

THE OSGOODE CERTIFICATE IN ESG, CLIMATE RISK AND THE LAW



Managing ESG and climate-related risk is now a top business priority.

Join more than 30 of Canada's top governance, climate-risk, policy and legal experts for this first-of-its-kind certificate program.

You will learn about:

- Evolving ESG and climate risk disclosure obligations and how they are being handled by other organizations
- Approaches for developing a governance framework for ESG and climate legal risk management and board oversight
- Establishing and developing an ESG framework within the corporate culture and decision-making process
- Evaluating and modelling financial impacts related to ESG and climate risk
- The impact on Indigenous communities and the duty to consult

PROGRAM DIRECTORS

Lisa DeMarco
Senior Partner and CEO, Resilient LLP

Sarah Keyes, CPA, CA
CEO, ESG Global Advisors Inc.

Jason Kroft
Partner, Stikeman Elliott LLP

PROGRAM DETAILS

**November 11, 18*, 25,
December 2* and 9*, 2021:**
Online, Live
9:00 a.m. – 4:30 p.m. ET

Can't make the date?
*Registration includes 120-day
unlimited, online access to the
recorded program.*

**Afternoon breakouts will not be recorded.*

Register today at:

osgoodepd.ca/esg

The Osgoode Certificate in ESG, Climate Risk and the Law

In the face of growing demand by major stakeholders for greater corporate responsibility, sustainability and accountability, effective management and disclosure of ESG and climate risk is essential.

Interactive and Practical Learning

- Multidisciplinary faculty of leading experts
- Interactive instruction and discussion
- Real-world examples, case studies and analyses
- Learn-by-doing activities with feedback from industry experts
- Online primers covering core concepts, accessible before the live program begins

With rapidly changing laws, scientific data, government policy and investment market expectations in this area, organizations are grappling with developing a reliable risk framework for analyzing and disclosing ESG and climate-related issues. At the same time, where an organization is not adequately prioritizing ESG and climate risk, it risks becoming the target of shareholder activism, investor class-actions, voter action, civil suits and public “naming and shaming”. Despite an absence of universally accepted standards and measures, organizations are expected to demonstrate proficiency with the latest forward-looking ESG and climate-related developments and best practices.

If your work involves governance, commercial transactions, investments or infrastructure projects, you must have a solid grasp of the complex and evolving laws and expectations in this area.

Designed and taught by governance, climate-risk, policy and legal experts, this practical OsgoodePD certificate will give you the crucial information, strategies and tactics you need to effectively advise on or navigate ESG and climate-related risk and opportunities. *This is the only program of its kind for Canadian organizations, boards and legal advisors.*

Over five engaging modules, you will get knowledge and hands-on experience using case studies with how to evaluate, navigate and disclose common ESG and climate-related risks and opportunities, establish and develop an ESG framework within the corporate culture and decision-making process, and set suitable ESG-related legal risk management and operational goals.

Register today at:

osgoodepd.ca/esg



Get the latest information and important insights on:

- Approaches for evaluating the major economic and legal drivers of environmental and climate impacts and reporting elements for the financial, pension, infrastructure, cleantech and extractive sectors
- Strategies for managing and disclosing ESG criteria, including what is “good disclosure” vs. “bad disclosure”? What are companies actually doing?
- Pandemic impacts – how social criteria, business and human rights (BHR) issues are evolving and shifting litigation risk “in the best interests of the corporation”
- Reviewing what is ‘green’? How climate-related investment standards are driving the rapid growth of financial instruments
- Strategies for effective consultation and models for advancing Indigenous-led projects and partnerships
- Tactics for advancing and ensuring equity, diversity and inclusive (EDI) representation for Canadian boards and organizations, including Indigenous-led initiatives
- Frameworks for effective ESG governance and ensuring climate change is on the agenda, with distinctions for corporate boards, investment management boards, financial sector boards, pension boards and government
- Navigating the Paris Agreement for the private sector – including more stringent government requirements, licensing risks, operational challenges and rising litigation risks
- Managing and disclosing climate risks, issues and opportunities – including a review of the current frameworks, and implications for infrastructure and land developments
- Effective engagement strategies and initiatives for shareholders, Indigenous rights holders and other stakeholders

PLUS! Do not miss the Interview with Dan Wicklum, President and CEO, The Transition Accelerator, and Co-Chair, Net Zero Advisory Body: *Top Takeaways from the UN’s COP26*

Who Should Attend

- Commercial banking and finance law practitioners
- Corporate and governance practitioners
- In-house counsel
- Financial services practitioners
- Corporate board and audit committee members
- Environmental and Indigenous law practitioners
- Investors and their advisors
- Investor relations professionals
- Pension fund administrators
- Indigenous rights holders

Program Directors



Lisa DeMarco

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Sarah Keyes, CPA, CA

CEO, ESG Global Advisors Inc.



Jason Kroft

Partner, Stikeman Elliott LLP

Advisory Board

Robert Elms

President, North American Carbon Canada Inc.

David Estrin

Certified Environmental Law Specialist, Adjunct Professor, Osgoode Hall Law School

Catherine Fagan

Partner, Arbutus Law Group LLP

Murray Gold

Partner, Koskie Minsky LLP, and Fellow, Ontario Teachers' Federation

Carol Hansell

Senior Partner, Hansell McLaughlin Advisory Group

Jennifer King

Partner, Gowling WLG (Canada) LLP

Jamie MacKinnon, MELP, BComm

Vice-President, Environmental Solutions, Blue Source, LLC

Andrea Moffat

Vice President, Ivey Foundation

Dr. Janis Sarra

Professor, Peter A. Allard School of Law, and Principal Co-Investigator, Canada Climate Law Initiative (CCLI)

Cynthia Williams

Osler Chair in Business Law *emerita*, and Principal Co-Investigator, Canada Climate Law Initiative (CCLI)

Program Faculty



Dan Wicklum

President and CEO, The Transition Accelerator, and Co-Chair, Net Zero Advisory Body

Andrea Brewer

Partner, Norton Rose Fulbright Canada LLP

Randy Bauslaugh

Counsel, McCarthy Tétrault LLP and Trustee, OECTA ELHT

Jamie Bonham

Director, Corporate Engagement, NEI Investments

Brian Burkett

Counsel, Fasken Martineau DuMoulin LLP

Kathryn Bush

Partner, Blake, Cassels and Graydon LLP

Jessica Butts

Principal, ESG Global Advisors Inc.

Adam Chamberlain

Partner, Gowling WLG (Canada) LLP

Maeva Charles

VP of Partnerships and Client Solutions, Datamaran

Christopher Chen, LLB, C.Dir

Managing Director, Compensation Governance Partners

Ian Culbert

Executive Director, Canadian Public Health Association

Radha Curpen

Vancouver Managing Partner, Bennett Jones LLP

Michelle de Cordova

Principal, ESG Global Advisors Inc.

Joel DeYoung

Director, Vancity and Head of Engineering, Placeholder Inc.

Mitch Frazer

Partner, Torys LLP

Julie Gauthier

Counsel, Borden Ladner Gervais LLP

Tanneke Heersche

Partner, Fasken Martineau DuMoulin LLP

David Isaac

President and CEO, W Dusk Group

Michael Jacobs

Director and Co-Chair, Canadian Council for Aboriginal Business (CCAB), and Chief Executive Officer, Cambium Indigenous Professional Services

Max Jarvie

Senior Associate, Borden Ladner Gervais LLP

Hyewon Kong, CFA

Vice President, Responsible Investing, Investment Management Corporation of Ontario (IMCO)

Patricia Koval

Corporate Director – TransMountain Corp, Ontario Independent Electricity System Operator, Tridel Group Operating Companies

Jaimie Lickers

Vice-President, Indigenous Markets, Commercial Banking, CIBC

Darcy Lindberg

Assistant Professor, Faculty of Law, University of Victoria

Andrew MacDougall

Partner, Osler Hoskin and Harcourt LLP

Mariana Macintosh

Managing Director and Associate General Counsel, Pension Administration, Ontario Teachers' Pension Plan

Dr. Basma Majerbi

Associate Professor of Finance, Gustavson School of Business, University of Victoria

Jo Anne Matear

Manager, Corporate Finance Branch, Ontario Securities Commission (OSC)

Catherine McCall

Executive Director, Canadian Coalition for Good Governance (CCGG)

Bertrand Millot

Vice-President, Risk Management, Fixed Income and Head of Climate Risk and Issues, Caisse de dépôt et placement du Québec (CDPQ)

Jon Mitchell

Vice-President, Sustainability, Suncor Energy Inc.

Sarah Morales (*Su-taxwiye*), PhD

Associate Professor, Faculty of Law, University of Victoria

Bill Murphy, FCPA

National Leader, Climate Change and Sustainability Services, KPMG

Stephen Pike, ICD.D

Partner, Gowling WLG (Canada) LLP

Marie-Josée Privyk, CFA, RIPC, FSA Credential Holder

Head of ESG Innovation, Novisto

Poonam Puri

Professor, and Co-Founder and Director, Osgoode Investor Protector Clinic, Osgoode Hall Law School

Sucheta Rajagopal, LLB, CIM, FCSI, CFP

Investment Advisory and Portfolio Manager, Research Capital Corporation

Duncan Rotherham

Vice President, Energy, ICF International Inc.

Robert Schuwerk

Executive Director, North America, Carbon Tracker Initiative

Scott Smith

Partner, Gowling WLG (Canada) LLP

Katie Sullivan

Managing Director, International Emissions Trading Association (IETA)

Anton Tabuns

Associate, Manifest Climate

Michelle Tan

Partner, Hugessen Consulting

Daniel Vollmer

Associate, Resilient LLP

Alexandria (*Ajay*) Winterburn

Senior Associate, Pape Salter Teillet LLP

Agenda

MODULE 1

November 11, 2021
9:00 a.m. – 4:30 p.m. ET

Corporate Diligence and Governance of ESG

ESG and Governance for Corporate Boards

- Requirements under corporate law, securities law
- Oversight of E&S risks and opportunities
- Effective communication between boards and executives
- Best practices for effective oversight of E&S issues

Effective Governance for Investment Management and Financial Sector Boards

- The role of the trustee in oversight of ESG and climate
- Understanding the investor and lender perspectives and key distinctions
- Requirements under corporate law, securities law and TSX rules and guidance

Executive Compensation and ESG

- Why is executive compensation important for ESG?
- Summary of key developments and trends, both nationally and globally
- Strategies for evaluating executive compensation and linking it to E&S/climate performance

ESG Disclosure Obligations and Risks

- Understanding “good disclosure” vs. “bad disclosure”
- How are companies actually disclosing ESG issues?
- Overview of key risks, challenges and legal issues
- Targets and regulatory/legal policy developments and trends – Canadian and global

Engagement with Shareholders, Indigenous Rights Holders and Other Stakeholders

- Understanding the importance of clear, communication and engagement
- Overcoming common engagement challenges – with distinctions for investment managers, investee companies and other key stakeholders
- Building an effective and proactive ESG/ sustainability engagement strategy
- Indigenous rights, anti-slavery, child labour issues

MODULE 2

November 18, 2021
9:00 a.m. – 4:30 p.m. ET

ESG Focus on Pension Fund and Governance Case Study

Working Through Pension Fund Governance Perspectives

Using real-world examples, faculty will lead participants through core elements and distinctions involving ESG for pension funds and government governance, including different time horizons, size, regulatory constraints, investment objectives and opportunities, application of the Prudent Investor Rule, and business models.

Interactive Case Study: Troubleshooting ESG Governance Issues*

Tying together core ESG diligence and governance concepts covered in the online primers and Modules 1 and 2, participants will review a realistic fact scenario and work in small groups to breakdown the issues, identify key risks and challenges, brainstorm solutions and report to the board with recommendations. Expert facilitators will provide participants with instruction, guidance, a class debrief and recommendations.

**Note: small group breakouts will not be recorded.*

Governance and ‘Greenwashing’

- What is ‘greenwashing’? How does it relate to governance?
- Clarifying the legal obligations and risks amidst rising ‘green’ claims, confusion and debate
- Important disclosure and diligence considerations
- Insights and tips for identifying and reducing risk

MODULE 3

November 25, 2021
9:00 a.m. – 4:30 p.m. ET

ESG Focused Climate Impacts, Risks and Strategies

Interview with Dan Wicklum, President and CEO, The Transition Accelerator, and Co-Chair, Net Zero Advisory Body: Top Takeaways from the United Nation’s COP26 Conference

Dan is a thought-leader on the policy and practical pathways for net zero transition in Canada and he will be just back from the 26th UN Climate Change Conference of the Parties (COP26) in Glasgow, Scotland.

Understanding Environmental and Climate Implications

Building on core concepts covered in the online primers, focused on real-world examples taking participants through the key environmental and climate implications for financial, pension, infrastructure, cleantech and extractive sectors.

- Stranded assets, EIA carbon neutrality, carbon pricing, climate risk assessment and reporting, climate opportunities
- Key mitigation and adaptation implications
- Traditional economic drivers and how they’re changing
- Canada’s unique challenges and opportunities

Paris Agreement as Applied to the Private Sector

- Overview of the key requirements and provisions
- New and more stringent government and judicial requirements affecting the private sector
- Increased litigation risks – shareholder and citizen climate litigation, increased liability findings, remedial orders to mitigate carbon emissions and harm to vulnerable sectors
- Summary comparison to the 2021 European Green Deal for the Private Sector

Corporate ESG Specific to Climate

- Ensuring climate change is on the board agenda
- Crucial risk mitigation considerations and strategies, with investment/pension perspectives
- Targets/metrics – net zero emissions; governance developments, targets, and implementation plans; links to accounting and capital investments
- Communications/disclosure requirements

Overview of Carbon Pricing and Strategies

- What is it? Overview of costs, risks and opportunities
- What is shadow pricing and the Social Cost of Carbon?
- Carbon portfolio management
- Circular climate and energy economy

Legal Briefing: Key Climate Litigation, Impacts and Risks for ESG

- Overview of key climate litigation and trends, nationally and globally
- Key impacts, including distinctions and disproportionate impacts
- Why it’s important for ESG and risk management
- Strategies and insights to avoid or mitigate risk

MODULE 4

December 2, 2021

9:00 a.m. – 4:30 p.m. ET

Climate Disclosure Obligations, Opportunities and Case Study

Climate Disclosure and Strategy

- Task-Force on Climate-Related Financial Disclosures (TCFD) framework and convergences
- Managing uncertainty and greater demands for financial disclosure of carbon risks and impacts
- Implications for infrastructure and land development
- Coordinating engagement – Climate Action 100+, Net Zero Asset Owners Alliance, Net Zero Banking Alliance, NZ Asset Managers' Alliance, Climate Engagement Canada, UNIE
- Emergence of "Say on Climate" shareholder resolutions

What is 'Green'? Understanding Climate-Related Investment Standards, Frameworks and Taxonomies

- How to advise clients and organizations about different standards and qualifications
- Key litigation risks with ambiguous standards
- Disclosure and transparency considerations for capital allocation and decision-making
- Components for meeting investment product specific disclosure standards

Climate Opportunities

- Key climate opportunities and why they're important
- Typical challenges, issues and risk and strategies for overcoming them
- Sustainable Finance, key trends and impacts and what to do about them
- Strategies to enable your organization to take advantage of suitable climate opportunities

Interactive Case Study: Navigating Key Environmental/Climate Issues and Opportunities*

Tying together important environmental/climate concepts covered in the online primers and Modules 3 and 4, participants will review a realistic fact scenario and work in small groups to breakdown the issues, identify key risks and challenges, brainstorm solutions and report to the board with recommendations. Facilitators will provide participants with instruction, guidance, a class debrief and recommendations.

***Note:** small group breakouts will not be recorded.

MODULE 5

December 9, 2021

9:00 a.m. – 4:30 p.m. ET

Social Criteria, Reputation, Technology and the Future

Comprehending the Importance of Social Criteria in ESG

- Why is social a criteria and why is it important?
- How does it rank/intersect with "E" or "G" criteria?
- International standards: UN Global Compact, UN Guiding Principles on Business and Human Rights, PRI, SFDR
- Pandemic impacts and growing expectations for the "world of work"
- Key challenges, legal issues and risks with distinctions for: corporate, lender and community perspectives, investment/pension perspectives

Business and Human Rights (BHR): Risks, Intersections and Impacts for ESG

- Impacts and the intersections with labour and supply services
- Key legal, litigation, social and cultural developments and trends to address abuses
- Corporate and investor ESG responses to "modern slavery" and other abuses
- BHR and labour issues – a critical ESG value creation opportunity and a stubborn ESG risk
- Litigation, legislative and regulatory developments and what they mean for business

EDI and International Implications for ESG

- Representation and advancing EDI – boards and organizations
 - Board diversity and representation drivers
 - Climate/ESG competence for directors
- Indigenous-led initiatives and partnerships
- International implications – key developments, trends
- Impact of international developments and trends

Privacy and Cybersecurity Implications to the Board

- Data privacy overview for ESG, including major legal developments and emerging trends
- Cybersecurity overview, key risks, challenges and legal issues for ESG
- Assessing the implications to the board, and evaluation and reporting strategies

Big Data and Artificial Intelligence (AI) for ESG

- Developments in law and emerging trends
- Overview of key risks, challenges and legal issues
- Using big data and AI to optimize ESG and climate analysis
 - How can they be used? How are they actually being used?
 - Map of assets/create models of financial risk
- Review of current and emerging market tools

Interactive Exercise: Navigating Key Legal Risks, Issues and Opportunities

Tying together concepts covered in all online primers and all Modules, with a special focus on social criteria, participants will engage in a facilitated discussion of a scenario in an informal environment to breakdown the issues, identify key risks and challenges, brainstorm solutions and discuss recommendations.

***Note:** small group breakouts will not be recorded.

PRE-PROGRAM PRIMERS

FOUNDATIONS IN ESG, CLIMATE RISK AND THE LAW

These primers focus on core concepts (approx. 1 hour each) for those who may be newer to the area or those seeking a succinct refresher. All primers are included with the Certificate and will be available on demand as of October 29, 2021.

We strongly recommend viewing all five primers before attending the program.

To obtain your Certificate, all five primers must be viewed:

- ESG, Law and Policy Primer
- Climate Science, Risk and Carbon Neutrality/Net Zero Primer
- Governance Framework for ESG Primer
- Indigenous Rights, Consent and the Duty to Consult in Canada Primer
- Indigenous-Led Projects and Partnerships Primer

FINAL ONLINE EXAM:

Available after Module 5, the online multiple-choice exam requires completion with a passing grade of 80% due by **January 17, 2022**.

Registration Details

Fee per Delegate: \$3,295 + TAX

Newly Licensed*: 50% off regular rate + TAX

**This fee applies to newly licensed professionals within the past 2 years*

Reminder: this program is eligible for funding under many federal-provincial Job Grant Programs. For details, visit your provincial government's website or <http://www.tcu.gov.on.ca/eng/eopg/cojg/>.

Fees include attendance, electronic materials, technical support and 120-day access to the program archive. Group discounts and financial assistance are available. For details, visit www.osgoodepd.ca/professional-development/fees-policies/

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 21 days prior to the program date. If a cancellation request is made with less than 21 days notice, a \$150 administration fee will apply. No other refund is available.

For Further Program-Related Information, Please Contact:

Alexandra Karacsony, Program Lawyer
akaracsony@osgoode.yorku.ca or 1-647-999-8796

Certificate of Program Completion

You will receive a certificate upon completion of the **Osgoode Certificate in ESG, Climate Risk and the Law**. Participants must view all online primer modules, attend all program modules (whether live and/or by program archive) and **pass the final online multiple-choice exam** to receive a certificate.

4 Convenient Ways to Register



Mail



Online



Fax



Call

Register today at:

osgoodepd.ca/esg



OsgoodePD has been approved as an Accredited Provider of Professionalism Content by the LSO.

Eligible CPD Hours

LSO (ON): 39h 20m CPD (32h 5m Substantive; 4h 30m Professionalism; 2h 45m EDI).

AB: this program is eligible for CPD credit with the Law Society of Alberta.



BC: this program is approved for 34.75 CPD hours (a minimum of 3 hours will involve aspects of professional responsibility and ethics, client care and relations and/or practice management) CPD credit with the Law Society of British Columbia.

OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian and US jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.

Here's what participants at similar programs had to say:

“Each presentation was excellent. The speakers were excellent and there was a lot of useful information.”

Gabrielle White
Senior Legal Counsel,
Federation of Canadian Municipalities

“Good use of examples and practical discussions.”

Debbie Caruso
Associate General Counsel
Investments, Healthcare of Ontario
Pension Plan (HOOPP)

“Presenters are very knowledgeable; overview of generally familiar topics with a current-times lens.”

(Participant, 2021 – Advising the Public Company Board of Directors)