



Andrew MacDougall

Senior Counsel

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**Toronto**

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Bar Admission: Ontario, 1993

Areas of Expertise

- Telecom
- Professional Services
- Real Estate
- Banking and Financial Services
- Manufacturing
- Media and Entertainment
- Mining and Natural Resources
- Retail and Consumer Products
- Food and Beverage
- Shareholder Activism
- Corporate Governance
- Executive Compensation
- Mergers and Acquisitions
- Risk Management and Crisis Response

Andrew is a recognized expert in corporate governance, executive compensation and shareholder activist matters. He advises on director duties, director and officer insurance and indemnification, stakeholder engagement, disclosure and other governance matters.

Andrew was a staff member of the Toronto Stock Exchange Report on Corporate Governance, served on the Risk Oversight and Governance Board of the Canadian Institute of Chartered Accountants, is an inaugural fellow of the American College of Governance Counsel. He is an ICD.D member of the Institute of Corporate Directors and serves on the Ontario Chapter Executive of the Institute of Corporate Directors. Andrew previously co-chaired the Osler executive compensation practice, where he advised on plan design, drafting and disclosure, corporate and securities regulatory requirements and corporate governance aspects and is currently on the Executive of the Toronto Chapter of the Global Equity Organization. Andrew is also a leader in shareholder activist matters at Osler, having represented both activists and corporate clients which have been targeted.

He is a prolific writer, speaker and commentator on new developments. Andrew co-authored Osler's leading annual reports on diversity disclosure practices in Canada (2015 to 2022) as well as leading Canadian publications on stakeholder engagement and shareholder engagement released by CPA Canada in 2018 and 2012, respectively. He is also a co-author of the joint Osler and ICD publications *Financial distress – The board's role* (2019) and *The Board's role in crisis management* (2016).

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Awards and Recognition

- **Best Lawyers in Canada:** Recognized in Corporate Governance Practice

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Credentials

Education

- Directors Education Program, Institute of Corporate Directors of Toronto Rotman School of Management, ICD.D
- University of Toronto, LL.B.
- University of British Columbia, B. Comm. (with Honours)

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Languages

- English

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Professional Affiliations

- The Conference Board of Canada, All on Board – Turning Evidence into Action for Women's Leadership, Research Advisory Board Member