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## CPD Finance Conference 2018

Feeling SaaS-y: Data Security, Privacy,  
and IP Protection for CFOs



**Date:** Monday, June 11, 2018

**Location:** KPMG, Bay Adelaide Centre, 333 Bay Street,  
Suite 4600, Toronto, ON M5H 2S5

**Conference Sponsor**



## AGENDA

8:00 AM - CONTINENTAL BREAKFAST

### **8:30 AM – 9:15 AM - INTRODUCTORY SPEAKER -**

How Canada is leading the application of Artificial Intelligence on Law

*Speaker:*

- Benjamin Alarie, CEO Blue J Legal

### **9:20 AM - 10:20 AM - SESSION 1** - IP considerations for IOT companies

*Topics Include:*

- Getting Permissions to collect Customer data
- Ownership of Data
- Permitted uses of data

*Speakers:*

- Martin P.J. Kratz QC, FCIPS, Partner, Trademark Agent, Bennett Jones
- Matthew Zischka, Partner, Smart & Biggar
- Lorraine Fleck, Lawyer | Trademark Agent, Fleck Innovation Law

10:20 AM - 10:20 AM – BREAK

### **10:30 AM - 11:30 AM - SESSION 2** - Unwrapping the security blanket - data privacy and security best practices

*Topics Include:*

- What constitutes private data?
- Best practices in storing private data

*Speakers:*

- Peter Murphy, Partner, Shibley Righton LLP
- Joe Pizzacalla, Principal IT Consultant, Altius IT Solutions Inc

**11:35 AM - 12:35 PM - SESSION 3** - Global privacy regulations and the impact on cloud-based services

*Topics Include:*

- Canadian compliance for private sector entities
- The USA Patriot Act controversy and Canadian compliance for public sector entities
- The EU Facebook litigation, the striking down of the EU-US Safe Harbor and the new US-EU Privacy Shield

*Speakers:*

- Martin P.J. Kratz QC, FCIPS, Partner, Trademark Agent, Bennett Jones
- Katherine Metcalfe, Corporate Legal Counsel, Vidyard

12:35 PM - 1:45 PM – LUNCH

**1:45 PM - 2:45 PM - SESSION 4** - Nothing in life is free - an introduction to Third Party and Open source licenses

*Topics Include:*

- How do you incorporate Open source code into your code base?
- Policies for using open source.
- Types of open source licenses (GPL, LGPL etc)
- Obligations that arise from using open source
- How to document and keep track of OS used in your code base

*Speakers:*

- Bernice Karn, Partner, Cassels Brock
- Robert Tremblay, Associate Legal Counsel, Healthcare of Ontario Pension Plan

2:45 PM - 3:00 PM – BREAK

**3:00 PM - 4:00 PM - SESSION 5** - Revenue recognition and tax considerations for cloud based SaaS Offerings

*Speakers:*

- Jonathan Bright, Associate, McMillan
- Sameer Nurmohamed, Associate, Osler, Hoskin & Harcourt LLP
- Aamer Siddiqui CPA, CA, Manager, Welch LLP

**4:05 PM - 4:45 PM - SESSION 6** - Cryptocurrency Primer

*Speaker:*

- Daniel Fuke, Partner, Fasken

## SPEAKERS



**Benjamin Alarie**  
CEO, Blue J Legal

*How Canada is leading the application of Artificial Intelligence on Law*

Benjamin Alarie is CEO of Blue J Legal and the Osler Chair in Business Law at the Faculty of Law at the University of Toronto. Professor Alarie researches and teaches in taxation law and judicial decision-making, and was awarded the Alan Mewett QC Prize for excellence in teaching by the law school's graduating class of 2009. Before joining the Faculty of Law as a full-time professor in 2004, Professor Alarie completed graduate work in law at the Yale Law School and was a law clerk for Madam Justice Louise Arbour at the Supreme Court of Canada. He has dozens of academic publications, and his research has been funded by the Social Sciences and Humanities Research Council, the Canadian Foundation for Innovation, and the Ontario Ministry of Research and Innovation. He is a coauthor of several editions of a leading legal text on tax law, Canadian Income Tax Law, including the most recent 5th Edition (LexisNexis, 2015).



**Jonathan Bright**  
Associate,  
McMillan

*Revenue recognition and tax considerations for cloud based SaaS Offerings*

Jonathan is an associate in McMillan's Tax Group at the firm's Toronto office, where he maintains a general corporate income tax practice, and is developing additional expertise in GST/HST matters. Prior to joining McMillan, Jonathan was an associate in the Toronto office of a national boutique tax law firm. Jonathan is a graduate of the Juris Doctor program at the University of Toronto Faculty of Law. During his time there, he participated in several Moot Court competitions, and was an Editor-in-Chief of the Journal of International Law & International Relations. In addition to his practice at McMillan, Jonathan is currently enrolled in the Graduate Tax Program at the New York University School of Law, where he is studying to complete a Master of Laws degree in taxation. Prior to attending the University of Toronto Faculty of Law, Jonathan obtained a Master of Public Policy degree from the University of Toronto School of Public Policy & Governance. Jonathan has published several articles on the intersection of tax law and policy.



**Lorraine Fleck**  
Lawyer |  
Trademark  
Agent, Fleck  
Innovation Law

*IP Considerations  
for IOT Companies*

Lorraine is a lawyer and Canadian registered trademark agent. She is the principal of Fleck Innovation Law\*, a Toronto, Canada law firm focusing on intellectual property (IP), advertising and marketing, privacy and regulatory matters and identified by Canadian Lawyer magazine as one of the top 10 IP boutiques in Canada in its 2018-2019 rankings. Lorraine is a recommended expert for Canada in the 2016 through 2018 editions of World Trademark Review's WTR 1000, and was recommended by her peers for inclusion in the 2017 and 2018 editions of Best Lawyers® in Canada (Intellectual Property). Lorraine was also included in Intellectual Asset Magazine's IAM Strategy 300 World's Leading IP Strategists in 2017. Lorraine earned her Hons. B.Sc. and M.Sc.F. from the University of Toronto, and her law degree from Queen's University. She is a past chair of the OBA's Information Technology and Intellectual Property Section Executive, a former Executive Member of the CBA's Intellectual Property Section Executive, and has served on numerous International Trademark Association (INTA) committees since 2006. Lorraine is a frequent invited speaker on her areas of practice. Her commentary has been published by

INTA and LexisNexis, among others. Lorraine has been interviewed by CTV National News on the privacy and IP impacts of drone technology and Canadian Business magazine on trademark litigation strategy.

*\*Fleck Professional Corporation o/a Fleck Innovation Law.*



**Daniel Fuke**  
Partner, Fasken

*Cryptocurrency  
Primer*

Daniel is a Partner in the firm's Securities and Mergers & Acquisitions group and also advises clients in the investment funds and blockchain industries. In his practice, Daniel frequently advises public and private entities on equity and debt financings, share and asset purchase transactions, investment fund formations and initial coin offerings.

Daniel's experience in the securities and mergers and acquisitions field includes public and private share and asset purchase transactions, prospectus and private placement financings of equity and debt and securities law compliance and disclosure matters.

In the investment funds area, Daniel has been involved in the structuring and launching of various types of investment funds, including closed-end funds, mutual funds, limited partnerships and commodity pools, as well as fund mergers, governance and securities law compliance.

In the blockchain area, Daniel has advised clients on initial coin offerings, cryptocurrency exchanges and investment fund formation. Daniel has also written and presented on a number of topics affecting blockchain companies, with a focus on securities law issues.

Daniel's practice also includes infrastructure project finance, where he has advised clients with respect to the underwriting and purchase of debt securities as part of public-private partnership transactions.



**Bernice Karn**  
Partner,  
Cassels Brock

*Nothing in life is free – an introduction to Third-Party and Open Source licenses*

Bernice Karn\* is a leading lawyer in the areas of information technology (IT), licensing and privacy law and a partner in our Toronto office. She is ranked as one of Canada's top IT lawyers by the world's foremost ranking publications, including Chambers Global and Chambers Canada (IT) and Legal Media Group's Guide to the World's Leading Technology, and Media & Telecommunications Lawyers (IT).

For over 25 years, Bernice's expertise in IT law has benefitted clients from a range of industries, including major retailers, e-commerce companies, hospitals, universities and major Canadian financial institutions. She has significant experience in outsourcing matters and regularly advises clients on the acquisition and disposition of IT assets and intellectual property (IP) rights. She is extremely knowledgeable in the area of IT-related agreements and has deftly crafted master services, joint venture, development, license, escrow, consulting and cloud computing/SaaS agreements for her clients.

Bernice's strong background in IP complements her IT practice as she provides in-depth counsel on trade-marks prosecution, copyright licensing, rights clearances, marketing and advertising law, as well as social media campaigns.

Through her numerous mandates in IT and outsourcing matters for financial institutions, Bernice has developed a strong understanding of the regulatory framework within which financial institutions must conduct outsourcing business. She applies this expertise in her work with banks, insurance companies and their service providers, as well as mortgage administration companies.

Bernice also advises on all aspects of procurement procedures and Canadian laws of competitive bidding. Her involvement ranges from assisting clients with competitive request for proposals and multiple vendor negotiations to sourcing partnerships.

In addition, Bernice is a certified licensing professional and a member of the payments team at Cassels Brock.

#### Notable Privacy/Data Security Proficiency

Bernice's practice also includes advising on privacy laws and data security, a growing area of concern for most companies, as more and more rely on IT-driven solutions. She advises clients on private and public sector privacy and data protection laws and emerging developments, such as Canada's anti-spam legislation.

Bernice has assisted clients in developing and implementing policies and compliance procedures for handling and safeguarding personal and company information, maintaining and transferring customer and employee information, and regulating data transfers with third parties. She regularly conducts privacy assessments and information security policy audits and, when needed, can use her skilled expertise in this area to assist clients in handling and responding to data security incidents.

For her work in this area, Bernice was named a 2015 "Cybersecurity and Data Privacy Trailblazer" by the National Law Journal.



**Martin P.J. Kratz**  
**QC, FCIPS**  
Partner,  
Trademark  
Agent,  
Bennett Jones

*IP considerations for  
IOT companies*

AND

*Global privacy  
regulations and the  
impact on cloud-  
based services*

Martin Kratz is a leading technology lawyer and leads the privacy and ecommerce practice for Bennett Jones LLP. Martin's practice focuses primarily on information technology transactions, procurement, cloud computing and outsourcing and the protection and commercialization of intellectual property, data protection, information and privacy law, records retention, electronic records, cyber security, and technology law generally.

Martin's practice includes representation of large customers with their outsource, software and system procurement matters as well as data protection and security matters.

Among numerous recognitions, Martin is identified as one of Canada's most creative lawyers by LEXPERT-Thomson in the US Guide to Canada's 100 Most Creative Lawyers; as one of Canada's leading lawyers in The LEXPERT/American Lawyer's Guide to the Leading 500 Lawyers in Canada in intellectual property law; as one of Canada's leading lawyers in Woodward White's The Best Lawyers in Canada for intellectual property law, technology law and information technology law; as highly recommended in technology law by the Practising Law Institute; ranked by Chambers and Partners for information technology law and for intellectual property law; and as a leading lawyer in intellectual property and in information technology by Lawday.

Martin is the co-director of Osgoode Hall Law School's Intellectual Property LLM program and teaches the IP Transactions course in that program. Martin also teaches the Legal and Ethical Implications for Network Security Master's level course in Concordia University of Edmonton's Information Security and Assurance program.

Martin has written over 450 publications on various topics involving intellectual property, technology law or on related topics including the following books as sole or co-author: The Business of Innovation - Intellectual Property Transactions and Strategies in the New Economy, 2016; Canadian Anti-Spam Law, 2014, Canadian Internet Law, 2013; Canadian Intellectual Property Law, 2nd Ed., 2010; IP&IT Handbook Volume 2: Data Protection – Canada; PLC Outsourcing (Canada) 2011; Licensing 2012; Internet Law: A Business and Professional Guide, 1998; Information Systems Security: A Practitioner's Guide, 1994 2nd Ed. 2003; The Computer Virus Crisis, 1992, 2nd Ed.; and Control and Security of Computer Information Systems, 1988.

Martin is a Fellow of the Canadian Information Processing Society.



**Katherine Metcalfe**  
Corporate Legal  
Counsel, Vidyard

*Global privacy  
regulations and the  
impact on cloud-based  
services*

I am currently corporate counsel for Vidyard, a video platform that helps businesses transform communications and drive more revenue through the strategic use of online video. Going beyond video hosting and management, Vidyard helps businesses connect with more viewers through interactive and personalized video experiences, learn powerful insights about their viewing audience, turn insights into action with enterprise integrations, and prove the impact of their video programs.

SaaS sales contracts, procurement contract negotiation, data protection and security, employment law and immigration matters. In my role, I am responsible for the drafting and negotiation of Prior to my position with Vidyard, I was an associate with Gowling WLG, an international law firm, where I represented international, national and regional clients with a focus on providing practical legal advice and risk assessments on a variety of commercial and employment issues. I have experience representing clients in Small Claims Court, Superior Court and Divisional Court on a variety of matters, as well as negotiating favourable settlement of disputes and legal claims for clients prior to litigation.



**Peter Murphy**  
Partner,  
Shibley Righton LLP

*Unwrapping the  
security blanket - data  
privacy and security  
best practices*

Peter Murphy is a partner in Shibley Righton LLP's Toronto office, with over twenty years of business, technology and privacy law experience. His practice includes commercial contracts and transactions, intellectual property law, privacy and data protection, marketing law, and will and estate planning.

Acting as business law counsel to a wide variety of organizations, Peter's clients include nuclear operators, universities, chartered banks, electricity distributors, municipalities, software companies and healthcare organizations. He also advises not-for-profit organizations and private businesses on a broad range of legal issues, including corporate governance.

Peter has extensive experience with corporate transactions including debt and equity financing, mergers and acquisitions, supply and services agreements and RFP documentation. He drafts shareholders agreements and structures corporations, partnerships and joint ventures.



Sameer practises tax law, with a particular emphasis on tax litigation. Prior to joining Osler, he articulated at another national law firm and clerked for the Tax Court of Canada. He has appeared before the Ontario Superior Court of Justice, the Ontario Court of Justice, the Ontario Small Claims Court, and the Tax Court of Canada.

Sameer obtained his J.D. and M.A. (Economics) at the University of Toronto, where he received the Lionel H. Schipper, Q.C. Prize in the advanced business law seminar. Discovering a passion for oral advocacy, he won awards in several national and international mooting competitions including the Best Advocate Award at the Donald Bowman National Tax Moot. He represented first and third year students as a member of the University of Toronto Students' Law Society and co-founded both his law school's Alternative Dispute Resolution Society and Litigation Association, where he served as co-president.

Prior to law school, Sameer studied economics and mathematics at Cornell University, where he was on the Dean's List. While at Cornell, he was the President of the Model United Nations team, co-founded Cornell's collegiate Model United Nations conference, and was a teaching assistant in the computer science department.

**Sameer Nurmohamed**

Associate, Osler,  
Hoskin & Harcourt LLP

*Revenue recognition and  
tax considerations for  
cloud based SaaS Offerings*



**Joe Pizzacalla**  
Director &  
Principal IT  
Consultant, Altius  
IT Solutions Inc

*Unwrapping the security  
blanket - data privacy  
and security best*

Joe has been creating and administering computers, networks and IT infrastructure for the past 14 years.

A decorated veteran, Joe retired from the CAF with almost twelve years completed at the rank of Master Corporal. He has deployed all over the world as a senior system administrator working on classified networks in support of peace time and combat during Operations Athena (2011, Afghanistan), Impact (2014, Kuwait), and others across the globe leading and employing the militaries latest and, most complex IT technologies.

Joe practices IT consulting in Kingston and throughout Eastern Ontario in the fields of enterprise architecture and design, IT security and general computing. Furthermore, he has been appointed to the Federal Public Service as a cyber-security technical advisor for Shared Services Canada.

On any given day, you can find Joe assisting clients with securing networks, infrastructure, closing vulnerabilities, deploying firewalls, setting up enterprise virtual datacentres or a multitude of related IT tasks.



**Aamer Siddiqui**  
CPA, CA  
Manager, Welch LLP

*Revenue recognition and tax considerations for cloud based SaaS Offerings*

Aamer Siddiqui, CPA, CA joined Welch in 2012 while still living in Ottawa. He moved to Toronto in 2016 bringing years of experience working with a diverse range of clients in the technology and knowledge based sectors.

He has provided financial advisory, taxation and assurance services to assist a wide range of clients achieve their goals.

He has assisted start-ups in their growth stages and established companies with their reporting and disclosure requirements.

Aamer is currently a member of the Board of Advisors for Enactus University of Toronto where he provides guidance to the team around the complexities of operating a technology based company in the social enterprise space.

Related Resources



**Robert Tremblay**  
Associate Legal  
Counsel, HOOPP

*Nothing in life is free - an introduction to Third Party and Open source licenses*

Robert is a business-minded lawyer with a passion for science and technology. He helps companies with IP, technology and commercial law matters including:

- Drafting and negotiating agreements for procurement, implementation and licensing of technology, e.g. enterprise software licensing, EULA, SaaS, IT outsourcing and manufacturing contracts
  - Protecting and enforcing IP (patents, trademarks and designs), with a focus on machine learning, AR/VR, cryptography, biomedical devices, electrical devices and consumer outdoor products
  - Complying with copyright, marketing and privacy law obligations
- Robert has worked at a leading, national IP firm and a boutique IP and technology law firm in downtown Toronto.

Robert is now working as an associate legal counsel at a medium-sized pension plan, helping with technology procurement and legal risk management.



**Matthew Zischka**  
Partner,  
Smart & Biggar

*Global privacy regulations  
and the impact on cloud-  
based services*

Matthew Zischka is a senior partner based in Smart & Biggar's Toronto office. Recognized as one of Canada's most respected patent prosecution practitioners, Matt is known by international companies and law firms alike for his capacity to solve complex patent issues. Matt's areas of expertise include complex software that include cryptography, web services, data analytics, financial transactions, image processing, and network security. He also has extensive experience with electronics, including computing components, telecommunications, power electronics and semiconductors, mechanical technologies, and medical software and devices.

In addition to helping clients develop and manage patent strategy, patent portfolio development, and patent prosecution, Matt frequently provides legal opinions and strategic counsel relating in intellectual property matters, including freedom to operate opinions, patent infringement opinions, and opinions on copyright. In addition, Matt provides strategic guidance to clients on establishing intellectual property policies; licensing programs; structuring transactions; conducting due diligence; and often counsels clients on questions of contractual interpretation.

One of Canada's leading IP lawyers, and a fluent German speaker, Matt currently serves on the firm's Executive Committee, and is co-lead of the Toronto Office Patent Practice.