Best Practices and Perspectives on the Sustainability and Corporate Social Responsibility Role of the Board and Governance Professional

May 27, 2019
Terminal City Club, Vancouver

This program features a full day of expert panels and roundtable discussions designed for executives and professionals of all levels and organizations, and will discuss the following:

• What is ESG (Environmental, Social, Governance), Sustainability and Corporate Social Responsibility and how does this relate to the board’s role?
• The legal, investor and business cases driving boards to adopt best practices in ESG governance and oversight
• What should sustainability practitioners, governance professionals and corporate directors know about ESG Governance?
• Practices that competent boards should have in place to build sustainability and ESG governance in their organizations
• What is the ESG role of the Governance Professional?
• What are the barriers, how to address them, and what do governance professionals need to advance their efforts?
On behalf of Governance Professionals of Canada (GPC), we welcome you to The Case for Environmental, Social Governance (ESG) Conference in the exquisite city of Vancouver.

The program provides a multidimensional learning piece through its three expert panel sessions, two roundtable discussions and a closing breakout dialogue. This dynamic deep dive has been designed to deliver insight on board oversight and accountability relating to ESG, sustainability and corporate social responsibility. Our carefully selected panels are equipped with the wisdom and experience to provide stimulating discussion and fruitful takeaways.

We would like to extend a special thank you to Coro Strandberg, President of Strandberg Consulting, for providing her dedication and knowledge, to help GPC create this unique program. A big thank you also goes out to our panelists for their commitment to the profession and their valuable insight. We also want to thank our sponsor, Diligent, and partner, TMX Group, for providing their generous support. Lastly, we would like to thank all of the conference participants for their time and contributions in the day’s discussion.

A day of copious learning awaits!

Lynn Beauregard
President, Governance Professionals of Canada

PROFESSIONAL ACCREDITATION
This program has been approved by the Saskatchewan Law Society for 6.5 CPD Substantive Hours. Training activities held outside of the Province of Quebec, and approved by another Canadian law society or international law societies, are accredited by the Barreau du Quebec.

The Law Society of Ontario and the Law Society of British Columbia are currently reviewing the program content for professionalism credits. Only Professionalism Hours must be accredited by the Law Society. Substantive Hours need not be accredited by The Law Society of Ontario.

The following session is eligible for Governance Education Credits (GECs). Attendees registered for this session will receive 5.5 GECs.
AGENDA

8:00 am – 8:45 am
Registration & Continental Breakfast

8:45 am – 8:50 am
Welcome and Introductions
Lynn Beauregard, President, Governance Professionals of Canada; Coro Strandberg, President, Strandberg Consulting and GPC advisor on Sustainability Governance

8:50 am – 9:50 am
The Case for ESG Governance, Best Practices and Perspectives on the Role of the Board and of the Governance Professional: Panel
This session will consider the legal, investor and business case context, which is driving boards to adopt best practices in ESG governance and oversight. Learn about Canada’s legal framework and hear what investors are concerned about in this dynamic panel session. Discuss these topics with your peers and hear from others on why ESG is becoming an important boardroom topic.

Moderator: Christie Stephenson, Executive Director, Dhillon Centre for Business Ethics, University of British Columbia’s Sauder School of Business

Panel: Carol Liao, Assistant Professor, Peter A. Allard School of Law, University of British Columbia; Michelle De Cordova, Principal, ESG Global Advisors and member of Canadian Coalition for Good Governance’s Environmental and Social Committee; Ian Robertson, Vice President, Director and Portfolio Manager, Odlum Brown and Chair of the Responsible Investment Association

9:50 am – 10:20 am
The Case for ESG Governance: Roundtable
Follow up roundtable and plenary discussion to identify implications for the governance professional/boards.

10:20 am – 10:35 am
Break

10:35 am – 11:35 am
Best ESG Governance Practices as Seen from the Perspective of Corporate Directors, Sustainability Leaders and NGOs: Panel
This session will hear from a diverse range of views on best ESG governance practices from winners of the GPC Sustainability Governance Award and others. What do sustainability practitioners and corporate directors think about ESG Governance and what practices do they have in place to build sustainability competent boards?

Moderator: Stephanie Bertels, Director, Centre for Corporate Governance and Sustainability, SFU Beedie School of Business and Founder, Embedding Project

Panel: Duncan Wilson, Vice President, Environment, Community and Government Affairs, Vancouver Fraser Port Authority; Alexandra Wilson, Board Director of The Co-operators, Chair of the Risk and Compensation Committee; Rita Parikh, Board Director of Vancity, past Chair of MEC; Shannon Rohan, Responsible Investment Leadership Director, SHARE (Shareholder Association for Research & Education)

11:35 am – 12:15 pm
Best ESG Governance Practices as Seen from the Perspective of Corporate Directors, Sustainability Leaders and NGOs: Roundtable
Follow up roundtable discussion: What have we learned? How can we advance?

12:15 pm – 1:15 pm
Lunch and Diligent Presentation on ESG Research

Speaker: Annie Kors, Lead Researcher for Diligent Institute, Diligent
1:15 pm – 2:15 pm
**The ESG Role of the Governance Professional: Panel**
Governance professionals are uniquely positioned to support boards to enhance their ESG and sustainability oversight roles. Hear about the journey as told by four governance leaders in public company, co-operative and crown agency and private not-for-profit corporation roles who will share their ESG governance story. Pick up practices, models and examples you can take back to your organization.

**Moderator:** Coro Strandberg, President, Strandberg Consulting and GPC advisor on Sustainability Governance

**Panel:** Wendy King, Vice President Legal, Risk & Governance, Capstone Mining Corp.; John Bell, Chief Advisor, Strategic Planning, Governance and Sustainability, BC Housing; Christopher Main, Associate General Counsel, TELUS Corporation; Argiro Kotsalis, Vice President, Legal and Chief Governance Officer, Vancouver Airport Authority

2:15 pm – 3:00 pm
**State of Play in ESG Governance in Canada: Roundtable**
Join a lively discussion with peers and allies to understand the current state of play in ESG governance. What ESG practices are already in place in boards? Find out in this session which will engage all participants.

3:00 pm – 3:15 pm
**Break**

3:15 pm – 4:15 pm
**Breakthrough Strategies to Start or Advance ESG & Sustainability Governance at Your Organization: Roundtables**
Vote with your feet on your preferred topic. Share the barriers and challenges you face and crowd-source solutions for your board from the group. Or, if you’re ready to jump in or to advance your existing efforts, join another group to co-design an ideal timeline and process. These discussions will be shared back with everyone, and used to inform an upcoming GPC guide on the topic.

**Choose from two topics:**
- **Group 1:** What are barriers to ESG Governance; how to address them; what do boards and governance professionals need to advance board ESG practices?

Or:
- **Group 2:** Tabletop brainstorm on how to get started and advance on board ESG oversight. Create an ideal state timeline and process.

4:15 pm – 4:45 pm
**Where to Next?**
We’ll wrap up our deep dive day on ESG Governance with an engaging, interactive session on the gaps and opportunities to build ESG capacity of boards and governance professionals. What is needed to advance this practice in Canada and foster strong boards and organizations? Join us to be part of the dialogue and develop a roadmap on ESG Governance for Canada.

4:45 pm – 4:50 pm
**Wrap-up**

4:50 pm – 6:00 pm
**Cocktail Reception**
SPEAKER BIOS

John Bell, Chief Advisor, Strategic Planning, Governance and Sustainability, BC Housing

John Bell holds the position of Chief Advisor, Strategic Planning, Governance and Sustainability at BC Housing. BC Housing is the provincial Crown corporation responsible for the administration and delivery of affordable and social housing programs across British Columbia, and also for the administration of the Homeowner Protection Act.

John has served as BC Housing’s corporate secretary since 2007. His unique combination of responsibilities enables the integration of strategic planning and sustainability with the overall governance practices of BC Housing. He holds a Masters degree in Environmental Studies from York University in Toronto where he studied housing and urban planning, and a Bachelor of Arts degree from the University of Manitoba where he studied sociology and political studies.

Stephanie Bertels, Director, Centre for Corporate Governance and Sustainability, SFU Beedie School of Business and Founder, Embedding Project

Stephanie Bertels is the Director of the Centre for Corporate Governance and Sustainability at Simon Fraser University’s (SFU) Beedie School of Business in Vancouver, Canada. She founded and leads the Embedding Project, where she works with dozens of global companies to help them embed sustainability into their operations and decision-making. Stephanie developed an online knowledge portal (www.embeddingproject.org) featuring the most relevant corporate sustainability resources - including practical guides and tools developed through her own research. Her most recent work reviews of over 3200 board position statements and taps into interviews with over 300 global CEOs and Board Chairs to explore how corporate governance and corporate strategy processes are shifting to account for environmental and social constraints. Stephanie is the Chair of SFU’s Faculty Pension Plan and a regular fellow of the Salzburg Global Corporate Governance Seminar.

Michelle de Cordova, Principal, ESG Global Advisors Inc.

Michelle has played a prominent role in Canadian responsible investment for over ten years, and has more than twenty years of global experience in environmental and social sustainability. Prior to joining ESG Global Advisors in 2019, for eight years she was Director of Corporate Engagement & Public Policy at NEI Investments, the pioneer of ESG within the Canadian mutual fund industry, leading the firm’s well-regarded Corporate Engagement Program of dialogue with portfolio companies, engaged proxy voting, and public policy work on corporate regulations and standards. Before moving to Canada she worked for ten years as a staff member and consultant for environment and social development non-profit organizations in Europe, Asia, and Africa, including Oxfam and WWF, and earlier she served for six years in the U.K. Diplomatic Service. She holds a Master of Science degree in Protected Landscape Management (management of integrated conservation and social development). Michelle has played a key role in ESG investor collaborations in Canada and globally, including co-chairing the Canadian Coalition for Good Governance (“CCGG”) Environmental and Social Committee and serving as a founding steering committee member of the international Investor Alliance for Human Rights, and through numerous initiatives at the Canadian Responsible Investment Association (“RIA”), the U.S. Interfaith Center for Corporate Responsibility (“ICCR”), and the global Principles for Responsible Investment (“PRI”).

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Michelle de Cordova, Principal, ESG Global Advisors Inc.
of Corporate Directors. She holds a Masters in international Tax Law and a Masters of Business Administration, and has completed the Advanced Management Program at Harvard University. She served as Director of Via Rail Canada Inc. and currently serves as Director of the Royal BC Museum and as a Trustee of the Vancouver Police Foundation. She has also been an Adjunct Professor at Allard Hall School of Law teaching Financial Accounting and Corporate Finance.

Wendy joined Capstone following her role as Senior Vice President Government Relations, General Counsel, Chief Compliance Officer and Corporate Secretary at Central 1 Credit Union. Prior to this role, she served as Senior Legal Counsel with Weyerhaeuser Company Limited.

Annie Kors, Lead Researcher for Diligent Institute, Diligent

Annie Kors is the Lead Researcher for Diligent Institute, the global think tank and research arm for Diligent Corporation. The Institute provides publicly available, industry-leading research on global board governance. She authored Winds of Change: Environmental Sustainability Rises to the Board Level. Given Diligent’s reach, the Institute’s research is derived from real experience across sectors and geographies, utilizing quantitative surveys, case studies, and interviews with leading professionals. Before joining Diligent she held research roles at organizations in a variety of sectors including IT and technology consulting, higher education, and documentary film. She holds a BA from Yale University.

Argiro Kotsalis, Vice President, Legal and Chief Governance Officer, Vancouver Airport Authority

Argiro joined YVR’s Executive Team in October 2015 following 19 years of private practice. Her portfolio includes leading the Corporate Secretariat team and acting as Corporate Secretary to the Board of Directors, as well as having oversight of YVR’s Code of Ethics and all corporate governance matters for YVR’s Board and its employees. She is directly involved with all material legal issues facing YVR, including identifying and mitigating risk through her oversight of the Insurance Portfolio and co-chairing YVR’s rigorous Enterprise Risk Management Program. Argiro leads an in-house legal department that includes 8 lawyers servicing the organization, which was recently named to The Legal 500’s GC Powerlist – Canada Teams 2019. Argiro holds a Bachelor of Arts in Psychology and a Bachelor of Laws degree (LL.B.) from the University of British Columbia. She clerked at the British Columbia Supreme Court in 1994/1995 and is a member of the Law Society of British Columbia.

Carol Liao, Assistant Professor, Peter A. Allard School of Law, University of British Columbia

Dr. Carol Liao is an Assistant Professor at the Peter A. Allard School of Law and the UBC Sauder Distinguished Scholar of the Peter P. Dhillon Centre for Business Ethics, UBC Sauder School of Business. She is a widely published scholar and award-winning teacher. She is the co-author of Business Organizations: Practice, Theory, and Emerging Challenges, and is a contributing author to a number of ground-breaking new books in business law & CSR: The Cambridge Handbook for Corporate Law, Corporate Governance, and Sustainability; The Cambridge Handbook for Social Enterprise Law; and Creating Corporate Sustainability: Gender as an Agent for Change. Dr. Liao is a past Bertram Scholar of the Institute
of Corporate Directors and a former senior associate in the New York Mergers and Acquisitions Group of Shearman & Sterling LLP, a global law firm. She is a steering committee member of the Themis International Network of Female Business Scholars, and is currently co-editing a collection on sustainable business models with Dr. Beate Sjåfjell of the University of Oslo. Her work has been cited in multiple media sources including The Globe and Mail, Financial Post, Director Journal, and Business in Vancouver.

Christopher Main, Associate General Counsel, TELUS Corporation

Based in TELUS’ Vancouver head office, Chris leads the Corporate Governance team within TELUS Legal Services. In this role he supports TELUS’ efforts to be a leading social capitalism company, embedding sustainability considerations in decision-making at all levels and providing effective disclosure in this area to all stakeholders. Chris graduated from the McGill University Faculty of Law with degrees in common law and civil law. Prior to joining TELUS in 2016, he was a partner in the Corporate group of the law firm Osler, Hoskin & Harcourt LLP, where his practice focused on public mergers and acquisitions and capital markets transactions, including advising on governance and disclosure matters. He was called to the Quebec Bar in 2002 and to the British Columbia Bar in 2016.

Ian Robertson, Vice President, Director and Portfolio Manager, Odlum Brown and Chair of the Responsible Investment Association

Ian sits on the Odlum Brown Executive Committee and has been a leader in responsible investing and proxy voting at the firm. He is an active member of the Responsible Investment Association (Canada) and the Institute of Corporate Directors. Prior to 1997, Ian worked as an analyst with the federal government in Ottawa, including postings in the Department of Finance and the Department of Foreign Affairs.

Ian is a longstanding volunteer with the CFA Institute. He is a past president of the Vancouver CFA society and chaired the institute’s global 2008 Annual Conference held in Vancouver. More recently, Ian volunteered for six years on the CFA Institute’s Disciplinary Review Committee. He is a contributing author to the Financial Analysts Journal book reviews online and in print, and is a presenter for CFA Institute’s financial ethics seminars.

Ian is currently pursuing his DPhil (PhD) part-time at the University of Oxford, focusing on corporate governance and responsible investment. He has presented on various aspects of responsible investment at industry and academic conferences, and his first paper was awarded Best Student Paper at the United Nations’ backed PRI’s 2017 Academic Network Conference.
Shannon Rohan, Responsible Investment Leadership Director, SHARE (Shareholder Association for Research & Education)  
@ShannonRohan

Shannon joined SHARE in 2006 and currently holds the position of Director of Responsible Investment Leadership where she works with pension funds, foundations, Indigenous trusts and other asset owners to develop and implement responsible investment policies and practices. Shannon also leads strategic projects for SHARE in the areas of decent work and reconciliation. Prior to joining SHARE, Shannon worked in the area of responsible investment in South Africa and helped to establish the Centre for Sustainability Investing. Shannon has a Masters degree in International Affairs from the Norman Paterson School of International Affairs and a Bachelor of Arts degree from Simon Fraser University.

Christie Stephenson, Executive Director, Dhillon Centre for Business Ethics, University of British Columbia’s Sauder School of Business  
@c_e_stephenson

Christie Stephenson is the Executive Director of the Dhillon Centre for Business Ethics at the UBC Sauder School of Business. She previously spent more than 15 years at socially responsible investing firms Sustainalytics, NEI Investments (Ethical Funds) and Purpose Capital. Christie also has more than two decades of diverse board experience, including having served as a director of cooperatives, non-profit organizations and private companies in diverse industries and ranging from startup to $100 million in annual revenue. She currently serves on the boards of Canadian Business for Social Responsibility and the UBC Staff Pension Plan ($1.6 billion AUM), and as a governance committee member at BlueShore Financial.

Coro Strandberg, President, Strandberg Consulting and GPC advisor on Sustainability Governance  
@CoroStrandberg

Coro Strandberg is a leading expert in corporate sustainability and social responsibility, with over thirty years experience in the field. She specializes in Sustainable Boards, Sustainability Strategy, Sustainable Risk Management, Sustainable Supply Chains and Sustainable Industry Associations. She is a Corporate Director of BC Lotteries Corporation, and a member of their Governance and CSR Committee, and has over 20 years of corporate director experience in the financial sector, including three as Chair of the Board. She is a faculty member of the Conference Board of Canada’s Director’s College and of Governance Professionals of Canada where she trains Directors and Corporate Secretaries respectively on the board’s role providing oversight of sustainability performance. She is an Associate with Canadian Business for Social Responsibility. In 2015 she was named the top CSR Consultant in Canada for her impacts. As a thought leader, she publishes research and opinions on next generation sustainability practices on her website at www.corostrandberg.com.

Alexandra Wilson, Board Director of The Co-operators, Chair of the Risk and Compensation Committee  
@CoopalexWilson

Alexandra Wilson has spent 45 years developing and providing services to non-profit housing co-operatives in Canada. CEO of the Agency for Co-operative Housing since 2005, she is a member of the board of the International Co-operative Alliance, the Funeral Co-operative of Ottawa and, since 2000, The Co-operators, where she chairs the Risk and Compensation Committee and is a past chair of the Sustainability and Audit committees. From 2000 to 2008, Alexandra served as a director and Audit Committee chair of
Citizens Bank of Canada (now known as Vancity Community Investment Bank), a wholly owned subsidiary of Vancity Savings and Credit Union. In 2012, she was appointed to the Sustainability Advisory Board of Chartered Professional Accountants Canada and in 2018 to CPA’s Advisory Board for Sustainable Business.

Duncan Wilson, Vice President, Environment, Community and Government Affairs, Vancouver Fraser Port Authority
@yvrDuncan

As Vice President, Environment, community and government Affairs, Duncan leads Vancouver Fraser Port Authority’s environmental programs, government and aboriginal relations, communications and community engagement functions.

With more than 20 years of experience working in communications, public engagement and marketing, he also has a distinguished track record of community leadership, having served three consecutive terms as Commissioner on the Vancouver Board of Parks and Recreation, including three years as Chair of the Board.

Duncan currently serves as Immediate Past Chair of the Canadian Chamber of Commerce. He is also a director of the Clear Seas Centre for Responsible Marine Shipping, as well as Canada Place Corporation. He previously served on the boards of the Vancouver Aboriginal Skills and Employment Program, Vancouver Public Library, Downtown Vancouver Association, and Hastings Park Conservancy. Duncan is a recipient of the Queen Elizabeth II Diamond Jubilee Medal.

He holds a Bachelor of Arts Degree and Certificate in Liberal Arts from Simon Fraser University, and a post-graduate Diploma in Financial Strategy from the University of Oxford. He is also a graduate of the University of Oxford’s Advanced Leadership and Management Program.

EXCELLENCE IN GOVERNANCE AWARDS
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For the 7th year running, GPC is celebrating the critical role that good governance plays in sustaining the value of Canada’s public companies, crown corporations, government agencies, and not-for-profit organizations.

2019 Award categories:
- Best Practices in Enterprise Risk Management
- **Best Practices in Sustainability and ESG**
- Best Approach to Achieving Effective Board and Committee Operations
- Best Practices in Diversity and Inclusion
- Best Practices in Strategic Planning, Oversight and Value Creation by the Board
- Best Engagement by a Governance Team
- Best Compensation Disclosure and Communication
- Best Practices in Subsidiary Governance
- Best Overall Corporate Governance
- Governance Professional of the Year
- Peter Dey Governance Achievement Award

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The Governance Professionals of Canada (GPC) was created in 1994, shortly after the Dey Report was published by the TSX on ‘Where Are the Directors’.

GPC’s mandate is to be the voice of governance professionals in Canada. Its members deal with all matters affecting corporate governance, from board and committee processes, management and structure, disclosure, stakeholder engagement, legal and corporate compliance, as well as issues crucial to boards, their accountability and oversight. As such, GPC strives to provide valuable and timely information on recent changes and developments which affect our members – in all industries and sectors (listed, private, public, crown, not for profit, etc).

Our members include professionals with positions such as Corporate Secretary, Corporate and General Counsel, Manager Corporate Governance, VP/Director/Officer Compliance, Risk, Legal or Regulatory Affairs, Associate/Assistant Corporate Secretary and Board Administrator, CEO, CFO, Board Chair, Director, Committee Chairs.

The GPC annual conference with over 300 of your colleagues and industry service providers, which focuses on the unique issues, challenges, and latest trends in governance

The annual Excellence in Governance Awards (EGAs) program, which recognizes and celebrates the best governance practices in Canada

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