

9th General Counsel's Role in Maximizing Corporate Performance

Doing Your Part to Ensure Good Corporate Governance

April 13 & 14, 2011, Vancouver

Two-Day Event!

"Very interesting program. The format allowed participants to interact easily among themselves and with the co-lecturers, contributing significantly to each presentation."

"It was helpful to hear the comments of my peers and others who have faced similar issues, and to get a better understanding of best practices."

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 Leader
Valerie Mann,
Lawson Lundell
LLP



Course Leader
Trevor R. Scott,
Farris, Vaughan,
Wills & Murphy
LLP



Aiyaz Alibhai,
Harris & Com-
pany LLP



Jonathan
S. Drance,
Stikeman
Elliott LLP



Anna K. Fung,
Q.C., Intrawest
ULC



Michael L. Lee,
Lawson Lundell
LLP



Gary Poon,
Central 1 Credit
Union



Kelly
Stark-Anderson,
KSA Law
Corporation



J. Royden
Trainor,
Eminata Group

FACULTY

COURSE LEADERS

VALERIE MANN

Valerie C. Mann is a partner in the Corporate Law Group of **Lawson Lundell LLP**. She is the practice group leader of the firm's Technology Law and Competition Law practice groups.

TREVOR R. SCOTT

Trevor Scott is a partner at **Farris, Vaughan, Wills & Murphy LLP**. He has extensive experience advising senior public companies, national investment dealers and boards of directors. He also advises on corporate governance matters and proxy contests.

CO-LECTURERS

AIYAZ ALIBHAI

Aiyaz Alibhai, **Harris & Company LLP**, focuses his practice on representing knowledge industries and organizations in matters involving the development, protection and commercialization of intellectual capital.

JONATHAN S. DRANCE

Jonathan Drance is a partner at **Stikeman Elliott LLP** specializing in corporate finance and securities. Over the past decade, he has acted as special counsel on many significant merger transactions, public financings and reorganizations.

J. ROYDEN TRAINOR

J. Royden Trainor is Vice President and General Counsel at **Eminata Group**. His expertise includes government relations, regulatory affairs, public policy, crisis and risk management, board development and governance.

MICHAEL L. LEE

Michael L. Lee is a partner with **Lawson Lundell LLP**. He advises public and private companies regarding M&As, financings, restructurings and general corporate law matters.

GARY POON

Gary Poon is Associate General Counsel at **Central 1 Credit Union**, the central financial facility and trade association for the B.C. and Ontario credit union systems.

KELLY STARK-ANDERSON

Kelly Stark-Anderson is the principal of **KSA Law Corporation**, which provides corporate secretarial, governance and securities compliance services.

ANNA K. FUNG, Q.C.

Anna K. Fung, Q.C. is Counsel & Chief Privacy Officer at **Intrawest ULC**. Before joining Intrawest's legal department in January, 2009, Ms. Fung was Senior Counsel and Chief Privacy Officer at Terasen Inc. for 15 years.

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

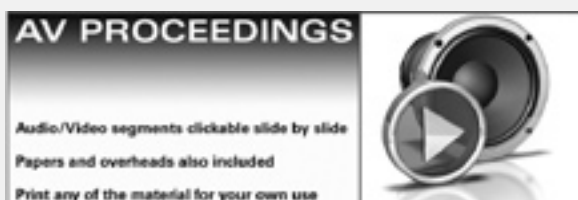
One of the many roles of counsel is to provide support and guidance to your board. Boards are focusing more closely than ever on their risk oversight responsibility to the corporation. This session will examine current best practices in board process, director communication and onboarding new directors,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

MULTIMEDIA PRESENTATIONS

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,
Aecon Group 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

Dean Burns,
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

The Board's Oversight Role in M&As and Takeovers

Fred Enns,
Borden Ladner Gervais LLP

Developing a Governance & Risk Reporting Initiative

Elaine Aimone & Rhoda Lordly,
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 Halwas,
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, Q.C.,
WeirFoulds LLP

Corporate Law Exposure and the Business Judgment Rule

Mitchell H. Gropper, Q.C.,
Farris, Vaughan, Wills & Murphy 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: Metropolitan Hotel Vancouver, 645 Howe Street, Vancouver, BC, V6C 2Y9

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. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

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 4:00 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 will be provided upon cancellation in writing received prior to March 31, 2011. No refunds will be issued after this date. Please note that a 15% service charge will be held in case of a cancellation.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to April 6, 2011

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

TO REGISTER FOR GENERAL COUNSEL'S ROLE IN MAXIMIZING CORPORATE PERFORMANCE

Name _____
 Title _____ Department _____
 Approving Manager Name _____
 Approving Manager Title _____
 Organization _____
 Address _____
 City _____ Province _____ Postal Code _____
 Telephone _____ Fax _____ e-mail _____
 Please bill my credit card: AMEX VISA Mastercard
 # _____ Expiration date: ____ / ____
 Signature : _____
 Payment enclosed: Please invoice. PO Number: _____

WHEN CALLING, PLEASE MENTION PRIORITY CODE: MAIL COMPLETED FORM WITH PAYMENT TO:
 Federated Press P.O. Box 4005, Station "A"
 Toronto, Ontario M5W 2Z8

GCRV1104/E

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
 NOTE: Please add 12% HST to all prices.
 Proceedings CD-ROM will be available 60 days
 after the course takes place
 Enclose your cheque payable to
 Federated Press in the amount of:

GST Reg. # R101755163
 PBN#101755163PG0001

For additional delegates please duplicate this form
 and follow the normal registration process