

# What to Do When the Regulators Call


Directors & Officers Six Part Series (Part 5)  
March 11, 2010



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Presentation by:  
David A. Hausman  
Rosalind H. Cooper



Building a Bridge Over Troubled Waters


- Managing OSC Investigations and Proceedings





## Don't Call Us We'll Call You

- Whether to self-report matters of regulatory concern to securities regulators is the most difficult decision that a board of directors faces when confronted with an issue that could amount to a violation of securities law or the public interest
- There are undeniable benefits of self-reporting and self-correcting under the OSC Credit for Cooperation Policy.
- On the other hand, it is also the case that an issuer that self-reports is an easy target and therefore a tempting enforcement case. It cannot be assumed that the interests of the OSC and those of shareholders and other stakeholders are necessarily aligned although they ought to be.
- Of key interest will be the fruits of the issuer's internal investigation. To keep its options open, the board will want to preserve privilege so that it can make the decision whether and when to disclose the board's findings.



## Profiles in Courage—Board Independence in Times of Crisis

- It is impossible to respond to a matter of regulatory concern unless everyone who is responsible is free of conflict. In this context conflict arises if the conduct of any member of the board is in question.
- In circumstances where issues relate to historic financial reporting it may not be appropriate for the members of the audit committee to spearhead the internal investigation or communications with the securities regulator.
- In some cases such as those where continuity of management is vital to the success of the issuer, it may be important for a board to take active steps to support management in the face of issues of regulatory concern. The general rule is that any individual's interests must be sacrificed for the good of the enterprise.





## Avoid “Blamestorming”

- There is a temptation to look for scapegoats among former employees and more junior members of management.
- Regulators will see through this and may elicit the support of those who have been “thrown under the bus”.
- Internal discipline, including dismissal, of involved employees may be necessary but this must be based on objective analysis.
- Regulators will be more interested in systemic failures of compliance procedures and policies and efforts taken to prevent future issues of regulatory concern.



## Under the Covers or Exposed to the Elements

- An early decision will need to be taken in response to an investigation whether targeting individuals will be indemnified for the costs of responding.
- The reality is that the costs of responding to an investigation are beyond the means of most individuals. It is frequently in the best interests of the corporation that affected individuals have access to legal counsel.
- Corporate statutes permit and by-laws generally mandate “pay as you go” indemnity arrangements. Under the OBCA the advances must be repaid if it is ultimately determined that the individual did not act honestly, in good faith and in the best interests of the corporation.
- It will depend on the corporation’s by-laws whether any assessment has to be made as to the conduct of a director or officer before advances are made.
- Generally, it is of advantage to the issuer to ensure that every affected individual has access to legal counsel. This does not apply to obvious rogues, however.

## Come into My Parlour Said the Spider to the Fly— the Investigative Process

- How the investigative process operates at the OSC
- Formal versus informal investigations
- Managing confidential investigations.
- What is the impact of the Shapray case.
- How does a board of directors manage a process that is deliberately opaque and confidential.
- It is most important to coordinate efforts before section 11 order is issued and to continue the process while the process is underway. The goal is to ensure that the response to the investigation is as coordinated as possible.



## It's Your Privilege

- If the issuer has taken the necessary steps to preserve privilege respecting its internal investigation, and other privileged communications, at an early stage in the investigation the decision will have to be taken whether to waive the privilege.
- There is a common misapprehension that the OSC's Credit for Cooperation Policy deems the refusal to waive privilege to be evidence of uncooperative conduct. In reality, OSC Staff respect privilege but look askance at market participants that rely on legal advice as a defence but decline to waive the privilege attaching to those communications.
- It may, nevertheless, be of strategic advantage to waive privilege so that the OSC can be made aware of the efforts undertaken by the issuer's board of directors to come to terms with the issues before them and take appropriate remedial action as recommended by counsel.
- There may be good reasons to preserve privilege when there are concerns about civil liability or other regulatory proceedings.
- Efforts are sometimes made to preserve privilege in the hands of regulators on limited waiver or joint defence theories. There is little support in the law for these concepts. However, in a recent decision the OSC has held that its staff should respect undertakings to preserve the confidentiality of documents and testimony voluntarily produced and given even if the staff are not legally obliged to do so.
- Although the privilege belongs to the issuer and not any individual officers and employees who may have received advice, if an individual relies on legal advice provided to an employer as a defence, the advice may be required to be disclosed.



## It's Your Privilege Continued

- There may be good reasons to preserve privilege when there are concerns about civil liability or other regulatory proceedings.
- Efforts are sometimes made to preserve privilege in the hands of regulators on limited waiver or joint defence theories. There is little support in the law for these concepts. However, in a recent decision the OSC has held that its staff should respect undertakings to preserve the confidentiality of documents and testimony voluntarily produced and given even if the staff are not legally obliged to do so.
- Although the privilege belongs to the issuer and not any individual officers and employees who may have received advice, there is support in the case law for the right of individuals to waive privilege belonging to their employer to protect themselves from liability.



## Damned if You Do, Banned if You Don't—Public Disclosure of Investigations

- Depending on the circumstances, an issuer may need to consider whether the existence of a regulatory investigation needs to be publicly disclosed as part of the issuer's continuous disclosure obligations.
- The question is whether the subject of the investigation can be reasonably expected to have a substantial impact on the market price or value of the securities of the issuer
- This might arise where there is a prospect that the Commission may seek an order prohibiting members of senior management from serving as directors or officers of public companies.
- If the issue would expose the issuer to civil liability that also might trigger disclosure obligations.
- If the issue itself relates to disclosure, particularly financial disclosure, disclosure of the investigation might accompany whatever correcting disclosure that needs to be made.



## Warning Shot or Torpedo—Managing the Wells Process


- At the conclusion of the investigation, Staff will make a recommendation either to proceed with an hearing, close the matter or issue a warning letter.
- If the decision is taken to proceed to a hearing, a notice of enforcement hearing is delivered. This process is colloquially referred to as the Wells process based on the term used in the United States.
- Responses must be made on “with prejudice” basis unless the decision is taken by a respondent to make an offer of settlement.
- It is important that any response be factually accurate. This may be difficult because the response is required before disclosure is made to the recipients of the notice. If the investigation was carried out under the formal investigation provisions of the Securities Act, potential respondents will not have the advantage of having reviewed the evidence provided by others.



## Fight or Flight

- Most serious cases before the OSC result in settlements. Adverse publicity and (to a lesser extent) costs usually dictate the choice in close cases.
- The OSC does not accept “no contest” settlements. There must be an agreement on facts that are put before the hearing. This can cause problems where there is a potential for civil liability. The agreed statement of facts can be used in civil proceedings.
- Settlement agreements generally state that the facts are agreed (or not disputed) for the purposes of the current proceedings only but this language has not been held to be effective in limiting the admissibility of admissions in other proceedings.
- The settlement process does however, enable respondents to manage the admissions made to a certain extent. Staff are generally sensitive to legitimate concerns about the repercussions to an issuer of certain admissions of fact.





## Restoring Peace (of Mind) and Order

- Managing Environmental and Health and Safety Incidents



## Director and Officer Liability

- Environmental and occupational health and safety legislation contain express provisions that create offences for directors and officers
- Only defence available is “due diligence”
- Due Diligence is assessed pre-incident
- But management of incident will minimize potential for charges and mitigate “collateral damage”



## Avoiding the Problem

- Knowledge of the Board – You can't put your head in the sand
- Policies and procedures
- Identification of areas of concern
- Addressing areas of exposure
- Industry Standards
- Reassessment and Improvement



## Planning for a Crisis?

- Every business that has the potential for an incident should have a plan for that incident
- Board should know the plan and be satisfied with the strategy – there is no time for planning during a crisis
- Companies that manage incidents “successfully” are those that have planned for the incident
- How do you plan for a crisis?



## How to Plan for a Crisis

- Assess your business to identify areas that present potential for incidents
- Determine possible impacts/consequences of incident
- Ensure policies/procedures address every possible aspect of the incident



## Reporting Requirements

- Certain incidents trigger notification requirements
- Spills trigger a forthwith notification to MOE and municipality
- Health and Safety accidents trigger reporting to MOL
- Should be aware of such requirements and have contact numbers available
- Person tasked with calls should be trained and understand notification requirements

## What to Say or Not to Say



- Provide information required by law
- Don't speculate about what you don't know
- Opportunity for further information later
- Purpose of initial notification is just that



## Dealing with the Regulator

- The nine most terrifying words in the English language are, 'I'm from the government and I'm here to help.' (Ronald Reagan)
- Designate a person to be responsible for managing the regulator – “one window” approach
- Multiple Regulators
- Deal with regulators differently – different interests





## Powers of Regulators

- Inspectors vs. Investigators – what's the difference and does it matter?
- Inspectors – very broad and extensive powers
- Duty to cooperate
- Investigators – limited powers in certain circumstances



## When Do You Have to Cooperate

- Difficult question
- Not completely addressed by case law
- Tension between legal position and factual context
- Relationships and corporate image




## Requests for Documents

- Privilege?
- Particulars
- Timing
- Availability
- Documents Not Requested



## Signing Statements – To Sign or Not to Sign

- It should be noted that there is no legal obligation to sign a statement
- What if you don't sign?
- The person being interviewed is entitled to a copy of the statement for their records



## Internal Investigations – Before You Initiate

- Solicitor-Client Privilege?
- Scope of Investigation
- Witnesses
- Timing of Investigation
- Product of Investigation



## Communications - Stakeholders

- Regulator
- Municipality
- Impacted Parties
- Public/Media
- Public/Local Community and Residents



## Communications

- Information Sought
  - What happened and why?
  - How did you fix it?
  - How will you ensure it does not happen again?
- BUT this information can not always be shared....



## Communications

- Legal vs. public relations tension
- Objective is to communicate and maintain public relations without jeopardizing legal position
- Lawyers and communications experts should both be involved
- Regulator and potential plaintiffs will also receive communications
- Simplification can be a problem

## Questions?



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# **BIOGRAPHIES**



## David A. Hausman

### *Partner*

#### Toronto

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#### Areas of Practice

Securities and Mergers & Acquisitions

Litigation and Dispute Resolution

Securities Litigation

Corporate Governance

#### Education

BA (Hons), McGill University, 1986

LLB, University of Toronto, 1989

#### Year of Call

Ontario, 1991

#### Languages

English

French

David Hausman practises exclusively in the field of securities litigation. As part of his practice, David regularly represents investment dealers, public companies, mutual funds, directors and officers in a wide-range of matters including regulatory investigations and proceedings before provincial securities commissions, all Canadian stock exchanges and self-regulatory organizations. David is also experienced in representing bidders and targets in contested mergers and acquisition transactions. He regularly advises on governance issues in the public company context. From 1994 to 1996, David served as an enforcement counsel at the Ontario Securities Commission and thereafter continued to act for the Commission in a variety of enforcement matters. As part of his practice, David advises foreign regulators on securities regulation and enforcement matters. David joined Fasken Martineau as an articling student in 1989, became an associate in 1991 and a partner in 1997.

David is a frequent speaker and panellist at numerous legal and industry conferences regarding securities regulatory matters, including the regulation of mutual funds, corporate governance, insider trading, mergers and acquisitions and securities enforcement investigations and proceedings.

#### Representative Experience

- *International Royalty valued at \$749 million in arrangement agreement with Royal Gold*  
Advised International Royalty Corporation
- *Magna Entertainment Corporation Chapter 11 proceedings*  
Canadian counsel to the Chapter 11 creditors' committee
- *Jaguar Financial agrees to support Gerber Scientific's acquisition of Virtek*  
Advised Jaguar Financial Corporation

## David A. Hausman

- *L-1 Identity Solutions completes acquisition of Comnetix*  
Advised Northern Financial Corporation, a Canadian merchant bank and the largest shareholder of Comnetix
- *Northern Financial Corporation v. Jaguar Nickel Inc. et. al.*  
Counsel to Northern Financial Corporation
- *Khan Resources Inc. et al. v. W M Mining Company, LLC et al. (2006), 79 O.R. (3d) 411 (C.A.)*  
Counsel to W M Mining Company, LLC and Wallace M. Mays
- *SS&C Technologies acquires Financial Models Company for \$207 million*  
Advised the special committee of the board of directors of Financial Models Company Inc.
- *Ontario Securities Commission in first Canadian case relating to high-closing of securities by a mutual fund manager*  
Counsel to the Ontario Securities Commission
- *Ontario Securities Commission in key case respecting sales practices of dealers involved in micro-capital markets*  
Counsel to the Ontario Securities Commission
- *Leading authority regarding the disclosure of compelled testimony by securities regulatory authorities*  
Counsel to the plaintiffs
- *Leading case regarding the admissibility of Ontario Securities Commission settlements in civil proceedings*  
Counsel to the plaintiffs
- *Leading case regarding the approval of plans of arrangement*  
David Hausman acted as a senior member of the team representing the applicant in the leading case regarding the approval of plans of arrangement.
- *Inter-American Development Bank provides training course for securities regulators in the English speaking Caribbean*  
Advised the Inter-American Development Bank

## David A. Hausman

### **Presentations**

- What to Do When the Regulators Call, Directors & Officers Six Part Series (Part 5), March 11, 2010
- Corporate & White Collar Crime, *The Canadian Institute*, November 23-24, 2009
- Insight Information: Securities Law Forum, June 7-8, 2006
- From the Boardroom to the Hearing Room: What Private Equity Providers Need to Know, February 9, 2005

### **Publications**

- "The Continental Divide: Cooperation and Conflict in Cross-Border Securities Investigations", 2005
- "Getting No Sleep in the Continental Bed", 2005
- "Don't Cart Away Mithras", 2004
- "Hard Times at the Gravel Pit: A Cautionary Fable for Independent Directors", 2003



## Rosalind H. Cooper

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### Areas of Practice

Environmental

Energy

Workers'

Compensation/Occupational  
Health and Safety

Regulatory

### Education

BSc (Hons), Biochemistry  
University of Toronto, 1986

LLB, University of Ottawa,  
1989

### Year of Call

Ontario, 1991

Rosalind is a partner with Fasken Martineau and Director of the Toronto office's Environmental Practice Group. She was recently named in LEXPERT's *The 2009 Guide to the 500 Leading Lawyers in Canada*. Rosalind is also listed in the *Best Lawyers in Canada* publication for environmental law, in LEXPERT as *most frequently recommended* in the area of environmental law, in *The 2009 International Who's Who of Environmental Lawyers* and in the *PLC Cross-border Environment Handbook*. Rosalind is also on the roster of mediators/arbitrators of the Canadian Centre for Environmental Arbitration and Mediation and is certified by the Law Society of Upper Canada as a specialist in environmental law.

Rosalind has extensive experience advising on all environmental regulatory issues including exposure to environmental liability, brownfields redevelopment, decommissioning and remediation of contaminated lands, certificates of approval, reporting requirements, various aspects of due diligence, and director and officer liability. Rosalind defends environmental charges, litigates contaminated land disputes and other environmental matters, and is involved in appeals and environmental assessment proceedings before the Environmental Review Tribunal. Rosalind also provides environmental advice in relation to business transactions such as mergers and acquisitions, the purchase and sale of real estate and secured lending transactions.

In the occupational health and safety area, Rosalind has been involved in defending charges, dealing with work refusals, appeals of orders issued by the Ministry of Labour and reprisal complaints. She has extensive experience in advising on reporting requirements, the various roles and responsibilities of workplace parties, director and officer liability for health and safety infractions, various aspects of due diligence, and health and safety audits and assessments.

Rosalind has written numerous articles on a wide range of environmental and health and safety issues. She is a regular contributor to *Solid Waste Magazine* and has spoken on various environmental and health and safety issues at numerous conferences. She has also lectured at Canadian universities,

## Rosalind H. Cooper

including the University of Toronto, Osgoode Hall Law School and the University of Western Ontario.

### Representative Experience

- *FCI sells North American-based electrical division to Hubbell for US\$360 million*  
Advised FCI S.A.
- *Northland Power Income Fund merges with Northland Power Inc.*  
Advised the Independent Trustees of Northland Power Income Fund
- *Lift Technologies sold to Calvi Holding*
- *Parker Hannifin Corporation acquires Vansco Electronics*  
Advised Parker Hannifin Corporation
- *Foresters completes acquisition of Unity Life in Canada's first sponsored demutualization*  
Advised The Independent Order of Foresters
- *NewPage buys North American paper operations of Stora Enso in US\$2.5 billion deal*  
Advised NewPage on the Canadian aspects of this transaction
- *Liqui-Box sells performance films business to Exopack*  
Advised Liqui-Box Canada Inc.
- *DEGI INTERNATIONAL purchases 90% interest in major Calgary office complex*  
Advised DEGI INTERNATIONAL
- *Goodyear sells Engineered Products Division to Carlyle Group for US\$1.475 billion*  
Advised Goodyear on the Canadian aspects of this transaction
- *Providence Equity Partners acquires Decision Resources*  
Canadian counsel to Providence Equity Partners
- *Silgan Holdings acquires Cousins-Currie for \$48.3 million*  
Advised Silgan Holdings Inc.

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- *Vision Capital acquires businesses of AEA Technology plc for up to £76.4 million*  
Acted for Vision Capital Limited
- *Cedar Fair acquires Paramount Parks for US\$1.24 billion*  
Advised Cedar Fair, L.P.
- *Morse Automotive sells Gunn Metal Stampings to Qualitor*  
Advised Morse Automotive Corporation
- *Toyotetsu Canada to build \$50 million Canadian automotive parts plant in Simcoe, Ontario*  
Advised Toyotetsu Canada, Inc. in its plans to build a \$50 million Canadian automotive parts plant in Simcoe, Ontario
- *Dofasco acquires Copperweld businesses for US\$178 million*  
Advised Dofasco Inc.
- *Retrocom Mid-Market REIT acquires property portfolio for \$182 million*  
Represented Retrocom Mid-Market REIT
- *ING Canada acquires Allianz of Canada*  
Advised ING Canada
- *McCain Foods acquires Manitoba processing plant from Nestlé Canada subsidiary*  
Advised McCain Foods
- *Scotiabank provides credit facilities to Borealis Capital and Kilmer Capital Partners to assist in financing their acquisition of Vansco Electronics*  
Advised the Bank of Nova Scotia
- *DuPont Canada sells textiles and interior businesses in its largest transaction ever*  
Advised DuPont Canada
- *Retrocom Mid-Market REIT completes \$118 million IPO*  
Advised Retrocom Mid-Market REIT
- *Glendale International completes sale of electronics business to Circuit World*  
Advised Glendale International Corp.

## Rosalind H. Cooper

- *P&O Ports Canada acquires assets of Casco Terminals and Canadian Stevedoring businesses of BCR Marine*  
Advised P&O Ports Canada Inc.
- *Kerry (Canada) acquires Metarom Canada*  
Advised Kerry (Canada) Inc.
- *Kerry (Canada) acquires Rector Foods Group*  
Advised Kerry (Canada) Inc.
- *St. Lawrence Cement acquires indirect subsidiary of Lafarge*  
Advised St. Lawrence Cement Inc.
- *407 International closes \$650 million bond sale*  
Advised the Province of Ontario

### **Presentations**

- Environmental Law Update, Environmental Group Seminar, March 25, 2010
- What to Do When the Regulators Call, Directors & Officers Six Part Series (Part 5), March 11, 2010
- Environmental Law: Life Cycle of a Spill, OBA Institute, February 16, 2010
- Environmental Deal-Breakers in Real Estate and Business Transaction, Federated Press, January 18-19, 2010
- Corporate Tree-Hugging: Environmental Management Systems and Corporate Responsibility, Ontario Bar Association, December 2, 2009
- Six-Minute Real Estate Lawyer 2009, The Law Society of Upper Canada, November 18, 2009
- Advanced Roundtable Program in Environmental Law, Law Society of Upper Canada, October 27, 2009
- New Toxic Substances Reporting & Reduction Requirements, Ontario Bar Association, October 13, 2009

## **Rosalind H. Cooper**

- Between a rock and a hard place: Is there a conflict between a lawyer's duty of confidentiality and an engineer's duty to warn?, Ontario Bar Association Program, June 22, 2009
- Environmental Assessment: Where Is It Going?, Canadian Mining Law & Finance 2009, June 10, 2009
- Managing Internal and External Investigations, Speaker, Canadian Environmental Conference & Tradeshow, April 21, 2009
- Managing Internal and External Investigations, Speaker: Canadian Environmental Conference & Tradeshow, November 25, 2008
- 3rd Annual Ministry of the Environment Update, Moderator: 2008: Recent and Upcoming Changes to Ontario's Environmental Laws, November 20, 2008
- Six-Minute Real Estate Lawyer 2008, Speaker, November 6, 2008
- Addressing Patient and Staff Safety Issues in Your Hospital, Hospitals and Foundations Seminar Series, May 14, 2008
- Managing Internal and External Investigations, Speaker, Canadian Environmental Conference & Tradeshow, April 22, 2008
- Environmental Assessment and Mining Activities, Speaker, Canadian Mining Law & Finance 2008, April 7-8, 2008
- Environmental Law - Species at Risk: The Wild and Woolly Side, chair, Ontario Bar Association, February 28, 2008
- Evolving World of Inspections, Investigations and Prosecutions, Speaker, OBA 2008 Annual Institute Conference, February 4, 2008
- Environmental Law Conference, Speaker, January 30 - February 1, 2008
- 6 Minute Real Estate Lawyer, Speaker, Law Society of Upper Canada, November 14, 2007
- Young Lawyers Division - Environmental Tips and Tools Round Table Dinner, Speaker, Ontario Bar Association, November 1, 2007

## **Rosalind H. Cooper**

- Advanced Roundtable in Environmental Program, Facilitator, Law Society of Upper Canada, October 24, 2007
- Spills and Environmental Emergencies, April 17-18, 2007
- Negotiating Transaction Agreements - What is Reasonable?, Speaker, Ontario Bar Association, February 6, 2007
- Environmental Law Conference, Speaker, January 25-27, 2008
- Bill 133 - Spills Management & Compliance, Speaker, Environmental Science & Engineering Magazine, November 29, 2006
- Diligently Managing Internatl & External Investigations, Speaker, Environmental Science & Engineering Magazine, November 29, 2006
- 6 Minute Real Estate Lawyer, Speaker, Law Society of Upper Canada, November 15, 2006
- Spills and Environmental Emergencies, May 2, 2006
- The Criminalization of Environmental Liability, Moderator, CCCA National Spring Conference, April 24, 2006
- Mould and Potential Injury Damages, speaker, Southwest Legal Clinics' Conference, March 30, 2006
- Treating Waste Management as a Utility, Speaker, AMRC Spring Workshop, February 15, 2006
- Is Toxic Mould the New UFFI?, Panel Discussion Moderator, Law Society of upper Canada Teleseminar, February 7, 2006
- Environmental Update 2006: Recent Changes to Ontario's Environmental Laws, Speaker, Ontario Bar Association, January 23, 2006
- Environmental Law and Regulation in Ontario, Speaker, The Canadian Institute Conference, November 30, 2005
- Nuts and Bolts of an Effective Spills Management and Response Program, speaker, The Canadian Institute's 8th Annual Environmental Law & Regulation in Ontario Conference, November 30 - December 1, 2005

## **Rosalind H. Cooper**

- 21st Annual Fasken Forum on Employment, Labour, Human Rights, Pensions & Benefits, October 26, 2005
- CEPA Update Conference 2005, Speaker, Industry Coordinating Group (ICG) for CEPA, October 7, 2005
- Real Estate Summit, Speaker, Law Society of Upper Canada, April 7, 2005
- 2nd Annual Environmental Law and Compliance in Ontario, Speaker, Insight Information Co., February 16-17, 2005
- Brownfields Law, Speaker, Ontario Bar Association, February 4, 2005
- Environmental Law Conference, Speaker, January 26-28, 2005
- Environmental Law and Regulation in Ontario, Co-Chair, The Canadian Institute, December 7-8, 2004
- Addressing Contamination in Land Transactions, Speaker, Ontario Bar Association, November 2004
- New Brownfields Regulation in Ontario, Chair and Speaker, Insight Information Co., October 2004
- Real Estate Forum-What You Need to Know About Your Client's Contaminated Property, Speaker, Law Society of Upper Canada, April 2004
- Drinking Water Safety and Sustainability, Speaker, Insight Information Co., March 2004
- Environmental Law in Ontario, Speaker, Insight Information, February 2004
- Developing Toronto's Waterfront, Speaker, Strategy Institute, February 2004
- Emergency Management, Speaker, Business Contingency and Securities Strategies Conference, January 2004

## **Rosalind H. Cooper**

- New Regulation for Brownfield Properties, Speaker, Six Minute Real Estate Lawyer Conference, Law Society of Upper Canada, November 2003
- Environmental Law and Regulation in Ontario, Chair/Speaker, Canadian Institute Conference, October 2003
- Water and Wastewater, Speaker, Insight Conference, March 2003
- Contaminated Sites Solutions, Chair, Insight Conference, February 2003
- Variety of Vendors-Revisited, Speaker, Ontario Bar Association, November 2002
- Brownfields Legislation, Speaker, Ontario Bar Association Real Estate Section Meeting, February 2002
- Construction Superconference, Speaker, Canadian Institute, December 2002
- 11th Annual Construction Superconference, Speaker, April 2002
- Environmental Law and Regulation in Ontario, Speaker, Canadian Institute, October 2002

### **Publications**

- "Solid Waste & Recycling Magazine", Editor, EcoLog Information Resources Group, February, 2009
- "Ontario Mandates Safety-Engineered Needles or Needle-less Systems", Health Law Bulletin, February 2008
- "Canada's Clean Air Act: An overview", Environmental, Energy & Natural Resources Bulletin, October 2006
- "West Nile Virus in Ontario - Legal Considerations", Fasken Martineau Alert by Richard Swan in conjunction with Rosalind Cooper, Martin Denyes, Lynne Golding, June 2003
- "Proposed Environmental Regulations and Guidelines Will Impact Hospitals and Medical Laboratories", Health Law Bulletin by Rosalind H. Cooper, February 2002

## Rosalind H. Cooper

- "How Clean is Clean? Court of Appeal Says Pristine The Court of Appeal Decision in Tridan Developments and Shell Canada", by Rosalind H. Cooper, January 2002
- "AMPs (Administrative Law Penalties) Finally Arrive!", Environmental Law Flash, January 2002
- "New Requirements for Hazardous and Liquid Industrial Waste Generators Effective January 1, 2002", Environmental Law Flash, January 2002
- "Reminder of Deadline for Workplace-Specific Hazard Training", Labour, Employment and Human Rights Bulletin by Rosalind H. Cooper, December 2001
- "Ontario Court of Appeal Creates Distinction Between Abatement and Enforcement Officers", by Paul Wilson, Rosalind Cooper and Pierre Meunier, June 2001

### Memberships and Affiliations

- Member of the Environmental Law Executive Section of the Ontario Bar Association
- Member of the Advocates' Society
- Mediator/Arbitrator for the Canadian Centre for Environmental Arbitration and Mediation (CCEAM)

### Rankings and Awards

- Certified by the Law Society of Upper Canada as a Specialist in Environmental Law
- Listed in LEXPERT's *The 2009 Guide to the 500 Leading Lawyers in Canada*
- Listed in LEXPERT Directory - most frequently recommended as an environmental practitioner
- Listed in 2009 *The International Who's Who of Environmental Lawyers*
- Listed in the *PLC Cross-Border Environmental Handbook 2009/2010*
- Appointed to the Ontario Government Expert Advisory Panel on Brownfields
- Past Chair of the Environmental Law Section Executive of the Ontario Bar Association (1999/2000)

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Calgary

Toronto

Ottawa

Montréal

Québec City

London

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Johannesburg

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