



**Tuesday, August 17, 2021**

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**Exhibitor Hall Opens (9 AM) EST.**

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**Opening Remark and Keynote (10 AM - 11 AM) EST. Keynote - Towards an Inclusive and Innovative Future of Work**

A convergence of forces has sharpened focus on the need for gender equality and increased diversity on Boards. The traditional “business case” has been given added urgency as COVID has exacerbated inequality at the same time demands for social justice and accountability have grown. Boards are grappling with new demands from customers, regulators, and the community to translate words into action. This session will review drivers (including emerging ESG requirements, legislation, and voluntary codes such as the 50-30 challenge as well as action-oriented strategies based on “what works” to build more inclusive and productive organizations.

**Speaker :** *Wendy Cukier, MA, MBA, PhD, DU (Hon) LLD (Hon) M.S.C. (she/her); Professor, Entrepreneurship and Strategy, Ted Rogers School of Management; Director, Diversity Institute*

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**Networking Break with Exhibitors (11 AM - 11:15 AM) EST.**

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**Plenary Session: (11:15 AM - 12:15 PM) EST. 21<sup>st</sup> Century Boards and The Future of Governance – Innovation, Evolution and Resilience**

The urgency for change, innovation and rapid adaptation has reached new levels for most organizations and their Boards. The global pandemic, the racial injustice crisis, and heightened stakeholder scrutiny have put corporate governance and the role of Boards at the forefront. In one single year, many assumptions of normalcy have been upheaved and organizations now need face challenges which call for a new breed of innovation, resilience, risk management and oversight.

New guidelines have recently been published by Peter Dey and Sarah Kaplan, which offer best practices around how boards can consider the interests of all stakeholders in their decision making, to push forward a new society that addresses the fractures that this pandemic has highlighted. They make the case that all boards must be responsible for ensuring they have the competencies to understand different stakeholders who may be impacted by business decisions, and the value created or destroyed by these decisions. They also highlight the opportunities to enter our ‘next normal’ and to build back better than we were before.

This session will explore the path ahead for 21st Century Governance and Boards, how these new guidelines can serve as goal posts and subsequently, how Boards, their Governance Professionals and their organizations can better equip themselves to tackle 21st century challenges.

**Moderator:** *Rita Trichur, Senior Business Writer and Columnist, The Globe and Mail Inc.*

**Panel:** *Peter Dey, Chair, Paradigm Capital, Former Chair, Ontario Securities Commission; Sarah Kaplan, Distinguished Professor of Gender & the Economy, Professor of Strategic Management and a Fellow of the Lee-Chin Institute at Rotman; Neil V. Puddicombe, Associate General Counsel, Bank Board Governance & Assistant Corporate Secretary, Legal & Regulatory Compliance Group, BMO Financial Group; Suzanne Gouin, Board Chair, Canada Revenue Agency*

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**Networking lunch Break with Exhibitors (12:15 PM - 12:45 PM) EST.**

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**Concurrent Sessions: (12:45 PM - 1:45 PM) EST. (Sessions 1A, 1B, 1C, 1D)**

**Track A: Session 1A: Compensation After Covid? Building on the 2021 Proxy Season Learnings**

The realities of the Coronavirus pandemic continue to unfold and re-fold creating a range of impacts on all aspects of business and governance. In terms of executive compensation boards, management teams and shareholders are still coming to grips with. This session will share learnings from the 2021 proxy season relating to executive compensation, including pay levels, use of discretion, incorporating ESG in pay programs. We will also cover the broader stakeholder view, with a look into the shareholder perspective, say-on-pay results, and touch on the regulatory environment.

**Speaker: Reanna Dorscher**, Principal, Hugessen; **Cheryl Fraser**, CTO, Crombie REIT, Director at Concentra Bank and Mental Health Commission of Canada; **Ocean Chen**, Ontario Teachers' Pension Plan

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**Track B: Session 1B: AGMs of the Future and the Rise of the Shareholder Voice**

The voice of the shareholder – be it private, retail shareholders or large institutional investors – has never been so loud. And with the huge increase in the number of organizations holding virtual AGMs, it has never been easier from a technological standpoint for a shareholder to have their say. So why do AGMs in many markets continue to be so Issuer Centric? This session will look at the overall ecosystem, arguably built for Issuers to discharge their obligations, rather than for the shareholder to have their say. And at those organizations and initiatives that want to build the AGM of the future, today.

And what of the rights of the shareholder to be “heard” or more, to “be seen”? The AGM is no longer just a compliance exercise. Institutional investors need to demonstrate good stewardship, retail shareholder enfranchisement is increasing – loudly and visibly – and legislation supports the shareholder demand for access.

This session will explore:

- Technology solutions available to facilitate more shareholder engagement
- Best practice guidance in dealing with Q&A.
- The AGM of the future

**Speaker: Richard Taylor**, CEO, Lumi

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**Track C: Session 1C: Early-Stage Boards - Evolution and Development**

Early-stage boards (private, public or otherwise) that are on the path to maturity, or going public on an exchange, often start with what might be called an Advisory Board. These boards are usually comprised of highly talented individuals who come together with expert knowledge and experience that is crucial and relevant to the development of a companies' or organizations' business affairs.

Once organizations are successful at getting off the ground or entering the public market, they generally add a few board members to meet expectations or going-public requirements, but in general, are still very much "nose in - fingers in" and, in fact, roll-up their sleeves and contribute directly alongside Senior Management and others.

This discussion will explore the challenges and opportunities of how to evolve the "Start-up Board" into a mature and effective board

**Speakers:**

**Arne Gulstene**, MBA, FICB, GPC.D, Head, TSX Company Services, Capital Formation; **Heather Laxton**, Chief Governance Officer & Corporate Secretary, Wesdome Gold Mines Ltd.; **David Salmon**, President, Laurel Hill Advisory Group

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#### Track D: Session 1D: The Governance Professional as the Conscience and Governance Compass of the Organization.

The role of the Governance Professional is often underestimated, and it is crucial that it becomes not only better recognized but better enabled, empowered and resourced.

The GP can gain the trust of the Board and Management to facilitate their ability to be the ‘showrunner’ or ‘producer’ of governance in their organizations, to act as the guide or conscience for the Board on prevailing issues, be the conduit for management and the Board, be the creator of experiences for the Board to enhance its effectiveness and its culture of collaboration.

**Speakers:** *Edo De Vette, Founder, New Public Support and Lecturer, Windesheim University and Governance University*

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#### Networking Break with Exhibitors (1:45 PM - 2:00 PM) EST.

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Concurrent Sessions: (2:00 PM - 3:00 PM) EST. (Sessions 2A, 2B, 2C, 2D)

#### Session 2A: Listening to the Voices of Diversity in Your Organization: Enhancing Understanding Your Diversity Through ‘listening channels’

Panel members will share best practices and lived experiences regarding what organizations can do to enable their “listening channels” to hear from an increasingly diverse set of employees and stakeholders.

By listening to a wider array of voices, organizations are better able to better detect, understand and mitigate an increasingly complex risk and employee engagement environment. **Speakers:** *Joe German, Director of Strategic Partnerships, ClearView Strategic Partners; Kyle Hulme, Vice President, Strategy & Operations, BDO; Christelle Francois, President, Canadian Black Chamber of Commerce*

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#### Session 2B: Digital Technology as an Enabler for Future-Ready Governance

2020 witnessed a digital transformation in boardrooms with accelerated adoption of technology. 2021 is the year when the rules of corporate governance are being rewritten. The new governance environment is characterized by a complex set of demands and requirements from stakeholders old and new. What is clear is that a “Next Normal” has emerged, and governance professionals are playing a pivotal role as this new governance model takes shape. The new standards of governance require better connected, more informed, and collaborative boardrooms. Joined by experienced board room stakeholders, the session will discuss this “Next Normal” from varying perspectives and will explore various ways on how governance professionals will enable future-ready boards.

**Panel:** *Adarsh Mantravadi, General Council and Director, Business Development, Passageways; Claire Kennedy, Senior Advisor, Clients and Industries, Bennett Jones LLP; Stuart R. Levine, Chairman of the Board and CEO of Stuart Levine Associates*

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#### Track C: Session 2C: The Role of the Board in Developing and Overseeing the Purpose of the Organization

Accelerated by COVID-19, more organizations are discovering and defining the purpose of their organizations, to steer and navigate through turbulent times and unlock greater social and business value. There is also growing demand among investors, employees, and customers that they do so. Join this session to hear 3 company leaders share how their boards defined and implemented their companies’ social purposes as the reason they exist – and the role that Boards and management played to set this new strategic course.

A corporate director, governance professional, and general counsel will discuss the drivers and business case, the opportunities and barriers, and the road ahead. Governance professionals will come away with practical insights for their own boards and organizations to guide them on their own journey to creating their purpose.

**Speaker:** *Coro Strandberg*, President, Strandberg Consulting and Board Director, BC Lotteries Corporation; *Tim Rorabeck*, EVP Corporate Affairs and General Counsel, Highliner Foods; *D'Anne Hurd*, Director, Eileen Fisher; *Janet Taylor*, GPC.D, Corporate Secretary, Coach, Libro Credit Union

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#### **Track D: Session 2D: Cutting the Waste - How EDC Streamlined its Board Information Management Process Through a “Radical Change Initiative”**

In 2019, EDC’s Corporate Secretariat undertook a Strategic Change Initiative which reduced the volume of Board of Directors’ prereading material by 48%. The reduction enabled the Board to focus on more strategic-related content, and significantly reduced the time required by Directors to review and digest the materials presented to them. This initiative involved extensive quantitative and qualitative data analysis which unfolded similar corporate wide practices outside of the Boardroom.

In this session, delegates from EDC’s Corporate Secretariat Team would like to share with you the impetus for change, the approach that was followed, the outcome of the Strategic Change Initiative, the lessons learned, and the work that is still in store. Our hope is to inspire critical thinking, innovation, and provide best practices.

- Understanding of the problem-solving approach used
- Best Practices for improving and reducing document content
- Best Practices for communications and managing change across Management and Directors

**Speakers:** *Ingrid Hunt*, Senior Governance Analyst, Export Development Canada; *Emily Kate Gray*, Sr. Associate, International & ECA Relations at Export Development Canada

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**Networking Break with Exhibitors (3:00 PM - 3:15 PM) EST.**

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**Closing Plenary Session (3:15 PM - 4:15 PM) EST.**

#### **Cyber Risk on the Rise: Understanding Business Risks and Mitigating from Cyber Threats and Privacy Breaches**

The session will examine the current cyber threat environment and trends, the risks they pose across business operations, and conclude with a discussion of mitigation strategies from a variety of perspectives.

The cyber threat landscape has changed dramatically. Increases in the activity of nation state actors and organized criminal groups, the growth of ‘ransom as a service’, the increased collaboration amongst threat groups, increased focus on supply chain attacks, all serve to increase the risk to every business. Businesses recognize that these risks impact all areas, including business operations, reputation, financial and may invoke legal consequences. Mitigation strategies need to be holistic in their approach and include collaborative defensive strategies.

Cyber security cannot be seen as a competitive issue, and Boards and Corporate Executives must take a leadership role. This session will discuss:

- Cyber essentials for Governance Professionals and Boards of Directors
- Business risks and potential mitigation from cyber threats
- Boards and awareness of the risk and impact to their business from cyber attackers.
- Actions that can be taken to mitigate the cyber risk.
- Understanding of cyber risk reduction steps as a competitive advantage.

**Speaker:** *Bob Gordon*, Strategic Advisor, Canadian Cyber Threat Exchange (CCTX)

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**Day 1 of the Conference ends.**

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**Wednesday, August 18, 2021**

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**Exhibitor Hall Opens (9 AM) EST.**

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**Opening Keynote: (10 AM - 11 AM) EST. How Board Members Can Avoid Strategic Blind Spots – A Framework for Integrating Future Risk in Planning**

An introduction to the latest directors' tools and methodologies as they guide CEOs and their teams to prevent strategic blindspots for the future. Estelle, in this energetic presentation, will uncover how effective directors probe future emerging risks, and unlock opportunities to capture growth avenues. Participants will get a pragmatic methodology to integrate future risks in governance, a set of concrete questions to ask management, and guidelines to be effective at governance in a disrupted environment while avoiding major blindspots during decision making. A particular emphasis will be set on how to analyze and amplify relevant weak signals to gain a sustainable competitive advantage. Directors will be able to differentiate where the board can add value without infringing on the role of management.

**Speaker:** *Estelle Metayer, Principal and Founder, Competia*

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**Networking Break with Exhibitors (11:00 AM - 11:15 AM) EST.**

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**Concurrent Sessions: (11:15 AM - 12:15 PM) EST. (Sessions 3A, 3B, 3C, 3D)**

**Track A: Session 3A: 30 Years of Ethical Dilemmas: Lessons Learned on an Ethics Journey**

As Governance professionals, we are often engaged in deliberations about ethics. Boards often must grapple with situations and involve their corporate secretaries. Likewise, CEO's and other senior management, as well as staff generally, may seek the advice of corporate secretaries, chief audit executives, CFO's, human resource professionals or others who are perceived as experts and independent.

In this presentation, Brian will summarize his observations from 30 years serving on boards and investigating, monitoring, and advising on ethics to provide practical lessons, with real-life examples, to assist each of us as we support our organizations in their ethics journey.

Participants will walk away with:

- Increased knowledge of the range of ethical dilemmas that boards, senior management, and others grapple with.
- Considerations when advising or resolving on ethical dilemmas
- Considerations when developing corporate ethical standards or codes of conduct
- Better tone at the top in our organizations
- Improved organizational governance.

**Moderator:** *Brian Brown, Principal, Best Job in the Company Consulting Services*

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## Track B: Session 3B: Change and Organizational Culture in Governance

In this session, participants are going to learn the key theories and concepts to apply organizational change management practices from a governance perspective. Participants will learn new techniques and skills to be an effective change agent and leader within the governance framework. Participants will also learn about new paradigms of workplace change and understand the key concepts and practices needed to position their board to be change ready and skilled in a constantly changing world.

Participants will be equipped to:

- Understand the role the board can and should play in giving oversight to organizational change;
- Demonstrate advanced understanding of theories of planned change, a range of established change management approaches and their applicability to corporate governance and the work of the board.
- Assume a leading role in critically evaluating organizational and behavioural issues that may affect the change process and recommend strategies to combat these issues.
- Identify and analyze complex organizational issues, including any ethical considerations in relation to a planned change initiative.
- Formulate, effectively communicate and implement change initiatives and strategies for their organizations and their boards.

**Speakers:** *John Dinner, President, John T. Dinner Board Governance Services*

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## Track C: Session 3C: Purpose-driven organizations: 'actioning' organizational values to bring purpose to life

Purpose comes to life through operationalizing values, driving enhanced relationships, decision making, effectiveness, wellbeing, satisfaction, and a sense of achievement - all of which are measurable through emotional intelligence. The most effective leadership stays true to what they say they value.

Join the conversation and engage with a roadmap to explore and reflect on the clarity of your organizational purpose, the values that support it, and how these values are being demonstrated in the organizational culture.

Identify "where is our opportunity to do better". The session draws on research and thought leadership from the most current and prevailing subject matter experts, such as Dr. Brené Brown and Amy Edmondson and will discuss:

- Identifying values as enablers of purposeful action and the importance of clarity of purpose
- The Importance of values – the values need to match the experience, and identifying the values that drive your purpose
- Operationalizing values – putting them into behavior and language that bring them to life to drive performance in the organization.

**Speaker:** *Liana Bagworth, Founder, EQals*

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**Networking Break with Exhibitors (12:15 PM - 12:45 PM) EST.**

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## Concurrent Sessions: (12:45 PM - 1:45PM) EST. (Sessions 4A, 4B, 4C, 4D)

### Track A: Session 4A: Lessons Learned From TSX-60 DEI practices

After analyzing the proxy circulars of TSX companies, we will provide an overview of all the strategies adopted by these companies to increase diversity within their organizations and provide an overview of best practices.

This session, sponsored by Diligent Corporation, can shed some light for others from all sectors to take note and bring about material change in their D&I practices. Discussion will focus on:

- Ideas for implementation strategies
- The challenges of an effective establishment
- Indications of the impact of the programs selected by these companies

**Speakers:** *Louise Champoux-Paillé, Executive in Residence, John Molson School of Business; Caroline Codsí, President, Women in Governance; Joanie Coutu-Bellerose, Co-President-Certification Committee; Lisa Edwards, President & Chief Operating Officer, Diligent Corporation*

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## Track B:

### Session 4B: The essential role of boards to achieve a net-zero economy

The corporate governance landscape is evolving at the lightning speed. New developments and regulations are happening every day in Canada and internationally. It can be difficult to navigate this changing landscape to achieve the federal government's objective of a net-zero economy. A panel of members of the Canadian Climate Governance Experts program of the Canada Climate Law Initiative will address these dynamic developments and will guide executives, corporate directors and other key stakeholders in developing strategies to respond to these new expectations.

**Speakers:** *Cedric Robert, Founder and CEO, Clearsum; Jeremy Barretto, Partner, Cassels Brock; Helle Bank Jorgensen, CEO and Founder, Competent Boards Inc.; Roopa Davé, Partner, KPMG Sustainability Services*

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## Track C: Session 4C: ESG – Have investors found what they were looking for?

It is no secret that ESG has been at the epicenter of shareholder proposals, engagement discussions and requests from investors over the last (atypical) year. With the benefit of hindsight, can institutional investors claim that they have found what they were looking for? Most importantly, what is the new golden standard, and what is considered below the passing grade? This session will explore:

- ESG-related shareholder proposals and requests, including those related to climate and human capital;
- Integration of ESG components into executive compensation principles; and
- Diversity, inclusion and accessibility "best practices".

**Speakers:** *Thierry Dorval, Senior Partner, Norton Rose Fulbright LLP; Caroline Moreau, Senior Legal Counsel, ESG, Governance and Treasury, Legal Affairs, National Bank of Canada; Réjean Nguyen, Director of Investment Stewardship, CDPQ; Miekela Singh, Principal, Corporate Governance - Total Fund Management, Ontario Teachers' Pension Plan*

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## Track D: Session 4D: Board Orientation Best Practices

Board Builder Orientations follows a simple process to effectively orient new board members, so that you give them the tools needed to actively engage (without overwhelming them)!

This interactive session will teach you the keys to a great orientation and provide practical implementation strategies.

You will learn:

- How to avoid the biggest mistakes that organizations make when orienting new directors
- The most important things to address
- Innovative ideas that will add value to your onboarding process, and
- Secrets to developing a board building orientation program with real impact!

**Speaker:** *Sylvia Groves, President, Governance Studio Inc.*

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**Networking Break with Exhibitors (1:45 PM - 2:00 PM) EST.**

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## Concurrent Sessions: (2:00 PM - 3:00 PM) EST. (Sessions 5A, 5B, 5C, 5D)

### Track A: Session 5A: Oh God, Not Another Board Meeting: The EQ Of Governance Professionals with Management

Discover how the governance professional can help frame, or re-frame, managements' thinking to maximize the value it obtains from the Board and board members.

The following questions will be explored: where is the line between getting the board and board members into the weeds and utilizing their experience and knowledge? What is the GP's responsibility in helping to clarify the roles of management and the Board and set expectations?

This presentation will be focused on enabling Management on:

- holding more effective board meetings
- creating value between management and board interaction
- gaining trust with both management and board members

**Speakers:** *Aaron Friedenthal, Assistant General Counsel, ATB Financial., Diane Pettie J.D., FCIS, Q.C., ICD.D, Corporate Director.*

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### Track B: Session 5B: This Changes Everything: How ESG is Reshaping Governance Best Practice and Redefining the Role of the Board

There are increasing expectations for boards and corporate governance professionals to incorporate environmental, social and governance (ESG) factors to governance practice. The "G" within ESG combines traditional governance concerns (such as director quality and independence and the board's oversight of management performance and compensation) with an emerging focus on oversight of company strategy, risk management, performance and disclosure for environmental and social factors, including climate change, bringing with it new data governance challenges.

This session explores the different aspects of the "G" of ESG, how they interact, and how this interaction is redefining governance best practice. We will hear from a panel of advisory experts who assist boards to enhance oversight, monitoring and disclosure of ESG factors or are integrating ESG considerations to advice on governance issues such as director recruitment and executive compensation. This will enable a discussion of the full scope of the impact of ESG on governance best practice including:

- Essentials for the Corporate Secretary
- Board Best Practices
- ESG and Climate Change Governance
- Board Quality and Recruitment
- Compensation Governance

**Speakers:** *Michelle de Cordova, Principal, ESG Global Advisors; Christopher Chen, Managing Director, Compensation Governance Partners; Gigi Dawe, Lead, Corporate Oversight and Governance Department, CPA Canada; Sara Gelgor, Vice President, Compliance, Concentra*

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### Track C: Session 5C: Board Effectiveness and Assessment Strategies

While it is nice to know that all boards help oversee the organization on behalf of shareholders. The unfortunate reality is that not all boards operate effectively. This session will explore the importance of board effectiveness assessments from surveys, to one-on-one interviews to 360 assessments.

Key Learning Objectives:

- Board effectiveness assessment alternatives;
- Pros and cons of various assessments;
- Using board effectiveness to develop a skills matrix;
- Communicating board effectiveness and board skills to shareholders

**Speakers:** *Paul Gryglewicz, Senior Partner, Global Governance Advisors; Norma Beauchamp ICD.D, Independent Director at Dialogue, Extencicare and Aurora Former President and CEO, Cystic Fibrosis Canada*

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#### Track D: Session 5D: The Board's role in leadership transitions

A new CEO or board chair is a significant change for any organization. 40% of new leaders fail in the first 18 months in the role (Fortune 2012). If that was the statistic in "normal" times, what will it be in 2021? Learn practical approaches for how the board can support their new CEO or chair even during the pandemic and economic recovery.

The session will cover:

- Who should be involved in the transition
- What information should be gathered for the new leader
- How to monitor the transition's success
- Specific transition tips during the 2021 global crisis
- Understanding how the board can support the transition
- Identifying how to engage others in the transition
- Approaching the transition efficiently and effectively
- Adapting to unexpected challenges and opportunities

**Speakers:** *Jane Halford, Founder, Halford Consulting*

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**Networking Break with Exhibitors (3:00 PM - 3:15 PM) EST.**

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**Local Networking Sessions and Prize Draws (3:15 PM - 4:15 PM) EST.**

- CALGARY
- EDMONTON
- ATLANTIC REGION (NF, PEI, NS, NB)
- QUEBEC & OTTAWA
- ONTARIO & INTERNATIONAL
- WEST COAST & TERRITORIES (BC, YT, NT, NU)
- PRAIRIES (MB, SK)

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**END OF CONFERENCE**

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