



# THE ADVANCED LEGAL GUIDE TO ADVISING THE PUBLIC COMPANY BOARD OF DIRECTORS

## When the Board turns to you, will you be ready?

In one intensive day, get practical strategies and tips to confidently and competently advise on governance issues ranging from the day-to-day to the extraordinary.

Canada's foremost experts in corporate law, securities law and corporate governance will give you up-to-the-minute, cutting-edge guidance on key issues relevant to all Boards, including:

- Promoting and maintaining a culture of foresight and corporate stewardship
- Understanding the key considerations in respecting shareholder rights and upholding company interests
- Effective strategies in crisis management: before, during, and after a crisis
- Special committees and recent developments in M&A
- Strategies for advising on governance best practices
- How to provide effective, reliable leadership while preserving your professional autonomy

Register today at:

[osgoodepd.ca/advising-the-board](http://osgoodepd.ca/advising-the-board)

## Program Chairs

**Vincent A. Mercier**  
Davies Ward Phillips &  
Vineberg LLP

**Professor Poonam Puri**  
Osgoode Hall Law School

## Date and Time

**October 22, 2019**  
**9:00 a.m. – 5:00 p.m. EDT**  
**In Person or Webcast**

**Online Replay:**  
**December 12, 2019**

## Location

**Osgoode Professional  
Development**  
1 Dundas St. West, 26th Floor  
Toronto, ON

# THE ADVANCED LEGAL GUIDE TO Advising the Public Company Board of Directors

Today's Boards are under tremendous pressure and face a host of difficult and challenging issues. It is essential that in-house counsel and external legal advisors are fully prepared to efficiently deal with the difficult – and often urgent – issues facing Boards. At the same time, you need to keep an eye on the big picture and have a clear a sense of your role, your professional responsibilities and risks, and how to manage them.

**Be confident in your role and responsibilities as an advisor on the key governance issues facing today's Boards.** Designed for mid-to senior level legal advisors, *OsgoodePD's Advanced Legal Guide to Advising the Public Company Board of Directors* brings together Canada's foremost experts in corporate law, securities law and corporate governance. You will get relevant, practical guidance, thoughtful analyses and strategies for dealing with:

- The advisor's role in short-term versus long-term strategy
- Shareholder Activism & Engagement – striking a balance between shareholder rights and good governance
- Maintaining professional autonomy when advising the board
- Advanced contingency planning – what can advisors do to prepare effectively?
- Advising on Special Committees, including recent developments in M&A
- Managing stakeholder relationships and governance best practices

There will be ample opportunity for questions and discussion about best practices.  
**Register now!**

## Who Should Attend?

- In-house counsel
- General counsel, including Chief/Senior Legal Counsel
- Corporate counsel, including private practitioners specializing in governance and regulatory matters
- Corporate governance advisors to Boards
- Board members
- Corporate executives
- Securities lawyers
- Vice-Presidents and Directors of regulatory affairs, legal affairs, risk management
- Compliance officers
- Insurance industry experts – executive risk, D&O
- Auditors
- Board/Management Consultants

## Agenda

**8:30 a.m.**

**Registration Opens**

**9:00 a.m.**

**Program Chairs' Welcome and  
Introductory Remarks**

**9:05 a.m.**

**Shareholder Activism & Engagement:  
Strategies and Approaches**

**Aaron Atkinson**

Davies Ward Phillips & Vineberg LLP

**John Ciardullo**

Stikeman Elliott LLP

**Amy Freedman**

Kingsdale Advisors

**Alex Moore**

Blakes, Cassels & Graydon LLP

Shareholders are increasingly interested in exercising their rights to influence corporations in which they invest. Activism is on the rise, and an effective shareholder engagement policy that respects shareholder rights while balancing good governance and the best interests of the company are a must. This expert panel will discuss the role of internal and external counsel, while also delving into the major issues and practical approaches in this area, including:

- Common areas of shareholder activism you need to know and understand
- Strategies and tactics used by activist shareholders and by companies in response
- Disclosure and transparency requirements
- Fiduciary duties and ethical considerations
- Tried and tested engagement strategies to proactively avoid activism
- Overview of recent cases

**10:45 a.m.**

## **Refreshment Break**

**11:00 a.m.**

### **Special Committees and Hot Topics in M&A**

#### **Jeremy Fraiberg**

Osler, Hoskin & Harcourt LLP

#### **Jason Koskela**

Ontario Securities Commission

#### **Neill May**

Goodmans LLP

#### **Melanie A. Shishler**

Davies Ward Phillips & Vineberg LLP

The “heavy lifting” of board work often happens in committees, and there are a variety of important factors and requirements particular to special committee work. As an advisor, you must know the rules and principles that underlie committee work, and also understand the scope and expectations of your role. Leading practitioners will review and discuss committees in general, and in the context of M&A.

- When are Special Committees needed?
- Procedures and strategies when enacting special committees
- Recent developments in M&A
- Process considerations for material conflict of interest transactions
- Best practices for material conflict of interest transactions
- OSC review of material conflict of interest transactions and common themes
- Composition

**12:30 p.m.**

## **Lunch**

**1:30 p.m.**

### **Crisis Management: Minimizing the Impact**

#### **Boyd Erman**

Partner, Longview Communications Inc.

#### **Sharon Geraghty**

Executive Vice President and  
General Counsel, Great-West Lifeco

#### **M. Marianne Harris**

Corporate Director, Sun Life Financial  
Inc., Loblaw Companies Limited and  
President’s Choice Bank

#### **Vincent A. Mercier**

Davies Ward Phillips & Vineberg LLP

In a complex business environment, there are a multitude of factors to address when dealing with a crisis, and useful strategies to consider before, during, and after. As counsel, you may be called upon to provide advice at any time. You must be prepared. The panel will discuss:

- Defining roles and responsibilities – what are the duties and responsibilities of directors in a crisis situation?
- How do you advise on crises without crossing the line?
- Advanced contingency planning – what can advisors do to prepare effectively?
- Access to and use of specific expertise during a crisis – who else may you need to retain?
- Managing multiple risk factors – reputation, litigation, and regulatory
- Director liability – strategies to mitigate and avoid
- Ensuring your professional and ethical obligations are met, while best representing your client
- Case studies: what went wrong and what went right

**3:00 p.m.**

## **Refreshment Break**

**3:15 p.m.**

### **Evolving Standards in Board Governance: Managing Stakeholder Relationships and Engaging the Board**

#### **Jennifer Longhurst**

Davies Ward Phillips & Vineberg LLP

#### **Sarah Neville**

Director of Policy Development,  
Canadian Coalition for Good Governance

#### **Professor Poonam Puri**

Osgoode Hall Law School

#### **Georges Soaré**

Partner, Hugessen Consulting Inc.

Effectual and successful board governance is both an art and science that continually evolves. As an advisor, the Board will look to you to provide advice and you need to keep on top of the latest developments and standards. This expert panel will discuss best practices and the areas in which counsel can play a vital role, including:

- The legal advisor’s role in creating a culture of good governance
- How you can provide leadership while preserving professional autonomy
- Helping the board and investors understand key environmental, social, and governance (ESG) factors that should be taken into account
- Strategies for CEO succession planning
- Executive and director compensation
- Recruitment and retention of excellent board candidates
- Counselling on diversity and inclusion initiatives

There will be an opportunity to ask questions. Don’t miss your chance to get insights from this expert panel on the most pressing issues in governance.

**4:45 p.m.**

## **Program Concludes**

## Chairs

Vincent Mercier  
Davies Ward Phillips &  
Vineberg LLP

Professor Poonam Puri  
Osgoode Hall Law School

## Faculty Includes

Aaron Atkinson  
Davies Ward Phillips &  
Vineberg LLP

John Ciardullo  
Stikeman Elliott LLP

Boyd Erman  
Partner, Longview  
Communications Inc.

Jeremy Fraiberg  
Osler, Hoskin & Harcourt  
LLP

Amy Freedman  
Chief Executive Officer,  
Kingsdale Advisors

Sharon Geraghty  
Executive Vice President  
and General Counsel,  
Great-West Lifeco

M. Marianne Harris  
Corporate Director, Sun  
Life Financial Inc., Loblaw  
Companies Limited and  
President's Choice Bank

Jason Koskela  
Manager, Office of Mergers  
and Acquisitions, Ontario  
Securities Commission

Jennifer Longhurst  
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Vineberg LLP

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Alex Moore  
Blakes, Cassels & Graydon  
LLP

Sarah Neville  
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Development, Canadian  
Coalition for Good  
Governance

Melanie A. Shishler  
Davies Ward Phillips &  
Vineberg LLP

Georges Soaré  
Partner, Hugessen  
Consulting Inc.

## Registration Details

### Fee per Delegate

**\$795 plus HST**

Fees include attendance, program materials, lunch  
and break refreshments. **Group discounts** are available.

Visit [www.osgoodepd.ca/group-discounts](http://www.osgoodepd.ca/group-discounts) for details.

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Please inquire about financial assistance.

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