

# CORPORATE GOVERNANCE 2010

## The New Reality

TORONTO October 25, 2010

Yes! Please register the following delegate(s) (photocopy for additional delegates)  
I have pre-registered by  telephone  fax  e-mail

Mr.  Ms.  \_\_\_\_\_

Title: \_\_\_\_\_

Company: \_\_\_\_\_

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Priority code

Conference Code 110021

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## REGISTRATION FEE

Toronto, October 25 **Early Bird Deadline:** (September 27, 2010) \$1,195 + applicable taxes\* **Regular Course Price:**\$1,495 + applicable taxes\* **Public Sector Special Price:**\$1,295 + applicable taxes\* **Webcast Price:**\$995 + applicable taxes\* **Send 3 delegates for the price of 2** PAYMENT ENCLOSED  PAYMENT TO FOLLOW Charge to my  VISA  AMEX  MC 

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Confirmations will be sent to delegates upon receipt of completed registration forms.

Please make cheques payable to Lexpert®/Thomson Carswell.

Registration fee includes the course, materials, breakfast, lunch and coffee breaks. Full payment is required in advance of the course dates. Substitutions are granted with notification to Course Registration Customer Service.

If this brochure is undeliverable to the addressee, then please forward to a Senior Executive or Corporate Counsel. (GST Reg # 897176350)

# CORPORATE GOVERNANCE 2010

## The New Reality

## TO REGISTER:

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2075 Kennedy Road, 11th Floor

Toronto, ON M1T 3V4

Attention: Marketing Events

## DATES AND VENUES:

TORONTO, ST. ANDREW'S CLUB AND CONFERENCE CENTRE October 25, 2010

St. Andrew's Club and Conference Centre:

150 King Street West, 27th Floor, Toronto, ON M5H 1J9

Phone: (416) 366-4228

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## SPECIFICALLY DESIGNED FOR:

- » CEOs, COOs and Presidents
- » CFOs and Controllers
- » Vice Presidents and Directors of Finance
- » Corporate Directors and Corporate Secretaries
- » In-house Corporate Counsel
- » Vice Presidents, Directors and Managers of: Corporate Governance, Employment, Risk Management, Shareholder Services and Investor Relations
- » Vice Presidents and Directors of Human Resources
- » Compensation Specialists
- » Auditors, Principals and Senior Accounting Professionals
- » Management Consultants
- » Board Directors

## CANCELLATION AND REFUND POLICY:

Full refunds, less a \$250.00 (plus applicable taxes) administration fee, will be given for cancellations received in writing 10 business days before the course start date. Unfortunately, refunds cannot be provided after this date. Substitution of delegates may be made at any time. Please note that Lexpert® reserves the right, if necessary, to cancel any course and will, in such an event, make a full refund of registration fees paid. For reasons beyond the control of the course organizer, it may be necessary to change the subject agenda of the program, and no liability is assumed for any such changes in content.

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# CORPORATE GOVERNANCE 2010

## The New Reality

Directors' responsibilities and risk of liability are increasing. Stakeholders actively follow corporate decision making and are more likely to name directors in corporate litigation. Executive compensation is a source of director liability and reputational risk and directors must ensure that excessive risk taking is not rewarded. Managing litigation and satisfying shareholder requirements for good governance are more important than ever. D&O insurance and indemnities have not provided directors with the protection they expected. This course is a must attend for Directors & Officers and Corporate Counsel who need to understand these risks and how to protect themselves and their companies.

Course sponsored by



## THE COURSE CHAIRS

CAROL HANSELL, SENIOR PARTNER, DAVIES WARD PHILLIPS &amp; VINEBERG

CHRISTINA MEDLAND, SENIOR PARTNER, TORYS LLP

## SPECIAL GUEST SPEAKERS

CATHERINE MCCALL, PRINCIPAL, HUGESSEN CONSULTING INC.

JAMES DORIS, PARTNER, DAVIES WARD PHILLIPS &amp; VINEBERG

PAUL SCHNEIDER, SENIOR INVESTMENT ASSOCIATE, ONTARIO TEACHERS' PENSION PLAN

JORDAN SOLWAY, REGIONAL VICE PRESIDENT OF CLAIMS AND LEGAL, ARCH INSURANCE GROUP (CANADA)

CORNELL WRIGHT, PARTNER, TORYS LLP

CATHERINE MCCALL, HUGESSEN CONSULTING INC.

## COURSE HIGHLIGHTS

- CORPORATE GOVERNANCE RULES AND PRACTICES
- MEETING SHAREHOLDERS' GOVERNANCE EXPECTATIONS
- COMPENSATION CHALLENGES
- D&O INSURANCE AND INDEMNITIES
- MANAGING AND MITIGATING RISK
- GOVERNANCE TRENDS

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TORONTO, ST. ANDREW'S CLUB AND CONFERENCE CENTRE **OCTOBER 25, 2010**

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WEBCAST ALSO AVAILABLE!

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### program outline

**8:00 – 8:30** | REGISTRATION AND BREAKFAST

**8:30 – 8:45** | INTRODUCTION  
*PRESENTER: CHRISTINA MEDLAND*

- » What directors need to know to:
  - Satisfy new governance standards
  - Meet shareholder expectations
  - Pay for prudent performance
  - Effectively insure themselves
  - Manage and mitigate risks
  - Be ahead of the curve

**8:45 – 9:30** | CORPORATE GOVERNANCE RULES AND PRACTICES  
*PRESENTER: CORNELL WRIGHT*

- » Key issues:
  - Key principles of corporate governance
  - Disclosure of governance objectives
  - Establishing independence
  - Promoting integrity and managing conflicts

**9:30 – 10:45** | GOVERNANCE: MEETING SHAREHOLDER EXPECTATIONS  
*PRESENTERS: PAUL SCHNEIDER AND CATHERINE MCCALL*

- » Getting and staying on the right path:
  - Board independence
  - Say on pay
  - Role of the advisor
  - Engaging effectively with shareholders
  - Shareholder responsibilities during transactions

**10:45 – 11:00** | COFFEE BREAK

**11:00 – 12:00** | COMPENSATION CHALLENGES FOR DIRECTORS: PAY FOR PRUDENT PERFORMANCE  
*PRESENTER: CHRISTINA MEDLAND*

- » Motivating the right behaviour:
  - Directors' process and standard of care
  - Paying for performance, but not for risk
  - Special challenges of share-based compensation

**12:00 – 1:30** | LUNCH

**1:30 – 2:15** | PROTECTING YOURSELF: D&O INSURANCE  
*PRESENTER: JORDAN SOLWAY*

- » Structuring and obtaining proper protection for directors:
  - Nature of policies and issues related to indemnities
  - Types of D&O coverage and effective structure of insurance and indemnities for directors
  - Pitfalls to avoid and questions to ask
  - Negotiating effective protection for the directors
  - Insurance issues in a difficult economy

**2:15 – 2:30** | COFFEE BREAK

**2:30 – 3:15** | REPUTATIONAL AND BUSINESS RISK SOLUTIONS  
*PRESENTER: JAMES DORIS*

- » Recognizing and managing risk
- » Preventing and mitigating reputational risk
- » Media relations and public disclosure
- » Dealing with the other stakeholders - directors, shareholders and regulators

**3:15 – 4:00** | GOVERNANCE FOR THE FUTURE  
*PRESENTER: CAROL HANSELL*

- » Getting governance right:
  - Governance trends
  - How boards and directors can protect themselves
  - What to expect next
  - Improving board performance

**4:00 – 4:30** | QUESTIONS & ANSWERS

**4:30** | COURSE CONCLUSION



### CAROL HANSELL

Carol Hansell is a senior partner at Davies Ward Phillips & Vineberg LLP practising corporate, commercial and securities law and is an internationally recognized expert in corporate governance. She advises public and private companies on a variety of transactional and other business issues. She currently serves on the board of directors of Bank of Canada and of Toronto East General Hospital. Carol is chair of the Corporate Governance Committee of the American Bar Association and chair of the Securities Advisory Committee, which provides advice and assistance to the Ontario Securities Commission. Carol received a BA from the University of Western Ontario (1981), an MA from University of Toronto (1982) as well as an LLB from Osgoode Hall Law School and an MBA from Schulich School of Business at York University.



### CHRISTINA MEDLAND

Christina Medland is a partner and head of the Pension and Employment Group of Torys LLP. Her practice focuses on executive arrangements, incentive compensation and compensation governance, as well as on pensions, benefits and employment. She also 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.



### JAMES DORIS

Jim Doris is a partner in the Litigation, Competition & Foreign Investment Review and Financial Restructuring & Insolvency practices at Davies Ward Phillips & Vineberg LLP. He specializes in general civil litigation with an emphasis on shareholder and oppression remedy actions, class actions, contested mergers and acquisitions and securities disputes, insolvency, and competition matters. Jim has appeared as counsel before a variety of courts and administrative tribunals in Canada, including the Supreme Court of Canada, the Ontario Superior Court of Justice and Court of Appeal, the Québec Superior Court and Court of Appeal, the British Columbia Supreme Court and Court of Appeal, the Federal Court of Canada, the Competition Tribunal, the Ontario Securities Commission and The Toronto Stock Exchange. Jim is a member of the firm's Management Committee, and has been recognized in Chambers Global's *Guide to the World's Leading Lawyers for Business* and *Leaders in their Field* in Dispute Resolution.



### PAUL SCHNEIDER

Paul Schneider joined the Ontario Teachers' Pension Plan in January 2010 and has responsibility for the fund's global corporate governance initiatives and proxy voting activities. Prior to joining Teachers', Paul spent six years at the Canadian Coalition for Good Governance as Director of Research, helping to establish the Coalition as a significant and credible presence within the Canadian capital markets. Paul contributed in the development of the Coalition's policies and guidelines on issues such as corporate governance, compensation and disclosure practices. He produced a series of best practice disclosures designed to guide Canadian companies on improving the quality and clarity of their disclosure practices, which have become the definitive resource issuers use to help develop clear and effective disclosure. Paul has an MBA (with distinction) from the Joseph L. Rotman School of Management (University of Toronto).



### JORDAN SOLWAY

Jordan Solway holds a law degree from Osgoode Hall Law School and was admitted to the Law Society of Upper Canada in 1993. He is presently completing his LLM in the area of trust law with a specific emphasis on commercial trust arrangements. He worked in private and public practice and had extensive experience in the areas of tort law, governmental liability, commercial litigation, insurance coverage disputes and professional liability. In 1999, he joined Chubb Insurance Company of Canada where he managed complex litigation on various lines of commercial insurance. In 2005, he joined a commercial insurance start-up company, Arch Canada, as vice president of claims and legal, and in November 2008, he joined Munich Canada as appointed General Counsel and Vice President, Claims for Munich Reinsurance Company of Canada and for Temple Insurance Company.



### CORNELL WRIGHT

Cornell Wright is a corporate and securities lawyer at Torys LLP. His practice focuses on mergers and acquisitions and corporate finance. Cornell has represented some of Canada's largest companies on their most significant transactions, including most recently The Thomson Corporation in its US\$18 billion acquisition of Reuters Group PLC. He is a member of the firm's Corporate Governance Practice Group and has advised public companies on a range of corporate governance and legal compliance matters. Cornell graduated from McGill University in 1996 (BA) and received his LLB and MBA from the University of Toronto in 2000. He was called to the Ontario Bar in 2002.



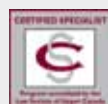
### CATHERINE MCCALL

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 Huggessen 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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This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.

Corporate and Commercial Law 5.5 hours