CARIBBEAN GOVERNANCE TRAINING INSTITUTE

CGTI 2019 CORPORATE GOVERNANCE CONFERENCE

JULY 8 - 9, 2019

LOCATION: THE COCO PALM HOTEL & RESORT, SAINT LUCIA

WELCOME TO THE CARIBBEAN GOVERNANCE TRAINING INSTITUTE'S 5TH ANNUAL HOT TOPICS IN GOVERNANCE:

Human Resources & Compensation Committee Conference & Certification Program: New Challenges, Risks and Best Practices

This is an essential MUST ATTEND OPPORTUNITY for board members and HR executives who serve their Board's 'Human Resources', 'Compensation' and/or 'Governance' Committees to maximize their 21st century effectiveness

SPEAKERS

IAN CULLWICK
CMC, CCP, CHRL
- HIGHLY EXPERIENCED BOARD MEMBER & HR COMMITTEE CHAIR
- DISTINGUISHED SPECIALIST IN HR & COMPENSATION GOVERNANCE
- INTERNATIONAL ADVISOR TO BOARDS AND BOARD COMMITTEES

SANDRO IANNICCA
Ph.D.
- MANAGING PARTNER /DIRECTOR OF MANY INTERNATIONAL CONSULTING FIRMS
- ACCLAIMED EXECUTIVE COACH TO INTERNATIONAL CEOS AND EXECUTIVE TEAMS
- FOUNDER SI CONSULTING

DR DAVID KUNSCH
Ph.D.
- INTERNATIONAL GOVERNANCE EXPERT
- UNIVERSITY PROFESSOR
- STRATEGY EXPERT
- TRIAL LAWYER

ROBERT LEVASSEUR
BA
- RECOGNIZED CANADIAN LEADER IN EXECUTIVE COMPENSATION
- HIGHLY EXPERIENCED HUMAN RESOURCES EXECUTIVE
- INTERNATIONAL SPEAKER & TEACHER ON CORPORATE GOVERNANCE

PROUDLY SUPPORTED BY:

Institute of Chartered Accountants Of The Eastern Caribbean ICAEC Antigua and Barbuda Chapter

St Lucia Chamber of Commerce, Industry and Agriculture

Antigua Barbuda Chamber of Commerce and Industry

Turks & Caicos Islands Financial Services Commission

Antigua & Barbuda Coalition of Service Industries Inc.

Sandals Corporate University

St. Kitts Branch Financial Services Regulatory Commission

Eastern Caribbean Central Bank

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WHAT YOU WILL LEARN AND TAKE BACK TO YOUR 'HUMAN RESOURCES', 'COMPENSATION' AND/OR 'GOVERNANCE' COMMITTEES

- The 21st Century HRCC Committee: A BIG Picture overview of Key Topics and Issues - What every HRCC Member MUST know to survive and thrive in today's tumultuous environment
- Essential Human Resources, Compensation and Governance Committee Processes and Committee Composition for Enhanced Committee Effectiveness
- Learn how a clear and relevant committee mandate (and work plan) is created and utilized
- Clarify processes for CEO selection, appointment, performance management, and termination
- Clarify which questions to ask when designing a reward and compensation strategy, linked to corporate strategy
- Understand the sensitivities required in the HRCC's role in recommending board compensation
- HRCC disclosures: What to watch out for!
- Risk Management Processes and the Nature of Risk Oversight by the 'Human Resources', 'Compensation' and/or 'Governance' Committees
- Committee performance evaluation and continual improvement
- BECOME "HUMAN RESOURCES & COMPENSATION COMMITTEE CERTIFIED" at the end and earn the prestigious "HRCCC" post nominal designation.

BECOME A MORE EFFECTIVE COMMITTEE MEMBER

With top faculty and governance experts from North America, you'll strengthen your knowledge of what it means to become a more effective 'Human Resources' , 'Compensation' and/or 'Governance' Committee board member. You'll orient yourself to the LATEST perspectives that must be learned by Committee members if they are to fulfill their duties and obligations on behalf of the Board as competent and courageous committee members. You will discover the MOST UP-TO-DATE governance processes and tools that will transport your Committee beyond mere compliance and help it capture opportunities that generate long-term value for BOTH the Board and the organization.

This one-of-a-kind Caribbean corporate governance conference assembles 'Human Resources' , 'Compensation' and 'Governance' Committee thought-leaders and practitioners to discuss the need for improved accountability through more relevant boardroom practices, nurturing key relationships, essential boardroom behaviors and culture. This unique conference brings together experts in various fields to share practical experiences and to help you better understand how 'Human Resources' , 'Compensation' and 'Governance' Committee practices, processes, behaviors and culture confront the delivery of modern 21st Century governance activities today.

BECOME HUMAN RESOURCES AND COMPENSATION COMMITTEE CERTIFIED - "HRCCC"

This conference is among the most innovative and comprehensive programs in governance available in North America.. By writing and passing the 2 hour HRCC CERTIFICATION EXAM at the conclusion of the conference, you will earn the prestigious and highly coveted designation "Human Resource and Compensation Committee Certified" and be entitled to use the post nominal "HRCCC" after your name. Obtaining the HRCCC certification will establish that as a member of your organization's 'Human Resources', 'Compensation' and/or 'Governance' Committee, you have achieved the highest gold standard in such committees' learnings and 21st century best practices. It shows that you have the knowledge and skills necessary for survival, and indeed success, in our increasingly litigious and complex regulatory environment. And it especially demonstrates your commitment to good governance and 21st century governance literacy.

WHO SHOULD ATTEND

- Current and prospective 'Human Resources' , 'Compensation' and/or 'Governance' Committee Chairs and committee members who want to maximize their effectiveness in their roles
- CEOs, VPs (Human Resources) and other senior executives who work with their 'Human Resources', 'Compensation' and/or 'Governance' Committees
- HR, Compensation and Governance professionals who consult with their respective board committees

CPD Hours: All conference participants will receive 14 CPD hours.

To register email: desmer@caribbeangovernancetraining.com or call 758.451.2500/487.2433
Visit the CGTI website for details: www.caribbeangovernancetraining.com

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MOMENTS CAPTURED FROM PREVIOUS YEARS

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CHAIRMAN'S BIO

DR. CHRIS BART
FCPA, F.CIoD, C.Dir.

Dr. Chris Bart is the Executive Chairman and Co-Founder of the Caribbean Governance Training Institute and the Caribbean Institute of Directors. He is also the Founder of The Directors College of Canada where from its inception in 2003 to 2013, he served as its inaugural Principal and Lead Professor. He has also authored 7 books. A retired Professor of Strategy and Governance, Dr. Bart currently serves as Associate Editor of the International Journal of Business Governance & Ethics and he continues as a Research Fellow of the Asian Institute of Corporate Governance at Korea University. He is the recipient of numerous awards including the Queen Elizabeth II Diamond Jubilee Medal for his service to Canada. Dr. Bart is listed in Canadian Who's Who and he has served on many boards.

SPEAKERS' BIO

IAN CULLWICK
CMC, CCP, CHRL

Ian Cullwick is a Partner with an international consulting firm and specializes in governance effectiveness, compensation strategy, performance management, and organization design. Ian has significant governance experience working with a number of clients on a variety of HR governance effectiveness assignments ranging from HR strategy and risk measurement to HR/Compensation Committee terms of reference. Ian also teaches in the Telfer School of Management's EMBA program, and has lectured on the topics of CEO performance management and HR governance with ICD Canada and the Directors College. Ian has an MBA from the Ivey Business School, and the CCP, CHRL and CMC designations. He currently serves on the Compensation and Performance Committee of the Royal College of Physicians and Surgeons of Canada, and on the Board of Directors of Bradburn Securities.

SANDRO IANNICCA
Ph.D.

Sandro has extensive experience in the areas of leadership assessment and development, performance management, succession planning, human resources strategy development and execution, organization design and development, senior team effectiveness and executive coaching. He has managed large consulting practices in the United States and Canada. Prior to founding his firm, Sandro was the Managing Partner for the consulting group at MICA Management Resources in Toronto, he headed the Human Capital group with Mercer Human Resource Consulting in Toronto and prior to that he was the Regional Director for Hay Management Consultants in Dallas. Dr. Iannicca obtained his Masters in Industrial and Organizational Psychology from California State University in Los Angeles and his Ph.D. in Industrial and Organizational Psychology from Bowling Green State University.

DR. DAVID KUNSCH
Ph.D.

Dr Kunsch's expertie is on Corporate Governance and illegal activities. His current work has centered on the board's decision making processes and board (team) effectiveness. Dr Kunsch is a highly acclaimed teacher of college students, MBAs and executives focusing on Strategy, Corporate Governance, Negotiations and Decision Making. He has worked as an engineer, a trial lawyer, a senior solicitor, a business process expert and managed several businesses within a Fortune 500 company. Dr. Kunsch enjoys the pursuit of helping board's in all types be as effective as possible in achieving good corporate.

ROBERT LEVASSEUR
BA

Robert Levasseur has consulted in executive compensation for over 20 years with Hay Group, Willis Towers Watson and McDowall Associates, a firm he purchased in 2010 with two partners. Prior to consulting, Robert amassed 22 years of experience in various senior Total Rewards and Labor Relations functions. Robert specializes in advising Management and Boards of Directors from both the private and public sectors. He partners with clients in developing strategic and practical reward solutions. Robert currently lectures at York University's Financial Accountability Master's program, was on the faculty of The Directors College as well as Humber College's CEB program. He is a regular speaker on executive compensation matters and is often quoted in the Canadian business press.

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AGENDA - DAY 1

MONDAY
July 8th
9:00 - 9:10 AM

OPENING REMARKS / WELCOME PROGRAM OVERVIEW

Dr. Chris Bart, FCPA, F.CIoD, C.Dir

MODULE 1

MONDAY
July 8th
9:10 - 12:30 PM

Ian Culwick, CMC, CCP, CHRL

SESSION DESCRIPTION:

A. HR Strategy and Governance Implications: One Size Does Not Fit All
- Context and drivers of HR strategy
- Understanding HR strategy choices and governance implications

B. HR Risk Management
- HR and compensation risks associated with business and HR strategies, workforce composition, leadership preference and the regulatory environment
- Materiality, rescindability and severability, D&O Insurance, and reputation and disclosure

C. HRCC Processes and Relationships
- Organizational Structure and Compensation
- How does the board "lead the process"?
- What is the role of the board, HRCC, other Standing Committees, consultant, executive?

D. HRCC Mandate
- Creating a charter and work plan
- Annual review and benchmarking
- Accessing information and managing information flows

MONDAY
July 8th
12:30 - 1:30 PM

LUNCH

MODULE 2

MONDAY
July 9th
1:30 - 5:30 PM

Sandro Iannicci, Ph.D.

SESSION DESCRIPTION:

E. CEO Succession
- Core succession planning principles
- Key issues /questions to consider
- Key action plans to have in place
- Scope of succession planning - CEO, senior executive team and other "mission critical" roles

F. CEO Selection, Appointment & Termination
- Selection and assessment process – role of HRCC and Board/role of executive search firms
- Candidate profile
- Termination issues- Process/Legal implications/Communication /Transition issues

G. CEO Performance Management
- Understanding the CEO Performance Evaluation Process.
- Understanding the financial and nonfinancial components that can be incorporated into CEO Performance Evaluation.
- Linking CEO evaluation to Compensation.
- Extension to Executive Performance Evaluation

VIP PACKAGE INCLUSIVE: • **Registration** • **Accommodation @ Coco Palm Resort** • **Airport transfers** (local)

EXECUTIVE PACKAGE: • **Registration** • **Accommodation @ Coco Palm Resort**

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AGENDA - DAY 2

MODULE 3

TUESDAY
July 9th
9:00 - 12:30 PM

Robert Levasseur, BA

SESSION DESCRIPTION:

H. Reward Strategy
- * Effective compensation: aligning corporate strategy, executive expectations and shareholder interests
- * Balancing profitability, growth and control in designing incentive plans

I. Compensation Design
- Current trends and evidence of effective CEO compensation
- Incorporating performance evaluation in determining compensation
- Linking CEO compensation and shareholder value
- Designing compensation plans for other senior managers, and approving performance targets

J. Board Compensation
- Role of the HRCC in recommending board compensation
- Guidelines and requirements
- Pay and management of cash compensation, equity compensation
- Areas of concern and sensitivity

TUESDAY
July 9th
12:30 - 1:30 PM

LUNCH

MODULE 4

TUESDAY
July 9th
1:30 - 5:30 PM

Dr. David Kunsch, Ph.D.

SESSION DESCRIPTION:

J. The Governance Committee: Role and responsibilities
- Creating a Governance Committee charter and work plan
- Annual review and benchmarking

K. Board Member Selection, Appointment, Succession & Termination
- Selection and assessment process – role of HRCC and Board/role of executive search firms
- Candidate profile
- Succession planning for leadership positions
- Non-re-appointment (Termination) issues

L. Board Member Performance Management
- Understanding the Board/Committee/Chair/ Individual Director Performance Evaluation Process.
- Dealing with the Non-performing Board Member

6:30 – 8:30 PM **HRCCC QUALIFICATION AND DESIGNATION EXAMINATION**

9:00 PM **ANNOUNCEMENT OF EXAM RESULTS AND GRADUATION**

VIP PACKAGE INCLUSIVE: • **Registration** • **Accommodation @ Coco Palm Resort** • **Airport transfers** (local)

EXECUTIVE PACKAGE: • **Registration** • **Accommodation @ Coco Palm Resort**

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