

## Executive Compensation Certificate Program

A Certificate Program that equips HR professionals, senior management, executives and board members with information, best practices and strategies for executive compensation and corporate governance

The CPHR Alberta and CTRN are pleased to jointly sponsor Global Governance Advisors' ("GGA") comprehensive Executive Compensation Program. This program has been designed to equip Human Resource professionals, senior management, executives and board members with knowledge, best practices and strategies for dealing with executive compensation and corporate governance. This course continues to be approved by the CPHR for credit toward their CPD (Continuing Professional Development) requirement. Delivered by experts in the fields of executive compensation, governance, and employment law, the Executive Compensation Certificate Program takes place over 2<sup>1/2</sup> days and 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
- 2.2 Special Situations (Mergers & Acquisitions, Legal Challenges/Expert Witness, Activist Challenge, Divestitures or IPO)
- 2.3 Senior Executive Employment Contracts

### Part 3: Corporate Governance and Oversight: Executive Compensation Plan Design

- 3.1 CEO Succession Planning
- 3.2 Board Evaluation, Effectiveness and Refreshment
- 3.3 Emerging Practices in a Post-COVID Environment – Breakout Session
- 3.4 Executive Compensation Governance

Upon completion of this course you will be equipped to guide and facilitate the work of your Board as it manages its executive and director 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 and director 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
- Have sufficient knowledge of how you can work with 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?

Human Resource professionals, 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?

The course runs over 2 ½ days, as follows:

Tuesday, October 5                      8 am - 4:30 pm

Wednesday, October 6                      8 am - 4:30 pm

Thursday, October 7                      8 am – 1:00pm

#### Where are the sessions?

After the success of our on-line course last year during COVID-19, we have decided to once again offer this as a virtual course. It will be hosted on Zoom. As a result, we will again be offering it a reduced price (see below) to reflect our lower overhead costs. GGA has learned so much about hosting on-line webinars and courses during the pandemic and will bring their learning from those sessions to make this 'virtual classroom' connected and stimulating.

#### What is the investment?

	2021 CPHR/CTR (Early Bird Discount - \$200 – before September 18, 2021)
Member	\$1,200
Non-Member	\$1,400

## 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

#	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 (e.g. Mergers, Acquisitions, Divestitures, Activist Investors, IPOs, etc.)	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

#	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 and Refreshment	Improving board performance, evaluating and managing board and director effectiveness using assessment techniques and board composition, refreshment and diversity.
3.3	Emerging Practices in a Post-COVID Environment – Breakout Session	Our organizations are not just 'returning to work' as it used to be. Trends and learnings that are emerging in compensation, Board room and exec suite, and broader organization design will be discussed, along with other key 'new' practices.
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.

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,
- learning and gaining ideas from the consultants and your peers on emerging practices, policies, trends that you could consider at your organization, and
- how to support boards with information to navigate their oversight of board and executive compensation, and broader remuneration practices.

## Curriculum Designers/Faculty

<p>ARDEN DALIK <i>Senior Partner</i> <i>Global Governance</i> <i>Advisors</i></p>	<p>GGA's Western Canadian Practice Leader, Arden is a leading expert in Executive Compensation, Board Governance, and Compensation &amp; Incentive Program design. She has advised organizations across North America in a wide variety of industries including mining, oil and gas, construction, etc. for public, private and not-for-profit organizations.</p> <ul style="list-style-type: none"> <li>• Prior to joining GGA, Arden spent 12 years with Mercer Consulting in both Calgary and Toronto where she chaired the Canadian Performance and Rewards practice. She was a founding partner of Raintree Consulting. Arden also spent 8 years with Shell Canada in a variety of HR roles.</li> <li>• She is a graduate of the University of Calgary - Faculty of Business (BComm) .</li> </ul>
<p>PAUL J. GRYGLEWICZ <i>Senior Partner,</i> <i>Global Governance</i> <i>Advisors</i></p>	<p>Paul is GGA's Canadian lead and has in-depth experience engaging boards and senior management, advising them in the areas of executive compensation, human resource strategy and corporate governance.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• MBA graduate and Athletic Scholar from the DeGroote School of Business at McMaster University</li> </ul>

## Additional Guest Speaker (Calgary-based law partner TBD)

### Certificate Program: Facilitators

Experts in executive compensation, governance and legal.

### 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 CPHR recertification.

**Global Governance Advisors (GGA)** is an independent, compensation advisory firm that is internationally recognized, servicing clients from Calgary, Toronto, and Fort Lauderdale. 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/stakeholder interests.