

## 4TH ANNUAL EXECUTIVE COMPENSATION: GETTING IT RIGHT

CALGARY April 27, 2010 TORONTO April 28, 2010

Yes! Please register the following delegate(s) (photocopy for additional delegates)

I have pre-registered by  telephone  fax  e-mail

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Priority code

Conference Code 110001

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### REGISTRATION FEE

In Calgary, April 27, 2010

In Toronto, April 28, 2010

**Early Bird Deadline:** (March 26, 2010)

\$995 + GST (\$49.75) = \$1,044.75

**Regular Course Price:**

\$1,495 + GST (\$74.75) = \$1,569.75

**Public Sector Special Price:**

\$1,295 + GST (\$64.75) = \$1,359.75

**Webcast Price:**

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## 4TH ANNUAL EXECUTIVE COMPENSATION: GETTING IT RIGHT

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Call: Toll free 1-877-298-5868 or 416-298-5141 ext. 5868

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E-mail: [register@lexpert.ca](mailto:register@lexpert.ca)

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One Corporate Plaza  
2075 Kennedy Road, 11th Floor  
Toronto, ON  
M1T 3V4

### DATES AND VENUES:

CALGARY, TELUS CONVENTION CENTRE

April 27, 2010

The Calgary Telus Convention Centre,  
120-9th Avenue SE,  
Calgary, AB T2G 0P3  
Phone: (403) 261-850

TORONTO, ST. ANDREW'S CLUB AND  
CONFERENCE CENTRE

April 28, 2010

St. Andrew's Club and Conference Centre:  
150 King Street West, 27th Floor,  
Toronto, ON M5H 1J9  
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### SPECIFICALLY DESIGNED FOR:

- » Presidents, CEOs, COOs
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## 4TH ANNUAL EXECUTIVE COMPENSATION: GETTING IT RIGHT



### THE COURSE LEADER

CHRISTINA MEDLAND  
SENIOR PARTNER, TORYS LLP

### COURSE HIGHLIGHTS

- EQUITY-BASED COMPENSATION
- RESTRICTIVE COVENANTS
- TRANSITION & TRANSACTION CHALLENGES
- CHANGING THE TEAM
- PROTECTING DIRECTORS
- EXECUTIVE COMPENSATION DISCLOSURE
- "SAY ON PAY" ROUNDTABLE

## REGISTER BEFORE MARCH 26 AND SAVE \$500!

CALGARY, TELUS CONVENTION CENTRE **APRIL 27, 2010**

TORONTO, ST. ANDREW'S CLUB AND CONFERENCE CENTRE **APRIL 28, 2010**

For more information or to register, please contact

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WEBCAST ALSO AVAILABLE!

# 4TH ANNUAL EXECUTIVE COMPENSATION: GETTING IT RIGHT

## program outline

**8:15 – 9:00** | REGISTRATION AND BREAKFAST

**9:00 – 9:15** | INTRODUCTION

What you need to know to:

- » Create an employee-ownership mentality
- » Design, disclose and report compensation consistently and compellingly
- » Motivate your team during transition
- » Keep your directors onside and protected
- » Deal with Say on Pay

**9:15 – 10:00** | EQUITY-BASED COMPENSATION

- » Whole share compensation - share ownership, restricted stock and RSUs
- » New practices for options and SARs
- » Responsible share-based compensation
- » Dealing with volatility

**10:00 – 10:15** | BREAK

**10:15 – 11:00** | RESTRICTIVE COVENANTS  
LISA TALBOT

- » What obligations do executives and employees owe the company
- » Contractual covenants - market and practical considerations
- » Enforcing restrictive covenants

**11:00 – 12:15** | TRANSITION AND TRANSACTION CHALLENGES

- » Change-of-control agreements - Golden or tin parachutes
- » Retention and transaction rewards
- » Treatment of equity-based compensation
- » Director's compensation - reward for effort and risk?
- » Special challenges on going-private transactions

**12:15 – 1:15** | LUNCH

**1:15 – 1:45** | CHANGING THE TEAM

- » Canadian vs. US severance and termination rights
- » Terminating the CEO - process and publicity challenges
- » Ensuring succession planning

**1:45 – 2:30** | PROTECTING DIRECTORS  
AARON EMES

- » Hot-button issues
- » Good governance - process makes perfect
- » Shareholder remedies

**2:30 – 2:45** | BREAK

**2:45 – 3:30** | EXECUTIVE COMPENSATION DISCLOSURE  
CATHERINE MCCALL

- » OSC reaction to companies' disclosure under the new rules
- » Targets and benchmarking
- » Company and shareholder reaction
- » Compensation governance challenges

**3:30 – 4:15** | "SAY ON PAY" ROUNDTABLE

**4:15 – 5:00** | Q & A

**5:00** | COURSE CONCLUSION



### CHRISTINA MEDLAND

Christina Medland is a Senior Partner and Head of the Executive Compensation Practice in the Toronto office of Torys LLP. Christina is the leading Canadian legal expert on all aspects of executive compensation. Her practice focuses on executive arrangements, incentive compensation and compensation governance. She regularly advises compensation committees and boards of directors on public disclosure requirements and governance obligations concerning executive compensation. Christina graduated from the University of Toronto in 1981 (BA) and received her LLB from Osgoode Hall, York University, in 1984. She was called to the Ontario Bar in 1986. Christina is recognized by Chambers and Partners as a leading employment lawyer in Canada and is an avid sailboat racer.

### AARON EMES

Aaron Emes's practice focuses on corporate governance, corporate finance, and mergers and acquisitions. He has advised a variety of public companies and directors on governance matters, including advice on board and committee mandates and structures, directors' duties and liabilities, directors' and officers' insurance and indemnity agreements and S-Ox matters. He authored the Canadian chapter of the U.K. Institute of Directors' *The Handbook of International Corporate Governance*. He is a member of Torys' Mergers and Acquisitions Practice Group. Aaron was admitted to the Ontario Bar and the New York bar in 2000. He obtained his LLB from the University of Toronto in 1998.

### LISA TALBOT

TORYS LLP

Lisa is a partner with Torys LLP in Toronto. She practises civil litigation with an emphasis on employment litigation and complex commercial litigation involving a wide range of business disputes and class actions. Lisa regularly acts for and advises employers on executive terminations and wrongful-dismissal claims, restrictive covenants, bonus disputes, hiring issues, policy-setting, human rights and harassment claims. Lisa has appeared as counsel in the Superior Court of Justice and the Court of Appeal for Ontario, the Ontario Human Rights Commission, the Ontario Workplace Safety and Insurance Appeals Tribunal and in private commercial arbitrations. Lisa received her LL.B. from the University of Toronto and her B.A. (Honours) from Queen's University.

### CATHERINE MCCALL

HUGESSEN CONSULTING INC.

Catherine is a lawyer with extensive experience working in the area of corporate governance, in particular as it relates to executive compensation. She has advised both institutional shareholders and boards of directors on various aspects of executive compensation and other issues. Catherine joined Hugessen Consulting Inc. in July 2007. Prior to that she was a Vice-President and director of ISS Canada Corp, Canada's leading corporate-governance and proxy advisory firm, where she worked for 15 years, and a partner with Fairvest Corporation, its predecessor firm. Over the years she has written and spoken on many corporate-governance topics, including executive compensation, CSA disclosure rules, shareholder proposals, the fiduciary obligations of pension funds and shareholders rights plans and was the editor of the *Corporate Governance Review*, a bimonthly journal, for three years.

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