

May
19 & 20,
2010,
Toronto

*This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.
Corporate & Commercial Law: 7 hours.*

Attendance at this course can be reported as 11.0 hours of Continuing Professional Development (CPD) to the Law Society of British Columbia (includes 2.0 hours devoted to Professional Liability)



Attendance at this course can be reported as 11.0 hours of Continuing Professional Development (CPD) to the Law Society of New Brunswick



6th Reinventing the Corporate Secretary

Explore the expanded duties and functions of the corporate secretary

2-DAY COURSE + 2 LIVE INTERACTIVE WEBINARS + 15 AV LECTURES

"Having no formal training in this, the course put a framework on what I am doing and showed me areas where I can significantly improve my role for two companies. Looking forward to more courses on the topic."

- Julie Taylor,
Western Goldfields

"Good overview of corporate governance and role of corporate secretary within it."

"Extremely helpful."

"Good to get current landscape/ views on the issues. Good to hear best practices from colleagues and advisers."

"Good knowledge and info from industry professionals. Highlighted a lot of the issues facing me as a company officer today. Networked with other corporate secretaries to understand the issues they are facing and to learn from each other. Enjoyed and benefited from the interactive presentations and industry examples."

Workshop Included: Achieving Excellence in Board Evaluations

course highlights

Get leading-edge insights from corporate secretaries and top legal counsel about:

- The new role and changing duties of the corporate secretary
- Satisfying enhanced director information needs
- Update on new securities regulation and draft legislation
- Alerting the board and senior management to growing shareholder concerns

who should attend

Corporate secretaries & executives responsible for company secretary duties, financial directors or controllers, in-house lawyers, professional advisors and commercial lawyers

PRE-COURSE LIVE INTERACTIVE WEBINARS

INTERNATIONAL WEBINAR DISCUSSION PANEL

MAY 5, 2010 - NOON ET

PROXY ISSUES IN THE U.S.

The 2010 Proxy Season is in full swing south of the border and several major developments are shaping the 2010 proxy landscape in potentially profound ways. In addition, the global economic crisis is providing a new tone to the process, a tone that is sharpening the focus on recent issues and introducing some new ones. Join these leading U.S. experts for a detailed look at the issues that are making this season one of the most compelling in recent memory - and learn what may be heading our way.

- Governance challenges
 - Governance practices that will likely spark activism
 - Board composition and leadership
 - Board's oversight role in risk management and compensation
- Addressing compensation issues
 - Practices that could draw fire from shareholders
 - Incorporating risk analysis
 - Addressing new compensation disclosure requirements
- Developments in proxy solicitation and shareholder communication
 - No more broker discretionary voting

NATIONAL WEBINAR DISCUSSION PANEL

MAY 12, 2010 - NOON ET

EXECUTIVE COMPENSATION, DISCLOSURE AND SHAREHOLDER ENGAGEMENT

The recent furor over executive compensation has pushed disclosure and related shareholder engagement issues to the forefront of the governance agenda. More and more the corporate secretary is being called upon to manage the dynamics of the situation. In an effort to make sense of it all, we have put together a senior panel of Canadian experts that will help you better understand this contentious area as well as where trends are likely to go in the near future.

- Say on pay initiatives: are they effective, will they work in Canada?
- Tackling the issue of "excessive risk" in the CD&A
- Future trends in regulatory and legislative oversight of disclosure issues
- Are companies getting bad external legal advice regarding Reg FD and shareholder engagement?
- Risk disclosure: providing specific information on how the board, or its committees, manages risk

WEBINAR PANELISTS

Panelists will answer your questions

INTERNATIONAL WEBINAR PANELISTS

STEVEN C. BALET



Steven C. Balet is a Senior Managing Director of **Okapi Partners**.

PAUL HODGSON



Paul Hodgson is **The Corporate Library's** Senior Research Associate for board and executive compensation.

DAVID B.H. MARTIN



David Martin is co-head of **Covington & Burling LLP's** securities practice.

DARLA STUCKEY



Darla Stuckey is Senior Vice President, Corporate Policy and Advocacy of the **Society of Corporate Secretaries & Governance Professionals**.

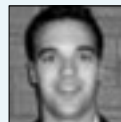
NATIONAL WEBINAR PANELISTS

BRAD ALLEN



Brad Allen is responsible for business development of **Laurel Hill's** strategic solicitation and corporate governance consulting services.

FRÉDÉRIC DUGUAY



Frédéric Duguay is a legal counsel in the Corporate Finance Branch of the **Ontario Securities Commission**.

SYLVIA GROVES



Sylvia Groves is the Principal of **GG Consulting**, which provides effective corporate governance solutions.

WES HALL



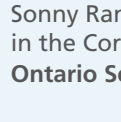
Wes Hall started **Kingsdale Shareholder Services** in 2003 and **Kingsdale Communications** in 2009 to provide clients with a seamless, multi-dimensional mechanism for communicating with shareholders.

CAROL HANSELL



Carol Hansell is a senior partner at **Davies Ward Phillips & Vineberg LLP**.

SONNY RANDHAWA



Sonny Randhawa is an Assistant Manager in the Corporate Finance Branch of the **Ontario Securities Commission**.

LIVE COURSE FACULTY

COURSE LEADER

DAVID W. ANDERSON



David Anderson is President of the **Anderson Governance Group**, an advisory firm dedicated to assisting corporate boards and management teams enhance leadership and governance performance. He has advised Canadian and US clients across industry sectors on key human capital management policies, practices and metrics.

JOHN S. ELDER



John Elder of **Fraser Milner Casgrain LLP** has very broad corporate, commercial and securities experience, and has handled a great number of M&As, financings and securities-related transactions, many with international facets.

SUZANNE MASCARENHAS



Suzanne Mascarenhas is a results-oriented business executive with extensive experience as a Chartered Secretary and Governance advisor. She currently provides consulting services for small to midsize organizations. She is a member of the Ontario Branch Council of The Institute of Chartered Secretaries and Administrators.

CO-LECTURERS

DEREK S.T. BALDWIN



Derek S.T. Baldwin is Director of Worldwide Operations and General Counsel for **IBIS International**, a global business intelligence, risk management, investigations and protective services firm.

DAVID BROWN



David Brown is the Executive Director of **Brown Governance Inc.** He is Canada's leading thinker, speaker, writer and practitioner in corporate governance. Since 1995, David has co-founded the International Corporate Governance Centre in Montreal, the National Awards in Governance in Toronto, the Public Enterprise Governance Centre in Ottawa, and the Directors College in Niagara.

CHRISTOPHER R. CATES



Christopher Cates is a commercial lawyer practicing as in-house counsel for **BCE Inc.**, **Bell Mobility Inc.** and **Bell Canada**. Specializing in commercial IS/IT, technology licensing and telecommunications work, he is also responsible for Bell Canada's corporate records management policies.

NORMAN FINDLAY



Norman Findlay is a Partner at the law firm of **Cassels Brock & Blackwell LLP**. He is primarily engaged in securities law with an emphasis on public offerings of securities, M&As and takeovers.

GARY JESSOP



Gary Jessop practises in the Ottawa office of **Blake, Cassels & Graydon LLP** in the areas of corporate, commercial and regulatory law. He is involved in all aspects of business law.

BRIAN M. LECK



Brian M. Leck is the General Counsel of the **Toronto Transit Commission**, Toronto Coach Terminal Inc. and Toronto Transit Consultants Limited. He is also Honorary Counsel for the Canadian Urban Transit Association and a Director and General Counsel for the Toronto Transit Commission Pension Fund Society and TTC Insurance Company Limited.

JASON MACINTOSH



Jason MacIntosh is an associate in **Cassels Brock & Blackwell's** Securities Group. His practice focuses on advising both private and public companies as well as investment dealers in a variety of transactions.

BARRY ROWLAND



Barry Rowland, senior partner in **Ernst & Young LLP's** Risk Management and Compliance practice, has over 30 years of professional experience in Canada and the U.S. He has served or addressed all the constituencies of governance.

RICHARD G. STOCK



Richard G. Stock, M.A., FCIS, CMC, is the founding partner of **Catalyst Consulting**. His practice is focused on corporate/government law departments and law firms. He has completed more than 500 consulting engagements in Canada, the U.S., Australia and Europe.

LIVE COURSE PROGRAM

MONITORING COMPANY DIRECTORS; ROLES, DUTIES & LIABILITY ISSUES

As boards come under increasing pressure to be accountable for how well they do their job, monitoring the role, duties and liability of the directors has become an essential piece in the governance puzzle. This session will focus on the corporate secretary's growing role in board oversight, featuring best practices for avoiding liability for their company and themselves.

- Satisfying enhanced director information needs
- Managing increasingly conflicting board and management interests
- Instituting more rigorous board and committee evaluations

ENSURING LEGAL & ETHICAL BEHAVIOUR BY THE CORPORATION & THE BOARD

The relationship between the board of directors and the corporate secretary is vital to corporate decision-making. The secretary must actively engage the board's legal and ethical needs and advise directors on legal and ethical behaviour in line with the company's mission, vision and values. Come explore leading practitioners' best practices for ensuring adherence to high legal and ethical standards of behaviour.

- Bringing potentially illegal or unethical issues to senior management's attention
- Ensuring board familiarity with new legislation and regulations
- Refining and expanding mission statements

MANAGING ANNUAL & SPECIAL MEETINGS OF SHAREHOLDERS & SHAREHOLDER ISSUES

In these days of growing shareholder activism, the corporate secretary is increasingly playing a major role in the management of meetings of shareholders. This session will explore the expanded duties and functions of the corporate secretary associates with shareholder meetings.

- Expanding role of institutional advisory groups
- Hot button items in proxy season
- Negotiations with shareholders regarding shareholder proposals in a time of increased activism

IMPLEMENTING A NEW OR UPDATED CORPORATE RECORD MANAGEMENT POLICY

Record management policies have typically been poorly implemented. Consequently, there is a renewed interest in improving the implementation of corporate records management policies as a tool to assist in litigation preparedness and compliance certification. The corporate secretary is commonly assigned responsibility for maintaining corporate policies, so improving corporate records management is often added to their formidable list of duties. This session will explore:

- Defining the strategy and organizational resources required for updating or introducing effective records management policies
- Creating a record management policy to provide guidelines for the appropriate maintenance and destruction of corporate records
- Where to look for information regarding the state of the law for your own organization

CRISIS MANAGEMENT & COMMUNICATIONS

In times of crisis or other major events, it falls to the general counsel to keep the board informed and ready to act. They are highly involved in any crisis, responding to board questions and approving all information disclosed to auditors, investors, employees, customers and suppliers. This session will walk you through best practices in fulfilling your duties to the board when handling a corporate crisis.

- Obligations, responsibilities and ethical considerations when responding to a corporate crisis
- How corporate counsel can protect corporate image in time of crisis
- Identifying potential threats on the horizon

THE CORPORATE SECRETARY'S ROLE IN DIRECTOR SUCCESSION

Nearly every board in Canada has been, is, or soon will be searching for new outside directors. Assessing your director succession plan is crucial in order to ensure your board continues to have the right director mix and that the structure of the board reflects the strategic direction that the board has set for itself. This session will explore the corporate secretary's role in director succession and finding the right director mix for your corporation.

- Providing meaningful assistance on the development of nominating criteria
- Involvement with the nominating committee in director selection
- Creating formal board candidate job descriptions

MANAGING BOARD RELATIONS TO MAXIMIZE VALUE-ADD TO YOUR ORGANIZATION

One of the many roles of the corporate secretary is to provide support and guidance to their board. Boards are focusing more closely than ever on their risk oversight responsibility to the corporation. This session will examine current best practices in board process, director communication and onboarding new directors. This session will also focus on the corporate secretary's role in risk oversight and examine areas in which engaged, effective boards most depend on them.

- Best practices in working with the board and committees
- Facilitating and promoting better board, shareholder and community relations
- Being guardians of the board's relationship with independent outside advisors

LIVE COURSE PROGRAM

MANAGING THE COST & PERFORMANCE OF EXTERNAL COUNSEL

Most corporate secretaries retain external counsel and most have established relationships. Institutional and corporate users of legal services are becoming more businesslike in retaining external counsel. This session will examine methods for managing the cost and performance of external counsel.

- Retaining the lawyer and the firm
- Forecasting demand for legal services
- Three measures to reduce external legal spend by 20%
- The script for a dialogue with the law firm

ADVISING THE BOARD ON OUTSIDE ADVISORS

The corporate secretary can provide assistance by advising the board and board committees on the selection of advisors. This should be done taking into consideration such things as the independence of the consultant, unique qualifications mandated by law, the potential for conflicts of interest, the format and extent of opinions and other deliverables and application of the attorney-client privilege.

- Negotiating the auditor's engagement letter
- Selection of executive compensation consultants
- Selection of a professional firm sought to provide a valuation, fairness opinion or similar

ESTABLISHING GOOD CORPORATE GOVERNANCE PRACTICES

The Canadian securities regulatory landscape has changed dramatically over the last few years, responding to the growing need for stricter enforcement and increased scrutiny regarding corporate governance. Whether you are mandated to comply with them, or benchmark your practices to these "Canadian best practices," these new corporate governance standards have forced many corporate secretaries to review and rework their existing practices to meet new requirements. This session will update attendees on the implications of new securities landscape / legal developments across all sectors and industries.

- Emerging priorities in governance
- Achieving the right balance of internal controls, audits and self-assessment
- Overview of recent significant legal developments impacting boards of directors
- Monitoring the effectiveness of the company's corporate governance policies and programs in a time of growing scrutiny

DEALING WITH SHAREHOLDERS & SHAREHOLDER ACTIVISM

Institutional investors, hedge funds and shareholder representatives have become increasingly active in advancing various governance issues. With the corporate secretary being the principal corporate contact for most shareholders and responsible for shareholder relations, they are in a good position to influence how these shareholders view corporate activity. This session will explore

some of the emerging governance issues, the tactics being employed by shareholder activists and how the corporate secretary can be proactive in the face of this new shareholder activism.

- Being proactive: preparing for the shareholders' meeting
- Emerging governance issues
- Enhanced shareholder communications
- Alerting the board and senior management to growing shareholder concerns

WORKSHOP

Workshop Leader:

DAVID W. ANDERSON
The Anderson Governance Group

ACHIEVING EXCELLENCE IN BOARD EVALUATIONS

The demands of meeting stringent standards and performance expectations are impacting publicly traded corporations and other organizations with boards of directors like never before. Developing and implementing an effective board evaluation program is key to enabling organizations to improve on past performance, keeping the directors aligned in their objectives and maintaining a sound working environment. This interactive workshop will explore the necessary steps and tools for designing and implementing a sound evaluation program for measuring the effectiveness of the board and its sub-committees as well as the contribution of individual directors.

- Board and director evaluations
- Constructive performance assessments of troubled boards
- Guiding principles for effective evaluation processes and stages of implementation
- Linking the board's renewal needs to performance

AV PROCEEDINGS CD

Audio/Video segments clickable slide by slide
Papers and overheads also included
Print any of the material for your own use



MULTIMEDIA PRESENTATIONS (MP CD)

Register for Reinventing the Corporate Secretary and we will give you free of charge a CD comprising the following taped presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 403 minutes of expert learning, these presentations are included in the price of this year's course as are the webinars.

Managing Board & Committee Meetings

Diana Beattie,
Brown Governance
Time: 53 Slides: 35

Corporate Record Management

Frank Walwyn,
WeirFoulds LLP
Time: 50

Traditional Responsibilities and New Challenges of the 21st Century Corporate Secretary

Francois Guenette,
ING Canada Inc.

The Corporate Secretary's Role in Regulatory Aspects of M&As

Susan Rabkin,
Labatt Brewing Company Limited

Managing Board Self-Assessment & Education

Scott L. Ewart,
Molson Canada

The Corporate Secretary's Expanded Compliance Role

Timothy E. Storus,
Equitable Trust

Assessing Risk Management and Using Assessment to Improve the Way the Board Does Business

Audrey T. Ho,
TELUS
Time: 78, Slides: 18

Challenges when Dealing with Regulators

Tim Hutzul,
Aecon Group Inc.
Time: 53 Slides: 30

Annual Board Goals and Work Plans

Andrea Plotnick,
Hay Group LTD.
13

Achieving Excellence in Assessing Individual Director Performance

John T. Dinner,
John T. Dinner Board Governance Services
Slides: 16

Building a Good Corporate Governance Practice

Lynn Korbak,
Morneau Sobeco
Time: 64 Slides: 12

Helping the Board Manage Risk

John F. Cairns
Chubb Insurance Company of Canada

Shaping and Assessing your Risk Management Approach from a Governance Perspective

C. L. F. (Lee) Watchorn,
Watchorn Advisory Group
Time: 54

Assessing Board and CEO Performance

David Pamentier,
Gowling Lafleur Henderson LLP
Slides: 15

The Evolving Role of the General Counsel in Supporting the Board

Monica Kowal,
Ontario Securities Commission
Time: 51 Slides: 15

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: Pantages Hotel, Skyline Boutique Hotels and Resorts, 200 Victoria Street, Toronto, ON. M5B 1V8

Cost: The attendance fee for the course is \$2075 per person and covers attendance for one person and the lecturers' presentation material as well as both webinars and the multimedia presentations listed above. The fee further includes lunch on both days, morning coffee on both days and refreshments during all breaks. You may purchase a CD containing the edited AV Proceedings of the course and webinars.

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 May 3, 2010. 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 a 10% discount. Groups of 7 or more from the same organization receive a 15% discount. No reduction in price if registration is received after date of webinar, but the AV Proceedings CD (with audio of webinars) will be included free.

Phone: 1-800-363-0722

Toronto: 416-665-6868

Fax: 416-665-7733

TO REGISTER FOR REINVENTING THE CORPORATE SECRETARY

Name _____
 Title _____ Department _____
 Approving Manager Name _____
 Approving Manager Title _____
 Organization _____
 Address _____
 City _____ Province _____ Postal Code _____
 Telephone _____ Fax _____ e-mail _____
 Please bill my credit card: _____ Expiration Date: _____
 AMEX VISA MASTER CARD Signature: _____
 Payment Enclosed: _____ Please invoice. PO Number: _____

WHEN CALLING, PLEASE MENTION PRIORITY CODE: **RCST1005/E**
 MAIL COMPLETED FORM WITH PAYMENT TO:
 Federated Press P.O. Box 4005, Station "A"
 Toronto, Ontario M5W 2Z8

REGISTRATION COSTS

NUMBER OF PARTICIPANTS: _____
 COURSE (WEBINARS + MP CD INCLUDED): \$2075
 COURSE + AV PROCEEDINGS: \$2075 + \$125 = \$2200
 AV PROCEEDINGS: \$499
 WEBINAR I OR WEBINAR II: \$499
 WEBINAR I AND WEBINAR II: \$950

NOTE: Please add 5% GST to all prices.

Proceedings CD-ROM will be available 60 days after the course takes place

Enclose your cheque payable to Federated Press in the amount of:

GST Reg. # R101755163

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Payment must be received prior to April 28, 2010

For additional delegates please duplicate this form and follow the normal registration process