



# 2013 Quorum Club Programme

Toronto, September 25 & 26 2013

## Wednesday September 25, 2013

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

### QUORUM ADVISORY BOARD

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Bennett Jones LLP  
Blake Cassels & Graydon LLP  
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Osler, Hoskin & Harcourt LLP  
Stikeman Elliott LLP  
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### QUORUM EXECUTIVE PRODUCERS



## Dinner and Dinner Speaker 7:00 PM

### *Keynote Speaker:*

#### **Howard Green**

Howard Green is the anchor of “Headline”, the flagship interview program on BNN, a network he helped launch in 1999. He is also the author of the bestselling book *Banking on America: How TD Bank Rose to the Top and Took on the USA*. It’s the story of how TD grew from being Canada’s fifth largest bank to how it’s since invaded the United States where it has more branches than in Canada.

Green is also an award-winning documentary maker. His best-known film is *The Investigation of Swissair 111* that chronicles the four and a half year probe into a crash that took 229 lives. *Swissair* has been shown on networks all over the world. It won the Gemini Award in Canada, was nominated for two Emmys in the United States for a version that was shown on the PBS series *NOVA* and was also nominated for the Japan Prize as well as a Columbia DuPont Award.

Prior to BNN, Howard worked for some of the country’s best-known programmes on CBC Television. He has a journalism degree from Carleton University in Ottawa and a Masters from Columbia University in New York. In 2006, he was awarded a Knight-Bagehot Fellowship at Columbia, one of ten journalists from around the world to be honoured with the opportunity to spend a year studying business, finance and economics.

## Thursday September 26, 2013

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 – Canada: A litigation and regulatory global hotspot? The role of General Counsel in keeping a company out of the spotlight.**

Historically Canada has been seen as less litigious and less at risk for litigation and regulatory activism. This perspective is changing. Why has this happened and what does it mean to your business and your ability to advise your client?

- What general counsel need to know about the changing litigation landscape
- Growth in number and size of class actions
- Securities class actions-secondary market liability legislation
- Provincial jurisdictional turf wars
- Cross border global disputes
- Uncertain and inconsistent case law
- Regulatory “activism” ( competition, privacy, broadcasting and telecom, etc.) and the impact on litigation and other risks (including competitors using regulators to their advantage)
- Lack of clarity in ground rules for conduct that can result in regulatory proceedings before Securities Commissions throughout Canada
- The rise of “public interest jurisdiction” exercised by Securities Commissions in enforcement proceedings
- Impact of social media



## Discussion Leaders:

**Ken Fredeen**, General Counsel & Secretary to the Board, Deloitte  
**Andrea Laing**, Partner, Blakes  
**Ildiko Mehes**, VP and General Counsel, Teva Canada  
**Kent Thomson**, Partner, Davies

## 10-10:15 am Networking Break

### 10:15-Noon – The Canadian GC in the Global Environment

Our shrinking world, and the increasing globalization of commerce, put inter-jurisdictional issues squarely in the sights of general counsel. Dealing with global issues is a growing challenge, whether due to the multinational footprint of their organizations, the multi-jurisdictional nature of their commercial relationships, and/or because global legal trends are or are likely to influence Canadian practices. Navigating these issues requires coordination, sensitivity and diplomacy, among other skills. This session will address discuss best practices around these issues.

Subjects to be addressed include:

- Topical issues in cross-border business, including increasing enforcement of foreign anti-corruption and competition, and managing different international standards in core areas such as reporting, privacy and privilege.
- Adapting global policies to local legal requirements, customs and risk tolerances.
- Best practices in coordinating and maximizing the value of local legal advice.
- Social and managerial issues, such as international mobility, cultural sensitivity, and promoting non-legal objectives such as diversity in different jurisdictions.
- Dealing with differing roles and perceptions of counsel in different locales.

## Discussion Leaders:

**William Braithwaite**, Chairman, Stikeman Elliott  
**Barry Fisher**, Vice President, General Counsel and Corporate Secretary, SAP Canada  
**Sue Gaudi**, VP, General Counsel & Corporate Secretary, The Globe and Mail Inc.  
**Neill May**, Partner, Goodmans

## 12-1:45 pm Lunch

### *Luncheon Speaker*

**Laurence Hazell**, Standard & Poor's governance specialist. Standard & Poor's Management and Governance Credit Factors Criteria represent one of the most qualitative aspects of credit ratings methodology. The term 'management and governance' encompasses the broad range of oversight and direction conducted by an enterprise's owners, board representatives, executives and functional managers. Their strategic competence, operational effectiveness and ability to manage risks shape an enterprise's competitiveness in the marketplace and its credit profile. Strong management plays a positive role in determining operational success. Weak management is likely to substantially weaken an enterprise's credit profile. Laurence will sketch the history and process that led to the publication of these criteria, their key features, their implementation within the ratings process and outline the impact they can have on Standard & Poor's opinion of a rated issuer's creditworthiness.

### 2:00-3:30 pm – General Counsel In-Camera

From the perspective of his broad background as a partner in private practice to his current executive responsibilities as General Counsel of Deloitte, Ken Fredeen 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:*

**Kenneth J. Fredeen**  
General Counsel and Secretary to the Board, Deloitte

*The programme will end at approximately 3:30 pm*

