



# 2014 QUORUM CLUB PROGRAMME

## Toronto | October 8 & 9, 2014

Wednesday, October 8, 2014

5:30 - 7:00 PM - Reception (18th Floor Roof Salon – South Tower)  
Park Hyatt Toronto - 4 Avenue Road (Corner of Avenue Road and Bloor Street)

### QUORUM ADVISORY BOARD

Stephen Bowman  
Frank Callaghan  
Garth Girvan  
Howard Kaufman  
Dan Malamet  
Sheila Murray  
David Pickwood  
Doris Stamml

### PARTICIPATING LAW FIRMS

Bennett Jones LLP  
Blake, Cassels & Graydon LLP  
Borden Ladner Gervais LLP  
Davies Ward Phillips & Vineberg LLP  
Fasken Martineau DuMoulin LLP  
Goodmans LLP  
Gowling Lafleur Henderson LLP  
McCarthy Tétrault LLP  
Norton Rose Fulbright LLP  
Osler, Hoskin & Harcourt LLP  
Stikeman Elliott LLP  
Torys LLP

### QUORUM EXECUTIVE PRODUCERS



### 7:00 PM - Dinner and Dinner Speaker

#### Keynote Speaker: Justice Myron Steele

Justice Steele is the former Chief Justice of the Supreme Court of Delaware. Previously, he served as a Judge of the Superior Court and a Vice Chancellor of the Delaware Court of Chancery after eighteen years in private litigation practice. He has presided over major corporate litigation and LLC and limited partner governance disputes, and writes frequently on issues of corporate document interpretation and corporate governance.

Justice Steele will address both public and private company issues, particularly on trends in US corporate governance and their relevance for Canadian companies as well. He will focus his remarks on the issue of Multi-jurisdiction litigation as it is a topic that is on the mind of every GC whose company does business in or is chartered in the US. He will address the implications of the very recent ATP case in the Delaware Supreme Court, which, in short, held a fee shifting bylaw facially valid under Delaware law. Combined with a forum selection bylaw held facially valid by the former Chancellor these bylaws are two arguably powerful weapons to discourage litigation generally and in particular the high cost of multi-jurisdiction litigation.

### Thursday, October 9, 2014

Plenary/Roundtable Discussion Sessions (including breakfast, lunch and breaks)  
Park Hyatt Toronto - 4 Avenue Road (Corner of Avenue Road and Bloor Street)  
All sessions to take place on the 18th Floor Roof Salon – South Tower

### 7:30-8:15 AM - Continental Breakfast

Plenary/Roundtable Sessions - The session outlines set out below will serve as themes for discussion. General Counsel participants and senior practitioners will share their experience in counselling management under the current conditions of intense pressure from public scrutiny, personal exposure, technological advances and tougher market requirements.

### 8:15-10:00 AM - The Canadian GC: Executive Advisor, Risk Manager and Decision Maker

The GC in Canada now wears many hats, including non legal functions such as: HR; Compliance, Ethics, Privacy; Corporate Secretarial, Risk, etc. There are many different reporting structures depending on the size of the department, global nature of the organization, public vs, private, etc. Our panel will canvass some of the different models and discuss the pros and cons.

- Reporting structure-responsibilities of the GC
- Non-legal functions
- Does the structure impact the GC status-Lawyer v Client?
- The world of the Alternative Legal Service provider and the issues associated
- Training of talent
- Responsibilities and corporate structure
- Compliance-reporting lines
- GC vs. the business unit
- GC as lawyer and GC as client

#### Discussion Leaders:

Garth Girvan, Senior Partner, McCarthy Tétrault  
Howard Kaufman, Counsel, Fasken Martineau DuMoulin  
Sheila Murray, EVP, General Counsel and Secretary, CI Financial Corporation  
Doris Stamml, Chief Legal Counsel, EY



## 10-10:15 AM - Networking Break

### 10:15-Noon - Risk: Natural, Cyber, and Beyond!

Businesses face a wide variety of risks, but what is the role of the GC in identifying and managing risks outside the realm of “legal risk” as such? In 2013 the Calgary business core was cordoned off for a period days due to flooding of the Bow River. Toronto has experienced significant power outages, measured in hours or days, in 2003, 2013 and 2014 – summer weather, localized effects, intervening weekends and holidays, time of day, rapid recovery to varying degrees limited the impact on business, but what if the breaks had fallen the other way? More locally, fires and water leaks can disable or destroy offices, records and IT infrastructure, along with warehouses, factories and other operating assets. Events like these also have the potential to shut down outside service providers, (even law firms!). How would you cope if your executive officers were inaccessible on the eve of your quarterly earnings call, your annual meeting, critical legal, tax or compliance deadlines or the closing of a major transaction? What if these events hit your lawyers?

#### Topics for discussion:

- **What are the risks facing your business?**
  1. Identifying critical facilities, infrastructure the failure of which could create knock-on legal or compliance risks – water (icy or wet), fire, cyberattack, epidemics, power failures
  2. When does infrastructure risk become legal risk?
  3. As for your data, where is it, anyway?
  4. What would be your “BP moment”? Think about GM and its recall woes.
- **What is the GC’s role?**
  1. Identify, monitor, respond - where does legal come into it?
  2. Boundary issues between CEO, COO, CFO, CR[isk]O, CTO ...
- **... and what about your law firms, LPOs, auditors?**
  1. What are your vulnerabilities to their risks?
  2. What do you know about their risk issues and risk mitigation strategies (beyond having some sense of their E&O coverage)?

#### Discussion Leaders:

**Stephen Bowman, Toronto Managing Partner, Bennett Jones**

**Frank Callaghan, Toronto Managing Partner, Borden Ladner Gervais**

**David Pickwood, SVP & General Counsel, Hudson’s Bay Company**

## 12:00-1:45 PM - Lunch

### Luncheon Speaker - Mitch Kowalski:

Mitch is an innovative thinker, writer, speaker and lawyer. He is the author of the critically acclaimed best-seller, *Avoiding Extinction: Reimagining Legal Services for the 21st Century* (a copy of the book will be provided to each attendee). Mitch believes that there are much better ways to deliver legal services; ways that reduce costs for law firms and clients, increase efficiency, enhance the lawyer-client relationship, improve access to justice and improve a lawyer’s quality of life.

## 2:00-3:30 PM - General Counsel In-Camera

From the perspective of her broad background as a partner in private practice to her current executive responsibilities as EVP and General Counsel of CI Financial, **Sheila Murray** will moderate this discussion. While this is an in-camera opportunity for those in attendance to raise any issues they wish for discussion with their peers, some suggested topics include:

- 1) The shifting scope of the GC-Board of Directors relationship;
- 2) What is new and what is working in structuring relationships with outside counsel;
- 3) Managing the legal function within the organization and responding to stakeholder priorities.

**Moderator - Sheila Murray, EVP, General Counsel and Secretary, CI Financial Corporation**

*The programme will end at approximately 3:30 PM.*

