



2nd Annual

CORPORATE COUNSEL FORUM

Excelling at Home and in Global Markets

February 25 – 26, 2008 | St. Andrew's Club and Conference Centre | 150 King Street West, Toronto



This forum is designed to provide a timely, multi-faceted and strategic update on the most pressing of in-house counsel concerns including:

- Compliance and governance best practices
- Regulatory challenges and how to meet them in international deals
- The top business and financial trends you need to watch in the year ahead
- The role of legal counsel in managing reputation risk
- Strategies for managing legal costs and raising law department profile
- Significant M&A deals of 2007 – trends and lessons for counsel
- The latest litigation news and developments for corporate counsel
- E-Record management, document retention protocols and best practices for local and global operations
- Labour, employment and pension law developments – must have updates for 2008

and much more...

PROGRAM CO-CHAIRS

Elisabeth Campin

Legal Counsel
GM Canada Inc.

Robert J. Richardson

Vice President & Associate
General Counsel
Canadian Imperial Bank of Commerce

KEYNOTE ADDRESSES

The Honourable John Baird

Minister of the Environment (Invited)

David L. McAusland

Chief Legal Officer and Executive VP
of Corporate Development
Alcan, Inc. (Invited)

Chris G. Paliare

Partner, Paliare Roland Rosenberg
Rothstein LLP

Claude R. Thomson, Q.C., LL.D., FCI Arb

Co-Chair, ADR Chambers
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Be sure to attend the inaugural presentation of the **Corporate Counsel Environmental Leadership Award** at a special reception on February 25, 2008.



For details please see our website at:
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Dear colleague,

Today's Corporate Counsel are expected to be the masters of many disciplines and they often play a multitude of roles in the life of contemporary business organizations: corporate strategist, compliance expert, deal negotiator and facilitator, risk manager, litigation expert, mediator, etc. Not surprisingly, workload challenges and competing priorities are among the most common concerns of Corporate Counsel. These challenges are magnified further as the field of corporate operations moves increasingly into the global arena.

In light of these challenges and the rapid pace of change in today's business, legal and regulatory landscapes, access to strategic and timely updates on operational, legal, and business developments may make the difference between drowning or surfing in the in-house legal waters.

This second **Insight** forum for Corporate Counsel is designed to provide a timely, multi-faceted, practical update on the most pressing of in-house counsel concerns including:

- Role of GC in risk avoidance and risk mitigation – some instructive case studies on enterprise risk management
- Building legal department bench strength at home and abroad
- Triggering investigations – what not to do
- Privacy oversight and compliance – wearing the CPO and GC hats
- New billing models for building relationships while watching the bottom line

Attend this innovative **Insight** event to enjoy a valuable opportunity to meet and dialogue with colleagues from key business sectors. Ensure that you are in tune with latest developments on the business horizon including the growing importance of environmental social responsibilities and the new business opportunities this is creating.

We forward to seeing you there.

A handwritten signature in black ink, appearing to read 'RJR'.

Elisabeth Campin
Legal Counsel
GM Canada Inc.

Robert J. Richardson
Associate General Counsel
CIBC World Markets

WHO SHOULD ATTEND

From business and public sector entities:

- In-house Counsel
- Corporate and General Counsel
- Chief/Senior Legal Officer
- VP/Director, Legal Department
- Director, Litigation
- Chief Compliance Officer; Chief Privacy Officer
- Corporate Secretary and Officer
- VP Legal/Regulatory/Risk Management/Compliance
- Attorneys General
- Municipal and other Public Sector Legal/General Counsel
- President/CEO
- CFO
- Securities, litigation, corporate commercial, employment and trade lawyers
- Consultants and advisers to legal departments
- Legal recruiters
- Litigation support
- Knowledge and records management specialists

MONDAY | FEBRUARY 25, 2008

8:15 | 9:00

Registration and Continental Breakfast

9:00 | 9:05

Welcoming Remarks from Insight Information

9:05 | 9:15

Co-Chairs' Opening Remarks

Elisabeth Campin

*Legal Counsel
GM Canada Inc.*

Robert J. Richardson

*Vice President & Associate General Counsel
Canadian Imperial Bank of Commerce*

9:15 | 10:00

OPENING KEYNOTE ADDRESS

The Changing Global Business Stage – Embracing Environmental Social Responsibility

David L. McAusland

*Chief Legal Officer and Executive Vice President
of Corporate Development
Alcan, Inc. (Invited)*

*Named Among the Top Best Corporate Citizens for 2007
by Corporate Knights Magazine*

10:00 | 11:00

Heads Up – The Top Business and Financial Trends You Need to Watch in the Year Ahead

Moderator:

Greg McNab

*Partner
Baker & McKenzie LLP*

Dalton J. Albrecht

*Partner, International Trade/Commodity Tax
Miller Thomson LLP*

Philip Benson

*Director
Fraser Mackenzie*

- The USA credit squeeze and what it means for business transactions
- Impact on the lifecycle of Canadian corporations
- How to manage and contain resultant risks
- Lending trends at home and abroad
- Securitization in foreign jurisdictions

- The flight of the loonie – implications and forecasts
- Loan prohibitions and restrictions
- Tax implications
- International trade developments – China, India
- Global outsourcing issues

11:00 | 11:15

Networking Coffee Break

11:15 | 12:30

Meeting Corporate Governance Challenges at Home and Abroad – The Role of Corporate Counsel

Moderator:

Barry J. Reiter

*Partner
Bennett Jones LLP*

John Jussup

*Senior Vice President, Chief Legal Officer and Secretary
Cognos Incorporated*

Murn Meyrick

*Senior Vice President, Executive Risk Practice
Willis Canada Inc.*

Marc McAree

*Partner, Willms & Shier Environmental Lawyers LLP
Environmental Law Specialist, Certified by the Law
Society of Upper Canada*

- In expansion mode – and still meeting Board needs and expectations
- Managing privilege, waivers, third party liability
- Special concerns for global operations: key issues for key jurisdictions
- Shareholder activism and corporate governance
- Integrating the compliance function in a global network
- Reputation risk management – the role of legal counsel in managing reputation risk for others
- Managing your own risk as counsel
- Counsel's role in risk transfer – indemnification and D&O insurance
- Governance challenges in the context of corporate social responsibility
- Environmental compliance – risk areas of concern
 - coordinating management of corporate environmental risks across national and international boundaries
 - environmental management systems for multiple jurisdictions
 - protecting D&O from expanding environmental personal liability

12:30 | 1:30

Networking Luncheon

1:30 | 2:00

KEYNOTE LUNCHEON ADDRESS

International Commercial Arbitration in a Shrinking Global Market

Claude R. Thomson, Q.C., LL.D, FCI Arb
Co-Chair, ADR Chambers International

2:00 | 3:00

Keeping Outside Counsel on Side – New Billing Models for Building Relationships While Watching the Bottom Line

Moderator:

Richard Stock

*Partner
Catalyst Consulting*

Brian R. Hilbers

*Senior Legal Counsel
Law Division
Bruce Power*

David J. McFadden Q.C.

*Partner and Chair of the Energy and Infrastructure Group
Gowling Lafleur Henderson LLP*

Thomas A. Smee

*Senior Vice President, Deputy General Counsel
RBC Royal Bank*

The Bruce Power Billing Model

In an era of burgeoning business growth and increasingly complex legal frameworks, old approaches to retaining and compensating outside legal counsel just don't work. Here is a case study of a tested innovative approach to consider.

- Avoiding the hourly billing trap and injecting predictability
- Deciding who to partner with for outside legal work and why
- When does it make sense to consider a partnering agreement?
- Avoiding false economies and using economies of scale
- How this model differs from the Dupont model
- Results to date

Creative Strategies for Managing Legal Costs and Building Law Department Profile

- Strategic management of costs and workflow
- Developing guidelines and procedures for outsourcing efficiencies and results – knowing when to bring in outside counsel

- Using legal resources to best effect – how to decide what to send out without undermining the viability of the Legal Department
- Mandatory and regular billing, oversight, reporting and review
- Ensuring the arm's length relationship is intact and avoiding inappropriate inducements
- Using premiums, incentives and rewards for win win results

3:00 | 3:15

Networking Refreshment Break

3:15 | 4:15

Legal Tool Box Essentials for Global Expansion of Business Operations: Due Diligence, Compliance and More

Gilles Legault

*Senior Corporate Counsel
Canadian National Railways Company*

Catherine A. Pawluch

*Partner
Gowling Lafleur Henderson LLP*

Dr. Ron Dembo

*Founder & CEO
Zerofootprint*

- Regulatory challenges and how to meet them in international deals
- Competition and trade law concerns and strategies
 - recent decisions and developments of note:
Lakeport decision
- Due diligence in a cross-border deal – ensuring quality and managing risk
- Compliance policies and best practices in a global marketplace
- Growth hot spots and how to avoid getting burned – some case studies
 - China
 - Europe
 - South America
- Legal protection for Canadian businesses investing abroad
 - status of Canada's bilateral investment protection agreements
 - *Model Bilateral Investment Treaty* adopted by Canada in 2004
 - mitigating legal risks of doing business in emerging markets where no investment protection treaty exists
- International corporate citizenship and good business practices

“Very much to the point and relevant to my practice.”

4:15 | 5:15

The Beat Goes On: Latest Trends and Lessons on Mergers and Acquisitions

Moderator:

Robert J. Richardson
Vice President, Legal
CIBC World Markets Inc.

Corporate Counsel

Chad Hutchison
General Counsel
U. S. Steel Canada Inc.

Stuart M. Miller

Vice President and General Counsel
Macquarie North America Ltd.

Investment Banking

John E. Walker
Managing Director, M&A
CIBC World Markets Inc.

Legal Counsel

Jeffrey M. Singer
Partner
Stikeman Elliot LLP

Accounting and Due Diligence

Charles Knight, CA
M&A Advisory Group
Deloitte & Touche LLP

- Significant M&A deals of 2007 – trends and lessons for counsel
- Takeover tactics and tips – key areas of concern to targets
- Going private transactions: auctions, “go-shops”, disclosure and communications – legal hot spots
- Shareholder activism: the good, the bad, the ugly
- On the horizon – what to watch for
 - on the regulatory and legal front
 - business and finance developments to note

5:15

Conference Adjourns

“Very informative. Made me more conscious of the complexity of the things we do on a daily basis – and the potential consequences.”

5:15 | 5:45

Reception and Award Ceremony

Introductions by: **Robin Sparkman**, *Editor-in-Chief, Corporate Counsel Magazine (New York)*

5:45 | 6:15

SPECIAL KEYNOTE ADDRESS

Balancing Environmental Social Responsibility and Business Imperatives – The New Corporate Paradigm

The Honourable John Baird, *Minister of the Environment (Invited)*

6:15 | 6:45

Award Ceremony: Presentation of The Corporate Counsel Environmental Leadership Award

Advisory Committee, *Green Business Magazine, Willms & Shier Environmental Lawyers LLP, Zerofootprint*

6:45

Reception Concludes

PLUS, Don't Miss...

The Corporate Counsel Environmental Leadership Award and Reception



TUESDAY | FEBRUARY 26, 2008

8:15 | 9:00

Continental Breakfast

9:00 | 9:05

Co-Chairs' Opening Remarks

9:05 | 10:15

Labour, Employment and Pension Law Developments – Must Have Updates for 2008

Moderator:

Elizabeth Keenan

Partner

Mathews Dinsdale & Clark LLP

Elizabeth M. Brown

Partner

Hicks Morely Barristers & Solicitors

Elisabeth Campin

Legal Counsel

GM Canada Inc.

Diane L. Gee

Vice President, Legal Counsel, Labour Relations & Human Resources

Loblaw Companies Limited

- Responding to economic trends – strategic work force planning
- Corporate restructuring – implications for labour and employment
 - layoff and severance management
- Mandatory retirement and age discrimination – damage controls
- Drug testing update
- Disability management and duty to accommodate
- Class actions and overtime claims
- Online social networking and the resulting workplace challenges
- Workplace conflicts and the role of legal counsel
- Pension pitfalls to avoid – tiptoeing around the quicksand
- Understanding the business climate and impact on pension risk
 - low interest rates
 - aging workforce
 - class actions risk
 - new accounting rules
 - volatile investment climate
 - credit crisis
- Containing the risk – strategies to consider
 - enhanced governance
 - liability driven investment policy
 - legislative funding relief
- Surpluses
- Benefit changes and re-design

10:15 | 10:30

Networking Coffee Break

10:30 | 11:30

Emerging Trends in Enterprise Risk Management – What Every Corporate Counsel Needs to Know

Moderator: Kenneth Jull

Barrister and Solicitor

Adjunct Professor, University of Toronto

Gordon Currie

Executive Vice President, General Counsel & Secretary

George Weston Limited

Carmen Rossiter, C.A.

Managing Director, Canada

Protiviti

John Tobia

Vice President and General Counsel

Aastra Technologies Limited

- Best practices for risk identification
- Enterprise risk management and what it has to offer
- How to match the risk to the solution
- Role of GC in risk avoidance and risk mitigation – some instructive case studies
- Reputation risk management and the legal department
- Growing risk areas – technology, online communications, blogs, etc.
- Environmental risk and how to manage it
- Liability of directors, officers and corporate counsel – trends and insurance considerations

11:30 | 12:30

Building Legal Department Bench Strength at Home and Abroad

John Jussup

Senior Vice President, Chief Legal Officer and Secretary

Cognos Incorporated

Adam Lepofsky

President

RainMaker Group

Michael S. Slan

Partner

Fogler Rubinoff LLP

- Global patterns in legal recruiting and hiring
- Compensation trends and innovations
- Meeting retention challenges – mentoring, training, integrating, rewarding, motivating
- Avoiding the treadmill syndrome and the salt mines – delegation and expectation management
- Workplace satisfaction and career opportunities

- Where to go for international bench strength – sourcing law firms and local talent
- International legal associations and networks: what are they and what benefits do they deliver?

12:30 | 1:30

Networking Luncheon

1:30 | 2:15

KEYNOTE LUNCHEON ADDRESS

Border Crossings – a Litigator’s Perspective on Cross-Border Litigation: Some Lessons for General Counsel

Chris G. Paliare

Partner

Paliare Roland Rosenberg Rothstein LLP

2:15 | 3:15

In the Eye of the Storm – The Latest Litigation News and Developments for Corporate Counsel

Moderator:

Kenneth Prehogan

Partner

WeirFoulds LLP

Bill Evans

Litigation Counsel

Aviva Insurance

Murray A. MacDonald

Litigation Counsel

State Farm Mutual Automobile Insurance Company (Invited)

Glenn Smith

Senior Partner

Lenczner Slaght Royce Smith Griffin LLP

Richard Wise FCA

Managing Partner

Wise, Blackman LLP

- Litigation risk management – the golden rules
- The real goods on e-evidence and e-discovery – mini case studies and latest developments
- Latest on ADR and mediation – finessing the role of Corporate Counsel
- Best use of expert evidence and outside financial consulting expertise
- The Norwich order: a pretrial order to secure information from strangers to litigation – how it may impact your business

3:15 | 3:30

Networking Refreshment Break

3:30 | 4:30

Information and Reputation Management – Minding Your Ps and Qs

John Fabello

Partner, Torys LLP

Sharon Haward-Laird

*Managing Director and Associate General Counsel
BMO Nesbitt Burns Inc.*

Gordon Murphy

Vice President, Compliance Officer

Transamerica Life Canada, AEGON Canada Inc.

Dorothy Sanford

Lead, Securities Forensics

Partner, PricewaterhouseCoopers LLP

Effectively managing the flow of information within an organization is key to avoiding high risk scenarios. Failing to do so can result in anything from reputation damage and loss of shareholder confidence to litigation and hefty fines. Know where the dangers lie and how to mitigate risk.

- Confidentiality and breach of trust – effective policies and practices for risk avoidance
- Privacy oversight and compliance – wearing the CPO and GC hats
- Electronic information management and oversight
- Managing the privacy or confidentiality breach
- Information audit tools and tactics
- Triggering investigations – what not to do
- Internal investigations - key issues and best practices
- Privilege – latest legal developments - issues as between a parent and subsidiary
- Multi-site multi-jurisdiction organizations and the special information challenges they present

4:30 | 5:00

E-Record Management and Document Retention Protocols and Best Practices for Local and Global Operations

Susan Nickle

Lawyer, Wortzman Nickle Professional Corporation

- How e-records are changing litigation practices and record management protocols
- Key considerations and issues in designing and implementing a comprehensive e-document management system
- Risk and compliance issues: privacy, security, confidentiality, access
- Cost considerations and efficiencies
- Outsourced versus in-house solutions
- Role of general counsel
- When the litigation is launched – best practices

5:00

Conference Concludes



2nd Annual

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Type of Business: _____ #of Employees: _____

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Signature _____

Date _____

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