



# MASTERCLASS SERIES

## In-house Legal

### MASTERCLASS 2011

Earn up to 6 CPD points!

ALB is delighted to announce the inaugural Sydney In-House Legal Masterclass, focusing on the emerging strength of Australia's in-house counsel and their contribution to overall business strategy.

Gain an improved understanding of the many drivers affecting in-house decision-making in an environment where cost control and business efficiency are under the spotlight.

Recent survey results indicate that in-house lawyers are playing an increasingly important and significant role in overall business strategy. In-house lawyers have emerged as leaders and are gaining recognition as trusted advisors to their organisations.

This conference is dedicated to providing attendees with leading-edge information that is pertinent to the unique and challenging role of corporate counsel.

#### PROGRAM HIGHLIGHTS

- What has affected in-house legal practices over the past 12 months?
- How to implement and maintain an ethical business framework
- Value-adding to the business through commercial advice and ethical decision-making
- Clarity in legal professional privilege: *Evidence Act 2008* (VIC) and case studies
- Systems and processes for in-house legal department management
- Compliance culture in the wake of trade practices reform
- Corporate governance best-practice: Lessons learned from James Hardie
- Recent court decisions and legal updates in Directors Duties
- Insurance: *Insurance Contracts Act 1984* (CTH) and *Insurance Contracts Amendment Bill 2010* (CTH)
- Strategies for cost-effective dispute resolution

Registration opens at 8am

**Sydney: 22 February 2011**  
The Menzies Sydney Hotel, 14 Carrington St, Sydney

#### YOUR SPEAKERS:



**Michael Anderson**  
general counsel, Casinos Division  
Tabcorp Holdings Limited



**Susan Bennett**  
partner  
Sparke Helmore



**Claire Braund**  
co-founder  
Women on Boards



**Chris Cass**  
partner  
Deloitte Forensics



**Zac Chami**  
partner, litigation & dispute resolution  
Clayton Utz



**Tricia Hobson**  
partner  
Norton Rose



**Katrina Johnson**  
director of legal affairs  
eBay Australia & New Zealand



**Fiona Nelson**  
general manager – legal  
Springfield Land Corporation



**Lynne Saunder**  
senior counsel  
IBM Legal



**Peter Voss**  
partner  
Blake Dawson



**Jenny Duxbury**  
general counsel  
nineMSN

**Team discount offer:**

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# In-house Legal

## MASTERCLASS 2011

### Agenda: Tuesday 22 February 2011

8:00am **Registration opens**

8:45am **Welcome & opening remarks from the Chair**

**In-house top 10**

What has affected in-house legal practices over the past 12 months?

**Fiona Nelson**, general manager – legal, **Springfield Land Corporation**

9:00am **Corporate counsel as corporate conscience: Influencing organisational change**

Ethical challenges for in-house counsel continue to grow under increasing regulatory demands and the competing drivers of different organisational stakeholders. Often in-house lawyers are looked upon to set the corporate culture and ensuring an ethical workplace is critical to business performance. This session highlights the proactive steps corporate counsel can take to implement and maintain an ethical business framework. Explore:

- Understanding the role played by in-house counsel in establishing effective controls
- Developing ethical core competencies
- Managing and monitoring a clear code of conduct and ethics
- Assessing the role of internal and external audit
- Clarifying the delegation of authority and with whom ethical responsibilities lies
- Transparency in decision making
- Enforcing rules of conduct

**Katrina Johnson**, director of legal affairs, **eBay Australia & New Zealand**

9:45am **Commercial advice vs. decision making: How does in-house counsel balance these two core roles in their corporate governance responsibilities?**

Hear how in-house counsel adds value to the organisation by providing strategic commercial advice with ethical decision-making. Explore:

- Delivering commercially relevant advice balanced with risk management
- Key issues that impact an in-house counsel's ability to be commercial
- Strategies to align business drivers and compliance obligations
- Weighing professional standards vs. financial impact
- Releasing the tension of being "too ethical" vs. "too commercial"
- Case study examples and frameworks
- Performance results based on ethical business structures
- Identifying and managing conflicts of interest

**Jenny Duxbury**, general counsel, nineMSN

10:30am **Inside-out dispute resolution management: Effective strategies for resolving disputes more cost effectively**

- Early litigation assessment planning tools
- Risk assessment

- Choosing the best resolution options
- Developing and using case plans
- Aligning case plans and legal cost estimates
- Managing stakeholder engagement
- eDiscovery, tips and traps
- Impact of the proposed Civil Dispute Resolution Bill (Cth)

**Susan Bennett**, partner, **Sparke Helmore**

11:15am **Refreshments & networking break**

11:45am **Asserting legal professional privilege**

In order for in-house legal counsel to be able to assert that legal professional privilege attaches to certain communications between in-house counsel and client, they must ensure their legal advice is given in circumstances that show the requisite degree of professional independence from their employers. This session provides an update on the new rules for in-house lawyers to follow. Explore:

- Maintaining independence as in-house counsel
- When does legal professional privilege apply and how can it be lost?
- Competing duties: Defining who is the in-house counsel's client
- Duty of confidentiality
- Clearly communicating advisory capacity as in-house counsel
- Changes to the law and examining *Evidence Act 2008* (VIC)
- Lessons learned: *Main Road Property Group Pty Ltd v Pelligra & sons Pty Ltd (No 4)* 2010 (VSC27) *Telstra Corporation v Australis Media Holdings*; *Commonwealth v Vance* (2005) ACTCA 35
- Exposure and risk in international dealings
- Guidelines for government lawyers

**Peter Voss**, partner, **Blake Dawson**

12:15pm **Practical solutions for the organisation of in-house legal departments**

- Systems and processes for in-house legal department management
- Developing a coordinated and consistent approach to daily operations
- Setting a metric procedure for when to outsource work volume
- Managing workflow for under-resourced general counsels
- Reward, recognition and engagement strategies
- Career development pathways

**Michael Anderson**, general counsel, **Casinos Division, Tabcorp Holdings Limited**

1:00pm **Luncheon reception**

2:00pm **Sustaining an efficient compliance culture**

- Embedding compliance as systematic standard operating procedure
- Taking proactive steps to help comply with statutory obligations
- Gaining enforcement support from the Board and business units

## KEY BENEFITS

- Earn up to 6 CLE/CPD points
- Hear the latest case law updates and legislative reforms
- Develop new strategies and innovative practices
- Receive comprehensive course notes
- Increase your industry contacts through networking

- Accountability procedures and duties to report to ASIC and ASX
- Reducing risk through continuous disclosure and compliance
- Addressing non-compliance with zero tolerance
- Performance management of policies and procedures
- New compliance measures in the wake of trade practices reform

**Chris Cass**, partner, **Deloitte Forensic**

## CASE STUDY

2:30pm **Back to the future: The impact and aftermath of James Hardie – What have general counsel learnt?**

- Improved communication between company directors and reporting agencies
- Implications of breaching the *Corporations Act 2001* (CTH)
- Underlining the practical implications of advisory
- Developing clear standards of transparency
- New models of ethical decision-making frameworks
- Best practices on corporate governance in Australia and internationally
- How James Hardie lead to systematic improvement and added confidence in corporate integrity

**Zac Chami**, partner, litigation & dispute resolution, **Clayton Utz**

3:00pm **Refreshments & networking break**

3:30pm **A fresh look at Directors' Duties: What general counsel need to know about gender diversity on ASX boards**

More than 60 per cent of ASX company boards have not discussed how they would comply with the changes to Principle 3 of the ASX Corporate Governance Council's (ASXCGC) Corporate Governance Principles and Recommendations (Principles) on diversity. This session outlines how companies can set targets on gender diversity at board and senior management and how to comply with ASX requirements.

**Claire Braund**, co-founder, **Women on Boards**

4:15pm **Navigating insurance issues for in-house lawyers**

- Directors and Officers (D&O) insurance
- Clarifying who am I acting for? Recent cases
- The link between insurance and risk management
- *Insurance Contracts Act 1984* (CTH) and Amendment Bill: What you need to know
- Professional Indemnity Insurance: Do you need coverage?

**Tricia Hobson**, partner, **Norton Rose**

5:00pm **Networking drinks for all attendees**

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- PHONE: 02 8437 4726
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Please reserve me \_\_\_\_\_ place(s)

### In-house Legal Masterclass 2011

Registration opens at 8:00am

Masterclass runs 9:00am-5:00pm

**Sydney: Tuesday 22 February 2011**  
The Menzies Sydney Hotel, 14 Carrington St

	Individual Pass (inc gst)	Team Pass (4 for the price of 3) (inc gst)
<b>In-house counsel and government solicitors</b>		
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