



CSCS 17th Annual Corporate Governance Conference
August 16 – 19, 2015 | Montreal, QC | Fairmont Queen Elizabeth

GOVERNANCE, RISK AND ETHICS: A NEW AGE OF ACCOUNTABILITY

Draft Agenda*

As of April 30, 2015

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

Pre-conference: Sunday, August 16

All day	Pre-conference Optional Activities: Golf, Half-day tours, Full-day tours
12:00	Registration Opens
5:30	First-timers Welcome Reception
6:00	Welcome Reception Opening Reception
7:15 – 9:30	3rd Annual CSCS Excellence in Governance Awards (EGAs) Ceremony Dinner and Awards Presentation Emcee: <i>David R. Beatty, Professor, The Rotman School of Management and Conway Director, Clarkson Centre for Business Ethics and Board Effectiveness</i> Keynote Address: <i>Jean Charest, Partner, McCarthy Tétrault LLP</i> Presenting Sponsor: Diligent

Day One: Monday, August 17

Time	Description
7:30 – 8:30	Breakfast
8:30 – 8:50	CSCS Annual General Meeting

8:50 – 9:00	Welcome Remarks				
9:00 – 10:15	<p>Opening Keynote: Governance Challenges and Best Practices in Canada – Where are we heading?</p> <p>Panelists: <i>Dr. Yvan Allaire, Executive Chair of the Board of Directors, Institute for Governance of Private and Public Organizations, Chair of the Global Agenda Council on the Role of Business, WEF, Emeritus Professor of Strategy (UQAM); Stéphane Rousseau, Affiliated Scholar, Stikeman Elliott LLP and Professor, Faculty of Law, Université de Montréal</i></p> <p>Moderator: <i>David Beatty, Professor, The Rotman School of Management and Conway Director, Clarkson Centre for Business Ethics and Board Effectiveness</i></p> <p><i>Sponsored by: TMX Equity Transfer Services</i></p>				
10:15 – 10:45	<p>Networking Break in the Exhibit Hall</p> <p>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.</p>				
10:45 – 11:45	<p>Plenary Session: A discussion with the Excellence in Governance Awards judges and/or 2014 award winners.</p> <p><i>Sponsored by: Diligent</i></p>				
11:45 – 1:15	Lunch and Networking in the Exhibit Hall				
1:15 – 2:15	<p>Trends in Corporate Governance Best Practice</p> <p>Hay Group works in partnership with the Canadian Society of Corporate Secretaries (CSCS) to conduct an annual survey on “Best Practices in Corporate Governance”. In 2014, we had over 110 participants from 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 2015 Best Practices in Corporate Governance Survey and interviews with the Excellence in Governance award nominees. Chris Chen will provide their insights into executive pay practices, effectively mitigating risk and succession planning and assessments.</p> <p>Speakers: <i>Christopher Chen, National Director, Executive Compensation and Rewards, Hay Group</i></p> <p><i>Sponsored by: Hay Group</i></p>				
2:15 – 2:45	Break in the Exhibit Hall				
2:45 – 4:45	<p>Workshop A: Directors and Officers Insurance Essentials: Current Best Practices and Market Trends D&O insurance coverage choices can be the best or worst decision that a corporate secretary makes. Common mistakes are</p>	<p>Workshop B: Best Practices in Board and Committee Support: Streamlining Processes that Drive Results This session will focus on best practices for board and committee support by providing useful guidance on practices and procedures that</p>	<p>Workshop C: Branding Your Board to Deliver Better Value and Oversight for the Organization Many board cultures are entrenched, reluctantly embracing the need for change and being</p>	<p>Workshop D: Enhancing Disclosure with Plain Language This session will explore current issues in public company disclosure with a focus on efficiently preparing disclosure that is clear, concise and responsive to the form</p>	<p>Workshop E: Foreign Anti-Corruption Compliance: Protecting Your Company Learn best practices to protect the corporation from corporate criminal liability, reputational risk</p>

	<p>typically uncovered when directors are most in need of thorough protection when they are personally named in a suit, and can lead to unexpected costs and coverage irregularities that can reflect poorly on the corporation. Too often coverage is arranged without a full understanding of: reporting requirements and polling best practices; Mistakes in signing "annual warranties" and applications; Shopping for alternatives; and the "core" coverages that are currently available and which change each year as the D&O insurance marketplace gets more and more competitive. Further, as the business world changes, new and emerging risks, like employment practices liability and cybercrime, are considerations which must be examined every year. This session examines:</p> <ul style="list-style-type: none"> • current trends, issues and best practices • insurer reporting essentials, polling, and "account maintenance" • A case study on a coverage scenario..."what would you do..." • self-audit checklists • self-audit and D&O insurance coverage maintenance essentials • changing carriers and brokers – when to, when not to 	<p>can easily be implemented to ensure the board is well suited to operate effectively and provide excellent governance oversight. Tips for educating business partners on how to develop and write presentations to the board will be provided, with the goal of ensuring the board focuses on the things that really matter and there is consistency and clarity in the board experience. Sample templates will be provided. Learning outcomes:</p> <ul style="list-style-type: none"> • confidently advise business partners on how to write reports and make presentations to the board • enhanced understanding of board processes and procedures and how to streamline processes to drive value • tools to develop standardized and consistent board material <p>Speakers: <i>Stuart McKellar</i>, General Counsel, VP Properties, Legal and Corporate Secretary, ATB Financial; <i>Deborah Polny</i>, Assistant General Counsel, ATB Financial</p>	<p>Forced to adopt a subservient posture in response to a litany of regulations, guidelines and best practices imposed by external forces seeking ways to force change. This session will focus on how corporate secretaries can help their boards break through the log jam of guidelines, regulations and best practices to deliver greater value and contribution. This outcome focused posture can best be achieved by applying branding principles of stakeholder focus, quality of oversight, strategic differentiation, and reputation management</p> <ul style="list-style-type: none"> • an understanding of a new approach to how a board can more effectively undertake its work • equipped to make a case for change with their boards • provided with a roadmap for managing needed change in the boardroom • provision of practical examples of what will characterize a branded board <p>Speaker: <i>John T. Dinner</i>, President, Board Governance Services</p>	<p>requirements. The focus will be on the "plain" part of the requirement for "full, true and plain disclosure" and will provide tips on writing in plain English.</p> <ul style="list-style-type: none"> • public company disclosure issues • tips for the corporate secretary • guide to writing in plain English • clear writing • an understanding of disclosure issues • tips for efficiently meeting disclosure obligations <p>Speakers: <i>Kevin West</i>, Founder, SkyLaw Professional Corporation; <i>Catherine Gordon</i>, President and Founder, SimpleLogic</p>	<p>and other collateral consequences. Board members and senior officers are, in the realm of corporate criminal law, the souls of the corporation. Both their actions and – more insidiously – their inactions, such as the failure to detect and take down corrupt practices within the corporate group or amongst third parties, can trigger the corporation’s criminal liability. The latter can, in turn, cause severe collateral consequences, including debarment from public contracts, securities class actions and loss of foreign investment protection. Our panelists suggest an analysis of the most recent controversies of foreign anticorruption enforcement against corporations together with a discussion on related governance issues. The presentation will be topped off by a review of the best practices in foreign anti-corruption, including the assessment, design, and implementation as well as monitoring of corporate ethics and compliance programs.</p>
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	<p>Speaker: Steve Mallory, <i>President and CEO, Directors Global Insurance Brokers Ltd., Chair Governance, Risk & Strategy – Board of VIA Rail Canada</i></p>				<p>Speaker: Stéphane Eljarrat, <i>Partner, Investigations & White Collar Defence, Taxation and Litigation Practices, Davies Ward Phillips & Vineberg LLP; Sara Gelgor, LLB, LLM, MBA, ICD,</i> <i>Vice President, Enterprise Programs and Chief Privacy Officer, Scotiabank</i></p> <p>Sponsored by: Davies Ward Phillips & Vineberg LLP</p>
4:45	End of Day One				

Day Two: Tuesday, August 18

7:30 – 8:15	Breakfast in the Exhibitor Hall
8:15 – 8:30	<p>CCGG Gavel Awards Presentation <i>Sponsored by: CCGG</i></p>
8:30 – 9:45	<p>Opening Plenary: The Chief Governance Officer – The New Role of the Corporate Secretary</p> <p>The role of the corporate secretary is evolving. In today’s environment, it is no longer sufficient to simply be – or be seen as – a note taking administrative assistant. As the prominence of corporate governance requirements in law and practice continues to grow and mature, so does the role and responsibility of the corporate secretary, or as renamed in some organizations the chief governance officer. Founded on the three tenets of Governing with Intention™, this workshop helps boards maximize the contribution of the corporate secretary. It explores how to strengthen the relationship of the CEO, chair and corporate secretary triad by delving into role contribution, a new model to ‘design your board’s governance practices and a proven approach to facilitating a more strategic perspective at the boardroom table. Using case studies and group work, we delve into emergent practices making a positive impact in the boardroom and on the success of Canadian organizations, including:</p> <ul style="list-style-type: none"> • emerging practices • how the corporate secretary is a key contributor to strong board performance • governance – one size does not fit all • trends and best practices • designing your own governance • a new approach to more effective and strategic governance • strengthen the corporate secretary's strategic contribution to effective governance • uncovering the behaviours and skills to become a trusted advisor • designing your governance practices to 'define the line' between the board's and management's role • elevating the board to develop a more strategic perspective

	<ul style="list-style-type: none"> defining your purpose and developing a shared belief in the value of governance <p>Panelists: <i>Carrie Mandel</i>, Managing Partner, Toronto, Spencer Stuart; <i>Kirby Chown</i>, Chair of the Board, Save the Children Canada <i>Lyne Bouchard</i>, Professor, Faculté of Science and Administration, Université Laval; <i>Elizabeth Watson</i>, QC, President, WATSON Advisors Inc.; <i>Brigitte K Catellier</i>, Corporate Secretary & Head of Governance, HSBC Bank Canada</p> <p><i>Sponsored by: Computershare</i></p>		
Multiple Tracks:	Track A: Critical Issues in Governance	Track B: The Board and the Corporate Secretary	Track C: Compliance, Risk and Ethics
10:00 – 11:00	<p>Session 1A: Shareholder Engagement: Considerations, Challenges and Lessons Learned</p> <p>This panel will demystify the issues and challenges of shareholder engagement specifically in response to executive compensation concerns. Panelists will discuss the practical challenges and share learnings from their various perspectives, including:</p> <ul style="list-style-type: none"> high level perspectives on executive compensation with a key focus on pay for performance compensation concerns as triggers to contested situations director vs. management-led engagements building relationships within the shareholder community steps to setting up engagements, including fair disclosure concerns <p>Speakers: <i>Michelle Tan</i>, Principal, Hugessen Consulting Inc.; <i>Anna Tudela</i>, Corporate Secretary, Goldcorp Inc.; <i>Bassem Shakeel</i>, Vice President & Corporate Secretary, Magna International; <i>Catherine McCall</i>, Director of Policy, Canadian Coalition for Good Governance (CCGG)</p> <p><i>Sponsored by: Hugessen Consulting Inc.</i></p>	<p>Session 1B: Board Composition: Creating Diverse and Inclusive Boards to Optimize Performance</p> <p>The face of today's board of directors is rapidly changing, and in order to navigate the critical issues and position itself for the future, boards must ensure they have the right composition and the relevant people. Boards can take the steps necessary to minimize its effect on its recruiting processes, decision making, and board dynamics. Today's boards of directors need to pull from the expertise, advice and experience of a diverse group of men and women in order to ensure the board as a whole has 'the right' balance of experience, skills, perspectives, competence, and the foundation for better governance, more inclusive decision making, and a stronger, more unified overall board performance</p> <p>Learn about best practices in:</p> <ul style="list-style-type: none"> creating the right board composition the recruitment of relevant, diverse directors assessing a director's competencies, characteristics and fit before they are hired understanding where bias may have informed decisions director assessment to ensure alignment to the ideal composition and to the needs of the business understand how bias impedes board diversification and impacts boardroom dynamics understanding the benefits and challenges of diversity bringing to light unconscious bias 	<p>Session 1C: How to Set Up a Whistle Blower Hotline</p> <p>This session will explore the options available to organizations considering the initial introduction of a whistleblower hotline and case management system. Weighing the advantages and disadvantages of both outsourced and internal options with consideration given to budget, resources, analytics and response times, training, implementation plans and metrics for success. Learning objectives include:</p> <ul style="list-style-type: none"> items to be considering when getting ready to launch a whistleblower system other policies and codes that need to be developed to support a whistleblower system types of reporting to develop as a result of this program measuring success <p>Speakers: <i>Shannon Walker</i>, President, WhistleBlower Security; <i>Julie Biron</i>, Professeure Adjointe, Faculté de droit, Université de Montréal</p>

		<ul style="list-style-type: none"> board matrix process to ensure adequate skills mix and to leverage it for diversity best practices for building diverse and inclusive boards <p>Speaker: Steve Walker, General Counsel and Director of Board Advisory Services, National Association of Corporate Directors (NACD); Gillian Lansdowne, Lansdowne Board Intelligence Inc.</p> <p>Sponsored by: National Association of Corporate Directors (NACD)</p>	
11:00 – 12:00	<p>Networking Break in the Exhibit Hall</p> <p>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.</p>		
12:00 – 1:30	<p>Luncheon and Keynote Address: Governance Gone Wrong</p> <p>CSCS is accustomed to showcasing the governance success stories, and providing best practice guidance to its members and conference participants. This year the conference will offer some unique insights at the other end of the spectrum. Mr. Fastow’s role in the Enron debacle sheds uncompromising and unprecedented light on what a massive governance failure looks like in the eyes of management and the board of directors as it builds from inception to implosion. His presentation will provide some unique insights into the practices of a company as it moves from compliance, into the murky gray zone between compliance and breach, and on to the dire consequences for all concerned that we know all too well. Mr. Fastow’s presentation at the 2015 conference will offer a forensic study of governance gone terribly wrong.</p> <p>CSCS decided to invite Mr. Fastow after much thought and careful deliberation, both on the part of the 2015 conference organizing committee, and the CSCS Board of Directors. CSCS believes that Mr. Fastow’s presentation at the conference will be a unique and very beneficial educational experience for our members and conference participants. Mr. Fastow is a capable and personable speaker who, in taking responsibility for his crimes and being willing to be open and transparent about his experience, is in a position to offer a unique perspective on one of the most important failures of governance in recent memory.</p> <p>Speaker: Andrew Fastow, former Chief Financial Officer, Enron Corporation Moderator: Dr. Richard Leblanc, Associate Professor, Law, Governance & Ethics, Faculty of Liberal Arts & Professional Studies, York University</p>		
1:30 – 2:30	<p>Session 2A: CEO Succession Planning</p> <p>Effective CEO succession planning is critical to the successful life of the organization and one of the board's most important undertakings. This session will provide an overview of why this responsibility is important to how boards can improve their overall succession preparedness. Participants will:</p>	<p>Session 2B: Board Presentations What Directors Want</p> <p>Directors are challenged with an expanding volume of material intended to help them make decisions in a complex environment. They rely on management to provide them adequate, relevant and accurate information in a digestible format to effectively fulfil their roles. Corporate secretaries are in a unique position to influence the process. They can be a critical part of improving the dynamic between management and the boards they serve because they</p>	<p>Session 2C: Innovative Technology Supporting Risk-Based Subsidiary Governance and Oversight</p> <p>In 2014, RBC was awarded the Best Use of Technology in Governance, Risk and Compliance by the Canadian Society of Corporate Secretaries. This Excellence in Governance award recognized RBC's leading edge adoption of third party and in-house technological solutions resulting in a data driven, risk-based approach to governance supporting the parent</p>

	<ul style="list-style-type: none"> learn the importance of leadership and incorporating CEO succession into leadership development understand the roles of key stakeholders in the CEO succession process learn about the various types of CEO succession receive an overview of a typical CEO succession planning process ranging from strategy clarification to transition and everything in between acquire an appreciation of current best and leading practices in CEO succession learn how to avoid potential obstacles to effective CEO succession <p>Speakers: <i>Paul Gryglewicz, Managing Partner, Global Governance Advisors; David Gibbons, Managing Principal, Korn/Ferry</i></p> <p>Sponsored by: <i>Korn/Ferry</i></p>	<p>have access both to board materials and to the directors. This session will draw on the perspectives of current directors to bring examples of effective presentations that facilitate better board decisions. Practical tips and techniques will be shared, including:</p> <ul style="list-style-type: none"> enhancing the board/management relationship directors' perspectives about board presentations including common complaints and concerns various techniques to deliver on director expectations <p>Speakers: <i>Sari Diamond, Board Governance Advisor; Gigi Dawe, Principal, Corporate Oversight and Governance, CPA Canada</i></p> <p>Sponsored by: <i>CPA Canada</i></p>	<p>board, the enterprise and RBC's subsidiaries. This interactive session will focus on the specific technology tools and solutions that meaningfully contribute to RBC's rigorous governance framework. The presentation will discuss how to:</p> <ul style="list-style-type: none"> recognize the critical importance of data extraction to risk oversight understand how a data driven approach to board and subsidiary governance minimizes risk appreciate how innovative technology solutions focused on data extraction not only supports enterprise governance but also enables the business to make better decisions discover how innovative in-house and low cost technology solutions can be leveraged and utilized to support subsidiary board performance cultivate an importance of governance data information accuracy and how this directly connects and is correlated to best practices <p>Speakers: <i>Gina Zapras, Subsidiary Governance Officer, Royal Bank of Canada; Merrilee Kiernander, Subsidiary Governance Officer, Royal Bank of Canada</i></p>			
2:30 – 3:30	Break in the Exhibitor Hall					
3:30 – 4:45	<p>Roundtable 1 Large- to Mega-cap Issuers (> \$10 billion)</p> <p>Moderator: <i>TBD</i></p>	<p>Roundtable 2 Small- to Mid-cap Issuers (< \$10 billion)</p> <p>Moderator: <i>TBD</i></p>	<p>Roundtable 3 Crown Corporations</p> <p>Moderator: <i>TBD</i></p>	<p>Roundtable 4 Not-for-Profit Organizations</p> <p>Moderator: <i>TBD</i></p>	<p>Roundtable 5 Private Firms</p> <p>Moderator: <i>TBD</i></p>	<p>Roundtable 6 General (Other organizations)</p> <p>Moderator: <i>TBD</i></p>
6:30 – 11:30	Closing Reception, Dinner and Entertainment					

Day Three: Wednesday, August 19

Time	Session/Description		
7:30 – 8:30	Breakfast		
8:30 – 8:45	Conference Recap and Closing Remarks		
8:45 – 10:00	<p>Closing Keynote: Corporate Oversight Building a Strong Framework for Ethics</p> <p>Speakers: Tyler Hodgson, Partner and National Leader of the White Collar Crime and Regulatory Compliance and Investigations Group, Borden Ladner Gervais LLP; Stephan Scott Trudeau, Vice President, Chief Counsel & Corporate Secretary, AECOM Canada; Dr. Richard Leblanc, Associate Professor, Law, Governance & Ethics, Faculty of Liberal Arts & Professional Studies, York University; Carol Buckton, Lead Regional Compliance Officer, Siemens Canada</p> <p><i>Sponsored by: Borden Ladner Gervais LLP</i></p>		
10:15 – 11:30	<p>Session 3A: Best Practices Respecting Improving Gender Diversity on Boards and Senior Management</p> <p>The focus of the session is on best practices respecting improving gender diversity on company boards and senior management. The session will include:</p> <ul style="list-style-type: none"> • highlights of developments in regulation in Canada and internationally in gender diversity since the publication of the amendments to National Instrument 58101 in October, 2014 • results of a survey on disclosure practices during the 2015 proxy season, including level of representation of women as directors and as executives, prevalence of companies adopting written disclosure policies, targets for women on the board and in senior management and relevant target levels • a discussion of company practices for increasing the proportion of women directors and executives, including what worked, what did not, building a consensus for change, tracking progress and other concerns and issues • perspectives of a director – recruiting, onboarding, interacting with other directors and with executives, what worked and where there is room for improvement of regulatory developments in regulation in Canada and internationally <p>Speakers: <i>Andrew J. MacDougall, Partner</i></p>	<p>Session 3B: Emerging Roles of Nominating and Corporate Governance Committees in North America</p> <p>Speakers: <i>Jeffrey G. Paulson, Vice-President, Legal Services Corporate & Corporate Secretary, Encana Corporation; Beverly A. Behan, Founder, Board Advisor LLC</i></p> <p><i>Sponsored by: NASDAQ OMX Directors Desk</i></p>	<p>Session 3C: Cybersecurity and Cyber Espionage: What are the Legal Duties of the Board of Directors?</p> <p>Evolving cyber threats; Increasingly sophisticated cyber threats require increasingly sophisticated mitigation and response strategies. Large-scale attacks on our nation's businesses, dominated the media headlines this past year and instilled a sense of fear and uncertainty amongst our organizations' IT and risk business leaders, and Cybersecurity has risen to the top of every strategic planning meeting and corporate agenda. The session will focus on:</p> <ul style="list-style-type: none"> • understanding the growing threats in terms of cyber-attacks and cyber espionage • the evolving duties of boards of directors to know what the right questions are to determine whether they are fulfilling their fiduciary duties for proper oversight on information and risk management systems • the 6 questions that directors must ask both internal and external experts on what are the threats and potential responses that corporations must face in this growing enterprise endangering threat environment • the basic questions that boards must ask to prepare for the threats from cyber-attacks and espionage <p>Speakers: <i>Errol Mendes, Professor, Faculty of Law, University of Ottawa; Jean-François</i></p>

	<p><i>Osler, Hoskin & Harcourt LLP; Deborah Rosati, Corporate Director and Co-founder, Women Get On Board; Phyllis Yaffe, Chair of the Board, Cineplex Inc., Lead Director, Torstar Corporation, Director, Lions Gate Entertainment Corporation, Director, Blue Ant Media, Chair of the Board of Governors, Ryerson University and Chair Women Against Multiple Sclerosis</i></p> <p>Sponsored by: Osler</p>		<p>Legault, Vice President, Assistant Director of Global High Tech Investigations, JP Morgan Chase</p>
11:30	End of Conference		