

Anti-Bribery and Corruption Compliance: Critical Measures for Mitigating Increasing Risk

Gain an in-depth understanding of the complex legal and practical issues facing companies conducting business abroad, and how to handle them. Hear about:

- The legislative framework
- Increasing enforcement activity at home and abroad
- The RCMP's role in identifying and investigating corrupt practices
- Conducting a due diligence risk assessment to mitigate risk exposure
- The use of screening programs for agents
- Responding to external regulators such as RCMP, OSC, FBI
- The plan, budget and steps involved in an internal investigation
- The differences between a bribe and a facilitating payment
- The importance of a compliance program to manage risk

Plus! Optional Workshop: *How to Implement an Effective Anti-Corruption Compliance Program: The Practical Guide*

Get practical advice from:

Emergo Group of Companies • McCain Foods Limited • Suncor Energy Inc.
Barrick Gold Corporation

Chair

Kristine L.M. Robidoux, Q.C., Gowling Lafleur Henderson LLP



DATE & TIME

Tuesday, November 23, 2010
9:00 a.m. - 4:30 p.m. EDT/EST

OPTIONAL WORKSHOP

Wednesday, November 24, 2010
9:00 a.m. - 12:00 p.m.

LOCATION

Osgoode Professional
Development Centre
1 Dundas St. W., 26th Floor
Toronto, ON

Conference
Webcast
Available



Anti-Bribery and Corruption Compliance: Critical Measures for Mitigating Increasing Risk

Get valuable advice on risk management and compliance

Investigations of corrupt business practices are increasingly making headlines around the world. Canadian, US and international law enforcement agencies have dramatically increased their enforcement of anti-bribery and corruption legislation. Non-compliance with these statutes can result in crippling penalties and reputational damage. Companies doing business in Canada and abroad must be mindful of the critical importance of a strong business integrity framework and a rigorous and effective compliance program to prevent and detect corrupt payments to government officials.

This *Osgoode Professional Development* program brings together an expert faculty who will ensure you'll walk away better informed and more confident in handling the issues you'll face, including:

- The risks associated with the use of third parties and agents in foreign countries
- Conducting an anti-corruption risk assessment
- The legislative framework and trends in enforcement around the globe
- Specific mechanisms to mitigate risk

Plus! Get valuable insights and practical guidance in a hands-on workshop entitled **How to Implement an Effective Anti-Corruption Compliance Program: The Practical Guide**. This workshop will take you step-by-step through the key elements of an effective compliance program and give you the knowledge you need to develop and maintain a culture of compliance in your organization.

Register now by visiting www.osgoodepd.ca, **calling** 416.597.9724 or 1.888.923.3394, **emailing** opd-registration@osgoode.yorku.ca or **faxing** 416.597.9736.

Chair

Kristine L.M. Robidoux, Q.C., Gowling Lafleur Henderson LLP

Faculty

Milos Barutciski, Partner, Bennett Jones LLP

Grant Borbridge, Executive Vice President Investments & Chief Counsel, Emergo Group of Companies

Peter Dent, CA, CA-IFA, CPA, CFE
National Practice Leader, Forensic & Dispute Services, Deloitte & Touche LLP

Elizabeth DiDonato, B.B.Adm., C.A., C.Dir.
Executive Director, Research Oversight and Compliance Office, University of Toronto

Insp./insp. G.C. (Gord) Drayton, OIC Sensitive Investigations and International Corruption, RCMP

Patrick Garver, former Executive Vice President and General Counsel, Barrick Gold Corporation

Peter A. Hutcheson, Senior Legal Counsel, International and Offshore, Suncor Energy Inc.

Kelley McKinnon, Partner, Gowling Lafleur Henderson LLP

Mike Savage, Partner, Fraud Investigation & Dispute Services, Ernst & Young LLP

Mary C. Spearing, Partner, Baker Botts L.L.P. (Washington)

Christa C. Wessel, B.A., LL.B., C.Dir.
Chief Legal Officer, McCain Foods Limited

Alexandra Wrage, President
TRACE International, Inc. (Annapolis)

8:30 Registration and Continental Breakfast

9:00 Welcome and Introduction from the Chair

Kristine L.M. Robidoux, Q.C., Gowling Lafleur Henderson LLP

9:15 Analysis of the Legislative Landscape

Kristine L.M. Robidoux, Q.C., Gowling Lafleur Henderson LLP

Mary C. Spearing, Baker Botts L.L.P. (Washington)

- History of the anti-corruption movement
- The state of the law
 - OECD conventions and recently released guidelines
 - the *Corruption of Foreign Public Officials Act* (Canada)
 - the *Foreign Corrupt Practices Act* (US)
 - the *UK Bribery Act*
 - applicable laws in BRIC and other high risk countries
- The constituent elements of the offence of bribery

9:45 Trends in Enforcement Activity in Canada and Abroad

Milos Barutciski, Partner, Bennett Jones LLP

Insp./insp. G.C. (Gord) Drayton, OIC Sensitive Investigations and International Corruption, RCMP

Patrick Garver, former Executive Vice President and General Counsel, Barrick Gold Corporation

- CFPOA enforcement responsibility
 - RCMP International Anti-Corruption Unit
 - Public Prosecution Service of Canada
 - Provincial Attorney's General
- Current investigations and prosecutions
- Recent enforcement action in other jurisdictions
 - US, UK, other OECD countries
 - World Bank and other international financial institutions
- Enforcement cooperation and mutual legal assistance

10:45 Refreshment Break

11:00 The Use of Third Parties and Agents: Managing the Risks

Grant Borbridge, Executive Vice President Investments & Chief Counsel, Emergo Group of Companies

Mike Savage, Partner, Fraud Investigation & Dispute Services Ernst & Young LLP

- Exposures through
 - procurement payments to agents and vendors
 - business partners such as authorized agents, distributors or joint venture partners
 - acquisitions – past practices and post-acquisition integration
- Measures to mitigate risk exposures
 - conducting a due diligence risk assessment
 - standard contractual terms with vendors such as undertakings on compliance with corruption laws, rights to audit and rights to terminate
 - screening programs of existing and potential agents to stay in compliance with legislation/regulations

- use of disclosure forms
- specific policies and procedures

12:00 Networking Luncheon

1:00 Effective Internal Investigations

Kristine L.M. Robidoux, Q.C., Gowling Lafleur Henderson LLP

Peter Dent, CA, CA-IFA, CPA, CFE, National Practice Leader Forensic & Dispute Services, Deloitte & Touche LLP

- Conducting an internal investigation
 - investigative plan and budget
 - investigative steps
 - communication plan
 - the risks
- Responding to external regulators
 - RCMP, OSC, FBI, US DOJ, SEC
- Particular issues in multijurisdictional investigations
- Maintaining privilege

2:15 Facilitating Payments or Small Bribes?

Peter A. Hutcheson, Senior Legal Counsel, International and Offshore, Suncor Energy Inc.

Alexandra Wrage, President, TRACE International, Inc. (Annapolis)

- Recent legislative and international developments
- Deciphering the difference between “bribe” vs. “facilitating payment”
- Special considerations for gifts and hospitality
- Practical business issues surrounding requests for facilitating payments
- How to prepare employees to effectively deal with requests for facilitating payments

3:00 Refreshment Break

3:15 Practical Risk Management and Compliance Strategies

Kelley McKinnon, Partner, Gowling Lafleur Henderson LLP

Patrick Garver, former Executive Vice President and General Counsel, Barrick Gold Corporation

- Best practices for boards of directors, senior officers, audit committees: leading from the top
- What are the key elements of an effective compliance program?
- Conducting corruption risk assessments
- Effective cross-cultural education and training for employees and third parties
- Benchmarking and evaluating the effectiveness of your compliance program
- Pre-merger/acquisition due diligence as a critical risk mitigation measure
- Organizational structure of the compliance function
- Best practices in reporting and accountability

4:30 Program Concludes

Agenda [Cont'd]

Optional Workshop

How to Implement an Effective Anti-Corruption Compliance Program: The Practical Guide

Wednesday, November 24, 2010: 9:00 a.m. - 12:00 p.m.

Christa C. Wessel, B.A., LL.B., C.Dir., Chief Legal Officer
McCain Foods Limited

Elizabeth DiDonato, B.B.Adm., C.A., C.Dir., Executive Director
Research Oversight and Compliance Office, University of Toronto

Milos Barutciski, Partner, Bennett Jones LLP

Now more than ever, companies operating globally must design anti-corruption compliance programs to protect themselves against violations. This workshop will guide you on implementing an Anti-Corruption Compliance Program to mitigate the reputational and financial risk if violations of policies and law occur.

Using actual examples, you'll gain an understanding of:

- Creating and maintaining a culture of compliance
- Adapting company processes to create a program
- Designing appropriate internal controls
- Characterizing business arrangements as corrupt or not

The facilitators will review various options and provide tips on:

- Designing training programs for employees and third parties
- Maintaining an effective compliance program through reporting, monitoring, and oversight
- Addressing the cultural challenges for effective implementation
- Following the money to ensure accurate books and records

Don't miss this workshop! Spaces are limited. Register early!

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund (less \$50 administration fee) is available if a cancellation request is received in writing 14 days prior to the program date. No other refund is available.

Dates & Times

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9:00 a.m. - 4:30 p.m. EDT/EST

Optional Workshop
Wednesday, November 24, 2010
9:00 a.m. - 12:00 p.m.

Please arrive a half hour early for sign-in and material pick-up.

Dress is business casual.

Location

Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON M5G 1Z3

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416.597.9736
4. **CALL US** at **416.597.9724**
or **1.888.923.3394**

Registration

Please complete all registrant information.

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(Note: Workshop not available via webcast)

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Fees include attendance, program materials, continental breakfast, lunch (course only) and break refreshments. Group discounts are available for both on site and webcast participants.

Visit www.osgoodepd.ca for details. Please inquire about financial assistance and CLE credits.

CLE Credits

Approved in accordance with the requirements of the **LSUC Certified Specialist Program (pending)**, **Barreau du Québec, BC CPD** and **NY CLE Board** (for transitional and non-transitional lawyers). **Note:** NY CLE Credits are not available for webcast participants. BC CPD webcast participants must contact us for further information.

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