MANAGING AN EFFECTIVE CORPORATE LAW DEPARTMENT

Positioning your department for peak performance

Improving efficiencies and reducing costs

participating organisations
ARAMARK Canada Ltd.
Borden Ladner Gervais LLP
Canexus Limited
Catalyst Consulting
Fasken Martineau DuMoulin LLP
The Forzani Group Ltd.
Fraser Milner Casgrain LLP
Glenbriar Technologies Inc.

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

who should attend
In-house legal counsel, vice presidents and directors of legal affairs, corporate secretaries, compliance and regulatory affairs directors
COURSE LEADER

HOWARD KAUFMAN

Howard Kaufman joined Fasken Martineau in 2001. He brings a wealth of experience in managing an in-house legal department, including a 24-year career with Xerox Canada Inc., where he became its Vice-President, Legal & External Affairs and Secretary. At Fasken Martineau, he focuses primarily on client services, working with the firm’s Canadian offices to help drive the development of new and existing corporate client relationships. He has lectured extensively on a variety of substantive legal matters, law department management, environmental matters and ethics issues. From 1997 to 2000, he was a guest lecturer on “Ethics and the Corporation” at Concordia University’s Executive MBA program.

CO-LECTURERS

COLIN P. MACDONALD

Colin MacDonald is a Partner in the Calgary office of Borden Ladner Gervais LLP. Colin primarily practices in the commercial area with an emphasis on Government Relations and Competition Law. He Chairs the Firm’s National Government Relations practice group. After moving to Calgary in 1983, Colin served as in-house counsel for Canterra Energy Ltd. until 1988 with involvement in oil and gas related matters including acquisition and divestiture of oil and gas assets. Colin currently serves on a number of Boards of Directors and is the current Chair of the Calgary Olympic Development Association. He is a member of the Institute of Corporate Directors (ICD). Colin was admitted to the Bar of Nova Scotia in 1980 and the Alberta Bar in 1984. He graduated from Dalhousie Law School in 1977 and prior to that received a M.A. (Economics) from McMaster University in 1974 and a Joint Honours degree (B.B.A.) in Economics and Business Administration from St. Francis Xavier University in 1973.

ROBERT D. MATHESON

Robert D. Matheson is Chairman & CEO of Glenbriar Technologies Inc. He is a member of the original team that founded Glenbriar Technologies in 1997. His current responsibilities include defining and implementing the company’s overall corporate strategy, overseeing new product development initiatives and negotiating corporate acquisitions and business partner alliances on a global basis. From 1983 to 1997, he held the position of Vice-President, General Counsel & Secretary at Transwest Energy Inc., an oil and gas company that was publicly traded on the TSE, ASE and Australia. Before founding Catalyst Consulting, he was a Principal with KPMG and the Managing Director of Heenan Blaikie. He has held senior managing positions in health care, education and government.

THOMAS F. PEPEVNAK

Tom Pepevnak is a Partner at Fraser Milner Casgrain LLP in their Calgary office. Tom’s corporate and commercial practice is focused on public and bank debt financing, derivatives and other structured financing products. Prior to joining FMC, Tom practiced for over 7 years in the head office law department of Royal Bank of Canada in Toronto, most recently as Senior Counsel. In that capacity, his clients included the Bank’s syndications, corporate finance, structured finance (including derivatives trading) and multinational banking groups. He also worked on a variety of projects including the development of the Bank’s first securitization vehicle, the establishment of its global sub-custodial network and the introduction of Canada’s first “smart” cash card. Tom’s financing experience has included work, domestically and internationally, for both borrowers and lenders involving syndicated credit agreements, public and private senior and subordinated debt issues, cross-border financings, project financings, debt restructurings and other types of financings.

Diane J. Pettie is Vice President, General Counsel & Corporate Secretary of Canexus Limited, administrator of Canexus Income Fund, a publicly traded income trust. Canexus manufactures and markets sodium chlorate and chlor-alkali chemicals used by the pulp and paper, water treatment and oil and gas industries. Prior to joining Canexus, she was Vice President and Assistant General Counsel in Calgary of Sempra Energy Trading Corp., a Connecticut-based global energy trading company owned by Sempra Energy. Prior to Sempra, she headed up the law department for the Canadian subsidiary of Mirant Corporation, an Atlanta-based energy trading company, which in 2000 assumed management of the assets of Pan-Alberta Gas Ltd., a natural gas aggregator with 400 producer owners, where she was General Counsel and Corporate Secretary.

STEVE PRISCO

Steve Prisco is Assistant General Counsel and a member of the Management Committee at ARAMARK Canada Ltd. As ARAMARK’s only legal counsel in Canada, he is responsible for providing legal support to all of ARAMARK’s Canadian operations. This includes providing legal support to over 1000 client components, 400 supplier relationships and dozens of franchises that ARAMARK operates. His practice at ARAMARK 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.

RICHARD G. STOCK

Richard Stock, M.A., FCIS, CMC, is the managing partner of Catalyst Consulting. He and his partners have consulted to the law departments of Royal and Sun Alliance, Cadbury Schweppes, Petro-Canada, TD Bank Financial Services Group, Bruce Power, CP Rail, CP Ships, the RCMP and others in Canada, the U.S. and Australia. Before founding Catalyst Consulting, he was a Principal with KPMG and the Managing Director of Heenan Blaikie. He has held senior managing positions in health care, education and government.

KAREN WIWCHAR

Karen Wiwchar is Vice-President Law, General Counsel & Corporate Secretary of The Forzani Group Ltd., Canada’s largest national retailer of sporting goods. After over 17 years practicing corporate and finance law with a national law firm, she joined FGL in 2004. She directs all legal affairs for FGL, encompassing a broad range of issues including commercial, employment, intellectual property, advertising, litigation, governance, general compliance and regulatory matters. She manages FGL’s in-house department staff of eight and its external legal teams from the company’s head office in Calgary.
COURSE PROGRAM

BUILDING THE SECOND GENERATION LAW DEPARTMENT

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 organizations. This discussion details how to build a second generation law department, including:

- Alignment with strategic business priorities
- Demand forecasting
- Workload and workflow balance
- Challenging the law firm business model
- 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 TEAM

Corporate law departments are facing rising workloads and more deadlines, while having to cut costs and operate with a smaller staff. 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 motivation

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 law 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"
- Analyzing the economic value of the competitive bid processes: RFPs, RFQs, RFIs or "Beauty Contests"
- 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 of 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

BEST PRACTICES IN OUTSIDE COUNSEL RELATIONS

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. In this discussion, examine best practices on hiring and working with outside counsel.

- Factors determining what gets done in-house and what gets done by external counsel
- Negotiating legal service agreements
- Creating seamless relationships between in-house and outside counsel
- Ways that outside counsel can find efficiencies and demonstrate benefits
- Controlling costs: alternative ways of billing
- Assessing your requirements for external legal services
- Managing the long-term relationship with external lawyers
BUILDING THE SECOND GENERATION LAW DEPARTMENT

ESTABLISHING STANDARDS OF LAWYER CONDUCT 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
- Merging 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

STRATEGIES FOR MINIMIZING COSTS WITHOUT COMPROMISING QUALITY

Corporate streamlining, increased compliance regulation and shrinking budgets have forced law department managers to become more aggressive in controlling legal costs. Many legal departments are struggling to carry out their responsibilities in this environment of cost cutting and staff reductions. This session will examine how to implement successful strategies for controlling legal costs without compromising quality.

- Maximizing value in the delivery of legal services
- Effective budgeting for the in-house legal department
- How to secure more resources for your department
- Models for effectively allocating limited resources: billable hours, value-based billing, RFPs, flat-fee billing, incentive fees
- Alternative billing arrangements
- The CLO’s responsibility for forecasting legal costs: ensuring that actual costs do not exceed budgeted costs
- Reducing outside spending by minimizing the number of outside law firms

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 law 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 law 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 lawyers: when to bring them in and when you can handle it internally

REGISTRATION COSTS

NUMBER OF PARTICIPANTS: 

- COURSE: $1695
- COURSE + PROCEEDINGS CD-ROM: $1695 + $125 = $1820
- PROCEEDINGS CD-ROM: $399

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