



ANDREA ROSEN & ASSOCIATES

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Information Package

Services to the Private Sector





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ABOUT ANDREA ROSEN & ASSOCIATES

Andrea Rosen and Associates (ARA), a boutique regulatory consulting firm, offers advisory services to firms facing enforcement or regulatory action and will custom-build compliance programs for specific needs. ARA works with law or consulting firms, associations or directly with clients. We also assist public sector agencies in developing responsive programs that deliver high impact results.

The ARA team encompasses former senior executives, who are some of Canada's leaders in administering enforcement and regulatory programs and negotiating settlements in anti-trust/competition law, telecommunications regulation (including Do Not Call and Voter Contact Registry rules), privacy law, business and trade law, cybercrime and Canada's Anti-Spam Legislation (CASL), as well as drafting legislation and providing legal advice

This expertise enables the ARA team to provide:

- compliance audits, customized compliance programs and training to ensure firms avoid enforcement or regulatory action
- strategic representation for firms facing regulatory or enforcement action, including assistance in responding to compulsory productions and in settlement negotiations
- expertise for firms involved in litigation,
- annual reporting to agencies, in response to terms of settlement, or in promoting relationships with agencies responsible for marketplace framework legislation



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EXPERIENCE



Andrea Rosen has over 30 years' experience in law enforcement and regulation. She was Deputy Commissioner of Competition at the Competition Bureau of Canada and Chief Compliance and Enforcement Officer at the Canadian Radio-Television and Telecommunications Commission. She created and designed the enforcement infrastructure and processes at these agencies to great success; and has deep and extensive experience in law enforcement and fostering compliance with regulations. She led the drafting of CASL and its Regulations, numerous amendments to the Competition Act, review of the Unsolicited Telecommunications Rules, many Guidelines and the first Immunity Program under the Competition Act. She also led many strategically important cases at the Bureau and Commission, involving world-wide cartels, misleading advertising, Do Not Call, Robocalls and telemarketing fraud, all of which resulted in landmark fines or penalties, clarity of the laws and education of the marketplace.

Andrea is now President and CEO of Andrea Rosen & Associates, and draws on this experience and that of the ARA team, when assisting private sector firms when they are the target of an investigation, and providing advice on how to design compliance programs to ensure adherence to laws and regulations, and demonstrate due diligence.

The team at ARA has extensive experience in anti-trust investigations, merger review (including Investment Canada review), pricing laws including anti-bidrigging laws, telecommunications regulation including the Unsolicited Telecommunications Rules, and the Do Not Call and Voter Contact Registry Rules, privacy law, business law, trade law, cybercrime, electronic commerce, and Canada's Anti-Spam Legislation (CASL). Those on the ARA team were involved in drafting CASL and numerous amendments to the Competition Act, Telecommunications Act and regulations, PIPEDA, Criminal Code and cyberlaws. The ARA team encompasses some of Canada's leaders in administering enforcement and regulatory programs, conducting investigations, drafting legislation and regulations, and developing high impact communications and advocacy strategies. This enables the team to provide advice and training on effective investigative procedures, compliance programs, partnership development and preparation for litigation.

Andrea and many on the team have led high stakes negotiations on behalf of the government and have in-depth knowledge in this area. Members of the firm have been involved in multilateral negotiations in a global context, and have also led hundreds of negotiations, involving firms in all sectors of the economy. The team has demonstrated their keen negotiation skills and ability to arrive at the desired successful conclusion.

ARA's ability to form trusted relationships, and foster international partnerships has led to effective transnational policy development, enforcement and advocacy. ARA assists firms in successfully navigating internationally, through complimentary legal process and compliance requirements, while minimizing compliance and litigation costs.



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SERVICES TO THE PRIVATE SECTOR

Has your firm been contacted by a government agency?

Is the firm the target of an investigation by an enforcement or regulatory agency?

Has a Production Order, Subpoena or Request for Information been received?

Would negotiating a settlement be in the best interests of the firm?

Do you need expert advice/testimony to successfully engage in litigation?

OR

Are you concerned that members of your firm need to better understand their compliance obligations or improve internal processes?

Would you like to diminish the risk of exposure or investigation?

ARA, as a boutique firm, has the advantage of specializing in specific areas, and providing the following cost-effective customized products and services:

- Risk Assessment, Analysis and Planning
- Compliance Audits & Regulatory Exposure Identification
- Efficient Procurement, Pricing and Advertising Practices
- Compliant Marketing and Privacy Procedures
- Customized Compliance Programs, Planning, Implementation and Training
- Client Representation before Regulatory and Enforcement Agencies
- Negotiated Settlements
- Preparation for Litigation
- Strategic Communications Advice & Customized Internal and External Communications Plans
- Assistance in Building Stakeholder and Client Engagement, International Relations, Media and Public Affairs
- Market & Environmental Assessments
- Operational Review and Assessments

ARA offers advice to businesses in its areas of expertise. Businesses can rely on compliance advice regarding many areas of anti-trust law, including merger review, pricing practices and consumer protection laws and regulations, marketing and advertising practices, privacy laws, e-commerce and telecommunications rules, CASL and cybercrime avoidance. Businesses interested in bolstering their compliance programs to ensure compliance with these laws and regulations, may contact ARA in order to diminish risks associated with engaging in related business practices and demonstrate due diligence.

Compliance advice typically involves a risk exposure review of a firm's current practices to identify gaps in process, procedures or decisions that create or encourage risk, and recommend and build compliance programs that teach, oversee and encourage practices that comply with business laws and regulations. Such programs have the advantage of diminishing the risk of breaching any laws or regulations, attracting the attention of the authorities, and can mitigate exposure to prosecution, or regulatory action, including having a moderating effect on potential monetary penalties or fines.

ARA has extensive expertise in negotiating settlements and is prepared to enter into negotiations on behalf of firms that are the target of government enforcement or regulatory action. ARA also provides advice to businesses wishing to enter the Canadian market, providing market assessments, niche identification, partnership negotiations, navigating regulatory review and approvals and marketing and communications plans.



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ASSOCIATES

RHONA EINBINDER-MILLER



Rhona Einbinder-Miller, Q.C. is a seasoned bilingual lawyer, and Member in good standing of the Barreau du Québec, with over 36 years experience with the Canadian Department of Justice.

She is a graduate of McGill University Law School and recipient of a fellowship and Diploma in Legislative Drafting from the University of Ottawa. Rhona has extensive experience in the drafting of legislation relating to anti-trust law, telecommunications law, business and trade law, criminal code, cybercrime and electronic commerce.

She is a leading expert in interpreting legislation and developing policy in these areas. Prior to retiring from the Department of Justice in September, 2014, she held the position of Deputy Executive Director and General Counsel of the Competition Bureau Legal Services, having acted as Executive Director and Senior General Counsel for the Competition Bureau Legal Services between December 2008 and December 2011.

IAN NIELSEN-JONES



Ian Nielsen-Jones is an economist by training having earned Bachelor and Masters degrees from two universities in Canada.

For the last 20 years, he has held executive-level positions with consumer product, communications and technology companies, international consulting groups, and Canadian government agencies. Ian began his career with the Competition Bureau where he rose to the second highest position, Deputy Commissioner of Competition.

He then became President of the Ontario Lottery Corporation, and was subsequently recruited by The Rank Organization to lead its entertainment investment activities in North America. He has also served as the Chief Operating Officer for a communications company in California and as the CEO for two international consulting firms assessing business operations and government program improvements.

After returning to and retiring from the Competition Bureau, where he specialized in bid-rigging, conspiracy and mass marketing fraud, Ian worked with the Organization for Economic Co-operation and Development, providing advice on how to detect and avoid bid-rigging and to increase competition in government procurement practices.



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SALLY SOUTHEY



Sally Southey is a seasoned bilingual leader with 35 years of Canadian and international experience managing difficult communications challenges, shaping policy and advocating for Canada.

Sally began her career as a radio, television and newspaper journalist in 4 Canadian provinces and in Geneva Switzerland. After 10 years, she joined the public service. Sally was the Deputy Commissioner, External and Public Relations at Canada's Competition Bureau, where she was instrumental in creating the International Competition Network, the Fraud Prevention Program, and the Bureau's Advocacy initiative.

She then became Minister-Counsellor, Public Affairs, at the Canadian Embassy in Washington DC from 2006 to 2010. As head of Public Affairs, she was responsible for media relations, internet outreach, academic and think tank relations and cultural affairs for the Government of Canada.

She returned to Canada to become Vice-President, External Relations and Communications for the Natural Sciences and Engineering Research Council. Before retiring in 2013, Sally spent 2 years at the Canadian Radio and Television and Telecommunications Commission (CRTC) as the Director General of Strategic Communications and Parliamentary Affairs and as Special Advisor International Affairs.

Sally has an Honours BA from Queen's University in Political Science, History and Geography and has completed the course work for Master's Degree in International Relations from the Hautes Etudes Internationales in Geneva (thesis not presented).

MICHAEL SULLIVAN



Michael Sullivan is a competition law and policy expert. He has a Bachelor of Commerce (Honours Economics) degree from Saint Mary's University and a Master's of Arts in Economics from Queen's University.

With more than 32 years of experience at the Canadian Competition Bureau, Michael has extensive experience in criminal investigations, merger reviews, restrictive trade practices investigations, as well as legislative amendments.

Over the years, Michael has reviewed over 300 mergers, and has been extensively involved in legislative amendments. In 2007-8, he was seconded to the Competition Policy Review Panel Secretariat as the Panel's in-house competition policy expert. The Panel's report, *Compete to Win*, also known as the *Wilson Report*, led to significant revisions to Canada's competition and foreign investment laws in 2009.

Prior to retiring from the Competition Bureau in February 2015, Michael held the position of Major Case Director and Strategic Policy Advisor.