



Andrew MacDougall

Partner, Corporate

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Toronto

(416) 862-4732

amacdougall@osler.com

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 Bar Admission: Ontario, 1993

Areas of Expertise

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

Andrew is a recognized expert in corporate governance, executive compensation and shareholder activist matters. He leads the Osler Corporate Governance practice, advising 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 also co-chairs the Osler executive compensation practice, advising on plan design, drafting and disclosure, corporate and securities regulatory requirements and corporate governance aspects and is 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).

Awards and Recognition

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

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