

ARGYLE EXECUTIVE FORUM<sup>SM</sup>

# 2012 Chief Legal Officer Leadership Think Tank (Toronto)

Wednesday, September 12, 2012

Toronto, ON

## **Security**

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Please do not leave your personal belongings unattended in the conference rooms.

Argyle Executive Forum will not be responsible for items left in the rooms.

## **Mobile Devices**

Please do not allow any mobile device to disrupt the conference while in session.

All devices should be on silent mode or turned off.

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Please use areas outside of the ballroom to converse when the conference is in session.

## **Smoking**

Please note that smoking is not permitted in the event venue.

## **CLE Credits**

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*Speaker Materials are available upon request, pending availability.*

## **Feedback Forms**

Please remember to fill these out after each session.

They can be dropped off at the registration desk at the end of the day.

## **Wireless Microphones**

Please note that we have wireless microphones for the Q&A portion of each session.

Please wait for a member of the Argyle Executive Forum staff to bring the microphone over to you before you ask your question.

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## **WiFi**

Please see the Registration Desk for WiFi information.

## **Event Program**

To download the meeting program, please visit [www.argyleforum.com/clotoronto2012](http://www.argyleforum.com/clotoronto2012)

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## **2012 CHIEF LEGAL OFFICER LEADERSHIP THINK TANK (TORONTO)**

Wednesday, September 12, 2012

8:00am – 11:00am

8:00am – 8:30am

Breakfast

8:30am – 8:35am

Argyle Executive Forum Opening Remarks

8:35am – 9:15am

Panel Discussion

"Managing Counsel: Outside and In"

Session topics include, but are not limited to:

- Where is the legal department budget being spent and how can it be improved?
- How to obtain and retain talent in today's economy
- Using metrics and benchmarking to improve your performance
- What are some strategies to control costs?
- Building relationships with outside counsel and vendors that understand your goals.

*Moderator:*

David Grad

Senior Vice President, General Counsel and Corporate Secretary  
PRIMERICA Financial Services (Canada) Ltd.

*Panelists:*

Arthur "Art" Bensler

EVP & General Counsel

Teekay Corporation

Robyn A. Collver

SVP, Secretary and General Counsel

Canadian Tire Corporation, Limited

Marni Dicker

Senior Vice-President, Business & Government Affairs and Corporate Counsel, O&M

SNC Lavalin Group Inc.

Howard Sklar

Senior Counsel

Recommind

Brian Swartz

Executive Vice President Legal & Commercial Services

Aecon Group Inc.

KEY INSIGHTS:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

*\*Please note, this session is off the record.*

9:15am – 9:35am

Coffee Break

9:35am – 10:15am

## Panel Discussion

*“The General Counsel as a Strategic Business Partner”*

Session topics include, but are not limited to:

- Understanding the role of the GC in advancing the global business objectives of a corporation.
- Maximizing and aligning the value of the legal department (inside and out) and its function with the overall goals of the company.
- Looking at the relationship of a subsidiary GC to the parent company.
- The value and need for organization in a legal team, a multi-faceted approach.
- Lawyers becoming business advisors.

### *Moderator:*

Dorothy Quann  
Vice President, General Counsel, Secretary  
Xerox Corporation

### *Panelists:*

Tony Cugliari  
V.P., Legal Affairs & General Counsel  
Parmalat Canada Inc.

Barbara Silverberg  
Head of Dell Canada Legal  
Dell

Fernando Garcia  
General Counsel and Corporate Secretary  
Navistar Canada, Inc.

Jeff Van Damme  
General Counsel  
Nissan Canada Inc

Gabriella O'Rourke  
Director, Business Development  
WeirFoulds

### KEY INSIGHTS:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

*\*Please note, this session is off the record.*

10:20am – 10:55am

## Roundtable Discussions

10:55am – 11:00am

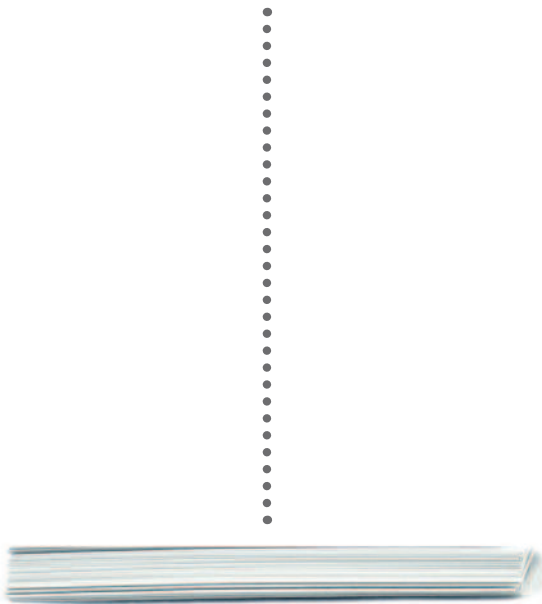
## Argyle Executive Forum Closing Remarks

*\*Please note, the agenda is subject to change.*

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## **PANEL DISCUSSION**

### **"MANAGING COUNSEL: OUTSIDE AND IN"**

#### **MODERATOR:**

**DAVID GRAD**

**SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY  
PRIMERICA FINANCIAL SERVICES (CANADA) LTD.**

David Grad is Senior Vice President, General Counsel & Corporate Secretary, Chief Compliance Officer and Chief Privacy Officer at Primerica Financial Services Ltd., the Canadian subsidiary of Primerica, Inc. (NYSE:PRI). Primerica sells life insurance, segregated funds, proprietary and third party mutual funds and other ancillary products and services through a network of over 9,000 independent sales representatives. Primerica operates in every province and territory in Canada and regularly interacts with over 25 regulators and consumer agencies. David has responsibility for the Legal, Regulatory Compliance and Field/Market Conduct Departments overseeing the activities of over 30 staff members. In addition to dealing with regulators David provides senior management with advice and guidance on a variety of corporate and commercial matters arising in the day to day operations. As Corporate Secretary he also provides guidance on corporate governance to the Board of Directors and Senior Executive.

Prior to joining Primerica in 2009, David was Vice President, General Counsel and Secretary at ING DIRECT (2005-2009), practiced corporate commercial law with McDonald Sager Manis LLP (2004-2005), was Vice President General Counsel and Secretary at Intesa Bank Canada (1994-2004) and Assistant Corporate Counsel at The Citadel Assurance (1991-1994). A graduate of Osgoode Hall Law School, he was called to the Bar of Ontario in 1991. He articulated with Miller Thomson LLP in Toronto.

#### **PANELISTS:**

**ARTHUR "ART" BENSLE  
EVP & GENERAL COUNSEL  
TEEKAY CORPORATION**

Arthur Bensler joined Teekay Corporation in 1998 as General Counsel. He was appointed Corporate Secretary in 2003. In his current role as Executive Vice President & General Counsel he is responsible for all legal, tax and insurance needs of the global organization, which includes four publically traded entities. Teekay Corporation (NYSE:TK) provides a comprehensive set of marine services to the world's leading oil and gas companies, helping them seamlessly link their upstream energy production to their downstream processing operations. Teekay is growing its operations in the offshore oil production, storage and transportation sector through its publicly-listed subsidiary, Teekay Offshore Partners L.P. (NYSE: TOO), continues to expand its significant presence in the liquefied natural gas shipping sector through its publicly-listed subsidiary, Teekay LNG Partners L.P. (NYSE: TGP), and seeks to grow its conventional tanker business through its public subsidiary, Teekay Tankers Ltd. (NYSE: TNK). With a fleet of approximately 150 vessels, offices in 16 countries and approximately 6,400 seagoing and shore-based employees, Teekay transports approximately 10 percent of the world's seaborne oil. Prior to joining Teekay, Mr. Bensler was a partner in a large Vancouver, Canada, law firm, where he practiced corporate, commercial and maritime law from 1987 until joining Teekay.

**ROBYN A. COLLVER**  
**SVP, SECRETARY AND GENERAL COUNSEL**  
**CANADIAN TIRE CORPORATION, LIMITED**

Robyn Collver is the Senior Vice-President, Secretary and General Counsel of Canadian Tire Corporation, Limited. Robyn obtained an Honours Bachelor of Business Administration at Acadia University, her Bachelor of Laws at the University of Toronto and was previously a partner at Cassels Brock, a Toronto law firm, specializing in the practice of corporate and securities laws. She currently manages a team of approximately 45 employees who provide legal advice and legislative compliance services to Canadian Tire and its subsidiaries, which include Canadian Tire Petroleum, PartSource, Canadian Tire Real Estate, Canadian Tire Financial Services, FGL Sports and Mark's Work Warehouse. As corporate secretary of a public corporation, she has developed expertise in corporate governance; her responsibilities include oversight of the public company disclosure process and documentation and of the Corporation's foreign subsidiaries.

**MARNI DICKER**  
**SENIOR VICE-PRESIDENT, BUSINESS & GOVERNMENT AFFAIRS AND CORPORATE COUNSEL, O&M**  
**SNC LAVALIN GROUP INC.**

Marni Dicker is Senior Vice President, Business & Government Affairs and Corporate Counsel for SNC-Lavalin Operations and Maintenance Inc. Marni participates in the customization of services in large outsourcings to address the unique needs and priorities of each Client. Marni is responsible for structuring all Public Private Partnership proposals, including the contractual arrangements amongst concession partners. Additionally, Marni is responsible for all corporate Government relations, and is the Chief Corporate Security Officer.

As both a legal practitioner and a business person, Marni structures deals which fall well within legal boundaries while being innovative and Client centered. Marni has an Honors business degree (B.A. Com), a Bachelor of Civil Laws (B.C.L) and a Bachelor of Laws (LLB).

**HOWARD SKLAR  
SENIOR COUNSEL  
RECOMMIND**

Prior to joining Recommind, Mr. Sklar was Global Trade and Anti-Corruption Strategist with Hewlett-Packard Co. At HP, he was in charge of the company's global anti-corruption compliance program. He also was counsel to the Global Trade division, giving relevant business units advice on compliance with US sanctions. Before going in-house, Mr. Sklar served 12 years as a prosecutor and regulator, first as an Assistant District Attorney in Bronx County, NY, where he developed a specialty in computer crime investigation, and then as a senior enforcement attorney in the Branch of Internet Enforcement at the Securities and Exchange Commission. Mr. Sklar has lectured on the FCPA both nationally and internationally.

**BRIAN SWARTZ  
EXECUTIVE VICE PRESIDENT LEGAL & COMMERCIAL SERVICES  
AECON GROUP INC.**

Brian Swartz is Executive Vice President, Legal and Commercial, for Aecon Group Inc. In addition to his role as Chief Legal Officer, Mr. Swartz has a broad portfolio of executive responsibilities at Aecon including strategic planning, Board Secretary, risk and surety, office and facilities services.

Mr. Swartz is a member of the Aecon Group Executive Committee as well as the Board of Directors of all of Aecon's subsidiaries. Mr. Swartz is also Chair of the Aecon Project Risk Committee.

Mr. Swartz is a Past Chair of the Construction Law Section of the Ontario Bar. He is currently a member of the Board of the Canadian Construction Association and the CCA appointee to the Board of Directors of the Canadian Employers Council. He is also a member of the Editorial Board of the International Journal of Corporate Counsel (London U.K.).

Mr. Swartz has advised both COCA and OGCA on matters relating to amendments to the Construction Lien Act. Mr. Swartz received his Bachelor of Laws Degree from Osgoode Hall Law School of York University in 1981.

*\*Please note, this session is off the record.*

## PANEL DISCUSSION

### ***“THE GENERAL COUNSEL AS A STRATEGIC BUSINESS PARTNER”***

#### **MODERATOR:**

**DOROTHY QUANN**

**VICE PRESIDENT, GENERAL COUNSEL, SECRETARY  
XEROX CORPORATION**

Dorothy Quann is Vice President and General Counsel of Xerox Canada.

Dorothy is a member of the Executive Committee for the Legal Leaders for Diversity. She is a member of the YMCA of Greater Toronto’s Audi Committee, and a past member of its Board of Directors. Dorothy received the Federated Press Women Leader of the Year Award in 2012. Dorothy is a 2010 recipient of The International Alliance for Women (TIAM) World of Difference 100 Award, which recognizes women from around the world who have contributed to the advancement of women in business. She is a member of the Common Law Honour Selection Committee at the University of Ottawa.

Dorothy is a member of the International Women’s Forum, and past President of the Association of Canadian General Counsel. She is the former chair of the International Development Committee of the Canadian Bar Association (CBA). Dorothy is the former Chair of National Law Day, and past member of the National Executive of the CBA.

Dorothy is a former member of the Awards Committee of the Ontario Bar Association. She was a director for the Ontario Board of the Information Technology Association of Canada. Dorothy was a member of the Advisory Committee to Catalyst in its study of associate female lawyers in Canadian law firms.

Dorothy is a member of the Law Society of Upper Canada, and the Law Society of England and Wales.

#### **PANELISTS:**

**TONY CUGLIARI**

**V.P., LEGAL AFFAIRS & GENERAL COUNSEL  
PARMALAT CANADA INC.**

Tony joined Parmalat Canada as in-house counsel in March of 2004, when he was initially brought on board to assist with a major refinancing transaction. Since then, he has been progressively promoted to positions of increased accountability and is currently the Company’s Vice President, Legal Affairs and General Counsel. Prior to joining Parmalat Canada, Tony worked at Osler Hoskin & Harcourt in the business law department.

Tony manages the lion’s share of the Company’s legal affairs, e.g., day-to-day corporate/commercial matters, business transactions, intellectual property, litigation and corporate governance matters. He and his team also regularly provide support to the Government and Regulatory Affairs function as well as the R&D department. Tony is also ultimately responsible for Environmental Affairs at the Company.

#### Company Profile

With over 120 years of brand heritage in the Canadian dairy industry, Parmalat Canada is committed to the health and wellness of Canadians and markets a variety of high-quality food products that help them keep balance in their lives. Parmalat Canada produces milk and dairy products, fruit juices, cultured products, cheese products and table spreads with such respected brands as Beatrice, Lactantia, Astro, Black Diamond, and Balderson.

Parmalat Canada is one of the largest, most-dynamic food group companies in Canada, employing more than 2,900 people with 17 operating facilities across Canada. Its parent company, Parmalat S.p.A., is listed on the Italian Stock Exchange in Milan.

**FERNANDO GARCIA**  
**GENERAL COUNSEL AND CORPORATE SECRETARY**  
**NAVISTAR CANADA, INC.**

Fernando Garcia [B.A (Labour Studies), M.I.R, B.C.L, LL.B, and MBA candidate] is the General Counsel, Corporate Compliance Officer and Corporate Secretary for Navistar Canada, Inc., the Canadian subsidiary of a global manufacturer and distributor of International brand commercial trucks, school buses, RV's, parts and diesel engines. In his capacity as counsel to Navistar Canada, Fernando provides legal advice, is responsible for mitigating risk and administering litigation for the company's diverse Canadian product lines and across all levels of the company. Fernando's duties also include providing strategic and legal advice on Canada-wide labour relations and employment law matters.

Fernando Garcia is currently in the process of completing an MBA at Wilfrid Laurier University. He obtained both civil and common law degrees from McGill University in Montreal, Canada. Prior to this, he completed a Master of Industrial Relations at the University of Toronto and a Bachelor of Arts degree in Labour Studies at McMaster University in Hamilton Ontario. His legal experience includes working as an Associate at a boutique labour and employment law firm in Toronto, where he represented both public and private sector employers in dealing with collective agreement negotiations, arbitrations, and general day to day labour and employment law matters. Prior to law, he also held the roles of Labour Relations Manager and Assistant Labour Relations Consultant in both private and public sector companies.

**GABRIELLA O'ROURKE**  
**DIRECTOR, BUSINESS DEVELOPMENT**  
**WEIRFOULDS**

For over 20 years Gabriella O'Rourke has been entrusted by the most senior executives of world-class professional service firms such as Grant Thornton and KPMG to lead innovation in business development and growth strategy. She has acted as a strategic partner and internal business advisor to organizations large and small in the UK and Canada. Using practical experience in front-line sales, business development, marketing, learning & development and organizational change management, Gabriella helps the professionals she serves to deepen their relationships with clients and strengthen their position in the market with their chosen audience.

Currently the Director of Business Development for one of Canada's oldest and most distinguished Law Firms, WeirFoulds LLP, Gabriella works directly with the Managing Partner and her Senior Leadership team to transform the firm's relationships with clients and contacts. On behalf of the firm, she meets regularly with General Counsel, members of their in-house teams and other client groups to better understand the evolving demands they face and to ensure WeirFoulds continues to address and serve their most complex and pressing needs.

Gabriella holds a Bachelor's degree in Psychology and has studied leadership development and organizational development. This, combined with her 20+years of practical experience, provides her with deep insight into the nature of interpersonal relationships in a business context - from driving revenue growth with clients and future clients to developing alignment and collaboration between stakeholder groups, to leveraging and growing organizational talent.

**BARBARA SILVERBERG**  
**HEAD OF DELL CANADA LEGAL**  
**DELL**

Barbara Silverberg is Head of Legal for Dell Canada, where she is a member of the company's Senior Management Team, Pension Committee and Ethics Committee. She is responsible for providing advice and guidance on all legal matters for the Senior Management Team and the company, and for managing and coaching the Canada legal team.

Ms. Silverberg joined Dell from First Capital Realty Inc., where she was Vice President, General Counsel and Corporate Secretary. Prior to that Ms. Silverberg was Vice President, General Counsel and Corporate Secretary for Labatt USA (now AB Inbev), and Vice-President of Brookfield Development Corporation. She started her career in the corporate/commercial group of the Torys law firm in Toronto. Ms. Silverberg is the Executive Sponsor for the Dell Canada Community Involvement program, and President of the Board of Directors of Oolagen Community Services, a not-for-profit that works with youth in the community. She speaks French and some Spanish.

**JEFF VAN DAMME**  
**GENERAL COUNSEL**  
**NISSAN CANADA INC**

Jeff Van Damme has spent the last ten years of his career in the automotive industry and is currently General Counsel and Corporate Secretary for Nissan Canada Inc. Mr. Van Damme joined Nissan Canada in 2005 as Legal Counsel and was subsequently promoted to General Counsel and Corporate Secretary. As General Counsel and Corporate Secretary Mr. Van Damme is responsible for managing legal and government affairs for Nissan Canada and sits on the company's Pension Committee, Dealer Appointment Committee and Corporate Compliance Committee. Mr. Van Damme has been involved in several important initiatives at Nissan Canada, including the launch of the Nissan LEAF, Nissan's ground breaking zero-emission electric vehicle.

Prior to joining Nissan Canada, Mr. Van Damme was Legal Counsel and Assistant Secretary with BMW Canada Inc. where he was responsible for providing advice and guidance to BMW Canada's Financial Services Division. Mr. Van Damme started his career in private practice as an articling student and then an associate at the law firm McMillan Binch (now McMillan) in 1999. Mr. Van Damme was a member of the firm's Corporate Finance Group where he was involved in various corporate finance transactions.

Mr. Van Damme currently sits on the Board of Directors for the Association of International Automobile Manufacturers of Canada and previously chaired both the Legal and Government Affairs Committees for the Association.

## PANEL PARTNERS



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The logo for WeirFoulds LLP features the name "WeirFoulds" in a large, white, serif font, with "LLP" in a smaller, white, sans-serif font to the right. The entire logo is set against a dark teal rectangular background.

For over 150 years, the lawyers of WeirFoulds have been proud to serve our clients in their most difficult and complex matters. We are the firm of choice for discerning clients within our core areas of practice: (1) Litigation; (2) Corporate; (3) Property; and (4) Government Law. Within these core areas, as well as key sub-specialties, we address highly sophisticated legal challenges. We have acted in some of Canada's most significant mandates and have represented clients in many landmark cases. Reflecting the firm's focus, our lawyers are consistently recognized as leaders in their chosen areas of practice and in the profession at large.