

# Creating value with effective corporate governance

Some of the most infamous financial and reputational corporate crises globally have resulted from poor governance practices. Effective governance, on the other hand, can promote effective corporate decision-making and drive investor confidence. **Corporate Governance for Directors** considers, through the lens of the director, both the legal and non-legal aspects of governance to provide directors with an integrated perspective on the most common governance issues that they may encounter.

## New Edition

### Corporate Governance for Directors

Carol Hansell, B.A., M.A., LL.B., M.B.A.

Thousands of directors have relied on **What Directors Need to Know: Corporate Governance**, the first edition of this book. Now, the thoroughly updated **Corporate Governance for Directors** addresses the current issues facing directors.

**Corporate Governance for Directors** taps into some of the best practices in corporate governance from across Canada and the U.S. to fully explain:

- The basics of being a director
- The relationship between the board and management
- The governance rights of shareholders and their relationship with the Board
- Management structure and roles
- Specific issues for Crown corporations and not-for-profit corporations
- Distinctions between Canadian and U.S. law and practice
- The evolution of governance in Canada
- Current issues such as climate change, privacy, cybersecurity risks, diversity issues, and the #metoo movement – a requirement for well-informed decision-making

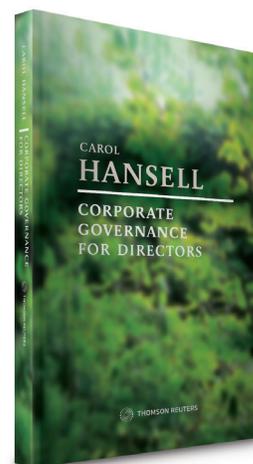
In a “Cases and Crises” section, this edition also catalogues 30 of the most important governance events in Canada in the last 15 years.

### Benefit from a wealth of practical information and an integrated vision of governance

**Corporate Governance for Directors** gives directors the tools to make tough decisions. The book presents complex concepts in an engaging and easily understood manner. The underlying foundations of modern governance are examined, including independent directors, audit committees, and executive compensation disclosure. The impacts of global trade and climate change on the environment in which businesses operate and issues of privacy, cybersecurity risks, diversity issues, and business opportunities require well-informed corporate decision-making.

### Key features

- Easy to understand
- Covers the basics of corporate governance
- Provides key tips for directors
- An ideal resource for director training



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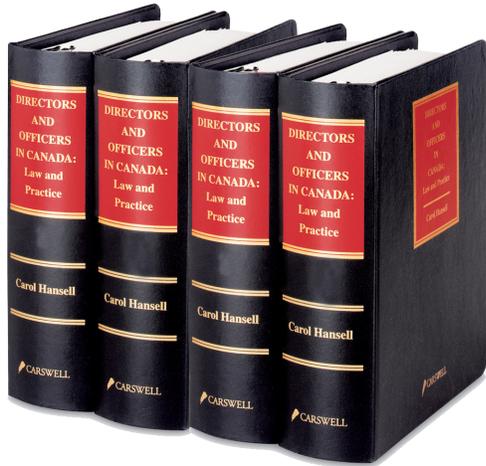
- Introduction: Corporate Governance in Canada — How We Got Here
- The Basics of Being a Director
- How the Corporation Makes Decisions
- Role of the Board
- When It Is Not Business as Usual
- Management
- The Governance Rights of Shareholders
- Composition of The Board
- How the Board Operates
- Corporate Reporting to Shareholders and Regulators
- Standards of Performance
- Liability Issues
- How Directors Protect Themselves
- Cases and Crises

## By the Same Author

### Directors and Officers in Canada: Law and Practice

Carol Hansell, B.A., M.A., LL.B., M.B.A.

**Directors and Officers in Canada: Law and Practice** is a comprehensive work on the current legal framework of corporate governance in Canada. This publication considers and compares the *Canada Business Corporations Act* and the corporate statutes in each of the provinces and territories in Canada, describes relevant case law in detail, and discusses current themes in corporate governance.



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## About the Author

**Carol Hansell** is the senior partner of Hansell LLP. With 25 years in practice, she has led major transactions for public and private corporations and governments. Her independent firm is dedicated to advising boards, management teams, institutional shareholders, and regulators in connection with legal and governance challenges. Carol has served on boards of organizations across a variety of sectors – public companies, Crown corporations, financial institutions, healthcare, not-for-profit, and arts organizations. She is also involved in governance education and thought leadership. Carol speaks and teaches widely and has participated in the education of directors through the ICD-Rotman Directors Education Program in Toronto, Vancouver, and Ottawa.

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