

**CHARTERED**   
INSTITUTE OF PROFESSIONAL CERTIFICATIONS

# CERTIFIED CANADA CORPORATE GOVERNANCE, BOARD RESPONSIBILITIES AND DIRECTORS' LIABILITIES

**Fully Accredited  
By:**

Chartered Institute of  
Professional Certifications

CPD  
Certification Service

# PROGRAM OVERVIEW

Strong Canadian corporate governance is the backbone of board accountability and long-term value creation. Yet boards today operate under intensifying regulatory scrutiny, with over 120 enforcement actions initiated by Canadian securities regulators in 2023 alone. Directors must navigate overlapping federal and provincial regimes, while facing growing personal liability risks. Nearly 1 in 4 companies in Canada have disclosed **material governance deficiencies in recent filings, underscoring the increasing complexity boards must manage.**

This certified program will provide you with a comprehensive understanding of Canada's corporate governance framework, equipping you with practical tools to lead boards effectively, manage liability risks, and ensure regulatory compliance. You will gain applied knowledge of the **Canada Business Corporations Act (CBCA), provincial corporate statutes, and securities regulations**, while mastering key concepts such as fiduciary duties, duty of care, duty of loyalty, and the business judgment rule to support sound board decisions.

Additionally, you will gain insights into critical governance domains, including **board structure and composition, audit committee responsibilities, enterprise risk management (ERM), internal controls, and financial oversight.** You will build the expertise to effectively manage director liabilities, establish robust due diligence defenses, and navigate D&O insurance frameworks. In addition, the program strengthens your capabilities in **shareholder engagement, activism response, and crisis management**, equipping you to drive governance excellence across both public and private organizations in Canada.

## ACCREDITATIONS



4.8



4.6





# PROGRAM OVERVIEW

By mastering these competencies, you will be better positioned to avoid governance failures, mitigate legal exposure, and enhance board effectiveness. This program enables you to **make defensible decisions, strengthen stakeholder confidence, and lead with assurance in Canada’s increasingly complex and evolving governance environment.**

Upon successful completion of the program, you will attain the **Certification in Canada Corporate Governance and Board Leadership**. This lifelong, industry-recognized certification will validate your capability to exercise effective board leadership, strengthen governance oversight, and confidently navigate the legal and regulatory complexities of Canadian corporate boardrooms.

## ACCREDITATIONS



4.8



4.6



# KEY SKILLS YOU WILL GAIN

## From This Program



**CANADIAN CORPORATE GOVERNANCE  
FRAMEWORK  
DIRECTORS' FIDUCIARY DUTIES  
DUTY OF CARE APPLICATION**

**DUTY OF LOYALTY COMPLIANCE  
DIRECTOR LIABILITY RISK MANAGEMENT  
DUE DILIGENCE DEFENCE STRATEGIES  
BOARD STRUCTURE AND COMPOSITION**

**BOARD COMMITTEE GOVERNANCE  
AUDIT COMMITTEE OVERSIGHT  
BOARD INDEPENDENCE STANDARDS  
CORPORATE GOVERNANCE BEST PRACTICES**

**BOARD CHARTER DEVELOPMENT  
DIRECTOR ONBOARDING AND EDUCATION  
ENTERPRISE RISK OVERSIGHT  
INTERNAL CONTROL EVALUATION  
REGULATORY COMPLIANCE OVERSIGHT**

**FINANCIAL STATEMENT OVERSIGHT  
AUDIT AND ASSURANCE GOVERNANCE**

# YOUR FACULTY DIRECTOR



## David Kandestin

Highly Distinguished Corporate Lawyer, Governance Advisor & Educator

David Kandestin is a highly distinguished corporate and securities lawyer, governance advisor, and educator with extensive experience advising boards and executives on **corporate governance, regulatory compliance, and directors' duties within Canada's legal framework.**

He has worked with both public and private organizations on **governance structures, securities regulation, and strategic transactions.** At DuMoulin Black LLP, he advised TSX, TSXV, and CSE-listed issuers on capital markets, governance compliance, and corporate restructuring. He later served as **Director of Legal and HR at The Yield Growth Corp., where he led governance strategy, compliance, and legal risk management,** including supporting go-public transactions.

David also brings strong experience in board advisory and governance training. At WATSON Advisors Inc., he delivered board training, conducted evaluations, and supported corporate secretary functions. **Currently a Business Law lecturer at Langara College, he equips directors with practical, boardroom-ready governance skills.** He is also a published legal author, contributing to professional legal scholarship.

# OUR PARTICIPANTS

Over 70% of FORTUNE 500 Companies Have Attended Our Accredited Programs Before



Goldman Sachs



SAMSUNG



ExxonMobil



BURBERRY



Citi



IKEA



VOLVO



HYUNDAI



Pfizer

Life is our life's work



Nestlé



# PROGRAM AGENDA

## **MODULE 1 - OVERVIEW OF CORPORATE GOVERNANCE PRINCIPLES IN CANADA**

- Corporate Governance in Canada: Meaning and Importance
- Core Governance Principles: Accountability, Transparency, Fairness, Responsibility
- Applying Governance Principles in Boardroom Practice

## **MODULE 2 - THE CANADIAN LEGAL AND REGULATORY FRAMEWORK**

- Canada Business Corporations Act (CBCA) and Provincial Corporate Laws
- Securities Regulation: Provincial Authorities and National Instruments
- Stock Exchange Listing Rules and Industry-Specific Regulations

## **MODULE 3 - ROLES, RESPONSIBILITIES, AND FIDUCIARY DUTIES OF DIRECTORS**

- Directors' Statutory Duties: Duty of Care and Fiduciary Obligations
- What "Acting in the Best Interests of the Corporation" Means
- Duty of Loyalty, Conflict Management, and Good Faith Decision-Making

## **MODULE 4 - PERSONAL AND COLLECTIVE DIRECTOR LIABILITIES**

- Directors' Liability: Corporate, Securities, Regulatory, Criminal, and Tort
- Due Diligence Defence: Principles and Application
- D&O Insurance and Indemnification Rights

## **MODULE 5 - BOARD STRUCTURE AND GOVERNANCE BEST PRACTICES**

- Board Composition: Size, Skills, Diversity, and Independence
- Board Committees: Audit, Governance, Compensation, and Specialized Roles
- Board Charters, Director Onboarding, and Continuous Development

## **MODULE 6 - RISK OVERSIGHT, INTERNAL CONTROLS, AND COMPLIANCE**

- The Board's Role in Enterprise Risk Management (ERM)
- Oversight of Internal Control Systems and Compliance Programs
- Cybersecurity and Data Privacy Risks

## **MODULE 7 - FINANCIAL OVERSIGHT AND AUDIT RESPONSIBILITIES**

- The Audit Committee's Role and Responsibilities



# PROGRAM AGENDA

- Oversight of Financial Reporting and Relationship with External Auditors
- Detecting Financial Irregularities and Fraud Red Flags

## **MODULE 8 - ESG AND SUSTAINABILITY GOVERNANCE**

- Board Accountability for Environmental, Social, and Governance (ESG) Matters
- Climate Risk Disclosure and Transition Planning
- ESG Reporting Frameworks and Regulatory Developments

## **MODULE 9 - CRISIS MANAGEMENT, INVESTIGATIONS, AND RESTRUCTURING**

- The Board's Role During Corporate Crises and Reputational Issues
- Responding to Regulatory Investigations and Special Committees
- Governance During Financial Distress and Insolvency (CCAA, Bankruptcy)

## **MODULE 10 - SHAREHOLDER RIGHTS, ACTIVISM, AND STAKEHOLDER ENGAGEMENT**

- Shareholder Rights Under Corporate and Securities Law

- Responding to Activist Shareholders and Hostile Bids
- Engaging With Institutional Investors and Balancing Stakeholder Interests

## **MODULE 11 - BOARDROOM DYNAMICS AND EFFECTIVE GOVERNANCE**

- Board Culture, Dynamics, and Effective Decision-Making Processes
- Board and Director Evaluations and CEO Succession Planning
- Board Refreshment, Term Limits, and Managing Conflicts

## **MODULE 12 - EMERGING ISSUES AND THE FUTURE OF BOARD GOVERNANCE**

- Evolving Regulatory Expectations and Disclosure Requirements
- Artificial Intelligence, Technology Governance, and Cybersecurity Oversight
- Geopolitical Risks and the Changing Role of Boards

# YOUR CHARTER DESIGNATION



Chartered Institute of Professional Certifications' programs are unique as they provide you with professional charter designations and marks that can be used across your lifetime once you have completed our programs.

Upon successfully attending this program, you will be awarded with the **Certification in Canada Corporate Governance and Board Leadership** that can be used in your resume, CV and other professional credentials. This certification is industry-recognized with lifelong validity.

Globally demanded and recognized, this certification will amplify your professional qualifications and showcase your ability to navigate the complexities of Canadian corporate governance, board oversight, and directors' legal duties, ensuring regulatory compliance, mitigating liability risks, and positioning you as a highly valued and sought-after governance professional. Developed by **Chartered Institute of Professional Certifications**, the content of this program has been independently accredited by **CPD Certification Service** as adhering to the highest standards of continuing professional principles.

# ABOUT US

49,525

Business Leaders Have  
Attained Their Chartered  
Certifications Since 2009

390

Certified and Fully  
Accredited Programs

87%

Chartered Leaders Have  
Reported Career Promotions  
and Enhancements

## Chartered Institute of Professional Certifications

All of Chartered Institute of Professional Certifications programs are fully accredited programs. The professional charters and designations are trademarked credentials that can only be used by professionals who have completed and passed our accredited program. It is also independently accredited by CPD as adhering to the highest standards of continuing professional principles.

**CHARTERED**   
INSTITUTE OF PROFESSIONAL CERTIFICATIONS



# OUR FACULTY DIRECTORS

We Collaborate With  
Instructors From  
Renowned Institutions



**HARVARD**  
UNIVERSITY



**Wharton**  
UNIVERSITY of PENNSYLVANIA



**Stanford University**



**UNIVERSITY OF MICHIGAN**



**THE LONDON SCHOOL  
OF ECONOMICS AND  
POLITICAL SCIENCE**



**Columbia  
Business  
School**

**London  
Business  
School**



# CONTACT US TODAY

We Thank You for Your Ongoing Support  
of Our Programs

## **Singapore and Asia Pacific Enquiries**

Email: [advisor@charteredcertifications.com](mailto:advisor@charteredcertifications.com)  
Phone: +65 6716 9980  
Address: Chartered Institute of Professional Certifications  
1 Gateway Drive  
#20-04 Westgate Tower  
Singapore 608531

## **Australia and New Zealand Enquiries**

Email: [advisor@charteredcertifications.com](mailto:advisor@charteredcertifications.com)  
Phone: +61 3 9909 7310  
Address: Chartered Institute of Professional Certifications  
530 Little Collins Street, Level 1  
Melbourne VIC 3000, Australia

## **UK, Europe and Middle East Enquiries**

Email: [advisor@charteredcertifications.com](mailto:advisor@charteredcertifications.com)  
Phone: +44 (020) 335 57898  
Address: Chartered Institute of Professional Certifications  
86-90 Paul Street  
London, EC2A 4NE

## **USA Enquiries**

Email: [advisor@charteredcertifications.com](mailto:advisor@charteredcertifications.com)  
Phone: +1 888 745 8875  
Address: Chartered Institute of Professional Certifications  
99 Wall Street #3936  
New York, NY 10005