

Module 1 – Foundations of Governance

Day 1 – Full day

Core of Governance and the role of the governance professional

This session sets out the expectations and growing role and responsibilities of the Governance Professional. It will examine the legal commonalities and differences among various kinds of organizations and how they impact oversight, strategic and operational functions.

Participants will explore the following topics in depth:

- What is a Governance Professional – Job description
- The legal, regulatory and public policy basis of governance for not-for-profits, state-owned organizations, private and public corporations;
- How the principles of accountability, transparency and independence can be practiced effectively in different organizational contexts;
- Practical tools for developing effective governance practices under different organizational cultures
- Legal Entities/structures (differences and similarities)
- Duty of the corporate secretary
- Director responsibilities, Mandate and fiduciary duties
- Regulators and Laws
- NFPs, Crowns, Co-ops, partnerships
- Officers (role of CEO, Directors, CO), D&O Liability and Integrity agreements
- Ethics, confidentiality, privacy, Conflicts of Interest, up-the-ladder reporting duties
- Accountability, Transparency, Independence
- Policy Management
Monitoring governance best practices sponsored by stakeholders

A - GOVERNING PRINCIPLES

- Corporation law

- Canada Business Corporations Act
- Ontario Business Corporations Act
- Not for Profit Corporations Act
- Cooperatives
- State Owned Enterprises
- Directors and officers
 - Fiduciary duty
 - Duty of Care
- Other Statutory Duties
- The Regulatory Environment
 - Provincial Securities Laws
 - OSFI
 - Financial Accountability Act (SOE's)
 - NP-58-201
- Non-regulatory sources of governance practices (stakeholder organizations)

B - BEST PRACTICES

- Board Role: Fiduciary v. Strategic Governance
- Board Composition and renewal in different organizational contexts
- Creating diverse boards
- Managing the Board / CEO tensions of information asymmetry
- Establishing virtuous cycles of review and improvement
- Stakeholder outreach

C - PRACTICAL TOOLS

- Templates and consistency in board/committee mandates
- Work programs based on the mandate
- Skills matrix
- Assessing board involvement in decision making
- Leveraging the role of the Corporate Secretary/Governance Professional

D - IMPLEMENTATION SKILLS

- Forging alliances between the Board and Management

- Negotiating and maintaining effective information flows
- Being the 'Influencer'

Day 2 – Full Day - Director Management – Driving Board Effectiveness throughout the Director Life Cycle

The purpose of the session is to provide the tools for developing critical processes to enhance Board effectiveness from before directors join the Board, through their tenure and until they leave – with the objective of improving the Board's decision-making processes

Participants will explore the following topics in depth:

- The legal, regulatory and best practice requirements for key director processes
- The role of the Governance Professional in supporting and encouraging good governance practices with regard to recruiting, orienting, education, evaluating and removing directors

A - GOVERNING PRINCIPLES

- Legal and regulatory requirements impacting different types of organizations
- Shareholder and stakeholder influences
- The value-add of detailed processes to support board effectiveness

B - BEST PRACTICES

Getting the most from your Board - best practices for developing:

- Clarifying expectations among directors
- An effective skills matrix
- Director succession plans and director removal options
- Director orientation programs
- Continuing education programs
- Board, Committee, Director, peer and 360° evaluations

C - PRACTICAL TOOLS

- Skills matrix format
- Processes to develop and improve the Board orientation

- Dealing with appointments and elections of directors
- Policies on term limits, over-boarding, diversity and retirement ages
- Getting directors on side of processes for expenses, travel, etc.

D - IMPLEMENTATION SKILLS

- Partnering with the Board to enhance its effectiveness
- Influencing the Board and taking a lead role on key director life cycle issues

Day 3 - Morning**Soft Skills – Managing and Influencing Board Dynamics, Culture, Relationships & Conflicts**

Boardroom dynamics have a significant yet largely unrecognized impact on good governance. The governance professional has a critical role in supporting their board in fostering a more conducive boardroom culture by mastering the required soft skills to do so.

A - GOVERNING PRINCIPLES

- Provide opportunity for participants to experience dysfunctional boardroom culture/dynamic
- Explore implications for the governance professional
- Reliance on experiential learning with some preparation, but little in terms of formal curriculum

B - BEST PRACTICES

- Emotional intelligence
- Self-motivation
- Dual/multiple reporting accountabilities / relationship management
 - Board members
 - Board Chair
 - CEO
 - Senior Management
- Strategic influencing
- Building strategic relations
- Board/Management relationships

C - PRACTICAL TOOLS

- Communications
- Decision-making
- Leadership
- Team
- Time management
- Building / achieving consensus
- Dual reporting role of the CS
- Communication / presentation skills
- Working with dominant stakeholder
- Crisis management

- Change management
- Negotiations

D - IMPLEMENTATION SKILLS

- Soft skills definition
- Pre-read
- Case Study
- Simulated Board Session
 - Role playing
 - Chair
 - Executive Director
 - Donor
 - Director
 - Etc.
 - Identify a challenge and a “finish line” participants are to reach
 - Define roles and design scenarios linked to the case study/board session scenario which are known only to those playing those roles

Next Steps

- Identify articles for pre-read on topics related to group dynamics, etc.
- Clarify/define soft skills included
- Confirm what's in scope for this module
- Formalize which soft skills (see accompanying compendium) will be included and how they will be covered/addressed/incorporated
- Determine how students will be assessed on this module

Module 2 – Applied Governance

Day 1 – Morning

Meeting Processes and AGMs

The purpose of the session is to provide the tools for holding successful meetings – the ultimate decision-making process for all organizations including:

- The legal and regulatory requirements for Board, committee and shareholder or member meetings
- Tools and processes for organizing and holding successful and effective meetings
- The special nature of shareholder and member meetings and best practices

Participants will explore the following topics in depth:

A - GOVERNING PRINCIPLES

- legal entity variations respecting meetings
 - Annual meeting key dates
 - Special General Meetings
 - Committees of independent directors
 - Nature of quorum
 - Legal privilege in meetings
 - Role of the Chair
 - Entitlement to attend and participate

B - BEST PRACTICES

- Notices of meetings and disseminating information
- Role of the Chair
- Setting an agenda
- Consent agendas
- Declarations of interest and conflicts of interest
- Project management for meetings
- Stakeholder relations
- Documentation and minutes
- In camera meetings
- Proxy management
- Voting and ballots
- Plain language minutes

C - PRACTICAL TOOLS

- Key date management
- Template agendas
- Executive summaries
- Managing board portals
- Web-based meetings
- Resolutions and third parties

D - IMPLEMENTATION SKILLS

- Forging alliances with management, and shareholders/members/key stakeholders
- Influencing action: Following up after meetings

Day 1 – Afternoon**Financial Literacy for the Non-Financial Governance Professional**

The purpose of this module is to help give you an understanding of business finance, and the role of the Board, Audit Committee, Auditors and the Governance Professional in the preparation, presentation and analysis of financial information.

Participants will develop an understanding with respect to:

- Accounting terms and the significance and relevance of financial information
- The budgeting process including the fundamentals of preparing and mastering budgets
- Basic concepts underlying the preparation and presentation of financial statements
- Controls and policies that help ensure accuracy and reliability of accounting systems

A - GOVERNING PRINCIPLES

- Compliance with legal and stakeholder requirements
- Generally accepted accounting principles
- Transition of Canadian GAAP to IFRS Standards
- Establishing a framework for risk management policies (ERM)
- The International Accounting Standards Board (IASB)

B - BEST PRACTICES

- Familiarity with the language of accounting
- Understanding the purpose of, and analyzing each of the financial statements
- The finance department's role
- Improve your ability to discuss and question financial decisions
- Communicate and work more effectively with financial professionals
- Ethics and the finance function: recognize aggressive financial reporting and techniques to manipulate financial statements
- Understanding budget preparation

- Appreciating the role of the Auditor
- Understanding the Role of the Audit Committee Chair

C - PRACTICAL TOOLS

- Finance tools that will help you to make better business decisions
- A detailed framework which you can use for your own planning and budgeting
- Tools to help you evaluate consequences of operating decisions

D - IMPLEMENTATION SKILLS

- Hands on detailed financial analysis of fictitious corporate entity which will help you understand the operational and financial health of your company
- Fostering an understanding of finance information and its implications
- Cultivate working relationships with finance professionals to enhance your value to the organization
- Hands on application of budgeting techniques
- Prepare financial presentations relating to financial matter for senior officers and the Board

Day 2 – Morning**Minutes and Minutes Management**

The purpose of the session is to provide the tools for preparing minutes that protect the organization and its directors – with the objective of evidencing the due-diligence of the Board in its decision-making processes.

Participants will explore the following topics in depth:

- The legal and regulatory requirements for minutes
- Tools and processes for implementing and maintaining effective minutes
- Best practice minute taking, preparation and maintenance procedures

A - GOVERNING PRINCIPLES

- Legal and regulatory requirements
- Fundamentals and features of good minutes
- Purpose of minutes and demonstrating due diligence

B - BEST PRACTICES

- Best practices for handling:
 - Consent agendas
 - Conflicts of interest
 - In camera and executive sessions
 - Voting, including abstentions and dissents
 - Briefing materials

C - PRACTICAL TOOLS

- Finding the right level of detail
- Specifics on what to include and what to exclude
- Processes and timing for minutes approvals
- How to write minutes for in camera sessions
- Developing and maintaining carry forward lists
- Dealing with digital and paper records
- Managing access to minutes and sensitive attachments

D - IMPLEMENTATION SKILLS

- Developing the working relationships with the Chair, the Board and the management team
- Writing minutes that protect the directors and the organization
- Managing minutes, notes and materials in the best interests of the directors and the organization

Day 2 – Afternoon**Records Management**

This course covers one of the governance professional's key skills. The governance professional is often responsible for managing the organization's collective memory, and certainly the core memory related to the Board of Directors and the subject matters most often entrusted to the governance professional, ranging from Board meeting records, to records pertaining to directors, subsidiaries, compliance, and ranging to insider reporting, securities compliance, acquisitions due diligence, ethics matters, and many, many other critical areas of responsibility. Unless there is a robust records management process, things can get messy fast.

Participants will explore the following topics in detail:

A. GOVERNING PRINCIPLES

- Legal requirements
 - Canada Business Corporations Act
 - Provincial business corporations legislation
 - Minimum retention periods
 - Statutes of limitations
 - Limitations Act, 2002, SO 2002, c 24
 - 47 other statutes in Ontario
 - 2 years, or 15 years, though some claims are not subject to limitation
 - Retain, unless destruction is mandated by law or based on the organization's destruction policy
- Organizational memory
 - The most sensitive and most essential information in the organization's possession

B. BEST PRACTICES

- Confidentiality and longevity
 - Safekeeping
 - Access controls
 - Access by directors
 - Access by auditors
 - Access by counsel

- Access by management
- Preservation of confidentiality and privilege
 - Role of counsel
 - Role of external auditors
- Meeting materials
 - Meeting agendas
 - Meeting materials
 - Committees of independent directors
 - Records of meetings and impact on independence
 - Minutes and Minute Books
 - Meeting Record Books
 - Meeting notes
 - Best practices
 - Retention and destruction
- Succession and seniority records
 - Who was what when
- Declarations of interest
 - Notices of change in principal occupation
 - Changes over time
- Board evaluation records
- Records of correspondence with directors
 - Who knew what when?
- Insider trading reporting files
- Whistleblower files
- Safekeeping of negotiable securities and other tangible valuables
 - Lock boxes, safes and vaults
- Governance and issues watch
 - Monitoring regulatory and industry developments, scholarly sources, and others
 - Law firm mailing lists
 - Watch files
- Corporate files
 - Parent entity
 - Subsidiaries and associates
- People files
 - Directors, officers, agents, others
- Procedure and operations manuals
- Administration files
 - Personnel
 - Budget
 - Expense accounts
 - Accounts payable

- General files
 - Due diligence
 - M&A
 - Continuous disclosure
 - Other projects
 - Supplier files
 - Regulators and investigations
 - Governance questionnaires and ratings files
- Litigation, investigations, claims and inquiry holds
- Paper records
 - Secure destruction
- Digital records
 - Secure destruction

C. PRACTICAL TOOLS

Maintaining a records management system and process

- Paper records
 - Filing system
 - Filing methods
 - Alphabetical
 - Serial numbers
 - Status
 - Active files
 - Closed files
 - Archived files
 - Location, location, location
 - Key dates (open, close, archive, transfer, destroy)
 - Search and retrieval
 - Archival considerations
 - Paper quality
 - Inks, toner and time
 - Quality of archival storage
 - Security (tampering, fire, theft)
 - Climate control
 - Duplication for redundancy
 - Storage in separate sites, facilities
 - Digital records
 - Suitability for core records
 - Minutes, record books
 - Filing system
 - Protection, backup, encryption
 - Pitfalls
 - Longevity and accessibility
 - Records retention and destruction

D. IMPLEMENTATION SKILLS

- Simplicity
 - Simplicity, simplicity, simplicity, simplicity
 - Spreadsheet-based
 - Single-hole punch, brass fasteners
 - Dogpile filing (most recent on top)
 - Plain legal size folders
 - Plain binders
 - Table of contents
 - Open archival shelving
- Consistency
 - Distributed system
 - Each member of staff needs to master the system
- Efficiency
 - Speed
 - Opening
 - Shelving
 - Searching
 - Locating
 - Retrieving
 - Destroying
- Clustering subjects
 - 20170608.1 Pies
 - 20170608.1.1 Strawberry pies
 - 20170608.1.1.1 Strawberry Rhubarb pies
 - 20170608.1.2 Lemon meringue pies
 - 20170608.1.3 Cream pies
- Scale
 - 100 to 100,000 records and beyond
- Longevity
 - Think ahead
 - 50, 100, 200, 500 years

Day 3 – Morning**Board Committees Framework****A - GOVERNING PRINCIPLES**

- Purpose of committees
 - Context
 - Roles and responsibilities
 - Board delegation to Committees
- Relationship to the Board
- Principles for committee effectiveness
 - Role and contribution to governing well
- Committee rights, authority and accountability
 - Approvals, oversight, delegation

B - BEST PRACTICES

- Committee focus and work
 - What committees do
- Types of Committees
 - Ad hoc vs. standing / permanent / special
- Board delegation to Committees
 - Developing options and recommendations
- Membership
 - Size and capabilities
 - Member tenure / rotation

C - PRACTICAL TOOLS

- Committee mandate template
- Committee meeting agenda template
- Committee reporting process and template

D - IMPLEMENTATION SKILLS

- Committee meetings and process
 - Meeting minutes
 - Meeting committee member informational needs
 - Management's role and contribution
- Structuring the Committee
 - Mandate
 - Leadership
 - Membership
- Committee structure
 - Audit and Risk
 - Human Resources / Compensation
 - Governance / Nominating
 - Executive
 - Relevance and use
 - Health and Safety
 - Investment
 - Ethics

Module 3 – Strategic Governance

Day 1 – Morning

Risk and the Governance Professional

The purpose of the session is to provide the introductory basics, with selected corresponding tools, to introduce the Governance Professional to two key elements of Risk Management:

- Enterprise Risk Management- An introduction to the “Mechanics of ERM”
- Commercial Insurance to protect the Organization and its Directors & Officers

Participants will explore the following topics in depth:

A – Governing Principles

- Enterprise Risk Management
 - Failures in Risk Management
 - Definitions of Risk & Risk Standards
 - Five Steps in Risk Management
 - Aligning Insurable and Non-Insurable Risks
- Commercial and D&O Insurance
 - Insuring the Organization
 - Insuring the Directors & Officers

B – Best Practices

- Risk Identification and Assessment
- Roles & Responsibilities in Risk Management
- Selecting and managing Outside Providers
- Cost vs Quality

C – Practical Tools

- Workshops and Information collection
- Risk Registers
- Reporting to the Board
- Outside Provider Service Agreements
- Process for Marketing Insurance Placements (D&O and other)
- D&O Checklist

D – Implementation Skills

- Forging alliances:
 - Operations
 - C-Suite & Board
 - Subsidiaries
- Information Management

Day 1 – Afternoon**The role of the Governance Professional in Board Strategy****A - Governing Principles**

- The role of the corporate secretary in ensuring boards are effective in their strategy process
 - Coordination and facilitation
 - Preparation and follow up
- Understanding the board's distinct role in strategy
 - Strategy vs. execution
 - Understanding boundaries between board and management planning
- The importance of strategic intent
 - Board obligation to make real strategy that may bind future boards
 - Assisting boards with tough choices

B - Best Practices

- The integrated planning model
- Bringing real and useful insight to the board strategy process
 - Financial
 - Environmental and external
 - Organizational
- Aligning organizational planning cycles to the needs of your board
- The board's role in brutal prioritization
- Dynamic planning for boards
- Linking financial and non-financial planning

C - Practical Tools

- Creating a simple and effective strategy framework and schedule for powerful results
- Differing approach for different organizations
 - Adjusting your approach for smaller organizations
 - Corporations versus non-profits and associations
- Implementing a simple and effective quarterly board strategy dashboard

D - Implementation Skills

- Running a great planning session
 - 8 steps to success
 - Preparation and follow up
- Governance professional's role in ensuring accurate strategy outcome reporting to support board strategy decision making
 - Ensuring board ownership and commitment to the process
 - Keeping the process and the plan alive at the board level
- Preparing your board with the basics for productive strategy making
 - The concept of board planning readiness
- Board level strategy facilitation skills
- Internal consulting skills
- Strategy communication process

Day 2 – Morning**CSR, Sustainability and ESG and the role of the Board****A - Governing Principles**

- Definition, Drivers and Trends
 - Definition of CSR, sustainability and ESG
 - Emergence of ESG role of Board
- Legal requirements
 - Canada Business Corporations Act
- Risk management
 - Risks and opportunities from sustainability trends

B - Best Practices

- Role of board
 - Tone at top
 - Strategy and risk
 - Talent and incentive compensation
 - Nominations and director development
 - Board assessment
- Role of governance professional
 - ESG Governance review

C - Practical Tools

- Integration of sustainability factors into existing tools, protocols and benchmarks, e.g.
 - Skills matrix
 - Director orientation
 - Evaluations
 - Education
 - Compensation
 - Committee mandates
 - Policy
 - Performance reporting
 - Strategy and balanced scorecard
 - Risk management
 - Board or governance manual

D - Implementation Skills

- Agenda setting
- ESG governance benchmarking
- Sustainability lens on board decisions

Day 2 – Afternoon**Strategic Finance**

- Controls & Policies
- External auditor
- Internal auditor
- Budgeting
- Financial Reporting
- Financial Statements
- Annual Reports
- IFRS

*More details to come

**Day 3 – Morning
Ethics**

- Ability to deal with difficult people

A – Governing Principles

- Effective governance of an organization cannot exist unless Board members fulfill their roles and responsibilities with the highest standards of conduct
- Duty of loyalty
- Duty of care
- Duty of integrity
- Duty of confidentiality
- Compliance with laws, rules, regulations
- Fair dealing

B – Best Practices

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- Tone from the top - CEO, Board chair
- Oversight of ethics by the Board
- Disclosure of potential, perceived and/or actual conflicts of interest at all board meetings
- Disclosure of outside business interests and process to address them
- Management of reputational risk
- Entertainment, gifts, preferential treatment
- Compliance
- Reporting and managing misconduct
- Whistleblower program

C – Practical Tools

- Sample policies and templates, covering such areas as whistleblower policies, company and board codes of conduct, charter of expectations for board directors, social media policies
- Training
- Oath of office
- Board effectiveness assessments
- In-camera discussions

D – Implementation Skills

- Understanding and communicating what forms part of ethics and integrity, how to identify and address misconduct
- Building strategic relationships
- Strategic influencing
- Ability to manage difficult conversations