

13th

Executive Compensation

"A fascinating look at the successful set up of the compensation process."

"Gave me things to think about that I have not before."

"Good balance of theory and practical."

Designing and implementing effective pay strategies in an era of increased regulatory and shareholder scrutiny

Workshop Included: Developing a Risk Management Approach to Executive Compensation

participating organizations

- 3XCD
- Ainsworth Inc.
- Anderson Governance Group
- Blake, Cassels & Graydon LLP
- Cineplex Entertainment LP
- CSA Group
- Hay Group Ltd.
- Hugessen Consulting Inc.
- Katz Group Canada Ltd.
- McDowall Associates
- Meridian Compensation Partners LLC

who should attend

Executives responsible for executive compensation; Directors & Officers; Financial planners; Employment consultants; Tax executives with an interest in compensation and retirement; HR executives; Business executives looking for solutions to their compensation/retirement concerns

course highlights

- Hear from some of the country's leading tax experts from top accounting and law firms as well as HR executives from KATZ Group Canada, Ainsworth Inc., Cineplex Entertainment LP & CSA Group
- Learn the latest trends in taxation of executive compensation and retirement
- Hear about the tax consequences of employment termination and severance arrangements
- Explore the avenues available when designing a tax-effective stock option plan for senior executives
- Explore the issues surrounding tax-effective SERPs
- Examine equity compensation alternatives including option repricings, capping benefits and the impact on employee value perception and fair value, and the use of hybrid instruments



Course Leader
Robert Levasseur, McDowall Associates



David W. Anderson, Anderson Governance Group



Elizabeth Boyd, Blake, Cassels & Graydon LLP



Heather Briant, Cineplex Entertainment LP



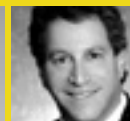
Gary Finch, 3XCD



Paul Keane, CSA Group



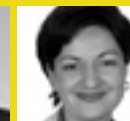
Anand Parsan, Hay Group Ltd.



Georges Soaré, Hugessen Consulting Inc.



Jim Thomson, Ainsworth Inc.



Carina Vassilieva, Katz Group Canada Ltd.



Phil Yores, Meridian Compensation Partners LLC

FACULTY

COURSE LEADER

ROBERT LEVASSEUR

Robert Levasseur, Senior Consultant and Principal at **McDowall Associates**, has been a consultant in the area of executive compensation since 1998.

CO-LECTURERS

DAVID W. ANDERSON

David Anderson is President of **The Anderson Governance Group**, an independent international research and advisory firm dedicated to assisting owners, directors and executives enhance corporate performance.

ELIZABETH BOYD

Elizabeth Boyd is a Partner in the Pension & Employee Benefits Group in the Toronto office of **Blake, Cassels & Graydon LLP**.

HEATHER BRIANT

As Senior VP, HR, **Cineplex Entertainment LP**, Heather Briant is responsible for all aspects of the HR function, encompassing talent development, organization effectiveness, total and executive compensation, HR governance and reporting.

GARY FINCH

Gary Finch is Managing Partner at **3XCD**, Canada's first and only financial services firm focused exclusively on board compensation governance, performance compensation design and the management and mitigation of board compensation risk.

PAUL KEANE, CSA GROUP

Paul Keane is Vice President, Human Resources of **CSA Group**.

ANAND PARSAN

Anand Parsan is a Principal in **Hay Group's** Executive Compensation Practice, based in Toronto.

GEORGES SOARÉ

Georges Soaré is a Partner at **Hugessen Consulting**. He is an accomplished executive and corporate director with 20 years of experience working with public and private companies.

JIM THOMSON

Jim Thomson was appointed Vice President, HR at **Ainsworth** in 2010. His responsibilities are national in scope and include oversight of all human resources functions, programs and initiatives throughout the company.

CARINA VASSILIEVA

Carina Vassilieva is Vice President, HR for **Katz Group Canada Ltd.** and a member of Katz Group Canada's Senior Management Team.

PHIL YORES

Phil Yores is a Partner and Senior Consultant at **Meridian Compensation Partners**. Since 1997, he has been consulting in the area of executive and director compensation.

COURSE PROGRAM

TRENDS AND ISSUES: WHAT HAS CHANGED AND WHAT'S AHEAD

An uncertain global economy, increased regulatory and shareholder scrutiny and volatile stock markets have forced organizations to rethink executive compensation practices. Many Canadian companies are making structural changes to top-tier compensation with the aim of placing executives at real financial risk to performance and removing signs of excess. This discussion details the current market conditions, future forecasts and their implications for executive compensation.

- Latest trends and critical issues for incentive and equity compensation: reward strategies and priorities for current market conditions
- Long-term incentive compensation balance and design
- New approaches to equity-based compensation and associated reactions: markets impact on the use of equity compensation
- Improved and extensive disclosure: new rules

COMPENSATION GOVERNANCE: OPPORTUNITIES AND RISKS FOR DIRECTORS

When it comes to executive compensation practices in today's business world, there continues to be demands for better alignment with shareholder interests and greater transparency. Board compensation committees must take more responsibility in the philosophy, design, execution and oversight of the administration of compensation arrangements. This discussion details key issues in executive compensation governance, including a look at the psychology of reward.

- Role of the board and compensation committee
- Membership on the compensation committee
- Nature of contingency and the psychology of performance and reward

SUPPLEMENTARY COURSE MATERIAL

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts and approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers' papers. See the list of presentations on page 4.

Delegates will also receive a trial subscription to the Board Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Board topics as delivered at our many recent Board conferences and courses.



DESIGNING A COMPENSATION PLAN TO SUIT YOUR COMPANY, BOARD AND SHAREHOLDERS

Companies and boards need well-conceived executive compensation plans that reward the right behaviours, while avoiding public and shareholder wrath. But striking that balance is often easier said than done, particularly in today's critical climate. This discussion details:

- The role of the compensation committee in overseeing executive compensation
- Setting a strategy and framework that will make executive pay work for the benefit of the key stakeholders
- Balancing short-term, medium-term and long-term performance goals and incentives
- Implementing a fair director compensation plan
- Alternatives to stock options for directors

BUILDING A TOTAL COMPENSATION STRATEGY

Many organizations have introduced "total rewards" to capture the total value proposition of executive compensation and to differentiate themselves from their competitors in order to attract and retain executive talent. This discussion details a company's approach to its executive compensation strategy.

- Implementing a total rewards portfolio that is aligned to overall business strategy
- Aligning total compensation with business goals
- Promoting performance through a total rewards model
- The role of compensation committees in implementing total rewards
- Educating and reporting on links between performance and rewards

COMPENSATION IN TURBULENT TIMES

Long-term compensation vehicles remain an important part of the typical executive compensation plan. This discussion details the merits of alternative long-term incentive compensation strategies.

- Emerging market practices regarding equity compensation
- Repricing underwater stock options
- Equity and phantom compensation plans that reward performance
- Preservation of working capital
- Structuring tax-effective severance payments

COMPENSATION STRATEGIES THAT PAY FOR PERFORMANCE

With today's global competitive business environment, the need to encourage and reward successful achievement at the executive level has never been greater. This discussion details how to develop executive compensation strategies that truly pay for performance.

- Fundamental elements needed to ensure that compensation programs truly reward outstanding performance
- Compensation program design features required to differentiate between outstanding and average performance
- Successful communication strategies to improve the implementation of executive compensation programs
- Keeping executives motivated and focussed in the face of the economic meltdown
- Using appropriate long-term incentive instruments and performance metrics

ATTRACTING AND RETAINING EXECUTIVE TALENT

Companies have been engaged in a war for senior executive talent that will remain a defining characteristic of the competitive landscape for decades to come. This discussion details the compensation strategies adopted to attract and retain executive talent.

- Determining executive compensation strategy
- Managing the process
- Building accountability into executive compensation
- Individualizing the package through incentive plans

TAX CONSIDERATIONS IN DESIGNING EQUITY-BASED INCENTIVE PLANS

In order to derive and provide maximum benefits from executive compensation, it is crucial to structure a compensation plan giving major consideration to the latest tax opportunities. This discussion details the current Canadian federal income tax rules relating to equity-based executive compensation.

- Overview of relevant tax rules
- Equity incentives that provide tax-deferred compensation
- Tax treatment of stock options
- Restricted stock vs. restricted share units

DIRECTOR COMPENSATION: REDESIGNED PAY FOR REDEFINED JOBS

The new expectations and responsibilities placed on directors have increased their reluctance to serve, with the "price" of the job having correspondingly gone up. This discussion details the latest in director compensation plans.

- The changing value of director compensation programs
- Development compensation plans that reflect the time, effort, performance and exposure to liability of directors
- New director compensation strategies
- New disclosure rules for director compensation
- New standards for equity compensation and ownership guidelines

OVERSIGHT OF EXECUTIVE PAY IN CANADA

The economic slowdown coupled with the perceived excessive pay packages received by senior executives are generating increased calls for the imposition of new restrictions and oversight on executive pay on the part of legislators, regulators and shareholders alike. In an effort to make sense of the Canadian situation, we have put together a senior panel that will help you better understand this contentious area as well as where trends are likely to go in the near future.

- Compensation and risk management
- Future trends in regulatory and legislative oversight: are disclosure rules likely to become more proscriptive?
- Are there potentially adverse consequences to imposing rules and regulations on an executive compensation system?
- Have market forces failed Canadian shareholders and the public?

WORKSHOP

DEVELOPING A RISK MANAGEMENT APPROACH TO EXECUTIVE COMPENSATION

Today, executive compensation should be seen not only as an incentive for corporate growth but also as a major corporate risk. Indeed, more than ever before, organizations need to rethink how they reward executives and to integrate a risk management approach to their executive compensation strategy. This workshop details how to re-engineer executive compensation practices using risk management tools.

- Striking a balance between being a competitive employer and avoiding exposure to unnecessary executive compensation risk
- Determining how much is too much for short-term compensation versus long-term compensation
- Aligning short-term rewards with long-term business strategies
- Ensuring the use of annual and long-term incentives and equity compensation programs are aligned with long-term business strategy
- Undertaking periodic review of executive compensation programs
- Devising an incentive strategy based on long-term goals
- Determining an appropriate set of metrics for the new strategy

MULTIMEDIA PRESENTATIONS

Your registration includes an interactive multimedia database comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio or video and accompanying slides. You may also purchase the multimedia proceedings of the course which will be available on CD-ROM 60 days after the course.

Governance Issues Surrounding Executive Compensation

Jeffery A. Barnes,
Heenan Blaikie

Addressing Expatriate Compensation & Financial Issues

Raja Ramanathan,
Bayer Inc.

D&O Liability in Executive Compensation Cases

Eleni Maroudas,
CHUBB Insurance Company of Canada

Tax Effective Executive Compensation

J. Milan Legris,
AIC Limited

Communicating Total Executive Compensation

Heather Briant,
Cineplex Entertainment LP

The Extraordinary Leader: How to Win the War for Talent

Dr. Nancy MacKay,
Inspire Action International Inc.

Supplemental Executive Retirement Plan - An Industry Perspective

James C. Nesbitt,
Tim Hortons Inc.

Beyond Stock Options: Alternative Long-Term Compensation Strategies

Chris D'Iorio,
PricewaterhouseCoopers LLP

Cross-Border Executive Compensation Issues

Jean Iozzo,
Watermark Human Capital Consulting

Executive Employment Contracts

Tina Giesbrecht,
McCarthy Tétrault LLP

Governance Issues Surrounding Executive Compensation

Jeff Barnes,
Heenan Blaikie LLP

Latest Developments in Workers' Compensation

Alex Booth,
Ministry of Labour and Citizens' Services

Pay for Performance Starts with Robust Performance Measurement

Harvey Batke,
TELUS Corporation

Latest Legal Developments in Pension, Benefits & Compensation Communications

Ross Gascho,
Fasken Martineau DuMoulin LLP

Designing Tax-Effective Plans for Income Trusts

Jim Kahane,
Ernst & Young LLP

Managing Compensation & Benefits During M&A

David Michaels,
Creative Healthcare Solutions

Selected Fringe Benefits

John McClure,
Gowling Lafleur Henderson LLP

Tax-Effective Use of Insurance

Kevin Wark,
PPI Financial Group

Taxation of Cross Border Executive Compensation

Wanda Rumball,
Blake, Cassels & Graydon LLP

Risk Management in a Volatile Environment

Anne Montgomery,
Deloitte & Touche LLP

CRA "Hit List"

Lawrence Levin,
Deloitte & Touche LLP

New Tax Free Savings Account Introduced by the Budget

Marsha Reid,
Deloitte & Touche LLP

The US-Canada Treaty Protocol: Changes Affecting Executives

Peter Megoudis,
Deloitte & Touche LLP

Aligning Employees with Executive Compensation Drivers & Corporate Goals

Tony Kerekes,
NVision Consulting Ltd.

Onboarding Executives

Michelle Chambers,
Chambers and Associates

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Metropolitan Hotel, 108 Chestnut Street, Toronto, Ontario, M5G 1R3

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 4:00 p.m.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee will be provided upon cancellation in writing received prior to April 5, 2011. No refunds will be issued after this date. Please note that a 15% service charge will be held in case of a cancellation.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to April 11, 2011

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