

7th

Reinventing the Corporate Secretary

Explore the expanded duties and functions of the corporate secretary

"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."

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

"Extremely helpful."

"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: Achieving Excellence in Board Evaluations

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

participating organizations

The Anderson Governance Group
 BC Assessment
 Borden Ladner Gervais LLP
 British Columbia Securities Commission
 Canexus Limited
 Catalyst Consulting
 ENMAX Corporation

Ernst & Young LLP
 Fraser Milner Casgrain LLP
 Heenan Blaikie LLP
 KSA Law Corporation
 Lawson Lundell LLP
 Manitoba Hydro
 Yukon Worker's Compensation, Health & Safety Board

Course Leader

David W. Anderson,
The Anderson Governance Group



Felicia Bortolussi,
Heenan Blaikie LLP



Michael L. Lee,
Lawson Lundell LLP



Leanne Likness,
ENMAX Corporation



Adrienne Marskell,
British Columbia Securities Commission



Gary Miller,
Ernst & Young LLP



Patricia Osoko,
BC Assessment



Diane Pettie,
Canexus Limited



Fred R. Pletcher,
Borden Ladner Gervais LLP



Jeffrey A. Read,
Fraser Milner Casgrain LLP



Kelly Stark-Anderson,
KSA Law Corporation



Richard G. Stock,
Catalyst Consulting



Ken Tennenhouse,
Manitoba Hydro



Bruce L. Willis,
Yukon Worker's Compensation, Health & Safety Board



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.

CO-LECTURERS

FELICIA BORTOLUSSI

Felicia Bortolussi is a partner at the Calgary office of **Heenan Blaikie LLP** and has been practising commercial, corporate and securities law since 1993.

MICHAEL L. LEE

Michael L. Lee is a partner with **Lawson Lundell LLP**. He advises public and private companies regarding M&As, financings, restructurings and general corporate law matters.

LEANNE LIKNESS

Leanne Likness joined **ENMAX Corporation** as Corporate Secretary in 2008.

ADRIANNE MARSKELL

Adrienne Marskell is Senior Compliance Counsel, Corporate Finance Division, at the **British Columbia Securities Commission**.

GARY MILLER

Gary Miller, CA, CPA (Illinois) is an Assurance Partner in **Ernst & Young LLP**'s Vancouver office with over 20 years experience.

PATRICIA OSOKO

Patricia A. Osoko is Corporate Secretary for **BC Assessment**, a provincial Crown Corporation.

DIANE PETTIE

Diane Pettie is Vice President, General Counsel and Corporate Secretary of **Canexus Limited**, administrator of Canexus Income Fund.

FRED R. PLETCHER

Fred Pletcher is a partner at **Borden Ladner Gervais LLP**'s Vancouver office.

JEFFREY A. READ

Jeffrey A. Read practises corporate and securities law at the Vancouver office of **Fraser Milner Casgrain LLP**.

KELLY STARK-ANDERSON

Kelly Stark-Anderson is the principal of **KSA Law Corporation**.

RICHARD G. STOCK

Richard G. Stock, M.A., FCIS, CMC, is the founding partner of **Catalyst Consulting**.

KEN TENNENHOUSE

Ken Tennenhouse is General Counsel and Corporate Secretary of **Manitoba Hydro**.

BRUCE L. WILLIS

Bruce Willis, Q.C. is General Counsel and Corporate Secretary to the **Yukon Workers' Compensation Health & Safety Board**.

COURSE PROGRAM

TRADITIONAL RESPONSIBILITIES & NEW CHALLENGES OF THE 21ST CENTURY 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 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 of corporate secretaries.

- The changing role of today's corporate secretary
- Emerging liability issues for the corporate secretary
- Expanded legal requirements for company secretaries

GUIDING 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

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.

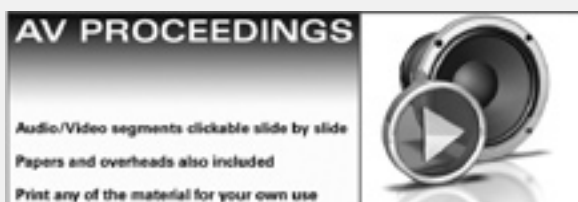
Delegates will also receive a trial subscription to the Business Law Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Business Law topics as delivered at our many recent Business Law conferences and courses.

*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

Gain insights on meeting today's challenges



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. This session explores leading practitioners' best practices for ensuring adherence to high legal and ethical standards of behaviour.

- Confirming the roles of the corporate secretary
- Evaluating the corporation's most significant legal compliance issues
- Encouraging employees to report illegal or unethical conduct

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 these expanded duties.

- Expanding role of Institutional Advisory Groups
- Hot button items in proxy season
- Preparing the script and agenda for the annual meeting

BOARD OVERSIGHT OF 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 in:

- Assessing the board's understanding of key risk areas
- The importance of addressing reputational and operational risk
- Ensuring the risk reporting mechanism to the board is adequate

THE 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.

- Understanding the process of institutionalizing ethical behaviour
- Establishing proficiency standards for the compliance function
- Ensuring the risk reporting mechanism to the board is adequate

MANAGING BOARD & 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. 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
- Ensuring board members' time is used effectively and efficiently
- Post-meeting duties

DEALING WITH REGULATORS: REPORTING AND REGULATORY INVESTIGATIONS

Sweeping changes have occurred and will continue to occur in securities law in Canada. In this climate of massive regulatory change, you must get your compliance program right. Failure to do so can lead to stiff penalties and can 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 dealing with regulators.

- Challenges of keeping abreast of new regulatory requirements regarding disclosure and corporate governance
- Current priorities and projects with Canadian securities regulators
- Dealing with regulators and minimizing regulatory intervention

THE CORPORATE SECRETARY'S ROLE IN DIRECTOR SUCCESSION

Nearly every board in Canada will at some time search for new outside directors. This session will explore the corporate secretary's role in developing and implementing a sound board succession plan including:

- Developing the candidate search criteria
- Assisting the nominating committee with the search process
- Developing an effective orientation program for new directors

DEALING WITH SHAREHOLDERS & SHAREHOLDER ACTIVISM

Institutional investors, hedge funds and shareholder representatives have become increasingly active in advancing various governance issues. The corporate secretary is the principal corporate contact for most shareholders and responsible for shareholder relations. This session will explore 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 shareholder communications
- Restoring confidence through increased transparency

CRISIS MANAGEMENT & COMMUNICATIONS

In times of crisis or other major events, it falls to the corporate secretary to keep the board informed and ready to act. They are highly involved in any crisis. This session will walk you through best practices in fulfilling your duties to the board when handling a corporate crisis.

- How the corporate secretary can protect corporate image in time of crisis
- Identifying potential threats on the horizon
- Shaping and delivering effective messages for all stakeholders

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 business-like in retaining external counsel.

- Retaining the lawyer and the firm
- Forecasting demand for legal services
- Three measures to reduce external legal spend by 20%

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

WORKSHOP

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. This interactive workshop will explore designing and implementing a sound evaluation program for measuring the board and individual directors.

- Board and director evaluations
- Constructive performance assessments of troubled boards
- Process improvement strategies for boards and committees

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.

Managing Board & Committee Meetings

Diana Beattie,
Brown Governance

Corporate Record Management

Frank Walwyn,
WeirFoulds LLP

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

Challenges when Dealing with Regulators

Tim Hutzul,
Aecon Group Inc.

Annual Board Goals and Work Plans

Andrea Plotnick,
Hay Group LTD.

Achieving Excellence in Assessing Individual Director Performance

John T. Dinner,
John T. Dinner Board Governance Services

Building a Good Corporate Governance Practice

Lynn Korbak,
Morneau Sobeco

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

Assessing Board and CEO Performance

David Pamerter,
Gowling Lafleur Henderson LLP

The Evolving Role of the General Counsel in Supporting the Board

Monica Kowal,
Ontario Securities Commission

Shareholder Activism

Norman Findlay,
Cassels Brock & Blackwell LLP

Increased Monitoring of Company Directors

Suzanne Mascarenhas,
USC Education Savings Plans Inc.

Corporate Secretary's Role in Director Succession

David W. Anderson,
The Anderson Governance Group

Managing Annual & Extraordinary General Meetings of Shareholders

John S. Elder,
Onex Corporation

Risk, the Board and the General Counsel

Derek S.T. Baldwin,
IBIS International

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

L. Brian Swartz,
Aecon Group Inc.

Shareholder Activism

William Braithwaite,
Stikeman Elliotte LLP

Value and Board Relations

Barry Rowland,
Ernst & Young

Governance Renewal - Succession Planning, Board Composition and Structure

Wally Zimmerman,
Zimmerman Lawyers

The Board and Outside Advisors

Elizabeth Wilson,
Ernst & Young

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: The Sutton Place Hotel Vancouver, 845 Burrard Street, Vancouver, V6Z 2K6

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 September 30, 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 15%. For larger groups please call.

Payment must be received prior to October 5, 2010

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

RCSV1010/E

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
COURSE: \$1975
COURSE + PROCEEDINGS CD-ROM:
\$1975 + \$175 = \$2150
PROCEEDINGS CD-ROM: \$599
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