GOVERNANCE, RISK AND ETHICS: A New Age of Accountability
Montréal, QC • August 16-19, 2015

To register today or for more information, visit
www.cscs.org/AnnualConference
Governance, Risk and Ethics: A New Age of Accountability

The complexity of corporate governance requirements in law and practice continues to grow and, in turn, so does the role of governance professionals. Issues and matters arise that require individuals to draw upon a wide range of knowledge and industry principles, and the Canadian Society of Corporate Secretaries (CSCS) is that leading resource.

The CSCS Annual Corporate Governance Conference, now in its 17th year, provides a forum for networking and an invaluable opportunity to exchange ideas, discuss current challenges and exchange best practices.

The conference committee challenged itself this year to create a program that delved deep into hard hitting issues and trends, but also tackled bigger ideals of risk and ethics and accountability. CSCS is accustomed to showcasing governance success stories, but what about the other end of the spectrum? What about governance gone wrong? What can we, as governance professionals, learn from the errors and failures of others?

This year's conference theme, Governance, Risk and Ethics: A New Age of Accountability, brings together leading governance experts and practitioners to provide a perspective on both sides of governance. Our featured keynote speakers include: Andrew Fastow, former Chief Financial Officer of Enron Corp. who will provide a unique perspective on one of the most notable failures of governance; Jean Charest, former Leader of the Québec Liberal Party and current Partner at McCarthy Tétrault LLP, will offer his insight on corporate Canada and its international governance presence; and Dr. Yvan Allaire, Executive Chair of the Board, Institute for Governance of Private and Public Organizations (IGOPP) and professor of strategy at Université du Québec à Montréal (UQAM), will provide a new perspective on a range of controversial issues discussing the current challenges in Québec and Canada.

With the concurrent streamed content, CSCS wants you to consider shareholder engagement, board composition, anti-corruption compliance, succession planning and innovative technology. Our goal is to have you discuss, analyze and even debate all of these issues – and more!

In addition to our core content programming, CSCS also offers a day of pre-conference activities. Come with your family and friends to enjoy local Montréal activities (see page 13 for more details).

We look forward to hosting you in Montréal as we connect and learn with governance professionals across Canada.

Lynn Beauregard
President
lynn.beauregard@cscs.org

Tina Hutchinson
Director, Conference & Sponsorship
conference@cscs.org

Professional Accreditation

Every year CSCS attains accreditation for the conference programming. The number of CPD hours for the conference program are only approved once the agenda has been finalized (typically in May).

Accreditation details will be posted at www.cscs.org/ACGC_agenda once the credit information becomes approved.

Conference at a Glance

Pre-Conference
Sunday, August 16, 2015
  - Golf and Optional Tours
  - First-timers’ Welcome Reception
  - Opening Reception, Dinner and Excellence in Governance Awards Ceremony

Day One
Monday, August 17, 2015
  - Annual General Meeting
  - Keynote and Plenary Sessions
  - Open Exhibitor Hall
  - Workshops: Choice of 5
  - Free evening for delegates

Day Two
Tuesday, August 18, 2015
  - Opening Plenary Session
  - Concurrent Sessions:
    - Track A: Critical Issues in Governance
    - Track B: The Board and the Corporate Secretary
    - Track C: Compliance, Risk and Ethics
  - Roundtable Discussions
  - Casual Evening: Reception, Dinner and Entertainment

Day Three
Wednesday, August 19, 2015
  - Closing Keynote Panel
  - Concurrent sessions: Choice of 3
Yvan Allaire, PhD (MIT), FRSC
Executive Chair of the Board, Institute for Governance of Private and Public Organizations (IGOPP); Professor Emeritus, Department of Strategy, Social and Environmental Responsibility, Université du Québec à Montréal (UQAM)

Dr. Yvan Allaire has been a professor of strategy for many years, publishing many award-winning articles on strategy and governance. He is also the author of several IGOPP policy papers, which offer new perspectives on a range of controversial issues and his conference session will discuss “Where are we heading” with governance challenges and best practices in Canada.

David R. Beatty, CM, OBE, MA, CFA
Conway Director, Clarkson Centre for Business Ethics and Board Effectiveness, Rotman School of Management

Mr. Beatty is an experienced businessman in Canada and abroad. He spent a decade managing one of North America’s largest food companies. Over his career he has served on 35 different boards in Canada, America, Mexico, Australia and England and been chairman of 8 public companies. He will join Dr. Yvan Allaire in discussing governance challenges and best practices in Canada.

Peter Dey
Chair, Paradigm Capital Inc.

Peter Dey is currently the Chair of Paradigm Capital Inc. He was most recently a Partner at Osler, Hoskin & Harcourt LLP specializing in corporate board issues and mergers and acquisitions.

Peter is responsible for the Dey Report, a response to the growing demand from governance professionals for a forum of like-minded individuals. CSCS formed around the time the Dey Report was issued and considers Peter Dey to be the “godfather of Canadian governance” even naming one of the Excellence in Governance Awards after him. Peter will provide additional insight to governance challenges and best practices in Canada.

Stéphane Rousseau
Affiliated Scholar, Stikeman Elliott LLP; Professor, Faculty of Law, Université de Montréal

Stéphane Rousseau is an affiliated scholar with Stikeman Elliott, LLP and a professor in the Université de Montréal’s Faculty of Law where he holds the position of Chair in Governance and Business Law. He teaches and does research in corporate law, corporate governance and capital markets law. Stéphane will offer his perspective on the governance challenges and best practices in Canada.
Andrew Fastow was the Chief Financial Officer of Enron Corp. from 1998 to 2001. In 2004, he pled guilty to two counts of securities fraud, and was sentenced to six years in federal prison. He completed his sentence in 2011 and now provides litigation support at a law firm, and he consults with directors and management of public companies on how best to identify potentially critical finance, accounting, compensation and cultural issues.

Despite today’s more regulated and enlightened business environment, we continue to witness “Enron-esque” failures of corporate governance. As Enron’s former CFO, Mr. Fastow will make observations about how the ambiguity and complexity of laws and regulations breeds opportunity for problematic decisions and will discuss what questions corporate directors, management, attorneys and accountants should ask in order to ensure that their companies not only follow the rules, but uphold the principles behind them.

Richard Leblanc, CMC, BSc, MBA, LLB, PhD
Associate Professor, Law, Governance and Ethics, Faculty of Liberal Arts and Professional Studies, York University

Professor Richard Leblanc is an award-winning teacher, researcher, consultant, lawyer and specialist on boards of directors. He is a former recipient of Canada’s Top 40 Under 40™ award, was recently chosen as one of the top five university teachers in Ontario, and was named to Canadian Who’s Who. His research has been used by regulators, investors, hedge funds and boards. Dr. Leblanc will moderate Andrew Fastow’s session and also provide expertise to the closing panel discussion “Corporate Oversight: Building a Strong Framework for Ethics.”

Individual tickets for non-conference attendees are available for this keynote lunch. See page 12 for details.
Pre-Conference: Sunday, August 16

5:00 pm
First-timers’ Welcome Reception

6:00 pm
Welcome Reception and Exhibitor Hall Opening

Come meet your conference sponsors and exhibitors! Mix and mingle with your fellow delegates and potential Excellence in Governance Award winners.

Dinner and Third Annual CSCS Excellence in Governance Awards Ceremony

7:15 pm

The CSCS EG Awards recognize the important contribution governance professionals make in terms of best practices that build and sustain shareholder and stakeholder value. The awards underscore the critical role that good governance plays in sustaining the value of Canada’s public companies, crown corporations, government agencies, and not-for-profit organizations, contributing to the competitiveness of Canada’s economy and its capital markets.

Keynote Address: Jean Charest, Partner, McCarthy Tétrault LLP

Emcee: David R. Beatty, CM, OBE, MA, CFA, Conway Director, Clarkson Centre for Business Ethics and Board Effectiveness, Rotman School of Management

CSCS will recognize winners in the following award categories:

- Best sustainability, ethics and environmental governance program
- Best use of technology in governance, risk and compliance
- Best approach to board and committee support, sponsored by: SpencerStuart
- Best stakeholder engagement by a governance team, sponsored by:
- Best practices to enhance boardroom diversity, sponsored by:
- Best overall corporate governance, sponsored by:
- Joyce Borden-Reed CSCS distinguished contribution award, sponsored by: CSCS
- Best practices in strategic planning, oversight and value creation by the board, sponsored by: OSLER
- Best approach to board and committee support, sponsored by: HayGroup
- Best overall corporate governance, sponsored by:
- Best stakeholder engagement by a governance team, sponsored by:
- Best practices to enhance boardroom diversity, sponsored by:
- Best sustainability, ethics and environmental governance program
- Best use of technology in governance, risk and compliance
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- Best approach to board and committee support, sponsored by: HayGroup
- Best stakeholder engagement by a governance team, sponsored by:
- Best practices to enhance boardroom diversity, sponsored by:

CSCS Excellence in Governance Awards brochure printing courtesy of: RR DONNELLEY

Single and Corporate Table tickets are available for this event. See page 12 for details.

Keynote:

Jean Charest
Partner, McCarthy Tétrault LLP

Jean Charest is the former leader of the Québec Liberal Party and current Partner at McCarthy Tétrault LLP. He offers great insight on public policy, corporate Canada and international matters. With a public service career spanning almost 30 years, Jean Charest is one of Canada’s best known political figures and will be speaking at the Excellence in Governance Awards ceremony.
Monday, August 17

7:30 am – 8:30 am
Breakfast

8:30 am – 8:50 am
CSCS Annual General Meeting

8:50 am – 9:00 am
Welcome Remarks

9:00 am – 10:15 am
**Opening Keynote: Governance Challenges and Best Practices in Canada: Where Are We Heading?**

**Introduction:** Eleanor Fritz, Director, Compliance and Disclosure, Toronto Stock Exchange

**Panelists:** Dr. Yvan Allaire, Executive Chair of the Board, Institute for Governance of Private and Public Organizations (IGOPP); Professor Emeritus, Department of Strategy, Social and Environmental Responsibility, Université du Québec a Montréal (UQAM); Peter Dey, Chair, Paradigm Capital Inc.; Stéphane Rousseau, Affiliated Scholar, Stikeman Elliott LLP and Professor, Faculty of Law, Université de Montréal

**Moderator:** David R. Beatty, Conway Director, Clarkson Centre for Business Ethics and Board Effectiveness, Rotman School of Management

**Sponsored by:**

10:15 am – 10:45 am
Break in the Exhibitor Hall

10:45 am – 12:00 pm
**Plenary Session: A Discussion with the Excellence in Governance Awards Judges**

**Moderator:** Brendan Sheehan, Founder and President, The Illawong Group

**Speakers:** Geoffrey D. Creighton, President, In-house Counsel Worldwide; Gigi Dawe, Principal, Risk Oversight and Governance, National Practice Leader, Governance Strategy and Risk, CICA; Sylvia Groves, President and Creative Director, Governance Studio; Richard Leblanc, Associate Professor, Law, Governance and Ethics, Faculty of Liberal Arts and Professional Studies, York University

**Sponsored by:**

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

1:15 pm – 2:15 pm
**Trends in Corporate Governance Best Practice**

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 2015, we surveyed 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. Christopher will provide his insights into executive pay practices, effectively mitigating risk and succession planning and assessments.

**Speakers:** Christopher Chen, National Director, Executive Compensation and Rewards, Hay Group

**Sponsored by:**

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

2:45 pm – 4:45 pm - Concurrent Sessions

**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 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 cyber crime, are considerations which must be examined every year.

**Speaker:** Steve Mallory, President and CEO, Directors Global Insurance Brokers Ltd., Chair Governance, Risk & Strategy – Board of VIA Rail Canada

Register today at [www.cscs.org/AnnualConference](http://www.cscs.org/AnnualConference)
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 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 materials and make 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.

You will:
- learn how to confidently advise business partners on writing reports and make presentations to the board
- gain an enhanced understanding of board processes and procedures and how to streamline processes to drive value
- be introduced to tools to develop standardized and consistent board material

Speakers: Stuart McKellar, General Counsel, Vice President Properties, Legal and Corporate Secretary, ATB Financial; Deborah Polny, Assistant General Counsel, ATB Financial

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 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.

You will:
- gain an understanding of a new approach to how a board can more effectively undertake its work
- be equipped to make a case for change with their boards
- be provided with a roadmap for managing needed change in the boardroom
- be provided with practical examples of what will characterize a branded board

Speaker: John T. Dinner, President, John T. Dinner Board Governance Services

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 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.

The information presented will include:
- 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

Speakers: Kevin West, Founder, Sky Law Professional Corporation; Catherine Gordon, President and Founder, Simple Logic; John Truzzolino, Managing Director, Business Development, RR Donnelley

Sponsored by: RR DONNELLEY

Workshop E: Anti-Corruption Compliance: Protecting your Company

Learn best practices to protect the corporation from corporate criminal liability, reputational risk 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 anti-corruption 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.

Speakers: Stéphane Eljarrat, Partner, Investigations & White Collar Defence, Taxation and Litigation Practices, Davies Ward Phillips & Vineberg LLP; Sara Gelgor, Vice President, Enterprise Programs and Chief Privacy Officer, Scotiabank; Gabriel Querry, Partner, Investigations & White Collar Defence, Taxation and Litigation Practices, Davies Ward Phillips & Vineberg LLP; Ame Sandhu, BA, MA, LLB, Group Compliance Officer, Power Sector, SNC Lavalin

Sponsored by: Davies
Tuesday, August 18

7:30 am – 8:15 am

Breakfast in the Exhibitor Hall

8:15 am – 8:30 am

CCGG Gavel Awards Presentation

Sponsored by: Canadian Coalition for Good Governance

8:30 am – 9:45 am

Opening Plenary: The Chief Governance Officer: The New Role of the Corporate Secretary

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. This session explores how to strengthen the relationship of the CEO, chair and corporate secretary triad by delving into role contribution and how to establish practices and processes to enhance governance at that boardroom table. We delve into emergent practices making a positive impact in the boardroom and on the success of Canadian organizations, including:

- how the corporate secretary is a key contributor to strong board performance
- 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

Introduction: Lara Donaldson, Director, Regulatory and Industry Affairs, Computershare

Moderators: Carrie Mandel, Partner, Legal, Compliance and Regulatory Practice; Kirby Chown, Former Ontario Regional Managing Partner, McCarthy Tetrault LLP

Panelists: Lyne Bouchard, Professor, School of Management, Université Laval; Elizabeth Watson, QC, President, WATSON Advisors Inc.; Brigitte K. Catellier, Corporate Secretary and Head of Governance, HSBC Bank of Canada

Sponsored by: Computershare

10:00 am – 11:00 am - Concurrent Sessions

Track A: Critical Issues in Governance

Session 1A: Shareholder Engagement: Considerations, Challenges and Lessons Learned

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:

- 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

Speakers: Michelle Tan, Principal, Hugessen Consulting Inc.; Anna Tudela, Corporate Secretary, Goldcorp Inc.; Bassem Shakeel, Vice President & Corporate Secretary, Magna International; Catherine McCall, Director of Policy, Canadian Coalition for Good Governance (CCGG); John Roe, Head of Advisory and Client Services, ISS Corporate Solutions (ICS)

Sponsored by: HUGESSEN CONSULTING

Track B: The Board and the Corporate Secretary

Session 1B: Emerging Roles of Nominating and Corporate Governance Committees in North America

Nearly one-third of public company directors in a recent PWC study felt that one or more of their fellow directors should be replaced while 60% in another study found their board evaluation process only “somewhat effective”. Traditional approaches to both director recruitment and board evaluation are undergoing dramatic change with board diversity, tenure and director performance management all in the governance spotlight. Governance committees have an opportunity to lead the way for their boards in both of these critical areas.

This session will offer some fresh ideas and approaches, drawing on the Conference Board of Canada white paper “Board and Director Evaluation in the 21st Century” (May 2015) and new research on board composition and director recruitment currently underway with governance committee chairs in both Canada and the United States.
Track C: Compliance, Risk and Ethics

Session 1C: How to Set Up a Whistle Blower Hotline

This session will explore the options available to organizations considering the initial introduction of a whistle blower 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.

Information provided includes:
- items to be considering when getting ready to launch a whistle blower system
- other policies and codes that need to be developed to support a whistle blower system
- types of reporting to develop as a result of this program
- measuring success

Speaker: Shannon Walker, President, WhistleBlower Security

12:00 pm – 1:15 pm

Lunch and Keynote Address: Governance Gone Wrong

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.

Moderated by: Dr. Richard Leblanc, Associate Professor, Law, Governance and Ethics, Faculty of Liberal Arts and Professional Studies, York University

Speaker: Andrew Fastow, former Chief Financial Officer, Enron Corporation
1:15 pm – 2:15 pm - Concurrent Sessions

Track A: Critical Issues in Governance

Session 2A: CEO Succession Planning

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:
• learn the importance of leadership and incorporating CEO succession into leadership development
• gain an understanding of 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

Speakers: Paul Gryglewicz, Managing Partner, Global Governance Advisors; David Gibbons, Managing Principal, Korn/Ferry

Sponsored by: KORN FERRY

Track B: The Board and the Corporate Secretary

Session 2B: Board Presentations: What Directors Want

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 fulfill 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 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:
• enhancing the board/management relationship
• directors’ perspectives about board presentations including common complaints and concerns
• various techniques to deliver on director expectations

Speakers: Sari Diamond, Board Governance Advisor; Gigi Dawe, Principal, Corporate Oversight and Governance, CPA Canada

Track C: Compliance, Risk and Ethics

Session 2C: Innovative Technology Supporting Risk-Based Subsidiary Governance and Oversight

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 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:
• 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

Speakers: Gina Zapras, Subsidiary Governance Officer, Royal Bank of Canada; Merrilee Kiernander, Subsidiary Governance Officer, Royal Bank of Canada

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

3:15 pm – 4:45 pm - Roundtables

This year the Roundtables will be ‘true’ roundtables where small, informal, themed group discussions will give attendees the opportunity to exchange information, discuss best practices and network with others around a number of pre-identified issues. Our moderators will lead the conversation and all attendees are encouraged to share their stories and experiences. Register for your most top of mind issue or for a relevant industry group:

Board Diversity • Cyber Security • Proxy voting • Executive Compensation and Say-on-Pay • Shareholder Engagement • Subsidiary Management • Governance & Nomination Committees • Private Firm Issues • Crown Corporation Issues • Not-for-Profit Organization Issues • Discussion Francophone: Reconstruire la confiance dans les entreprises au Québec

6:30 pm – 11:00 pm
Reception, Dinner and Entertainment
Wednesday, August 19

8:30 am – 8:45 am
Conference Recap and Closing Remarks

8:45 am – 10:00 am

Closing Keynote: Corporate Oversight Building a Strong Framework for Ethics

Moderator: Tyler Hodgson, Partner and National Leader of the White Collar Crime and Regulatory Compliance and Investigations Group, Borden Ladner Gervais LLP

Speakers: Dr. Richard Leblanc, Associate Professor, Law, Governance & Ethics, Faculty of Liberal Arts & Professional Studies, York University; Carol Buckton, Lead Regional Compliance Officer, Siemens Canada

10:00 am – 11:30 am - Concurrent Sessions

Track A: Critical Issues in Governance

Session 3A: Best Practices Respecting Improving Gender Diversity on Boards and Senior Management

The focus of the session is on best practices respecting improving gender diversity on company boards and senior management. Discussion will include:

- 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
- 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

Speakers: Andrew J. MacDougall, Partner, Osler, Hoskin & Harcourt LLP; Deborah Rosati, Corporate Director and Co-founder, Women Get On Board; Phyllis Yaffe, Chair of the Board, Cineplex Inc.; Karen McCarthy, Vice-President, Associate General Counsel & Secretary, Royal Bank of Canada

Sponsored by: Osler, Hoskin & Harcourt LLP

Track B: The Board and the Corporate Secretary

Session 3B: Board Composition: Competence, Diversity and Strategic Alignment to Optimize Performance

The face of today’s board of directors is rapidly changing. In order to navigate the critical issues and position itself for the future, boards must ensure they have the right composition, the relevant people and inclusive practices.

This session is packed with new and insightful information to help guide your board in how boards should be constructed and recruited. You will learn about:

- board matrix processes to ensure strategic competency mix and to leverage it for diversity
- board renewal and succession planning – objections and roadblocks and how to become more proactive in self-governing
- recruiting the best possible director – why the way boards are recruited needs to change
- diversifying the board–utilizing objective and merit-based practices to diversify the board while ensuring competence is paramount

Speaker: Mary Beth Vitale, CEO and Principal, Pellera LLC, Gillian Lansdowne, Founder, Lansdowne Board Intelligence Inc.

Sponsored by:

Track C: Compliance, Risk and Ethics

Session 3C: Cybersecurity and Cyber Espionage: What are the Legal Duties of the Board of Directors?

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. Cybersecurity has risen to the top of every strategic planning meeting and corporate agenda. The session will focus on:

- 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 basic questions that boards must ask to prepare for the threats from cyber-attacks and espionage

Speakers: Errol Mendes, Professor, Faculty of Law, University of Ottawa; Jean-François Legault, Vice President, Assistant Director of Global High Tech Investigations, JP Morgan Chase
Conference Rates

Full Conference Registration:

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<th></th>
<th>Member</th>
<th>Partner &amp; Not-for-Profit Organizations</th>
<th>Non-Member</th>
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<td><strong>Early-bird Registration</strong></td>
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<td>Until June 14</td>
<td>$1,265</td>
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<td><strong>Regular Registration</strong></td>
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Rates are quoted in Canadian dollars and do not include applicable taxes. Registration fees do not include accommodation, travel, airport transfers or participation in the optional tours.

Special Event Tickets:

**Sunday, August 16, 2015**
CSCS Excellence in Governance Awards Reception & Gala Dinner:
- Single Ticket - $150
- Table of 10 - $1,500
- Sponsored Table - $2,500

**Tuesday, August 18, 2015**
- Keynote Lunch Only - $100
- Casual Evening: Reception, Dinner and Entertainment - $150

Additional Registration Savings!

MEMBERS: Refer a friend to CSCS. Members can register one non-member at the member rate - a savings of up to $495!

The more you register, the more you save!
- 1st company representative – Full price
- 2nd company representative – save 5% off registration
- 3rd company representative – save 10% off registration
- 4th company representative (or more) – save 15% off registration

Note: Registrations must be completed at the same time for the discount fee to apply.

Save more with a CSCS membership!

Become a CSCS member today, and save immediately on your conference registration!

Non-member registration = $2,020

Member registration $1,390 + CSCS membership $495 = $1,885

Savings of $135!

Register now at www.cscs.org/AnnualConference

Cancellation Policy

Cancellations can be made up to July 15, 2015. All cancellations must be received by email to conference@cscs.org and are subject to a $150 administration fee. No credits or refunds will be given for cancellations received after July 15, 2015. Attendee name substitutions are allowed at any time. Please email conference@cscs.org with the replacement contact’s information. No liability is assumed by CSCS for changes to the program date, content, speakers, venues, or cancellation of the event. Refunds will not be issued for weather related cancellations.

Join today at www.cscs.org/join
Optional Activities

Pre-Conference: Sunday, August 16

**Golf de La Prairie** - $225
8:00 am – 2:30 pm

*Price includes transportation, breakfast and lunch*

The 18-hole Club de Golf La Prairie is a public golf course that opened in 1961. Entirely redesigned between 2002 and 2009, Golf La Prairie ranks amongst the most beautiful public courses in Québec. The golf course construction is bold, the playing conditions are wonderful and the landscaping is spectacular!

The golf measures 6732 yards from the longest tees and has a slope rating of 130 and a 72.3 USGA rating. The course features 4 sets of tees for different skill levels.

**A creative lunch out of town at Bernard Seguin Poirier** - $179
9:00 am – 2:00 pm

Bernard Séguin Poirier is one of Québec's most celebrated artists in the art of “fire”. This unique artist studied various art techniques such as drawing, sculpture, painting and goldsmithing before falling in love with metal enameling. He has produced innumerable pieces as well as art that appears on the walls and surfaces of many high-profile and commercial buildings throughout the province.

Upon arrival, you will be introduced to the techniques of copper enameling, before getting the chance to try your hand at it. Choose to do a tableau, plate or frame that you will take home with you at the end of the workshop!

The tour culminates with a delicious lunch surrounded by a profusion of colour in the magnificent chapel. The chapel is a true work of art; a testament and temple to Bernard’s love of this creative medium (it took him over 6 years of solid work and is entirely enameled!). Take home your creations and the fond memories of a truly unique experience! Simple and satisfying!

**Cruise aboard Le Bateau-Mouche** - $129
12:30 pm – 3:00 pm

Cruise along the St. Lawrence River aboard the ‘Bateau-Mouche’; a Parisian-style riverboat.

The ‘Bateau-Mouche’ is completely glassed in and air-conditioned for your comfort. A section of the upper deck opens to create a terrace and help soak in the sun and fresh air! This cruise, with historical commentary and anecdotes, offers a different vantage point from which to see the city and surrounding landscapes. Thanks to its low draught, the boat can navigate through areas usually inaccessible to traditional vessels.

Relax and enjoy the view!

**Montréal Flavour Tour** - $139
11:00 am – 1:00 pm

Montréal has often been dubbed the North American capital for French cuisine and can certainly be considered an epicenter of gastronomy in general! Discover the city from a different point of view, while our tour guide gives you historical background, you’ll also learn about the ethnic influences on this culinary “community”.

From “Little Italy”, to “Chinatown”, and including the Greek, Portuguese and Jewish neighborhoods, you’ll visit some of the most popular food stops and try some of the local specialties.
Travel and Accommodation

Where to Stay

The Fairmont Queen Elizabeth
900 René-Lévesque Boulevard West
Montréal, QC H3B 4A5

Reservations:
Local: 514-861-3511 • Toll free: 1-800-441-1414
Room block name: Canadian Society of Corporate Secretaries

CSCS has arranged for a preferential rate and room block at the Fairmont Queen Elizabeth based on our best knowledge for total possible attendees. This room block is limited and therefore we recommend you book your hotel as early as possible. Please note that the room block will only be held until Tuesday, July 14, 2015. After this date, any rooms not reserved in our room block are released to general inventory and can only be reserved on a first come first served basis with general hotel availability.

Check in: 4:00 pm | Check out: 12:00 pm

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*Rate does not include applicable taxes, gratuities and service fees.

How to Get There

Montreal, QC Airport: YUL - Pierre-Elliott Trudeau International Airport
The airport is approximately 20 minutes from the Fairmont Queen Elizabeth, depending on time of day. Taxi rates are a fixed fare of $40 and Limousine service is between $55 - $60 depending on provider.

Air Travel: Air Canada is the official Canadian airline for the conference. To book a flight, go to aircanada.com and enter the promotion code: MY2VUU81. This discount code can save you 5% to 12% on bookings for travel within Canada and between Canada and the US, depending on the fare type selected.

Porter Airlines is also providing a discounted airfare code. To book a flight, go to flyporter.com and enter the promotional code: ACGC15. This discount code can save you 15% on available base fares from anywhere within Canada and the US that Porter flies, and is valid for travel only to/from Montreal, QC.
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The Canadian Society of Corporate Secretaries
17th Annual Corporate Governance Conference
The Fairmont Queen Elizabeth  |  Montréal QC  |  Aug 16-19, 2015

The CSCS Conference is the Premier Annual Corporate Governance Event in Canada.

CSCS will host its 17th Annual Corporate Governance Conference in 2015. The event brings together participants from all across Canada and is a unique opportunity to network with clients and colleagues. It provides invaluable opportunities to exchange ideas, to discuss current challenges and to share best practices. We provide relevant up-to-date information about the changing face of corporate governance nationally and internationally. The conference will feature three days of expert panels, workshops and breakout sessions on top of mind issues and the evolving corporate governance landscape in Canada and internationally.

Each year this conference attracts over 350 governance professionals from leading Canadian corporations across sectors and industries.

Registration now open!

Book now – the early-bird deadline is June 14!

Visit us online at www.cscs.org/AnnualConference and click “Register Now” to begin your registration.

Who Should Attend:
Corporate Secretaries • Assistant Secretaries • Corporate Counsels • CEOs • CFOs • Controllers • Shareholder Communications & Investment Relations Professionals • Corporate Directors • Board & Board Committee Chairs • Risk & Compliance Officers • NFP Executive Directors

Three great reasons to attend:
Gain insight on governance and risk management strategies to better serve your board.
Obtain current information & practical tools to help save you time and resources.
Network with your peers from across Canada.