

IT.CAN AND THE LAW SOCIETY OF UPPER CANADA ARE PROUD TO PRESENT:

The 2014 Information Technology Law Spring Forum

A SERIES OF 4 SEPARATE HALF DAY PROGRAMS

Monday, June 16–Tuesday, June 17, 2014

**Donald Lamont Learning Centre
The Law Society of Upper Canada
130 Queen Street West, Toronto, Ontario**

or view via webcast (see details on registration form)

PROGRAM 1 Mobile Payments

Monday, June 16, 2014 8:30 a.m. – 12:30 p.m. Chair: **Daniel Logan**, *McCarthy Tétrault LLP*

PROGRAM 2 Privacy and Data Security

Monday, June 16, 2014 1:00 p.m. – 5:00 p.m. Chair: **Lisa Lifshitz**, *Torkin Manes LLP*

PROGRAM 3 Advanced Information Technology Contracting – Part 1

Tuesday, June 17, 2014 8:30 a.m. – 12:30 p.m. Co-Chairs: **Richard Corley**, *Goodmans LLP*
Donald Johnston, *Aird & Berlis LLP*

PROGRAM 4 Advanced Information Technology Contracting – Part 2

Tuesday, June 17, 2014 1:00 p.m. – 5:00 p.m. Co-Chairs: **Richard Corley**, *Goodmans LLP*
Donald Johnston, *Aird & Berlis LLP*

These programs can be applied towards Substantive Hours of Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that this program is not accredited for Professionalism hours. The program may also meet the substantive CLE requirements of other Canadian jurisdictions. Please confirm with the CLE department in your province.

**Canadian IT Law Association / l'Association canadienne
du droit des technologies de l'information**

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 **#ITForum14**

PROGRAM 1

Mobile Payments

Monday, June 16, 2014 8:30 a.m. – 12:30 p.m.

8:30 a.m. – 8:45 a.m. **Opening Remarks:**
Understanding the Framework of Mobile Payments

Chair: **Daniel Logan**, *McCarthy Tétrault LLP*

8:45 a.m. – 9:45 a.m. **Privacy, Security and Ownership of Mobile Payments Data**

Speakers: **Wendy Gross**, *Osler, Hoskin & Harcourt LLP*
John Le Blanc, Senior Legal Counsel, *Scotiabank*

- As business models are evolving who has access to the data?
- Security issues for the mobile wallet
- Geolocation data: Where do you draw the line?
- How to get proper consent on a mobile device?
- Ownership and data sharing in an open wallet world
- Loyalty and Competition Law issues

9:45 a.m. – 10:45 a.m. **Regulatory Framework for Mobile Payments**

Speakers: **Peter Aziz**, *Torys LLP*
Michael Davenport, VP and Associate General Counsel, Retail & Commercial, *Scotiabank*
Jeffrey Roode, Barrister and Solicitor
Jeffrey Roode Professional Corporation

- FCAC Voluntary Code of Conduct
- Federal Consumer Protection Legislation
- Federal and Provincial pre-paid rules
- Remote deposit and cheque imaging rules

10:45 a.m. – 11:00 a.m. **Coffee and Networking Break**

11:00 a.m. – 11:45 a.m. **Key Contracting Issues for Mobile Commerce**

Speaker: **Steven Slavens**, *Torys LLP*

- Defining the scope of the product and the nature of the business deal
- Managing data and IP
- Crafting an appropriate SLA regime
- Governance and change management

11:45 a.m. – 12:30 p.m. **Trends in Mobile Payments**

Speakers: **Rita DiLuca**, Associate Vice President
TD Canada Trust Credit Cards
Daniel Logan, *McCarthy Tétrault LLP*

Dean Murray, Legal Counsel

Rogers Communications Inc.

Jeffrey Roode, Barrister and Solicitor

Jeffrey Roode Professional Corporation

- The future of mobile wallets, credit cards, debit cards and pre-paid retailer gift cards
- Electronic point of sale devices
- Digital cheque imaging

12:30 p.m. **Program ends**

PROGRAM 2

Privacy and Data Security

Monday, June 16, 2014 1:00 p.m. – 5:00 p.m.

1:00 p.m. – 1:15 p.m. **Opening Remarks**

Chair: **Lisa Lifshitz**, *Torkin Manes LLP*

1:15 p.m. – 2:00 p.m. **The Risks and Benefits of Big Data**

Speakers: **Scott Hounscome**, Legal Counsel
Canadian Tire Corporation
Bernice Karn, *Cassels, Brock & Blackwell LLP*

- Volume, velocity and variety
- What is the big benefit?
- Challenges of Big Data:
 - Aggregating and re-packaging data
 - Security problems
- New data management strategies
- Governance, policies and procedures: Best practices
- Applicable privacy consents

2:00 p.m. – 2:45 p.m. **IT Contracting to Maximize Data Security and Privacy**

Speakers: **Lisa Abe-Oldenburg**, *Bennett Jones LLP*
Jim Vibert, Chief Country Counsel
Hewlett-Packard (Canada) Co.

- Defining the data, personal information and the security requirements: Due diligence
- What are the data protection and security standards?
- Identifying each party's privacy and security obligations
- Post termination and transitioning obligations
- Remedies and indemnities
- Limitations of liability

2:45 p.m. – 3:00 p.m. **Coffee and Networking Break**

3:00 p.m. – 3:40 p.m. **Lawful Access, Government Surveillance and Cross Border Data Flow**

Speakers: **Bill Abbott**, Senior Counsel and Bell Privacy Ombudsman, *Bell Canada*
David Ma, *Blaney McMurtry LLP*

- Impact of lawful access on industry and innovation:
 - Is expanded lawful access an expensive solution looking for a problem?
 - Downloading of surveillance costs onto industry
 - Erosion of practical restraints on lawful access
- Doing it right: Importance of judicial oversight, transparency and the right threshold to reasonable lawful access
- Overview and analysis of the recent revelations regarding U.S. government surveillance
 - Impact on commercial activities of IT service providers and their corporate customers
 - Practical implications for data security and cross-border data flows

3:40 p.m. – 4:15 p.m. **Privacy and Security Audits**

Speakers: **Roshan Abraham**, Principal, Compliance *Eosensa*
Fazila Nurani, Senior Counsel and Lead Trainer, *Privatech Consulting*

- Audits in light of the Federal Commissioner's Accountability Framework
- Scope for the audit:
 - What about service providers?
- Who is involved?
 - Skill set required
 - Role of the internal auditors
- Common Security Standards used to conduct an Information Security Gap Analysis
 - ISO 27001 - PCI DSS - OWASP
- Using threat risk assessments
- Emerging cyber threats

4:15 p.m. – 5:00 p.m. **Privacy Challenges for Social Media and Mobile Data**

Speakers: **David Fraser**, *McInnes Cooper*

- Challenges of consent for rapidly changing products in development
- Deciphering the OPC's *Nexopia* and *Facebook* decisions
- Does "privacy by default" work in the new sharing paradigm?
- Marketing in the mobile and social spaces

5:00 p.m. **Program ends**

PROGRAM 3

Advanced Information Technology Contracting – Part 1

Tuesday, June 17, 2014 8:30 a.m. – 12:30 p.m.

8:30 a.m. – 8:45 a.m. **Opening Remarks**

Co-Chairs: **Richard Corley**, *Goodmans LLP*
Donald Johnston, *Aird & Berlis LLP*

8:45 a.m. – 9:25 a.m. **Risk Management Strategies for IT Services Contracts**

Speaker: **Duncan Card**, *Bennett Jones LLP*

- Defining risk: Begin with the contract's business case
- Tolerance for risk: Basis for remedial scope
- Proactive risk management strategies in the contract
- Performance enhancing remedies: Carrots and sticks
- Liability provisions: Fair compensation provisions
- Contract drafting tips

9:25 a.m. – 10:10 a.m. **Audit Clauses for IT Agreements**

Speakers: **Richard Austin**, *Deeth Williams Wall LLP*
Ken Silverman, Counsel, *IBM Canada Limited*

- Compliance with pricing mechanism and service level parameters
- SSAE 16 and CSAE 3416 Audits
- Privacy and security audit clauses
- Document retention requirements

10:10 a.m. – 10:45 a.m. **Advanced Open Source: How to Build Policies and Procedures to Ensure Compliance**

Speaker: **Mark McCans**, Counsel, *CIBC Legal Department*

- Freely available source code is not necessarily free from obligations
- Strategies for ensuring open source compliance
- Factors in developing policies and procedures for using and managing open source software
- Customization of policies and procedures to address how an organization uses open source software

10:45 a.m. – 11:00 a.m. **Coffee and Networking Break**

11:00 a.m. – 11:45 a.m. **Multi-Vendor Arrangements**

Speakers: **Matthew Snell**, Senior Counsel, Global Technology Services, *IBM Canada Limited*
Amy-Lynne Williams, *Deeth Williams Wall LLP*

- Governance and dispute resolution
- Operational challenges including service level schemes
- Vendor management issues
- Contract structure and terms

11:45 a.m. – 12:30 p.m. **Advanced Cross Border Issues for IT Contracting**

Speakers: **Charles Morgan**, *McCarthy Tétrault LLP*
Roger Watkiss, *Norton Rose Fulbright Canada LLP*
Alexandra Warly, Vice President & Chief Counsel, Global Services Legal Department, *Manulife Financial*

- Risk management issues:
 - Insuring business continuity and disaster recovery
 - Jurisdiction concerns
 - Culture, language and service levels
- Data privacy and security issues:
 - Data privacy in international jurisdictions
 - Location of the data
 - Due diligence
- People transfer issues:
 - Foreign Worker Programs
 - Visa requirements and security clearance
- Regulatory provisions:
 - OSFI – Export/import controls – License requirements

12:30 p.m. **Program ends**

PROGRAM 4

Advanced Information Technology Contracting – Part 2

Tuesday, June 17, 2014 1:00 p.m. – 5:00 p.m.

1:00 p.m. – 1:15 p.m. **Opening Remarks**

Co-Chairs: **Richard Corley**, *Goodmans LLP*
Donald Johnston, *Aird & Berlis LLP*

1:15 p.m. – 2:00 p.m. **Key Terms in Outsourcing and Cloud Agreements**

Speaker: **Richard Corley**, *Goodmans LLP*

- Service scope and obligations of the parties
- Pricing models and accounting for change
- Service levels and remedies
- Benchmarking price and service levels
- Key people and knowledge
- Outsourcing to the cloud

2:00 p.m. – 2:45 p.m. **Contracting for Business Disaster Recovery**

Speaker: **Christine Ing**, *Blake, Cassels & Graydon LLP*

- Reducing vulnerabilities through risk management
- Best practices: Leveraging industry standards to enhance business continuity/disaster recovery capabilities
- Using pre-contractual due diligence to assess providers
- Getting it in the contract: Key negotiation points
 - Contingency plans: Reviewing, testing and revising
 - Dealing with deficiencies – Service levels

2:45 p.m. – 3:00 p.m. **Coffee and Networking Break**

3:00 p.m. – 3:45 p.m. **IT Contracting for Mobile and Telecommunications**

Speakers: **Ariane Siegel**, *Signal Hill Digital Law*
Catherine Workun, Q.C.,
 Senior Counsel, *TELUS*

- Regulation in the mobile and telecommunications environment
- Contracting issues for resellers
- Contracting do's and don'ts
- Privacy issues and geolocation
- Security clauses
- Contracting issues for mobile apps
- BYOD and related contracting tips

3:45 p.m. – 5:00 p.m. **Facilitated IT Negotiation Strategies**

Facilitator: **Michael Erdle**, *Deeth Williams Wall LLP*

Panel: **Donald Johnston**, *Aird & Berlis LLP*
Ian Kyer, Legal Counsel, *RPM Technologies*
Jay Safer, Vice President, General Counsel and Secretary, *IBM Canada Limited*
Barry Sookman, *McCarthy Tétrault LLP*

This will be a Panel of experienced IT counsel who will demonstrate two scenarios, where parties are at an impasse in negotiations. Each scenario will have 30 minutes. Panel Members will demonstrate the role of the business client and the legal counsel on each side.

The parties have managed to agree on most other issues on the deal (some details to be finalized) but are at an impasse on these two issues. They agreed to meet to see if there is any way to get past the impasse. They have agreed to engage a facilitator to help them. The issues are:

- Indemnities for breach of confidentiality or privacy
- Remedies for failure to meet a Service Level Agreement

5:00 p.m. **Program ends**

REGISTRATION FORM

I WISH TO ATTEND

	CPD HOURS	IN PERSON	BY WEBCAST
Program 1: Mobile Payments	4 hours Substantive	<input type="checkbox"/>	<input type="checkbox"/>
Program 2: Privacy and Data Security	4 hours Substantive	<input type="checkbox"/>	<input type="checkbox"/>
Program 3: Advanced IT Contracting – Part 1	4 hours Substantive	<input type="checkbox"/>	<input type="checkbox"/>
Program 4: Advanced IT Contracting – Part 2	4 hours Substantive	<input type="checkbox"/>	<input type="checkbox"/>

	One half day	Two half days	Three half days	Full program
Regular Fee (after May 17, 2014)	\$340 + \$44.20 HST = \$384.20 <input type="checkbox"/>	\$612 + \$79.56 HST = \$691.56 <input type="checkbox"/> (10% savings)	\$867 + \$112.71 HST = \$979.71 <input type="checkbox"/> (15% savings)	\$1088 + \$141.44 HST = \$1229.44 <input type="checkbox"/> (20% savings)
Early Bird Special (until May 17, 2014)	\$315 + \$40.95 HST = \$355.95 <input type="checkbox"/>	\$587 + \$76.31 HST = \$663.31 <input type="checkbox"/>	\$842 + \$109.46 HST = \$951.46 <input type="checkbox"/>	\$1063 + \$138.19 HST = \$1201.19 <input type="checkbox"/>
IT.CAN Member Fee	\$315 + \$40.95 HST = \$355.95 <input type="checkbox"/>	\$587 + \$76.31 HST = \$663.31 <input type="checkbox"/>	\$842 + \$109.46 HST = \$951.46 <input type="checkbox"/>	\$1063 + \$138.19 HST = \$1201.19 <input type="checkbox"/>

LIVE WEBCAST REGISTRATION: Live Webcast registration must be received by 2 business days prior to the date of the program. Hard copy binders will be shipped immediately after the program. Online access to PDF materials will be available prior to the program.

☐ **HARD COPY MATERIALS:** \$35 plus \$4.55 HST = **\$39.55 additional per registration.** (PDF materials are included.)

I enclose my: (You are not registered until payment is received.)

☐ Cheque payable to The Law Society of Upper Canada \$ _____ or

☐ Charge my credit card: ☐ MasterCard ☐ Visa ☐ AmEx

Credit Card # _____ Expiration Date _____

First and Last Name on Credit Card _____

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Name of Attendee _____

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HOW TO REGISTER

ONLINE: <http://ecom.lsuc.on.ca/cpd>* **FAX:** 416-947-5235* *Credit card required

MAIL: The Law Society of Upper Canada 130 Queen St. W. 2nd Floor, Toronto, Ontario M5H 2N6

FOR GROUP REGISTRATION, please call 416-947-3315 or 1-800-668-7380 Ext. 3315

We reserve the right to change program content, speakers and locations without notice. Registration fee less \$50.00 plus HST for a full day and \$25.00 plus HST for a part day is refundable if cancellation is received five working days before the program. Transfers (e.g. from live attendance to webcast) will not be accepted within two days of program date. CLE Bursary application forms can be found on the LSUC website at: http://ecom.lsuc.on.ca/pdf/cle_bursary.pdf

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