

## ***THE CORPORATE SECRETARIES FORUM: ENHANCING BOARDROOM CONFIDENCE***

**Date: October 7<sup>th</sup>, 2008**

**Location: Toronto – Specific location TBD**

**Time: Forum begins at 8:30 with a continental breakfast, and runs until 4:00.**

**Fee \$895 plus GST (lunch included)**

The Corporate Secretaries Forum will enhance your boardroom confidence. This full day workshop focuses on the:

- Changing and challenging role of today's corporate secretary
- Modern board procedures: what is actually happening in boardrooms today
- Corporate secretarial best practices and practical skills
- New governance regulations

**This Forum Will Help You:**

- Balance the needs of the board and management as you fulfill your role
- Identify and eliminate governance-management gaps
- Succeed in planning and orchestrating meetings of the board and its committees
- Produce minutes that matter
- Obtain practical tools and solutions
- Informally benchmark your practices, and make connections, with your peers

### ***Seminar Highlights:***

**Practical Skills for the Administrative Role of the Corporate Secretary:**

- Agendas - board and committee meetings: agenda preparation and management
- Board meeting pre-read kits and types of formats/information
- Recording of Minutes
- Ensuring appropriate action and support of directives and board actions
- In-Camera Sessions
- Creating a comprehensive governance manual

**The Strategic Role of the Corporate Secretary:**

- Developing the organization's approach to governance in consultation with the Board and Management
- Acting as advocate for the Board with Management
- Supporting the Board Chair in performing his/her role
- Supporting and directing governance processes
- Acting as the gateway and facilitator for information between these two autonomous power bases

**Interaction with Directors and Senior Management:**

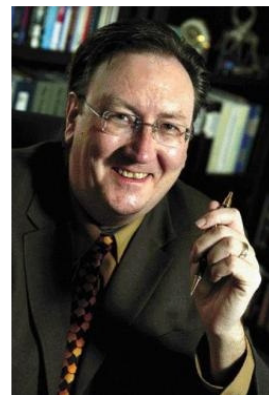
- Director orientation: helping "orient" new directors to the corporation and the board
- Communications and Information:
  - ✓ advising and keeping directors informed of corporate and legal responsibilities
  - ✓ coordinating and organizing the flow of information to directors
  - ✓ obtaining information for legal and regulatory compliance
  - ✓ keeping the CEO informed of Board and Committee views and preferences
  - ✓ alerting senior officers to matters which should be brought to the attention of the board or board committees
  - ✓ providing advice and counsel to individuals and groups preparing presentations and memoranda for the board or board committees

**Meeting the new Governance Standards:**

- Understanding the Canadian (2007 CSA) approach to the new (2006) SEC standards: both regarding internal controls over financial reporting (ICFR – SOX 404) and compensation disclosure (CD&A)
- Review of CSA National Instruments 58-101, 52-109 and 51-102: content, your responsibilities, timing of phasing in, and implications for non-publicly traded corporations (including NPO's) as broad national "best practice"
- New tools and resources for the practical application of the Instruments

This seminar includes resource materials for all participants, valuable materials to help you achieve your aims and objectives, including a manual for standardizing practices – a \$125.00 value.

Facilitator: David Brown



Executive Director,  
Brown Governance Inc.

**Register today at [www.browngovernance.com](http://www.browngovernance.com)**