Managing Strategic Alliances

Opening the door to successful alliances to expand business opportunities

April 21 & 22, 2015, Toronto

Workshop Included:
Exit Strategies and Dissolution: Termination Mechanisms

who should attend
VPs, Directors and Senior Professionals in forming or implementing strategic alliances in strategic planning, business development, operations, finance, audit and other key areas; In-House Counsel

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Pivotal Payments

Edward Perry,
Worldhotels

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course highlights
• Learn about the key considerations in evaluating the advantages and risks of entering into a strategic alliance
• Get tips about negotiating and establishing internal alliance capability and competence
• Examine strategies assessing and selecting alliance partners of choice
• Explore the planning and framework needed for defining the alliance scope and overcoming cultural integration issues
• Learn how to avoid problems and traps when structuring pre-contract agreements
• Hear how to protect your interests and manage risks through sound due diligence
• Find out how your communications can make all the difference in forming successful alliances
• Get the latest on monitoring and measuring alliance success
COURSE PROGRAM

RATIONALE FOR ALLIANCES: KEY BUSINESS FACTORS, CHARACTERISTICS & TYPE

Businesses often turn to strategic alliances as an effective means to grow and to capitalize on value opportunities that they would not by operating independently. This presentation will provide a practical examination of the key business factors that go into the decision to enter into an alliance, as well as explore the main types and characteristics of strategic alliances being entered into.

- When to consider entering into a strategic alliance: key considerations
- Different legal forms of strategic alliances: key characteristics
- Factors in determining which type of business structure best suit your needs
- Advantages and potential risks associated with partnership; limited partnership; and the joint venture
- Tax considerations in choosing structure
- Systematic crafting of the alliance portfolio
- Structures best suited for international ventures

STRATEGIES FOR PARTNER SELECTION

One of the main strengths of strategic alliances lies in the combining of resources and skills that each party brings to the arrangement, making the whole greater than the sum of its parts. In choosing the right partners, the most suitable candidates will complement existing partners and fit the objective of the intended alliance. In this way, identifying strategic and cultural similarities is as important as evaluating financial fitness, information technology capabilities, and R&D track record. This session will explore strategies for finding the partners of choice.

- Determining if the party has the capabilities and the technology that can make the venture work
- Assessing the party’s management skills that are required for a successful collaboration
- Evaluating whether the party has the financial resources as well as the physical assets that are needed
- Steps in performing partner due diligence
- Identifying potential partner’s strategic behaviors and objectives
- Determining if there is an organizational fit: do the parties see eye to eye from a management perspective?
- Red flags when assessing potential partners

While nothing compares to the experience of attending the live event, with its enhanced networking opportunities and direct contact with leading experts, for those unable to attend in person FP provides a convenient option to still benefit from this unsurpassed learning experience:

FP’s live interactive Webcasts allow you to actively participate in events, from downloading all material distributed by lecturers to asking speakers questions.
NEGOTIATION STRATEGIES & OVERCOMING CULTURAL DIFFERENCES

This session will explore practical issues in the negotiations for entering into and managing strategic alliances from a cultural standpoint.
- Defining the legal framework of the alliance
- Financial and managerial structure of an alliance
- Accessing and bridging cross-cultural challenges
- Evaluating working, management and leadership styles
- Identifying the key components of an alliance team charter
- Designing scope, building trust and developing expectations

AGREEMENT DRAFTING & TRAPS TO AVOID

In order to fully realize the benefits of a strategic alliance, extreme care must be put into the structuring and drafting of the agreements creating the business arrangement. This session will provide an overview of the structuring considerations and contractual issues associated with these types of arrangements.
- Initial documentation requirements
- Incorporating substantive issues into contractual language
- Setting out the role of partners: resources each partner will contribute to alliance
- Critical legal, accounting and financial issues
- Pre-contractual agreements
- Developing terms and conditions that anticipate change
- Exclusivity & exit provisions
- Key problem clauses

PROTECTING YOUR COMPANY’S INTERESTS

Sound due diligence and effective risk management processes will enable your organization to protect its interests when creating a strategic alliance. This session will address key risk management issues related to legal and financial matters associated with the alliance.
- Determining leading risk areas and steps to take to mitigate risks
- Form of strategic alliance
- Reducing risk through effective due diligence
- Limitation of liability issues
- Governing law and legal frameworks; international alliances
- Establishment of a comprehensive governance framework
- Protecting IP
- Terminating the strategic alliance

CREATING EFFECTIVE INTER- AND INTRA-COMPANY COMMUNICATION PROCESSES

Strategic alliance success lies in the effectiveness of communications. Not only do senior management have to communicate the alliance’s shared goals throughout the aligned partners to develop a win-win relationship, but clear communication must be maintained over the life of the alliance so that uncertainties and complexities of day-to-day activities can be addressed for smooth management of the alliance.
- Specific characteristics required for effective communication
- Developing and implementing an effective communications strategy
- Defining and opening multiple channels
- Employee engagement throughout the aligned partners
- Employing formal and informal channels of communication
- Key issues that need to be communicated
- Guidelines for effective inter- and intra-company alliance communication systems
- Creating a culture of alliance knowledge sharing

MANAGING MULTIPLE ALLIANCES & CONTROL OF THE ALLIANCE

In order to benefit from emerging opportunities in today’s business world, businesses need to have many options, opportunities, and avenues for creating value at their disposal. This often requires them entering into multiple alliances in multiple markets, which will need to be managed using an alliance portfolio management system. This session will explore the process for managing multiple alliances.
- How to use network of multiple alliances to create competitive advantage
- Developing a consistent alliance portfolio to fit business goals
- Development and use of business and product development “road maps”
- How road maps factor into managing multiple partnerships around “go to market” timing

MEASUREMENT OF SUCCESS OF ALLIANCES

To be effective, performance measures need to be addressed before, not during or after entering into an alliance, as properly executed metrics will consist of a series of “vital signs” designed to quantify the value obtained from the alliance, measure the overall performance on both sides of the partnership and identify key areas of improvement before it is too late. This session will explore how to create a measurement process for the strategic alliance.
- Establishing effective governance structures to provide consistent metrics to measure and monitor alliance
- Identifying the areas that must and should be measured
- Setting specific, measurable long and short-term goals
- Resources and capabilities needed to measure performance
- Measures that help to guide the alliance team
- Establishing a set of incentives and penalties tied to alliance activities

BUILDING AN ORGANIZATIONAL ALLIANCE MANAGEMENT COMPETENCE

Companies consistently successful with their alliances often have created a formal alliance management process that incorporates negotiation of rights and responsibilities, effective governance structures, launching and integrating the alliance, training of people directly engaged in the alliance and ongoing communication, measurement and management. This session will explore the key issues associated with building an alliance management competence across your organization.
- Achieving clarity on its long-term and short-term goals
- Adjusting the alliance over time
- Establishing internal alliance capability to sustain success: promoting internal change
- Developing management philosophy, management decision-making processes and shared goals
- Monitoring the alliance and measuring performance
- Developing control systems
- Setting up mechanisms for managing conflicts and differences

WORKSHOP

EXIT STRATEGIES AND DISSOLUTION: TERMINATION MECHANISMS

Strategic alliance agreements should set out how disputes between parties are to be resolved, as well as detailed provisions covering exit strategies, in the event that during the life of the venture the parties are unable to reconcile their differences. This session will examine the factors to consider in negotiating such provisions.
- Mediation, arbitration and litigation strategies as they relate to strategic alliances
- Use of arbitration models and arbitration institutions
- Dealing with breach, deadlock and default
- Strategies in dealing with the termination of the strategic alliance
- Exit strategy options: importance of designing suitable exit mechanisms
- Key factors in establishing the exit mechanism
- Establishing trigger events and how assets will be divided up
- Establishing termination rights: automatic or discretionary
- Legal and practical aspects of exit mechanisms
The “Proceedings” is your Web repository of learning resources for this event. It includes:
- the recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;
- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

The price of the Proceedings (one user licence) is $299 if you are attending in person or by Webcast; or $799 otherwise.

**Joint Venture & Strategic Alliance Agreements**
Susan Tomaine
Blake, Cassels & Graydon LLP

**Deal Synergies and Integration Skills**
Steve Spooner
Mitel Networks

**Confidentiality Agreements and Letters of Intent**
Janet Grove
Bull, Houser & Tupper LLP

**Organizational Culture and Leadership Required for Effective Integration**
Kelly Isfan
Campbellford Memorial Hospital

**Integration Planning as Part of the Due Diligence Process**
Craig A. Bell
TOM Capital Associates Inc.

**Joint Venture & Strategic Alliance Agreements**
Ruby E. Barber
Bell Canada

**Practical Strategies for Successful Strategic Alliances**
Dr. Ingo Koenig, MBA, Ph.D.
Koenig & Consultants Inc. - The Value Factory

**Negotiating International Joint Ventures & Strategic Alliance Agreements**
Mark A. Trachuk
Osler, Hoskin & Harcourt, LLP

**Tax for Joint Ventures/Strategic Alliances**
Ken Snider
Cassels Brock & Blackwell LLP

**Building Effective Alliances**
John Capobianco
Fleishman-Hillard Canada

**International & Cross Border Agreements**
Jonathan C. Lotz
Heenan Blaikie LLP

**Joint Venture & Strategic Alliance Agreements**
Fred R. Fletcher
Borden Ladner Gervais LLP

**International Due Diligence**
Lesley S. Bissell-Baldwin
IBIS International Business Intelligence Services Corporation

**Due Diligence Essentials to Reduce Risks of International Joint Ventures**
Clark L. E. Harrop
Tim Hortons Inc.

**Enterprise-Wide Internal Controls Integration**
Navaaz Lalani
Alberta Electric System Operator

**Designing an Integration Strategy**
Rose Oushalkas
Carego

**Communication Strategies for Integrations**
Catherine Fels-Smith
Toronto Board of Trade

**Optimizing HR’s Role and Readiness for Integration**
Bart Hermans
Mercer

**Role of Leadership in Post-Merger Integration**
Sophia L. Levy-Fresner
Granite Global Solutions

**API: Direct Marketing Strategies**
Dave D’Entremont
Fleishman-Hillard Canada

**International Joint Ventures**
Doug H. Sanders
Borden Ladner Gervais LLP

**Successful Techniques in Conducting Due Diligence for M&A Transactions**
Gordon Krofchick
Krofchick Valuation Partners

**Panel: Deal Synergies and Integration Skills**
Chris Harris
Spin Master Ltd.

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6688 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Courtyard by Marriott Downtown Toronto, 475 Yonge Street, Toronto, ON, M5Y 1X7

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 8:00. The second day ends at 5:00 p.m.

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