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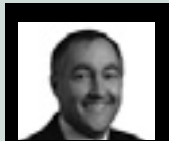
Applicable toward CPD Requirement

Reinventing the Corporate Secretary

Explore the expanded duties and functions of the corporate secretary

October 14 & 15, 2014, Calgary

**Workshop Included:
The Effective Use of External Counsel**



Course Leader
William G. Gilliland,
Dentons
Canada LLP



Course Leader
Richard G. Stock,
Catalyst
Consulting



Craig Hoskins,
Norton Rose
Fulbright
Canada LLP



Bradley D. Markel,
Secure Energy
Services



Leanne Likness,
STARS Air
Ambulance



Fred R. Pletcher,
Borden Ladner
Gervais LLP



David Sevalrud,
CSV Midstream
Solutions



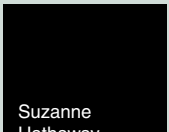
David Taniguchi,
Gowling Lafleur
Henderson LLP



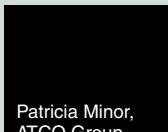
Jeffrey N. Thom,
Q.C.,
Miller Thomson
LLP



Sherry Wendt,
Penn West



Suzanne
Hathaway,
Keyera Corp.



Patricia Minor,
ATCO Group

participating organizations

ATCO Group
Borden Ladner Gervais LLP
Catalyst Consulting
CSV Midstream Solutions
Dentons Canada LLP
Gowling Lafleur Henderson LLP
Keyera Corp.
Miller Thomson LLP
Norton Rose Fulbright Canada LLP
Penn West
Secure Energy Services
STARS Air Ambulance

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

Two-Day Event!

COURSE LEADERS

WILLIAM G GILLILAND

Bill Gilliland is a Partner at **Dentons Canada LLP**. He has worked with board special committees on strategic transactions and has advised numerous public company boards of directors on governance and decision-making issues.

RICHARD G. STOCK

Richard G. Stock is the Founding Partner of **Catalyst Consulting**. His practice is focussed on corporate / government law departments.

LEANNE LIKNESS

Leanne Likness is Corporate Secretary at **STARS Air Ambulance**.

BRADLEY D. MARKEL

Bradley D. Markel is Corporate Secretary at Secure Energy Services. He is also a Partner at **Bennett Jones LLP**. Brad Markel's business law practice includes corporate finance, mergers and acquisitions and corporate governance.

PATRICIA MINOR

Patricia Minor is Manager, Corporate Secretarial at **ATCO Group**.

DAVID TANIGUCHI

David Taniguchi is a Partner in **Gowling Lafleur Henderson LLP**. His practice focuses on mergers and acquisitions, corporate finance matters and corporate governance and public disclosure related issues.

JEFFREY N. THOM, Q.C.

Jeffrey N. Thom is a Partner at **Miller Thomson LLP** and has been a litigator for 36 years in Alberta and British Columbia, and practices in diverse litigation areas, primarily corporate/commercial, securities and regulatory, insolvency and restructuring, and estate litigation.

SHERRY WENDT

Sherry Wendt is Corporate Secretary and Senior Counsel at **Penn West**.

CO-LECTURERS

SUZANNE HATHAWAY

Suzanne Hathaway is Vice President, General Counsel and Corporate Secretary at **Keyera Corp**.

CRAIG HOSKINS

Craig Hoskins is a Partner at **Norton Rose Fulbright Canada LLP**. He practices in a wide range of corporate finance and transactional areas. He advises public and private corporations, as well as underwriting groups and private equity investors.

FRED. R. PLETCHER

Fred R. Pletcher is a Partner at **Borden Ladner Gervais LLP**. He advises companies, underwriters and investors on transactions and issues, including M&As, corporate finance and corporate governance.

DAVID SEVALRUD

David Sevalrud is Corporate Secretary at **CSV Midstream Solutions**. He is also a Partner at Carscallen LLP. His practice includes providing independent legal advice to boards and directors, and he has served on a variety of for profit and not for profit boards over the past 30 years.

COURSE PROGRAM

CORPORATE SECRETARIAL PANEL DISCUSSION: RISING TO THE CHALLENGE

The role of the corporate secretary is becoming more and more complex and fundamental to the governance structure of most corporations. This panel discussion details some of the practical day-to-day challenges associated with the corporate secretary role and how to master them.

- Role of the corporate secretarial function in fostering good corporate governance
- Managing the meetings
- Expanding The role and duties of the corporate secretary
- Managing and adding value to board processes
- Becoming strategically focused

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 & liabilities of 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.



AV Proceedings

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

- This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.
- For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.
- Attendance at this course can be reported as 11 hours of Continuing Professional Development (CPD) to the Law Society of B.C.
- The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members

ESTABLISHING GOOD CORPORATE GOVERNANCE PRACTICES

The Canadian securities regulatory landscape has changed dramatically over the last few years. 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
- Recent legal developments impacting boards of directors
- Monitoring the effectiveness of the company's corporate governance policies and programs in a time of growing scrutiny

ENSURING LEGAL & ETHICAL CONDUCT BY THE CORPORATION & THE BOARD

The relationship between the board of directors and the corporate secretary is vital to corporate decision-making. 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 legal compliance
- Reporting illegal or unethical conduct

TRADITIONAL RESPONSIBILITIES AND NEW CHALLENGES OF THE CORPORATE SECRETARY

Today's corporate secretary is 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, duties, legal rights and liabilities of corporate secretaries and the boards they serve.

- The changing and challenging role of today's corporate secretary
- 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

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

THE VIRTUAL CORPORATE SECRETARY

This session will explore the emerging concept of the virtual corporate secretary. Discover what this means and what it entails for the business of the future.

- Offering notice and access to your shareholders
- Developments under National Instrument 54-101 and National Instrument 51-102
- Corporate statute requirements regarding mailing of information circulars and financial statements
- Opt -out provisions
- The U.S. experience

ACHIEVING EXCELLENCE IN BOARD EVALUATIONS

Developing and implementing an effective board evaluation program is key in enabling organizations to improve on past performance. This session will explore the necessary steps and tools for designing and implementing a sound evaluation program.

- 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 assessment

DEALING WITH SHAREHOLDER ACTIVISM

Institutional investors, hedge funds and shareholder representatives have become increasingly active in advancing various governance issues. This practical and interactive discussion 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: shareholder meetings and the corporate secretary
- Defending against activism
- Disclosure requirements for shareholder meetings
- Enhanced shareholder communications
- Board and management engagement with shareholders
- Emerging governance issues
- Alerting the board and senior management to growing shareholder concerns
- Restoring confidence through increased transparency

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. 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
- Shaping and delivering effective messages for all stakeholders

WORKSHOP

THE EFFECTIVE USE OF EXTERNAL COUNSEL

Most corporations retain external counsel and have established relationships with law firms. 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
- Measures to reduce external legal spend by 20%
- Performance-based fees for external counsel



Your registration includes an interactive multimedia CD-ROM comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio and accompanying slides.

For an additional \$175 to the registration fee, you can receive the multimedia proceedings of the course on CD-ROM, containing all presentations given at event. If not registered for the event, the cost of this CD, is \$599.

To receive the presentations described below as well as the presentations given at the event, the cost is \$799.00.

Guiding Company Directors: Roles, Duties & Liability Issues

Charles G. Alexander
Citibank Canada

Risk Oversight

John F. Cairns
Chubb Insurance Company of Canada

Dealing with Shareholders & Shareholder Activism

Norman Findlay
Bennett Jones LLP

Crisis Management & Mommunications

Brian M. Leck
Toronto Transit Commission

Ensuring Legal & Ethical Conduct by the Corporation & the Board

Derek S.T. Baldwin
IBIS Corporation

The Virtual Corporate Secretary

Timothy E. Storuz
Computershare Trust Company of Canada

Managing Shareholder Meetings & Shareholder Issues

John S. Elder, Q.C.
Anchor Corporate Governance

Advising the Board on Outside Advisors

Nick Argue
Ernst & Young LLP

Role in Director Succession

David W. Anderson
The Anderson Governance Group

Establishing Good Corporate Governance Practices

Sabrina Kunz
BC Assessment Authority

Increasing Demands on the Board: Enterprise Risk Oversight

William Murphy
KPMG LLP

Effectively Managing Board and Committee Meetings

Dean Readman
The Vancouver Fraser Port Authority

Traditional Responsibilities and New Challenges of the Corporate Secretary

Jeffrey A. Read
Borden Ladner Gervais LLP

Dealing with Regulators

David Grad
Primerica Financial Services (Canada) Ltd.

Managing the Cost & Performance of External Counsel

Richard G. Stock
Catalyst Consulting

Overseeing Risk Management from a Board Perspective

Alan Curleigh
Northstar Trade Finance Inc.

Board Risk Oversight in M&As and Takeovers

John Lark
Coherent Advice Inc.

Governance Issues Surrounding Executive Compensation

Gordon G. Raman
Borden Ladner Gervais LLP

The Board's Role in the ERM Framework

Fay Booker
Booker and Associates

Enterprise Risk Management & the Board: Key Issues

Ron Schwartz
Adante Consulting Inc.

The Board's Perspective: CEO & Audit Committee Performance Management

Alan Curleigh
Northstar Trade Finance Inc.

The Role of the Nominating & Governance Committee

L. Brian Swartz
Aecon Group Inc.

Developing a Board Performance Monitoring System

Lynn Korbak
Morneau Sobeco

Advising Boards in Major Transactions

Neil Herle
TransCanada PipeLines Limited

Leadership: Chairman of the Board or Chairman of the Company?

H. Garfield Emerson
Emerson Advisory

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: Sheraton Cavalier Calgary Hotel, 2620 32nd Avenue NE, Calgary, AB, T1Y 6B8

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.

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 5:00 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 less 15% administration fee will be provided upon cancellation in writing received prior to October 1, 2014. No refunds will be issued after this date.

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 7, 2014

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

TO REGISTER FOR 15TH 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: _____

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
 PROCEEDINGS plus multimedia presentations:
 \$799
 NOTE: Please add 5% GST to all prices.
 Proceedings CD-ROM will be available 30 days
 after the course takes place
 Enclose your cheque payable to
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 and follow the normal registration process