

Chartered Corporate Secretary Program

21 CPD hours

AFTERNOON: 1:30 P.M. – 5:00 P.M.

Or

EVENINGS: 6:00 P.M. – 9:30 P.M.

\$2,750.00 USD

Overview

Chartered Corporate Secretary (C.C.Sec.) is an international designation attained by completing the 'Chartered Corporate Secretary' Program. The program was created to help strengthen the skills of those who serve boards in their official capacity as 'secretary to the board'. Those with the unique "C.C.Sec." designation will set themselves apart with employers, boards and key stakeholders in the assistance they provide to boards and their individual directors or board of governors.

Program Structure

The Chartered Corporate Secretary Program consists of 6 on-line modules of approximately 3.5 hours each delivered live by internationally recognized corporate secretary experts. The program concludes with a two hour qualifying exam at the end. This program's content is applicable to all types of organizations, across all industry sectors and jurisdictions, with a focus on the practical, hands-on role of corporate secretaries. These interactive modules provide an excellent opportunity to meet and network with other governance practitioners. The course fee also includes the best selling ebook text "AAA+ Minutes" by Sylvia Groves.



Day 1:
The Job of The Corporate Secretary



Day 2:
Meetings & the Corporate Secretary



Day 3:
AAA Effective Minute Writing (PART 1)



Day 4:
AAA Effective Minute Writing (PART 2)



Day 5:
Board and Director Succession and
Evaluation



Day 6:
The Corporate Secretary as
"Influencer"

CONTACT US



+1 758 731 3093
+1 758 486 2433



Jamima@caribbeangovernancetraining.com
<https://www.caribbeangovernancetraining.com/>

1

THE JOB OF THE CORPORATE SECRETARY

- What does an effective Corporate Secretary do?
- Common problem areas
- The Corporate Secretary's GENERAL legal responsibilities.
- USUAL Compliance obligations under laws and regulatory authorities.
- The Corporate Secretary and the governance framework.
- The changing role of governance professionals and Corporate Secretaries.
- The Corporate Secretary's role in Corporate decision-making and advising the board.

2

MEETINGS & AND CORPORATE SECRETARY

- How to get the most out of board and committee meetings
- Best practice in agenda setting and preparing board papers
- Document retention and document retention policies
- The Corporate Secretary as a conduit of information to and from the board

3

AAA EFFECTIVE MINUTE WRITING (PART 1)

- The purpose and importance of minutes
- AAA minutes – plain language, what to include, what to leave out, level of detail
- Rules of thumb (standard operating practices) for how your organization will write minutes
- Approval process for minutes – who, when and how long to respond
- Erratum (correction memo) usage and review scenarios
- Homework assignment for PART 2

4

AAA EFFECTIVE MINUTE WRITING (PART 2)

- Homework assignment for PART 2
- Q & A from previous session
- Minute writing exercises that:
 - Provide hands-on experience writing best-practice minutes
 - Practical guidance on developing the appropriate level of detail
- Next steps – creating a plan for improving minutes

5

BOARD AND DIRECTOR SUCCESSION AND EVALUATION

- Building a GREAT Board
- Optimal Board Size & Composition
- Pitfalls to avoid
- A 21st Century Governance Essential: The Board Skills Matrix
- Evaluation techniques – Pros, Cons, Best Practices
- What About those “Problem Directors”
- Evaluation Frequency and Prevalence
- Case exercise

6

THE CORPORATE SECRETARY AS “INFLUENCER”

- How to influence boardroom behaviour; Essential communication skills.
- Recognising board dynamics.
- Creating a supportive environment.
- Relationship with the Board Chair/Committee Chairs.
- Relationship with the other directors.
- Relationship with the CEO (and other SMT members).
- The Corporate Secretary's relationship with the “owners”.
- Techniques for effective communication, relationship building and dealing with discord





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

Dr. Chris Bart is the Chairman and Co-Founder of the Caribbean Governance Training Institute and Co-founder and Chairman of 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. Currently, Dr Bart is the CEO of Corporate Missions Inc – an international consulting firm dedicated to helping organizations excel in the execution of their strategies. He has also authored several books including the 10 year Canadian business best seller, “A Tale of Two Employees and the Person Who Wanted to Lead Them” as well as the widely acclaimed publication: “20 Essential Questions Corporate Directors Should Ask About Strategy” – 3rd Edition”.

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.

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Sylvia Groves

Sylvia Groves, FCG, Acc. Dir., and CEO of Governance Studio, consults, facilitates and speaks professionally. She created Governance Studio from her award-winning work with one of Canada's foremost governance leaders. The firm is dedicated to Adding Value to Every Seat at the Boardroom Table™. Sylvia's no-nonsense practical advice has helped thousands of corporate secretaries and directors enhance the effectiveness of their boards and their organizations.

Private, public, co-operative, crown, charitable, hybrid and not-for-profit boards appreciate working with Sylvia to enhance their governance programs for the benefit of their stakeholders. Sylvia listens to each client's unique needs and applies her decades of expertise to build the right systems and processes for each individual organization. "There is no one size fits all here – to be effective, governance has to fit the specific company and its particular culture and operations," notes Sylvia.

A self-proclaimed "governance nerd", Sylvia has spent over two decades honing her craft. She has a special affinity for helping Governance Professionals and Corporate Secretaries, who are often the unsung heroes of implementing good governance. Governance Studio focusses on practical governance solutions:

- Developing and implementing governance programming that adds value for each unique organization
- Working with boards to find new members with the right skill profiles
- Building programs to orient new directors so they can hit the ground running
- Confidentially evaluating boards and providing concrete recommendations for improvement
- Auditing complete governance programs to streamline processes and enhance practices
- Selecting the right-fit best practices for an organization and implementing them
- Preparing transparent public disclosure that tells the organization's governance story to stakeholders
- Teaching staff the fundamentals of great minute writing and the role of the Corporate Secretary

Sylvia is a judge of the Excellence in Governance Awards, an Accredited Director and a fellow of the Chartered Governance Institute of Canada. She is also a recipient of the Excellence in Governance Distinguished Contribution Award from the Governance Professionals of Canada. She is the author of the highly acclaimed book: AAA+ Minutes™ – The Three Must-Do Fundamentals And 100s Of Practice Tips For Writing Minutes That Protect Your Organization And Its Directors.

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Heather Laxton

Heather Laxton is a seasoned governance professional with over 23 years of governance, corporate secretarial, and securities regulation experience with a focus on the mining sector. She is currently Chief Governance Officer and Corporate Secretary with Wesdome Gold Mines Ltd. and during her career, she has served in several senior management and executive roles for companies listed on the Toronto Stock Exchange, TSX Venture Exchange, London - AIM and NYSE AMEX including Kirkland Lake Gold Ltd., European Goldfields Ltd., Northern Gold Mining Inc., and High River Gold Mines Ltd. Heather has been involved in numerous transactions and financings, and has extensive experience working with management teams and boards of directors on both simple and complex governance matters. She has led the evaluation, design, implementation and monitoring of governance programs for several companies, and specializes in governance crisis recovery.

Heather began her career as a professional corporate and securities law clerk in multi-national law firms. She obtained an honours diploma from the Law Clerk Program at Seneca College, completed the Canadian Securities Course (CSC) in 2000 and will complete a Master's Degree in Law (Business) at Osgoode Hall Law School in 2021. Heather is a member of the Institute of Corporate Directors and the Governance Professionals of Canada (GPC), and is a member of the faculty with the GPC Education Program. She is an active public speaker, course lecturer and passionate governance advocate.

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Robert A. Canuel

Bob Canuel is a bilingual senior Human Resources Professional who has been described as a visionary, strategic leader with a successful and practical record of initiating and managing best in class HR practices while always ensuring attainment of corporate objectives.

It is because of his reputation and business experience Bob has been recruited to sit on various Corporate Boards of Directors in the Automotive parts (Wescast inc.), Plastics (Polytainers Inc.), Retail (Hallmark Canada Ltd.) and Food sector Startups (David's Condiments). He has chaired and has been a member of the compensation committees along with his general board responsibilities for these organizations.

Bob also has a long and successful history on boards of "Not for Profit" and Professional Associations such as CSTD (Canadian Society for Training and Development 2500 members), HRP (Human Resources Professional Association 24,000 members), Canadian College of Naturopathic Medicine (publishing) College of Nurses of Ontario, as well as numerous charities.

Throughout his career Bob has been a leader in employee relations in Canada. He was elected to the newly created position of Ombudsman at Kraft Canada (1978-1983). Bob has also been a speaker at various professional conferences focused on innovative human capital management.

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