i>President, WhistleBlower Security Inc.</i></p> <p><b>Relevant to:</b> <b>I/NP/G/P/C</b></p>
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10:30 – 11:00	Break in Exhibitor Hall		
11:00 – 12:15	<p><b>Session 4A:</b> <b>Governance for sustainability: enhancing oversight of social and environmental risks and opportunities</b></p> <p>Key environmental and social issues, stakeholder trust and evolving regulations all point to significant shifts in the context for doing business.</p> <p>Environmental and social issues present both opportunities and risks and can impact a company's competitiveness, risk profile and resilience. Effective boards of directors acknowledge this changing business context. This session will address issues such as:</p> <ul style="list-style-type: none"> <li>• what does sustainability mean</li> <li>• the key social and environmental risks and opportunities that every board should be watching</li> <li>• embedding sustainability in governance</li> <li>• implications for directors' responsibilities</li> <li>• capacity development and recruiting</li> <li>• building trust and engaging stakeholders</li> </ul> <p><b>Speaker: Julie Desjardins,</b> Technical Advisor, Sustainability, Canadian Institute of Chartered Accountants (CICA); <b>Susan Todd,</b> Principal, Solstice Sustainability Works Inc.</p> <p><b>Relevant to:</b> I/NP/G/P/C</p>	<p><b>Session 4B:</b> <b>How Technology is Re-Shaping Best Practices in the Board Room</b></p> <p>This session will discuss the impact of technology on board practices. It will explore issues around board portals, paperless boards and other technologies. Topics will cover:</p> <ul style="list-style-type: none"> <li>• tools that facilitate preparation for board members</li> <li>• eGovernance technology and essential features of board portals</li> <li>• effective and efficient use of board members skills, knowledge, time and dedication</li> <li>• improved information and work flow to and from the boardroom</li> <li>• confidentiality and access to information</li> <li>• improving the processes related to communication and information/knowledge transfer between Board members, staff and other stakeholders, as well as among the Board members themselves</li> </ul> <p><b>Speaker: Cathy Rozman,</b> Board Liaison Officer, Hamilton Health Sciences Corporation; <b>Mary De Frenchi,</b> Vice President, Sales and Accounts, BoardVantage</p> <p><b>Sponsored by: BoardVantage</b></p> <p><b>Relevant to:</b> I/NP/G/P/C</p>	<p><b>Session 4C:</b> <b>Enhancing Shareholder Engagement as a Governance Tool</b></p> <p>The presentation will</p> <ul style="list-style-type: none"> <li>• Highlight the regulatory, policy and social trends toward increased shareholder engagement and the related benefits and risks.</li> <li>• Describe strategies and techniques to balance these benefits and risks and to enable companies to engage with their shareholders more effectively and efficiently.</li> <li>• Demonstrate how leading companies are using new mechanisms and technologies to interact with their shareholders in ways that increase shareholder confidence in the board's oversight of the company's affairs.</li> <li>• Discuss the trends driving increased demands for shareholder engagement</li> <li>• Provide insight into the use of new technologies to enhance shareholder engagement</li> </ul> <p><b>Speaker: Andrew MacDougall,</b> Partner, Osler, Hoskin &amp; Harcourt LLP; <b>Robert Adamson,</b> Faculty, Beedie Business School &amp; Executive Director, CIBC Centre for Corporate Governance</p> <p><b>Relevant to:</b> I</p>
12:15 – 1:15	Lunch in the Exhibitor Hall		

1:30 – 2:45	<p><b>Session 5A: Practical Considerations for the CD&amp;A and Executive Compensation</b></p> <ul style="list-style-type: none"> <li>aligning risk assessments with compensation</li> <li>performance-based pay</li> <li>how to benchmark executive and CEO compensation practices</li> <li>current and future trends in compensation practices</li> <li>identifying compensation peer groups</li> <li>compensation committee best practices</li> </ul> <p><b>Speakers:</b> <i>Dawn Moss, Corporate Secretary, Eldorado Gold; Paul Grylewicz, Managing Partner, Global Governance Advisors</i></p> <p><b>Sponsored by:</b> <i>Global Governance Advisors</i></p> <p><b>Relevant to:</b> I/NP/G/P/C</p>	<p><b>Session 5B: Bullet Proofing Corporate Minutes: Best Practices and Litigation Trends</b></p> <p>Proper minute-taking in today’s challenging corporate governance and litigation climate is a mission-critical objective. Minutes are expected to show that the board has complied with relevant standards of performance while also satisfying statutory and regulatory requirements. Hear how to memorialize substantive discussions and decisions in a way that helps protect the corporation and the independent members of the board. Topics include applicable law and trends of use of minutes in litigation, best practices, and ethical considerations</p> <p><b>Speaker:</b> <i>Grant Borbridge, Executive Vice President Investments and General Counsel, Emergo Group of Companies; Chair, Executive Committee, Canadian Corporate Counsel Association</i></p> <p><b>Relevant to:</b> I/NP/G/P/C</p>	<p><b>Session 5C: An Overview of Major Foreign Corrupt Practices Acts and Compliance Approaches</b></p> <p>Participants will be provided with an overview of the Canadian, American and British foreign corrupt practices acts, discuss enforcement actions and penalties including activities to avoid and ramifications for breaking the law, and hear practical recommendations for compliance with the various acts when doing business internationally. At the end of the session, participants will have gained an understanding of:</p> <ul style="list-style-type: none"> <li>applicable anti-bribery laws when doing business Internationally</li> <li>key features of effective compliance programs to avoid potential violations of the acts</li> <li>penalties and enforcement actions when laws are violated</li> </ul> <p><b>Speakers:</b> <i>Jill E. Aebker, Senior Vice President, General Counsel and Secretary, Tim Hortons Inc.; Antonella Deo, Head, Subsidiary Governance Office, Royal Bank of Canada</i></p> <p><b>Relevant to:</b> I/ G/P/C</p>	
2:45 – 3:15	Break in Exhibitor Hall			
3:15 – 5:00	<p><b>Roundtable 1</b> Large Size Issuers</p> <p><b>Moderator:</b> <i>John T. Dinner, Board Governance Services</i></p> <p><b>Relevant to:</b> I</p>	<p><b>Roundtable 2</b> Small to Medium Size Issuers</p> <p><b>Moderator:</b> <i>Paul Beaugard, Chief Legal Officer and Corporate Secretary, MTS Allstream</i></p> <p><b>Relevant to:</b> I</p>	<p><b>Roundtable 3</b> Crown Corporations</p> <p><b>Relevant to:</b> C</p>	<p><b>Roundtable 4</b> Not-for-profit Organizations</p> <p><b>Relevant to:</b> NP</p>
6:30 – 7:30 7:30 – 11:00	<b>Closing Reception Dinner and Entertainment</b>			

## Day Three: Wednesday, August 22

Time	Session/Description	
8:30 – 9:30	<p><b>Breakfast and Keynote</b></p> <p><b>Listed Live: The Next Generation CEO</b>  <b>Hosted by: <i>David W. Anderson</i>, President, The Anderson Leadership Group; Contributing Editor at Listed Magazine</b></p> <p><i>Sponsored by: Listed Magazine</i></p> <p><b>Relevant to:</b>  <b>I/NP/G/P/C</b></p>	
9:45 – 11:30	<p><b>Session 7A:</b>  <b>Crisis Management for the Corporate Secretary</b></p> <p>Any number of major corporate setbacks can damage a company's reputation and send its stock plunging. The process used by a company to manage a crisis will determine the outcome for all affected, including employees, community and the company. We will share insights into how companies should approach putting together a crisis management plan and issues that arise as a crisis unfolds.</p> <p>Topics to be covered will include:</p> <ul style="list-style-type: none"> <li>• the foundations of reputation and brand</li> <li>• the phases of a crisis</li> <li>• enhancing your crisis response</li> <li>• crisis communications (including stakeholders)</li> <li>• issues in responding to media</li> <li>• being prepared through risk management</li> </ul> <p><b>Speaker: <i>Robert Patzelt QC</i>, Vice President, Risk Management &amp; General Counsel, Scotia Investments Ltd.</b></p> <p><b>Relevant to:</b>  <b>I/NP/G/P/C</b></p>	<p><b>Session 7B:</b>  <b>Key Considerations in Directors and Officers Liability</b></p> <p>This session will provide corporate secretaries with the basic understanding of D&amp;O insurance that they require to advise and serve their Boards of Directors. Topics covered include the structure of D&amp;O insurance programs, policy wording and 'good practices' in dealing with D&amp;O insurers.</p> <p>D&amp;O insurance, together with statutory or by-law indemnities and contractual indemnities, is a cornerstone of director protection. Claims are regularly brought against corporate directors on a wide variety of legal theories. These lawsuits are expensive to defend and they expose the individual to significant reputational and personal liability risk. In the event that a claim is asserted, 'coverage denied' are the two words a director never wants to hear. Yet with some regularity, insurance carriers challenge coverage at the worst of all possible times, when the director needs funding immediately to prepare to defend against a regulatory, civil or sometimes even criminal action or investigation relating to the performance of his or her duties as a corporate director. This session will give you the tools you need to help protect your board of directors.</p> <p><b>Speakers: <i>Anne F. Barnes</i>, Vice President, Branch Manager, Chubb Insurance Company of Canada; <i>Albert J. Hudec</i>, Partner, Farris, Vaughan, Wills &amp; Murphy LLP; <i>Catherine Richmond</i>, Senior Vice President, Financial Services Group, Aon Risk Services</b></p> <p><b>Relevant to:</b>  <b>I/NP/G/P/C</b></p>
11:30	<p><b>End of Conference</b></p> <p><b>Optional Post-tour Activities</b></p>	