

Rahul Bhardwaj
ICD National Conference Speech
June 6, 2019

Metro Toronto Convention Center

Good morning, everyone, and welcome to the 2019 ICD National Conference.

We are all part of one of the largest gatherings of business leaders in the country.

This conference grows larger every year, as the ICD grows more relevant and engaged with our members and more central to our country's decision-makers.

On the one hand, that directors want to convene and learn more about how to do their job shouldn't be surprising.

There was a time when a board seat was seen as a plum position – a status job.

In the past, there may have been some truth to that but every one of us in this room knows that today, being a director is hard work. It's time consuming, stressful and requires tangible and intangible qualities that not everyone possesses. Sometimes it's messy and thankless.

You will have noticed, I'm sure, that one of the co-chairs of this conference is Kevin Lynch, who chairs SNC Lavalin.

Ask Kevin if his job is like a walk in the park.

But even in the most challenging of situations, lessons can be shared and we're grateful to Kevin and to our other two co-chairs, Katie Taylor and Nancy Lockhart for helping to guide our conference and for being integral contributors to today's program.

The commitment, skill-set and responsibility of being on a board is changing. So Canada's directors continue to turn to the ICD.

Our programs – both in-person and on-line – are broader and deeper than in years past. We held 120 events across the country with our Chapters in the past year, including the Premier's Series, where we interviewed 4 of Canada's Premiers in great depth. We also launched member courses on subjects that have moved from the fringes to the mainstream with lightning speed, such as *The Digital Director* and *Negotiating Uncertainty in the Era of #MeToo*.

Our membership today stands at an all-time high of almost 15,000 -- and our member-satisfaction is also rising steadily. Our magazine, *The Director Journal*, is not only one of the few remaining business publications in the country, we continue to invest in it because our members and our stakeholders read it and rely on it.

Our views are increasingly sought out in the corridors of power, including Ottawa and the provincial capitals.

Our profile and authority as the voice of the boardroom is also higher, both in Canada and globally.

We are your voice. Your gathering place. Your telescope. Your Director Lens.

And we are on the move. We have direction. We have momentum. We have critical mass.

Butto what end?

Better Directors, Better Boards, Better Business.

That's been the tagline for our mandate. But like everything in business and governance these days, our role and mandate may be changing.

This conference didn't adopt the provocative theme it did because it's time to celebrate the status quo. Today is not about boasting; rather, it's about re-booting what it means to be a director, and re-defining the role of Canada's directors not only inside the boardroom, but far beyond.

Changing Our Minds, Changing Our Boardrooms reflects the extraordinary upheavals this past year....in governance, in shareholder sentiment, in the very nature of why companies are in business.

The list of new threats and opportunities is long and will only grow longer: Brexit ... free trade ... social license ... #MeToo ... insistent diversity ... income inequality ... climate change ... Immigration ... artificial intelligence ... cybersecurity ... and surveillance capitalism.

None of these 10 issues was on anyone's corporate agenda 10 years ago.

Today, they are completely changing the conversations around the boardroom table. In doing this, they're also transforming what the job of a director really is.

So the mandate of the ICD has transformed and expanded as well.

Better boards, better decisions, better Canada.

So what does this mean?

First, the days of strict allegiance to ‘nose-in, fingers-out’ seem to be waning. You may bring a special expertise to your board. But unless you’re scanning the skies as well as the cafeteria, unless you have the courage to act with fingers in as well when required, your usefulness as a director will be hobbled and your company’s future put at risk.

But isn’t this the job of the CEO? Isn’t the board’s primary function to hire the right CEO and let them get on with it? That’s part of it – just not all of it, and it’s not enough – not anymore.

Aside from the 10 issues I listed significantly increasing both the scope and the risk of being a director, there’s another reality that is pushing the time-honoured role of a corporate director past its prime.

The average tenure of a CEO is 6 years – with many not lasting nearly that long - whereas the average tenure for a board director is typically more than 10 years.

For some, these intersecting lines may give rise to questions around term limits but, nevertheless, the question for us today is this: Who do you believe is in a better position to think about where your companies and organizations should be going?

Who will be left to live through the success or failure of your strategy?

Who better to think about how Canada can compete in the global marketplace when the sightline of a politician is rarely more than one election cycle ahead.

No, we didn’t sign up for this. But here we are.

It reminds me of when the parade ground sergeant asks for volunteers to step forward and the raw recruit just stands there, while the other recruits all take one step back.

But rather than hesitating to step up to a leadership space that we've not occupied before and may not feel comfortable being in, I would urge us to take a different perspective. I want us to view this shift not as an unwanted task, but as an unprecedented opportunity... to step up and play a greater role in the direction of *Canadian* business and the direction of Canada.

It's time for directors to move into a leadership space we have not occupied before – and likely won't feel comfortable occupying. But the extraordinary short-term changes I've named here all have profound long-term effects. It took just six months for #Metoo to change the power dynamic in the workplace. It took just a year for the perilous downside of social media to reveal the hidden power of surveillance capitalism. Just a year for Indigenous issues to move to the top of so many corporate agendas. A year for climate change to shift from distant peril to clear and present danger.

So let me ask you...Who has the experience, the perspective and the judgement to know and manage the long-term implications of these explosive changes in what constitutes normal or customary? Management and politicians are left to navigate the day-to-day and month-to-month, leaving precious little time for the year-to-year.

It used to be that a few big companies planned to make half their revenues 10 years from now from products and services that didn't exist today. It's a lot more than a few big companies today, and that 10-year window for many has shrunk to five. Or three. Or one.

In fact, the future's coming at us so fast that it seems to enter us long before it happens.

So Canada needs a new kind of leadership voice.

That voice represents the long term perspectives of employers and of the organizations that are left to navigate the all too short-term challenges of commerce, trade, competition, including risk, human capital, and the inclusion of new and more Canadians in the workforce.

Canada needs a leadership voice that will steer Ottawa and the provinces away from the corrosive short-term thinking that replies to trade challenges with tariffs, answers depressed resource prices with finger-pointing, and defines the workplace of the future as a work-at-home option.

If the past 3 years – the time since I became CEO of the ICD – have shown us anything, it is that short term challenges – as acute as they may feel – have been met by short term answers.

These are not solutions.

We in this room have an outsized opportunity – and responsibility – to drive better decision making – not just in our board rooms, but in our companies and also in our country and its dealings with the world beyond. We can help shape Brand Canada and the long-term responses to the challenges faced by our organizations and our nation.

As I said, this is a shift in our mandate as an organization that runs in parallel with the shift in the mandate of our almost 15,000 members.

Our job at the ICD isn't to wait to react to changes in our member's roles. More and more, our job is changing exactly the way yours is: to be noses in, and, at times, to be fingers in too. We activate directors. We lead directors. So our members can activate their companies and their country. So our Canada's directors can be active – and maybe sometimes even activist. So they can lead their companies and their country.

Given the truly extraordinary changes just in the past year, it's no coincidence that our dinner speaker tonight is Larry Fink, the CEO of Blackrock, the world's largest asset manager. Their \$6.3 trillion is three times bigger than Canada's entire economy. Because he carries such a big stick, Larry Fink can speak softly. He did this with a single sentence buried in his 2017 Message to Shareholders. With that one sentence, he shifted the conversation of for-profit boards everywhere from: "How do we grow" to "Why are we here?"

The nine words he wrote sparked the entire world of business to ask not only what business they're in, but why they're in business at all.

"Society," he wrote, "is demanding that companies serve a social purpose."

Talk about a volcanic change in the boardroom. It doesn't get more existential than that.

We'll hear more on that tonight.

For today, we're *just* going to be Rethinking Trade, Technology, Talent and Transformation. That's all!

For tomorrow, the ICD will need to play a new and more active role in shaping not just our role of directors, but the view of business and business leaders. We already represent the director's perspective at the highest levels of decision-making in the country. Tomorrow, we will not just inform, but we will increase our voice. I believe we need to take the argument for better governance and leadership not just to our own companies and their investors and regulators.

We need to make the argument that Canada, with its robust and well-governed institutions, can be a model for the world when it comes to stability, transparency, trust and confidence.

We may be doing well compared to many other industrialized nations. But we're not perfect when it comes to trust and confidence. Trust in our institutions and their leaders has fallen in Canada as it has virtually everywhere else on earth.

What concerns me is that Canadian business is losing its confidence in what tomorrow will bring.

We see this played out in the latest ICD Directors' Lens survey. This is our semi-annual survey of what our members are thinking about their work and their country. Directors' Lens was in the field in March and tells us this today.

Like last year, most of our members are pessimistic about the Canadian, US and global economies. The numbers are the same as last year, except when it comes to Canada's political stability. Last year 34% were pessimistic. This year, that pessimism has risen to 48%, nearly half.

Despite this, two-thirds of those surveyed believe Canada will be able to sustain its standard of living over the next decade.

That said, over half are worried that their companies won't be able to attract the talent their companies need to grow, and 45% are concerned those workers won't have the right skills for the workplace of the future. If we dig a little more deeply here, the problem is even more complex and more concerning. Half of directors say their companies haven't even discussed retraining workers displaced by technology at the board level and only one in five companies have developed a strategy for dealing with worker displacement.

So while the remarkable confluence of changes in technology and the social contract have handed us an opportunity to step up and play a greater leadership role in our economy and our nation's future, on many issues we need to put our own houses in order first.

The speed of change today is convulsive.

It's human nature to stand still or turn back when tomorrow is a fog. One of my favourite leadership maxims comes from the comedienne Lily Tomlin who said: "I used to always say that somebody should do something about that....Then I realized I was somebody."

We are somebody. We are somebodies.

It's our time to step up and be the business leaders and the national leaders that the times have created for us.

So welcome, ladies and gentlemen, to a day when we will learn how to shape tomorrow from a different lens than how we saw it yesterday.