



CORPORATE GOVERNANCE SERIES

Company Secretarial and Minute Taking

Monday 10th – Tuesday 11th March 2008

Introduction

While the basic duties of the Corporate Secretary can be easily defined, achieving success, supporting directors and balancing dual accountabilities to the board and management make it a complex role demanding a unique set of skills and experience.

Seminar Objective

This seminar is designed for both new and experienced Corporate Secretaries. It will provide first-time Corporate Secretaries with the opportunity to understand this role's essential responsibilities. Veteran Corporate Secretaries will learn how to use more advanced tools and processes to deliver on their accountabilities more efficiently, while delivering greater value to their organizations.

Participants will have the opportunity to gain critical boardroom insights from a skilled facilitator and experienced Corporate Secretary and to interact with peers about addressing the challenges of this function.

Practical guidelines and templates for managing the Corporate Secretary functions effectively will be provided.

Note: Course content is based on elements common in most Company Law including British and Canadian Company Law on which Company law in the Caribbean is based. However, specific local regulatory requirements are not covered as the course is intended for a regional audience.

Target

Participants will include new Company Secretaries of public listed companies and/ or organizations accountable to a wide stakeholder group such as regulated companies, financial institutions and NGO's. More experienced Secretaries who require practical tools and approached will also find this seminar invaluable. Participants may include:

- Senior Managers who function as Company Secretaries
- Professionals who function as Company Secretaries
- Qualified/ Chartered Secretaries



Seminar Outline

Day 1 – The Role of the Secretary and key Board processes

1. Overview: Role of the Secretary

- Administrative Role
- Strategic Role

2. Review of Key Board Processes and Practices

- Board effectiveness processes
 - i. Director recruitment strategies
 - ii. Director orientation and ongoing board education
 - iii. Board and Director performance assessments
- Board and Committee Charters and Effectiveness Strategies
- Communication to Shareholders
 - i. quarterly/annual reporting
 - ii. disclosure practices
- Annual Meeting of Shareholders
 - i. meeting notices
 - ii. proxy materials
 - iii. member voting facilitation
 - iv. legislative/regulatory requirements
 - v. agenda development
 - vi. Scripting
 - vii. Event management (venue, security, catering, registration, etc.)
 - viii. Annual meeting minutes

3. Board Communications and Satisfying Director Information Needs

- Development of board meeting pre-read kits and types of formats/information
- Preparation of Board motions and resolutions
- Interim and post-meeting communication with directors

Day 2 – Effective Meetings and Minutes

4. Effective Board and Committee Meetings

- Annual Board and Committee Meeting Calendars
- Agenda Development Process
- Consent Agendas
- In-camera Meeting Protocol
- Board and Committee Meeting Procedures
 - i. meeting notices
 - ii. confirming attendance
 - iii. quorum
 - iv. meeting logistics (venue and meeting support such as A/V, etc.)
 - v. meeting effectiveness principles
- Meeting Management and Managing Meeting Logistics
- Ensuring appropriate action and support of directives and board actions
- Special Board Meetings
 - i. Board retreats
 - ii. Strategy sessions
- Corporate Records Management
 - i. Incorporation
 - ii. Bylaws
 - iii. Share register
 - iv. Minute books (board and committee)
 - v. Code of conduct
 - vi. Signing authorities
 - vii. Rules for the use of Corporate seal
 - viii. Regulatory filings

5. Minute Taking

- **Taking Notes at the Meeting**
 - Minute taking principles
 - Identifying irrelevant discussion
 - Developing active listening skills



- Taking accurate notes

Producing Minutes

- Minute taker's do's and don'ts
- Types of minutes
- Minute taking exercises
- Recording motions, amendments, other actions
- Role and responsibilities of the Minute Taker
- The importance of preparing for the meeting
- The conventions of minute and notes of meetings
- Using reported speech and plain English
- Making minutes "reader-friendly" (format ideas)
- Approval and distribution of the minutes



THE FACILITATOR:

JOHN T. DINNER BOARD GOVERNANCE SERVICES

John Dinner is the President of John T. Dinner Board Governance Service, Ontario, Canada. John works with clients in the corporate, not-for-profit and charitable sectors assisting these organisations to achieve their organizational objectives through excellence in corporate governance.

- He is a member of the faculty of The Directors College (a McMaster University / Conference Board of Canada initiative);
- A regular presenter to the Corporate Secretaries Roundtable and McMaster World Congress;
- His work has been recognized by the National Award in Governance;
- He has been a contributor to the Joint Committee on Corporate Governance (sponsored by the Toronto Stock Exchange and Institute of Chartered Accountants); and,
- John is now a widely published author and media spokesperson on board topics.

His impressive list of clients include among many others:

- CIBC Mellon Trust Company
- Clarica Life Insurance Company
- FaithLife Financial
- Morgan Meighan
- Shell Canada
- Sun Life Financial
- Canadian Society of Corporate Secretaries
- Certified General Accountants of Ontario
- Ontario Hospital Association
- Ontario Real Estate Association
- Toronto Chartered Financial Analyst Society
- Governmental Corporations and Agencies
- Electrical Safety Authority of Ontario
- Travel Insurance Council of Ontario
- Workers' Compensation Board of the Northwest Territories & Nunavut.

John himself has served in the capacity of corporate secretary for 6 years with a major Canadian financial services company. He currently provides consulting support to the Canadian Society of Corporate Secretaries, as well as individual corporate secretaries who value his unique perspectives and depths of skill and experience. He regularly presents at conferences and leads workshops supporting corporate secretaries across sectors.



**CORPORATE GOVERNANCE SERIES
THE ROLE OF THE SECRETARY AND KEY BOARD PROCESSES**

MONDAY 10th - TUESDAY 11th MARCH 2008

**8:00am-4:00pm
Venue: CDN Conference Facility
10 Cipriani Boulevard
Port of Spain**

REGISTRATION FORM

NAME:

JOB TITLE:

COMPANY NAME:

COMPANY ADDRESS:

PHONE:

FAX NO:

E-MAIL ADDRESS:

SIGNATURE:

COURSE PRICE: **US\$1000 + 15% VAT**

This covers the cost of tuition, course materials, lunch and refreshments.

In order to ensure that you have a booked place, you must complete and sign the registration form signifying your confirmed attendance at the above seminar and payment in full.

CANCELLATION POLICY

A participant's cancellation is in effect immediately upon notice to CDN without penalty on or before **March 3rd, 2008**. A cancellation fee of 50% is applicable after this date.

KINDLY MAKE CHEQUES OR DRAFTS PAYALBE TO **CDN MANAGEMENT SERVICES LIMITED**.