

Corporate Secretary – US Forum 2021

*Supporting companies as environmental and social actors
Prioritizing board risk oversight*

Thursday, November 4 2021
Virtual event

AGENDA

All times are in ET

- 10.00 am **Platform opens: Meet the attendees**
- 10.25 am **Welcome to the Corporate Secretary Forum – US 2021**
Opening remarks from the chair
- 10.30 am **Assessing the 2022 risk agenda: Prioritizing board risk oversight**
As the pandemic along with political and economic volatility continue to affect global companies, corporations need to ensure they are constantly evolving to keep pace with potential disruption. This session is designed to help governance professionals establish the best strategy to support their company's risk oversight, and act as the key co-ordinator between management and boards. Attendees can learn:
- How governance professionals can help anticipate future risks and ensure the right topics are on the board agenda
 - How to ensure correct documentation of board oversight of management actions on key topics such as the pandemic and human capital
 - What lessons have been learned over the last year, and how companies can redesign their risk-management policies in response.
- 11.30 am **Refining ESG governance in relation to executive compensation**
With the pandemic shining a brighter spotlight on companies' credentials as social and environmental actors, ESG progress is increasingly acknowledged alongside traditional KPIs. This session will help governance professionals understand both how boards can successfully navigate executive compensation questions and how - or whether - to link those to ESG performance. We will discuss:
- How to identify and determine the most appropriate process to measure executive compensation against a company's ESG story
 - How governance professionals can work with boards and committees to train and guide on ESG performance and set realistic timeframes and goals
 - How to report on key linkages between executive compensation and ESG targets.

- 12.30 pm **Meet the attendees: Networking**
Take some time to meet other attendees via a quick, one-to-one video chat. You have five minutes to introduce yourself and share contact details before you're on to meeting the next person!
- 12.45 pm **Streamed sessions**
Stream one: The skills matrix – Reporting on board composition and when to consider board refreshment
In the face of greater corporate focus on specialized issues such as cyber-security and human capital management, it is important to ensure a board's expertise matches the company's strategic goals. Coupled with the new rules on board diversity listing standards, establishing a diverse board is crucial to keep up with global trends and requirements. In this session attendees can:
- Hear how governance professionals can support oversight on key emerging risk and compliance issues by addressing board composition and skillsets
 - Understand how governance professionals can report on their directors' expertise through skills matrixes in the proxy statement
 - Get ideas on how to create a succession plan that supports a forward-looking and strategic board.
- Stream two: Key developments in ESG regulation and reporting**
With concerns around the timing and requirements of SEC mandatory ESG disclosures, and the Biden administration's promises to make climate change a key priority, corporate interest in global and local ESG policies is increasing. This session will round up the latest regulatory developments in the ESG space. Attendees can get updates on:
- New SEC disclosures on climate change: are companies getting ready for mandatory disclosures, and what are they doing to prepare?
 - How the new IFRS Sustainability Standards Board could affect a company's future disclosures
 - What the latest EU legislation on CSRD could mean for US issuers.
- 2.00 pm **Meet the attendees: Networking**
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- 2.15 pm **Proxy season takeaways: Environmental accountability and the key rise of shareholder proposals**
The 2021 proxy season has proven to be a potential disrupter for governance professionals, with record levels of support for shareholder proposals in a number of environmental and social areas. As companies assess findings from this year's proxy season, it is important to start looking ahead to next year,

plan your report and ensure best practice for the year ahead. To help corporate secretaries get prepared, this session will cover:

- What record levels of investor proposals mean for governance professionals
- What lessons corporate governance professionals can take forward to ensure robust stakeholder engagement in 2022
- How best to tell the proxy story and integrate crucial emerging topics into the investor targeting strategy.

3.00 pm **Evolving the discussion on diversity, equity and inclusion: How is the industry progressing?**

Diversity, equity and inclusion efforts have been among the top governance priorities over the last year. As the industry looks ahead to 2022, it is important to assess where the industry stands now, how governance professionals can support a company's progress and where to focus your attention. In this session, attendees can discuss:

- The steps companies have taken in the last year to increase diversity in their boards and workforces, and how governance professionals can support this
- Some of the notable state-specific changes and developments, and how these are changing the overall landscape
- How companies have disclosed on their diversity, equity and inclusion policies and what shareholders are looking for.

3.45 pm **Meet the attendees: Networking**

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4.00 pm **Beyond the AGM: Navigating meetings uncertainty**

As the industry grapples with continued ambiguity around guidelines and industry interest in in-person meetings, before year-end is a good time to discuss how to structure and plan an effective approach. To help companies leverage both in-person and virtual elements for the greatest success, in this session attendees can:

- Understand how to gauge the state of play when planning for engagement meetings, and hear how other companies are currently planning
- Discuss when and how to move to a hybrid AGM model
- Learn how to prioritize when it comes to virtual board materials and agendas, and how to maximize the use of management's and directors' time.

4.45 pm **Closing remarks and end of forum**