

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 responsibility).

# 4<sup>th</sup> REINVENTING the CORPORATE SECRETARY

Explore the expanded duties and functions of the corporate secretary and gain insights on meeting today's challenges

November 3 & 4, 2009, Vancouver



**Course Leader**  
Kevin Hisko,  
McCullough  
O'Connor Irwin  
LLP



Geoffrey S.  
Belsher,  
Blake, Cassels  
& Graydon  
(U.S.) LLP



Dawn L. Moss,  
Eldorado Gold  
Corporation



David R. J.  
Lefebvre,  
Stikeman  
Elliott LLP



Bruce L. Willis,  
Yukon Workers'  
Compensa-  
tion, Health &  
Safety Board



Doris Meyer,  
Golden Oak  
Corporate  
Services Ltd.



Diane J. Pettie,  
Canexus  
Limited



Felicia B.  
Bortolussi,  
Heenan Blaikie  
LLP

*"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

## Workshop Included: Corporate Record Management

### participating organizations

Blake, Cassels & Graydon (U.S.) LLP  
Canexus Limited  
Eldorado Gold Corporation  
Golden Oak Corporate Services Ltd.  
Heenan Blaikie LLP  
McCullough O'Connor Irwin LLP  
Stikeman Elliott LLP  
Yukon Workers' Compensation, Health & Safety Board

### who should attend

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

### 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
- How corporate secretaries are working to help the board minimize their company's risk
- Involvement with the nominating committee in director selection
- The state of the law concerning maintenance of corporate records
- New methods for organizing, retrieving, explaining and certifying corporate documents

*"Extremely helpful."*

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

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

*"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."*

## FACULTY

### COURSE LEADER

#### KEVIN HISKO

Kevin Hisko is a Partner with McCullough O'Connor Irwin LLP. He was a staff member at the BC Securities Commission from 1994 to 1996, a member of the BC Securities Commission's Securities Law Advisory Committee in 2000-2001 and Chair of the Securities Subsection of the CBA in 2001-2002. He is the Corporate Secretary of Lundin Mining Corporation and of Bayou Bend Petroleum Ltd.

### CO-LECTURERS

#### GEOFFREY S. BELSHER

Geoffrey Belsher is the Managing Partner of Blakes' New York office and practices in the area of corporate law with a focus on cross-border transactions. Geoff has represented companies listed on every stock exchange in North America. He has served as the corporate secretary of a number of public companies and is currently a director and Corporate Secretary for Quadra Mining Ltd. Geoff has written and spoken extensively in the area of M&A and corporate governance, including teaching M&A at UBC Law School for 10 years.

#### DAWN L. MOSS

Dawn Moss is the Vice President, Administration and Corporate Secretary of Eldorado Gold

Corporation. She joined Eldorado Gold Corporation as Corporate Administrator in 1997. In 2000 she was appointed to the position of Corporate Secretary and subsequently in 2009 to the position of Vice President, Administration.

#### DAVID LEFEBVRE

David Lefebvre is a Partner in the Calgary office of Stikeman Elliott. He practises corporate and securities law, particularly national and international M&As, private equity transactions, capital markets and project financings and corporate governance matters. He is the Chair of Stikeman Elliott's China practice.

#### BRUCE L. WILLIS

Bruce Willis, Q.C. is General Counsel and Corporate Secretary to the Yukon Workers' Compensation Health & Safety Board, the Chair of the Yukon Water Board and the Chairs of the Administrative, Labour and Employment Law Sections of the Canadian Bar (Yukon). He formerly was a partner with Preston, Willis and Lackowicz for over 18 years. He has practiced for 33 years.

#### DORIS MEYER

Doris Meyer formed Golden Oak Corporate Services Ltd. in 1996 to build from her industry experience gained while acting as

CFO and Corporate Secretary while employed at Queenstake Resources Ltd. from 1982 to 1996. Currently, she serves as CFO and in some cases also as a director of: AuEx Ventures, Inc., Crescent Resources Corp., Kalimantan Gold Corporation Limited, Midway Gold Corporation, Miranda Gold Corp., Potash North Resource Corporation, Regency Gold Corp.; Rolling Rock Resources Corp., Sunridge Gold Corp. and Tournigan Energy Ltd.

#### DIANE J. PETTIE

Diane Pettie is Vice President, General Counsel and Corporate Secretary of Canexus Limited, administrator of Canexus Income Fund, a publicly traded income trust. She is responsible for leading the legal and corporate secretarial areas of Canexus. Prior to joining Canexus, she held senior legal management positions with energy companies.

#### FELICIA B. BORTOLUSSI

Felicia Bortolussi joined Heenan Blaikie's Securities and Corporate Finance group in 2001 after practising law with a major Canadian firm in Toronto and a securities boutique firm in Calgary. Her business law practice is concentrated in the areas of public and private equity and debt financing, stock exchange listings and related matters. She is corporate secretary of several publicly-traded companies.

## COURSE PROGRAM

### TRADITIONAL RESPONSIBILITIES AND NEW CHALLENGES OF THE CORPORATE SECRETARY

With the increased complexity of today's corporate activity due to globalization of business, cross-border transactions and increased scrutiny from the regulators and authorities, the role, duties and skill requirements of today's corporate secretary have grown exponentially. They are now seen as the chief governance specialist, with boards increasingly reliant on them for advice and support. This session will provide an overview of the evolving and expanding roles, duties, legal rights and liabilities of corporate secretaries.

- The changing and challenging role of today's corporate secretary: practical and strategic roles
- New delegated authority risk management approaches
- Emerging liability issues for the corporate secretary
- Expanded legal requirements for company secretaries
- The growing skill qualifications required by today's corporate secretary

### 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. These new corporate governance standards have forced corporate secretaries to review and rework their existing practices to meet new requirements. This session will examine the new boardroom realities.

- 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

## INCREASED MONITORING OF COMPANY DIRECTORS

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
- Keeping directors informed of expanding corporate and legal responsibilities
- Addressing the thorny issue of director compensation

## MANAGING BOARD AND COMMITTEE MEETINGS

Much of a corporate secretary's time is spent planning for and attending board of director and committee meetings, ensuring that agendas are logically ordered while not being overcrowded given director time constraints. This session will examine what a corporate secretary must know and do to effectively manage these meetings.

- New requirements for producing and managing timely and accurate minutes, advance written agendas and meeting notices, and clear and concise background material prepared in advance of the meetings
- Ensuring board members' time is used effectively and efficiently
- Developing a working knowledge of the increasingly complex corporate, legal and regulatory issues that come up at meetings
- Post-meeting duties

## BEST PRACTICES FOR DEALING WITH REGULATORS

Sweeping changes have occurred and will continue to occur in securities law in Canada. In this climate of massive regulatory change, you must get the compliance program right. Failure to do so can lead to stiff penalties and destroy a company. With the corporate secretary acting as the corporate liaison with the securities markets and regulators, this session will provide best practices for staying abreast of the myriad of rules and regulations that corporate secretaries are now expected to know.

- New regulatory requirements regarding disclosure and corporate governance
- Current priorities and projects with Canadian securities regulators
- Best practices for dealing with regulators and minimizing regulatory intervention

## CORPORATE SECRETARY'S EXPANDED COMPLIANCE ROLE

Past corporate crises have resulted in a heightened level of regulatory oversight and enforcement, further increasing board dependency on the corporate secretary. Recent reforms have created new responsibilities for corporate secretaries and set higher expectations for compliance. Moreover, as companies become more transparent, privacy concerns also become heightened; striking a delicate balance between the two adds to the emerging compliance challenges facing corporate secretaries.

- Understanding the process of institutionalizing ethical behaviour
- Establishing proficiency standards for an evolving compliance function
- Ensuring the risk reporting mechanism to the board is adequate and providing more meaningful and useful reports to the board
- Facilitating the collection of compliance issues from all levels of the company
- Striking a balance between transparency and privacy for good governance

## 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.

- Involvement with the nominating committee in director selection
- Creating formal board candidate job descriptions
- Defining the roles and responsibilities of individual directors
- Dealing with the greater pressure from institutional shareholders and shareholder rights organizations seeking changes to the way that board members are selected

## DEALING WITH 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.

- New requirements when preparing and distributing the annual report
- Negotiations with shareholders regarding shareholder proposals in a time of increased activism
- Enhanced shareholder communications
- Alerting the board and senior management to growing shareholder concerns
- Restoring confidence through increased transparency

## HELPING THE BOARD MANAGE RISK

The recent need for greater emphasis on risk oversight has further increased board dependency on the secretary and the general counsel. The corporate secretary is increasingly being called upon to ensure that the board has in place a robust process for risk oversight, one that can stand the test of tougher regulation and an increasingly litigious environment.

- Meeting corporate governance and enterprise risk management expectations
- Specific regulatory expectations for financial institutions
- Defining the corporate secretary's role: advisor, manager or enforcer?
- Assessing the board's understanding of key risk areas
- The importance of addressing reputational and operational risk
- Assessing the risk reporting and internal control processes

# WORKSHOP

## CORPORATE RECORD MANAGEMENT

There has been increased interest in corporate records management due to the heightened focus on compliance. Until recently, general record keeping of corporate records has typically been poorly standardized and implemented. Past scandals have placed renewed interest in corporate records compliance, litigation preparedness, and software and systems issues. Seeing that the corporate secretary is usually given responsibility for the creation, maintenance and retention of official corporate records, these developments have added to their growing list of duties. As Chief Financial Officer and Corporate Secretary of 10 public junior mining exploration companies, Doris Meyer is responsible for recording and managing each company's accounting, corporate and legal records. This practical and interactive workshop, Doris will examine the considerable organization skills and attention to detail required for effective record management as well as offer practical techniques and check list systems to put your hands on whatever record is asked for at any given moment.

- Establishing a record management policy to provide guidelines for maintaining complete and accurate corporate records
- The state of the law concerning maintenance of corporate records
- New Record disposal issues
- New methods for organizing, retrieving, explaining and certifying corporate documents
- Practical advice, techniques and check list systems

# MULTIMEDIA PRESENTATIONS

Register for Reinventing the Corporate Secretary and we will give you free of charge a CD-ROM comprising the following virtual presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 771 minutes of expert learning, these presentations are an added bonus to this year's course. Bear in mind that these presenters are not necessarily those that you will see and hear at this year's course.

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

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

## Defining the Role of Counsel in Governance: Working with the Board

L. Brian Swartz,  
Aecon Group Inc.  
Time: 37 Slides: 12

## Shaping and assessing your risk management approach from a governance perspective

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

## Managing Annual and Special Meetings of Shareholders & Shareholder Issues

John S. Elder,  
Fraser Milner Casgrain LLP  
Time: 43 Slides: 39

## The Evolving Role of the General Counsel in Supporting the Board

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

## Ensuring Legal and Ethical Behavior by the Corporation and the Board

Derek S. Baldwin,  
IBIS Risk Management Services Inc.  
Time: 52 Slides: 22

## Developing a Performance Monitoring System for the Board

Lynn Korbak,  
Morneau Sobeco  
Time: 58 Slides: 9

## Shareholder Activism

William Braithwaite,  
Stikeman Elliotte LLP  
Time: 51

## Value and Board Relations

Barry Rowland,  
Ernst & Young  
Time: 72 Slides: 12

## Corporate Record Management

Frank Walwyn,  
WeirFoulds LLP  
Time: 51

## The Board and Outside Advisors

Elizabeth Wilson,  
Ernst & Young LLP  
Time: 23 Slides: 15

## Governance renewal - Succession planning, board composition and structure

Wally Zimmerman,  
Zimmerman Lawyers  
Time: 54 Slides: 16

## The Corporate Secretary's Role in Director Succession

David W. Anderson,  
The Anderson Governance Group  
Time: 45 Slides: 31

## Managing Shareholders: Dealing with Shareholder Activism

Norman Findlay,  
Cassels Brock & Blackwell LLP  
Time: 48 Slides: 31

## Dealing with Regulators: Reporting and Regulatory Inspections

Timothy L. Hutzul,  
Aecon Group Inc.  
Time: 54 Slides: 30

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



**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 Vancouver, 645 Howe Street, Vancouver, V6C 2Y9

**Cost:** The attendance fee for the course is \$1825 per person and covers attendance for one person and the lecturers' presentation material. The fee further includes lunch on the first day, morning coffee on both days and refreshments during all breaks. You may purchase a Proceedings CD-ROM containing edited actual proceedings and materials from the course.

**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 October 21, 2009. 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.

Payment must be received prior to October 27, 2009

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:  AMEX  VISA  Mastercard  
 # \_\_\_\_\_ Expiration date: \_\_\_\_ / \_\_\_\_  
 Signature : \_\_\_\_\_  
 Payment enclosed:  Please invoice. PO Number: \_\_\_\_\_

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

RCSV0911/E

### REGISTRATION COSTS

NUMBER OF PARTICIPANTS:   
 COURSE: \$1825  
 COURSE + PROCEEDINGS CD-ROM:  
 \$1825 + \$125 = \$1950  
 PROCEEDINGS CD-ROM: \$499  
 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  
 PBN#101755163PG0001  
 For additional delegates please duplicate this form and follow the normal registration process