



# SUBSIDIARY GOVERNANCE: CREATING EFFECTIVE FRAMEWORKS FOR A NEW WORLD

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Wednesday, October 14, 2020 | 10:00 am - 4:00 pm  
Webinar

Subsidiary governance has moved from an emerging area to one of increased global focus for many organizations as:

- Courts worldwide are weighing the idea of piercing the corporate veil to administer justice in response to an evolving tort of human rights abuse.
- Regulators are showing an increasing interest in parent company accountability and management liability for subsidiary oversight.
- Parent company boards must find the right balance between the parent company's need to set group strategy and coordinate group oversight, while respecting the legal duties of subsidiary directors.

As businesses become more complex understanding how to achieve, a thoughtful and effective subsidiary governance framework is critical.

Join GPC and some of the leading practitioners and academics for this important one day event, and learn more about how to build an effective subsidiary governance framework in your organization.



# Agenda

10:00 – 10:05 am

## Opening Remarks

**Ann Marie McGovern**, Associate General Counsel, Subsidiary Governance (Canada & International), BMO Financial Group

10:05 – 10:35 am

## Roundtable Discussion

Join your fellow conference participants for a roundtable discussion on key governance priorities and challenges, and what you hope to learn from this conference.

**Facilitator: Neil Puddicombe**, Associate General Counsel, Bank Board Governance, BMO Financial Group

10:40 am – 11:30 am

## How Parent Boards oversee the Organization Chart, Activities of their Subsidiaries and Manage Foreign Subsidiary Boards

Engage in a conversation with seasoned professionals on topics such as: how can an organization control the creation and dissolution of their subsidiaries and implement organizational strategy, policies and procedures downstream.

**Moderator: Neil Puddicombe**, Associate General Counsel, Bank Board Governance, BMO Financial Group

**Panelists: Nizam Hasham**, Assistant Corporate Secretary, Canadian Pacific Railway Limited; **Matthew Langford**, Corporate Secretary and Corporate Counsel, SSR Mining Inc.; **Patricia Osoko**, Special Advisor, Simplex Legal LLP

11:40 am – 12:30 pm

## Director and Officer Duties, the Corporate Veil and Preserving Privilege in Minutes

Join leading governance experts in a discussion on what is likely the most difficult issue in the world of subsidiary governance – preserving the corporate veil. Topics include emerging trends in director and officer liability through the case law and new regulations, and how legal privilege can be maintained to protect the board.

**Speakers: Poonam Puri**, Professor, Osgoode Hall Law School, Affiliated Scholar, Davies Ward Phillips & Vineberg LLP

12:30 pm to 1:00 pm

## Break/Lunch

1:00 pm – 2:00 pm

## Creating a Subsidiary Governance Framework

Every organization that has subsidiaries should have a subsidiary governance framework; but where do you begin? The panel will discuss what should be in a subsidiary governance framework, choosing between centralized versus de-centralized subsidiary governance models, assessing the complexity of subsidiary needs, selecting directors and officers, and putting pen to paper.

**Moderator: Ann Marie McGovern**, Associate General



Counsel, Subsidiary Governance (Canada & International),  
BMO Financial Group

**Panelists:** **Rummy Basra**, Assistant Corporate Secretary,  
ATCO Group; **Jennifer Bennett**, Managing Director  
& Associate General Counsel, Office of the Corporate  
Secretary, Bank of America Corporation; **Annie Laurenson**,  
Corporate Secretary, Lundin Mining Corporation

2:10 pm to 3:10 pm

### **Creating a Culture of Ethics, Environmental and Social Governance at the Subsidiary Level**

Your organization may talk the ESG talk, but does it walk the  
ESG walk? Learn how to implement and embed ESG best  
practices throughout subsidiary structures.

**Moderator:** **Michael Torrance**, Chief Sustainability Officer,  
BMO Financial Group

**Panelists:** **Charles T. Canfield**, Principal Corporate  
Governance Officer, International Finance Corporation,  
World Bank Group; **Kellie Johnston**, Of Counsel , Norton  
Rose Fulbright Canada LLP / S.E.N.C.R.L., s.r.l.

3:20 pm to 3:50 pm

### **Roundtable Discussion**

Join your fellow conference participants for a wrap up  
roundtable discussion to identify what you have learned  
from the conference and opportunities you have identified  
to address your own governance issues in practical and  
impactful ways.

**Facilitator:** **Jon Berardinelli**, Managing Director, Americas,  
Computershare Governance Services

3:50 pm to 4:00 pm

### **Closing Remarks**

**Lynn Beauregard**, President, Governance Professionals

of Canada; **Ann Marie McGovern**, Associate General  
Counsel, Subsidiary Governance (Canada & International),  
BMO Financial Group

**Event Sponsor:**

The logo for Computershare, featuring a stylized 'C' icon followed by the word 'Computershare' in a purple, sans-serif font.



## Venue: Webinar Only

There will be no physical venue for this event. We will be hosting this session online only, via Zoom.

## Audience

This one day conference will be of interest to you if you are a:

- general counsel of a parent company with subsidiaries
- Legal counsel to a subsidiary entity
- Compliance officer in a multi-entity organization
- Executive on the board of a subsidiary company
- Corporate secretary of a parent or subsidiary board
- Comptroller or CFO responsible for inter-company transfers
- Accountant responsible for tax planning
- Internal or external auditor reviewing the internal controls of a multi-layered enterprise

## Pricing

WEBCAST GPC Member – \$350 + GST = \$367.50

WEBCAST GPC Partner – \$400 + GST = \$420.00 [Registration code required]

WEBCAST Non Member – \$550 + HST = \$577.50

Register here: [www.gpcanada.org/event-3376365](http://www.gpcanada.org/event-3376365)

## About GPC

GPC's mandate is to be the voice of governance professionals in Canada. Its members deal with all matters affecting corporate governance, from board and committee processes, management and structure, disclosure, stakeholder engagement, legal and corporate compliance, as well as issues crucial to boards, their accountability and oversight. As such, GPC strives to provide valuable and timely information on recent changes and developments which affect our members – in all industries and sectors (listed, private, public, crown, not for profit, etc). Our members include professionals with positions such as Corporate Secretary, Corporate and General Counsel, Manager Corporate Governance, VP/Director/Officer Compliance, Risk, Legal or Regulatory Affairs, Associate/Assistant Corporate Secretary and Board Administrator, CEO, CFO, Board Chair, Director, Committee Chairs.



802 - 21 St. Clair Ave E  
Toronto, ON M4T 1L9  
[events@gpcanada.org](mailto:events@gpcanada.org)  
[www.gpcanada.org](http://www.gpcanada.org)  
[@GovProCanada](https://twitter.com/GovProCanada)