

Applicable toward CPD Requirement

3rd

# IT Contracting & Purchasing

Effective contracting, purchasing and managing of IT products and services

June 4 & 5, 2015, Toronto

**Workshop Included: CLOUD CONTRACTS**

## course highlights

- Discover how to implement IT procurement governance best practices
- Hear how Accenture successfully negotiates IT deals with its suppliers
- Learn to navigate the challenges in software procurement and licensing
- Key into the emerging issues in IT public sector procurement
- Discover how the City of Toronto uses RFPs to create enforceable contractual commitments
- Benefit from best practices in negotiating IT outsourcing agreements
- Achieve your service level objectives through clear and well-structured service level agreements
- Find out how to develop win-win contact models with your customers
- Explore the opportunities and challenges in emerging technologies
- Minimize your risks of potential disputes in IT contracts

## who should attend

Private & Public Sector In-house counsel, Executives, Directors & Managers involved in procurement, asset management, contract management, IM/IT, outsourcing, lawyers, consultants

Speakers & Participating Organizations Two-Day Event!



Course Leader  
Sean Caragata,  
Cisco Systems Inc.



Course Leader  
Richard F.D. Corley,  
Goodmans LLP



Rochard Beharry,  
City of Mississauga



Duncan C. Card,  
Bennett Jones LLP



Christopher Cates,  
Bell Canada



Edward T. Fan,  
Torys LLP



Elaine R. Holt,  
City of Toronto



Christopher N. Hunter,  
Norton Rose Fulbright  
Canada LLP



Mark Johnson,  
Infusion



Wendy Law,  
City of Mississauga



P. Bradley Limpert,  
Limpert & Associates



Daniel Logan,  
McCarthy Tétrault LLP



J. Fraser Mann,  
Mann Symons LLP



Bruno P. Soucy,  
Blaney McMurtry LLP



Parna Sabet-Stephenson,  
Blake Cassels &  
Graydon LLP

webcast

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.

## COURSE LEADERS

### SEAN CARAGATA

Sean Caragata is Director, Legal Services at **Cisco Systems Inc.** He is a seasoned commercial and IT lawyer who provides business advice, develops strategy, and drafts and negotiates high value sales, service, consulting, licensing, and M&A contracts in countries around the world.

### RICHARD F.D. CORLEY

Richard Corley is a Partner at **Goodmans LLP.** His practice focuses on technology and IT law. He has over 25 years of experience, including complex outsourcing transactions, technology M&A, joint ventures and technology competition law matters.

## CO-LECTURERS

### ROCHARD BEHARRY

Rochard Beharry is Legal Counsel, Information Technology and Intellectual Property at the **City of Mississauga.**

### DUNCAN C. CARD

Duncan C. Card is Partner, Co-Head of Information Technology at **Bennett Jones LLP.** He is widely regarded as one of Canada's leading technology lawyers.

### CHRISTOPHER CATES

Christopher Cates is Assistant General Counsel - Procurement & Patents at **Bell Canada.**

### EDWARD T. FAN

Edward T. Fan is a Partner at **Torys LLP.** His practice focuses on intellectual property and technology and licenses and agreements.

### ELAINE R. HOLT

Elaine R. Holt is a Solicitor at **City of Toronto, Legal Services.** She practices exclusively in the field of IT and IT procurement for the City of Toronto.

### CHRISTOPHER N. HUNTER

Christopher N. Hunter is a Partner at **Norton Rose Fulbright Canada LLP.** He regularly negotiates and drafts technology-related agreements.

### MARK JOHNSON

Mark Johnson is General Counsel at **Infusion.** He is responsible for the handling of complex legal matters that come with serving clients internationally.

### WENDY LAW

Wendy Law is the Deputy City Solicitor for the **Municipal Law Section at the City of Mississauga.**

### P. BRADLEY LIMPERT

P. Bradley Limpert is Principal at **Limpert & Associates.** His practice focuses on technology law, principally in the areas of litigation and commercialization.

### DANIEL LOGAN

F. Daniel H. Logan is a Partner at **McCarthy Tétrault LLP.** His practice includes a focus on on payment systems, technology and outsourcing matters.

### J. FRASER MANN

J. Fraser Mann is a Partner at **Mann Symons LLP.** He practices primarily in the areas of technology, procurement, e-health and intellectual property law.

### BRUNO P. SOUCY

Bruno Soucy is a Partner at **Blaney McMurtry LLP.** He practices in the areas of intellectual property and technology law.

### PARNA SABET-STEPHENSON

Parna Sabet-Stephenson is a Partner at **Blake Cassels & Graydon LLP.** She specializes in all aspects of outsourcing, technology law and e-commerce.

# COURSE PROGRAM

## IT PROCUREMENT GOVERNANCE

Proper handling of IT procurement and project planning processes are crucial to effective deployment and operation of IT infrastructure as well as management of public and corporate finances. This session will highlight the need for IT procurement governance, explaining what it is, why it is critical and how to implement:

- Rules that frame the procurement process
- Identifying procurement compliance gaps and liability concerns
- Symptoms of poor governance and how to address them through policy updates
- IT procurement governance best practices
- Key legal issues in IT procurement
- Regulatory aspects that play a role in procurement of IT services
- Best practices for managing business and legal risk

## NEGOTIATING IT CONTRACTS - ADVANCED STRATEGIES TOOLKIT

In order to take advantage of what the marketplace has to offer and achieve success in your IT contracting, you will want to remain on the cutting edge of best practices in negotiating and drafting agreements. This session will explore advanced negotiating principles and how to apply them so that your personal strengths and weaknesses can be used most effectively in future negotiations.

- Characteristics of a successful negotiator
- Assessing your negotiating philosophy and adapting it to create successful conclusions
- Planning and preparing for negotiations: how to set your targets prior to the negotiation
- Evaluating negotiating practices and improving skills
- Working with emotions and avoiding traps

- *This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.*
- *For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.*
- *Attendance at this course can be reported as 11 hours of Continuing Professional Development (CPD) to the Law Society of B.C.*
- *The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members*



## SOFTWARE CONTRACTS

Software is a complex product that can provide additional challenges to organizations involved in its procurement. This session will explore how to overcome these challenges in software contracts addressing the main issues in software procurement and licensing.

- Using software asset management tools and processes
- Planning, negotiating and managing software agreements
- Preplanning and disaster recovery issues
- Areas of risk in a software license agreement
- Trends that could increase software costs

## DRAFTING EFFECTIVE RFPs

This session will provide best practices for drafting and negotiating RFPs.

- Fundamentals of government proposal writing
- Codifying all requirements in a single document
- Aligning objectives and evaluation criteria
- Trends in RFP design
- Obligations of the owner and bidders in RFPs
- Binding vs. non-binding RFPs
- Proposal handling process: screening for compliance
- Establishing and prioritizing selection criteria
- Avoiding missteps in the process

## IT OUTSOURCING CONTRACTS

Organizations are increasingly turning to IT outsourcing. With the well-being of your organization often resting on these arrangements, it is critical that you have a sound understanding of these agreements. This session will examine key considerations in IT outsourcing agreements.

- Best practices in negotiating IT outsourcing agreements
- Asset ownership issues in outsourcing arrangements
- Adding flexibility and scalability to your outsourcing contracts
- Framework for measuring service provider performance
- Protecting security and confidentiality in the agreement
- Risk allocation

## SERVICE LEVEL AGREEMENTS

To maximize the effectiveness of your service level agreements, customers need to structure their service level expectations into well-constructed and clearly defined objectives. This session will examine the process of designing and drafting a service level agreement to ensure its long-term success.

- Defining service-level objectives and drafting them into the agreement
- Internal governance of contract including monitoring and reporting
- Defining consequences of breach
- Negotiating improvements

## DEVELOPING WIN-WIN CONTRACT MODELS

With organizations becoming more dependent on external vendors, they are recognizing the need to transition from buyers to relationship managers. This presentation will address how to develop win-win contract models.

- How to establish and maintain an effective working relationship with your key vendors
- Making the transition from a traditional “customer-vendor” relationship to a “strategic partner” relationship
- Customer-vendor relationship management management from an alternative perspective

## EMERGING TECHNOLOGIES: NEW CHALLENGES AND OPPORTUNITIES

This session will look at emerging technologies, the challenges and opportunities that they provide and their impact on IT agreements. Key new trends that will impact how you buy and manage technology impact on procurement and asset management

- Refining procurement processes to analyze cost effectiveness
- Virtualization of IT
- Cloud-based solutions
- Social media tools and issues
- Green computing
- Data protection issues

## LARGE-SCALE IT CONTRACT NEGOTIATIONS AT BELL

This presentation is designed to help you understand the key elements and strategies that drive an effective large scale IT purchasing transaction. It will explore practices that can be applied to any organization to improve the outcomes of their IT projects while helping mitigate risks. In particular, this presentation will discuss:

- The IT project contract “life-cycle”
- Crafting a negotiation structure and negotiation strategies
- Documenting and maintaining your contractual documents
- Creating mutually beneficial incentive structures to foster collaboration and project completion
- Planning for the end of a project and transition

## BEST PRACTICES FOR MANAGING AND RESOLVING IT CONTRACT DISPUTES

Almost all large, complex IT procurement contracts run into disputes at some stage. This session will explore how to minimize the risk of future disputes in business contracts and provide cost-effective strategies to deal with disputes and litigation risks should they arise.

- Drafting dispute resolution clauses for IT contracts
- Creating a dispute resolution mechanism
- Negotiating arbitration clauses for IT contracts
- Inclusion of constructive performance obligations
- Drafting key provisions to minimize the risk of disputes
- Increased risk factors for IT contract disputes

## WORKSHOP

### CLOUD CONTRACTS

While cloud computing gives organizations low-cost access to powerful computer resources, the process is not without its risks and legal pitfalls. This workshop will explore what cloud computing is, various cloud computing service models and the related legal and compliance issues.

- Trends in cloud pricing models and contracting
- Managing cloud risks: security, identity protection, regulatory issues
- Due diligence on the service provider
- Trust criteria in cloud services: security, privacy, confidentiality, availability, integrity
- Managing and monitoring cloud services, including SLAs
- Anticipated savings: hidden costs in cloud contracts
- Data protection: securing personal and confidential information
- Disaster recovery and continuity planning
- Governance and other key cloud contracting issues

# PROCEEDINGS



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.

**Due Diligence for Complex IP and IT Technology Transactions**  
Colleen Spring Zimmerman  
*Fogler, Rubinfog LLP - Barristers & Solicitors*

**IT Law and Outsourcing Agreements**  
Matthew Peters  
*McCarthy Tetrault LLP*

**Key Issues for IT Agreements**  
J. Fraser Mann  
*J.F. Mann Law*

**Negotiating Cross-Border IP & IT Transactions**  
Mark D. Penner  
*Fasken Martineau DuMoulin LLP*

**Managing IT & IP Disputes**  
P. Bradley Limpert  
*Rideout & Maybee LLP*

**Panel: IT Procurement Governance**  
Robert Ellis  
*Celestica*

**Controlling IT Contract Costs**  
Phillip Bidinoff  
*Business IT Auditors*

**Negotiation Strategies**  
Elena V. Reshetnikova  
*Accenture Inc.*

**Software Contracts**  
Eric Boehm  
*Borden Ladner Gervais LLP*

**Panel: Major Issues in IT Public Sector Procurement**  
Kevin McGuinness  
*Ministry of Attorney General*  
**10 Questions Directors Should Ask About Information Technology**  
Paul Zonneveld  
*Deloitte & Touche LLP*

**IT Outsourcing Contracts**  
Parna Sabet-Stephenson  
*Blake, Cassels & Graydon LLP*

**Panel: Asset Management**  
John Ouzounis  
*SMT Corporation*

**Service Level Agreements**  
Donald B. Johnston  
*Aird & Berlis LLP*

**Vendor Panel: Developing Win-Win Contract Models**  
Constance Crosby  
*Cisco Canada*

**Panel: Emerging Technologies - New Challenges and Opportunities**  
Scott Wu  
*Compass Group Canada*

**Cloud Contracts**  
Richard F.D. Corley  
*Blake, Cassels & Graydon LLP*

**Best Practices for Managing and Resolving IT Contract Disputes**  
Shawn Jacka  
*Bereskin & Parr LLP*

**IT Financial Management and Budgeting**  
Brian McKenna  
*Deloitte*  
**Controlling IT Contract Costs**  
Elizabeth Bidinoff  
*Business IT Auditors*

**IT Contracts**  
Elisabeth Symons  
*Mann Symons LLP*

**Drafting IT Agreements**  
Mark Johnson  
*Infusion Development*

**Outsourcing Agreement Negotiations**  
Cheryl Slusarchuk  
*Blake, Cassels & Graydon LLP*

**Drafting and Negotiating a Successful Service Level Agreements**  
David Spratley  
*Davis LLP*

**Workshop: Practical Negotiating Techniques for Contracts & Agreements**  
Doug R. Sanders  
*Borden Ladner Gervais LLP*

**Registration:** To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 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, M4Y 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 9:00. The second day ends at 5:00 p.m.

**Cancellation:** Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee less 15% administration fee will be provided upon cancellation in writing received prior to May 21, 2015. No refunds will be issued after this date.

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## TO REGISTER FOR IT CONTRACTING AND PURCHASING

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Approving Manager Title \_\_\_\_\_  
Organization \_\_\_\_\_  
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City \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
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Please bill my credit card:  AMEX  VISA  Mastercard  
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WEBCAST: \$1575\*  
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WEBCAST + PROCEEDINGS: \$1874  
PROCEEDINGS: \$799\*  
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