



2011 National Spring Conference

Delivering Solutions, Driving Success

April 3-5, 2011
 Hilton Toronto
 Toronto, Ontario

Preliminary program – subject to change

SUNDAY, APRIL 3, 2011

CCCA Spring Training Camp

8:30 am – 4:30 pm

Workshop Stream “A” – In-house Counsel

or

Workshop 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.

6:30 pm – 9:30 pm

Opening Night & RVA Jones Award Reception

MONDAY, APRIL 4, 2011

Conference Day One

7:30 am

Registration Opens

8:00 am – 9:00 am

Breakfast served in Exhibit Hall

9:00 am – 9:15 am

Welcoming Remarks

9:15 am – 10:30 am

Canadian Conference Partner Plenary *presented by Stikeman Elliott LLP*

Litigation Preparedness

Much of the discussion around litigation readiness and litigation management is focused on companies involved in numerous lawsuits, but the reality is most organizations face few lawsuits of any significance each year. What – if

	<p>anything – should these companies do to prepare? How much preparedness is really required, and how do you justify the expense in an era of restrictive budgets? To what extent should the current litigation landscape influence your planning? How can external counsel help you prepare your company for possible future litigation? In this session, you will discuss what types of policies and procedures you should have in place so you can respond to litigation when it arises, typical challenges faced by companies that historically have not had much litigation, as well as how to develop a business case for senior management for recommending and undertaking specific preparedness activities.</p> <p>Eliot Kolers Stikeman Elliott LLP</p> <p>Adrian Lang Stikeman Elliott LLP</p> <p><i>Corporate counsel TBA</i></p>
10:30am – 1:15pm	Networking Break
11:15 am – 12:30 pm	CONCURRENT WORKSHOPS – 100 SERIES
101	<p>Best Practices for Corporate Secretaries</p> <p>Many in-house counsel also provide corporate secretarial and governance support for their company and its subsidiaries; however, few people come to this strategic role with a clear understanding of its priorities, responsibilities, accountabilities and liabilities. Whether you are a newcomer to the corporate secretarial function or desire an intensive refresher course, this engaging and informative panel will examine current best practices in board and committee processes, including a nuts-and-bolts discussion on record-keeping and accurately preparing minutes that reflect the substantive discussions and decisions of these groups in a compliance-driven environment.</p>
102	<p>Commercial Contracts: Warranties, Indemnities and Limitation of Liability Clauses</p> <p>Even for corporate counsel with significant expertise in contract drafting, special challenges are posed by warranties, indemnities and limitation of liability clauses in commercial contracts. This session has been designed specifically to respond to these challenges, and will provide a solid grounding in the general legal principles and wording of such clauses, including a discussion of how such clauses are handled in corporate transactions and commercial disputes, with a focus on providing practical strategies for the in-</p>

	<p>house lawyer.</p> <p>Darrell Stephenson Stewart McKelvey</p> <p><i>Corporate counsel TBA</i></p>
103	<p>Conducting Internal Investigations</p> <p>When an ethical or legal breach is suspected, corporate counsel may be assigned to lead an internal investigation. Often, these investigations are driven by an urgent need to determine potential legal or regulatory violations with personnel and disciplinary measures to follow. In this session, you will explore the many considerations that come into play when coordinating and conducting such an investigation, including getting the right people on your investigation team, determining the scope and purpose of the investigation, how best to preserve privilege in the course of your investigation, best practices in conducting and documenting interviews and strategies for ensuring prompt remedial action.</p> <p>Walter Ricciardi Paul, Weiss, Rifkind, Wharton & Garrison LLP</p> <p>Bernadine MacAulay Associate Counsel Scotia Investments Limited</p> <p><i>Corporate counsel TBA</i></p>
104	<p>Legal Project Management</p> <p>Although project management has been taught as a specialized discipline in other fields for decades, the legal profession has been slow to adopt even basic project management principles. Increasingly, cost-conscious clients are imposing new standards of accountability and frugality on outside counsel and shop actively for firms that will meet their expectations on price. As a result, law firms are turning to legal project management in order to produce the efficiencies that clients demand.</p> <p>In this session, our panel will discuss ways for corporate counsel to assess a firm's project management capabilities, and methods for working with outside counsel over the duration of a matter to ensure you are satisfied with outcome, including tools and techniques of successful project management, such as defining scope, requirements and milestones up front, conducting progress assessments along the way, ensuring the budget is on track, how to anticipate and deal with variances, and concluding matters with assessments that foster continuous improvement.</p>

105	<p>Best Practices for Protecting Your IP at Home and Abroad</p> <p>When threats arise to your corporation’s IP assets, whether at home or abroad, in established or emerging markets, corporate counsel must be vigilant in the protection and enforcement of your IP rights. In this session, you will examine current issues related to IP protection and enforcement, and best practices for protecting your IP when negotiating contacts and business agreements within Canada, the U.S. and around the world, as well as specific guidance on protecting your IP in problematic jurisdictions.</p> <p>Anthony de Fazekas Miller Thomson LLP</p> <p>TBA Smart & Biggar</p> <p>Charles Perez Legal Counsel & Director, IP Ocean Nutrition Canada Limited</p> <p><i>Additional corporate counsel TBA</i></p>
12:30 pm – 2:15 pm	<p>Luncheon</p> <p>Keynote Address</p> <p>Hon. Michael H. Wilson, Chairman Barclays Capital Canada Inc.</p>
2:15 pm – 3:00 pm	<p>Barometer Plenary</p> <p>Presenting Findings from the In-House Counsel Barometer 2011</p>
3:15 pm – 4:30 pm	CONCURRENT WORKSHOPS – 200 SERIES
201	<p>Recent Developments and Emerging Trends in D&O Liability</p> <p>As the global economy struggles through an uneven and volatile recovery, and with anti-corporate sentiment at an all time high, directors and officers face greater scrutiny, from both regulators and private plaintiffs, making the need for adequate coverage more important than ever before. Defendant companies, and their directors and officers, will often find themselves fighting legal battles on multiple fronts. Regulators have become increasingly aggressive in investigating, examining, and prosecuting corporate misdeeds. Class actions, securities litigation and shareholder derivative suits have had a major impact, but other types of claims are growing in significance.</p> <p>In this session, benchmark your ability to assess, manage, and defend against</p>

	<p>the rising tide of D&O lawsuits, including what corporate counsel should expect from their brokers, risk managers and outside counsel, determining the amount and type of coverage your directors and officers need, which claims are the most cause for concern, and strategies for negotiating the best possible coverage and protecting the personal assets of directors and officers.</p> <p>David Hausman Fasken Martineau Dumoulin LLP</p> <p>Tanya Banfield Manager, Directors & Officers Claims ENCON Group Inc.</p> <p><i>Additional corporate counsel TBA</i></p>
<p>202</p>	<p>Achieving Optimal Results in High-Stakes Litigation</p> <p>Though thankfully rare for most organizations, corporate counsel may be called on to navigate their company through class actions, complex litigation and other “bet-the-company” claims. Often, a major case can overwhelm a small law department and disrupt your ability to provide normal, expected levels of legal support. In this session, our speakers will share secrets and innovative strategies to help you overcome the challenges posed by such high-stakes, difficult cases, to mitigate the exposure they represent and manage litigation costs –all while continuing to meet the daily demands on the law department by other business units for ongoing service.</p> <p>TBA Lenczner Slaght Royce Smith Griffin LLP</p> <p>Lisa Talbot Torys LLP</p> <p><i>Corporate counsel TBA</i></p>
<p>203</p>	<p>Negotiating Major Business Agreements</p> <p>One of the most important tasks for in-house counsel is the negotiation and drafting of written agreements that reflect with sufficient precision the terms of significant business transactions. You must structure the deal, set the stage for ongoing relations, ensure the agreements are accurate and meet your organization’s current and anticipated needs.</p> <p>In particular, legal departments of the small-to-medium size company face specific challenges in their business relationships with large and dominant customers, suppliers and other stakeholders, often having to agree to waive limitations on liability, accept open-ended indemnifications for a broad range of activities, comply with onerous and expensive codes of conduct and corporate social responsibility programs, and meet requests for mandated annual</p>

	<p>reductions in costs. This leaves little room for negotiation or potential loss of business. Attend this session and learn how to respond to and negotiate these demands.</p> <p>Andrew McLeod Blake, Cassels & Graydon LLP</p> <p><i>Corporate counsel TBA</i></p>
204	<p>Business Immigration Update: New Regulations, New Challenges</p> <p>Recent changes have been announced with respect to Canadian immigration regulations affecting the Temporary Foreign Worker Program that will have a significant impact any Canadian businesses that utilize foreign workers. In addition to increased government oversight, employers face greater penalties for certain regulatory violations, including a possible two-year ban on hiring foreign workers in certain circumstances of non-compliance, and new limits on the amount of time foreign workers may stay in Canada. This session will provide an in-depth look at these new challenges, as well as advice on how you can ensure your current business immigration policies and procedures are up-to-date and compliant.</p> <p>Jonathan Leebosh Egan LLP</p> <p><i>Corporate counsel TBA</i></p>
205	<p style="text-align: center;">CLO Roundtable Session I <i>(session restricted to CLO's, General Counsel, Legal Directors)</i></p> <p>Insights on Leadership</p> <p>What does it mean to be a leader, not only of the law department, but in the C-suite and at the boardroom table? Does "leadership" simply boil down to your performance, success at meeting corporate objectives and the value of your advice? Or are there other intangibles that the modern legal leader brings to their organization? Our facilitators will share their experiences and perspectives on leadership and what it takes to establish a leadership position in your organization.</p> <p>Grant Borbridge Executive Vice President Investments & Chief Counsel Emergo Group of Companies</p> <p>Amita Kent Global Legal Lead, Customer Solutions, Franchise Support & Business Development</p>

	Merck Canada Inc.
4:30 pm	End of Day One
4:30 pm	Reception
TUESDAY, APRIL 5, 2011	
Conference Day Two	
8:00 am – 9:00 am	Breakfast in Exhibit Hall
9:00 am – 10:15 am	<p>U.S. Conference Partner Plenary <i>presented by DLA Piper LLP US</i></p> <p>Recent Developments in Canada-US Trade and Sanctions</p> <p>This session, moderated by former U.S. Ambassador to Canada, Congressman and Governor James J. Blanchard, will feature an expert panel from DLA Piper of former U.S. Government officials and legal practitioners to provide you with the latest word on recent developments in the Canada-US trade relationship, including up-to-date advice on emerging trends in U.S. sanctions laws and strategies for Canadian companies.</p> <p>Governor James J. Blanchard Former US Ambassador to Canada Co-Chair Government Affairs Practice DLA Piper LLP US</p> <p>Richard Newcomb Chair, International Trade Practice DLA Piper LLP US</p> <p>Jack Levy DLA Piper LLP US</p> <p>Pamela Dinsmore, Vice President – Regulatory Affairs Rogers Communications, Inc.</p>
10:15 am – 11:30 am	CONCURRENT WORKSHOPS – 300 SERIES
301	<p>Enterprise Risk Management (ERM) and the Corporate Counsel</p> <p>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. Yet risk management</p>

	<p>has often been conducted by organizations in silos, with corporate counsel responsible only for legal risks.</p> <p>But what is a “legal” risk? Is there any benefit to segregating legal risk from other enterprise risks? Or, given that corporate counsel know both the law and their business, is there a role for the legal department in promoting an effective ERM program? This session will explore a number of issues related to ERM, including what it entails, how ERM promotes effective risk taking and maximizes the opportunity for gain, the role of ERM in strategic planning and how it supports effective compliance.</p> <p>David Butler Cassels Brock LLP</p> <p>Liane Kim, CFA Director, Consulting PricewaterhouseCoopers LLP</p> <p><i>Corporate counsel TBA</i></p>
302	<p>Effective Communication With Your Board</p> <p>Whether by nature, background or training, lawyers are often most comfortable expressing themselves through the spoken or written word. As a result, reports that legal departments give to their boards of directors frequently take the form of comprehensive narratives detailing major events – such as litigation or claims – that are considered sufficient material for the board’s review. However, many directors – especially those with financial or business administration backgrounds – may be more comfortable with facts, figures, metrics and statistics.</p> <p>As board of directors continue to increase their expectations of the quality and depth of information they receive from all members of the senior management team, corporate counsel can use readily available data to track and create statistics-driven analyses to enhance their understanding of trends in their areas of responsibility, and increase the value of their reports. In this session, learn how to communicate more effectively with your board in language directors understand, using analytics that do not require extensive statistical or modeling expertise or additional expense, and how to convey this information to your board.</p> <p>Tim Murphy McMillan LLP</p> <p>Patrick Deleau, President, Legal Suite SAS</p> <p><i>Corporate counsel TBA</i></p>
303	<p>Working with Your Sales and Marketing Department</p>

	<p>Regardless of industry or company size, various laws govern all of your business communications and commercial speech. From the sales person in a one-on-one encounter with a prospective customer, to the billboard showcasing your latest product line, statements about your products and those of your competitors can create tremendous risks for your organization such as defamation, commercial disparagement and false advertising.</p> <p>If the focus of corporate counsel is to manage and limit risk while supporting the company's strategic business objectives, how do you protect the company and ensure legal compliance without thwarting the efforts of your Sales and Marketing departments? How do you encourage the Sales and Marketing departments to involve you in their planning and decision-making? In this session, learn how to recognize when marketing statements pose unacceptable legal risks, how to guide your sales and marketing colleagues to safer ground, and how to collaborate with sales and marketing personnel to produce profitable business results that also satisfy the company's compliance and risk management requirements.</p> <p>Elisabeth S. Preston Chief Legal Officer and Corporate Secretary Allen-Vanguard Corporation and affiliates</p> <p><i>Additional corporate counsel TBA</i></p>
304	<p>Current Issues in Cross-Border Mergers & Acquisitions</p> <p>This session will consider developments in M&A law with a focus on cross-border transactions. If your organization is considering strategic acquisitions on either side of the border, attend this session to get an up-to-date perspective on the prevailing financial, economic, political and business factors in the North American M&A market.</p> <p>Ariel Deckelbaum Paul, Weiss, Rifkind, Wharton & Garrison LLP</p> <p>Vincent Mercier Davies Ward Phillips & Vineberg LLP</p> <p><i>Corporate counsel TBA</i></p>
11:30am – 12:00 pm	Networking Break
12:00 pm – 1:15 pm	CONCURRENT WORKSHOPS – 400 SERIES
401	<p>The Nexus Between Governance, Compliance and Ethics</p> <p>The demands on corporate counsel to ensure compliance with corporate governance rules and regulatory requirements, while meeting the expectations of directors, officers, shareholders, employees and other stakeholders combine to make the role of in-house counsel important and ethically challenging.</p>

	<p>Increasingly, corporate counsel are seen as the conscience of the company. Is this accurate? Is it fair? Is every governance or compliance failure necessarily an ethical breach as well? Can the adoption of a legal and ethical code of conduct help mitigate risks or does it just add another layer of compliance? Attend this panel session for practical insights into these complex issues.</p> <p>Ken Jull Baker & McKenzie</p> <p><i>Corporate counsel TBA</i></p>
402	<p>The Art of War: Strategies for Managing Unsolicited Offers and Proxy Contests</p> <p>Nothing presents a greater challenge to your carefully-laid corporate strategic plans than unexpected and unanticipated attempts by external actors to gain or assert control over your organization and operations. To ensure you are prepared to tackle unsolicited M&A offers and proxy contests, attend this session for a multi-disciplinary panel discussion on the latest developments and tactics to maximize your success in these critical, often unplanned situations. Our panelists will also offer advice to ensure your board, senior management and the law department have a viable action plan in place to help minimize the impact of these otherwise severe disruptions.</p> <p>Brad Allen Senior Vice President Laurel Hill Advisory Group</p> <p>Sander Grieve Fraser Milner Casgrain LLP</p> <p>Michael Schafler Fraser Milner Casgrain LLP</p> <p><i>Corporate counsel TBA</i></p>
403	<p>Current Issues in Employment Law</p> <p>Human rights claims are on the rise, damages awards are creeping higher and frivolous lawsuits are taking longer to resolve. Employers continue to face increasingly complex challenges in their dealings with employees. It is critical for all in-house counsel to stay abreast of the latest developments and case law in this area in order to avoid expensive, damaging and time-consuming errors.</p> <p>This session will outline key employment issues across Canada in the past year, including the latest word on the duty to accommodate, drug and alcohol testing, workplace privacy, wrongful dismissal and discrimination claims.</p>

	<p>Gita Anand Miller Thomson LLP</p> <p>Fernando Garcia General Counsel and Corporate Secretary Navistar Canada, Inc.</p> <p><i>Corporate counsel TBA</i></p>
404	<p style="text-align: center;">CLO Roundtable Session II <i>(session restricted to CLO's, General Counsel, Legal Directors)</i></p> <p>The General Counsel as Counselor</p> <p>Whether it involves delivering bad news, managing expectations during high-stakes litigation, or talking senior management out of a potentially ruinous course of action, the general counsel's role as counselor is critical. Delivering information and calm instruction during a crisis, providing guidance during challenging transactions and contributing to the formulation of business strategy are all critical abilities expected of the modern general counsel. What skills are needed when counseling senior management and the board of directors? How can you deliver bad news and still be seen as a team player? Our facilitators – general counsel who have counseled their companies through highs and lows – will share their secrets.</p> <p>Antoinette Bozac Vice President, Human Resources & Legal Affairs and General Counsel Canada Lands Company</p> <p>Geoffrey Creighton Senior Vice-President, General Counsel and Secretary and Chief Compliance Officer IGM Financial Inc.</p>
1:15 pm – 3:00 pm	<p>Luncheon</p> <p>Keynote Address</p> <p>Neil St. John Director, Government Relations & Legal Counsel Canadian Public Accountability Board</p>
3:00 – 4:15 pm	<p>Closing Plenary <i>presented by Fraser Milner Casgrain LLP</i></p> <p>Proving and Communicating the Value of the In-House Legal Department</p> <p>Measuring, assessing and explaining your performance is one of the most common and vexing areas of concern for corporate counsel and leaders of in-</p>

house law departments – and also one of the most critical elements of managing a legal department. How do you demonstrate the value of your legal department to managers and directors who may be of the view that the in-house legal department is, at best, a cost centre? In this session you will explore methods for communicating your department's performance, productivity and quality of outcome, how to quantify value instead of cost when proving your department's value, and how to speak to senior management about the law department using language, metrics and methodology they find effective and meaningful.

Brian Armstrong Q.C.
Executive Vice President and General Counsel
Bruce Power

Brian Wylynko
Managing Director – Legal Canada
Federal Express Canada Limited

Additional corporate counsel TBA