








CORPORATE SECRETARIES & LEGAL OFFICERS SYMPOSIUM

**23 - 26 MARCH, 2020
HYATT REGENCY, TRINIDAD**

“Promoting Diversity in the Workplace.”

Part 1: Corporate Governance

Monday March 23rd, 2020

Registration 7:15am - 8:15am

Opening Ceremony 8:30am - 9:30am

Keynote address: Allison Manswell

Allison V. Manswell is a seasoned talent management executive with over 25 years of proven experience in human resources, organisational effectiveness, employee and leadership development, diversity and inclusion interventions with Fortune-ranked companies, mid-size organisations and boutique consulting firms.

She is the author of *Listen In: Crucial Conversations on Race in the Workplace* and serves as the subject matter expert on race in the US. Her clients include Harvard University, Google, Island Heritage Insurance and Cayman Utility Company. She holds the industry credential of Certified Professional in Learning & Performance (CPLP) from the Association for Talent Development. In addition, Ms. Manswell holds an MBA in Leadership and serves as a Faculty Member for the Forum for Workplace Inclusion Coaching Center. Allison’s career began with a Bachelor’s degree in Justice and Law Enforcement and roles with the Royal Canadian Mounted Police and Revenue Canada. She is a sought after speaker who has worked in the US, the Caribbean, Canada and Brazil.

Mostly importantly, she is the mother of three sons, who are now her ‘millennial roommates. She enjoys assignments that build human potential in underrepresented groups.

Break 9:30am - 10:00am

Presentation 1

10:00am - 11:30am

Topic: Governance of Utilities in Turbulent Times

The session will examine at a high level the impact of changing risk environments for governance of utilities. For example: the need for more sophisticated risk assessment and risk management and board involvement in risk identification; the impact of disruptive technologies; the changing regulatory and political environment and the impact on how boards function. It will also, at a high level, identify how the role of the Corporate Secretary is evolving – from a traditional administrative role to a more strategic/advisory role. Identify need to focus on four key areas of emerging best practices for utility company board effectiveness: Director Independence; Director Skills; Board and Committee Structure and Functions; Supporting Documentation and Practices.

Presenter: : **Janis Riven, Principal, Governance & Compliance Solutions**

Presentation 2

11:30am – 12:30pm

Topic: Changing New Demands , The Evolving Experience of Jamaica's Public Sector

Jamaica as a small island developing state (UN) is the 3rd largest island in the Caribbean. Since its independence in 1962 the country's governance practices have evolved in both the public and private sector. This evolution has been driven primarily by enhanced business practices, changed investor demands and heightened corporate governance requirements globally for the private sector and the introduction of new legislations and regulations in a dynamic economic and social environment for the public sector. Underlying these initiatives have been the increased level of corruption both globally and locally which has investors and citizens demanding greater levels of accountability and transparency in all operations.

The Jamaica Stock Exchange (JSE) along with the Private Sector Organisation of Jamaica (PSOJ) have been the main drivers developing and codifying corporate governance practices in the private sector while the public sector efforts have been led by the Ministry of Finance & Public Service. This presentation will therefore seek to engage participants in the changing and emerging corporate governance practices in the Jamaican public sector. The session will examine at a high level what were some of the demands that have, and continue to drive corporate governance changes in the Jamaican public sector while taking into consideration the responsibility of the primary players. To further enhance participants knowledge a review will be done identifying the enabling legal and regulatory environment and how, if any, this governance framework has contributed to the current corporate governance practices in the public sector.

The session will conclude by looking at the current corporate governance challenges that still face the full implementation of corporate governance in the public sector and recent initiatives and partnerships introduced to strengthen its support. This presentation will assist participants in reviewing their country's public sector corporate governance journey and will provide some key lessons learnt for consideration when implementing governance practices and regulations in small islands.

Presenter: **Greta Bouges, Solution Focused Leadership Consultant, CW Jamaica**

LUNCH

12:30pm – 1:30pm

Presentation 3

1:30pm – 2:30pm

Topic: Financial Risk Management

The most desirable objective of risk management is to eliminate risk uncertainty, whether for threats or opportunities. But what happens when that's not an option? Even the most thorough planning is subject to risk, and the best leaders are the ones who know how to respond effectively to risk, whether for a threat or an opportunity. This presentation examines the risk management process and concludes with how to deal with risk. It provides strategies for determining risk appetite and how to deal with risk, such as risk exposure adjustment and contingency planning. And it outlines strategies specific to dealing with threats and opportunities.

Presenters: Ramses Gauthier & Nery Jubert-Rivera, USAID

Presentation 4

2:30pm – 4:00pm

Topic:Stakeholder participation: what?why? and when?

This workshop will address directly the challenge many utilities are having in finding the most effective way to hear from and talk to various stakeholder groups. We will explore the options of more open AGM's, advisory committees, stakeholder panels, and what role the Board of Directors should have in both setting policy and receiving feedback.

Presenter: Janis Riven, Principal, Governance & Compliance Solutions

Tuesday March 24th, 2020

Registration: 7:30am – 8:30 a.m

Keynote Address

8:30am – 9:00am

Keynote Presenter: Sharon Christopher

Sharon Christopher is the founder and CEO of Sharon Christopher and Associates, an organisation that has as its *Mission "helping people live their best lives."* Ms. Christopher is a Leadership Development Coach, Motivational Speaker and an Attorney-at-Law. For many years she was the only woman in an Executive team which successfully led the merger, of three indigenous banks, during a severe economic downturn, turning the merged Institution(First Citizens Bank) into a financial powerhouse with operations in five jurisdictions in the Caribbean and Latin America.

Ms. Christopher has a particular interest in developing people (particularly women) for leadership roles. She believes that a person cannot effectively lead others unless she first learns to lead herself. Her clients include women and men in various sectors within the Caribbean and North America.

Ms Christopher is a Director on, and Treasurer of , the International Board of the International Women's Forum., a global organisation of women leaders. She is the first person outside of North America to hold this position in the organisation's 45 year history. Ms Christopher is also the Chair of the UWI, St. Augustine Campus Council. This Campus Council is the governing body of the St Augustine Campus of the UWI. She is the first woman to hold this position.

In addition she has held and continues to hold Directorships on numerous other Boards, of both local and regional companies and of charitable organizations. She also has significant Corporate Secretarial experience, having been a Corporate Secretary for almost three decades. She holds the Designation of Accredited Director.

She has delivered several presentations at local , regional and international conferences.

Ms. Christopher is the holder of a Bachelor of Laws Degree (Upper Second Class Honours) from the Cave Hill Campus of the University of the West Indies and a Legal Education Certificate from the Hugh Wooding Law School from which she graduated as the Most Outstanding Student. She also holds a Master of Laws Degree from the London School of Economics and Political Science. She has been certified to be a facilitator/coach by Leadership Management International.

Presentation 1

9:00am – 11:00am

Workshop Risk Management for Corporate Secretaries

Presenter: Janis Riven, Governance Consultant

This workshop will provide an 'essentials' course on risk management to help corporate secretaries understand what frameworks exist, the basic vocabulary of risk discussions, and emerging trends in risk governance.

A breakout session in table groups will be conducted to perform a risk assessment exercise.

Networking Break

11:00 am - 11:30 am

Presentation 2

11:30am – 12:30pm

Theme: Code of Conduct for Legal Council

As Corporate Secretaries, we wear many hats but our most important task is ensuring the Board and the Company by extension does the 'right thing'. This may sound very simple but if you recall your law school days; and the riveting debates regarding Dicey's rule of law; you would remember that just because something is within the permit of the law, does not make it right- case in point slavery. While we are not here to debate Dicey's rule of law, the intent of this presentation is to ensure that the organizations we represent are making the best decisions. As governance professionals, we have committed to inspiring the Board, Management, Employees and even our shareholders and stakeholders to do not only what is legal but what is right as governed by a unified code. This presentation will focus on the who, what, where, when and why of a company's code of ethics and provide some practical tools and technology that can assist in an effective and efficient creation, deployment and buy-in for all. In this ever changing regulated environment, having a framework supported by policies is all very well, but without a strategic approach to employee engagement and measured cultural shifts, we are missing a vital step and exposing ourselves to risks and possible breaches. Our people's behaviour is the key to success and we can only achieve the awareness, understanding and cultural buy-in needed through clear and precise communication in policies, training and presentations.

Presenter: Lisa-ann Fraser

Moderator:

LUNCH

12:30pm – 1:30 pm

Presentation 3

1:30pm – 2:30 pm

Topic: Countering Corruption & The Foreign Corrupt Practices Act

The energy sector is a prime target for corrupt actors: projects are large, there are substantial recurring fuel costs, and public oversight is challenging. As the Caribbean looks to adopt advanced energy sources, the risk of corruption derailing the process looms in the background. This presentation walks through various international counter-bribery/corruption laws, with an emphasis on the U.S. Foreign Corrupt Practices Act. Understand what legal practitioners and procurement officers should know about best practices in this increasingly difficult and risky legal environment.

Presenter: Mark Kerr, USAID

Presentation 4

2:30pm – 3:30pm

Topic: Procurement, Integrity and Transparency

Sound procurements are the cornerstone of sustainable development. This presentation will walk through the best practices the U.S. Government implements to ensure fair and open competition. Understand how to treat source selection and sensitive information, conduct technical evaluations and treat unsolicited proposals, communicate with contractors, and the release of information.

Presenter: Andrea Plucknett, USAID

Presentation 5

Workshop

3:30pm – 4:30pm

Topic: Effective Leadership skills for women in Executive Roles

Presenter : Sharon Christopher

7:00pm – 8:30pm

Business Mixer

Part 2: Workshop: Negotiating a Power Purchase Agreement (PPA)

Wednesday March 25th & Thursday March 26th 2020

9:00 am – 4:00 pm

The presentation will address the necessary steps and requirements in preparing for and negotiating a viable power purchase agreement ('PPA'). The presentation will examine the key issues in the PPA from the perspectives of the developer, counsel and utility company. Whether the utility is considering solar, wind, biomass, renewable natural gas or other forms of distributed energy, the key legal agreement between the parties is the PPA, which forms the foundation of the agreement for the developer to provide energy and the utility to procure that power.

These are agreements that often last 15 to 25 years and need to provide a clear recitation of the parties' legal obligations, but also provide a measure of flexibility to account for likely changes to the regulations, environment and parties over that timeframe. The utility and its leadership team negotiating PPAs must understand the key terms geared to different renewable energy sources as well as responding to changes in the law and market pressures. We will discuss these key terms, adapting the PPA to each type of renewable energy, as well as strategies for effectively negotiating the agreement.

Workshop Outline :

- Should the utility issue an RFP?
- Who owns the equipment?
- Who constructs the plant and how long will it take?
- How is the equipment maintained and is it removed at the end of the term?
- What happens if there is damage or other casualty event?
- How does insurance respond to distributed energy systems.
- What key provisions are required to facilitate financing for the developer?
- What primary protections should the utility insist upon?
- What approaches can parties use to allocate risks and benefits in the long-term contract?
- What are the features of different types of renewable energy that must be considered when negotiating the PPA?

Other Key Issues to be discussed:

- Regulatory Framework
- Diligence
- Negotiating the Power Purchase Agreement
- Financeability

Facilitators:

Phyllis J. Kessler practices in the area of energy law, with a focus on the provision of electricity and gas through alternative sources, representing both providers and customers for energy services, and energy efficiency. She is a member of the American and New Jersey bar associations and the Association of the Bar of the City of New York. Ms Kessler is a graduate of New York University School of Law, where she won the American Jurisprudence Award, and a graduate of the University of Wisconsin with a B.A. in Mathematics.

Patrick L. Morand practices in the area of energy regulatory law and renewable energy development. Mr. Morand counsels energy clients, including electric utilities, electric distribution companies, regional transmission organisations (RTSs), renewable energy developers and financial institutions before the Federal Energy Regulatory Commission (FERC) state public policy commissions and other federal and state agencies. Mr. Morand is a graduate of the Catholic University of America, Columbus School of Law and a graduate of Michigan State University.

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