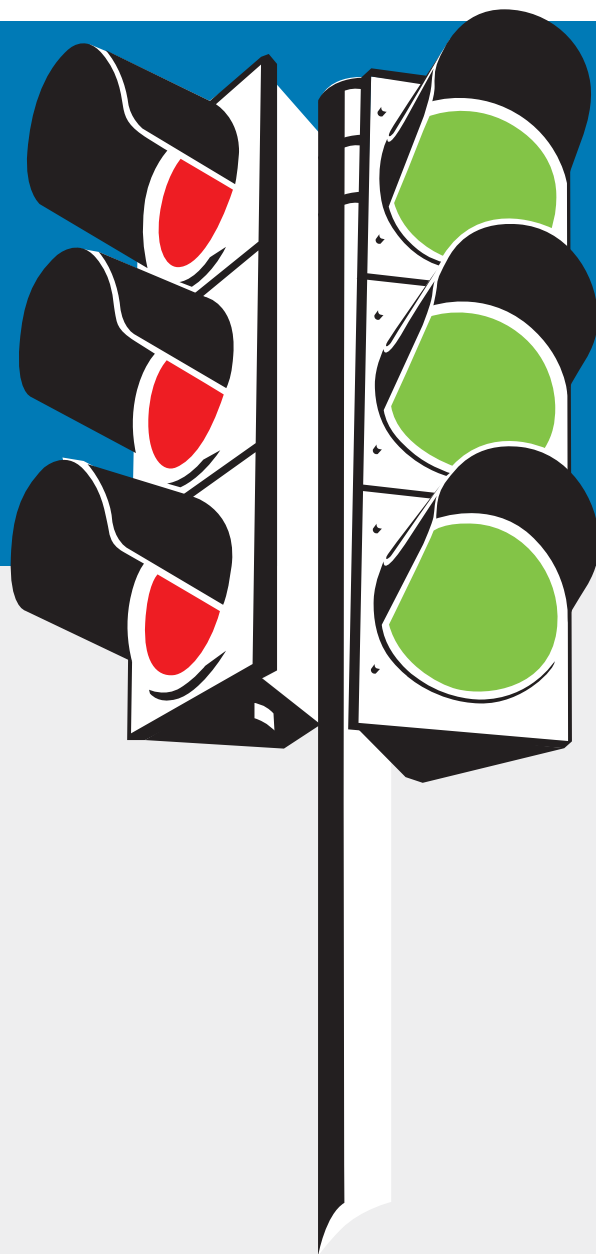


# 2009 NATIONAL SPRING CONFERENCE HYATT REGENCY MONTRÉAL

**CORPORATE COUNSEL:**  
REGULATORY ADVISOR, COMPLIANCE  
OFFICER, GOVERNANCE GATEKEEPER



## CONFERENCE AGENDA APRIL 5-7, 2009

### CONFERENCE CO-CHAIRS:

**Bernard Bussières**  
Vice President,  
General Counsel and  
Corporate Secretary  
Transat A.T. Inc.

**Gwen Klees**  
Vice-President, Legal Affairs  
and Corporate Secretary  
GLV Inc.

### CONFERENCE PARTNERS

**STIKEMAN ELLIOTT**

STIKEMAN ELLIOTT LLP



### CONFERENCE JUNIOR PARTNERS

**MILLER  
THOMSON** LLP

Barristers & Solicitors  
Patent & Trade-Mark Agents

**Paul | Weiss**

### SUNDAY, APRIL 5, 2009

8:30 am – 4:30 pm

#### CCCA SPRING TRAINING CAMP

**STREAM A** In-house Counsel or **STREAM B** Legal Department Managers

For our many members who are new to in-house practice or who are new legal department managers, and for those experienced members who desire a refresher course, CCCA has developed two pre-conference workshop streams to address the specific challenges of in-house practice and help you be as effective as possible in your role.

**Spring Training Camp is open to in-house counsel only.** You will learn first-hand from your in-house colleagues and top outside counsel the core competencies you need to succeed, with an emphasis on practical tips and hands-on advice and with plenty of opportunities to interact with faculty and other attendees.

#### SPRING TRAINING CAMP PRESENTED BY CCCA WITH LEX MUNDI AND ITS MEMBER FIRMS IN CANADA

Blake, Cassels & Graydon LLP  
Farris, Vaughan, Wills & Murphy LLP  
MacPherson Leslie & Tyerman LLP  
McInnes Cooper  
Thompson Dorfman Sweatman LLP

6:30 pm – 9:30 pm

#### OPENING COCKTAIL & R.V.A. JONES AWARD RECEPTION

Sponsored by Fraser Milner Casgrain LLP

MONDAY, APRIL 6, 2009

## CONFERENCE DAY ONE

8:00 AM – 9:00 AM

**BREAKFAST IN EXHIBIT HALL**

9:00 AM – 10:45 AM

### **OPENING PLENARY**

Presented By Gowling Lafleur Henderson LLP

#### **THE ROLE OF THE CHIEF LEGAL OFFICER ON THE EXECUTIVE MANAGEMENT TEAM**

Within a company, business executives tasked with specific corporate responsibilities and priorities cannot be expected to develop a perspective that encompasses all potential implications of a proposed course of action—whereas general counsel, by virtue of their legal expertise, possess a variety of skills and a wide knowledge base of corporate finance, governance, and compliance. The general counsel is often uniquely positioned to see the “big picture.”

As a result, increasingly corporations are structuring their executive management group to give the general counsel a seat at the table. What has been the experience of general counsel admitted to the C-suite? Have they been successful in advancing a company-wide view of key issues? How have their organizations benefited? Find out in this engaging, wide-ranging panel discussion.

MODERATOR

**Hon. Martin Cauchon, PC**

Gowling Lafleur Henderson LLP

PANELISTS

**Brigitte Catellier**

Vice-President, Legal Affairs and Secretary  
Astral Media Inc.

**Jean-Martin Masse**

Chief Administrative Officer & General Counsel  
Artificial Mind & Movement (A2M)

**Elisabeth S. Preston**

Chief Legal Officer, Vice President Corporate Affairs, General Counsel and Corporate Secretary  
Allen Vanguard Corporation

**Alain C. Rondeau**

Vice President, Counsel and Corporate Secretary  
Pratt & Whitney Canada Corp.

10:45 am – 11:30 am

**NETWORKING BREAK IN THE EXHIBIT HALL**

11:30 am – 1:00 pm

**100 SERIES**

**CONCURRENT WORKSHOPS**

#### **101 CANADIAN M&A OUTLOOK: TRENDS FOR 2009**

The current liquidity crisis that began in 2007 brought a close to a remarkable period of M&A activity in Canada, marked by private-equity and highly-leveraged mega-deals. Despite continuing uncertainty in the credit markets and the broader economy, Canadian companies continue to explore or entertain strategic M&A opportunities. In this highly informative session led by a panel of expert deal-makers, you will review the most important anticipated trends in M&A, including how to assess deal risk in this environment, negotiating financing terms and deal protection, opportunities for distressed M&A and potential impediments to M&A transactions in Canada such as restrictions on foreign state-owned investments.

PANELISTS

**Brad Allen,**

Senior Vice President

Laurel Hill Advisory Group

**Grant Borbridge**

Vice President Equity Investments and Counsel

Emergo Group of Companies

**Frédéric Bouchard, CA, CFA**

Managing Director,

PricewaterhouseCoopers Corporate Finance Inc.

**John Clifford**

McMillan LLP

**Krista Hill**

Torlys LLP

#### **102 CORPORATE COUNSEL AS REGULATORY ADVISOR**

Year after year, CCCA members rank regulatory compliance as the most challenging area of law for corporate counsel. Many companies are facing increased scrutiny from regulatory agencies—both Canadian and foreign—who appear intent on expanding their reach, whether by aggressively interpreting laws or implementing new regulations. In this context, it can be daunting for in-house counsel to advise the Board and management about what to do next. This session will examine key regulatory challenges, including responding to requests for information and demands to waive privilege, deciding whether to co-operate or take an adverse position, managing multiple—sometimes conflicting—regulatory requirements, and protecting your corporation from the abuse of long-arm statutes by some jurisdictions—and most importantly, how to communicate effectively and advise your Board and management in this complex area of in-house practice.

PANELISTS

**Brian Facey**

Blake, Cassels & Graydon LLP

**Tammy Van Lambalgen**

Vice President Regulatory Affairs &  
General Counsel

AREVA Resources Canada Inc.

**Geneviève Richard**

Corporate Counsel

Belron Canada Inc.

**Heather Zordel**

Cassels Brock & Blackwell LLP

### 103 BEST PRACTICES FOR CORPORATE SECRETARIES

In this era of corporate transparency and unparalleled public interest, let alone litigation, the accurate record of corporate affairs can make or break careers. Under the glare of public scrutiny, the smallest inaccuracies can become the subject of embarrassment, firings, regulatory action, litigation and public inquiries. For those corporate counsel who also provide corporate secretarial and governance support for their company and subsidiaries, accurately preparing minutes that reflect the substantive discussions and decisions of the board and other groups is vital. Whether you are a newcomer to the corporate secretarial function or desire an intensive refresher course, this panel will discuss best practices for preparing corporate minutes and records, including an overview of the many legal, corporate governance, and ethical issues that can arise.

#### PANELISTS

##### **Sylvia Groves**

Chief Governance Advisor and Assistant Secretary,  
Nexen Inc.

Chair, Canadian Society of Corporate Secretaries

##### **David Masse**

Assistant Corporate Secretary  
CGI Group Inc.

### 104 CONFERENCE PARTNER WORKSHOP



#### U.S. TRADE CHALLENGES FOR CANADIAN INDUSTRY

In this time of economic uncertainty and a new political era in Washington, Canadian companies need an effective strategy for conducting business in the North American market. This session, moderated by former U.S. Ambassador to Canada, Congressman, and Governor James J. Blanchard, will review current U.S. market access challenges facing Canadian companies and discuss the future of NAFTA under the Obama Administration. Led by an expert panel from DLA Piper of former U.S. Government officials and legal practitioners, including the former Assistant U.S. Trade Representative for NAFTA, the session will cover the full range of trade policy and legal issues relevant to Canadian corporate counsel, including trade in goods and services, cross-border investment, and strategies for coping with the extraterritorial effect of U.S. sanctions laws.

#### PANELISTS

##### **Governor James J. Blanchard**

Former United States Ambassador to Canada  
Partner

Co-Chair, Government Affairs Practice Group  
DLA Piper LLP

##### **Gilles Legault**

Senior Counsel – Global Legal Affairs  
Canadian National Railway Company

##### **Jack Levy**

DLA Piper LLP

##### **Richard Newcomb**

Chair, International Trade Practice Group  
DLA Piper LLP

##### **David Weiss**

Director of Trade Policy  
DLA Piper LLP

### 105 MANAGING WORKLOADS AND WORKFLOWS IN THE LEGAL DEPARTMENT

Corporate counsel need to better understand changes to the type, volume and complexity of the legal work they are called upon to do. As law departments mature, there is an increased need for them to make a strategic contribution rather than simply providing operational support. The transitions and trade-offs are always difficult for corporate counsel and internal clients alike. Also, the effect on external counsel relationships and costs must be actively managed. This session focuses on proven techniques to manage workflows and workloads in ways that are strategic and cost-effective.

#### PANELISTS

##### **Pierre D. Chenard**

Vice President and General Counsel  
Rio Tinto Alcan Inc.

##### **Patrick Deleau**

President, LegalSuite SAS

##### **Gary Hirsch**

General Counsel, IntraLinks, Inc.

##### **Richard Stock, M.A., FCIS, CMC**

Partner, Catalyst Consulting

#### 1:00 pm – 2:45 pm LUNCHEON

Sponsored by Lex Mundi and its Canadian Member Firms:

Blake, Cassels & Graydon LLP

Farris, Vaughan, Wills & Murphy LLP

MacPherson Leslie & Tyerman LLP

McInnes Cooper

Thompson Dorfman Sweatman LLP

#### KEYNOTE SPEAKER



##### **JEFFREY RUBIN**

Chief Economist and Chief Strategist  
CIBC World Markets

2:45 pm – 4:15 pm

## 200 SERIES

### CONCURRENT WORKSHOPS

#### 201 CONFERENCE PARTNER WORKSHOP

STIKEMAN ELLIOTT

STIKEMAN ELLIOTT LLP

#### CROSS-BORDER MERGERS AND ACQUISITIONS

This session will consider recent and expected developments in M&A law and practice in the United States with a focus on the cross-border M&A landscape. If your organization is considering strategic acquisitions in the U.S., attend this session to get an inside view of the financial, economic and business factors affecting the North American M&A market, including financing for cross-border deals, takeover defenses available to U.S. corporations, shareholder activism, hedge fund activity, and increasing legal and regulatory barriers to M&A transactions in the U.S., such as restrictions on foreign investments by pension funds and sovereign wealth funds.

##### PANELISTS

#### Jane D. Goldstein

Ropes & Gray LLP

#### Jennifer Muller

Managing Director

Houlihan Lokey (San Francisco)

#### François D. Ramsay

Vice President, General Counsel & Secretary

Yellow Pages Group Co.

#### Scott Richardson

Managing Director

Houlihan Lokey (Minneapolis)

#### Howard Rosenoff

Stikeman Elliott LLP

#### 202 REGULATORY INVESTIGATION PREPAREDNESS

Regulatory compliance obligations differ significantly from one industry and business to the next, but some commonalities do exist with respect to inspections and investigations by provincial and federal regulatory authorities in Canada. Whether an investigation takes the form of a “dawn raid” or a more innocuous inquiry, you need to plan ahead, develop protocols and guidelines, and train your personnel in advance. To protect your corporation, you need to know your rights and obligations in regulatory investigations and understand what these agencies can and cannot do during an inspection or investigation, including steps you can take to monitor the process. Don’t wait to think about your initial response and first steps until the regulator arrives on your doorstep!

##### PANELISTS

#### Amita M. Kent

Vice President, Legal Affairs

Schering-Plough Canada Inc.

#### François Lavallée

Senior Vice President, Legal Affairs

National Bank Financial

#### Bruce McMeekin

Miller Thomson LLP

#### Andre G. Poles

Associate Director,

Senior Vice President – Risk Management Group

Macquarie North America Ltd.

#### Walter Ricciardi

Paul, Weiss, Rifkind, Wharton & Garrison LLP

#### 203 CORPORATE GOVERNANCE FOR PRIVATE COMPANIES

Although private companies operate with less public compliance regulation, they are subject to increasingly-high scrutiny and expectations from investors, banks, insurers, regulators, and other stakeholders. Accordingly, many more private companies are paying attention to corporate governance to help manage risk, improve operations, and increase investor value. As the general counsel or chief legal officer of a private company, you can expect to be called on to contribute to the development of governance policies and processes that support good corporate decision-making. In this session, you will discuss both best practices and generally accepted “minimum standards” for private company governance, strategies for raising awareness among the board and senior management about the need for a “public company-style” compliance approach, ideas for improving the relationship between board, management and regulators and lessons from the McNulty memorandum for Canadian counsel.

##### PANELISTS

#### Andrea Johnson

Fraser Milner Casgrain LLP

#### Ken Jull

Baker & McKenzie LLP

#### Paul McNulty

Baker & McKenzie LLP

#### Stephen R. Schmidt

Director, Regulatory Policy and

Chief Regulatory Legal Counsel

TELUS Communications Inc.

#### 204 EMPLOYMENT LAW AND COMPLIANCE: THE YEAR IN REVIEW

Invariably, corporate counsel are called on to provide advice on employment and labour law issues, particularly in small- and mid-size law departments. While large organizations have the internal HR staff and resources to manage HR issues, smaller law departments may need to provide the HR themselves. In fact, employment and labour law is ranked by CCCA members as one of the top five most-challenging areas of law for any size legal department.

When employment issues arise—and they do, and often—corporations turn to their in-house counsel for solutions. With so many employment laws and regulations to comply with, where do you start? This expert panel will share with you those critical areas of concern, including an overview of recent developments from the courts and regulators, and how you can implement solutions to reduce your legal risk.

##### PANELISTS

#### Sabine Bruckert

Vice President – Human Resources, General Counsel and

Corporate Secretary

Velan Inc.

#### Fred Headon

Senior Counsel, Labour and Employment Law

Air Canada

#### Grant Machum

Stewart McKelvey

#### Dominique Monet

Fasken Martineau DuMoulin LLP

## 205 CLO ROUNDTABLE SESSION

*(Restricted to CLO's, General Counsel, Legal Directors)*

### OBSERVER, COACH OR REFEREE: THE ROLE OF CORPORATE COUNSEL AND THE COMPLIANCE FUNCTION

In the current legal and regulatory environment, nearly every aspect of your business is exposed to some degree of compliance risk. Managing this risk requires corporate counsel to support and coordinate with other corporate non-lawyer led functions, such as a Chief Compliance Officer. In other cases, corporate counsel may have direct responsibility over the compliance function.

In this session, our facilitators will explore the role of corporate counsel as it relates to compliance, including how to manage the relationship between the legal and finance departments, internal audit committees, external auditors, and any independent compliance departments and their outside advisors. You will also discuss whether, as an ethical and practical matter, the General Counsel should also act as the corporation's Chief Compliance Officer.

#### PANELISTS

##### **William Donegan**

Chief Compliance Officer  
Scotia Securities Inc.  
(a member of the Scotiabank Group)

##### **Pierre Gagnon**

General Counsel  
Hydro-Québec

4:15 pm

**RECEPTION** Sponsored By Blake, Cassels & Graydon LLP

Tuesday, April 7, 2009

## CONFERENCE DAY TWO

8:00 am – 9:00 am

**BREAKFAST IN EXHIBIT HALL**

9:00 am – 9:45 am

 **MORNING KEYNOTE ADDRESS**



### **LOUIS MORISSET**

Superintendent, Securities Markets  
Autorité des marchés financiers

9:45 am – 11:15 am

### **300 SERIES**

#### **CONCURRENT WORKSHOPS**

##### **301 ENSURING COST EFFECTIVE AND COMPLIANT E-DISCOVERY**

The sheer volume of electronic information produced in the course of business today presents a serious challenge for corporations that initiate or become embroiled in litigation. In this session, leading e-discovery experts will share proactive approaches to help you get control of discoverable electronic content and preventative strategies and technology solutions that can help any legal department control the rising costs of e-discovery, including how to ensure your evidence will be admissible in court and how protect your legal team and your IT department from being overwhelmed by demands for production. Learn how corporate counsel and IT managers are working together to save time and money by finding smart ways to store, search and produce electronic evidence.

#### PANELISTS

##### **Joëlle Boisvert**

Gowling Lafleur Henderson LLP

##### **Melanie Schweizer**

Senior Counsel, Litigation  
Bell Canada

##### **Glenn Smith**

Lenczner Slaght Royce Smith Griffin LLP

##### **Peter Vakof CA-IFA, CFE, CISSP**

PricewaterhouseCoopers LLP

## 302 ACHIEVING OPTIMAL RESULTS AT REGULATORY HEARINGS

More and more frequently, corporate counsel are asked to contribute to a strategy for success in regulatory hearings. These may involve applications or submissions to regulators or other government agencies in an attempt to influence and guide the direction of future policy, appeals of various financial assessments, penalties and levies, and responses to serious regulatory charges before quasi-judicial tribunals. Some situations call for active participation, some for early settlement, some for a vigorous defense, and in others, the top priority may be to avoid the spotlight.

When it comes to achieving best results in regulatory hearings, what can you do to present the facts strategically and influence the outcome? When advising the Board and management, how do you handicap the likely results? Depending on the type of hearing, how do you manage the significant differences in official process? What role does outside counsel play? This informative panel session will provide the answers.

### PANELISTS

#### Adam F. Fanaki

Acting Senior Deputy Commissioner of Competition  
Mergers Branch  
Competition Bureau

#### Mary L. Henderson

Senior Counsel – Exploration & Production  
Shell Canada Limited

#### Martin Masse

Lang Michener LLP

#### Michael Rothe

Counsel & Chief Privacy Officer  
Ontario Motor Vehicle Industry Council

#### Evan Zelikovitz

Senior Vice President, Public Affairs  
APCO Worldwide

## 303 CORPORATE GOVERNANCE IN MERGERS & ACQUISITIONS

The development and implementation of effective corporate governance strategies and policies that ensure legal and ethical behaviour in line with strategic business objectives remain core priorities for corporate counsel—and an important business objective for many corporations is the pursuit of strategic mergers and acquisitions. Corporate counsel are frequently called on to guide the company through corporate governance issues affecting M&A transactions. In cross-border situations, difficult corporate governance issues are made more complex by different legislative and regulatory schemes. This session will take you through the stages of planning, negotiating and closing a deal and will review the corporate governance issues that may arise throughout an M&A transaction including due diligence, board liability issues, and the processes for approval by the board and shareholders.

### PANELISTS

#### Nicole Chouinard

Miller Thomson LLP

#### Ariel Deckelbaum

Paul, Weiss, Rifkind, Wharton & Garrison LLP

#### Carl DeLuca

Deputy General Counsel, Corporate  
Vale Inco Limited

#### Carol Hansell

Davies Ward Phillips & Vineberg LLP

## 304 STRATEGIC IP PORTFOLIO MANAGEMENT

Intellectual property is becoming increasingly important in the context of a company's overall business strategy and more in-house counsel are seeing responsibility for IP portfolio management added to their list of priorities. Effective strategic management of your IP portfolio can yield big bottom-line results while enhancing your company's competitive advantage in the marketplace. Go beyond merely protecting your IP assets and get new ideas on how to develop an effective strategy to maximize the full potential of your company's intellectual property portfolio, including tips for conducting a robust IP portfolio analysis, keeping on top of relevant developments in IP litigation, monitoring the IP filings of your competitors and seeking out new opportunities for licensing, sales, joint-ventures and spin-offs.

### PANELISTS

#### Jason August

Vice President Technology and Legal Counsel  
Visible Assets, Inc.

#### Sanjay Goorachurn

Smart & Biggar

#### Caroline Jacques

Senior Counsel  
Abbott Laboratories, Limited.

#### Eileen McMahon

Torys LLP

11:15 am – 11:45 am

## NETWORKING BREAK IN EXHIBIT HALL

11:45 am – 1:15 pm

## 400 SERIES

### CONCURRENT WORKSHOPS

#### 401 PRIVACY COMPLIANCE AND INFORMATION SECURITY

In many organizations, responsibility for privacy compliance rests with the legal department. As corporations collect increasing amounts of electronic information, consumers, regulators, law enforcement agencies and other stakeholders are raising concerns about use and access to this data, particularly personal information. In Canada, there is a jumble of federal and provincial laws that deal with privacy but these laws and regulations are not seamless and may create conflicting obligations and priorities. In this session, you will discuss the fundamentals of current privacy legislation requirements, anticipated developments, best practices for safeguarding information that is shared with third parties and your potential liability in the event of improper disclosure of information.

### PANELISTS

#### Anne Mayrand

Director, Legal Affairs  
Merck Frosst Canada

#### Stephanie Rich

Senior Counsel, Privacy and Ethics Officer  
Aeroplan

#### John Russo

Vice President, Legal Counsel  
Equifax Canada Inc.

## 402 **MANAGING EXECUTIVE RISK: DIRECTORS' AND OFFICERS' LIABILITY**

Mitigating executive risk is a growing area of concern for many corporations, particularly when a company is multinational and has activities in many jurisdictions, and is thereby exposed to the risk of applicability of laws on a national and international basis. As a result, advising the board and management in this area is becoming ever-more complex. This session will examine current trends in directors' and officers' liability, including the extent to which directors and officers may be found personally civilly or criminally liable, emerging trends in Canadian and U.S. case law and recent insurance coverage issues, including waiver of indemnification and incentives to settle, costly—both in terms of litigation costs and your corporate reputation.

### PANELISTS

#### **Guy Paul Allard**

Fraser Milner Casgrain LLP

#### **Pierre Chesnay**

Vice President Legal Affairs and Secretary  
Uni-Sélect Inc.

#### **André Laurin**

Lavery, de Billy LLP

#### **Kimberley Okell**

Vice President, Legal Affairs and Corporate Secretary  
Cossette Communication Group Inc.

## 403 **AN ENTERPRISE RISK MANAGEMENT PRIMER FOR SMALL LAW DEPARTMENTS**

Enterprise risk management represents a growing area of responsibility and concern for corporate counsel. Many companies invest significant time and resources identifying exposure to a wide range of business risks, including regulatory compliance, investor relations, D&O liability, corporate policy, litigation, customer relations, products liability, data security or other areas of potential concern. In conjunction with an analysis of the relevant internal processes, this exercise is intended to achieve a balance between avoiding downside risk and embracing upside risk. Whether you're a newcomer to ERM or desire an intensive update on the fundamentals, this session will discuss methods and offer practical suggestions—particularly for small law departments—to help you identify, prioritize and address different types of risk

### PANELISTS

#### **Ronald C. Reid**

Vice President—Legal & Administrative Affairs  
Coinamatic Canada Inc.

#### **Pierre Taillefer, CA, CISA**

Partner, PricewaterhouseCoopers LLP

## 404 **CLO Roundtable Session**

*(Restricted to CLO's, General Counsel, Legal Directors)*

### **MANAGING REGULATORY RELATIONSHIPS**

Not only are corporate counsel the “first responders” in the event of an inquiry or investigation by a regulator—even if your organization has dedicated compliance professionals, corporate counsel are likely the most senior personnel in a management role that regulators deal with on an ongoing basis. An open and transparent relationship with the regulator can significantly benefit your corporation—but effectively managing these relationships requires more than just dealing with the regulator in times of crisis. This session will focus on ways corporate counsel can work to enhance their organization's regulatory relationships, including pitfalls to avoid when it comes to gaining and maintaining the respect and confidence of regulators, ways of maintaining relationships while escalating legitimate concerns or managing appeals processes, and how to avoid creating the perception of improperly cozying up to the regulator.

### PANELISTS

#### **Robert J. S. Hanf**

President and Chief Operating Officer  
Bangor Hydro-Electric Co.

#### **Tammy Van Lambalgen**

Vice President Regulatory Affairs & General Counsel  
AREVA Resources Canada Inc.

## 1:15 pm – 3:00 pm **LUNCHEON**

### KEYNOTE SPEAKER



#### **JOHN WRIGHT**

Senior Vice President and Managing Director  
Ipsos Public Opinion Polling Division  
North America