

2010 BEST PRACTICE INFORMATION TECHNOLOGY AGREEMENTS

TORONTO DECEMBER 2, CALGARY DECEMBER 8, 2010

Yes! Please register the following delegate(s) (photocopy for additional delegates)

I have pre-registered by telephone fax e-mail

Mr. Ms. _____

Title: _____

Company: _____

Address: _____

City: _____ Province: _____ Postal Code: _____

Telephone #: () _____ Fax #: () _____

E-mail: _____

Type of Business: _____ # of Employees: _____

Priority code

Conference Code 110025

LEXP^{ERT}

REGISTRATION FEE

Toronto December 2, 2010
In Calgary December 8, 2010

Early Bird Deadline: (November 2, 2010)

\$1,195 + applicable taxes*

Regular Course Price:

\$1,495 + applicable taxes*

Public Sector Special Price:

\$1,295 + applicable taxes*

Webcast Price:

\$995 + applicable taxes*

Send 3 delegates for the price of 2

PAYMENT ENCLOSED PAYMENT TO FOLLOW

Charge to my VISA AMEX MC

Card #: _____ Expiry Date: _____

Cardholder's Name: _____

Signature: _____

*AB (5% GST), ON (13% HST)

Confirmations will be sent to delegates upon receipt of completed registration forms.

Please make cheques payable to Lexpert/Carwell, a Thomson Reuters business.

Registration fee includes the course, materials, breakfast, lunch and coffee breaks. Full payment is required in advance of the course dates. Substitutions are granted with notification to Course Registration Customer Service.

If this brochure is undeliverable to the addressee, then please forward to a Senior Executive or Corporate Counsel. (GST Reg # 897176350)

LEXP^{ERT}

2010 BEST PRACTICE INFORMATION TECHNOLOGY AGREEMENTS

TO REGISTER:

Call: Toll free 1-877-298-5868 or (416) 298-5141 ext. 5868

Fax: (416) 609-5841

E-mail: register@lexpert.ca

Mail: Lexpert
One Corporate Plaza
2075 Kennedy Road, 11th Floor
Toronto, ON
M1T 3V4
Attention: Marketing Events

SPECIFICALLY DESIGNED FOR:

- » In-House Counsel
- » CIOs
- » IT Executives and Project Managers
- » Senior IT Consultants
- » Procurement Managers
- » Compliance Officers

CANCELLATION AND REFUND POLICY:

Full refunds, less a \$250.00 (plus applicable taxes) administration fee, will be given for cancellations received in writing 10 business days before the course start date. Unfortunately, refunds cannot be provided after this date. Substitution of delegates may be made at any time. Please note that Lexpert reserves the right to cancel any course deemed necessary and will, in such an event, make a full refund of registration fees paid. For reasons beyond the control of the course organizer, it may be necessary to change the subject agenda of the program and no liability is assumed for any such changes in content.

DATES AND VENUES:

TORONTO, THE NATIONAL CLUB December 2, 2010
The National Club, 303 Bay Street, Toronto, ON M5H 2R1
Phone: (416) 364-3247

CALGARY, TELUS CONVENTION CENTRE December 8, 2010
The Calgary Telus Convention Centre, 120-9th Avenue SE, Calgary, AB T2G 0P3
Phone: (403) 261-8500

LEXP^{ERT}

CUTTING EDGE • TIMELY • INTERACTIVE



2010 BEST PRACTICE INFORMATION TECHNOLOGY AGREEMENTS

Material information technology (IT) agreements are critically important to your organization. Mastering these agreements is particularly compelling now given the risky state of the economy and the attendant risks presented by a number of players in the IT industry; the proliferation of big-ticket IT projects; the rapid diffusion of Internet-based devices and business models; increased regulatory scrutiny; and the trend to ever-increasing outsourcing and

offshoring. If these mission-critical IT resources are not procured properly, or if their operation is flawed, your organization will experience significant financial and reputational harm. In short, you have to get these IT agreements right the first time. To help ensure your success in IT contracting matters, Lexpert has asked Canada's leading combined IT law teacher and practitioner, to develop this unique one-day course: Best Practice IT Agreements.

Course sponsored by

LEXLOCOM
On demand legal resource solutions

COURSE LEADER

GEORGE S. TAKACH, PARTNER, MCCARTHY TÉTRAULT LLP
LEXP^{ERT}® TOP RANKED IN COMPUTER AND IT LAW,
TECHNOLOGY TRANSACTION.

GUEST SPEAKERS

SEBASTIEN RUEST, VICE PRESIDENT, SERVICES
TECHNOLOGY AND RESEARCH, IDC

MICHAEL HART, MANAGING PARTNER, MERIT OUTSOURCING
ADVISORS

COURSE HIGHLIGHTS

- INTRODUCTION AND THE IT PROCUREMENT PROCESS
- PARTIES AND STRUCTURE OF THE AGREEMENT
- PROTECTING THE CROWN JEWELS
- ENSURING OPERATIONAL EFFECTIVENESS
- NEW TRENDS IN OUTSOURCING/TECHNOLOGY PROCUREMENT
- PRICES AND TAXES
- TERM AND TERMINATION
- MANAGING SUPPLIER RELATIONSHIPS

REGISTER BEFORE NOVEMBER 2 AND SAVE \$300!

TORONTO, THE NATIONAL CLUB **DECEMBER 2, 2010**
CALGARY, TELUS CONVENTION CENTRE **DECEMBER 8, 2010**

For more information or to register, please contact
Lexpert® Events at 1-877-298-5868 or e-mail: register@lexpert.ca
WEBCAST ALSO AVAILABLE!

2010 BEST PRACTICE INFORMATION TECHNOLOGY AGREEMENTS

program outline

8:00 – 9:00 | REGISTRATION AND BREAKFAST

9:00 – 9:30 | INTRODUCTION AND THE IT PROCUREMENT PROCESS

- » The art and science of negotiating IT agreements
- » The importance of the right deal team, and sufficient preparation
- » RFPs for new procurements
- » Strategy and tactics for renewals

9:30 – 10:00 | PARTIES AND STRUCTURE OF THE AGREEMENT

- » Crafting master agreements to gain efficiency and long-term procurement leverage
- » Priority of document clauses that ensure that hard-won contractual gains are not subsequently diluted (or worse)
- » Ensuring rational product-ordering processes
- » Sweep clauses that have saved material amounts of money
- » Sensible subcontracting clauses that strike the right balance between supplier flexibility and customer protection
- » Careful delineation of authorized users (including certain affiliates) under the software licence regime
- » Contemplating use of third-party software at an outsourcing services supplier
- » Sculpting assignment clauses that preserve the value of a customer's investment

10:00 – 10:45 | PROTECTING THE CROWN JEWELS

- » Creative solutions for dealing with non-Canadian service location approvals
- » Background checks for staff
- » Protecting the critical crown jewels of proprietary and personal information through state-of-the-art confidentiality, security and privacy language
- » Ensuring regulatory compliance in privacy, financial services and other areas
- » Crafting critical audit rights, especially in the current economic environment

- » Solving finicky intellectual property ownership issues
- » Guarding against open-source software risks contractually
- » Gaining competitive comfort through “cooling off” periods for key supplier staff

10:45 – 11:00 | BREAK

11:00 – 12:00 | ENSURING OPERATIONAL EFFECTIVENESS

- » Sensibly lodging project/services management with the supplier
- » The all-important continuity of personnel clause – an important antidote to system implementation failure
- » Even-handed customer responsibility clauses
- » Ensuring appropriate co-operation among suppliers in a multi-vendor environment
- » A change management process that is both robust and disciplined
- » Creative acceptance test strategies where supplier revenue recognition issues are an obstacle
- » Product warranty clauses that are fair to suppliers and customers
- » What's market for important service levels and related credits

12:00 – 12:30 | REASONABLE RISK SHARING

- » Scoping out market solutions for limitation of liability clauses, including through stretch caps and nuanced exclusions
- » Understanding the role of insurance in IT deals
- » Exploring the strengths (and weaknesses) of mediation and arbitration for dispute resolution
- » Aligning excusable delay provisions with disaster recovery

12:30 – 1:30 | LUNCH — NEW TRENDS IN OUTSOURCING/TECHNOLOGY PROCUREMENT – SPECIAL IDC GUEST SPEAKER



GEORGE S. TAKACH

George S. Takach is a partner at McCarthy Tétrault LLP, where he is the Co-Chair of the firm's Technology Industry Group. McCarthy Tétrault is Canada's leading law firm for information technology matters. George has a national practice, bringing significant value to clients in their tech licensing/outsourcing/offshoring/M&A transactions. His creativity and broad experience (he has practised IT law and M&A since 1985) allows clients to resolve difficult issues more quickly and to get the relationship off on the right foot. In addition to his busy practice, George has been an Adjunct Professor at Osgoode Hall Law School since 1990, teaching an evening course in Computer Law. He has also taught a predecessor to the Best Practice Information Technology Agreements course since 1989, to rave reviews. George is the author of the following books: *Computer Law*; *Contracting for Computers*; *The Software Business*; and *Information Technology Agreements*.

1:30 – 2:00 | PRICES AND TAXES

- » Creative offensive and defensive tax strategies for IT procurement
- » Instituting all-important price discipline through price holds; option pricing; most favoured customer clauses; benchmarking; price calibration
- » Ensuring continuous improvement through: ongoing price declines; gain sharing; customer satisfaction surveys

2:00 – 3:00 | TERM AND TERMINATION

- » Market provisions for term and termination clauses
- » Beware of meaningless renewal terms
- » Scoping the parameters of the hugely important termination for convenience clause
- » The importance of limited repatriation rights
- » Dealing fairly with asymmetrical termination risks
- » Ensuring suitable transition services at the end of the relationship

3:00 – 3:15 | BREAK

3:15 – 4:30 | MANAGING SUPPLIER RELATIONSHIPS—SPECIAL MERIT OUTSOURCING ADVISORS GUEST SPEAKER

- » Supplier management issues
- » Outsourcing relationship management framework
- » Performance management techniques
- » Outsourcing vendor & financial management
- » Integrating supplier management across the organization

4:30 | CONCLUDING REMARKS AND FINAL Q&A

REGISTER BEFORE NOVEMBER 2 AND SAVE \$300!

For registration information or to register, please contact Lexpert® at 1-877-298-5868 or e-mail: register@lexpert.ca
WEBCAST ALSO AVAILABLE!

SEBASTIEN RUEST

As Vice President, Services & Technology Research, Sebastien Ruest is responsible for leading IDC's research in the Services & Technology marketplace. Sebastien heads a seasoned team of analysts who cover the broad range of IT-related infrastructure, software and services, from Consulting and Integration, Application Services, Infrastructure Optimization, Virtualization, Unified Communication and the growing Global Delivery Models, such as Outsourcing and Managed Services. In addition, his team focuses on the market for solutions such as ERP, BI, CRM & SCM and Middleware. Sebastien also heads IDC's IT service benchmark practice and works with vendors and IT users to measure the efficiencies and cost-effectiveness of service delivery. Sebastien and his team leverage a combined 50 years of selling and delivering services when developing business cases, ROI, TCO and pricing to provide market insight and guidance to IDC's clients. Prior to joining IDC, Sebastien had close to 10 years experience in corporate strategy, sales & marketing and research at IBM. Most recently, Sebastien was a member of IBM's Americas Market Intelligence Group, where he led a team responsible for providing insights into opportunities, buyer behaviour and competitive environments for IBM Canada. Sebastien began his career with IBM Global Services as the project leader of a large team responsible for designing Global Contact Centre Outsourcing solutions. Sebastien holds a Masters of Business Administration from the Edinburgh School of Business. He also holds a Masters of Science degree and a Bachelor's degree, both from McGill University. He is fluent in French.

MICHAEL HART

Michael Hart is the Managing Partner for Merit Outsourcing Advisors, a consulting firm focused on outsourcing deal investigation, developing sourcing strategies, providing transaction assistance, vendor management and optimization strategies. Prior to this role, Michael was a Managing Specialist in the Technology Strategy, Outsourcing Advisory Services practice with Deloitte Consulting. With a 25-year track record of success, he has held various sourcing-related functional roles including analytical, sales, pricing, negotiation, transaction leadership and project management. He is an elite outsourcing advisor, with in-depth knowledge and expertise in Information Technology, Finance & Administration, Human Resources, Procurement and other business processes. He has played key roles in development of successful strategies, vendor selection, contract negotiation, implementation, vendor management strategies, contract restructuring and renewals. Michael has a Master of Business Administration in Marketing from Schulich School of Business, York University in Toronto. He is a frequent speaker at outsourcing industry events, and is recognized as a Canadian authority on outsourcing strategy, scoping, contracts, trends, performance management and related advisory services.



This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.

Intellectual Property Law: 6 hours