GovernanceSolutions

Boardroom Masterclass

Date: September 25th, 2020

Location: Alt Hotel, Toronto Pearson Airport, Ontario, Canada

Time: Continental breakfast 8:30 a.m.; session: 9:00 a.m. to 4:00 p.m.

Take your board to the next level!

This full day professional development masterclass is ideally suited for new and experienced board members.

The content and design will benefit new directors as a comprehensive grounding to boardroom best practices, and equally be of value to experienced Board members as an engaging refresher and practical reminder.

You will:

- ✓ Take part in 4 case studies:
  - Who Would You Choose? In this case, participants need to choose two board members from a candidate list of five, using a board profile and bios – but the choice may not be clear cut! You choose – just be prepared to tell us why!
  - What Would You Decide? This case scenario will require expert leadership from the chair – if not handled well a big uproar will ensue! See who they would choose to lead them – maybe it will be you!
  - What Would You Advise? In this *Tale of 3 Boards* – you will analyze the gaps in process and structure and give each board advice on next steps.
  - What Will You Say? This boardroom bully is behaving badly. Participants will come up with strategies for dealing with her.

This one-day masterclass will give you an opportunity to discuss difficult boardroom issues with your peers and explore strategies for:

- ✓ Building the optimal board
- ✓ Leading through difficult decisions and change
- ✓ Strengthening governance process and structure
- ✓ Improving director engagement, performance and boardroom behaviour

Facilitators

David Brown

Executive Vice-President, Governance Solutions

Dr. Debra Brown

CEO, Governance Solutions

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Masterclass Highlights Include:

Character Integrity

- ✓ What is integrity?
- ✓ How is the level of character integrity raised in the boardroom?
- ✓ Making character a central part of the capacity-building process
- ✓ Tips for Raising the Level of Character Integrity in Your Boardroom

Power System Integrity

- ✓ What "power systems" are at play in the boardroom?
- ✓ What powers your boardroom? Learn what to look for.
- ✓ 4 Ways to balance power in the boardroom
- ✓ Tips for Raising the Level of Power System Integrity in Your Boardroom

Structure and Process Integrity

- ✓ Keeping governance structure and knowledge current
- ✓ A comprehensive orientation program outline
- ✓ The 10 aspects of an integrated governance system
- ✓ How to avoid the "I'll know it when I see it" approach to board reporting!
- ✓ Tips for Raising the Level of Structural and Process Integrity in Your Boardroom

Relational Integrity

- ✓ Lapdogs, Watch Dogs, and Pit Bulls in the boardroom
- ✓ Standing up to the Boardroom Bully!
- ✓ Healthy relationships in the boardroom – building trust, respect, unity, solidarity

Roundtable

- ✓ Open and frank dialogue with your peers on what works, what doesn't and what can be done about it!

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David A.H. Brown, B.Comm. (Hons), Pro.Dir, C.Dir

David Brown is Canada's leading thinker, speaker, writer and practitioner in corporate governance. Since 1995, David has co-founded over a dozen board governance education programs including university accredited certification programs for the Health, Colleges and Universities and School Board sectors, the International Corporate Governance Centre, the National Awards in Governance, the Public Enterprise (Crown Corporation) Governance Centre, and the Directors College. Having served both as a CEO and a Board member, David is well-positioned to help corporations deal with issues in the boardroom.

David is probably best known for articulating and championing principle-based governance, built on economic agency theory and deriving 18 core competencies of board members. Principle-based governance underpins all of his work, and is foundational to corporations selecting the right governance model and board practices. This framework has been adopted by organizations as diverse as one of the GCC's leading telecom providers, one of Canada's big banks, two Canadian provinces' Crown sectors, universities, health authorities, pension funds and military commands.

David is the author of the definitive Canadian chapter in the international handbook Corporate Governance Around the World (2008: Routledge.) He is on the faculty of governance education and certification programs for the Universities of Saskatchewan, Regina, Toronto, McMaster and UBC where he teaches governance, corporate social responsibility, finance and risk oversight. David was invited to serve on his first board in Montreal at age 17, and his second board in Toronto at age 22.

Dr. Debra L. Brown, D.Min, M.Div, Pro.Dir

Debra Brown is the founder, President and CEO of Governance Solutions Inc. Since founding GSI in 1991, Debra has developed it into a full-service firm providing governance consulting, research, training and tools on both a customized (organizational) and public basis (including on-line.)

Under Debra's leadership, GSI has developed and tested a comprehensive, principles-based governance system that has been adopted and adapted by award-winning, leading governance organizations including The Conference Board and BMO Financial Group (Bank of Montreal) in Canada's private sector, federal and provincial governments in the public sector, and numerous not-for-profit organizations and associations. It is also the foundation on which GSI created the program and curriculum for The Directors College, and The Professional Director Certification Program™ and other governance education and university accredited certification programs for the Health, Colleges and Universities, School Board and Indigenous sectors.

Comfortable and confident with both boards and executives, Debra's mix of experiential and conceptual insights uniquely qualify her to advise organizations on their governance. She has served twice as a CEO, reporting to boards, and as a board member of several organizations, including as Board Chair and Governance Committee Chair, and so she is able to see governance issues from both sides of the boardroom table.

Debra's doctoral thesis topic "Using Governance as a Tool to Transform Organizational Culture," enabled her to develop a proprietary, leading edge diagnostic tool by which boards and executive teams can identify their dominant culture, and work on steps to capitalize on cultural enablers and mitigate cultural challenges.

Currently, Debra serves on major international non-profit corporation boards, and has worked in corporate governance as far afield as Malaysia, Bahrain, Indonesia, Cuba and Guatemala. She is an acknowledged and sought-after thought leader in corporate governance, authoring over two dozen major research articles published in Canada and internationally.

Prior to forming Governance Solutions, Debra spent several years in the Canadian financial sector, working most recently as CEO. Debra holds a Doctor of Ministry and a Master of Divinity from Gordon-Conwell Theological Seminary where she graduated magma cum laude.