



GPC's 19th Annual Corporate Governance Conference
 August 20 – 23, 2017 | St. John's NFLD

Governance in times of turbulence

Draft Agenda*

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

Pre-conference: Sunday, August 20

All day	Pre-conference Optional Activities: Golf and Local tours
12:00 pm	Registration Opens
5:30 pm	First-timers Welcome Reception
6:00 pm–7:00 pm	Welcome Reception Opening Networking Reception
7pm – 9:30pm	Dine Around St. John's (optional activity)

Day One: Monday, August 21

Time	Description
7:30 am – 8:15am	Breakfast
8:15 am – 8:45 am	GPC Annual General Meeting
9:00 am – 10:15 am	<p>Opening Keynote: Helle Bank Jorgensen, <i>President, Global Compact Network Canada</i></p> <p>Helle Bank Jorgensen is a globally recognized expert on how to combine sustainable development and successful business. She is a Board Facilitator for the UN Global Compact Board Program, President of <u>Global Compact Network Canada</u>, CEO & Founder of <u>B.Accountability</u> and the chair of <u>eRevalue</u>. Building on a background as a Business Lawyer and a State Authorized Public Accountant, Helle brings more than 25 years of experience advising global companies and investors within Corporate Responsibility and Reporting. Helle has extensive experience providing strategic and operational guidance to all functions within an organization, including at the C-suite and board level.</p>

	<p>Sponsored by:</p> 
10:15 am – 10:45 am	<p>Networking Break in the Exhibitor Hall</p>
10:45 am – 12:00 pm	<p>Plenary session: Board panel: The role of the board in times of turbulence, risk and uncertainty Jo Mark Zurel, Owner, President and Corporate Director of Stonebridge Capital Inc; Susan Wolburgh Jenah, Senior Advisor, Aird & Berlis and Board member; Peter J. Dey, Chairman, Paradigm Capital; Barry Perry, President and CEO, Fortis Inc.;</p> <p>Sponsored by:</p> 
12:00 pm – 1:15 pm	<p>Networking Lunch in the Exhibitor Hall Find out how suppliers can make a governance professional’s environment more efficient. GPC’ 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>
1:15 pm – 2:15 pm	<p>Plenary Session: Key Trends and Update in Corporate Governance Best Practices 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 2017 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>Speaker: Christopher Chen, National Director, Total Rewards, Korn Ferry Hay Group</p>  <p>Sponsored by:</p>
2:15 pm – 2:45 pm	<p>Networking Break in the Exhibitor Hall</p>
2:45 pm – 4:45 pm	<p>Roundtable Discussions:</p> <ul style="list-style-type: none"> A. Subsidiary Governance B. The Board’s role in strategy and oversight C. Enhancing the profile of the Corporate Secretary D. Shareholder engagement

	<p>E. Not for Profit Organizations challenges and issues</p> <p>F. Public sector Organizations challenges and issues</p> <p>G. Proxy voting</p> <p>H. Cybersecurity</p> <p>I. How boards should address ethics, risks and integrity</p> <p>J. Role of the board when crisis hits</p>
4:45 pm	<p>End of Day One</p> <p>Free evening for delegates</p>

Day Two: Tuesday, August 22

7:30 am – 8:15 am	Breakfast in the Exhibitor Hall			
8:15 am	Opening Remarks			
8:30 am – 9:30 am	<p>Opening Plenary Keynote</p> <p>To be confirmed</p> <p><i>Sponsored by:</i></p> 			
Multiple Tracks:	Track A: Leading Practices in Governance	Track B: The Board and the Governance Professional	Track C: Critical Issues in Governance	Track D: Key Trends in Governance
9:45 am – 10:45 am	<p>Session 1A:</p> <p>Regulatory panel: Whistleblowing, Proxy system, Diversity, disclosure and more</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, that may impact your disclosure and governance processes in your organization.</p> <p><i>Panel Speakers:</i></p> <p>Pierre Tellis, Senior Legal Counsel & Chief Compliance Officer, TSX Trust</p>	<p>Session 1B:</p> <p>When the boardroom becomes a battleground - Dealing with unhealthy conflicts</p> <p>Boardrooms are often full of passionate, independent-minded, knowledgeable and outspoken individuals. Disagreements and negotiations are often unavoidable, and healthy debate is a sign of an engaged and effective board - but what happens when boardroom conflict is left unchecked and unresolved? This session will look at the common causes of conflict in the boardroom, the</p>	<p>Session 1C:</p> <p>Board Evaluation – Why Bother?</p> <p>This session will provide a better understanding of board evaluation purposes, pitfalls (and how to avoid them), board evaluation processes, tools and methods, and board evaluation outcomes. The speakers will also cover:</p> <ul style="list-style-type: none"> Survey says? You have a bunch of data, how do you affect change to continuously improve? 	<p>Session 1D:</p> <p>Privileged and Confidential. Or is it? What can you do to better protect your organization?</p> <ul style="list-style-type: none"> What happens when sensitive internal communications are now part of a lawsuit or dispute? What can you do to better protect your company? Learn what “privileged and confidential” really means and whether your normal business operations are undermining your ability to protect your company.

	<p>Company; Lara Donaldson, Director, Regulatory and Industry Affairs, Computershare; Ross McKee, Partner, Blake, Cassels & Graydon LLP</p> <p>Sponsored by:</p> 	<p>dangers of leaving conflict unattended, and will include a group discussion about the role of the Corporate Secretary in managing and coping with difficult and sensitive situations. The discussion will include:</p> <ul style="list-style-type: none"> • Boardroom Dynamics • Board Governance • Crisis Management • Overcoming Challenges <p>Speaker: Heather Laxton, Chief Governance Officer & Corporate Secretary, Wesdome Gold Mines Ltd</p>	<ul style="list-style-type: none"> • Behaving badly, how to make positive impacts on conduct and behaviour in your boardroom <p>Speakers: Rob DeRooy, Principal, Brown Governance Inc. & Tom Bursey, Senior Fellow, Corporate Governance, Centre on Governance, Faculty of Social Sciences, University of Ottawa</p>	<p>You will hear from two experienced board directors, lawyers and business executives, about the challenges that companies face when sensitive information could have been protected, but wasn't. Attendees will also receive a primer on the law of legal privilege and will walk away with a 'how-to' guide on best practices.</p> <p>Speaker: Sara Gelgor, Corporate Director Former Chief Privacy Officer, Scotiabank & Poonam Puri, Professor of Law Osgoode Hall Law School York University</p>
<p>10:45 - 11:15 a.m</p>	<p>Networking Break in the Exhibitor Hall</p>			
<p>11:15 am – 12:15 pm</p>	<p>Session 2A: Developing and Implementing an Effective Insider Trading Prevention Program Although many senior management teams and directors are well versed in the potential issues and understand trading protocols, employees who have stock-based compensation, may not and may put both themselves and the company at risk. This session will explore ways to set up a truly effective program, including communication, specific education, trading windows, trading blackouts, protocols for breaches and managing the internal processes. This session will be focussed on programs for publicly traded companies, but will also have useful information and ideas for any organization (e.g., crown or private company) that has trading</p>	<p>Session 2B: Equipping Your Board for Optimal Decision-making This session will identify and address the dynamics and components of effective decision-making with a focus on how the corporate secretary can address these in the pre-read materials provided to directors in advance of meetings. In addition this session will delve deeper into the dynamics of group decision-making and how pre-read materials can proactively address the related risks in the boardroom. The discussion will cover:</p> <ul style="list-style-type: none"> • Increasing the value of the corporate secretary to the work of the board • Positively influence the quality of board oversight through decision-making effectiveness 	<p>Session 2C: Twist on Director Independence: Defining director independence - real v. potential conflicts of interest v. independence of thought This session will provide invaluable insight and practical advice to enable participants to:</p> <ul style="list-style-type: none"> • Determine how "independence" should be defined at their respective companies • Learn of best practices for dealing with any conflict of interests • Gain a deeper understanding how to foster independent board culture • Define director independence • Obtain considerations across various company structures (e.g., for profit Corp v. NFP Co-op) <p>Speakers: Michelle Tan, Principal, Hugessen Consulting Margaret Bawden, Principal at The Osborne Group, Director at Medbuy Corp; Shona</p>	<p>Session 2D: Disclosure, governance and communication in crisis management situations: At the heart of corporate reputation This session will discuss:</p> <ul style="list-style-type: none"> • What happens when crisis hits • How does the board step in • How to manage a situation where management is facing allegations of misdeeds • The latest disclosure practices with respect to governance, engagement strategies with stakeholders (investors, consumers, public) to mitigate reputational damages • Determine level of appropriate and necessary disclosure as well as the communication challenges in crisis situations

	<p>restrictions that impact its employees or management teams because of access to undisclosed material information.</p> <p>Speaker: Sylvia Groves, President, Governance Studio Inc.</p>	<ul style="list-style-type: none"> Identifying and proactively addressing issues that undermine sub-optimal decision-making Creating tools for consistently effective and relevant group decision-making <p>Speaker: John Dinner, President, John T. Dinner Board Governance Services</p> <p>Sponsored by: </p>	<p>McGlashan, Chief Governance Officer, Mountain Equipment Co-op</p> <p>Sponsored by: </p>	<p>Speaker: Lawrence Ritchie, Partner, Osler, Hoskin & Harcourt LLP</p>
<p>12:15 pm – 1:30 pm</p>	<p>Luncheon and SURPRISE GUEST</p>			
<p>1:30 pm – 2:30 pm</p>	<p>Session 3A: From shareholder activism to shareholder engagement: trends, developments and legal updates</p> <p>This panel will discuss:</p> <ul style="list-style-type: none"> The current status of shareholder activism in Canada; The increasing trend of shareholder engagement (internationally and in Canada); What should be in your shareholder engagement policy; What do corporate secretaries and board members need to know to ensure effective engagement that is on-side with securities laws; The Impact of new takeover bid rules, for both bidders and potential targets; The role of new defensive tactics The role of (more activist) securities regulators versus role of (more deferential) corporate law; 	<p>Session 3B: The role of the board in leadership transitions: maximize return and minimize risk</p> <p>"About 40% of executives who change jobs or get promoted fail in the first 18 months." (Fortune Magazine, 2012) How can you can transform the success rate of your new leaders and keep up critical organizational momentum during the handover period?</p> <p>This session will cover:</p> <ul style="list-style-type: none"> What can your organization do today to prepare for a change in leaders Learn about critical focus areas that can enhance success. What does leadership transition planning as a system require from the Board, Organization, Leaders and Team. What is the role of the board in leadership transitions; How to maximize return and minimize risk 	<p>Session 3C: Best practices and importance of documenting mandates of oversight functions</p> <p>The importance of a clearly documented and validly approved mandate for Committees, and various Officer positions should not be underestimated. Too often these simple documents are neglected and overlooked. A well-written document that clearly sets out the roles and responsibilities of each Committee and / or oversight function / officer position is integral to ensure clear delegation of authority and accountability. Regulators also look at these documents to ensure that the proper governance framework and oversight is in place.</p> <p>In this session we will discuss the importance of these foundational documents and review a few practical and helpful tips in drafting them. This session is designed for clerks, or assistant corporate secretaries who are tasked with drafting these mandates and presenting them to the Board for approval. It will include</p>	<p>Session 3D: Best practices in implementing ESG in a governance framework</p> <p>Investors globally are increasingly integrating material Environmental, Social and Governance (ESG) issues into their investment processes and their engagement with issuers and this is creating a shift landscape regarding fiduciary duty. Given, the Corporate Secretary has a key role to play regarding the disclosure of these material ESG issues and is the conduit through which Investor Relations, Communications, and Sustainability teams communicate with the board, this panel will discuss how they are experiencing this shifting landscape and practical ways to implement ESG within a governance framework.</p>

	<ul style="list-style-type: none"> • What can boards, directors & management do to defend themselves against a hostile takeover. • The latest on plans of arrangement in Canada • When do you need a fairness opinion from your financial advisor? • When do you need two fairness opinions? • When do you need an independent committee of directors to review a transaction? <p><i>Panel Speakers:</i> Poonam Puri, Professor and Affiliated Scholar, Osgoode Hall and Davies; Jennifer Longhurst, Partner, Davies Ward Phillips & Vineberg LLP; Amy Freedman, Chief Executive Officer, Kingsdale Advisors</p> <p>Sponsored by:</p>  	<ul style="list-style-type: none"> • The critical interface between the outgoing/incoming leader and the board • Why leadership transitions fail and how boards and management can apply practical solutions • How to start leadership transition planning now - before a departure decision is made • How to ensure leadership transition preparedness when your organization faces an emergency departure <p><i>Speaker:</i> Jane Halford, Co-Founder, BOLT Transition Inc.</p>	<p>practical tips and templates. This practical, hands-on session will review:</p> <ul style="list-style-type: none"> • Clear drafting tips • Emphasis on need to document governance framework clearly • Template mandates • Documenting mandates of oversight functions • Documenting clear authority, responsibilities and accountability • Things to remember to keep your regulator happy <p><i>Speaker:</i> Christine Thomas, AVP, Legal Services & Governance, MD Financial Management Inc</p>	<p>Speakers: Milla Craig, Founder and President, Millani; Bindu Dhaliwal, Associate General Counsel & Director, Environmental, Social and Governance, Legal, Corporate & Compliance Group, BMO Financial Group; Charles Canfield, Principal Corporate Governance Officer, International Finance Corporation; Carmel Bellamy, Corporate Secretary and Senior Director, Governance, Member & Co-operative Relations, The Co-operators</p>	
2:30 pm – 3:00 pm	Networking Break in the Exhibitor Hall				
3:00 pm – 5:00 pm	<p>Workshop A: Not for profit strategy and governance and a case study on how the CBA changed their governance structure using Participative Design</p> <ul style="list-style-type: none"> • Gain a deeper understanding of the context facing non profits, charities and similar organizations 	<p>Workshop B: Trends in separation of board governance (stewardship) and operational management</p> <p>Many corporations now are tending to COMPLETELY separate the board from having management representatives thereon to ensure there is no conflicts of interest and to ensure the board can provide</p>	<p>Workshop C: Oversight Responsibilities of Public Sector Boards</p> <p>This session will focus on the unique governance issues faced by crown corporations, agencies, boards and other distributed governance ('arms length') government organizations.</p> <p>Participants will gain a better understanding of governance in the public sector, including</p>	<p>Workshop D: Board Primer: Dealing with Bribery and Corrupt Practices</p> <p>This hands on session will deal with the issues surrounding compliance within the regulatory environment for different kinds of organizations.</p> <p>A hands on and interactive session, topics will include:</p> <ul style="list-style-type: none"> • Assessing the risks 	

	<ul style="list-style-type: none"> • Take away insights into strategic questions about the board and top executives will need to confront in your organization • Understand the role of networks in a digital future and the possible advantages of mergers as a strategic option • Explore a case study to examine how the CBA changed their governance structure using Participative Design. • What characteristics made this methodology successful for this project? • What were the outcomes? • What were the lessons learned? <p><i>Speakers:</i> Tim Plumptre, President, <i>Tim Plumptre & Associates Inc.</i>; Cathy Cummings, Executive Director, <i>Canadian Corporate Counsel Association (CCCA)</i>; Louise Pauze, Principal, <i>Happico consulting</i></p>	<p>objective stewardship over the corporation.</p> <p>For example, many boards are no longer appointing the CEO as a board member. Many are also having the Corporate Secretary be an independent contractor to the board. As well, many CS (who are General Counsel usually have a dual reporting to the CEO (in their capacity as GC) and the Chair (in their capacity as CS)</p> <p>The session will discuss:</p> <ul style="list-style-type: none"> • How conflicts of interest issues could arise in the role of corporate secretary who reports to both the chair and a CEO. • How boards can ensure that they provide effective stewardship over the corporation. <p><i>Speaker:</i> RJ Falconi, Managing Director, <i>RayleeValleyGroup</i></p>	<p>the interdependencies and interactions among governmental institutions that are essential to making the system work effectively, foster improved transparency, accountability and stewardship.</p> <p>The discussion will focus on:</p> <ul style="list-style-type: none"> • Challenges faced by public sector Boards of Directors and corporate secretaries • Appointment process challenges, given a political context • Evaluating public sector Boards • Public scrutiny (media, Auditor General reports, • Other audits/reviews by government) • Importance of rigorous oversight by Boards of Directors in a public sector environment <p><i>Panel Speakers:</i> Krystyna Kott, Chief Internal Auditor, <i>Ontario Securities Commission</i>; Laura Edgar, <i>Institute on Governance</i>; Maria Capozzi, Principal, <i>Governance, Office of the Auditor General (MB)</i></p>	<ul style="list-style-type: none"> • What is your organization's exposure? • Setting up a compliance program • Training, training, training • Knowledge of the regulatory environment : UK, Canada and US • How to assess risk in your organization • How to develop a compliance and training program <p>Speaker: Janis Riven, <i>Governance & Compliance Solutions</i></p>
<p>6:30 pm – 11:30 pm</p>	<p>Closing Dinner: ‘Rally in the Alley ‘ on George Street St. John’s has more bars and pubs per capita than any other city in Canada and most of them are located on the infamous George Street. This evening, GPC delegates will get to experience the famous nightlife of downtown St. John’s, as well as key local cultural experiences of Newfoundland Culture: song, dance, food and drink. The night will be capped by a live local dance band. This is an experience not to be missed!</p> <p><i>Sponsored by:</i></p> 			

Time	Session/Description		
7:30 am – 8:30 am	Breakfast		
8:30 am – 8:45 am	Conference Recap		
8:45 am – 10:00 a.m.	<p>Human Rights: The Next Governance Frontier: Emerging issues, legal requirements and best practices on how to engage with domestic indigenous communities and with foreign cultures</p> <p>A new frontier is emerging in governance, driven by global activities, supply chains, and emergent international norms: Human Rights as a governance concern. In the age of social media, human rights missteps by you, your suppliers, or your customers can explode into public relations and governance crises at unprecedented speed. A purely domestic business, or a seemingly uncontroversial product or service, is no guarantee of immunity.</p> <p>This session will: provide an overview of the international, and national, laws, treaties, codes of conduct - the "hard" and "soft" law - that creates ever-expanding human rights expectations for organizations. Through notable examples, it will highlight the risks that businesses may face in the area. It will provide examples of the sorts of solutions that can be adopted - and the governance practices that revolve around those - to foreclose risks that, today, many organizations do not even realize they face.</p> <p>Panelists will also discuss:</p> <ul style="list-style-type: none"> • Recognizing potential human rights issues in their organization's operations (including supply chains). • An appreciation of the various sources of obligations or expectations that can be seized upon by critics in the area. • A framework to consider solutions, including governance approaches, to risks in the area. • Tips and tactics for effectively engaging with First Nations <p>Moderator: <i>Geoffrey D Creighton, In-House Counsel Worldwide, Immediate Past-President and Chair, CCCA</i></p> <p>Panelists: <i>Gordon Currie, EVP and Chief Legal Officer, George Weston Limited (Toronto)</i> <i>Maryantonett Flumian, President, Institute of Governance</i> <i>Brent Bergeron, Executive Vice President, Corporate Affairs and Sustainability, of Goldcorp Inc</i></p> <p>Sponsored by:</p> 		
10:15 am – 11:30 am	<p>Session 4A: New Trends in Boardroom Diversity & Ontario's New Diversity Regime</p> <p>This session will focus as much on board composition, highlighting skills, diversity, peer review, and term limit best practices, as well as:</p>	<p>Session 4B: Benchmarking Corporate Governance</p> <p>Organizations are moving beyond compliance with regulatory requirements and seeking to adopt best practices in Corporate Governance. This session will explore the following questions:</p>	<p>Session 4C: Cybersecurity: Canadian Governance Requirements, the Board's role and what to do in case of a cyber breach</p> <ul style="list-style-type: none"> • Pre-Breach: What is the board mandate? • Statutory/Regulatory frameworks:

	<ul style="list-style-type: none"> • Board renewal best practices • Diversity policy best practices • Director competency and peer review best practices <p>Speaker: Dr Richard Leblanc, Associate Professor, Law, Governance & Ethics York University</p>	<ul style="list-style-type: none"> • What does it mean to have adopted the highest standards in corporate governance? • What are the best practices that you should benchmark against? • How can you move the dial? • What are stakeholders' expectations and how will they evolve? • What are the consequences of not adopting best practices? <p>Moderator: Brigitte K. Catellier, VP, Associate General Counsel & Corporate Secretary, Sun Life Financial</p> <p>Speakers: Catherine McCall, Director of Policy Development, Canadian Coalition for Good Governance; Judy Cotte, V.P. & Head, Corporate Governance & Responsible Investment, RBC Global Asset Management; Matt Fullbrook, Manager, Clarkson Centre for Board Effectiveness; Rotman School of Management</p>	<ul style="list-style-type: none"> ○ PIPEDA / Provincial Privacy Legislation ○ Criminal Code ○ CASL (Anti-Spam) ○ OSFI / CSA / Case law <ul style="list-style-type: none"> • Governance Framework and key questions • Preparing for a breach situation • Post-Breach: Board role and lessons learned <ul style="list-style-type: none"> ○ Important board obligations during a breach ○ Executing your plan for different scenarios ○ Legal & forensic considerations • Q&A <p>Speakers: Maryann S. Besharat, Director, Legal & Compliance, Intact Financial Corporation; Jeffrey Powell, CEO, GGS (Global Governance Software); Richard Wilson, Partner, Cybersecurity & Privacy, PWC</p>
11:15 am	End of Conference		