



20th Annual Meeting

August 17 – 19, 2008

Hilton Quebec Hotel, Quebec City

Corporate Counsel: Building the Foundation for Success

Conference Agenda

MONDAY, AUGUST 18, 2008 – Conference Day One

7:30 am – 8:45 am	Breakfast
8:45 am – 10:15 am	Opening Plenary Building the Foundation for Success in Québec: Unique Challenges for General Counsel <i>Many of the laws and regulations that govern business activities and operations in Québec are similar to those in the other provinces. However, in-house counsel employed by Québec-based corporations or by companies that conduct business in Québec face a number of special challenges, notably the need to work within a legal regime based on the Civil Code and to carry on business in an environment where provincial laws make French the pre-eminent language. Québec also takes a distinctive in other key areas of special interest to corporate counsel, especially employment, labour and human rights law. This opening session will help you learn how these and other differences influence your daily practice, obtain advice on how to educate and guide directors and managers who may be unfamiliar with Québec's legal landscape and provide insight that will help you build a foundation for your company's success in a province that has a proven record of entrepreneurship and innovation.</i>
10:15 am – 10:45am	Networking Break

10:45 am – 12:15 pm	CONCURRENT WORKSHOPS – 100 SERIES
101	<p>Focus on Québec I: Managing and Surviving Class Action Litigation</p> <p><i>No Canadian corporation is immune from the threat of class action litigation. Class actions create some of the greatest exposure to risk any company can face. Moreover, corporations doing business in Québec are exposed to a greater risk of class action litigation than in any other Canadian jurisdiction. In this session, an expert panel of class action litigators and corporate counsel will discuss the current situation in Québec as compared to the rest of Canada, including recent amendments to the Code of Civil Procedure that substantially lessened the petitioner's burden to provide evidence in support of a certification motion, the special challenges faced by corporations that do business in Québec and the top need-to-know issues for corporate counsel managing these cases.</i></p>
102	<p>Competition Law Compliance for Corporate Counsel</p> <p><i>In today's business environment, as corporate counsel you require a clear understanding of competition law and how it impacts your company's business operations. Developing and implementing a robust competition law compliance program is the key to protecting your company. In this session you will learn how to create a compliance program that addresses your company's business needs and risk tolerance, including a discussion of the kinds of violations that will attract the attention of the Competition Bureau and the Bureau's approach to compliance programs generally, what to expect in terms of penalties and the potential personal liability of employees, officers and directors for Competition Act violations, and how to integrate your competition compliance program with your organization's other governance and compliance measures.</i></p>
103	<p>Leveraging IP: Intellectual Asset Management</p> <p><i>Intellectual property is becoming increasingly important in the context of a company's overall business strategy yet many legal departments are missing an important opportunity to contribute to the bottom line. You can leverage your company's IP to create and sustain a competitive advantage by pursuing individuals who infringe your patents and seeking out new opportunities for licensing, sales, joint-ventures and spin-offs. Get new ideas on how to exploit the full potential of your company's intellectual property portfolio and achieve these objectives in a cost-effective manner.</i></p>

104	<p>Managing Claims and Losses I: A Primer on Valuation and Loss Quantification for Corporate Counsel</p> <p><i>Litigation and regulatory disputes often require an assessment of complex economic matters, including quantification of value and loss. Typically, these disputes may involve business interruption losses, valuation of inventory, economic loss quantification arising from product recalls or product liability claims, personal injury claims and losses arising from employee dishonesty. As in-house counsel overseeing these matters, you will rely on the expertise of business valuers, forensic investigative accountants and forensic economists – but if you do not understand the basics of valuation or the basis for your experts' assumptions and analysis, you will not get the full benefit of their professional advice.</i></p> <p><i>Successful loss or damage quantification demands in-depth investigation and a solid understanding of the facts and case law, thorough preparation and convincing experts. In this session, get up to speed on the fundamentals of valuation and loss quantification, including how to effectively communicate these issues to the board and management and how to use this information when preparing to submit a claim to your insurer.</i></p>
12:30 pm – 2:15 pm	Luncheon
2:15 pm – 3:45 pm	CONCURRENT WORKSHOPS – 200 SERIES
201	<p>Focus on Québec II: Building the Foundation for Effective Corporate Social Responsibility</p> <p><i>In the modern business world, companies realize that they must earn the confidence of their customers or be held accountable for their actions. Many Québec-based corporations have embraced the role of the good corporate citizen and have become leaders in the area of corporate social responsibility, especially with respect to environmental sustainability. In this session, a diverse panel of corporate counsel who have been instrumental in promoting higher standards of corporate social responsibility within their organizations will discuss practical ways to take a strategic approach to CSR, including an examination of the provincial environmental regime and the unique business and legal complexities of doing business in Québec that have made corporate responsibility so important.</i></p>

202	<p>Creating a Strategic Plan for the In-House Law Department</p> <p><i>In today's corporate environment, 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, ensuring the continued professional growth of the in-house legal team consistent with evolving corporate priorities, 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 and your peers will discuss how to develop a law department business plan and obtain buy-in from management and the board.</i></p>
203	<p>Working with Your Sales and Marketing Department</p> <p><i>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? What are your obligations in Québec with respect to consumer protection, games and contest rules and French language requirements?</i></p> <p><i>This session will explore practical strategies designed to align the compliance and risk management functions with the business goal of increased revenue and profitability. Learn how to develop common ground with sales and marketing personnel and produce profitable business results that also satisfy the company's compliance and risk management requirements.</i></p>
204	<p>Managing Claims and Losses II: Getting the Best Results from Your Insurance Coverage</p> <p><i>Corporations routinely encounter a wide variety of claims and losses and pay considerable premiums for CGL, D&O, and other specific risk insurance products. How can you enhance the chances that your claims will be covered or losses paid by the insurance you purchased? What should you do and what should you avoid when managing your organization's claims and losses? How much time and effort do you need to devote to assisting your insurer in a subrogated action? Here's how to put together a team to get the best results possible.</i></p>
3:45 pm	End Day One
3:45 pm	Reception

TUESDAY, AUGUST 19, 2008 – Conference Day Two

7:30 am – 8:00 am	Annual General Meeting
8:00 am – 9:00 am	Breakfast
9:00 am – 10:30 am	CONCURRENT WORKSHOPS – 300 SERIES
301	<p>Focus on Québec III: Commercial Agreements in Québec</p> <p><i>Understanding how the essentials of the Québec Civil Code affects commercial agreements can present a significant challenge for corporate counsel accustomed to working under a common law system. Where does the common law lawyer begin? How do commercial agreements that are subject to the laws of Québec differ? What are the key factors that counsel should consider when deciding whether to accept Québec law as the governing law of a commercial agreement or to argue for the law of another province? Are there any special considerations that apply to the drafting, interpretation or resolution of disputes under a Québec contract? This session will help you identify the potential benefits and risks and make better-informed decisions in relation to commercial agreements that govern business activities or relationships in Québec.</i></p>
302	<p>The Public Sector I: The Latest Word on Public-Private Partnerships</p> <p><i>Governments in Canada face considerable challenges in meeting their obligation to properly maintain existing infrastructure assets and provide new facilities. One approach to addressing this problem is the public-private partnership, wherein the financing and operational efficiencies of private corporations are combined with public-sector knowledge and oversight through a partnership agreement. Whether your client is a corporation or government, this session will provide in-house counsel with a solid understanding of the various models and language of partnership agreements, including an overview of formalized P3 programs encountered in Canada, key trouble spots for corporate counsel that manage these agreements and tips for building success in major projects.</i></p>
303	<p>Litigation I: Going to Trial</p> <p><i>While litigation is undoubtedly risky, time-consuming and expensive, legal departments are sometimes forced to take the plunge and go to trial. Learn how to assess a case and the potential for going to trial at an early stage, including how to manage the types of disputes that tend to escalate into full-blown litigation, determining whether you can live with an unfavourable precedent and how to decide if you should settle or go to court.</i></p>

304	<p>CLO Roundtable Session I: The Fight to Protect Corporate Privilege (attendance restricted to the senior legal officer in the organization)</p> <p><i>Corporate privilege is under attack. Protecting the advice you give your client has never been more difficult for in-house counsel. In this roundtable session facilitated by senior corporate counsel, you and your peers will discuss the methods that leading in-house legal departments have adopted in the fight to preserve corporate privilege, including what has worked and what has not, and what is anticipated in terms of future threats.</i></p>
10:30 am – 11:00 am	Networking Break
11:00 am – 12:30 pm	CONCURRENT WORKSHOPS – 400 SERIES
401	<p>Focus on Québec IV: Employment Law Spotlight and the Duty to Accommodate</p> <p><i>While employment and labour laws in Québec share many features that are similar to those of the other provinces, there are a number of unique elements that corporate counsel from common law jurisdictions should understand. In this session, you will explore some of the key statutes governing the employment relationship in Québec, including human rights legislation, the distinction between unionized and non-unionized workers, and a special focus on the employer's duty to accommodate and to avoid unlawful discrimination.</i></p>
402	<p>The Public Sector II: Going Green in Public Procurement</p> <p><i>Consumers and citizens are increasingly demanding that corporations and governments adopt environmentally friendly policies and procedures. The scope of spending on goods and services by the public sectors provides a real opportunity for all levels of government in Canada to use their purchasing power to support environmental sustainability and help drive Canadian competitiveness. The federal government's Policy on Green Procurement took effect in April 2006. It requires that environmental performance considerations be incorporated into all government procurement. Other Canadian provinces and cities have developed or are considering the adoption of similar green procurement policies. What does this mean for vendors and other companies that do business with Canadian governments? What do corporate counsel need to know about this new trend in procurement? Find out in this panel session and learn how to build a foundation for success in "green" public sector purchasing.</i></p>

403	<p>Litigation II: The Corporate Plaintiff</p> <p><i>Most legal departments go to great lengths to keep their clients out of court. However, smart corporate counsel are learning to make use of the legal system to file claims and seek recoveries. Discover the secrets to being a successful plaintiff. Learn how to go on the offensive and transform your legal department from cost centre to revenue generator.</i></p>
404	<p>CLO Roundtable Session II: The Role of the General Counsel in a Multinational Corporation (attendance restricted to the senior legal officer in the organization)</p> <p><i>Whether you work for a multinational company or the subsidiary corporation of a multinational parent, this round-table session will provide you with practical advice about the role of the general counsel in managing the legal and business issues that may arise in such an organization. You will discuss tips for dealing with your counterparts in other jurisdictions, managing far-flung personnel, issues arising from cross-border litigation such as discovery against a parent through its subsidiaries, and how to advise management and board members that may not appreciate the corporation's differing legal and compliance obligations in other countries.</i></p>
12:45 pm – 2:30 pm	Luncheon
2:30 pm – 4:00 pm	<p>Closing Plenary</p> <p>The 21st Century General Counsel: Advisor, Dealmaker, Strategic Player</p> <p><i>The general counsel can support the company's big-picture business goals by taking on a leadership role in shaping strategic mergers and acquisitions. Despite the current economic slow-down in North America, as M&A activity in Canada continues unabated, it is worth asking what role should general counsel play in conducting due diligence and crafting deals. How can general counsel become better dealmakers? What do corporate counsel need to know to protect their company in any transaction, whether friendly or hostile?</i></p> <p><i>In this session, you will hear from an esteemed panel of general counsel who will discuss lessons learned from recent M&A transactions, including common deal-making pitfalls to avoid and advice for how you can become a better deal-maker in any M&A transaction.</i></p>