

Founder's Message

The Council's vision is for Canada's boardrooms to look more like Canada. This means our definition of diversity includes visible minorities and Aboriginal peoples. For the latter, we are happy to collaborate with one of our newer members, the Canadian Council for Aboriginal Business. The relationship between the federal government, Aboriginal peoples and Corporate Canada is evolving rapidly given a series of unprecedented legal and commercial developments. This is predominately owed to the June 2014 ruling by the Supreme Court of Canada in its *Tsilhqot'in* decision which greatly widened the scope of the rights that accompany a claim of title in relation to land ownership. The relationship has been further bolstered by increased Aboriginal participation in landmark agreements, such as the one signed between Active Energy and three Alberta Métis communities that will see approximately 100,000 hectares of mature forests used for electricity generation. This is in addition to the potential shift of the Northern Gateway Pipeline's control from Enbridge to a more independent entity governed by a board that includes Aboriginal equity partners.

As a country where natural resource extractive industries are strong contributors to our economy, our future prosperity is at risk in the absence of Aboriginal consent. It cuts both ways: Aboriginal communities will also lose the benefits they stand to gain. If we can find a way to govern Canada's rich natural resource endowment in a manner that creates opportunities for investment for which consent is provided, then we will all prosper. But how can we do this when there is more than one governance model at play? This has led us to begin thinking of the word 'diversity' at the Council to also mean diversity of governance models themselves.

On April 29 in Vancouver and May 14 in Calgary, the two Councils will bring together executives and corporate directors with Aboriginal business leaders for a half-day unique opportunity to learn about each other's governance models and how to work together from a platform of mutual understanding. The Canadian Board Diversity Council and Canadian Council for Aboriginal Business 2015 Joint Governance Summits will be an important step toward improved decision-making in charged political environments, such as the ones that surround the Northern Gateway and Keystone XL Pipelines. These discussions have the potential to change the manner in which business is done for the better. With a stellar line-up of speakers and facilitated roundtable discussions, the Summits will offer informative, relevant insights for our attendees.

We hope you will join us. Registration for these events is now open. Please click [here](#) to secure your spot!

With warm regards,



Pamela Jeffery
CBDC Founder

Now Accepting Applications for Diversity 50!

Launched in November 2012, **Diversity 50** was developed by CBDC to serve as a resource for directors and search firms seeking board-ready diverse candidates. This innovative search tool supports our mandate to increase the percentage of FP500 board seats held by women, visible minorities, Aboriginal peoples, peoples with disabilities and members of the LGBTQ community. Each year, we identify 50 men and women through a rigorous selection process that assesses management experience, knowledge and skills. With 18 FP500 and Fortune 500 board appointments so far and more underway, Diversity 50 is a tremendous success.

We invite you to apply online and/or recommend **Diversity 50** to your friends and colleagues with senior-level management experience. Please visit us at boarddiversity.ca/diversity-50. The deadline for applications is **May 15, 2015**.

Diversity 50 enjoys the support of 12 of Canada's leading CEOs and Board Chairs. We are grateful to HSBC Canada President and CEO **Paulo Maia** and Deloitte Managing Partner and Chief Executive **Frank Vettese** who are co-sponsoring Diversity 50 along with 10 other CEOs: Suncor Energy President and CEO **Steve Williams**, Iron Ore Company of Canada President and CEO **Kelly Sanders**, TELUS Executive Chair **Darren Entwistle**, Postmedia Network President and CEO **Paul Godfrey**, IAMGOLD President and CEO **Steve Letwin**, Coast Capital Savings President and CEO Don Coulter, Norton Rose Fulbright Global Vice Chair and Chairman, Canada **Norman Steinberg**, Hydro-Québec President and CEO **Thierry Vandal**, Sun Life Financial Canada President **Kevin Dougherty**, and Canadian Oil Sands President and CEO **Ryan Kubik**.

Canada's future competitiveness depends on ensuring more boards of directors are comprised of directors who are the most qualified in a greatly expanded talent pool.

Interested in applying and have questions? Dial-in to one of three teleconferences:

Date & Time Dial-In Meeting No.

1. Monday, March 23, 2015	3:00 PM EDT	1-877-668-4490	660 889 190#
2. Tuesday, April 21, 2015	1:00 PM EDT	1-877-668-4490	662 000 680#
3. Wednesday, May 6, 2015	4:00 PM EDT	1-877-668-4490	667 090 397#

Spotlight: VIA Rail Canada

Pamela Jeffery sat down with VIA Rail Canada's President and Chief Executive Officer, **Yves Desjardins-Siciliano**, to talk about how VIA reached gender parity on its board in 2014. VIA is a Council Member Organization.

Until his most recent appointment, Mr. Desjardins-Siciliano was the Corporation's Chief Corporate and Legal Officer and Corporate Secretary since 2010. He has held several positions in legal, regulatory and government relations, business and corporate development, marketing communications and finance. Past President of the Canadian Bar Association, Quebec Division, Mr. Desjardins-Siciliano was also Chief of Staff to the federal Minister of Labour and Minister of State for Transport from 1989 to 1991. He holds a law degree (LL.B.) from l'Université de Montréal and he completed Graduate Studies in Law (GSD) at McGill University. He also has a designation from the Institute of Corporate Directors (ICD.D).

What active policy steps did VIA Rail take to significantly shrink its gender parity gap over the last few years?

As a crown corporation, appointments to VIA Rail's board are the responsibility of the federal government. Accordingly, the credit goes to the Minister of Transportation, the Honourable Lisa Raitt, who made it clear that gender parity at the Board and senior management level was a top priority.

It's quite a change, since in 2010 when you joined the company only 19% of VIA's Board of Directors was female and only one woman was in senior management. You've provided a great blueprint for corporate Canada.

It all starts with leadership and clear direction. At a managerial level, the process that we undertook involved ensuring that there was always at least one female and one male candidate for every senior level appointment. In this manner, the concept of gender parity became embedded in the recruitment process itself. This forced the need for an explanation if one could not provide two gender balanced candidates. As you would expect, it's easier to find a gender balanced representation of candidates than to explain why you could not.

At the Board level, the Chairman, Paul G. Smith, would also suggest female and male candidates for consideration by the Government. As a result, VIA ended up with successive appointments of women that brought us from a typical imbalance of 20-25% of female directors to a state of parity over four successive appointments in 2014.

In many ways, the diversity debate is similar to what Rumsfeld said about 'unknown unknowns', since asking male executives to find female candidates is (in many cases) like asking them to know what they don't know. Many executive men who climbed the ranks between 1980 and 1995 may not have worked with exemplary female candidates as they came up the corporate ladder. They might not have formed a diverse network that they could now tap into.

Do you think there will be any consequences for you, your board, your executive team and/or your recruiting policies as a result of the OSC's 'comply or explain' amendments?

If I look at our own experience in the 7 months I have been CEO, I think that the sensitivity that informs the 'comply or explain' regime has great influence just by the negative demand it places on those who opt to 'explain'. People would rather find somebody than explain why they couldn't. I think it will have a positive impact, but there will be push-back by those who are uncomfortable with rules and external pressure.

We are living in a very different time where the consumer is the ultimate arbiter of right and wrong. When you are in a business like VIA where 60% of your customers are women, you are well advised to ensure that you have a balanced representation of

perspectives. Some issues are addressed more than they used to be just because you have a different balance around the table (e.g., personal safety, comfort, food and beverage choices). There is a certain refinement in the way women appreciate the service that is different from the way men do. And, if you want to be servicing everyone, you'd like to have more of that influence than less. This is where the big difference lies when you put considerations of diversity first. Ultimately, diversity is also about market representation. Diversity allows us to make our business better by hearing both sides of the issue.

What advice would you give someone who is on a board and who would like to see greater board diversity, but their colleagues don't understand why the status quo should change?

In the absence of leadership from the inside, you would have to draw from focus groups or customer feedback that speaks to sensitivities not previously acknowledged by the board. This would show them the value of diverse board composition. VIA strives to capitalize on the diversity of thinking that a diverse board membership can bring. The next target for VIA is to aim for diversity at a broader scale as it relates to the layers of diversity addressed by CBDC. As a national transportation supplier we have to reflect the diversity of Canada. Until we look like Canada we will not be the national carrier we should be.

Do you have any training programs related to diversity and inclusiveness? For example, many companies are implementing 'unconscious bias' training programs for all staff.

We have some programs for human resource professionals, but we've yet to implement a 'comply or explain' company-wide management training program. That is on the agenda. Over the next 4 years we will be losing 40% of our workforce to retirement. This presents us with a great opportunity to change VIA's vantage point and strengthen its market position. The key will be to ensure that we change with the diversity agenda in mind. This means hiring not only new individuals, but also diverse individuals. This will exponentially increase our chances of being more successful.

What other challenges have you faced in relation to increasing diversity at VIA?

Reporting mechanisms beyond gender continue to pose a challenge. Self-reporting is difficult since many people do not disclose that kind of information. In the end, despite your best efforts, the numbers do not reflect what you see in the hallway.

We have to continue to make people feel comfortable and welcome to self-report accordingly, which could only work to reinforce VIA's position as an inclusive leader. Accurate self-reporting tools will also form a great recruitment tool, as other top talent will be attracted to us as a progressive and forward thinking employer.

Thank you for your time today and congratulations to VIA for achieving gender parity in 2014 on its Board of Directors and to you as new CEO for increasing the diversity of your senior leadership team in only 7 months!

Getting on Board: A Few Points to Note from Jane Peverett, FCMA, ICD.D.

Jane Peverett is a former C-suite executive who now sits on the boards of CIBC, EnCana, Postmedia, Northwest Natural Gas, AEGIS and the B.C. Ferry Authority. We invited Jane to speak at a Council Roundtable for Senior Finance Professionals in partnership with the Association of Chartered Certified Accountants (ACCA) on January 28 in Vancouver. Jane spoke about her board career, sharing the lessons she learned along the way about the most effective ways to land a seat on a corporate board. Below is an excerpt:

What is the importance of planning? Why is it so important to start planning a board career well in advance?

You need to plan with alternate plans in mind. However, the first and most time consuming thing that you need to do to be corporate board ready is to have a senior career. CEO is perfect. Other C-suite positions are very, very good.

Why is the building and maintenance of professional relationships so important?

It's very important to stay in touch with people you meet. Almost every one of my board positions, and probably all of my board positions in one way or another, were influenced by someone who knew me. Your network and your reputation are hugely valuable. You can't start that work too early.

A lot of people feel "network" is a dirty word and they feel that networking is running around handing out business cards and asking people for favours. An easier way to network is to help someone. Those people will be part of your network forever. Sponsorship – both in terms of being someone's champion and championing someone – is also a crucial part of the equation.

Getting in to see the top head-hunters is also vitally important. Often the best way to get in to see them is to find out who from the corporate director community you know would vouch for you or introduce you electronically. I think the most effective way, though, is just to ask people for 15 minutes of their time when you're in their city. I've been stunned by how many people say yes. In fact, I've almost never had somebody say no. Typically the right way to have a conversation on this topic is to tell them what you're interested in doing. Tell them that you've thought about what you might bring to a board and ask them for their input into what you think your value is to a board. I find it much more effective not to ask others for anything more than feedback.

Having had the conversation, provided you've had it well, they now have your 15-minute elevator speech in their head. They

probably have it in their head for about 6 months. So, you need to keep up with these people. Find a reason to keep in touch with them every 6 months because when they get a phone call they will be thinking about who they have talked to recently.

Can you still be on a board and offer value when you don't fully understand a particular industry?

It is valuable but not necessary. It's much more about the skill sets that are necessary for board success, rather than industry specific expertise.

Since people are increasingly looking for directors with international experience for Canadian boards, I think anything that can give you an international flavour is going to be helpful. That should be right at the top of your board CV.

News Highlights

The Globe and Mail, December 31, 2014: "HSBC Bank Canada boardroom made gender diversity a priority". Read the full article [here](#).

Silicon Valley Business Journal, December 31, 2014: "TechFlashback: Aileen Lee, Jennifer Fonstad, Rebecca Lynn, Maha Ibrahim on diversity". Read the full article [here](#).

The Globe and Mail, January 23, 2015: "Aboriginal revenue sharing is an idea whose time has come". Read the full article [here](#).

Fortune, February 2, 2015: "Melody Hobson on boardroom diversity: 'I go there. I don't fear the conversation'". Read the full article [here](#).

The Globe and Mail, February 12, 2015: "Why leaders must take a different track when managing change". Read the full article [here](#).

CBDC Diversity 50 and 'Get on Board' Appointments

[Lynda Cranston](#), Diversity 50 2013, elected to Board of DelMar Pharmaceuticals, February 2015

Registration Open: Spring 2015 Get on Board Governance Education Program

We have opened registration for the Spring 2015 Level I and Level II Get on Board Governance Education Program and you can register at boarddiversity.ca. This program offers two levels tailored to your management and/or board experience. 'Get on Board' will help you hone business and leadership skills, expand your network, and learn more about operations, human resources and risk management. Complete an application [here](#) and submit.

Spring Session: Level I Dates		
Calgary Level I	Toronto Level I	Vancouver Level I
Thurs. May 14	Thurs. May 7	Tues. May 12
Fri. May 29	Wed. May 20	Wed. May 27
Tues. June 9	Tues. June 2	Thurs. June 11
Mon. June 22	Wed. June 17	Fri. June 26

Spring Session: Level II Dates		
Calgary Level II	Toronto Level II	Montréal Level II
Wed. May 6	Fri. May 8	Wed. May 13
Tues. May 19	Thurs. May 21	Mon. May 25
Thurs. May 28	Thurs. June 4	Mon. June 8
Wed. June 10	Mon. June 15	Tues. June 16
Tues. June 23	Tues. June 30	Mon. June 29

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