

HRIA in partnership with Global Governance Advisors has developed a comprehensive Executive Compensation Program that equips senior management, executives and board members with information, best practices and strategies for dealing with executive compensation and corporate governance.

Delivered by experts in the fields of executive compensation, governance, legal, and actuarial science, the Executive Compensation Program covers 11 important topics, which are:

Part 1: Executive Compensation Reviews

1.1	Executive Compensation Fairness Opinions
1.2	Competitive Market Research
1.3	Pay-for-Performance Assessment
1.4	Board Remuneration

Part 2: Executive Compensation Plan Design

2.1	Annual & Long-Term Incentive Plans including related tax, accounting and compliance issues
2.2	Special Situations (Mergers, Acquisitions, Divestitures or IPO)
2.3	Senior Executive Employment Contracts

Part 3: Corporate Governance and Oversight

3.1	CEO Succession Planning
3.2	Board Evaluation and Effectiveness Assessments
3.3	Human Capital & Compensation Strategies
3.4	Executive Compensation Governance

Accreditation Completed

Upon completion of this course you will be equipped to guide and facilitate the work of your Board as it manages its executive compensation governance responsibilities. Successful candidates will also improve their ability to help supervise the compensation governance process for the senior management team. The course content aligns to and reflects today's best practices in Human Resources Compensation Committee (HRCC) Charter and the regulatory environment. More specifically, you will:

- Gain an understanding of the fundamentals of total executive compensation design
- Be equipped to manage the process to hire the Board's independent advisor
- Understand all aspects of the executive compensation governance process
- Improve your effectiveness of your specific role within your organization
- Understand today's regulatory environment with respect compensation and disclosure
- Know what questions to ask the independent advisor
- Have sufficient knowledge of how you can manage the board and support their fiduciary duties
- Obtain reference material that will provide useful reminders and guidance throughout your annual executive compensation governance cycle
- Be equipped to provide the Board with guidance on making defensible executive compensation decisions as well as the mitigation of risk and shareholder revolts

Who should attend?

Senior management, executives and board members looking to:

- work with their senior executives, CEO and boards to guide and manage the executive compensation process in their organizations,
- design and validate an effective executive compensation plan,
- use executive compensation as a tool for attracting, retaining, and incenting their leadership teams,
- implement best practices in corporate governance and oversight related to executive compensation, and
- fulfill their fiduciary duties while also adding real value to their organization.

What is the time commitment?

September 16th-17th
 8am-4:30pm
 and
 September 18th
 8am-noon

Registration & Breakfast
 7:30am

Where are the sessions?

Calgary Petroleum Club
 319 - 5 Avenue SW
 Calgary, Alberta, Canada T2P 0L6
Please note that no jeans are allowed at the Petroleum Club.

What is the investment?

\$1300 for members
 \$1500 for non-members



Part 1 Executive Compensation Reviews

Part 1 Executive Compensation Reviews		
#	Session	Focus
1.1	Executive Compensation Fairness Opinions	The complexities of establishing appropriate, defensible and competitive executive compensation in today's economic and regulatory environment.
1.2	Competitive Market Research	Using statistical methodologies, standardized equity valuation, general disclosure, and peer group screening to determine appropriate and competitive executive compensation levels.
1.3	Pay-for-Performance Assessment	Using pay-for performance platforms, balanced scorecards, collaborative methodologies, SMARTER objectives and financial metrics to ensure the senior team is creating real value for the business.
1.4	Board Remuneration	Remuneration trends, philosophies, designs and best practices, including share ownership guidelines, special committee remuneration and expense reimbursement.

Executive Compensation Reviews will prepare participants with the foundational knowledge of all aspects of the competitive compensation review cycle. Attendees will be able to evaluate the effectiveness and associated risk of their organization's current governance process and participants will walk away with a thoughtful plan on how their evaluation process might be improved.

Part 1 Outcomes:

Upon completion of Part 1, senior management, executives and board member participants will learn about:

- the fundamentals of total executive compensation design,
- key aspects of the executive compensation governance process,
- evaluating the effectiveness of their organization's current governance process dealing with compensation,
- determining the risks associated with their organization's current governance process, and
- key considerations in developing a plan for improving their organization's governance process.



Part 2 Executive Compensation Plan Design

Part 2 Executive Compensation Plan Design		
#	Session	Focus
2.1	Annual & Long-Term Incentive Plans including related tax accounting and compliance issues	Selecting and designing incentive plans including balancing cash and equity, calibrating performance metrics and recognizing other issues such as tax, accounting and compliance.
2.2	Special Situations (Mergers, Acquisitions, Divestitures, IPOs)	When and how to reward executives with transaction-based incentive plans including CCPC Option plans. Reviewing transition strategies and IPO-appropriate incentive plans.
2.3	Senior Executive Employment Contracts	Emerging trends, termination clauses, perquisites, risk assessment, Change in Control provisions, and Supplementary Executive Retirement Plans (SERPS).

Organizations must be prepared for the future and for many, this means establishing a compensation design platform that incents positive behaviours and avoids future pitfalls. Attendees will learn about short-term and long-term incentive design as well as key elements of employment contracts that could be challenging during evolutionary events such as IPOs, mergers, etc. With this knowledge, attendees will be able to recognize potential contract hurdles as well as understand how to tailor contracts that will help avoid future problems and facilitate positive growth transitions.

Part 2 Outcomes:

Upon completion of Part 2, senior management, executives and board member participants will learn about:

- reviewing short-term and long-term incentive designs,
- using compensation strategies to influence positive senior leader behaviours,
- reviewing and assessing executive employment contracts,
- how major changes (e.g., IPOs, mergers, acquisitions, divestitures) impact executive employment contracts,
- developing executive employment contracts that avoid future pitfalls and facilitate positive growth transitions, and
- designing the most effective executive compensation plan for their organization.

Part 3 Corporate Governance and Oversight

Part 3 Executive Compensation Plan Design		
#	Session	Focus
3.1	CEO Succession Planning Leading Practices	Designing an effective CEO succession planning process for planned and emergency departures, and understanding the board and HR's role throughout.
3.2	Board Evaluation & Effectiveness Assessments	Improving board performance, evaluating and managing board and director effectiveness using assessment techniques and board composition optimization.
3.3	Human Capital & Compensation Strategies	Overview of business strategy scenarios: strategic transitions and the role of transitional leaders, the treatment of global subject experts amongst a scarce talent pool, long-term builders in a blue chip organization and the role of transactional executives within critical evolutionary moments.
3.4	Executive Compensation Governance	Improving executive compensation governance including regulatory changes and disclosure, annual reviews, avoiding conflicts of interest and risk assessments in volatile markets. This session will also provide information on how best to manage CEO succession issues.

Organizational governance has always been important, however, increased government oversight and special interest pressures have now made it more prominent in the public eye. Attendees will develop an understanding of current regulations and best practices as well as understand how to implement these governance practices into their own organizations.

Part 3 Outcomes:

Upon completion of Part 3, senior management, executives and board member participants will learn about:

- today's regulatory environment with respect to compensation and disclosure, including tax, accounting and compliance issues,
- CEO succession planning and human capital strategies,
- how government oversight and special interest pressures impact their current organizations,
- planning and implementing governance best practices into their own organizations,
- implementing a plan for guiding their senior executives, CEO and boards into making strategic and defensible executive compensation decisions,
- addressing stakeholder concerns, and how to support their boards in crisis situations such as shareholder revolts.



Curriculum Designers & Core Facilitators

<p>PAUL J. GRYGLEWICZ Senior Partner, Global Governance Advisors</p>	<ul style="list-style-type: none"> • GGA's Canadian lead, Paul has in-depth experience engaging boards and senior management, advising them in the areas of executive compensation, human resource strategy and corporate governance. • Previously held senior consultant roles in executive compensation with both an international and boutique human resources advisory firm. Also worked as a consultant for an international strategy consultancy assisting large organizations in an array of industries. • MBA graduate and Athletic Scholar from the DeGroote School of Business at McMaster University. 	<p>DALE STANWAY Senior Partner, Global Governance Advisors</p>	<ul style="list-style-type: none"> • Broad experience includes roles as a senior executive and board director for large organizations and as a senior consultant for two global human resources advisory firms. • MPA graduate from Harvard's Kennedy School of Government. • Guest lecturer at the University of Toronto on ethics and crisis communication.
<p>ARDEN DALIK Senior Partner, Global Governance Advisors</p>	<ul style="list-style-type: none"> • A leading expert in Director and Executive Compensation, and Performance Systems Design. She has advised organizations across North America in a wide variety of industries. with a deep specialization in the oil and gas industry. • Spent 12 years with Mercer Consulting where she led the Canadian Performance and Rewards practic. She was a founding partner of Raintree Consulting and formerly affiliated with the Wynford Group. Arden also spent 8 years with Shell Canada in a variety of HR roles. • Graduated from the University of Calgary Faculty of Business (BComm) and is currently on her Certified Financial Analyst (CFA) designation. 	<p>MARK DAHLMAN Senior Partner, Global Governance Advisors</p>	<ul style="list-style-type: none"> • 35 years of experience consulting to boards and senior management on executive and broad-based total rewards programs. • Worked with organizations throughout North America, having worked for an international consulting firm's, New York City, Seattle, Miami, Toronto, and Calgary markets. • Extensive experience working with energy, transportation and not-for-profit organizations.



Curriculum Designers & Core Facilitators

Guest Speakers

Certificate Program: Facilitators

Experts in executive compensation, governance, legal, and actuarial science.

Program

As a reminder, there are 11 sessions over three parts in the Executive Compensation Program:

- Part 1 Executive Compensation Reviews
- Part 2 Executive Compensation Plan Design
- Part 3 Corporate Governance and Oversight

Accreditation

Complete all 11 sessions and receive a certificate in Executive Compensation. Individual session can also be applied towards CHRP recertification.

The **Human Resources Institute of Alberta (HRIA)** is the professional voice of human resources practitioners in Alberta. The HRIA encourages the maintenance of professional standards in the field of human resources management and works with the Canadian Council of Human Resources Associations (CCHRA) to define the standards and processes for certification as a Certified Human Resources Professional (CHRP).

Global Governance Advisors is an independent, compensation advisory firm that is internationally recognized, servicing clients from Calgary, Edmonton, Vancouver, Toronto, New York and Miami. They provide counsel to Boards of Directors and senior management on matters relating to the compensation and human resource committee's mandate. Specifically, they provide expert advice in the areas of executive compensation, board effectiveness, CEO succession planning, and corporate governance. With over 75 years of experience in the field, they bring excellence, and entirely independent and objective perspective, and most importantly, an assured focus on performance and shareholder interests.

<p style="text-align: center;">KEVIN LIBIN <i>Senior Client Partner - Global Energy Practice, Korn/Ferry</i></p> 	<ul style="list-style-type: none"> • Senior Client Partner with Korn Ferry, the world's largest executive recruitment and talent advisory firms, specializing in recruiting senior executives and board directors within the firm's global energy and industrials practice. • Based in Calgary, his work covers a broad spectrum within the North American energy and natural resource industries, including conventional and unconventional upstream exploration & production, oil sands development, energy infrastructure & midstream, conventional and renewable power, downstream, engineering procurement and construction, and energy / oilfield services. • Extensive experience advising clients through executive and C-Suite succession exercises and cultural transformation initiatives.
<p style="text-align: center;">WILL CASCADDEN <i>Partner, McCarthy Tetrault</i></p> 	<ul style="list-style-type: none"> • A partner in McCarthy Tetrault Labour and Employment Group in Calgary. He advises and represents employers confronted with the tough legal challenges that arise in today's workplace. • Represents clients that operate throughout the spectrum of our dynamic western Canadian economy, including: oil and gas companies, oilfield service businesses, utilities, technology firms, manufacturers, financial institutions, government departments, and NPOs. • Teaches the Employment Law Course at the University of Calgary Law School. He also regularly instructs on labour and employment law topics for a number of organizations.