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Fourth Annual GC Summit

The Unprecedented GC: Legal Leadership in an Uncertain Age

Report and Key Takeaways

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Thank you to all of you who were able to join us for the 4th Annual General Counsel Summit.

We launched our annual GC Summit series in 2020 to provide a forum for General Counsel and Chief Legal Officers to join their peers, to discuss matters of shared interest across a range of organizations and industries and to provide a platform for collaborative learning in a supportive, collegial environment.

This year's Summit focused on how your varied GC hats—Risk Manager, Team Leader and Executive Leader—fit in a time of unprecedented change. Among the myriad of complex issues GCs tackle today are: Canada's foreign relationships with its trade partners (in particular the United States and Europe); the impact and relative proportion of the overall economy represented by government spending since the outset of the COVID-19 Pandemic; and the impact of the invasion of Ukraine on developing sectors, such as alternative energy. This confluence of events has expanded your roles even further, placing you at the centre of the action.

In this report, we capture discussions and take-aways from our three panels who shared their perspectives on managing risk, leading teams and being a trusted advisor to the C-suite and board. We were honoured to have over 250 prominent legal leaders in attendance either virtually or on-line at this year's Summit.

Thank you for being part of the conversation and we look forward to seeing you at the 5th Annual GC Summit next year!

Dave Leonard

Chief Executive Officer, McCarthy Tétrault



Fourth Annual General Counsel Summit

The Unprecedented GC: Legal Leadership in an Uncertain Age Report and Key Takeaways

Hosted by McCarthy Tétrault – February 9th, 2023

General Counsel As Legal Risk Manager

Managing risk in a manner that does not stifle innovation is a crucial balance an organization must strike in order to drive enterprise growth and foster an environment of success. GCs are tasked with the role of a dynamic decision-maker in a world characterized by evolving risk and a diverse range of stakeholders.

Robert (Bob) Richardson, Partner, Mergers & Acquisitions, McCarthy Tétrault moderated a panel discussion where prominent GCs discussed their strategies and practical tactics in their role as general counsel in ensuring purposeful growth and innovation in the face of risk, as well as how they manage decision-flow connectivity, issue escalation and risk-literate action planning. This conversation featured:

- **Sharon Haward-Laird**, General Counsel, BMO Financial Group;
- **Sarah Qadeer**, Chief Legal Officer, Deloitte;
- **Ryan Szainwald**, Managing Partner, Private Equity, Brookfield Asset Management; and
- **Eric Tilley**, General Counsel, Infrastructure Ontario.

Legal Risk Management at an Enterprise Level

Businesses face inherent legal risks across many aspects of their day to day operations. Managing this risk at an enterprise level can fall into the purview of the GC's role. Although the approach to curating legal risk management frameworks varies across organizations, depending on the scope of activities which that organization is engaged in, developing systems to balance legal across an enterprise is an important element to sustained success.

The panelists began the discussion by examining procedures and protocols in place to ensure that legal risk is kept in check within their respective organizations. While checks and balances for legal

risks may manifest themselves in the forms of formal mandates for legal departments or enterprise-wide policies which require legal department consultation or sign-off prior to the execution of certain decisions, our panelists agreed that bringing the legal risk managers to the decision-making table early and often is a productive and pragmatic risk management mechanism.

By proactively engaging legal risk managers in decisions, enterprises can strategically balance legal risk with other interests of an organization, and allow organizations to make informed decisions from the outset. The GC's role involves considering risk as one element to ultimately drive and deliver their business to an educated and correct outcome, and active involvement by an organization's legal department encourages the interplay of innovation and informed decision making.

“My role, as GC, is not just about managing risk, but getting the enterprise to the right outcome.”



— **Sarah Qadeer**, Chief Legal Officer, Deloitte;



The Intersection of Legal Risk and Enterprise Risk

Legal risk is just one element of risk that businesses face on a daily basis. The panelists each canvassed how their roles as GC often sits at the intersection of legal risk and general enterprise risk management. While the exact parameters of this intersection differs between organizations, and depends on a variety of factors including, among other things, the sector in which an organization operates and its respective stakeholders, the panel members generally agreed that the role of an organization's legal department cannot be viewed in isolation from the general enterprise or business team.

The panelists emphasized that their candor and objectivity in assessing and weighing legal risk, as a subset of risks faced by their respective organizations, builds credibility and creates trust between them and their organization's other leadership. This trust and credibility establishes

and facilitates an environment where a GC is necessarily imbedded into an enterprise's larger risk management team and where the GC is often asked for their opinions and inputs on a wide range of decisions. Each panelist noted that part of their role as GC is ultimately to be a voice at the decision-making and strategy tables and to provide input on a wider range of risks transcending legal risk.

“Lawyers think about matters with a degree of objectivity. This unique view builds credibility with executives and encourages trust on a wide range of risks”



— **Ryan Szainwald**, Managing Partner, Private Equity, Brookfield Asset Management

Creating an Environment that Fosters Trust and Intelligent Risk-taking

An occasional tension manifests where the potential reward offered by a business objective is outweighed by the legal risks such objective poses. Such tension can lead to a GC, as part of their role within an organization, inevitably needing to say no to a particular business decision or objective. While these conversations can be difficult, the panel members agreed that a legal department should not systemically say no or create walls that stifle growth and innovation, and that fostering an environment of mutual trust between the legal department and the other organization members is the linchpin in a successful organization.

“Making sure that the GC is at the table for the inception of business ideas, helps prevent having to say no too frequently, and facilitates being able to say ‘there’s ways to do this’.”



– **Eric Tilley**, General Counsel, Infrastructure Ontario

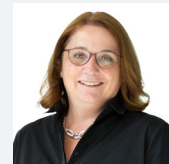
Recognizing that the GC sits aside intelligent business professionals who consider risks in the many aspects of their work, when accompanied by a strong rationale a GC is well poised to help demystify legal risk and to present and examine alternative options when faced with an overriding legal risk. Positioning the legal department as a member of the strategy formulation team encourages an open risk dialogue and helps facilitate a positive outcome for an organization.

Similarly, our panelists discussed that the GC cannot be solely accountable for all contracts and business decisions executed by an enterprise. While contracts can often mask commercial terms in complex legalese, the legal function within an organization involves deciphering the technical legal jargon into terms that allow a broader range of risk managers to meaningfully and fulsomely evaluate risk. A culture of intelligent risk-taking and risk management allows the appropriate individuals within an organization to be accountable for the risks they are best suited to manage.

While the panel members generally agreed that the appropriate means of achieving intelligent risk

management will vary from organization to organization, they canvassed some ways that this concept is achieved within their organization, including through the use of escalation mechanisms and steering committees.

“External counsel can help a GC determine where items fall within an industry standard and allows the GC to make informed decisions accordingly.”



– **Sharon Haward-Laird**, General Counsel, BMO Financial Group

The Role of External Counsel in Risk Management

While the industry or sector in which a particular organization operates can lead to familiarity and recognition among an internal legal team with regard to certain types of contracts or legal processes, the panel members recognized that external counsel plays an important part in an organization’s business. Particularly, external counsel sits at the forefront of legal trends and can provide valuable insight about industry standards across a broader range of matters and transactions and allow GCs and their organizations to make informed decisions with regard to risk. Additionally, the panelists noted that where a certain transaction or legal facts and processes deviate from an organization’s ordinary course of business (for example M&A transactions or complex litigation), external counsel is integral in interpreting risk and achieving the desired business outcomes.

The panel members commented on the fact that the symbiosis between external counsel and an organization’s internal legal team requires a relationship rooted in trust and constructive feedback. This foundation allows GC’s to deputize their external counsel to be alert for legal risks that are important to that organization and create an open dialogue with respect to risk management. The GC often sits as the intermediary between an organization’s C-suite team and external counsel and serves an important role in connecting these counterparties, both through translating the commercial objectives and important risks at the organizational level to external counsel, and highlighting important legal risks to an organization’s C-suite.

General Counsel as Team Leader

One of the most important jobs of a general counsel is to create a positive team culture that is engaged and committed to the success of the organization. Given the legal team's role is advisory and proactive, its culture needs to be aligned with, but also complementary to the broader organization to fulfill its dual role of supporting both growth and governance.

Judith McKay, Chief Client and Innovation Officer, McCarthy Tétrault moderated a panel discussion where prominent GCs from a diverse range of industries and size of team explored the elements of a strong team culture including hiring, nurturing and retaining top talent as well as developing their skills and instilling judgement. This conversation featured:

- **Peter Brady**, General Counsel, Vale Base Metals Global
- **Trish Callon**, Senior Vice-President & General Counsel, Corporate, Sun Life
- **Ellen Yifan Chen**, General Counsel, Audiokinetic

This panel session delved into the key strategies and considerations for managing and leading legal teams. The panelists agreed on the crucial role of lawyers as strategic advisors and debated whether this skill is innate or learned. They also discussed the importance of an appropriate organizational design for high-performing legal teams and the value of thorough interviewing in talent retention. Additionally, the panelists addressed the issue of escalation in legal teams and emphasized the importance of internal frameworks and open communication. The panelists also discussed the need for in-house counsel teams to adjust to uncertainty in the current economic environment and the challenges of maintaining company culture in a hybrid work environment post-Covid-19.

Becoming a Strategic Advisor: Innate Skills vs. Learned Habits in Legal Teams

The panelists discussed various strategies to manage and lead lawyers so they are seen and act as strategic advisors to the business. Panelists agreed that the capacity to give strategic advice is a key skill for lawyers. The panelists

emphasized the importance of understanding your business and having the curiosity and energy around the business that you are supporting – how it makes money, its client base, what are the financial metrics it is measured on, who are the stakeholders and what they value. Particularly, one must understand the organization's risk appetite: where and why is it prepared to take risks?

Some of the panelists were of the view that becoming a skilled strategic advisor is learned and comes with time and experience, as opposed to being primarily innate. Instilling the habits of a strategic advisor can be achieved by having juniors at the decision-making table, gaining first-hand knowledge through exposure and observation. An understanding of global cultural, business and legal intricacies is also another important area of knowledge to acquire, especially in a multinational organization. Another view was expressed that the most effective strategic in-house advisors possess certain skills and qualities innately. Such people can surely improve with experience and fine-tuning of these skills, but in-house counsel need these innate qualities to be a truly adept at their roles. An in-house lawyer's end goal is to be perceived as a trusted advisor which involves independent critical thinking, as opposed to following instructions or always defaulting to referring to external counsel for guidance.

Regardless of whether these skills are innate or learned (or somewhere in between) all of the panelists agreed on the value of hiring and developing a strong performing team. Rigorous hiring practices and providing the team with practical exposure on the field and immersion in the core of the organization's business activities were cited as important to gain the necessary experience.

“We all aspire to be that trusted advisor to the business. No one wants to practice law if all you will be asked is what is 3+2 ; if you can actually challenge if we should be adding, subtracting or doing math at all, that is the analogy of strategic advisor.”



- **Peter Brady**, General Counsel, Vale Base Metals Global

Organizational Design for High-Performing Legal Teams: Decentralized, Centralized, or Hybrid?

The panelists engaged in a discussion about the significance of an appropriate organizational design for a legal team to perform effectively. The topic of organizational design has gained prominence in recent times, particularly in light of the widespread layoffs and budget limitations that many industry sectors are experiencing. They concurred that the design should be customized to meet the unique characteristics and size of each organization. A centralized approach has the benefit of enabling lawyers to share best practices and develop deeper subject matter expertise. An approach where lawyers are embedded in the business enables deeper relationships and more contextualized advice. For global organizations it may be necessary to distribute the team globally so that they are close to the action. There is no one size fits all, but a hybrid approach is most likely to yield an optimal solution.

It is important to be creative, especially this year with economic headwinds and a potential recession looming. To this end, the panelists emphasized that a general counsel must not think of themselves as solely a leader of an in-house legal team, but rather as a team leader of their company's legal function. There are many ways to scale the impact of the function, such as leveraging external counsel, contract lawyers and/or secondments.

The Importance of Thorough Interviewing and Retention Tactics

The panelists emphasized the importance of giving proper attention to the interview stage of the recruitment process, recognizing that this may require a longer time frame to find the best candidate. It requires patience and diligence to find top talent, rather than merely settling for someone who meets the minimum requirements, especially when the pressure is mounting to get ahead of high workloads. Robust hiring practices lead to improved talent retention in the long run. Having a diverse interviewing panel that asks competency-based questions and seeks out specific qualities, rather than solely focusing on performance metrics and professional

achievements was identified as a critical requirement. The panel stressed the importance of being truthful about the demanding expectations of the job so the candidate can decide if this is the best environment for them and there are no surprises.

To retain top talent, it is important for the general counsel to not simply recycle the team's work and present it to senior management. It is empowering for the in-house team to have the chance to share their ideas directly with the C-suite. Lawyers have shifted from viewing a move to in-house as a lifestyle choice to seeking out opportunities to work in a fast-paced environment and handle high-profile, complex and interesting matters. Giving the team challenging work and allowing them to shine is the secret to longer-term retention.

Addressing Escalation in Legal Teams: The Importance of Internal Framework and Open Communication

In this discussion, the panelists acknowledged the widespread issue of escalation of emerging risks and issues in various organizations. It is important to encourage in-house counsel to address potential concerns in a timely manner, before they escalate into larger problems. To foster an open environment where team members feel comfortable raising any concerns, regular team meetings and other opportunities for transparent communication are crucial.

“I think of the escalation structure as an orchestra. The CEO is the maestro. The legal function is the percussionist, giving business people cues to help them navigate complexities. GCs act as facilitators to the business.”



– **Ellen Yifan Chen**, General Counsel, Audiokinetic

Often the business person who approaches the legal department with a particular issue may not be the person in the best position to assess the legal team's advice and make a fully-informed business decision. The panelists

stressed the importance of having a clear and robust internal framework and guidelines for decision-making and accountability. The nature of the framework may vary based on an organization's corporate structure and internal governance approaches. Internal governance around decision making may seem onerous, but it avoids decisions being made by someone without the necessary context and authority.

“Escalate early and escalate often. I do it myself and try to find opportunities through team meetings or 1:1s to ask what are you worried about and then go up the chain and let people know – but if you wait, inevitably, what happens is they ask how long have we known about this?”



– **Trish Callon**, Senior Vice-President & General Counsel, Corporate, Sun Life

Adjusting to Uncertainty in In-House Counsel Teams

During the panel discussion, there was general agreement regarding the current economic environment being uncertain and the need for in-house counsel teams to adapt accordingly. The panel emphasized the importance of “ruthless prioritization,” where the team is clearly informed about the priorities they should focus on. These priorities may change at different cadences, so regular touchpoints are necessary to communicate the allocation of re-prioritization. This could include dedicating lawyers to legal tasks that require their expertise rather than those that can be delegated to other departments. The panel emphasized the significance of forming trustworthy and meaningful connections with select relationship partners at law firms, instead of solely choosing the firm with the lowest rates. Building personal relationships with external counsel is more advantageous in the long term as they will: have more business context; be more understanding of budget limitations; and offer solutions that are aligned with the interests of the business.

Maintaining Company Culture in a Hybrid Work Environment: Navigating the Impacts of COVID-19

The lasting impact of the COVID-19 pandemic on the workplace was discussed by panelists at the conclusion of the discussion. Strategies to sustain company culture in a hybrid work environment were discussed, and it was acknowledged that although regularly connecting in person is an important aspect of cultivating a strong culture, a full-time return to office work for all employees may no longer be feasible. Ensuring people feel valued rather than feel like disposable headcount requires asking empathetic questions such as--why would our people want to show up? Flexibility was emphasized as a crucial aspect, allowing employees to choose their preferred office days or work hours. It is particularly important for lawyers to have proximity to colleagues with whom they can test their judgement calls and being able to do this in person is a powerful incentive. The panelists proposed a focus on “moments that matter,” where in-office presence should be meaningful and intentional, for example, through group discussions and legal team activities that enhance the work experience.





General Counsel as Executive Leader

GCs are increasingly being depended on by boards and management to provide strategic advice and to play a multi-faceted, and sometimes conflicting, role as business partners and the voice of organizational conscience. Successful balance of competing interests requires judgment, influence and courage.

Debra Finlay, Partner, Business Law Group, McCarthy Tétrault LLP, moderated a panel discussion where prominent business leaders discussed what skill-sets and capabilities they value in a general counsel. This conversation featured:

- **Rania Llewellyn**, President and CEO, Laurentian Bank of Canada; and
- **Kate Stevenson**, Chair of the Board, Canadian Imperial Bank of Commerce.

Key Skill-Sets and Capabilities of a General Counsel from the Board's Perspective

Panelists began by discussing how boards want the GC, first and foremost, to be a trusted advisor. Boards look to GCs to draw on past experiences to articulate clear and concise recommendations. A GC should strive to bring a calm, balanced and pragmatic approach to resolving legal issues that arise, working collaboratively with team members to find solutions.

The panel agreed that the GC and the board are aligned in their responsibility to ensure the long-term sustainability of an organization. If and when conflicts arise between management and the board, the GC has a critical role as a mediator, highlighting the importance for strong interpersonal skills in a GC. Understanding the dynamics between the board and management is one of the first things that a GC should undertake when starting at an organization.

Differentiating a Good General Counsel from a Great General Counsel

The panel agreed that a great GC is one that is able to “declutter the noise” and provide succinct, pragmatic advice. It is important to remember that the goal of an organization is not to have zero risk but to take calculated risks. Understanding an organization's business is crucial to managing risk properly and transferring risk into opportunity, both of which important for the long-term prospects of an organization.

One of the important tasks of a GC is to be the connector of relationships, both internally and externally. The panelists reiterated the importance of good interpersonal skills and communication skills in a GC. A great GC should endeavour to build a reputation of being a trusted advisor within the organization such that he or she is engaged in important discussions early on enough to impact the decision being made.



Moving from Lawyer to Executive

Panelists continued their discussion on the most important skillsets and successful behaviours of lawyers who move from a legal role to an executive position. Both panelists agreed that a lawyer who is looking to make the transition should understand the organization's business in its entirety, beyond just the legal aspects. Learning how the organization generates revenue, how the organization differentiates itself, where the organization's growth opportunities are a few important questions to be considering.

It was also noted the panelists that curiosity, courage and agility are key traits that would help a lawyer make the transition from a legal role to an executive role.

Going Beyond the Moniker of "Legal"

The panel then moved to discuss how an aspiring or new GC can go beyond the moniker of "legal" and get involved in all of the discussions that matter to the organization. The panel members unanimously agreed that he or she must earn the trust of people within the organization. As lawyers can sometimes be seen as intimidating to approach, the panelists encouraged GCs to strive to always be accessible and to be active listeners.

As building strong relationships within an organization cannot be rushed, a new GC should focus on building one relationship at a time. A new GC should also be willing to take on bigger roles beyond what their job description entails. Over time, individuals within the organization will see the value that the GC brings and will see him or her beyond just a corporate function.

Evolving Role of a General Counsel

The role of a GC has evolved significantly over the past decade and will continue to evolve. The panelists were asked to discuss how specifically they saw the role changing even further in the future. The panel agreed that the question was quite difficult to answer given the unpredictability of the future. The panelists emphasized that a good GC should have an agile, nimble and resilient mindset to deal with unpredictable and unprecedented events, including the rapid advancement of technology such as ChatGPT in recent months.

GCs are increasingly being asked to be involved with their organizations' environmental, social and corporate governance (ESG) and diversity and inclusion (D&I) initiatives. It is important for GCs to stay on top of new disclosure obligations and market norms. These initiatives are areas of huge opportunities for GCs to implement positive change and to shape the social direction of their organizations.

Role of a General Counsel in Geopolitical Issues

The panelists then reflected on a GC's role in geopolitical issues. GCs need to understand the macro-economic conditions that their organizations are operating in. Domestic organizations still need to consider a wide range of geopolitical issues in light of how globally connected we are today. Both panelists acknowledged that GCs have recently been adding immense value to organizations by helping navigate the business implications of the Russia-Ukraine conflict.

It is vital for GCs to stay abreast of new developments. GCs should be carefully selecting their network of sources to ensure that they are receiving accurate, unbiased information needed to make informed decisions.

Integrating a General Counsel Successfully With the Board

The panel then shifted the discussion to focus on how a GC can successfully integrate with the board. A GC should be proactive and set up 1-on-1 meetings with each board member to develop rapport. Getting to know the board members outside of the boardroom will enable the GC to get a fulsome picture of each board member's personalities and obligations outside of the organization. In the early days, a new GC should be listening more than talking and should look to the chair of the board to help integrate him or her.

Serving on the Board with a General Counsel Background

Boards can benefit greatly from having at least one director who has a GC background. In addition to bringing technical legal skills, a director with a GC background is able to effectively distill the issues for the board and brings different perspectives and thoughts to board meetings.

Delivering Bad News

GCs are often tasked with delivering bad news to the management team, including the CEO. It is important for companies to create a safe and trusting work culture where team members feel comfortable sharing bad news. The tone is set at the top – CEOs should respond well to being challenged and should encourage team members to have the courage to challenge.

Ideal General Counsel in One Word

The two words chosen by the panel were “pragmatic” and “consigliere”. The ideal GC is able to provide practical, business-oriented solutions while being a connector of individuals within and outside the organization.

Conclusion:

Dave Leonard, CEO, McCarthy Tétrault then shared a few quick observations on the three panels to conclude the Summit:

- As risk managers, GCs need to bring a creative problem-solving mindset and to have great judgement to grapple with unique issues they encounter on a regular basis.
- As team leaders, GCs have recently been tasked with guiding their organizations through the post-pandemic hybrid world and to prepare for the impact of economic headwinds. GCs must attract, hire, retain and nurture the best talent – people who are not only legal experts but can also win the trust of their business colleagues with sound business judgment and practical solutions.
- As executive leaders, GCs are often asked to balance various competing interests which requires sound business judgement, influence and courage. GCs play a crucial role in ensuring the success of the board, management and indeed, the entire organization.



Thank You To Our Panelists & Moderators:

General Counsel as Legal Risk Manager

Robert (Bob) Richardson, Partner, Mergers & Acquisitions, McCarthy Tétrault LLP

Sharon Haward-Laird, General Counsel, BMO Financial Group

Sarah Qadeer, Chief Legal Officer, Deloitte

Ryan Szainwald, Managing Partner, Private Equity, Brookfield Asset Management

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Rania Llewellyn, President and CEO, Laurentian Bank of Canada

Kate Stevenson, Chair of the Board, Canadian Imperial Bank of Commerce

GC Roundtable Breakout Discussions

Linda Beairsto, President, MT>Align

Wendy Berman, Partner, Litigation Group, McCarthy Tétrault LLP

Ranjeev Dhillon, Partner & Co-lead, Cannabis Law Group, McCarthy Tétrault LLP

Shane D'Souza, Partner, Litigation Group, McCarthy Tétrault LLP

Maureen Gillis, Partner, Business Law Group, McCarthy Tétrault LLP

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Sarah Woods, Partner, Litigation Group, McCarthy Tétrault LLP

Susan Wortzman, Partner & Founder, MT>3



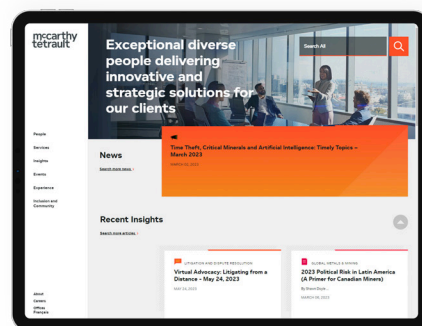
5th Annual GC Summit

We are incredibly fortunate to work with exceptional general counsel and in-house lawyers across the country and we thank you for your support and trust throughout the year. We value opportunities to meet with you face-to-face, and hope you can join us for the 5th Annual GC Summit in 2024.

Send a note to **Judith McKay**, McCarthy Tétrault's Chief Client and & Innovation Officer (jmckay@mccarthy.ca) and we'll be sure to let you know when registration opens for our fifth annual event. We welcome your ideas for speakers and topics to explore.

About McCarthy Tétrault LLP

McCarthy Tétrault LLP is a premier full-service Canadian law firm advising on large and complex transactions and disputes for domestic and international clients. The firm has offices in every major business center in Canada, and in New York and London. The firm's industry-based team approach and depth of practice expertise helps our clients achieve exceptional commercial results.



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