

## Technology Contracts 2008 - 2009 Update of Leading Trends

TORONTO Thursday, October 30, 2008

CALGARY Monday, November 17, 2008

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

Course Code 108014

**\*BONUS** All registrants will receive a complimentary subscription for 6 months to Lexpert® magazine, Canada's preeminent publication on the 'Business of Law.' (Value \$86.00)

## Technology Contracts 2008 - 2009 Update of Leading Trends

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3. E-mail: register@lexpert.ca
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One Corporate Plaza  
2075 Kennedy Road, 11th Floor  
Toronto, ON M1T 3V4  
Attention: Marketing Events

### Dates and Venues:

The Toronto course is being held on October 30, 2008 at:  
St. Andrew's Club & Conference Centre, 150 King Street West,  
Toronto, ON M5H 1J9 Tel: (416) 366-4228

The Calgary course is being held on November 17, 2008 at:  
Calgary Telus Convention Centre, 120 - 9th Avenue SE,  
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### REGISTRATION FEE

In Toronto  Thursday, October 30, 2008

In Calgary  Monday, November 17, 2008

**Early Bird Special Price:** (register before October 3, 2008)

\$1,485 + GST (\$74.25) = \$1,559.25

**Regular Course Price:** (register after October 3, 2008)

\$1,745 + GST (\$87.25) = \$1,832.25

**Send 3 delegates for the price of 2**

Payment enclosed  Payment to follow (GST Reg # 897176350)

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

Please make cheques payable to Lexpert®/Thomson Carswell.

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 an IT Senior Executive or Corporate Counsel.

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### Specifically Designed for:

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

### Duncan Card's Book Reviews:

"...an excellent comprehensive reference and resource guide to help transaction negotiators and lawyers effectively manage the plethora of mission critical issues..."

Georgia Sievwright  
General Counsel and Director, Corporate Relations – Hewlett-Packard (Canada) Ltd.

"...this book belongs among the essential texts in any In-House Counsel's library whether they engage in technology transactions..."

Anthony J. Sutcliffe  
Vice-President and General Counsel – Ricoh Canada

### Cancellation and Refund Policy:

Full refunds, less a \$250.00 plus GST (\$12.50) administration fee, will be given for cancellations received in writing 15 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.

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# Technology Contracts

## 2008 - 2009 Update of Leading Trends

In response to the demand of recent delegates, Duncan Card has agreed to return to deliver a program specifically devoted to the most recent and important changes in technology transactions. The new normal...

### Course Highlights:

- Business and legal context for technology contracting changes and trends
- 20 technology contract terms that are the new normal
- Technology procurement trends
- Corporate governance in technology contracting alert
- Translating recent case law trends into technology contracts
- **2008 Technology Trends Case Study** — health sector IT and business process upgrading



This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.  
Corporate and Commercial 7.5 hours

### Delegate Comments From 2007 Ultimate Technology Transactions:

"An exceptionally knowledgeable and top-notch presentation, this course is the best out in the market."

"Duncan's advice and methodologies for assessing risk and decision-making are invaluable."

"Duncan's reputation, learning, and experience are definite draws to attend this course."

### Course Leader:

## Duncan C. Card

Partner and National Co-Chair  
Technology, Outsourcing and Procurement  
Bennett Jones LLP

Author of the internationally acclaimed book:

**Information Technology Transactions:  
Business, Management and Legal Strategies  
(Carswell, 2nd Edition, 2007)**

### REGISTER before October 3 and Save \$260!

For more information or to register, please contact  
Lexpert® Events at 1-800-342-6288 ext. 2665 or e-mail: [register@lexpert.ca](mailto:register@lexpert.ca)

**Toronto** St. Andrew's Club & Conference Centre, October 30, 2008  
**Calgary** Calgary Telus Convention Centre, November 17, 2008



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# Technology Contracts

## 2008-2009 Update of Leading Trends



**Duncan C. Card**

Partner and National Co-Chair –  
Technology, Outsourcing and Procurement  
Bennett Jones LLP

Duncan Card is one of Canada's leading information technology and e-business lawyers. Duncan's transactional practice includes outsourcing, ERP transactions, all forms of IP commercialization, tech transfer, IT goods and service procurement, and all related contract drafting and negotiations. 2008 is Duncan's 11th year of inclusion in the prestigious ranking of *Lexpert*® magazine's and American Lawyer Media's ranking of the *Top 500 Lawyers in Canada* for both the IT/Computer and Technology categories. Duncan has been ranked in *Lexpert*®'s directory as one of only three lawyers in the highest ranking category of "Most Frequently Recommended" IT and Computer Lawyers in Canada; he has been cited as one of the world's leading technology lawyers in *EuroMoney's Guide to the World's Leading Technology, Media & Telecommunications Lawyers* (UK publication); cited as one of the top Internet lawyers in the world in the independent, *International Who's Who of Internet and E-Commerce Lawyers* (UK publication); and included in *Legal Media Group's Guide to the World's Leading Media & Telecommunications Lawyers*. Duncan is also included in the *Lexpert*® *Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada*.

Duncan has published or presented over 240 papers and articles concerning technology transactions. The second edition of Duncan's bestselling book, *Information Technology Transactions: Business, Management and Legal Strategies*, (Carswell) was released in May 2007. Duncan provides internationally recognized leadership in many technology industry associations, including: the CIO Summit; the Outsourcing Committee for the Canadian IT Law Association; Licensing Executive Society (USA and Canada); Information Technology Association of Canada; and the International Technology Association.

Duncan is called to both the Ontario and Bermuda Bars and is on the board of directors of several multinational corporations, including Hitachi Data Systems Canada.

**8:00 Registration and Breakfast**

**8:30 Overview of Business and Legal Context for Technology Contracting Changes and Trends**

Brief overview of the most important business and legal changes in how technology goods and services are being sold, and how those industry trends are rapidly impacting technology procurement contracts.

- Utility computing and other ASP models
- Facility management and shared services outsourcing innovations
- Offshore and near shore contracts and emerging cross-border issues
- Rethinking any reliance on "open source"
- Collaborative computing (including "crowd" computing)
- Other vital industry development changes

**9:00 The 20 Technology Contract Terms That are THE NEW NORMAL**

The technology contracting trends of 2008 are moving into 2009 with increasing consistency as established norms. Many of the ways in which technology was sold or acquired as recently as 18 to 24 months ago no longer apply, and the envelope of technology contracting is being pushed in ways that you may want to either take advantage of or guard against. This session will identify 20 most alarming developments and trends in technology contracting that you need to know.

- Why benchmarking is being left behind
- Obligations for vendors to report their own contract breaches
- Why technology service "performance manuals" are essential
- How technology contracts now address the leading cause of litigation "square on" to drastically reduce procurement risk

**10:30 Coffee Break**

**10:45 Technology Procurement Trends — Latest Developments in Public and Private Sectors**

- RFQ/RFP response legal obligations and duties
- Sole source and multi/dual track procurement negotiations
- Governance, accountability, codes of conduct
- "Fair value" procurement and audits
- How to draft tendering documents
- Pressure for commercial normalization
- Changing risk tolerance thresholds
- The mistake of "standard form" contracts

**12:00 Networking Luncheon**

**Toronto Session**

*Working Luncheon — IT Procurement Expert Panel Discussion*

During the Toronto luncheon, Duncan will chair a panel of leading IT procurement experts, representing the offices of CIO, VP Procurement and In-House Legal Counsel from both public and private sectors who will discuss their top three most important, and frequently "botched" terms and conditions that are essential to every IT contract.

**1:00 Corporate Governance in Technology Contracting Alert — What the CIO and VP of Procurement Don't Know...Yet**

This session will review the 10 most important, and very often ignored, corporate governance duties that the Chief Information and Procurement Officers must know and account for in every technology contract. The course leader will distribute a copy of his technology governance chapter entitled, "Information Technology, Compliance, and Risk Management" that will appear in the 2009 edition of Barry Reiter's leading corporate governance book, *Directors' Duties in Canada 4th Edition*.

- Why your audit committee cares about what the Canadian Institute of Chartered Accountants has to say about technology procurement
- Statutory duties of security and data protection
- Professional duties of senior corporate officers to manage risk

**2:30 Coffee Break**

**2:45 Translating Recent Case Law Trends Into Technology Contract's Terms and Conditions**

This session will review the judgments (15) of recent Canadian, US and English legal cases concerning the development of legal trends related to technology contracting, and then extrapolate those trends and changes to technology contract terms that should be implemented immediately.

**3:45 2008 Technology Trends Case Study — Health Sector IT and Business Process Upgrading**

Canada's health sector has become the microcosm to showcase the important developments in technology contracting through 2008, into 2009 and beyond. In a single case study setting, this session brings together all of the most important technology contracting trends that apply across all technology procurement sectors. Health care is a technology dependent sector of our economy and we will explore these evolving issues:

- Demanding governance duties
- Rapid technology (medical and other) innovation
- Vital privacy concerns
- Strict requirements for cost containment
- Devastating risk management implications
- Consumer/constituent demands for continuous improvement
- Visible increase in direct political and executive accountability for infrastructure failures

**4:30 Course Conclusion**

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