2016 GUIDE TO
LEGAL & BUSINESS RISK MANAGEMENT IN CLOUD AND SaaS BASED ENVIRONMENTS

In one information-packed day, get current and practical advice on managing the key risks and challenges when operating in Cloud and SaaS environments. You will learn:

- Cloud Computing Agreements: critical drafting and risk management considerations

- Legal vs. practical aspects of IP and data ownership

- The customer checklist – what you need to think through when choosing your cloud provider

- Privacy and security: what constitutes a reasonable compromise on behalf of the vendors and customers?

- Effectively allocating risk between the licensee and licensor

- When the cloud goes dark: what to do if your cloud company goes bankrupt or fails to perform

- Questions you *must ask* before signing a cloud computing agreement

- The role of cyber insurance in managing privacy risk

- How to conduct effective due diligence on the SaaS provider

Top legal and IT experts will provide you with critical risk management strategies

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Webcast Available

Chair
P. Bradley Limpert, *Limpert & Associates*

Date and Time
September 30, 2016
9:00 a.m. - 5:00 p.m. EDT
Online Replay: November 7, 2016

Location
Osgoode Professional Development
1 Dundas St. W., 26th Floor
Toronto, ON

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2016 GUIDE TO
LEGAL & BUSINESS RISK MANAGEMENT IN CLOUD AND Saas BASED ENVIRONMENTS

Can you confidently manage and mitigate Cloud and SaaS risks?

Outsourcing IT services, software and storage has become a core aspect of modern business, which has created new and often unforeseen sources of potential liability. Risks can include costly business interruptions, embarrassing security breaches and permanent data loss. As a lawyer, in-house counsel or IT professional, you need to know how to effectively and safely navigate through Cloud and SaaS based environments.

In one intensive day, you will learn how to manage the legal and business risks that come with utilizing the Cloud and SaaS. You will leave this program with practical risk management solutions that can be put to immediate use. Topics include:

- Understanding cloud sourcing: Cloud computing, SaaS, IaaS, PaaS and various shared service arrangements

- When are services and software combined?

- Supercloud Provider Agreements – what you need to know

- Best practices for managing the outsourcing relationship

- Obligations of executives/Boards to satisfy regulatory compliance and fiduciary duties

- Auditability of the cloud – to what extent is this required?

- What *don't* cyber insurance policies cover? What risks *aren't* insurable?

- How to ensure back-up and business continuity in a SaaS environment

Chair
P. Bradley Limpert, *Limpert & Associates*

Faculty
Richard Austin, *Deeth Williams Wall LLP*

Timothy M. Banks, *Dentons Canada LLP*

Donald B. Johnston, *Aird & Berlis LLP*

P. Bradley Limpert, *Limpert & Associates*

Jessica Lumiere, *Senior Legal Counsel, TD*

Brian Rosenbaum, *Senior Vice President, National Director – Legal and Research Practice, National Cyber and Privacy Practice Leader, Aon Reed Stenhouse Inc.*

John Sibley, *Senior Manager, Deloitte Canada*

Ariane Siegel, *General Counsel and Chief Privacy Officer, OntarioMD*

Stephen Spracklin, *Vice President, General Counsel and Corporate Secretary, Sandvine Inc.*

WHO SHOULD ATTEND

- Lawyers who advise on Cloud or IT outsourcing agreements
- In-house counsel and executives managing software and IT services outsourcing
- IT managers and developers
- IT procurement professionals
- Advisors to technology start-ups and entrepreneurs

**REGISTER NOW BY VISITING OSGOODEPD.CA/CLOUDSAAS
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Do you know your legal
and business risks and
how to manage them?

AGENDA

9:00
Introduction from the Chair

9:15
**What is the Cloud? And Other Technical Questions
You're Afraid to Ask**

JOHN SIBLEY, *Senior Manager, Deloitte Canada*

- Understanding the many forms of cloud sourcing: Cloud computing, SaaS, IaaS, PaaS and various shared service arrangements
- Dedicated clouds, semi-dedicated clouds and public clouds – what are the differences?
- Deployment models – how does the vendor provide the cloud?
- Services vs. software – when is it combined?
- Economic Models for SaaS
  - Why do vendors/customers prefer this model? Pros and cons

10:00
Critical IP Considerations

DONALD B. JOHNSTON, *Aird & Berlis LLP*

- Who owns the IP?
- Data ownership issues
- Legal vs. practical aspects of IP and data ownership
- Background vs. foreground IP – where is the line?
- IP in relation to customization, user interfaces, and white label cloud services – who owns what?

10:45
Refreshment Break

11:00
Privacy & Information Security Issues in the Cloud

ARIANE SIEGEL, *General Counsel and Chief
Privacy Officer, OntarioMD*

- The legal and business framework for understanding privacy and information security in the cloud
- Whose data is it?
- Key privacy provisions
- Who can help on cloud security
- Auditing the Cloud – to what extent is this required?
- The customer checklist – what you need to think through when choosing your cloud provider
- Reasonable compromises on behalf of the vendors and customers

11:45
The Role of Cyber Insurance in Managing Privacy Risk

BRIAN ROSENBAUM, *Senior Vice President, National Director
– Legal and Research Practice, National Cyber and Privacy
Practice Leader, Aon Reed Stenhouse Inc.*

- Cyber insurance coverages available
- Differences and similarities to traditional insurance
- What don't the policies cover? What risks aren't insurable?
- How do I qualify?
- Connecting cyber insurance and D&O liability

12:15
Networking Luncheon

1:00
Cloud Computing Agreements: Tips, Tricks and Pitfalls

STEPHEN SPRACKLIN, *Vice President, General Counsel and
Corporate Secretary, Sandvine Inc.*

RICHARD AUSTIN, *Deeth Williams Wall LLP*

JESSICA LUMIERE, *Senior Legal Counsel, TD*

For each of the main types of Cloud Agreements, the panel will consider the key drafting and risk management elements, including:

- Pricing structure
- Service descriptions and service levels
- Termination rights
- Audit rights
- Remedies
- Indemnities and limitations of liability
- Benchmark clauses
- Incident management
- Regulatory requirements
- Exit strategy
- Operational controls
- Use of subcontractors

Special considerations will be discussed for:
- Processing as a Service
- Storage as a Service
- Database as a Service

The panel will also examine standard Supercloud Provider Agreements:
- Amazon Web Services
- Microsoft
- Google

The following strategic considerations will be woven through the session:
- Questions you must ask before signing a cloud computing agreement
- Specifying service levels in the agreement
- Remedies for service provider non-performance including non-financial remedies
- Return/destruction of data in the normal course
- How to effectively allocate risk between the licensee and licensor
- Methods for avoiding technical obsolescence
- Corporate governance issues when outsourcing – obligations of executives and Boards to satisfy regulatory compliance and fiduciary duties
- Procurement – what you need to know
- Best practices for managing the outsourcing relationship

AGENDA (Cont'd)

3:00
Refreshment Break

3:15
Conducting Effective Due Diligence on the SaaS Provider

TIMOTHY M. BANKS, *Dentons Canada LLP*

- Managing expectations – what can you really cover?
- Mapping out your due diligence plan
- Benefits and traps in relying on self-certifications and third-party certifications
- Addressing objections from your SaaS provider during due diligence
- Allocating risk
- Handling unresolved issues

4:00
When the Cloud Goes Dark: What to Do if Your Cloud Company Goes Bankrupt or Fails to Perform

P. BRADLEY LIMPERT, *Limpert & Associates*

- Risk management – preemptive steps to take before the cloud goes bankrupt
  - How to ensure back-up and business continuity in a SaaS environment
  - Creating a paper trail to protect your legal rights
- Remedies – how do you get your data back?
- Dispute resolution considerations
- What you can expect from the bankruptcy process

5:00
Program Concludes

REGISTRATION

2016 Guide to Legal & Business Risk Management in Cloud and SaaS Based Environments

I will attend: ☐ In Person ☐ Via Webcast (single viewer)
☐ Online Replay – November 7, 2016

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Date & Time

September 30, 2016
9:00 a.m. to 5:00 p.m. EDT
Online Replay: November 7, 2016

Please arrive a half hour early for sign-in and material pick-up. Dress is business casual.

Location

Osgoode Professional Development
Downtown Toronto Conference Centre
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Program Changes

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