

## **PRODUCTS & SERVICES CATALOGUE**



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## Consulting Services

Brown Governance Inc. offers a wide variety of governance consulting services. These services are customized for the needs of your organization. To obtain pricing on consulting services please contact us directly at 1-613-226-2704 or toll-free at 1-888-698-3971.

### Board & CEO Selection

Brown Governance can help with needs assessments, skills profiles, search and recruitment, strategic board succession and renewal (e.g. the right board size, terms of office, composition, mix, skills and experience.)

### Board Evaluation

Evaluating the board is a daunting task. On average, there are over 50 decisions a board must make BEFORE even beginning the process. Board evaluation is our speciality. We can walk you through those decisions and help you to make those that are best for your organization at the place it currently is on its journey. Whether you are evaluating the board, the chair, the committees, the individual directors, or any combination of these, BGI can be trusted to help. We provide a full suite of evaluation tools including online questionnaires and resources, expert observation of meetings and behaviour, comprehensive reporting of results, facilitated dialogue and consensus building, training tools and post-evaluation governance road maps. Unique to BGI evaluations is the option for providing your board with peer benchmarks to add that extra level of objectivity and analysis to your evaluation. BGI excels at evaluating the board.

### Board Functioning

Learn how to get the most out of your Board. For example, frequency of board meetings, the relationship of committee meetings to board meetings, and implications for information management, reporting and accountabilities, agenda management, reports and presentations to the board, effective meetings, deliberations and decision-making, transparency of minutes and board reports.

### Board Profiling

“Profiling the Board” involves building an optimal profile for the board as a whole, creating an inventory of desired attributes, benchmarking the existing directors against that profile, and conducting a gap analysis. Brown Governance has the tools and experience to help you “profile” your board. Call us today for a quote.

### Board Training & Development

Since 1996, Brown Governance has experience in board training and development including pioneering board governance training seminars across Canada. We are also experienced in delivering governance training and director development customized for individual boards as well as for National and Provincial associations and partners.



## **CEO Evaluation**

The primary objective of the CEO Evaluation is to evaluate the performance of the company's Chief Executive Officer. Brown Governance invites board members to evaluate the contributions and performance of the CEO using a three-tiered performance framework, compiles the information, and provides a report back with the findings. Survey questions are weighted and directors also may add comments to open-ended general questions. The resulting product brings a higher degree of robustness to CEO evaluation, and is designed to be easily applied to setting CEO compensation (base, STI and LTI components.)

## **Compensation**

How much and how often should directors be paid? Brown Governance has done compensation surveys for a number of clients to help them understand what, how and why other boards are paying their directors. This information is invaluable to a corporation looking to attract and retain competent and well-qualified individuals. We do the research, compile the data and provide you with a report that empowers you to decide how to pay your board of directors.

## **Corporate Social Responsibility**

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Brown Governance can show you how your CSR policy can help you monitor and ensure your adherence to ethical standards and international norms. Beyond this, an integrated CSR framework aligns with, is informed by, and links to an organization's strategy, risk and governance in a living, dynamic way.

## **Crown Corporations and Public Enterprises**

Crown Corporations and other Public Enterprises have their own unique governance challenges. With several years' experience helping these types of organizations design, maintain and evaluate their governance systems, BGI will meet you at your point of need.

## **Custom Governance Benchmarking**

Benchmarking is the process of continuously comparing and measuring the organization to others, to help the organization take action to improve its performance. It enables better corporate governance, accountability and transparency. Brown Governance can help you set standards and targets and compare your current performance with your historical performance and that of your peers.

## **Governance Best Practices Reviews and Audits**

Governance guidelines, rules and regulations are constantly changing. Brown Governance prides itself in keeping current with these changes. BGI will conduct a comprehensive governance audit for your organization based on your particular regulatory framework. Whether your organization is a Not-for-Profit, Private Sector or Public Sector firm, we will customize our review or audit based on your unique needs.

## **Meeting Facilitation**

Let the experts help you make the most out of your meeting! We have experience in planning, coordinating, designing and presenting at a variety of meetings with



audiences ranging from as few as two people to as many at 28,000.

## Retreats

Are you looking for a 2 or 3 day session to train your board or hold a strategic planning session?

Let us help:

- Develop the Agenda
- Facilitate the Strategic Planning
- Facilitate Dialogue
- Conduct a Pre-retreat Board Evaluation
- Provide a Post-retreat Report

## Risk Management

This innovative electronic assessment tool created in partnership with The Conference Board of Canada, is a board-level risk monitoring software system that is bundled with:

1. Corporate Governance and Risk Management: A Guide to the Integrated Tool
2. A data entry program to populate the risk management and corporate governance management matrix
3. An electronic reporting tool which reports on the content of the matrix



## Roles, Responsibilities & Relationships and Delegation of Authorities

Is your board rubber stamping – or maybe micro-managing? Do you need to draw a bright line between the board and management? Brown Governance has helped hundreds of Boards, Committees, Chairs, CEOs, and Shareholders (Members), understand their appropriate level of engagement including developing terms of reference, mandates, workplans and necessary by-law revisions in order to draw the line. Choose from custom consulting to purchasing one of our easy to use templates.



## Speaking Engagements

Need an engaging speaker for your event or board meeting? Look no further! We have a number of highly qualified people ready to speak with authority to any governance question. Contact us first and we will customize a presentation that will engage and inform your audience!

## Strategic Performance Monitoring Information and Dashboards

Is your board getting the right information at the right level to allow them the ability to effectively oversee the organizations performance? Or, are they receiving too much information that they either don't need or don't know how to use? Brown Governance is expert at creating board-level strategic performance monitoring systems. We will help you develop a board-level dashboards and tools to track your performance – to engage your board at the right level!

## Ongoing Governance “Roadside Assistance Program”

Once BGI has come alongside boards to diagnose and enhance their governance practices, many boards take advantage of the ability to call or e-mail us with questions, problems and challenges that arise from time to time. This enables any

individual board member, chair or committee to make a request for assistance and receive immediate governance expertise, interpretation and practical help.

## Do It Yourself Training - Packages

### Board Evaluation

This “do it yourself” board evaluation compendium has everything you need to conduct an evaluation of your board, board chair, board committees, committee chairs and a director self and peer evaluation.

This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to Board Evaluation
3. A Board Evaluation Decision-making Matrix
4. Evaluation Questionnaires and Report Back Templates for the Board, Board Chair, Core Board Committees, Committee Chairs, Self and Peer evaluation
5. PowerPoint Presentation on Board Evaluation

\$1,595.00 CAD plus GST

### Board Profiling

This “do it yourself” board profiling compendium contains everything you need to “profile your board.” Match your corporate strategy with the skills and experience you need on your board. Map your current boards existing skill sets to determine the gaps you need to fill.

This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to Profiling the Board
3. Profiling tools, questionnaires and worksheets to enable comprehensive board profiling for your organization
4. PowerPoint presentation on Profiling the Board

\$1,375.00 CAD plus GST

### CEO Evaluation

This “do it yourself” CEO evaluation compendium has everything you need to conduct an evaluation of your CEO.

This product includes:

1. Two Educational Videos (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to CEO Evaluation
3. CEO Evaluation tools, sample questionnaire, weightings tables and more.
4. PowerPoint presentation on CEO Evaluation



\$1,375.00 CAD plus GST

### Compensation Disclosure & Analysis

This “do it yourself” Compensation Disclosure and Analysis compendium has everything you need to ensure you meet the expectations of regulators and shareholders in terms of disclosing CEO, executive and director compensation. It includes a training video, a PowerPoint presentation for training others, a practical guide, summary tables and charts in Excel format ready for you to input your organization’s data. Each training compendium comes complete with training video, customizable tools and templates, and PowerPoint presentation. The Governance Workout Series has been designed with the busy corporate director, board and corporate secretary in mind.



This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to CD&A
3. CD&A tools and summary tables and charts in Microsoft Excel spreadsheet format to enable comprehensive analysis and disclosure of CEO and executive compensation at your organization.
4. PowerPoint presentation on CD&A for training others

\$1,375.00 CAD plus GST

### Conflict of Interest

This “do it yourself” conflict of interest compendium has everything you need to address your conflict of interest concerns and set the standard in your boardroom.



This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to Conflict of Interest
3. Sample Conflict of Interest Policy and Declaration Forms.
4. PowerPoint presentation on Conflict of Interest

\$695.00 CAD plus GST

### In-Camera Meetings

This “do it yourself” in-camera meeting compendium has everything you need to ensure appropriate and effective in-camera meetings.



This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to In Camera Meetings
3. Sample In Camera Meeting Policy
4. PowerPoint presentation on In Camera Meetings

\$695.00 CAD plus GST

## Minute Taking

This “do it yourself” minute-taking compendium has everything you need to develop your minute-taking skills.

This product includes:

1. One Educational Video (DVD) for use by boards, CEOs and corporate secretaries
2. A Practical Guide to Minute Taking
3. Minute Taking tools and sample template
4. PowerPoint presentation on Minute Taking



\$695.00 CAD plus GST

## Do It Yourself Guides Only

### Board Evaluation

Done well, board evaluation can be a powerful tool for enhancing the value the board brings to the organization it leads and serves. This guide explains how board evaluation fits into the overall governance and board composition processes. It describes the 7 steps to effective board evaluation, cautions directors on what to avoid, gives tips and helpful hints and includes an evaluation decision-making matrix.

\$49.95 CAD plus GST\*



### Board Profiling

Comprehensive board profiling ensures consensus on the optimal mix of attributes of your corporation’s board members. Brown Governance will help you list and prioritize all desired qualities of board members (key objectives, knowledge and skills, representation and character considerations. We take an inventory of the attributes of current board members, conduct a gap analysis and provide you with an in-depth report of your board’s profile.

This guide will take you through the steps to properly profile your board. Find out what mix of skills and knowledge you have and where there are gaps that need to be filled.

\$49.95 CAD plus GST\*



### CEO Evaluation

There is no doubt that excellence in governance requires some form of formal evaluation of a CEO's performance as a best practice. Principles and best practices of assessment and evaluation apply equally well to any organization, private or public, interested in achievement in its governance, leadership and performance. This guide provides you with the steps for Assessing and Evaluating the CEO and the questions a board should ask about CEO Evaluation.

\$49.95 CAD plus GST\*



## Compensation Disclosure & Analysis

Compensation of the CEO and other executives is one of the most sensitive issues the board will deal with. Both the SEC and CSA (NI 51-102) now require enhanced disclosures which make it that much more so. This Guide will help those 4,000 corporations in Canada to whom C-SOX applies, both in complying with 51-102 and with logically thinking through its implications. More than that, this Guide will also help those 400,000 boards in Canada who are not directly required to comply with C-SOX, in giving them a roadmap to follow in approaching and assessing tough compensation and disclosure decisions.

\$39.95 CAD plus GST\*

## Conflict of Interest

This guide is intended to provide boards in any sector – private, public or not-for-profit – with a step-by-step process for understanding and dealing with director conflict of interest matters. The guide explains conflicts of interest relative to members of the board of directors, answers the eight most commonly asked questions about conflict of interest, describes what to do in the event of a conflict, gives tips and helpful hints and includes sample Code of Conduct and Conflict of Interest Policies as well as a Conflict of Interest Disclosure Form.

\$39.95 CAD plus GST\*

## In-Camera Meetings

This guide helps you to understand the reasons for In-Camera meetings, what gets recorded, the general policies of in-camera meetings and the role of the Corporate Secretary during these meetings.

\$39.95 CAD plus GST\*

## A Practical Guide to Minute-Taking

Minute taking is an art and not a science. What information to include (and what to omit) requires significant judgment. This document explains topics such as: the purpose of minutes, style, length, board and committee resolutions, conflicts of interest, confidentiality, in-camera sessions, and others. This publication is intended to provide the reader with practical steps to minute-taking.

\$39.95 CAD plus GST

## A Manual for the Role of the Corporate Secretary

While the basic duties of the Corporate Secretary can be easily defined, the Corporate Secretary's overall responsibilities, the means by which support to directors is delivered and dual accountabilities to the board and management, make the role more difficult to explain. Even though the role of the Corporate Secretary varies significantly between organizations, the core areas of responsibility for most Corporate Secretaries can be divided between administrative and strategic duties. This manual provides a practical tool for the Corporate Secretary of any organization, regardless of sector or size.

### Table of Contents:

Overview: Role of the Corporate Secretary



- Administrative Role
- Strategic Role
- Managing Dual Accountabilities to the Board and Management
  - Directors
  - Management
- Board and Committee Meetings
  - Meeting Agenda Development
  - Agenda Development Process
  - Agenda Template
  - Consent Agendas
  - In-Camera Meeting Protocol
  - Board and Committee Meeting Procedures
  - Meeting Management
  - Managing Meeting Logistics
- Satisfying Director Information Needs
- Key Board Processes and Practices
  - Communication to Shareholders
  - Annual Report to Shareholders
  - Annual Meeting of Shareholders
  - Director Recruitment
  - Director Orientation
  - Director Training/Education
  - Board Performance Evaluation
  - Individual Director Evaluation
  - Corporate Records Management

\$125.00 CAD plus GST\*

## Do It Yourself Training - Videos Only

World class governance training from your desktop – watch on your computer or television screen – or take time at your next board meeting to provide director training.

### Board Evaluation

How does board evaluation fit into the governance process? Debra Brown hosts this video with special guest David Brown take a look at board composition and mix, who should do evaluations and how evaluations should be conducted. They explain the different methods for evaluating, where to find information on board evaluations, when you should evaluate, and what happens after you complete your board evaluation.

\$495.00 CAD plus GST

### Board Profiling

What is board profiling? Debra Brown hosts this video segment on board profiling with special guests David Brown, Executive Director of Brown Governance and Andy Poprawa, CEO of Deposit Insurance Corporation of Ontario. They discuss the definition of board profiling, the 7 Steps to Board Renewal, and profiling pitfalls.

\$395.00 CAD plus GST



## CEO Evaluation

How does CEO Evaluation fit into the governance process? Debra Brown interviews David Brown, Executive Director of Brown Governance and Andy Poprawa, CEO of the Deposit Insurance Corporation of Ontario about the importance of CEO Evaluation. They discuss when they should be done, the 5 steps to CEO evaluation, 360 evaluations, and the pitfalls to avoid.

\$395.00 CAD plus GST

## Compensation Discussion & Analysis

Why disclose compensation? What amount of compensation is appropriate? Should you adopt CD&A? David Brown explains the reasoning behind the changes to compensation disclosure, how, when and why compensation should be disclosed.

\$395.00 CAD plus GST

## Conflict of Interest

Join Debra Brown as she probes David Brown and Andy Poprawa about Conflict of Interest. David and Andy provide the answers to the eight most commonly asked questions, and the repercussions of being involved in a conflict of interest.

\$275.00 CAD plus GST

## In-Camera Meetings

Debra Brown interviews David Brown as he explains the right and wrong uses of in-camera meetings. He describes the types of sessions, what to avoid, how and when to call a meeting in-camera, and how to record the minutes.

\$275.00 CAD plus GST

## Minute Taking

David Brown, Executive Director of Brown Governance Inc. and Diana Beattie, Senior Associate join Debra as they discuss minute taking. They answer questions such as the definition of minutes, the four C's of taking minutes, what to include and what to avoid.

\$275.00 CAD plus GST

## Sample Forms

Brown Governance Inc. has helped many corporations build their Board Charters, Policies, By-Laws and Mandates. We can provide you with generic forms that you can build on to suit the needs of your organization.

## Board Charters

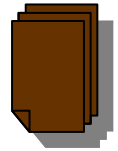
- Audit & Finance Committee Charter
- Board of Directors Charter
- Governance & Nominating Committee Charter
- HR & Compensation Committee Charter
- Risk Management Committee Charter



\$24.99 CAD plus GST per charter

## Board Workplans

- Audit & Finance Committee Workplan
- Board of Directors Workplan
- Governance & Nominating Committee Workplan
- HR & Compensation Committee Workplan
- Risk Management Committee Workplan



\$24.99 CAD plus GST per workplan

## Board Policies

- Board Communication Protocol
- Confidentiality Agreement
- Conflict of Interest/Code of Conduct
- Corporate Responsibility Policy
- Delegation of Authority
- Director Termination Policy
- Director Attendance Policy
- Director Travel Policy
- Document (Electronic and Paper) Confidentiality and Retention Policy
- Email Voting Policy
- Emergency Board Sessions Policy
- Emeritus Status Policy
- In-Camera Meetings Policy
- Whistle-Blowing Policy



\$24.99 CAD plus GST per policy

## Terms of Reference

- Board Chair
- Committee Chair
- Sample Job Description for the Corporate Secretary
- Sample Job Description for the CEO
- Secretary/Treasurer

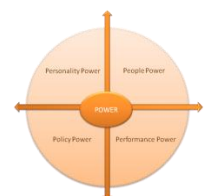


\$24.99 CAD plus GST per TOR

## Tools

### Board Culture Tool

The Boardroom Culture Tool© helps boards understand their boardroom culture. Much like a personality assessment, this easy to use and interpret self-evaluation



tool is designed to assess which of four main boardroom culture types best describes your board, and what steps you can take to enhance board culture.

\$15.00 CAD plus GST per booklet

### **Board Organization Tool**

This CD-based product is designed to help organize your board and committees' pre- and post-information packages according to topic. This is a flexible tool that corporate secretaries and administrators can use to customize your board and committee packages and binders, electronically without having to use paper. It is environmentally friendly and more secure than paper-based packages and binders.



\$275.00 CAD plus GST per year software license. Includes free upgrades.

## **Tool Kits**

### **Complete Board Governance Tool Kit**

This unique kit contains all the information you need to ensure good governance for your Board. Included are generic charters, workplan, policies and evaluation questionnaires.

\$385.00 CAD plus GST



### **Committee Tool Kits**

#### **Audit Committee Tool Kit**

This kit contains generic charters, workplan, policies and evaluation questionnaire for your Audit and Finance Committee.

\$225.00 CAD plus GST



#### **Governance & Nominating Committee Tool Kit**

This kit contains generic charters, workplan, policies and evaluation questionnaire for your Governance and Nominating Committee.

\$225.00 CAD plus GST



#### **Human Resources Compensation Committee Tool Kit**

This kit contains generic generic charters, workplan, policies and evaluation questionnaire for your Human Resources and Compensation Committee.

\$225.00 CAD plus GST



#### **Risk Committee Tool Kit**

This kit contains generic generic charters, workplan, policies and evaluation questionnaire for your Risk Committee.

\$225.00 CAD plus GST



## Training

All Brown Governance Inc. Seminars and Webinars qualify for as continuing education for graduates of The Director's College.

### Seminars

Check our website at [www.browngovernance.com](http://www.browngovernance.com) for an updated list of available seminars.



### Webinars

Visit our website at [www.browngovernance.com](http://www.browngovernance.com) for an updated list of Webinars.



## Research

### Advancing With Distinction: 08 National Report on Credit Union Governance Practices

Four years earlier, in 2004, the Canadian Co-operative Association and Brown Governance Inc. undertook the first national survey of its kind on credit union governance practices across Canada (published in the report *Measuring Up*). In 2008, a second national survey was completed by 65 credit unions: this report contains the detailed findings of that research.

Digital Copy—CCA Member \$125.00 plus GST  
Digital Copy—Non-Member \$250.00 plus GST  
Hard Copy—Add \$20 to price

### Counting on Canada's Co-ops: 08 National Report on Credit Union & Co-operative Governance Practices

Four years earlier, in 2004, the Canadian Co-operative Association and Brown Governance Inc. undertook the first national survey of its kind on co-operative and credit union governance practices across Canada. In 2008, a second national survey was completed by 115 Canadian-based co-ops and credit unions: this report contains the detailed findings of that research.

Digital Copy—CCA Member \$125.00 plus GST  
Digital Copy—Non-Member \$250.00 plus GST  
Hard Copy—Add \$20 to price

### Measuring Up: 2004 National Report on Credit Union Governance Practices

This report includes data from over 200 Canadian credit unions and provides the first and baseline national picture of Canadian credit union board practices. Measuring Up allows credit unions to compare their governance practices with peers of a similar size as the report compares directorship practices between credit unions of different asset size. Data on corporate sector practices are also included, allowing credit unions to see how their governance practices either lead or lag the corporate sector.

Digital Copy—\$75.00 plus GST

## **Towards Excellence: 2004 National Report on Co-operative and Credit Union Governance Practices**

This report includes data from over 400 Canadian co-ops and credit unions and provides the first and baseline national picture of Canadian co-operative board practices. The full national report includes data on co-operatives from different sectors (such as credit unions, retail, and agricultural co-operatives). A separate credit union national report, *Measuring Up: 2004 National Report on Credit Union Governance Practices*, is also available which includes a more detailed analysis of credit union governance practices with comparisons by credit union asset size. Customized reports for other sectors (such as retail or agriculture) are available by contacting the authors.

Digital Copy—\$75.00 plus GST

## **Getting The Governance We Deserve for Canada**

Where does Canada stand today in governance? After sharing a position of global leadership in corporate governance during the mid-1990s, with the publication and fairly widespread adoption of sweeping changes in the Dey Report (*Where Were the Directors*, 1994), Canada has slipped behind its major trading partners in recent years. What can be done about it?

Canada has ample opportunity for improvement in a number of areas. This report suggests 10 actions intended to address underlying systemic structural governance issues that exist on both sides of the border, most visible at the extreme in the cases of Enron and WorldCom and in other recent crises. Each issue is explored individually, beginning with the experience of Enron and its peers, extending these lessons to Canada, and proposing remedies.

Free Download

## **Agency Governance Explained**

This briefing outlines the overarching framework that lies behind a new era in governance that has been ushered in across the world, in all sectors and industries, in the past decade or so, spearheaded by:

- Britain's Cadbury Report, which defines governance as "the system by which organizations are directed and controlled", and calls on "boards of directors to take responsibility for the governance of their firms"
- Canada's Dey Report, "Where Were The Directors?", calling on boards to "explicitly assume responsibility for governance" including "leadership, stewardship, risk management and information"
- The U.S. Sarbanes-Oxley Act, which requires boards and three core committees (Audit, Governance, Compensation) to take direct responsibility for critical elements of oversight and control

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## **Can You Hear Me Now?: The Many Voices of Corporate Governance in Canada**

Canada's governance landscape today can be characterized as having highly committed individuals and institutions in search of the right balance. Those at one

extreme vigorously defend Canada's "principle-based" governance system with few changes to the status quo. Those at the other extreme argue that we would be better served by adopting sweeping governance standards ("rules") along the U.S. Sarbanes-Oxley (SOx) model. Where we end up as a country will depend on the outcome of this very public debate and on the decisive volleys of those players only now being heard from. Who these players are, where they stand and where we may end up, is the subject of this report. And where people stand depends a great deal on how they answer the question: "What should Canada learn from Enron and SOx?"

The outcome of this dialogue will set the stage for Canada for years to come, affecting our competitiveness and image internationally. This reports includes the perspectives of the various "governance voices" in Canada as well as some suggested actions.

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### **Scandals and Trends from Enron to Hollinger**

Governance is a journey - not a destination. Understanding governance from the perspective of history can shed light on where your organization needs to head as it travels the governance journey.

Free Download

### **Governance Matters**

David and Debra Brown edit and write the quarterly governance newsletter of the Canadian Co-operative Association (CCA), distributed to board and management team members of CCA's member co-operatives and credit unions. An electronic newsletter, *Governance Matters* focuses on practical solutions and tools in co-operative governance.

Free Download

### **To Pay or Not to Pay?: The Pros and Cons of Director Compensation in Credit Unions and Cooperatives**

The area of director compensation, regardless of sector, is a very sensitive area – for obvious reasons – the board is making a decision about paying itself. This report reviews the:

- pros and cons of paying compensation to directors in the credit union and co-operative sector
- current compensation levels in credit unions and co-operatives across Canada and compares them with the private sector,
- drivers of compensation (internal, external, personal and corporate)
- steps a board can and should take as it makes its compensation decisions, and
- advice on disclosing and communicating director compensation decisions and amounts.

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## About Brown Governance

Brown Governance Inc. is uniquely qualified to undertake customized board training and governance assistance. We have been working full-time in corporate governance since 1991, gaining significant experience working with boards in the private, public and not-for-profit sectors.

During these years, Brown Governance has developed and tested a comprehensive principle-based governance system that has been adopted and adapted by award-winning, leading governance organizations including BMO Financial Group in the private sector, federal and provincial governments in the public sector, and the Directors College (a joint venture of McMaster University and the Conference Board of Canada) in the academic sector.

This principle-based system is the foundation of our systematic, robust and highly effective governance review and benchmarking systems.

Brown Governance Inc. has developed particular expertise in the following governance areas:

- ✓ *The roles, responsibilities and relationships and delegation of authorities* of the Board, committees, Chair, CEO, Shareholder (Members), their appropriate level of engagement including developing terms of reference, mandates, workplans and necessary by-law revisions.
- ✓ *Strategic Planning*: Facilitated strategic planning sessions with numerous boards in a variety of sectors (including setting of vision and mission, development of goals, objectives and strategies and setting of targets and measures directly aligned throughout the organization.)
- ✓ *Board and CEO selection* including needs assessments, skills profiles, search and recruitment and strategic board succession and renewal (e.g. the right board size, terms of office, composition, mix, skills and experience.)
- ✓ *Performance evaluation* of the Board, Chair, committees, CEO (self, peer, individual, 360 degree; questionnaires, interviews, behavioural observation and feedback, and facilitated dialogue.)
- ✓ *Compensation* of board and committee members and chairs (peer data and approach to compensation and compensation committees of the board.)
- ✓ *Board functioning*: frequency of board meetings, the relationship of committee meetings to board meetings and implications for information management, reporting and accountabilities, agenda management, reports and presentations to the board, effective meetings, deliberations and decision-making, transparency of minutes and board reports.
- ✓ *Risk Management*: Brown Governance has developed a board level risk management system that has been completely integrated with best governance practices and principles. In addition, we have a fully developed training program in strategic risk management for Boards of Directors.
- ✓ *Board Training and Development* including having pioneered board governance training seminars since 1996, co-founded and key faculty of The Directors College, and delivered governance training and director development customized for individual boards.

**Brown Governance  
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