



GPC 20th Annual Conference: The Governance Professional... 20 Years On

Preliminary Agenda

**This program is in draft format and sessions/speakers and timelines are still subject to changes and edits.*

Pre-conference: Sunday, August 19

Time	Description
All day	Pre-conference Optional Activities Local tours
12:00 pm	Registration Opens
5:30 pm	First-timers Welcome Reception
6:00 pm – 8:00 pm	Welcome Reception Opening networking reception of the conference
7:00 pm	Dine Around Victoria (optional activity)

Day One: Monday, August 20


Time	Description
7:30 am – 8:15 am	Breakfast in the Exhibitor Hall
8:15 am	GPC Annual General Meeting
8:45 am	Opening Remarks
9:00 am – 10:00 am	Opening Keynote <i>Sponsored by:</i>



10:00 am – 10:30 am **Networking Break in the Exhibitor Hall**

10:30 am – 12:00 pm **Plenary Session:**
Board Panel Discussion - Top Governance Issues in the Boardroom

Moderator: *Rahul Bhardwaj, CEO, Institute of Corporate Directors*



Institute of Corporate Directors
 Institut des administrateurs de sociétés
Better Directors. Better Boards. Better Business.™

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12:00 pm – 1:15 pm **Networking Lunch in the Exhibitor Hall**

1:15 pm – 2:15 pm **Roundtable Discussions**

A – ESG and the Board	B – Subsidiary Governance	C – Not for Profit	D – Crown and Public Sector	E – Board’s Role in Strategy and Oversight	F – Proxy System	G – Defining and Monitoring Board Policies	H – Cybersecurity – Reporting to the Board (policies, budgets, insurance, role of GP)
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2:15 pm – 3:15 pm **Roundtable Discussions**

A – ESG and the Board	B – Subsidiary Governance	C – Not for Profit	D – Crown and Public Sector	E – Board’s role in Strategy and Oversight	F – Proxy System	G – Defining and Monitoring Board Policies	H – Cybersecurity – reporting to the board (policies, budgets, insurance, role of GP)
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3:15 pm – 3:45 pm **Networking Break in the Exhibitor Hall**


3:45 pm – 5:00 pm **Plenary Session:**
The Chief Governance Officer – Elevating and Enhancing the Influence of the Governance Professional

Speakers:
Shona McGlashan, Chief Governance Officer, Mountain Equipment Co-op (MEC)
Heather Laxton, Chief Governance Officer and Corporate Secretary, Wesdome Gold Mines


Sponsored by:

5:00 pm	End of Day One Free evening for delegates
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Day Two: Tuesday, August 21

7:30 am – 8:15 am	Breakfast in the Exhibitor Hall		
8:15 am	Opening Remarks		
8:30 am – 9:30 am	 <p><i>Sponsored by:</i></p>		
Multiple Tracks:	Track A: The Board and The Governance Professional	Track B: Critical Issues in Governance	Track C: Current Issues in Governance
9:40 am – 10:40 am	<p>Session 1A: Who Is Protecting Your Board? How Your Corporate Secretary and Chief Internal Auditor are Your Best Defense</p> <p>Aside from the CEO, there are 2 other key roles within an organization that work directly with the board and often have a reporting relationship: the Chief Internal Auditor and the Corporate Secretary.</p> <p>Join our panel for a discussion about how these two roles make all the difference in ensuring the effectiveness of your governance processes and strategic risk management activities.</p> <p>Our panelists will share with us important lessons about:</p> <ul style="list-style-type: none"> • How to protect your board when difficult issues emerge and more importantly, defend against such issues arising in the first place • What roles do they play in protecting the board by ensuring it fulfills its governance functions, and demonstrates its due diligence? 	<p>Session 1B: Managing Leadership Transitions: Equipping the Board for Change</p> <p>Leadership transition of an organization’s board chair, CEO or other executive is a risky time. How do you transform this situation from one of risk to one of opportunity?</p> <p>This session will combine leadership transition fundamentals with real life stories of Canadian leadership changes from the past few years. Corporate (large and small), public sector and not-for-profit organizations can all benefit from being prepared for their next leadership change today.</p> <p>The discussion will explore:</p> <ul style="list-style-type: none"> • Applying practical tools in the boardroom and in the C-suite • Equip the board, organization, leaders and team to have an exceptional transition • Understand leadership transition including the role of the board • Be able to recognize opportunities to contribute to leadership transition 	<p>Session 1C: Principles and Elements of Effective Executive Compensation Design</p> <p>With the advent of say-on-pay and intensifying scrutiny from shareholders, government and the public, executive compensation has become a lightning rod for criticism and a symbol of how organizations govern themselves and respond to the concerns of various stakeholders.</p> <p>This session will focus on:</p> <ul style="list-style-type: none"> • Best practices for governance professionals to support HR Committees • Aligning executive compensation design with business strategy • Addressing shareholder concerns regarding executive compensation design • Understanding the key guiding principles for executive compensation design <p>Speaker: Ryan Resch, Managing Director, Willis Towers Watson</p> <p><i>Sponsored by:</i> WillisTowersWatson</p>



	<ul style="list-style-type: none"> • If a crisis arises that the board has to handle (especially if it has to do with the CEO), how do these two roles help the board deal with such a critical matter effectively? • Leading practices suggest these positions have a dual reporting relationship - functionally to the board, and administratively to a Senior Executive. How can this be optimized? • 3 Best practices for managing the Corporate Secretary's relationship with the board • 3 Best practices for managing the Chief Internal Auditor's relationship with the board <p>Speaker: Maria Capozzi, Principal, Office of the Auditor General</p>	<ul style="list-style-type: none"> • Increased awareness of risks and mitigating strategies during a transition <p>Speaker: Jane Halford, Bolt Transition</p>	
10:40 am – 11:10 am	Networking Break in the Exhibitor Hall		
Multiple Tracks:	Track A: The Board and The Governance Professional	Track B: Critical Issues in Governance	Track C: Current Issues in Governance
11:10 am – 12:10 pm	<p>Session 2A: Modernizing Your Board and Governance Framework</p> <p>Many organizations have not evaluated or refreshed their governance framework and practices since incorporation. In an era of unprecedented succession planning, this session will help governance professionals succeeding to new or existing roles, evaluate and refresh current practices and identify ways to modernize the board.</p> <p>This session will explore updating long-standing and inherited practices to be current with new and best practices in governance, legislation, technology, and record keeping.</p> <p>Discussion will cover:</p> <ul style="list-style-type: none"> • Checklists for governance essentials • Process for identifying and evaluating current practices and information 	<p>Session 2B: Diversity on Corporate Boards and Organizations: Where Are We Now?</p> <p>The session will focus on the existing and future initiatives with respect to increasing board diversity. The speakers will delve into lessons learned, current state and the trends around future steps. The session will provide data on current status as well as future initiatives. Speakers will also delve into barriers which face diverse board candidates and provide tips on how to advise nominating committees and board as a whole in their strategies on attracting diverse candidates.</p> <p>Participants will:</p> <ul style="list-style-type: none"> • Have better knowledge of existing initiatives to promote and increase diversity on corporate boards • Understand barriers to entry for diverse board candidates 	<p>Session 2C: The Corporate Governance Regulatory Landscape: A Discussion on New and Developing Regulations Affecting You and Your Organization</p> <p>This panel will review the current regulatory landscape and discuss the latest changes, trends and need-to-know developments to be on the lookout for, which may impact your disclosure, governance processes, or policies in your organization.</p> <p>Speakers:</p> <p>Sponsored by:</p> 

	<ul style="list-style-type: none"> Ways to update long-standing, inherited information and records Materials for hand-out and future use <p>Speaker: Ivy Lumia, Canadian Centre for Occupational Health and Safety</p>	<ul style="list-style-type: none"> Practical tips on advising boards in their process of increasing diversity <p>Speaker: Alena Thouin, Deputy Director, Legal Services, Government of Ontario; Jo-Anne Matear, Manager, Corporate Finance, Ontario Securities Commission; Elisabeth Cooke, Managing Director, Inclusivity</p>	
12:10 pm – 1:40 pm	Lunch and Keynote Address		
Multiple Tracks:	Track A: The Board and The Governance Professional	Track B: Critical Issues in Governance	Track C: Current Issues in Governance
1:45 pm – 2:45 pm	<p>Session 3A: What Role Should the Board Play in Organizational Culture?</p> <p>Board culture either can act like a jet engine, propelling your board forward, or a drag-parachute, holding it back. This session is about identifying specific cultural attributes you need in the boardroom and how to be intentional about making that a reality.</p> <p>In this session, we will facilitate a discussion about:</p> <ul style="list-style-type: none"> How we can design board culture How is board culture defined Tools for shaping board culture How to tackle toxic elements of culture What ‘good’ looks like and what tools can be used to influence board culture 	<p>Session 3B: Best Practices in Managing AGMs</p> <ul style="list-style-type: none"> How to reduce the cost of annual shareholder meetings CBA – how to handle and manage shareholder proposals on the floor VSM - Virtual Shareholder Meeting <p>Speakers: Denise Ferreira, Director, Shareholder Services, Corporate Secretary's Department, Sun Life Financial; Cathy Conlon, Head of Corporate Issuer Strategy & Product Management, Broadridge Financial Solutions, Inc.</p> <p>Sponsored by: </p>	<p>Session 3C: Best Practices in Shareholder Engagement</p> <p>In recent years there has been an increase in shareholder activism in Canada and proper preventive measures are critical to mitigate the risks associated with this. Engagement by the board has evolved into regular meetings with shareholders without management present as an expectation.</p> <p>This session will discuss:</p> <ul style="list-style-type: none"> How does the board and management navigate this new era of shareholder engagement? What topics are appropriate for the board to discuss and what should be left to management meetings with shareholders What are the benefits of a shareholder engagement policy? Hear stories of what worked and what didn't work from GC's who have changed their practices Hear from an institutional investor about what they expect in terms of enhancement and why Consider adopting a policy Knowing your shareholders and understanding the influence of proxy advisors ISS and Glass Lewis

- The growing influence of governance conscious institutional shareholders
- Speaker: Wendy King, Legal Risk and Governance, Capstone Mining**

2:45 pm – 3:15 pm Networking Break in the Exhibitor Hall

<p>3:15 pm – 5:00 pm</p>	<p>Mini Workshop A: Elected and Appointed Boards – Challenges and Solutions</p> <p>This session will focus on the unique governance issues and challenges faced by organizations that are not able to select or hand-pick their board members, and the ways these organizations work to ensure a high-functioning board.</p> <p>In co-operatives and credit unions, where directors are democratically elected, as well as in other organizations where governments or others appoint board members, governance professionals have to find ways to ensure their board members are adequately equipped to carry out their roles effectively. This session will discuss some of the strategies and processes used by various companies.</p> <p>The session will explore:</p> <ul style="list-style-type: none"> • Leading practices for orientation of a "lay" director • Steps you can take to ensure a high functioning 	<p>Mini Workshop B: Governance Best Practices for the Not for Profit Corporation</p> <p>An examination of the elements that contribute to good governance for a not for profit corporation. The session will outline factors to consider when adopting governance best practices and how to customize governance practices to suit the organization.</p> <p>Topics to be covered will include:</p> <ul style="list-style-type: none"> • Overview of the different types of not for profit corporations and how that impacts governance • Understanding essential elements of governance • Accountability in a not for profit context • Board size and composition • Board role statements • Codes of conduct • Committee best practices • Tips for effective meetings <p>Speaker: Anne Corbett, Borden Ladner Gervais LLP</p>	<p>Mini Workshop C: The Role of the Governance Professional in Strategic Planning</p> <p>This session will debate the role of the CS/GP in board strategy and the full range of possible involvement.</p> <ul style="list-style-type: none"> • Is there a role for the GP? • Does the CEO seek their input? • Do GPs have an obligation to drive the process through full involvement? • Advice and tools for attendees to best determine their role in board strategy • Interview/ poll a number of board members/board chairs (across different types of organizations) in advance to include the board view in our conversation and add some credibility to our discussion <p>Speakers: John Dinner, President, John T. Dinner Board Governance Services;</p>	<p>Mini Workshop D: Unique Corporate Governance Challenges Faced by Public Sector Boards and the Governance Professionals who Support Them</p> <p>This session will start with a brief overview of how the governance frameworks under which public sector boards are structured differ from those in the private sector (e.g. the impact of constituting statutes, government directives and policy decisions on board authority and agency etc.).</p> <p>The session will then highlight key trends in corporate governance and some of the challenges that public sector governance professionals face in dealing with these challenges (e.g. board succession planning, director independence, executive compensation, conflict of interest and political activity, impact of policy decisions and government direction on strategic planning, etc.).</p>	<p>Mini Workshop E: Paving the Path to Success: Creating a Customized Governance Framework for New Entities and Emerging Companies</p> <p>This session will provide key insights into the best governance techniques and practices for those involved in creating and managing new entities or newly listed organizations.</p> <ul style="list-style-type: none"> • Learn how to customize the nuts and bolts of a governance framework for your organization • Hear case studies from experts working with new and fast-growing cannabis and FinTech companies • Discuss governance issues when companies engage in transformative transactions (such as a spin-out, new entity or an initial public offering) • Building a culture of good governance, from the ground up <p>Speakers: Deborah Rosati, Founder & CEO, Women Get on Board; Brigitte Catellier,</p>
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	<p>board even where they are not hand-picked</p> <ul style="list-style-type: none"> • What others are doing for ongoing director training needs for "lay" directors • Steps you can take to improve the candidate pool • How to educate directors on operations so they can make good decisions while keeping them at the strategic level <p>Speaker: Sheldon Stener, General Counsel and Corporate Secretary, Federated Co-operatives Limited</p>	<p>Sponsored by:</p> 	<p>Peter Wright, President, The Planning Group; Doug McLean, FICOM</p>	<p>The session will conclude with 2-3 case studies derived from real life public sector governance failures that have been reported in the media. Participants will be asked to break into small groups and identify the governance issue and recommend how they, as governance professionals, would have advised their boards to achieve a different outcome.</p> <p>Speakers: Sarah Neville, Ontario Financing Authority</p>	<p>VP Corporate Governance, Meridian Credit Union; Kevin West, Founder, Skylaw;</p>
<p>6:30 pm – 11:30 pm</p>	<p>Reception, Dinner and Entertainment</p> <p>Sponsored by:</p> 				

Day Three: Wednesday, August 22

Time	Session/Description
<p>7:30 am – 8:30 am</p>	<p>Breakfast</p>
<p>8:15 am – 8:30 am</p>	<p>Conference Recap</p>
<p>8:30 am – 9:30 am</p>	<p>Closing Keynote:</p> <p>Sponsored by:</p>
<p>9:30 – 10:15</p>	<p>Plenary Session: Key Trends and Update in Corporate Governance Best Practices</p> <p>Korn Ferry Hay Group works in partnership with the Governance Professionals of Canada (GPC) to conduct an annual survey on “Best Practices in Corporate Governance”. Companies all across Canada give their opinions on the evolving corporate governance landscape and its effects on the organization and executive compensation. This presentation will discuss the results from our 2018 Best Practices in Corporate Governance Survey and interviews with the</p>

Excellence in Governance award nominees. Chris Chen will provide their insights into executive pay practices, effectively mitigating risk and succession planning and assessments.

Speaker: Christopher Chen, National Director, Total Rewards, Korn Ferry Hay Group



Sponsored by:

9:50 am – 10:50 am

Session 4A:
EQ for the Governance Professional (and boards):
How to Build Strong Relationships and be an Influencer?

The role of corporate secretary is not for the faint-hearted. It is often a case of walking a thin line between management and board, liaising between them. When conflict arises it is difficult to escape the firing line. Dealing with senior executives and highly assertive board directors requires tact, diplomacy and emotional intelligence (EQ). The ability to build rapport and forge strong relationships is essential to function effectively.

A corporate secretary rarely has the line authority of a CEO or COO to force change. They need to be an influencer, a governance advisor with credibility that the board will listen to.

This session explores attributes of the emotionally intelligent person; the approach to being an influencer, with particular reference to the demands of management and the board. It will equip attendees with the skills and attributes required to successfully navigate the minefield characteristic to the life of a corporate secretary.

Speakers: Paul Dubal, Manager, Subsidiary Governance, BMO Financial Group; Heather Laxton, Chief Governance Officer and Corporate Secretary, Wesdome Gold Mines

Session 4B:
Putting the G into ESG: ESG / Sustainability / CSR Governance and The Role of the Board and Governance Professional

Social and environmental issues are increasingly becoming material for boards of directors. The low-carbon economy transition, demographic change, income inequality, urbanization, resource and water scarcity, millennial employees and consumers, and other issues are affecting the risks and opportunities of organizations, their supply chains and operating environments now and in the future.

Investor, shareholder, regulator, customer, employee and other stakeholder expectations keep rising.

How do Boards get ahead of these trends? What competencies do they need to build and how? What are their blind spots, and how can governance professionals and corporate secretaries help them manage this new and rapidly emerging development in the governance professional field?

This session will shed light on a roadmap for boards and those who advise them to anticipate and build best practices in board oversight of corporate sustainability performance.

Speakers: Coro Strandberg, President, Strandberg Consulting; Erin Poeta, Manager, Hugessen Calgary; Michelle de Cordova, Director, Corporate Engagement & Public Policy, NEI Investments

Session 4C:
Moving Workplace Sexual Harassment up the Risk Register and Board Agenda - #MeToo and the Boardroom

With movements such as #MeToo and #Time’sUp, we’re changing how we talk about equality, sexual assault, and harassment in the workplace.

What does this mean for governance professionals and boards? Some issues we’ll explore in this session:

- Board responsibilities for leadership in workplace culture
- The board’s role in crisis response to allegations of harassment
- What if your board is the problem? How to deal with individuals who are “untouchable”
- Creating and communicating the right values, ethical conduct, human resources policies and creating a healthy corporate culture that respects the rights of workers

Speakers: Shona McGlashan, Chief Governance Officer, Mountain Equipment Co-op (MEC) Carol Liao, Assistant Professor at the Peter A. Allard School of Law, UBC; Rob DeRooy, Vice president Governance and Strategy, Governance Solutions Inc.

		<i>Sarah Keyes, Sustainability Principal, CPA Canada</i>	
		<i>Sponsored by:</i> HUGESSEN CONSULTING	
11:30 am	End of Conference		