

The Barbados Stock Exchange presents the first annual conference on : **Corporate Governance and Accountability**

November 21 - 22, 2013 at the Barbados Hilton

Join The Barbados Stock Exchange for a comprehensive 2 day conference on topics including:

- What are the leading trends in corporate governance?
- What do you need to know as a Certified General Accountant?
- Fundamentals of corporate governance
- The role and duties of the corporate secretary
- Continuous disclosure and material change reporting

Featured Speakers:

Professor Richard Leblanc

CMC, BSc, MBA, LLB, JD, LLM, PhD
Corporate Governance Academic,
Lawyer & Board Advisor

Sylvia Groves

President and Creative Director,
Governance Studio; Nexen Assistant
Corporate Secretary and CSCS Immediate
Past Chair

Janis Riven

Adjunct Professor, John Molson School of
Business, Concordia University; Past Chair,
Institute of Chartered Secretaries and
Administrators (ICSA), Canadian Division
and Quebec Chapter

David Masse

David Masse is Assistant Corporate
Secretary for CGI Group Inc., Current
Chair, CSCS

Who Should Attend

This conference will attract directors and governance professionals from leading corporations across Barbados and the Caribbean.

Delegates will include:

Corporate Secretaries • Assistant Secretaries • Corporate Counsels • Chief Executive Officers • Chief Financial Officers • Controllers • Shareholder Communications and Investment Relations Professionals • Corporate Directors • Risk and Compliance Officers • Not-For-Profit and Crown Executive Directors

Registration now open!

Book now – the early-bird deadline is October 15th!

Visit us online at www.BSE.com.bb or email registration@bse.com.bb for further registration details including discounts and cancellation policy.

Breakfast and lunch will be served.

Breakfast will be served 7:00am – 8:00am

Stay for the Networking Reception on November 21 following the seminar

Cost: US\$650 per person

The Barbados Stock Exchange presents the first annual conference on : **Corporate Governance and Accountability**

November 21 - 22, 2013 at the Barbados Hilton

Join **The Barbados Stock Exchange** for a comprehensive 2 day conference which intends to be the most comprehensive of its kind in the Caribbean region serving two primary purposes. In the first instance it highlights the BSE Corporate Governance Recommendations for Listed Companies, as well as prospective listings, which become effective on January 1, 2014. These recommendations are designed to complement, and supplement as necessary, statutory guidelines and can serve all companies, listed or otherwise, in ensuring that they both meet and exceed required standards of Corporate Governance. In the second instance, it intends to expose practitioners to current trends and international best practices as it relates to Corporate Governance as well as opportunity to network with peers from both Barbados and abroad to share lessons learnt from common issues that may arise from time to time.

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Professor Richard Leblanc
CMC, BSc, MBA, LLB, JD, LL.M,
PhD Corporate Governance
Academic,
Lawyer & Board Advisor



Janis Riven
Adjunct Professor, John
Molson School of Business,
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Chair, Institute of Chartered
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Sylvia Groves
President and Creative Director,
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following the seminar

8th Avenue Belleville, St. Michael BB11114, Barbados
T: (246) 436-9871/2 | F: (246) 429-8942 | www.bse.com.bb

In partnership with:



BARBADOS STOCK EXCHANGE INC.
"building a better market"

Day One – November 21, 2013

8:00 am – 5:00 pm

Join Featured Speaker Professor Richard Leblanc, CMC, BSc, MBA, LLB, JD, LLM, PhD Corporate Governance Academic, Lawyer & Board Advisor as he discusses best practices in the following:

- Introduction to the Guidelines, their Structure and their Implementation;
- Emerging Changes and Issues in Corporate Governance;
- Setting the Stage for Governance and Accountability;
- The Leading Qualities of Directors and Chairs;
- Legal Duties of Directors and the Business Judgment Rule;
- The General Meeting;
- Responsibilities and Mandate of the Board of Directors;
- Meetings of the Board and Board Committees, and Director Attendance;
- Choice of Committee Structure by Barbados Listed Companies;
- Performance Evaluation of the Board and Disclosure of the Performance Evaluation Process;
- Election, Number and Terms of Directors;
- Notification of Proposed Director Candidates and Special Appointment of the Directors;
- Qualifications of the Directors;
- Position Descriptions for Chairs and the Managing Director/CEO;
- The Important Role of the Company Secretary and Information Flow;
- Orientation and Continuing Education;
- Composition of the Board and Independence of Directors;
- Evaluation and Disclosure of Director Independence;
- Background, Biographical Details, Compensation and Shareholdings of Directors;
- Director Obligations of Disclosure and Information;
- Performance Evaluation of Individual Directors;
- Committees of the Board, Appointment and Reporting;
- Charters of Committees, Meetings and Director Attendance;
- Performance Evaluation and Appointment of Members;
- Committee Composition and Independence;
- Responsibilities and Composition of Audit, Governance and Compensation Committees;
- Code of Business Conduct and Ethics, Disclosure and Tone at the Top;
- The Managing Director/CEO, Performance, Succession, Compensation and Board Oversight;
- Managing Director/CEO Contract and Information Disclosure;
- Separation and Disclosure of the Roles of Managing Director/CEO and Chairman of the Board;
- Other Management, Organization and Disclosure;
- Disclosure of Director and Executive Compensation;
- Disclosure of Fees, Benefits, Shares and/or Deferred Share Units Awarded to Directors;
- Participation by Directors in a Performance-Based Share-Related Compensation System;
- Disclosure of the Dollar Value of Shares and

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Day One - continued

- Share-Related Rights Granted to Directors;
- Director Stock Options;
- Compensation System and the Related Decision- Making Procedure;
- Internal Controls, Risk Management and Internal Audit;
- Oversight of Risk Management;
- Oversight of Internal Audit by the Audit Committee;
- Insider Administration;
- External Audit;
- Oversight of the External Auditor by the Audit Committee;
- Disclosure of the External Auditor's Fees, including Fees for Non-Audit Services;
- Communication and Disclosure;
- Disclosure of Information on Corporate Governance;
- Electronic Investor Information;
- and Other Board Advisors;
- Being Recruited to Serve on Boards;
- Boardroom Diversity;
- What Questions to Ask When Asked to Serve on a Board;
- Website Disclosure and Transparency; and
- What Distinguishes Superior from Inferior Boards: Red Flags and Best Practices.

Other topics will include:

- Information Technology, Cyber-crime, Social Media;
- Reputation and Brand Risk;
- Anti-Corruption, Bribery and Whistle-Blowing;
- Shareholder Activism, Engagement and Accountability;
- Board-Management Relations and Accountability;
- CEO Succession Planning;
- Oversight Functions and Treatment by the Board;
- Executive Compensation – Trends and Issues;
- CEO Succession and Removing Non-Performing Directors;
- The Proper Role of Board Assurance Providers

Day Two - November 22, 2013

8:00 am - 5:00 pm

Join featured speakers

- **Sylvia Groves**, President and Creative Director, Governance Studio; Nexen Assistant Corporate Secretary and CSCS Immediate Past Chair; based in Calgary Alberta
- **Janis Riven**, Adjunct Professor, John Molson School of Business, Concordia University; Past Chair, Institute of Chartered Secretaries and Administrators (ICSA), Canadian Division and Quebec Chapter; based in Montreal, Quebec.
- **David Masse**, David Masse is Assistant Corporate Secretary for CGI Group Inc., Current Chair, CSCS; based in Montreal, Quebec

As they discuss topics including:

- **Fundamentals of corporate governance**
 - o current governance issues and how to stay informed
 - o director roles and responsibilities
 - o board composition and board effectiveness
 - o board and management relations
 - o shareholder and stakeholder engagement
- **The role and duties of the corporate secretary**
 - o managing meetings, schedules, agendas, materials and minutes
 - o board logistics and communication
 - o annual meeting planning and preparation
 - o reporting channels and managing board and management expectations

- o providing advice on corporate governance issues
- **Managing and adding value to board processes**
 - o advice and resources for discharging corporate governance duties
 - o board performance, evaluation and succession planning
- **Board orientation and 'onboarding'**
 - o Managing and adding value to board processes
- **Continuous disclosure and material change reporting**
 - o Review and guidance on continuous disclosure practices
 - o When does something become material and cross the materiality threshold – relevant case law outcomes
 - o What is a material fact or a material change
 - o What is material to your financial statements

Registration now open!

Book now – the early-bird deadline is October 15th!
Visit us online at www.BSE.com.bb

Conference Rates

Your registration includes meals as indicated on the conference program and all conference material (including copies of the presentations). Please note that your registration fees do not include accommodation, travel, or airport transfers.

Email registration@bse.com.bb to begin your registration.

Early-bird Registration Until October 15th:

- BSE Members and Listed Companies: \$475 USD
- BSE Non-Members: \$575 USD

Regular Registration October 16th to November 21st:

- BSE Members and Listed Companies : \$550 USD
- BSE Non-Members: \$650 USD

A discount of 10% on the non-member rate is available to members of CSCS or ICSA

The more you register, the more you save!

First company representative – Full price

Second company representative – save 5% off registration

Third company representative – save 10% off registration

Fourth company representative (or more) – save 15% off registration

Cancellation Policy

Cancellations can be made up to November 1, 2013. All cancellations must be received by email addressed to registration@bse.com.bb and are subject to a \$50 administration fee. No credits or refunds will be given for cancellations received after November 1, 2013. Attendee name substitutions are allowed at any time. Please email registration@bse.com.bb with the new contact's information.

No liability is assumed by the BSE for changes in program date, content, speakers, venues, or cancellation of the event. Refunds will not be issued for weather related cancellations.

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REGISTRATION FORM



Registration Form

Last Name:

First Name:

Title:

Position

Company:

Address:

Telephone & Fax:

CSCS Member

 Yes No

ICSA Member

 Yes No

Email Address:

Contact Person:

Additional Attendees:

Names:

Email Address:

CSCA/ICSA

Conference Rates

Your registration includes meals as indicated on the conference program and all conference material (including copies of the presentations). Please note that your registration fees do not include hotel accommodation, travel, or airport transfers. **Invoices will be emailed to the "Contact Person" and must be paid in full before the event. Local registrants will be invoiced in BDS dollars only.****

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Hotel Accomodations

The first annual conference on Corporate Governance and Accountability is being held at the **Hilton Barbados Resort**. Rooms and rates are can be viewed [here](#). Please contact the hotel's Reservations Department - 246-426-0200 - for bookings.

Alternate hotels within close proximity can be viewed [here](#).

Questions and queries can be emailed to registration@bse.com.bb or contact Barry Blenman at 246-436-9871 ext. 131

