

CCCA 2008 NATIONAL SPRING CONFERENCE

April 13 – 15th, 2008

Hilton Toronto Hotel



Corporate Counsel, Corporate Leaders: Strategies for Risk Management and Business Planning

Conference Partners: Stikeman Elliott LLP
Skadden, Arps, Slate, Meagher & Flom LLP

Conference Junior Partners: Miller Thomson LLP
Hodgson Russ LLP

SUNDAY, APRIL 13, 2007

CCCA Spring Training Camp For New To In-House and New Managers

9:00 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.

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

SUNDAY, APRIL 13, 2008

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

6:30 pm – 9:30 pm


Opening Cocktail & R.V.A. Jones Award Reception
Sponsored by Fraser Milner Casgrain LLP



FRASER MILNER CASGRAIN LLP

MONDAY, APRIL 14, 2008

Conference Day One

7:30 am	Registration Opens
8:00 am – 9:00 am	Breakfast served in Exhibit Hall
9:00 am – 10:45 am	<p>Opening Plenary presented by Gowling Lafleur Henderson LLP</p>  <p>The Role of the General Counsel: Risk Management and Business Strategy in the Global Context</p> <p><i>In today's global economy, corporations that do business on the international stage increasingly look to their general counsel to take a leadership role in addressing issues of risk management and strategic business planning. If you are a CLO who is expected to make a significant contribution in these areas, what skills and strategies should you employ in order to be most effective?</i></p> <p><i>In this session, a diverse panel of international general counsel will help you think more carefully about these important and complex roles, including tips and tactics that will help you take control of these responsibilities. They will discuss their experiences in these markets and offer insight and advice for managing risk and dealing with your counterparts in other jurisdictions.</i></p> <p><u>Moderator</u></p> <p><i>To be announced</i></p> <p><u>Speakers</u></p> <p>Brad C. Brubaker Sr. Vice President, General Counsel and Corporate Secretary SAP America, Inc.</p> <p>Peter Turner CEO and General Counsel Australian Corporate Lawyers Association</p> <p><i>Additional corporate counsel speakers TBA</i></p>
10:45am – 11:30am	Networking Break in the Exhibit Hall

<p>101</p>	<p>Conference Partner Workshop presented by Stikeman Elliott LLP</p>  <p>Preserving Corporate Privilege</p> <p><i>Maintaining corporate privilege has become increasingly difficult for in-house counsel. In this panel discussion, you will identify some of the longstanding and newer threats to corporate privilege and learn tips that will help your law department adjust and respond to these challenges, including what to do in cases of inadvertent disclosure and a look at how savvy corporate counsel are responding to requests for waivers of privilege.</i></p> <p>Panelists David R. Byers Stikeman Elliott LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>102</p>	<p>Litigation Risk I: The Litigator’s Perspective on Common Trouble Spots That Can Land You In Court</p> <p><i>Assessing and quantifying litigation risk is one of the most challenging undertakings for corporate counsel. Before you can confidently identify potential risks and provide useful guidance to your organization, you need a clear understanding of the most common trouble spots for in-house counsel. In this session, a panel of experienced litigators and corporate counsel will share their insights on some of the most problematic areas of practice for corporate counsel, including the types of commercial disputes that tend escalate into full-blown litigation and what you can do to help your corporation steer clear of the courtroom.</i></p> <p>Panelists Joseph C. D’Angelo Lang Michener LLP</p> <p>Glenn Smith Lenczner Slaght Royce Smith Griffin LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>103</p>	<p>Best Practices for Corporate Secretaries</p> <p><i>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.</i></p> <p>Panelists Kathleen M. Ritchie Gowling Lafleur Henderson LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>

<p>104</p>	<p>Protecting Your Products and Brands</p> <p><i>Counterfeiting, grey market goods, copyright infringement – the threats to your company’s IP assets and products are vast and increasing. The first step in protecting your company and enforcing your IP rights is to develop an effective brand protection and anti-counterfeiting program. In this session, you will learn best practices for establishing a successful anti-counterfeiting program, including how to assess and quantify the different threats to your brands and products, strategies to control grey market goods and common challenges faced by corporate counsel.</i></p> <p>Panelists Marc J. Belliveau Stewart McKelvey</p> <p>Brian P. Isaac Smart & Biggar</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>105</p>	<p>Strategic Planning for the In-House Law Department</p> <p><i>Modern law departments are expected to contribute to the success of the organization in significant ways. The best in-house departments engage in strategic planning that complements corporate priorities. This goes far beyond setting the department’s budget; it involves determining the key roles for the law department in your organization, assessing the quantity and complexity of legal work done in-house, quantifying legal risks, forecasting future demand for in-house legal services and re-aligning the department with the other business units within the corporation. In this session, you will get practical advice to help you develop a law department business plan and obtain buy-in from management and the board.</i></p> <p>Panelists Richard Stock Catalyst Consulting</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>1:00 pm – 2:45 pm</p>	<p>Luncheon Sponsored by McCarthy Tétrault LLP</p>
<p>2:45 pm – 4:15 pm CONCURRENT WORKSHOPS – 200 SERIES</p>	
<p>201</p>	<p>U.S. Legal Issues for Canadian Subsidiaries: What Corporate Counsel Need to Know</p> <p><i>Sarbanes-Oxley (SOX) may be the most well-known piece of U.S. legislation affecting companies that do business in the United States but there is a vast assortment of other laws and regulations that are of particular concern for Canadian subsidiaries of U.S. parents, including the Patriot Act and other anti-terrorist legislation, the Foreign Corrupt Practices Act (FCPA), import and export controls, travel requirements, new protocols to the U.S. – Canada tax treaty and many more. In this session, hear from U.S. legal experts who will help you understand the critical cross-border legal issues affecting Canadian subsidiaries of U.S. parent corporations.</i></p> <p>Panelists</p> <p><i>Speakers TBA</i></p>

<p>202</p>	<p>Litigation Risk II: Preventative Measures to Minimize the Legal and Business Risks of Litigation</p> <p><i>In the past, many corporations saw litigation as the inevitable cost of doing business. Nowadays, it may be more appropriate to say that litigation is the inevitable cost of doing nothing. Instead of spending your valuable time and money defending lawsuits, it is far more cost-effective to adopt and implement procedures to avoid litigation before it begins. In this session, you will discuss processes for identifying risk, how to prepare your enterprise for litigation risks and how to handle some of the most common litigation risks, including electronic document management and records retention and managing claims and losses to protect your insurance coverage.</i></p> <p><u>Panelists</u></p> <p>Speakers TBA</p>
<p>203</p>	<p>Preparing for a Downturn: The Role of In-house Counsel in a Corporate Restructuring</p> <p><i>In an era of unprecedented economic growth and prosperity, it can be easy to forget that other sectors of the Canadian economy – particularly manufacturing and tourism – are struggling. Furthermore, the recent credit and liquidity crunch is a timely reminder that unanticipated dangers lurk beneath the surface of our strong economy. When good times turn to bad, organizations that are looking to restructure turn to their corporate counsel for answers. This must-attend session will present the different ways that companies who find themselves in trouble deal with a downturn using restructuring techniques and the special role played by corporate counsel in any turnaround situation.</i></p> <p><u>Panelists</u></p> <p>Greg Watson Partner & National Leader, Corporate Advisory & Restructuring PricewaterhouseCoopers LLP</p> <p>Additional corporate counsel speakers TBA</p>
<p>204</p>	<div style="text-align: right;">  FRASER MILNER CASGRAIN LLP  </div> <p>Corporate Governance: Renewing your Organization’s Commitment to Legal and Ethical Conduct</p> <p><i>In the immediate aftermath of corporate governance scandals such as Enron, Tyco, Parmalat and Worldcom, governments and regulators responded by imposing new requirements on corporations, most of which focused on issues related to compliance and disclosure. However, as more recent episodes of corporate malfeasance suggest, this narrow focus on meeting immediate regulatory requirements may mean that organizations have addressed the letter – but not the spirit – of governance reform. The result has been that many corporations still struggle to enact meaningful governance rules and regulations that ensure legal and ethical behaviour in line with the company’s strategic business objectives. Furthermore, in the absence of effective corporate governance controls, regulators and the courts seem intent on holding corporate counsel to a higher standard of conduct than the business people and “directing minds” of the company.</i></p> <p>(Continued)</p>

	<p><i>In this session, get an update on the latest developments and best practices for ensuring your board and management adhere to the highest legal and ethical standards from leading legal practitioners and general counsel, including an insight into one of the most prominent corporate governance stories of the past year, which had significant ramifications for Canadian corporate counsel – Hollinger International, Inc.</i></p> <p>Panelists Robert Balcom Vice-President and General Counsel Loblaw Companies Limited</p> <p>Zachary T. Fardon Latham & Watkins LLP</p> <p>Deborah L. Steiner Latham & Watkins LLP</p> <p><i>Additional speakers TBA</i></p>
205	<p>CLO Roundtable Session (session restricted to CLO's, General Counsel, Legal Directors)</p> <p>Corporate Counsel, Corporate Leaders: Adding Value and Expanding Your Influence</p> <p><i>Almost four in five corporate counsel (77 per cent) report that the most important role fulfilled by in-house counsel is an advisory or management role; only 23 per cent identify the legal role as most important. Today's effective corporate counsel must find a way to be heard over the competing voices of other C-suite executives in order contribute greater value to the organization, management and the board. In this informal roundtable discussion, our facilitators will offer practical advice for corporate counsel looking to expand their scope of influence within their company, achieve desired outcomes, communicate effectively and thrive in today's competitive corporate environment.</i></p> <p>Facilitators - Facilitators TBA</p>
4:15 pm	End of Day One
4:15 pm	Reception sponsored by Blake, Cassels & Graydon LLP

TUESDAY, APRIL 15, 2008

Conference Day Two

8:00 am – 9:00 am

Breakfast in Exhibit Hall

9:00 am – 10:30 am

CONCURRENT WORKSHOPS – 300 SERIES

301

Conference Partner Workshop

presented by Skadden, Arps, Slate, Meagher & Flom LLP



Cross-Border Corporate Finance

CanWest approached Canadian investors before making a bid for Alliance Atlantis, Asper said, including a number of banks. But the Canadian bank system "cannot support a transaction of this size," he added.

The media giant also approached pension funds without success. It was when CanWest had exhausted all its Canadian options that it turned to Goldman Sachs, Asper said.

"Asper tells CRTC of cloudy forecast for CanWest",
The Canadian Press, 2007-11-20

Corporate acquisitions and transactions continue to grow in both number and dollar value. As the proposed CanWest merger with Alliance Atlantis illustrates, sometimes the only restriction is the lack of available financing in Canada. As more and more Canadian businesses turn to the United States for corporate financing, in-house counsel need a solid understanding of how cross-border public and private debt and equity financing works. What has been the impact of the current credit crisis on financing? What impact does the strong Canadian dollar have on various financing options? Join us for a dynamic session and get up-to-speed on the complexities – and opportunities – in cross-border corporate financing.

Panelists

David P. Armstrong
Skadden, Arps, Slate, Meagher & Flom LLP

Christopher W. Morgan
Skadden, Arps, Slate, Meagher & Flom LLP

Additional corporate counsel speakers TBA

302

Litigation Risk III: Management of Ongoing Litigation

When it comes to managing the risks of litigation, even the most proactive corporations still get sued. Although you may have implemented various preventative measures to minimize the legal and business risks of litigation, once you become involved in ongoing legal action, a host of other issues arise. These include anticipating costs and setting a budget for litigation with the assistance of external counsel, litigation holds, preparing corporate officers for discoveries and trial, assessing the likelihood of a negotiated settlement and navigating the appeals process.

(Continued)

	<p><u>Panelists</u> Susan A. Griffin Fraser Milner Casgrain LLP</p> <p>Stephen Kertzman Vice President, Dispute Analysis & Valuations PricewaterhouseCoopers LLP</p> <p>Steven F. Rosenhek Fasken Martineau Dumoulin LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
303	<p>Anti-Corruption Compliance</p> <p><i>The U.S. Foreign Corrupt Practices Act, the Canadian Corruption of Foreign Public Officials Act and other regional anti-corruption and anti-bribery laws create a complex set of obligations for companies doing business around the world. In this session, you will learn about developing clear and effective internal controls to protect your personnel abroad from running afoul of the law, including tips for implementing a robust anti-corruption compliance program, insights into the challenges companies face in international and emerging markets and practical investigative, accounting and due diligence tools for responding to these serious challenges.</i></p> <p><u>Panelists</u> J. Bruce McMeekin Miller Thomson LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
304	<p>Knowledge Management for the In-House Law Department</p> <p><i>Reducing costs and expenses is critical for in-house legal departments. In many companies, the law department must comply with burdensome standards for efficiency and sometimes-outright skepticism from management and the board about the impact on the bottom line. One approach to reducing the general complexity of legal work is to organize and internalize “what has gone before” in a knowledge management system. More than just a precedent database, knowledge management can help corporate counsel share intelligence, capture new information, improve performance, achieve competitive advantage and, most importantly, avoid duplicating work that someone else in the department or external counsel has already completed. You don’t need to pay for the same research and legal workproduct over and over again – you just need to know how to reuse it.</i></p> <p><u>Panelists</u></p> <p><i>Speakers TBA</i></p>
10:30am – 11:15am	Networking Break in the Exhibit Hall

<p>401</p>	<p>The Inside Story on Outsourcing – Managing Risks and Contracting Issues</p> <p><i>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. Commonly-outsourced functions have typically included burdensome administrative tasks such as payroll processing and benefits administration, call centers and IT support. Now, as corporations turn to legal and business process outsourcing, including the outsourcing of accounting and financial functions, it is critically important that corporate counsel understand the associated risks and contracting issues. In this session, you will discuss tips for negotiating outsourcing agreements, how to assess the risks associated with outsourcing and strategies for achieving real cost savings and improved service quality.</i></p> <p><u>Panelists</u></p> <p>John Chang, Senior Vice President & National Leader, Outsourcing Advisory Group PricewaterhouseCoopers LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>402</p>	<p>Litigation Risks IV: Product Liability Litigation</p> <p><i>In an era of increasing litigation, corporate counsel are expected to navigate their company through complex, high-stakes lawsuits that may represent a significant threat to the ongoing viability of the organization. In particular, product liability cases have become a major area of concern with almost daily news coverage of high-profile product recalls involving pharmaceuticals and over-the-counter cold remedies, tainted pet food, unacceptable levels of lead in cosmetics and toys and faulty laptop batteries. These types of cases are difficult to defend, and can be very costly – both in terms of litigation costs and your corporate reputation. In this panel session, you will explore the current state of product liability jurisprudence in Canada and learn innovative strategies to help you overcome the challenges posed by such high-stakes product liability litigation.</i></p> <p><u>Panelists</u></p> <p>Wendy G. Hulton Miller Thomson LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>403</p>	<p>Best Practices in Internal Investigations</p> <p><i>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.</i></p> <p><i>(Continued)</i></p>

	<p><u>Panelists</u> John Keefe Goodmans LLP</p> <p><i>Additional corporate counsel speakers TBA</i></p>
<p>404</p>	<p>CLO Roundtable Session (session restricted to CLO's, General Counsel, Legal Directors)</p> <p>The Role of the General Counsel in the Parent/Subsidiary Relationship</p> <p><i>If your company uses subsidiaries in the course of its business, or if you work for a subsidiary corporation, this round-table session will provide you with practical advice about the role of the general counsel in managing some of the legal issues that may arise in the parent/subsidiary relationship. You will discuss issues such as the creation and financing of subsidiaries, discovery against a parent through its subsidiaries, privacy matters, jurisdictional issues and how to advise management and board members that may not appreciate the differing legal and compliance obligations of each affiliated corporation.</i></p> <p><u>Facilitators</u></p> <p><i>Facilitators TBA</i></p>
<p>12:45 pm – 2:30 pm</p>	<p>Luncheon sponsored by Lex Mundi's Canadian Member Firms</p>
<p>2:30 pm – 3:30 pm</p>	<p>Closing Plenary Going Green: Environmental Risk Management and Sustainability</p> <p><i>Environmental risk management and sustainability is an important element of any modern company's social responsibility program. More than just increased demand for sustainable and environmentally sound products and services, the market is demanding a greater degree of environmental stewardship from corporations, including conservation initiatives, waste-reduction, carbon offsetting, remediation planning and cleaner and "greener" manufacturing processes. As a result, more and more corporations are turning to their corporate counsel for guidance in this sensitive area.</i></p> <p><i>In this session, you will hear from corporate counsel who have been instrumental in promoting higher standards of environmental responsibility within their organizations. You will learn what sustainability has meant for their companies, current methods for assessing and benchmarking sustainability, insight into negotiating environmental provisions in commercial agreements, how environmental risk management can be used to identify potential legal and reputational risks and how best to communicate that information to management and the board.</i></p> <p><u>Moderator</u> Moderator TBA</p> <p><u>Speakers</u> Speakers TBA</p>