

3rd MANAGING AN EFFECTIVE CORPORATE LAW DEPARTMENT

Positioning your department for peak performance

"10/10"

"Practical & engaging!"

November 17 & 18, 2008, Calgary

participating organizations

Aramark Canada Ltd.
Borden Ladner Gervais LLP
Canadian Hydro Developers Inc.
Catalyst Consulting
Fasken Martineau DuMoulin LLP
Shell Canada Limited

who should attend

In-house legal counsel
Vice presidents of legal affairs
Corporate secretaries
Compliance and regulatory affairs directors

course highlights

- Building and retaining your in-house team
- Negotiating legal service agreements
- Managing expenses of the legal department
- Effective budgeting for the in-house legal department
- Managing in-house talent and career development
- Protecting and leveraging your intellectual capital
- Containing the cost of litigation
- Best practices in outside counsel relations



Course Leader
Richard G. Stock,
Catalyst Consulting



Howard Kaufman,
Fasken Martineau DuMoulin LLP



Steven A. Prisco,
Aramark Canada Ltd.



Colin P. MacDonald,
Borden Ladner Gervais LLP



Ann Hughes,
Canadian Hydro Developers Inc.



David R. Brinley,
Shell Canada Limited

FACULTY

COURSE LEADER

RICHARD G. STOCK

Richard G. Stock, M.A., FCIS, CMC, is the founding partner of Catalyst Consulting. His practice is focused on corporate / government law departments and law firms. He has completed more than 500 consulting engagements in Canada, the U.S., Australia and Europe. He has been working with lawyers for more than 30 years. A cross-section of law department clients includes the Attorney General of Ontario, Bell Canada / BCE Inc., BC Hydro, Bruce Power, CAE, City of Montreal, CP Ships, Fairmont Hotels and Resorts, Insurance Corporation of BC, Justice Canada, Petro-Canada, Royal & SunAlliance, Shell Canada, TD Bank Financial Group, and The Walt Disney Corporation.

and prior to a successful 24-year career with that company, he had a corporate/commercial practice with a well-regarded Montreal-based law firm. Howard lectures extensively on a variety of substantive legal matters, law department management, environmental matters and ethics issues.

Energy Ltd., involved in matters including acquisition and divestiture of oil and gas assets. Colin serves on a number of Boards of Directors and is currently Chair of the Calgary Olympic Development Association.

STEVEN A. PRISCO

Steve Prisco is Assistant General Counsel and a member of the Management Committee at ARAMARK Canada Ltd. He is responsible for providing legal support to all of ARAMARK's Canadian operations, including over 1000 client components, 400 supplier relationships and dozens of franchises. His practice can be as diverse as advising on a new acquisition, investigating a public private partnership opportunity or negotiating an agreement with a First Nation's group.

ANN HUGHES

Ann Hughes, Corporate Secretary for Canadian Hydro Developers, Inc, has practiced law for over 30 years. Semi-retired from her role as Executive Vice President, her background includes private practice, primarily in the area of corporate and securities law, and work with corporations in a variety of industries as corporate counsel. Always being mindful of the resource constraints faced by smaller companies, she has introduced initiatives to improve company HR practices, communications and systems and standards that facilitate a continuous improvement approach to corporate governance.

CO-LECTURERS

HOWARD KAUFMAN

Howard Kaufman is Counsel to Fasken Martineau DuMoulin LLP, with a primary focus on client services including building new corporate client relationships and enhancing existing ones in all the firm's Canadian offices. Howard was previously Vice-President, Legal & External Affairs and Secretary of Xerox Canada Inc.,

COLIN MACDONALD

Colin MacDonald is a Partner and Chair of the National Government Relations practice group in the Calgary office of Borden Ladner Gervais LLP. He primarily practices in the commercial area with an emphasis on government relations and competition law. He previously served as in-house counsel for Canterra

DAVID R. BRINLEY

David R. Brinley is Vice President, General Counsel and Corporate Secretary for Shell Canada Limited. David has been with Shell 18 years and, prior to joining Shell Canada in 2006, he was General Counsel to Showa Shell in Japan and Regional Counsel, E&P Asia Pacific in Singapore.

COURSE PROGRAM

MANAGING WORKFLOWS AND WORKLOADS

Today's top legal departments are moving away from strictly providing support services and are becoming more strategically focused, providing added strategic value to their organization. This discussion will focus on:

- Alignment with strategic business priorities
- Demand forecasting
- Workload and workflow balance
- Barriers to change

BUILDING AND RETAINING YOUR IN-HOUSE TEAM

One of the most important challenges faced by general counsel is the hiring of high-quality in-house staff. The decision to how best staff your in-house legal department depends on a number of issues, such as the types of legal services required by the organization, the corporate culture, the total amount of legal work required by the enterprise and the decision to provide legal services in-house or through outside counsel. This session will look at best practices in building and retaining your in-house team, including:

- Attracting, motivating and retaining expert in-house legal staff with non-financial, incentive-based work
- How to best structure a team
- Defining the roles and functions: examining service delivery and costs
- Establishing the structure and position of the corporate legal function
- Managing your staff: monitoring, assessing and streamlining procedures and processes

MOTIVATING YOUR STAFF: MAXIMIZING PERFORMANCE OF THE IN-HOUSE STAFF

Corporate law departments are facing rising workloads and more dead-lines. That is why it is essential that leaders know best practices for pushing their staff to top performance. This session will examine how to motivate and manage staff to sustain productivity levels, minimize turnover and maintain morale.

- How to maintain a strong and cohesive legal team: day-to-day management of the team
- Best practices for maximizing performance: keeping your team motivated and involved
- The particular challenges of managing in-house lawyers
- Assessing information

MEASURING PERFORMANCE: DEMONSTRATING VALUE IN YOUR LEGAL DEPARTMENT

Measuring law department success has become an important element of managing a legal department. How can you demonstrate the value of your in-house legal department in the face of reduced revenue expectations, downsizing and belt-tightening? Taking the time to assess and implement tools and procedures will save you both time and money. This discussion will examine ways to measure the department's productivity and quality and explore options to make your legal department even more successful in the future.

- Establishing a framework for performance measurement in your legal department using measures that support your performance
- Adopting best practices for evaluating the efforts of your internal counsel
- Implementing the most effective communication methods to facilitate acceptance of your performance measurement programs
- Performing a cost vs. value analysis
- Using the analysis to determine and justify staffing levels
- Understanding where to invest resources to maximize the value adding facet of the legal department

MANAGING EXPENSES OF THE LEGAL DEPARTMENT

Most organizations spend significant dollars on legal expenses, both internally and externally, and therefore these expenses must be managed and monitored effectively. Bottom-line impact is a concern because legal expenses are just that, expenses. For organizations with law departments it is often compounded by the view that they are viewed as cost centres, not profit centres. As well, often the major goal is how to get value for the expense. This session will, among other things, explore:

- Measuring and tracking total legal expense
- Measuring value received and what can be done if the value result is not satisfactory
- Using legal expenses to determine whether to stay "inside" or to go "outside"
- Considering the role the Finance Department should play in managing such expenses

TALENT MANAGEMENT AND CAREER DEVELOPMENT

In recent years, the legal market has changed dramatically. A straight-line career path no longer exists for corporate lawyers. From the perspective on in-house counsel, how can they best manage their careers and maximize their opportunities for advancement in today's job market? This session will look at strategies and tips for recruiting, retaining, motivating, goal-setting, evaluating, succession planning and more for professional staff, as well as specific strategies corporate practitioners can employ to achieve both professional and personal satisfaction in their careers.

- Best practices for developing lawyers
- Best practices for monitoring and evaluating performance
- Tailoring compensation tools and alternative reward schemes
- Moving up the legal ladder: what's the best path to General Counsel?
- Developing a talent management strategy and system that aligns with the people strategy and that addresses the need for talent in pivotal roles

KEYS TO MANAGING A SMALL LEGAL DEPARTMENT

Managing a legal department is difficult enough, but when you have to manage complex issues in a small legal department and wear many different hats, the task requires a great deal of creativity and a keen sense of prioritizing. This discussion details best practices in managing the myriad of legal issues in a smaller legal department.

- Risk management: determining the company's risk tolerance and getting it right
- You can't be in all places at all times: determining core functions and maximizing resources to perform those functions
- Relationship building: working with key people in the organization and establishing their trust
- Getting best value from outside lawyer: when to bring them in and when you can handle it internally

MANAGING THE COST AND PERFORMANCE OF EXTERNAL COUNSEL

Law departments no longer need to justify their value in corporate settings. Yet, they must manage workloads, workflows, costs and legal talent with more focus and results than ever before. Part of the solution depends on innovation in working with law firms. This means doing business differently and calls for predictability in legal services delivery despite volatile business and organizational environments. This session will focus on:

- Why law firms and law departments always see legal economics differently
- The business case for in-sourcing and co-counselling
- Service standards for law firms
- Competitive processes in cost management
- Financial incentives for productivity in pricing legal work
- Managing escalation in law firm pricing
- Cost effective use of senior and junior associates
- Saving 20% in the costs of external counsel after the discounts are in

OUTSIDE COUNSEL RELATIONS: A LAW FIRM'S PERSPECTIVE

Most legal departments at some point must engage the assistance of outside counsel. No matter the reason, there are certain steps to follow at the beginning of this process that could benefit you at the end. Key to success is finding the right balance between internal and external resources. This discussion will examine outside counsel relations from a law firm's perspective.

- Negotiating legal service agreements
- Creating seamless relationships between in-house and outside counsel
- Ways that outside counsel can find efficiencies and demonstrate benefits
- Assessing your requirements for external legal services
- Managing the long-term relationship with external lawyers

ESTABLISHING LAWYERS' STANDARDS FOR THE LEGAL DEPARTMENT

Just as companies have been re-examining their corporate codes of conduct, law departments should also be conducting similar exercises and ensure that every lawyer serving the corporate client - inside and out - understands the privileges, responsibilities and professional obligations involved. This session will look at the development of a code of conduct, standard procedures and a commonly agreed upon culture of professionalism that values and nurtures the members of the legal team.

- What your law department's professional standards manual should contain
- Standard of professional conduct for in-house counsel
- The content and practical applications of a code of conduct and ethics
- Up the ladder reporting and whistle blowing
- Avoiding influence: keeping a distance from management to ensure ethical and legal conduct
- Marrying professional obligations with commercial obligations
- Identifying the characteristics of ethical corporate cultures
- Balancing the duty to management and the board versus shareholders and other stakeholders

MULTIMEDIA PRESENTATIONS

Register for Managing An Effective Corporate Law Department and we will give you free of charge a CD-ROM comprising the following virtual presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 541 minutes of expert learning, these presentations are an added bonus to this year's course. Bear in mind that these presenters are not necessarily those that you will see and hear at this year's course.

Measuring Performance: Demonstrating Value in your Legal Department

Nishan Swais, Assistant General Counsel,
Capgemini Canada Inc.

Time: 36 Slides: 24

Crisis Management and Communications for Corporate Counsel

Brian M. Leck, General Counsel,
Toronto Transit Commission

Time: 84 Slides: 37

Managing Risk and Legal Compliance

John F. Cairns, Senior Vice-President,
General Counsel & Secretary,
Chubb Insurance Company of Canada

Time: 69 Slides: 75

Talent Management and Career Development

Kenneth J. Fredeen, General Counsel,
Deloitte & Touche LLP

Time: 33 Slides: 17

Managing the General Counsel's Governance Role: Working With the Board

Scott Ewart, Senior Vice-President,
General Counsel,
Molson Canada

Time: 43 Slides: 16

Ensuring Legal and Ethical Behavior by the Corporation and the Board

Derek S. Baldwin, Director of Worldwide
Operations and General Counsel,
IBIS Risk Management Services Inc.

Time: 52 Slides: 22

Building and Retaining your In-House Team

Greg Porter, Vice-President, Legal Services,
Telus

Time: 49 Slides: 16

Managing Board Relations to Maximize Value to Your Organization, Advising the Board on Outside Advisors

Barry Rowland, Senior Partner,
Ernst & Young LLP

Time: 56 Slides: 17

Establishing Standards of Legal Conduct

Anthony J. Sutcliffe, Vice-President,
General Counsel,
Ricoh Canada Inc.

Time: 50 Slides: 7

The Evolving Role of the General Counsel in Supporting the Board

Monica Kowal, General Counsel,
The Ontario Securities Commission

Time: 69 Slides: 17

Audio/Video segments clickable slide by slide
Papers and overheads also included
Print any of the material for your own use



Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Calgary, call (403) 539-4389 or fax to (403) 539-4390. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Hyatt Regency Calgary, 700 Centre Street SE, Calgary, T2G 5P6

Cost: The attendance fee for the course is \$1825 per person and covers attendance for one person and the lecturers' presentation material. The fee further includes lunch on the first day, morning coffee on both days and refreshments during all breaks. You may purchase a Proceedings CD-ROM containing edited actual proceedings and materials from the course.

Time: Course registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at noon.

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 November 4, 2008. 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 a **10%** discount. Groups of 7 or more from the same organization receive a **15%** discount.

Payment must be received prior to November 10, 2008

Phone: 1-800-363-0722 Calgary: (403) 539-4389 Fax: (403) 539-4390

TO REGISTER FOR MANAGING AN EFFECTIVE CORPORATE LAW DEPARTMENT

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: _____

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REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1825
 COURSE + PROCEEDINGS CD-ROM:
 \$1825 + \$125 = \$1950
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 NOTE: Please add 5% GST to all prices.
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