

# Conference Agenda

April 11 – 13, 2010

2010 National Spring Conference  
Hyatt Regency Montréal

## Prosper In Your In-House Practice



Conference Co-Chairs:



**François Ramsay**  
Senior Vice President,  
General Counsel and  
Secretary  
Yellow Pages Group Co.



**Jennifer Zerczy**  
Vice-President,  
Legal Services  
McKesson Canada  
Corporation

**Sunday, April 11, 2010**

6:30 pm – 9:30 pm

**Opening Cocktail & R.V.A. Jones Award Reception**

Sponsored by Fraser Milner Casgrain LLP



FRASER MILNER CASGRAIN LLP

Conference Partners

**STIKEMAN ELLIOTT**

STIKEMAN ELLIOTT LLP



Conference Junior Partner

**MILLER  
THOMSON** LLP

Barristers & Solicitors  
Patent & Trade-Mark Agents

**Registration Opens:** 7:30 am

**Breakfast served in Exhibit Hall:** 8:00 am – 9:00 am

**Opening Plenary:** 9:00 am – 10:45 am

### The Evolving Relationship Between In-House and External Counsel

*"Control has moved from law firm partners ... to the heads of corporate law departments, who demand that firms perform more efficiently and cheaply."*

Harvard Law Tells Students: Don't Panic Over Jobs  
Bloomberg  
09-07-16

Despite signs of improvement in the global economy, two out of every three corporate counsel (67%) expect that the amount of money their organization spends external legal services will remain flat or decline over the next two years. Given the significant pressure on many corporate law departments to reduce or hold the line on external legal spend in this environment, corporate counsel must assess the value and quality of all work sent out to external counsel. Although the focus is necessarily on the bottom line, corporate counsel and external counsel also need to move beyond issues of billing to find new ways to work closely and efficiently as a team and must possess a full appreciation of each other's role and a firm understanding of the business context around any given transaction.

Join senior corporate counsel as they debate the evolving relationship between in-house and external counsel, including the benefits and limitations of alternative billing and pricing models, advice for creating efficiencies in the relationship and how to assess the performance of outside counsel and provide meaningful feedback.

#### Moderator

#### R. Scott Jolliffe

Chair and Chief Executive Officer  
Gowling Lafleur Henderson LLP

#### Panelists

#### Nicolas Vanasse

Vice-President, Chief Legal Officer and Corporate Secretary  
Aveos Fleet Performance Inc.

#### Ronald Strathdee

Vice-President, General Counsel and Secretary  
Wal-Mart Canada Corp.

#### Brigitte Catellier

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

**Networking Break:** 10:45am – 11:30am

### Developments in Securities Law

This informative panel discussion will cover a variety of current securities law issues related to financing and acquisition transactions, as well as disclosure and compliance issues. Specific subjects will include recent developments in cross-border finance; recent developments in poison pill rights plans; negotiating material adverse change clauses; directors' duties and sensitive disclosure issues in public acquisition transactions; and current compliance issues.

#### Panelists

#### David Judson

Miller Thomson LLP

#### Michael A. Smith

Reed Smith LLP (New York)

#### William Donegan

Chief Compliance Officer

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

### Corporate Governance and Recovering from the Global Economic Crisis

One of the long-stated benefits of good corporate governance is that companies are more likely to generate better returns and maximize investor confidence. Nevertheless, there are still differences of opinion on the value of good governance and whether it is really working. In the context of the recent global recession, did organizations committed to good governance see any salutary benefit? Or did companies with apparently poor governance weather the storm as well as anyone else?

This session will examine key trends and best practices in corporate governance as the world recovers from the economic crisis, including a discussion of how corporate counsel can help to find the right balance between good governance and senior management's ability to pursue corporate goals in a difficult business environment and an update on the latest developments and best practices for ensuring your board and management adhere to the highest legal and ethical standards in challenging times.

#### Panelists

#### Carol Hansell

Davies, Ward, Phillips & Vineberg LLP

#### Walter Ricciardi

Paul, Weiss, Rifkind, Wharton & Garrison LLP

#### John Sypnowich

Director, Legal Affairs  
The CSL Group Inc.

#### Bonita Croft

Vice President, Legal, General Counsel & Corporate Secretary  
Trican Well Service Ltd.

## Understanding Bill 63: Québec's New Business Corporations Act

Québec's new *Business Corporations Act* (Bill 63) is expected to take effect in January 2011, and will become the new regime for all Part 1-A companies in the province. The new *Business Corporations Act* includes measures to better align with the *Canadian Business Corporations Act* and provides additional improvements to the existing federal legislation. Advantages found in the Act will be of interest to corporations based outside of Québec because, in addition to some dramatic changes in the law affecting shareholders, directors and corporate governance generally, the new Act will allow inter-jurisdictional continuance, providing possible opportunities for Canadian corporations in other jurisdictions to be continued under the new Act in Québec. Find out what the changes mean for your organization in this informative panel session.

### Panelists

#### Paul Martel

Blake, Cassels & Graydon LLP

#### Louis Séguin

Fasken Martineau DuMoulin LLP

## Managing Legal Costs in the Next Decade

Current surveys show that pressure to reduce legal costs is the number one concern of General Counsels, now outranking regulatory compliance and workload issues. This session presents three strategies for pursuing cost reduction of legal services, and the associated challenges and opportunities, specifically:

1. In-sourcing Legal Work
  - a) creating 15% capacity in the law department
  - b) making the business case to add more lawyers to the department
2. Changing the Specifications for External Counsel
  - a) giving more explicit instructions about matter complexity, process, outcomes and scope of resources
  - b) co-counseling and re-configuring the law firm team
  - c) detailed matter budgeting for complex legal work
3. Pricing Legal Work
  - a) why discounts are not enough
  - b) pricing for balanced legal teams
  - c) pricing for productivity

### Panelists

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

Partner

Catalyst Consulting

#### Pierre D. Chenard

Vice President and General Counsel

Rio Tinto Alcan Inc.

#### Donald McCarty

Chief Legal Officer

Imperial Tobacco Canada Limited

#### Rob Thomas

Vice President, Strategic Development

Serengeti Law



## Challenges in the Canadian-US Trade Relationship

In this time of economic uncertainty, Canadian companies need an effective strategy for conducting business in the North American market and negotiating challenges in the Canada-US trade relationship. This session, moderated by former U.S. Ambassador to Canada, Congressman, and Governor James J. Blanchard, will review the challenges faced by Canadian companies seeking to take advantage of the US market. 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 many of the largest trade policy and legal challenges relevant to Canadian corporate counsel, including the thickening of the border, the impact of "Buy American" provisions, and strategies for coping with the extraterritorial effect of U.S. sanctions laws.

### Panelists

#### James J. Blanchard

Former US Ambassador to Canada

Co-Chair Government Affairs Practice

DLA Piper LLP US

#### David Weiss

Director of Trade Policy

DLA Piper LLP US

#### Richard Newcomb

Chair, International Trade Practice

DLA Piper LLP US

#### Christopher Parlin

International Trade Practice

DLA Piper LLP US

#### Gilles Legault

Senior Counsel, Global Legal Affairs

Canadian National Railway Company

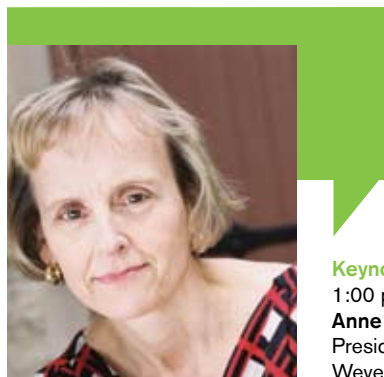
**Luncheon: 1:00 pm – 2:45 pm**

## Keynote Speaker

### Anne Giardini

President

Weyerhaeuser Company Limited



**Keynote Speaker**

1:00 pm

**Anne Giardini**

President

Weyerhaeuser Company Limited

### Compliance and the General Counsel: Managing Compliance Risk

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 panelists 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

##### André Vautour

Lavery, de Billy LLP

##### Penny Westman

Senior Vice President – Legal and Compliance  
The Standard Life Assurance Company of Canada

##### Françoise Guénette

Senior Vice President, Corporate & Legal Services  
Intact Financial Corporation

##### Todd Melendy

Chief Compliance Officer  
Celestica International Inc.

### The New Era of Financing Renewable Energy Projects

This panel, relevant to corporate counsel from both new and experienced project developers and sponsors, will provide an in-depth look into key renewable and clean energy project development issues, particularly from a project structuring and finance perspective. Key members of the project financing community will offer significant insights into the typical web of contracts involved in a power project, as well as key considerations in the project development process which are necessary to facilitate a timely and successful project finance transaction.

#### Panelists

##### Ron Stuber

Fraser Milner Casgrain LLP

##### Alex Roberts

Baker & McKenzie

##### M. Ann Hughes

Vice President & General Counsel  
StormFisher Biogas

##### Patricia Bood

VP of Legal Services & General Counsel  
Brookfield Renewable Power

### Winning Strategies for the Conduct of Litigation

Winning a case requires close collaboration between in-house and external counsel. As corporate counsel, how do you handicap the likely result of an important trial? What can you do to present the facts strategically and influence the outcome?

In this session, you will learn from experienced and seasoned corporate counsel and trial lawyers who will discuss practical and creative tools for using litigation procedures to your strategic advantage and answer your question about trial strategy, witness examination, and evidentiary rulings. Our panelists will also provide advice on conducting investigations, preparing corporate officers for discoveries and trial, assessing the likelihood of a negotiated settlement, finding creative ways to educate opposing counsel on the weakness of their case, narrowing the issues by use of tactics such as an Agreed Statements of Fact, creating settlement opportunities and navigating the appeals process.

#### Panelists

##### Charles A. LeBlond, O.C.

Stewart McKelvey

##### Glenn Smith

Lenczner Slaght Royce Smith Griffin LLP

##### Louise-Hélène Sénécal

Assistant General Counsel - Litigation  
Air Canada

##### Tamara Gitto

Associate General Counsel – Litigation  
Imperial Tobacco Canada

### Are You Meeting the Needs of Your Board?

The systemic nature of the global recession put pressure on corporate legal departments to squeeze value from shrinking budgets while maintaining service levels—and, at the same time, increased the momentum of change in the role of corporate counsel, requiring a greater focus on corporate governance and risk management. As companies struggle to come to terms with the new realities of doing business in a difficult post-recession environment with near-term prospects for weaker growth than usual, our facilitators will discuss the requirements and expectations of today's boardroom on corporate counsel as a legal guardian, risk manager and business advisor.

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

#### Panelists

##### Antoinette Bozac

Vice President,  
Human Resources & Legal Affairs, and General Counsel  
Canada Lands Company

##### Terence Badour

Executive Vice President – Law & Administration  
Fairmont Raffles Hotels International Inc.

##### Brian Keith

Vice President, General Counsel and Secretary  
GreenField Ethanol Inc.

**Reception: 4:15 pm**

**Registration Closes: 4:30 pm**

**Registration Opens: 7:30 am**

**Breakfast in Exhibit Hall: 8:00 am – 9:00 am**

**Morning Keynote Address: 9:00 am – 9:45 am**

## Presenting Findings from the In-House Counsel Barometer 2010

**300 Series Concurrent Workshops: 9:45 am – 11:15 am**

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**STIKEMAN ELLIOTT**

STIKEMAN ELLIOTT LLP

### M&A: Managing Transactional Risk in the New Global Economy

All companies, particularly international corporations, assume a variety of forms of risk with every sale, lease, purchase, loan, or investment they make. Every transaction is unique, carrying its own blend of risks. Addressing “transactional risk” is therefore an essential part of the risk management process, particularly in the context of cross-border or international mergers and acquisitions.

This begs the questions: what is transactional risk and what are the predominant transactional risks that must be accounted for during international mergers and acquisitions? What has been the impact of the global economic contraction? What are the necessary elements and best practices of a sound transactional risk management program? Is transactional risk best assessed internally or does external M&A counsel play a role? Join us for an in-depth discussion on how the addition of an effective transactional risk management program can enhance existing risk management guidelines and provide valuable insights to better understanding the international business arena.

#### Panelists

**Michel Gélinas**

Stikeman Elliott LLP

**Ariel Deckelbaum**

Paul, Weiss, Rifkind, Wharton & Garrison LLP

**Gwen Klees**

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

**Eric Martineau-Fortin**

Partner

Messier Partners

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### Current Developments in Intellectual Property Law

Nearly one-quarter of corporate counsel in Canada rank intellectual property as one of the most challenging areas of law for their legal department. The focus on intellectual property is likely only to grow given the current business climate as corporations seek to protect and exploit their IP assets by seeking out new opportunities for licensing, sales, joint-ventures and spin-offs. Understanding the current state and latest developments in Canadian and international IP law, regulation and enforcement is the first step toward ensuring you avoid the threats and risks to your brands, trademarks and patents when engaging in IP transactions. Get up to speed on the latest trends and developments in the law affecting patents, trademarks, copyright including specific licensing issues and best practices in IP licensing transactions.

#### Panelists

**Daniel Bourque**

Cassels Brock & Blackwell LLP

**Lonnie Brodtkin-Schneider**

Miller Thomson LLP

**Ingrid VanderElst**

Torys LLP

**Jonathan Lee Hickey**

Senior Legal Counsel

Quebecor Media Inc.

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### The Benefits and Risks of Outsourcing

Outsourcing can be a valuable and effective strategic management tool that allows an organization to focus on what it does best, leaving non-core, non-revenue-producing activities to specialists. As organizations consider the benefits of outsourcing, they must balance the risks and uncertainties with the potential for labor arbitrage, reduced costs and improved quality of service. Therefore, it is critically important that corporate counsel understand the associated risks and contracting issues—particularly if you are considering offshore outsourcing, which may make performing due diligence difficult and could expose your organization to hidden costs. In this session, you will discuss what work is suitable for contracting out, tips for negotiating outsourcing agreements, how to assess the risks associated with outsourcing and offshoring, strategies for achieving real cost savings and improved service quality, and advice for resolving disputes with your service provider.

#### Panelists

**Renato Pontello**

Vice President & General Counsel

Zarlink Semiconductor Inc.

**Ravi Shukla**

Lang Michener LLP

**Asif Quadir**

Senior Legal Counsel

Scotiabank Legal Department

**Ted Crysler**

Senior Legal Counsel

Rogers Communications Inc.

### Issuer Preparedness for Corporate Counsel

Are your board and senior management team ready to effectively and successfully navigate an externally driven control attempt?

You've managed to make it through a severe economic maelstrom. Now your company may be entering an equally dangerous period for public corporations—the beginning of an apparent recovery with signs of gradual optimism and loosening of credit availability, combined with many key shareholders and CEOs looking to make up for lost time in a first strike.

This session will outline potential threats to corporate strategic plans in the form of unsolicited Merger & Acquisition activity, full/partial slate proxy contests and targeted shareholder activism. Activity in all three areas increased significantly in 2009 and the forecast for 2010 appears even more aggressive. While also reviewing relevant regulatory changes and impact, the panel will promote discussion regarding the resultant impact of these activities on public companies in Canada and provide steps you can implement to ensure your board and senior management team have a viable action plan to minimize the impact of these otherwise severe disruptions.

#### Panelists

##### Brad Allen

Senior Vice President  
Laurel Hill Advisory Group

##### Markus Koehnen

McMillan LLP

##### Elisabeth S. Preston

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

**Networking Break:** 11:15 am – 11:45 am

### Technology Solutions for the Modern Law Department

Today's corporate counsel is faced with many challenges, including managing a constantly increasing amount of information, capitalizing on legal know-how and meeting the increased demand for visibility, traceability and transparency, while limiting or decreasing legal expenses. Technology is often overlooked in corporate legal departments, even though established and user-friendly technology can free up time for stretched legal teams to focus on the high risk and highly skilled work that provides a tangible benefit and a real return on investment for a company. Do you want to gain time, improve your productivity, better manage corporate risks, become recognized as a real business partner and decrease your legal expenses? If so, join this group to discuss technological solutions that have assisted in the efficient functioning of modern legal departments and helped corporate counsel overcome everyday challenges, including:

- Supporting law department management in coordinating the activities of the legal team
- Helping corporate counsel to achieve their strategic objectives
- Providing necessary reports to non-legal corporate executives
- Proactive management of legal and related risks

#### Panelists

##### Patrick Deleau

President  
LegalSuite SAS

##### Eve-Stéphanie Sauvé

Director Legal Affairs  
Uniboard Canada Inc.

##### David Hill

Barrister and Solicitor  
City of Vancouver Law Department

### Successful Management of IP Litigation and Dispute Resolution

The growing importance of IP as a strategic business asset requires companies to devote significant resources to ensuring those assets are properly protected, while the growth in value of those assets has resulted in an abundance of IP-related litigation. Moreover, there are particular demands of intellectual property litigation which sets it apart from other areas, in that it is often urgent, involves specialist or dedicated courts and experts, and often has an international component which may complicate your choice of jurisdiction in which to bring proceedings. This session will focus on the latest and most relevant topics in IP litigation, including the ways in which corporate counsels' management of IP litigation is different from other disputes, recent court decisions and when it may be appropriate to consider IP ADR.

#### Panelists

##### Steven Garland

Smart & Biggar

##### Carolyn Tate

Assistant General Counsel, Intellectual Property  
Unilever Canada Inc.

##### Hélène D'Iorio

Gowling Lafleur Henderson LLP

### Current Trends in Employment and Labour Law

As the world struggles to emerge from recession, employment law remains a significant source of concern to in-house counsel. In overwhelming numbers, CCCA members tell us that employment and labour law is the area of practice that consumes the majority of their time and resources. In fact, employment and labour law is ranked by one-in-three Canadian corporate counsel as one of the top three most-challenging areas of law for any size legal department. That's why it is critical for all in-house counsel to stay abreast of the latest developments and case law in this arena.

This session will outline key employment developments across Canada in the past year.

#### Panelists

##### Nicolas Courcy

Fraser Milner Casgrain LLP

##### Howard Greenberg

Greenberg Turner

##### Fred Headon

Senior Counsel, Labour and Employment Law  
Air Canada



#### Keynote Speaker

1:15 pm

##### Susan Wolburgh Jenah

President and Chief Executive Officer  
Investment Industry Regulatory  
Organization of Canada (IIROC)

### Advancing the Broader Corporate Agenda

Increasingly, the General Counsel has a role to play as a public advocate for their company and industry. This session will explore the role of the General Counsel in support of the company's broad strategic goals and corporate objectives outside the business. Our facilitators will discuss best methods for generating public and political support, communicating with shareholders, regulators, media, courts and other stakeholders, effecting change and making use of industry groups and lobbyists to maximize the impact and effectiveness of the General Counsel.

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

#### Panelists

##### Michael Doody

Vice President and General Counsel

Thomson Reuters Canada

##### James Spurr

General Counsel and Vice President, Government Relations  
Emera Inc.

**Registration Closes:** 1:00 pm

**Luncheon:** 1:15 pm – 3:00 pm

#### Keynote Speaker

##### Susan Wolburgh Jenah

President and Chief Executive Officer

Investment Industry Regulatory Organization of Canada (IIROC)