

CORPORATE GOVERNANCE FOR TODAY AND TOMORROW

TORONTO Thursday, October 8, 2009

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Dates and Venues:

The Toronto course is being held on October 8, 2009 at St. Andrew's Club & Conference Centre, 150 King Street West, Toronto, ON M5H 1J9 Tel: (416) 366-4228

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PRESENTS

CORPORATE GOVERNANCE FOR TODAY AND TOMORROW

Directors' responsibilities and risk of liability are increasing and stakeholders are more likely than ever to name directors in corporate litigation. Executive compensation is on the front page and is a source of director liability and reputational risk. Managing litigation and satisfying shareholder requirements for good governance are more important than ever, particularly as current market conditions increase the risk of corporate insolvency. D&O insurance and indemnities have not provided directors with the protection they expected. This course is a must attend for directors and officers, and corporate counsel who need to understand these risks and how to protect themselves and their companies.

Course Leaders:



Carol Hansell

Senior Partner
Davies Ward Phillips & Vineberg LLP



Christina Medland

Partner
Torys LLP

Lexpert® Top Ranked for Corporate Commercial Law and Mergers & Acquisitions in the 2009 Canadian Legal Lexpert® Directory

Course Highlights:

- The new corporate governance rules
- Shareholders and governance
- Compensation challenges
- D&O insurance
- Insolvency challenges
- Litigation risks
- Upcoming issues in governance

Speakers:

- John Campion** – Senior Partner, Fasken Martineau DuMoulin LLP
Lexpert® Top Ranked for Directors' & Officers' Liability, Litigation and Professional Liability in the 2009 Canadian Legal Lexpert® Directory
- Scott A. Bomhof** – Partner, Torys LLP
- Catherine Jackson** – Manager of Corporate Governance and Proxy Voting, Ontario Teachers' Pension Plan
- Jordan Solway** – General Counsel & Vice President, Claims for Munich Reinsurance Company of Canada and for Temple Insurance Company
- Cornell Wright** – Partner, Torys LLP

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Toronto St. Andrew's Club, October 8, 2009

Webcast also available

PRESENTS



CORPORATE GOVERNANCE FOR TODAY AND TOMORROW



Christina Medland

Christina Medland is a partner and head of the Pension and Employment Group of Torys LLP. Her practice focuses on executive arrangements, incentive compensation and compensation governance, as well as on pensions, benefits and employment. She also advises compensation committees and boards of directors on public disclosure requirements and governance obligations concerning executive compensation. Christina graduated from the University of Toronto in 1981 (BA) and received her LLB from Osgoode Hall, York University in 1984. She was called to the Ontario Bar in 1986.



Carol Hansell

Carol Hansell is a senior partner at Davies Ward Phillips & Vineberg LLP practising corporate, commercial and securities law and is an internationally recognized expert in corporate governance. She advises public and private companies on a variety of transactional and other business issues. She currently serves on the board of directors of Bank of Canada and of Toronto East General Hospital. Ms. Hansell is chair of the Corporate Governance Committee of the American Bar Association and chair of the Securities Advisory Committee, which provides advice and assistance to the Ontario Securities Commission. Ms. Hansell received a BA from the University of Western Ontario (1981), an MA from University of Toronto (1982) as well as an LLB from Osgoode Hall Law School and an MBA from Schulich School of Business at York University.



Scott A. Bomhof

Scott A. Bomhof is a partner with Torys LLP. He practises exclusively in the area of restructurings, banking law and insolvency, including workouts, refinancings, bank litigation, receiverships, bankruptcies, mortgage remedies, lender liability and enforcement of security and rights between debtors and creditors generally. Scott has published articles on restructuring and insolvency issues in *Canadian Bankruptcy Reports* and *Credit and Banking Litigation Quarterly*, and has been the author of papers presented to INSOL International, the Canadian Bar Association, Infonex, Lorman Education Services, the Law Society of Upper Canada, Osgoode Professional Development and The Canadian Institute. He is currently the Ontario editor of *Commercial Insolvency Reporter*.



John Campion

John Campion is recognized by Lexpert® as one of the leading 25 corporate commercial barristers in Canada. A senior partner at Fasken Martineau DuMoulin LLP, he has been chair of the litigation department and elected chair of the firm during his 35 years as a lawyer. His leading cases include the successful defence of Nesbitt Burns in the multi-billion dollar class proceeding involving Bre-X Minerals Ltd., defence of Dominion of Canada in the salvage class action litigation, counsel in deregulating the natural gas industry in Canada, counsel for the Competition Bureau in the abuse of dominance trial dealing with the legality of loyalty plans and counsel to McCain Foods in the "control" arbitration. He has been counsel in over 200 reported and public cases in the trial and appeal courts and he has appeared before administrative tribunals. He has advised Canadian corporations on corporate governance issues, including Via Rail and the Ontario Teachers' Pension Plan. He is an elected bencher of the Law Society of Upper Canada (2000 to present) and the vice president of the Federation of Law Societies. Mr. Campion is a recognized advocate in commercial litigation in numerous global publications.



Catherine Jackson

Catherine Jackson is the manager, corporate governance and proxy voting for the \$87.4 billion Ontario Teachers' Pension Plan. A Chartered Accountant, Catherine started her career at KPMG in Vancouver and joined Teachers' in 2001. Catherine holds a B.Sc from the University of British Columbia and in 2008, received the Millstein Center for Corporate Governance and Performance "rising stars of corporate governance" recognition from the School of Management at Yale University. In her current role, Catherine is responsible for voting all proxies for public companies in Teachers' portfolio, and determines the pension fund's corporate governance policies and proxy voting guidelines. In addition, she engages with Teachers' largest holdings to improve governance practices.



Jordan Solway

Jordan Solway holds a law degree from Osgoode Hall Law School and was admitted to the Law Society of Upper Canada in 1993. He is presently completing his LLM in the area of trust law with a specific emphasis on commercial trust arrangements. He worked in private and public practice and had extensive experience in the areas of tort law, governmental liability, commercial litigation, insurance coverage disputes and professional liability. In 1999, he joined Chubb Insurance Company of Canada where he managed complex litigation on various lines of commercial insurance. In 2005, he joined a commercial insurance start-up company, Arch Canada as vice president of claims and legal, and in November 2008, he joined Munich Canada as appointed general counsel and vice president, claims for Munich Reinsurance Company of Canada and for Temple Insurance Company.



Cornell Wright

Cornell Wright is a corporate and securities lawyer at Torys LLP. His practice focuses on mergers and acquisitions and corporate finance. Cornell has represented some of Canada's largest companies on their most significant transactions, including most recently The Thomson Corporation in its US\$18 billion acquisition of Reuters Group PLC. He is a member of the firm's Corporate Governance Practice Group and has advised public companies on a range of corporate governance and legal compliance matters. Cornell graduated from McGill University in 1996 (BA) and received his LLB and MBA from the University of Toronto in 2000. He was called to the Ontario Bar in 2002.

8:00 Registration and Breakfast

8:30 Introduction

Christina Medland – Partner, Torys LLP

What directors need to know to:

- Satisfy new governance standards
- Meet shareholder expectations
- Pay for performance
- Effectively insure themselves
- Manage and mitigate risks
- Be ahead of the curve

8:45 New corporate governance rules

Cornell Wright – Partner, Torys LLP

Key issues:

- Nine key principles of corporate governance
- Disclosure of governance objectives
- Establishing independence
- Promoting integrity and managing conflicts

9:30 Governance: the shareholder's perspective

Catherine Jackson – Manager of Corporate Governance and Proxy Voting, Ontario Teachers' Pension Plan

What you need to do to score top marks:

- Board independence
- How compensation drives responsibility
- Say on pay
- What next?

Engaging effectively with shareholders

Shareholder responsibilities during transactions

10:15 Coffee Break

10:30 Compensation challenges for directors

Christina Medland – Partner, Torys LLP

Avoiding liability and getting compensation right:

- Directors' standard of care
- Process makes perfect
- Paying for performance in difficult times
- Special challenges of share-based compensation

Compensating appropriately

11:15 Protecting yourself: D&O insurance

Jordan Solway – General Counsel & Vice President, Claims for Munich Reinsurance Company of Canada and for Temple Insurance Company

Structuring and obtaining proper protection for directors:

- Nature of policies and issues related to indemnities
- Types of D&O coverage and effective structure of insurance and indemnities for directors
- Pitfalls to avoid and questions to ask
- Negotiating effective protection for the directors
- Insurance issues in a difficult economy

12:00 Networking Luncheon

1:30 The insolvency zone

Scott Bomhof – Partner, Torys LLP

How to function in the insolvency zone:

- Personal liability

2:15 Coffee Break

2:30 Reputational and business risk solutions

John Campion – Senior Partner, Fasken Martineau DuMoulin LLP

- Who do directors owe a duty to
- Employee and pension risks
- Protecting directors in the insolvency zone
- Recognizing and managing risk
- Preventing and mitigating reputational risk
- Opportunity – litigation as a business policy
- Taming the beast – who, how, what and where
- Negotiating solutions backed by litigation threat
- Media relations, public disclosure, directors under personal threat, shareholders and regulatory anxiety

3:15 Governance for the future

Carol Hansell – Senior Partner, Davies Ward Phillips & Vineberg LLP

Getting governance right:

- Governance trends
- "Green" disclosure
- How boards and directors can protect themselves
- What to expect next

Improving board performance

4:00 Course Conclusion

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