9th General Counsel’s Role in Maximizing Corporate Performance

April 13 & 14, 2011, Vancouver
Two-Day Event!

Workshop Included: Managing Total Legal Spend

participating organizations

Central 1 Credit Union
Eminata Group
Farris, Vaughan, Wills & Murphy LLP
Harris & Company LLP

Intrawest ULC
KSA Law Corporation
Lawson Lundell LLP
Stikeman Elliott LLP

who should attend
General Counsel and Corporate Secretaries looking to enhance their role in good corporate governance

course highlights

• Hear from some of Canada’s sharpest legal minds on what it takes to enhance your organization’s governance practices
• Explore leading practitioners’ best practices for ensuring adherence to high legal and ethical standards of behaviour
• Explore emerging governance issues, the tactics being employed by shareholder activists and how a board and corporation can be proactive in the face of new shareholder activism
**COURSE PROGRAM**

**THE EVOLVING ROLE OF THE GENERAL COUNSEL IN SUPPORTING THE BOARD**

The role of the general counsel has expanded to include a growing range of executive responsibilities. GCs must be better equipped to deal with increasing volatility in the business environment in which companies operate today. This session will examine the expanding responsibilities of general counsel and how they can effectively contribute to overall corporate performance.

- Overview of the evolution in the role of the GC: how the General Counsel will have to adapt to the changing demands of the business
- Pressure fueling the evolution in the role of the GC
- Compliance issues and governance processes on the ground
- Impact of the changing roles and responsibilities on the structure of the legal team
- What the GC's team is expected to deliver and how
- Different models of an in-house legal team

**MANAGING BOARD RELATIONS TO MAXIMIZE VALUE-ADD TO YOUR ORGANIZATION**

One of the many roles of counsel is to provide support and guidance to your board. Boards are focusing more closely than ever on their risk oversight responsibility to the corporation. This session will examine current best practices in board process, director communication and onboarding new directors, focusing on the general counsel's role in risk oversight.

- Best practices in working with the board and committees
- Facilitating and promoting better board, shareholder and community relations
- Managing conflicting board and management interests
- Maintaining effective communication with your board
- Assessing directors' information needs: being gatekeepers to the right information
- How to compile and disseminate information to the board

**SUPPLEMENTARY COURSE MATERIAL**

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts and approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers’ papers. See the list of presentations on page 4.

Delegates will also receive a trial subscription to the Board Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Board topics as delivered at our many recent Board conferences and courses.

*Attendance at this course can be reported as 11.0 hours of Continuing Professional Development (CPD) to the Law Society of British Columbia (includes 2.0 hours devoted to Professional Liability)*
EFFECTIVE USE OF RULES OF PRIVILEGE AND DISCLOSURE

Establishing and preserving corporate privilege and confidentiality is a major and growing concern for general counsel. This session will uncover the greatest and most troubling threats to corporate privilege and provide you with leading practices for effectively respond to the future challenges.

- The working of privilege within an organizational structure
- Establishing privilege in regulatory and criminal investigations
- Affording maximum protection of solicitor-client confidentiality
- Latest strategies in asserting a claim of privilege
- Use of privilege to protect disclosure of information and documents for litigation purposes

CORPORATE RECORD MANAGEMENT: THE CREATION, USE AND ANALYSIS OF DOCUMENT MANAGEMENT POLICIES

Accurate and effective corporate records management has become a key issue in managing the risk to general counsels due to the heightened focus on compliance. This session will explore the considerable organization skills and attention to detail required for effective record management.

- Establishing a record management policy
- The state of the law concerning maintenance of corporate records
- New record disposal issues
- New methods for organizing, retrieving, explaining and certifying corporate records

DEALING WITH EMPLOYMENT LAW ISSUES

As employment and labour law continues to evolve, claims by employees and the cost of addressing them are on the rise. This session will examine the latest issues in effectively addressing the growing challenges in labour and employment law.

- Handling employee complaints
- Duty to accommodate
- Workplace privacy issues
- Wrongful dismissal and discrimination claims
- Addressing developing labor relations issues

PROTECTING IP & BRAND REPUTATION

With the degree of resources being invested in R&D and marketing, coupled with the potential value of IP and brand reputation, corporate counsel have been giving increased attention to the function of IP departments within their organization. This session will examine the role of counsel in defining and protecting IP and brand reputation.

- Developing a proactive IP protection strategy
- How to expand your surveillance activities
- Making strategic decisions and managing risk in a brand enforcement program
- Promoting brand integrity and enforcing IP rights

NEGOTIATING MAJOR BUSINESS AGREEMENTS: NEGOTIATION BEST PRACTICES

In today’s give-and-take business environment, everything is negotiable. Effective contract negotiation and management is therefore at the heart of general counsel’s role. This session explores negotiation techniques for reaching and finalizing agreements.

- Recent developments in the law of contract
- Key principles of good drafting technique
- Effective use of limitation of liability clauses
- Troubleshooting during the contracting process

DEALING WITH SHAREHOLDER ACTIVISM

This discussion will explore the tactics being employed by shareholder activists and how a corporation and its general counsel can be proactive in the face of this new shareholder activism.

- Emerging governance issues
- Executive compensation and disclosure
- Majority voting for directors
- Shareholder proposals

GENERAL COUNSEL’S ROLE IN THE USE OF SOCIAL MEDIA

This session will examine general counsel’s role in assessing regulatory trends, user-generated content issues, policing user misconduct and minimizing the risks involved in the use of social media in your business.

- Key legal issues affecting businesses engaged in social media areas of liability and accountability
- Adopting corporate policies for social media use
- Teaming with communications, HR and IT departments to manage your online risks
- Addressing privacy issues

MANAGING LEGAL RISKS IN INTERNATIONAL BUSINESS

With the transnational nature of business increasing for organizations of all sizes, to be successful you need to be well versed in a growing number international legal matters, including ethics and reputational risk on a global level. This session will look at managing your legal team and emerging risks in international business.

- Managing potential pitfalls in doing business in high-risk jurisdictions
- Governance issues when operating globally
- Negotiating and structuring international business agreements
- Managing regulatory compliance obligations in multiple jurisdictions

COUNSEL AS THE BOARD’S INFORMATION GATEKEEPER

One of the most important jobs of the general counsel is to provide the board with the tools they need to make the best decisions for the company and its shareholders, which can in part be satisfied by serving as the gatekeeper to the most important corporate information. By aiding the board in its decision-making through providing it with relevant and material information, general counsel’s activity could result in limiting the possibility of director liability.

- Assessing directors’ information needs
- How to compile and disseminate information to the board
- Being gatekeepers to the right information
- Knowing the processes that management takes in reaching its decisions

WORKSHOP

MANAGING TOTAL LEGAL SPEND

The costs of legal services for an organization have been steadily rising due to its expanding role, rising complexity and increased demand. This session will look at approaches that can be taken to manage the total legal spend.

- Budgeting internal & external costs
- Efficiently using convergence and partnering with law firms
- Alternative pricing for external counsel
- Effective litigation management techniques to limit costs
- Utilizing workflow management systems
- Implementing legal project management
- Engaging different legal resource options/structures for maximum return on budget
Your registration includes an interactive multimedia database comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio or video and accompanying slides. You may also purchase the multimedia proceedings of the course which will be available on CD-ROM 60 days after the course.

**Defining the Role of Counsel in Governance:**
- Working with the Board
  - L. Brian Swartz, Aeonon Inc.
- Ensuring Legal and Ethical Behaviour by the Corporation and the Board
  - Charlene Anderson, University of Calgary
- Defining the General Counsel’s Governance Role
  - David Taniguchi & David R. J. Lefebvre, Stikeman Elliott LLP

**Managing Risk & Legal Compliance**
- Dallas L. Droppo, Q.C., Blake, Cassels & Graydon LLP
- Assisting the Board’s Use of Independent Outside Counsel & Advisors
  - Paulina Hiebert, The Brick Group Income Fund

**General Counsel’s Role in Maximizing Board Effectiveness**
- Dejan Burnis, Boardwalk REIT

**The Evolving Role of General Counsel in Supporting the Board**
- Monica Kowal, The Ontario Securities Commission

**Managing Board Relations to Maximize Value-Add to & Your Organization**
- Gary O. Jessop, Blake, Cassels & Graydon LLP
- The Board and Outside Advisors
  - Elizabeth Wilson, Ernst & Young LLP

**Boards in Action: Practical Ways to Identify and Mitigate Risk**
- David W. Anderson, The Anderson Governance Group

**Risk Oversight Monitoring and Reporting**
- Palma Barbieri, Canadian Tire Corporation, Limited

**Establishing and Implementing Effective Enterprise Risk Management Practices: A Board Perspective**
- Alan R. Curleigh, Canadian Commercial Corporation

**The Board’s Role in the ERM Framework**
- Fay Booker, Booker & Associates

**Developing a Governance & Risk Reporting Initiative**
- Elaine Aimone & Rhoda Lordy, Toronto Rehabilitation Institute

**Evaluating & Adjusting Risk Responses to Keep Your Risk Profile Current**
- Andrew Poprawa, Deposit Insurance Corporation of Ontario

**Special Committees: Their Role in Addressing Risk**
- Michael J. Laffin, Blake, Cassels & Graydon LLP

**Establishing and Maintaining Effective Risk Management Practices**
- Darlene Halvass, TransAlta Corporation

**Identification and Mitigation of International Corruption Risks**
- Martin Mueller, Nexen Inc.

**The Board’s Role in Technology Investment Oversight**
- Robert Matheson, Glenbriar Technologies Inc.

**Managing Emerging Risks: Very Low Probability and Very High Impact**
- Shirley A. Forrest, PricewaterhouseCoopers LLP

**Implementing an Effective Risk Management Framework**
- Fay Booker, Booker and Associates Inc.

**D&O Liability in Executive Compensation Cases**
- Eleni Maroudas, CHUBB Insurance Company of Canada

**Business Insolvency, Restructuring, and Bankruptcy**
- Bryan Finlay, O.C., WeirFoulds LLP

**Corporate Law Exposure and the Business Judgment Rule**
- Mitchell H. Gropper, O.C., Farris, Vaughan, Wills & Murphy LLP

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