

The American Conference Institute and The Canadian Institute Present...

Canadian Forum on

BRIBERY AND FOREIGN CORRUPTION COMPLIANCE AND ENFORCEMENT

Minimizing the Risk of Improper Payments to Foreign Officials
in an Era of Increased International Enforcement

March 31 & April 1, 2008 • The Fairmont Royal York – Toronto, Canada

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Benefit from the latest insights on how to:

- Conduct effective CFPOA/FCPA due diligence in cross-border mergers, acquisitions and financings
- Avoid pitfalls when hosting, traveling, entertaining and lodging foreign officials
- Screen your foreign freight forwarders, agents, consultants and joint-venture partners
- Implement a strong global anti-corruption compliance program that overcomes conflicting traditions and legal standards
- Investigate suspected wrongdoing and conduct cost-effective internal investigations in challenging countries
- Harmonize Canadian and foreign anti-corruption compliance obligations

Plus! Get an update on

- ✓ FCPA enforcement explosion around the globe and how it affects Canadian companies
- ✓ Latest cases against companies and individuals
- ✓ Trends in international cooperation among enforcement officials

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Enforcement of Anti-Bribery Laws is Exploding Around the Globe and the Consequences of Being Caught are Enormous. Is Your Company at Risk?

An anti-corruption enforcement explosion is reaching across industries and around the globe. In the last few months, there has been an increase in the number of high profile enforcement actions, harsher penalties for both individuals and corporate offenders, and active cooperation among enforcement officials in various countries. Investigations in Europe and Latin America have led to investigations in the United States and Asia, and Canadian companies can no longer assume a Canadian safe haven.

US regulators are prosecuting companies engaged in corrupt practices simply because they are listed on a US exchange. This includes any interlisted Canadian corporation. Repercussions of an FCPA violation could include substantial fines, including disgorgement of profits, debarment from government contracting, delisting from exchanges, court appointed monitoring, civil lawsuits and imprisonment. Canadian companies can also be held responsible for corrupt practices engaged by their business partners, foreign subsidiaries and even local distributors.

With record-setting sanctions involving well-known companies, Canadian companies must now reassess their own anti-corruption measures to prevent lapses that might lead to damaging and costly enforcement actions. Having an effective and comprehensive corporate anti-corruption compliance policy in place will demonstrate to employees and, if necessary, law enforcement officials that your company considers anti-corruption compliance an important corporate goal. If done properly, a comprehensive compliance program can become a valuable corporate asset that enhances company operations, facilitates compliance with the law and mitigates damage when and if violations occur.

For this one of a kind “**Canadian Forum on Bribery and Foreign Corruption – Compliance and Enforcement**”, the **American Conference Institute** and **The Canadian Institute** have assembled an exceptional faculty of seasoned corporate ethics and compliance executives, attorneys and government officials, who will provide the latest information on:

- Resources, tools and techniques leading companies are using to implement and maintain value-based anti-corruption compliance programs
- How senior management can credibly instill a compliance ethic
- How to balance the need for internal controls with the expectations of customers in their target markets
- What to do when your company is proceeding in the face of a known risk involving a commercial intermediary
- Determining when family or business relationships with foreign officials are too close
- Risks and concerns when the joint-venture partner is a governmental entity

Participants will also receive a comprehensive set of written materials prepared by the speakers for the conference. These are invaluable reference materials which you will use again and again long after the conference is over.

Seats at this unique event are sure to go quickly. Don't delay, register today by calling 1-888-224-2480 in the US or 1-877-927-7936 in Canada, by faxing your registration form to 1-877-927-1563 in the US or 1-877-927-1563 in Canada, or by registering online at www.AmericanConference.com/AntiBribery

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 - Sustainable Development
 - Corporate Responsibility & Citizenship
 - International Trade Compliance
 - Contracts
 - Internal Auditing
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- Vice Presidents, Legal Affairs
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 - International Trade
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Monday, March 31, 2008

8:00 Continental Breakfast and Registration

9:00 Opening Remarks from the Conference Co-Chairs

James M. Klotz

Davis LLP (Toronto, ON)

Tim Martin

Vice President and Special Counsel
Nexen (Calgary, AB)

9:15 Outlook for the Canadian Regulatory and Enforcement Environment: Why More Canadian Prosecutions Are Expected and How to Prepare

Milos Barutciski

Bennett Jones LLP (Toronto, ON)

Senior Representative

RCMP

- How the CFPOA compares to the FCPA
- Which segments of corporate Canada have the highest risk, and why
- Typical ways that Canadian companies contravene the CFPOA
- Why have there been no meaningful prosecutions in Canada to date
- New steps the Canadian government is taking to meet its OECD anti-corruption treaty obligations
- How emerging prosecutions will affect Canadian companies
- What practical steps must Canadian companies take to avoid prosecution

10:15 Anti-Corruption Enforcement Around the World: Latest Cases Against Companies and Individuals, and What Triggers International Cooperation

Lucinda A. Low

Stephoe & Johnson LLP (Washington, DC)

- What increasing international cooperation among enforcement officials means for the global anti-corruption landscape
- Differences among countries' adoption of OECD Convention
- Analysis of recent cases against companies and individuals
- Use of anti-money laundering laws to pursue corruption cases
- The extraterritorial application of European and US laws
- Compliance monitors in a global context
- Best practices for managing a foreign government investigation

11:00 Networking Coffee Break

11:15 The Long Arm of the US Foreign Corrupt Practices Act: How FCPA Enforcement Explosion Will Impact Compliance Programs in Canada

Mark E. Mendelsohn (invited)

Deputy Chief, Fraud Section - Criminal Division
US Department of Justice (Washington, DC)

Peter B. Clark

Cadwalader, Wickersham & Taft LLP
(Washington, DC)

- The extraterritorial application of the US Foreign Corrupt Practices Act: who is covered by anti-bribery provisions of the FCPA
- Update on recent FCPA cases and how they will impact compliance programs
- Interplay between FCPA and Canadian anti-bribery laws
- What can be learned from recent penalties, aggravating and mitigating factors
- Weighing the pros and cons of voluntary disclosures

12:30 Networking Luncheon for Attendees and Speakers

1:45 Implementing – and Ensuring Adherence to – a Global Anti-Corruption Compliance Program

Robert J. Bartzokas

Chief Compliance Officer
Nortel (Richardson, TX)

Patrick J. Garver

Executive Vice President & General Counsel
Barrick Gold Corporation (Toronto, ON)

Heather Innes

Counsel
General Motors of Canada (Oshawa, ON)

Gordon C. McKechnie

Vice President and General Counsel
Canadian Bank Note Company (Ottawa, ON)

James M. Klotz – Panel Moderator

Davis LLP (Toronto, ON)

- Harmonizing Canadian and foreign anti-corruption compliance obligations
- Resources, tools and techniques leading companies are using to implement and maintain global anti-corruption compliance programs
- Pros and cons of value-based vs. rule-based programs, centralized vs. decentralized programs
- Training techniques to make sure the message sinks in with employees and third parties
- Tailoring anti-corruption training to the company: how to develop a curriculum that reflects your industry and company's risks area
- Overcoming conflicting traditions and legal standards
- Creating a Code of Conduct that matters
- Field testing and/or independent audits as an internal tool to foster compliance

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3:00 Refreshment Break

3:15 **Minimizing the Risk of Third Party Liability: Due Diligence Procedures for Freight Forwarders, Agents, Consultants and Joint-Venture Partners**

Riyaz Dattu

Osler, Hoskin & Harcourt LLP (Toronto, ON)

Tim Martin

Vice President and Special Counsel
Nexen (Calgary, AB)

- Lessons learned from Statoil, BAE and Siemens about using commercial intermediaries
- Standard to apply when evaluating commercial intermediaries: law of the country where the client is located vs. where the business is done
- What to do when your company is proceeding in the face of a known risk involving a commercial intermediary
- How concerned should you be about local law?
- Reducing risks when political pressure from government officials to use a specific intermediary
- Is it possible to rehabilitate an intermediary with a shady past? Do you need to?
- Limits of – and language for – protecting your interests with contractual provisions, certifications and audit rights

4:15 **Gifts and Hospitality: Dos and Don'ts of Hosting, Traveling, Entertaining and Lodging Foreign Officials**

Jeffrey Cottle

Associate General Counsel,
International & Domestic Compliance
BAE Systems, Inc. (Arlington, VA)

Nancy Montgomery

Vice President, Internal Audit
CHC Helicopter Corporation (Vancouver, BC)

Alexandra Wrage

President
Trace International (Washington, DC)

- Gifts and meals: defining “reasonable and customary”, and who decides?
- Overcoming challenges of cultural sensitivity: Christmas gifts and “little red envelopes”
- Addressing local law restrictions
- When your agent is picking up the bill: solving problems before they arrive
- Best practices for business travel
- How to handle customer requests for travel
- The frills: first class and family members – when is hospitality permitted?
- Facilitating payments: can't live with them... but can we live without them?
- How to balance the need for internal controls with the expectations of customers in their target markets

5:30 Conference Adjourns for the Day

Tuesday, April 1, 2008

9:00 Opening Remarks from the Conference Co-Chairs

9:05 **Conducting Effective CFPOA/FCPA Due Diligence in Cross-Border Mergers, Acquisitions and Financings**

Manny Alas

Partner, Investigations and Forensic Services
PricewaterhouseCoopers (New York, NY)

Scott D. Bates

Division General Counsel and Vice President
Georgia Gulf Corporation/Royal Group, Inc. (Atlanta, GA)

John Keefe

Goodmans LLP (Toronto, ON)

Homer E. Moyer, Jr

Miller & Chevalier (Washington, DC)

- How to evaluate a target's anti-corruption compliance through the analysis of its
 - governing legal framework
 - policies and procedures, training, auditing and internal controls
 - historical risk issues
- What to do if pre-merger due diligence efforts reveal problems
 - evaluating public disclosure obligations under ad hoc and materiality standards
 - pros and cons of disclosure to authorities in relevant countries
 - situations that warrant additional due diligence or investigatory work
 - role of outside counsel and forensic auditors
 - interviews/evidence summaries/real time updates
- Assessing regulatory risks prior to closing and other transactional issues
- Post-closing issues to consider
 - compliance programs and internal controls in the new entity
 - evaluating post-closing disclosure obligations
 - addressing post-closing investigations and regulatory obligations

10:15 Coffee Break

10:30 **What To Do If Your Company is Under FCPA Investigation**

Frederic R. Miller

Partner, Investigations and Forensic Services
PricewaterhouseCoopers (Washington, DC)

Charles F. Walker

Skadden, Arps, Slate, Meagher & Flom (Washington, DC)

- US enforcement authority over Canadian companies
- Assessing the case: what is the nature of the evidence and what are the merits of potential defenses?
- Responding to concurrent investigations by the SEC and the US Department of Justice

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- Communicating with governmental authorities: cooperation and maintaining an effective defense
- Dealing with employees: whistleblowers, witnesses and wrongdoers
- Disclosure issues and responding to press inquiries in the context of an ongoing enforcement inquiry

11:30 **Conducting Cost-Effective Internal Investigations and FCPA Compliance Reviews**

Gary Giampetruzzi

Assistant General Counsel, Deputy Compliance Officer, International Investigations and Programs
Pfizer Inc. (New York, NY)

Hugh Hooker

Corporate Secretary, Chief Compliance Officer and Associate General Counsel, Petro-Canada (Calgary, AB)

Paul M. Lalonde

Heenan Blaikie (Toronto, ON)

- When is an internal investigation necessary?
- By whom should an internal investigation be conducted?
- How to conduct an internal investigation cost-effectively
- How much is enough in trying to learn the facts?
- Role of auditors in defining scope of investigation
- Overcoming barriers to information-gathering
- Navigating Canadian and other national privacy and data protection laws
- Recent changes to paradigm for internal investigations
- Whether, when and what to disclose

12:30 **Networking Luncheon for Attendees and Speakers**

1:45 **Dealing with Suspected and Alleged Violations: Reporting Programs and Disciplinary Procedures**

Roddy Allan

Managing Director – Litigation & Investigations
Navigant Consulting (Toronto, ON)

Brian Heller

Heller, Rubel (Toronto, ON)

- Creating and administering “hotlines” for reporting illegal conduct
- Next steps when violations are reported
- Assessing the scope of possible violations: false alarms, violations of local law, fraud against the company, etc.
- Disciplinary procedures for suspected violations or failure to detect
- How to stop ongoing violations
- When and how to involve management and the audit committee
- Voluntary disclosure: risks and benefits

2:45 **The Anti-Corruption Paper Trail: How to Meet Books, Records and Internal Accounting Requirements**

Charles F. Walker

Skadden, Arps, Slate, Meagher & Flom (Washington, DC)

- FCPA and CFPOA rules governing document retention and destruction issues
- Document retention policies that work and those that do not
- Communicating and enforcing your document retention policy
- Having notice of, or reasonably anticipating, a potential problem or investigation
- Identifying and analyzing relevant electronic communications
- Leveraging your financial accounting system to identify questionable transactions

3:15 **Conference Ends**

3:30 – 5:30 **Optional Session**

Fundamentals of the FCPA: A Practical Overview

- Who is covered by the FCPA?
- What are permissible and impermissible payments under the statute?
- What triggers U.S. government anti-bribery investigations?
- Internal controls requirements under the FCPA
- The FCPA paper trail: inaccurate books and records
- The intersection of Sarbanes-Oxley and FCPA
- Key elements of an FCPA compliance program

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Accreditation will be sought in those jurisdictions requested by the registrants which have continuing education requirements. This *transitional* course is appropriate for both experienced and newly admitted attorneys.



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March 31 & April 1, 2008

The Fairmont Royal York
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VENUE: The Fairmont Royal York
ADDRESS: 100 Front Street West, Toronto, Canada
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