



# 2010 Corporate Counsel World Summit

September 26 – 28, 2010  
Toronto, Canada  
Program

## Conference Co-chairs

### Isabelle M. Hautot

General Counsel, International Expertise &  
Group Litigation  
France Telecom – Orange Group  
Member, Paris Bar

### Alain C. Rondeau

Vice President - Counsel  
and Corporate Secretary  
Pratt & Whitney Canada Corp

## Sunday, September 26, 2010

11:00 am – 12:00 pm **Welcome Brunch**

### Regional Forums

Each regional forum will present an overview of current legal and business trends designed for general counsel and senior business stakeholders responsible for managing their organizations' global legal, business and international trade activities and compliance initiatives. Each forum will review the landscape for foreign investment and acquisitions, key regulatory challenges and regional developments with respect to governance and compliance.

12:00 pm – 1:30 pm **Doing Business in the Americas**  
*presented by Fraser Milner Casgrain LLP*

Moderator: Matthew Peters  
Fraser Milner Casgrain LLP

Panelists: Michaël Hassan  
Legal Counsel  
PSP Investments  
Public Sector Pension Investment Board

Nile Kaya  
Assistant Corporate Counsel  
Kumon North America Inc.



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Gonzalo Ruiz San Sebastián  
Vice President – Legal  
Coca-Cola de México

2:00 pm – 3:30 pm **Doing Business in the EU**  
*presented by Eversheds LLP*

Moderator: Paul Smith  
Eversheds LLP

Panelists: Diana Newcombe  
Eversheds LLP

Wolf von Kumberg  
European Legal Director  
Assistant General Counsel  
Northrop Grumman Law Department

4:00pm – 5:30 pm **Doing Business in the Gulf Region**  
*presented by Blake, Cassels and Graydon LLP*

Moderator: Scott J. Burrell  
Blake, Cassels and Graydon LLP

Panelists: Eric Miller  
Senior Vice President, General Counsel and  
Secretary  
Nexen Inc.

J. Hugh O'Donnell  
Chairman and CEO,  
MMM Group International Inc.  
Chair, Canada-Arab Business Council



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6:00 pm – 8:00 pm **Opening Reception in Exhibit Hall**

## Monday, September 27

7:30 – 8:30 am **Sunrise Plenary**

### **The General Counsel and the Global Compliance Function**

*presented by Ogilvy Renault LLP*

In the current legal and regulatory environment, nearly every aspect of your business is exposed to some degree of compliance risk. Managing this risk may require the General Counsel to support and coordinate with other corporate non-lawyer led functions, such as a Chief Compliance Officer. In other cases, the General Counsel may have direct responsibility over the compliance function.

In this session, our panelists will explore the role of the General Counsel as it relates to compliance, including how to create an effective global compliance program, managing differences in local laws and compliance obligations, and coping with different legal and cultural standards for business and government conduct. You will also discuss whether, as an ethical and practical matter, the General Counsel should also act as the corporation's Chief Compliance Officer.

Moderator: Terence S. Dobbin  
Ogilvy Renault LLP

Panelists: Martin Lockyer  
Vice President Legal Services & Corporate Secretary  
CHC Helicopter

Nick Katerinakis  
Vice President, Chief Compliance Officer for Canada  
Goldman Sachs



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Hartland Paterson  
Vice-President, Legal, General Counsel and Corporate Secretary  
CAE Inc.

Christa C. Wessel  
Chief Legal Officer  
McCain Foods Limited

8:30 – 9:30 am      **Breakfast with the Exhibitors**

9:30 – 10:00 am    **Conference Opening: Welcome and Opening Ceremony**

10:00 – 11:00 am   **Plenary 1**

**International Competition/Antitrust Update**

*presented by Blake, Cassels & Graydon LLP*

During the Bush administration, the US Justice Department did not file a single case against a dominant firm for violating anti-monopoly laws; the Obama administration plans to restore an aggressive enforcement policy against corporations that use their market dominance to elbow out competitors or to keep them from gaining market share. Canada has proposed significant changes to its framework of competition laws. The EU continues to fine tune its existing legal and procedural regime for competition law and enforcement. With a focus on M&A review and anti-competitive practices, this panel will highlight these changes in several key jurisdictions, and provide a guide for corporate counsel in companies seeking to navigate these changes during challenging economic times.

Moderator:            Brian Facey  
                              Blake, Cassels and Graydon LLP

Panelists:             José Romeu G. Amaral  
                              President of Brazilian In-house Commission  
                              MDA – Movimento de Defesa da Advocacia



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Paul Collins  
Senior Deputy Commissioner of Competition  
Competition Bureau, Mergers Branch

Michael H. Knight  
Jones Day

Geneviève Richard  
Corporate Counsel  
Belron Canada Inc.

11:00 – 11:30 am     **Networking and Refreshment Break**

11:30 am – 12:30 pm   **Plenary 2**

**International Reform of Financial Regulation**

*presented by Osler, Hoskin & Harcourt LLP*

This panel will look at the global financial crisis that began in 2007 and led to what is being called the Great Recession, and will canvass the proposed responses to reform financial regulation at the international level as well as in Canada, the United States, the United Kingdom and Europe. What themes are emerging and where are these proposals taking us? Find out in this expert panel session.

Moderator:             Stephen Clark  
Osler, Hoskin & Harcourt LLP

Panelists:                Stephen P. Sigurdson  
Senior Vice President & General Counsel Canada  
Manulife Financial

Philip de L. Panet  
Senior Counsel, Canada  
UBS Securities Canada Inc.



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James E. Reilly  
Senior Vice President and  
Director, Dodd-Frank Act Implementation  
TD Bank, N.A.

12:30 – 2:00 pm

**Lunch with Keynote Speaker**

**Parag Khanna**

Economic Foreign Policy Expert and Director of the Global Governance Initiative and Senior Research Fellow at the New America Foundation

2:15 – 3:25 pm

**Concurrent Workshops**

**Workshop A1: Liability of Corporate Counsel**

*presented by Borden Ladner Gervais LLP*

Recent corporate scandals have led to increased prosecutorial scrutiny of officers, directors and professionals. Companies have become more willing to lay blame at the feet of their corporate counsel. Plaintiffs may consider suing corporate counsel to increase the size of potential settlements and pit corporate insiders against one another. Therefore, it is important for corporate counsel to understand the extent to which they may be found civilly or criminally liable as a result of their activities or those of their management, directors and officers. Moreover, any examination of the range of liability, reputational, regulatory and criminal risks arising in the course of in-house practice is further compounded when the company is multinational and has activities in many jurisdictions, giving rise to a risk of applicability of laws on a national and international basis. This session will explore the personal liability risks that corporate counsel face in everyday situations and provide advice so that corporate counsel can properly address those risks.

Moderator: Robert R. Shouldice  
Borden Ladner Gervais LLP

Panelists: Michael Junge  
Executive Vice President & Group General Counsel  
Global Legal Department  
SAP AG



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Robert A. Balcom  
Senior Vice President, General Counsel - Canada and Secretary  
George Weston Limited, and  
Senior Vice President and Secretary, Loblaw Companies Limited

Doug Nathanson  
Vice President and Associate General Counsel  
Canadian Tire Corporation, Limited

## **Workshop A2: Crisis Management and Risk to Reputation in the Global Context** *presented by Miller Thomson LLP*

Plunging share prices, unsustainable debt, errors in financial disclosures, investigations by regulators or the police, environmental accidents, product recalls – each crisis may be different but your corporate reputation is always on the line. These risks to reputation can arise suddenly and could have long-lasting effects on how your company or brand is perceived around the world. Planning in advance is the best method of mitigating your risk and maintaining client, customer, shareholder and public confidence.

In this session we will focus on the role of the General Counsel in crisis situations, including steps you should take to ensure the carrying on of business operations, building an effective crisis response team, advice for communicating with the regulators, shareholders, employees and the public, strategies and policies for addressing risk to reputation, and steps you can take to rehabilitate your organization's reputation after a negative event.

Moderator: James M. Klotz  
Miller Thomson LLP

Panelists: Michael Curran  
Vice President and General Counsel  
Domino's Pizza International

Shari Hosaki  
formerly General Counsel, Britain & Ireland and Global Functions  
Cadbury PLC



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Jeffrey Kirsh  
Vice President, Legal  
Coca-Cola Enterprises Ltd. (UK)

3:25 – 3:45 pm      **Refreshment Break**

3:45 – 4:45 pm      **Plenary 3**

**Effective International Corporate Governance**  
*presented by Stikeman Elliott LLP*

Effective corporate governance is a key area of concern for companies that do business internationally. Nevertheless, there are still differences of opinion on the value of good governance and whether it is really working. In the context of the recent global recession, did organizations committed to good governance see any salutary benefit? Or did companies with apparently poor governance weather the storm as well as anyone else?

This session will examine emerging and expected trends and developments in corporate governance as the world recovers from the economic crisis, including a discussion of how corporate counsel can help to find the right balance between effective governance and management's ability to pursue corporate goals in a difficult business environment.

Moderator:            Edward Waitzer  
Stikeman Elliott LLP

Panelists:             Daniel Desjardins  
Senior Vice President & General Counsel  
Bombardier Inc.

Gordon A. Davies  
Chief Legal Officer and Corporate Secretary  
Open Text Corporation



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S. Grant Gardiner  
Corporate Secretary,  
Assistant General Counsel (Securities & Compliance)  
Research In Motion

4:45 – 5:00 pm      **Refreshment Break**

5:00 – 6:00 pm      **Plenary 4**

## **The Need to be a Visionary Corporate Counsel: Taking a Proactive Approach to Advancing the Global Corporate Agenda** *presented by Jones Day*

As business deals, legal issues and regulatory regimes become more complex it is essential that general counsel take a proactive approach to supporting and advancing the strategic goals of the corporation. Business leaders – particularly at multinational corporations – are increasingly looking upon their legal counsel as a critical early warning device for unanticipated risks and to be vigilant in the pursuit of new opportunities. It isn't enough to simply react to a changing legal and business landscape; the general counsel's office needs to take a visionary approach, trying to foresee challenges and how best to meet them. What steps can be taken to accomplish this?

Moderator:            Christopher Hilbert  
                              Jones Day

Panelists:             Anne Fitzgerald,  
                              Senior Vice President, General Counsel and Corporate Secretary  
                              Cineplex Entertainment LP

Emily Jelich,  
Vice President & Associate General Counsel,  
Royal Bank of Canada – RBC Law Group

Eric Miller  
Senior Vice President, General Counsel and Secretary  
Nexen Inc.



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François Ramsay  
Senior Vice President, General Counsel and Secretary  
Yellow Pages Group Co.

6:30 – 7:30 pm      **Reception**

7:30 – 10:00 pm      **Dinner with Keynote Speaker**  
**Sebastian Junger**  
Award Winning Journalist  
Best-Selling Author (*The Perfect Storm, WAR*)

## Tuesday, September 28

7:30 – 8:30 am      **Sunrise Plenary**

**Managing the Far-Flung Legal Department**  
*presented by Catalyst Consulting*

Offices of global law departments with corporate counsel spread around the world confront some obvious challenges – language barriers, diverse legal systems, and differences in managerial assumptions and cultural expectations. Geography and distance can pose particularly vexing challenges for the management of in-house legal personnel in remote locations. Our panel of international law department leaders will present practical suggestions on how to overcome geographic, organizational and cultural barriers in order to build and effectively manage an integrated global legal department.

Moderator and speaker:                      Richard Stock, M.A., FCIS, CMC  
Partner  
Catalyst Consulting

Panelists:    Douglas A. Carrothers  
Vice-President – Legal Services and Corporate Secretary



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Industrial Alliance Insurance and Financial Services Inc.

Vincent H. Kou  
Chief Counsel, Asia  
Rio Tinto Alcan

Brahm Segal  
Legal Consultant  
TOP-TOY A/S

Riccardo Trecroce  
Vice-President & General Counsel, North America  
Magna International Inc.

8:30 – 9:30 am **Breakfast**

9:30 – 10:30 am **Plenary 5**

**Managing the Strategy and Costs of Multi-jurisdictional Litigation**

*presented by Fraser Milner Casgrain LLP*

Despite best efforts at risk management and pre-emptive dispute resolution, an organization can find itself in litigation involving activities in another jurisdiction, either directly or through a foreign subsidiary. A global economy has dramatically increased this likelihood and corporate counsel need to understand how to effectively manage these disputes in an international context. In this session, the panel will identify the key considerations that need to be addressed in order to effectively manage litigation strategy and costs, including examination of choice of forum issues and the substantive differences in procedures and remedies from one jurisdiction to another. This session will also review how litigation against a subsidiary can draw in a corporate parent, and the challenges presented when attempts at piercing the corporate veil occur in a jurisdiction that does not have strong protection of corporate identity.

Moderator: Peter J. Cavanagh  
Fraser Milner Casgrain LLP



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Panelists:

Stéphanie Couture  
Director, Legal Department  
Tarkett S.A.

Wolf von Kumberg  
European Legal Director  
Assistant General Counsel  
Northrop Grumman Law Department

Ildiko Mehes  
General Counsel  
Teva Canada Limited

Frank S. Ryan  
Vice-President, General Counsel & Secretary  
Nexans USA Inc.

10:30 – 11:00 am     **Networking and Refreshment Break**

11:00 am – 12:10 pm     **Concurrent Workshops**

## **Workshop B1: Negotiating and Structuring International M&A**

*presented by Davies Ward Phillips & Vineberg LLP*

The global economic crisis brought a close to a remarkable period of worldwide M&A activity, marked by private-equity and highly-leveraged mega-deals. As the global economy recovers from recession, increasingly international companies are willing to entertain strategic M&A opportunities. In this highly informative session, our panel will discuss recent M&A developments arising internationally, including deal structures and current financing conditions, how to assess deal risk in this environment, recent hostile deals, market dynamics and additional relevant matters, including potential impediments to M&A transactions such as restrictions on foreign investments by pension funds and sovereign wealth funds.

Moderator:             Kevin J. Thomson  
Davies Ward Phillips & Vineberg LLP



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Panelists:                   Graham E. Taylor  
                                  formerly Associate General Counsel, Global Business Law  
                                  The Dow Chemical Company

John Tobia  
Vice President and General Counsel  
Aastra Technologies Limited

Stephen Solursh,  
Senior Legal Counsel, Investments,  
Ontario Teachers' Pension Plan

**Workshop B2: Managing your Regulatory Compliance Obligations in Multiple Jurisdictions**  
*presented by Fasken Martineau Dumoulin LLP*

Regulatory compliance is a significant challenge for the law departments of multinational corporations, requiring the management of multiple – sometimes conflicting – regulatory obligations in different countries. Moreover, the global economic crisis looks likely to result in additional regulation and restructuring of regulatory bodies and policies; even in those jurisdictions where governments pursued deregulation in financial services and other industries, the pendulum is now swinging back. In this session, get up-to-date on expected global trends in regulation and discover options for effectively managing this complex area of in-house practice.

Moderator:               James Lisson  
                                  Fasken Martineau DuMoulin LLP

Panelists:                 Henry Z. Horbaczewski,  
                                  Senior Vice President and General Counsel  
                                  Reed Elsevier Inc.

Paul Guthrie  
Vice President – Law and General Counsel  
Canadian Pacific Railway Company



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Allison M. Neapole  
Senior Legal Advisor  
Addax Petroleum

12:15 – 1:45 pm

**Lunch with Keynote Speaker**

**Benjamin W. Heineman, Jr.**

Senior Fellow, Harvard University John F. Kennedy School of Government,  
Distinguished Senior Fellow, Harvard Law School,  
Senior Counsel, WilmerHale

2:00 – 3:10 pm

**Concurrent Workshops**

**Workshop C1: Preserving Client Legal Privilege**

*presented by Blake, Cassels & Graydon LLP, Lex Mundi member firm for Ontario, Québec and Alberta*

Preserving corporate privilege and confidentiality has become increasingly difficult for in-house counsel, especially for those counsel employed by multinational corporations with a significant presence in multiple jurisdictions. In this session, 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 an assessment of the differences between jurisdictions where in-house counsel enjoy privilege completely, partially or not at all and how that affects the business advisory role of in-house counsel in a multinational corporation.

Moderator: Jeff Galway  
Blake, Cassels and Graydon LLP

Panelists: Lori Evans  
General Counsel  
Birch Hill Equity Partners

Sue Laver  
General Counsel, Corporate Strategy and Customer Experience and  
General Counsel, Dispute Resolution  
Telstra Corporation Limited



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Jean-Charles Savouré  
President, Association Française des Juristes d'Entreprise  
Associate General Counsel, IBM Europe

**Workshop C2: Challenges in International Business Negotiations**

*presented by Torys LLP*

Negotiating transactions is one of the functions that in-house counsel must perform well – but when working on transactions in different jurisdictions, negotiations may be complicated by challenges posed by language and culture. In this engaging and informative session, our panelists will provide tips to minimize communication misunderstandings during the negotiation process, advices for translation issues when working in dual language contracts, tactics to expedite or delay negotiations, ways to disagree without killing the deal, interpreting body language, and understanding what your counterparts really mean when they say "yes", "no" or "it's not my decision to make".

Moderator: Ian Arellano  
Torys LLP

Panelists: Daniel Marion  
Vice-President, General Counsel and Corporate Secretary  
THALES Canada

Anja Siebel  
Legal Counsel Europe - Africa - Middle East  
T.D. Williamson SA

A. Keith Tuomi  
Senior Legal Counsel, International  
The Bank of Nova Scotia

3:10 – 3:30 pm **Refreshment Break**



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3:30 – 4:30 pm      **Plenary 6**

## **A Revolution in the Relationship Between In-House and External Counsel**

*presented by Eversheds LLP*

Given the significant pressure on many corporate law departments to reduce or hold the line on external legal spend in the current economic environment, corporate counsel must assess the value and quality of all work sent out to external counsel. Although the focus is necessarily on the bottom line, corporate counsel and external counsel also need to move beyond issues of billing to find new ways to work closely and efficiently as a team and must possess a full appreciation of each other's role and a firm understanding of the business context around any given transaction.

Join senior corporate counsel as they debate the evolving relationship between in-house and external counsel, including the benefits and limitations of alternative billing and pricing models, advice for creating efficiencies in the relationship and how to assess the performance of outside counsel and provide meaningful feedback.

Moderator:            Paul Smith  
Eversheds LLP

Panelists:             Kevin Derbyshire  
Chief Administrative Officer & General Counsel  
E.I. DuPont Canada Company

Jasmine Karimi  
Senior Corporate Counsel, Braiform (Spotless Group)  
President, Hong Kong Corporate Counsel Association

Melissa Kennedy  
General Counsel and Secretary  
Senior Vice-President, Corporate Affairs  
Ontario Teachers' Pension Plan

4:30 pm                **Closing Reception**

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