

## Michael Large, Lawyer

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LLM (UVic), LLB (Osgoode Hall), Hon. B.Comm. (Laurentian)  
Of the Bar of BC (2008 Call); formerly of the Bar of Ontario (1998 Call)

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Victoria, BC V8W 3S3

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**(250) 508-0123**

Michael Large is a well-rounded and well-regarded lawyer, his legal career seeded at leading law firms and cultivated within diverse legal departments. Most notably, Michael served as Assistant General Counsel to the Canadian Air Transport Security Authority, a Crown corporation created as the federal government's primary response to the events of 9/11. More recently, Michael earned a Master of Laws degree, then established his own practice called Law@Large. His micro-firm offers legal services primarily to public sector clients on procurement-related matters. Michael deals promptly and effectively with the legal, policy and business issues that arise under procurement rules, solicitation documents and related projects, taking a diligent yet strategic approach. His analytical, communication and interpersonal skills are first-rate.

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### WORK EXPERIENCE:

Since 2011      **Senior Counsel**  
Law@Large, Victoria, BC

<http://www.law-at-large.com>

- Advising clients on legal, business and policy issues, primarily in relation to procurement rules, solicitation documents and related projects, with a focus on drafting, updating and improving Requests for Proposals, Invitations to Tender and other solicitation documents (RFXs), including Contract B documentation
- Reworked an outdated purchasing Bylaw, and developed an extensive set of purchasing policies/procedures, to bring a municipal client's procurement processes into alignment with obligations under current trade agreements and with recommendations under a report by the Auditor General for Local Government
- Guided a public sector client through equipment purchases amounting to more than \$20 million, by providing advice on trade agreements; reworking Request for Qualifications and Request for Proposals documentation; developing Contract B terms and conditions, and commenting on press releases and media Q&A
- Crafted a "Policy on Aboriginal Procurement" for an academic institution, along with a set of supporting materials (e.g. mandatory criteria, rated criteria, and contract clauses) to dove-tail with existing RFX templates; provided related advice regarding domestic trade agreements and federal/provincial precedents
- Assisted a private sector client to bid successfully on a \$480 million public sector contract, by analyzing contractual risks and recommending concrete approaches to risk management
- Built and co-presented eSeminars on procurement topics, under contract with National Education Consulting Inc. (NECI), including: *Legal Updates*; *Managing Mandatories*; *Navigating Negotiations*; *Interrogating Indemnities*; *Rethinking Renewals*; *Managing the Price Matrix*; *Non-Compliance Coughs and Cures*; *Public Procurement: Alternative Attacks*, and *Contract A: Yay or Nay?*
- Wrote several articles appearing in *The Legal Edge*, a quarterly NECI newsletter on procurement law, including: *Judicial Review Expands Reach* (Oct. 2014); *To Contract A or Not to Contract A? That is the (Recurring) Question* (three part series, running from Oct. 2013 to April 2014); *Claims Count: Breach of Contract (Q&A)* (Jan. 2013); *"Bid Disrepair" Invites Courtroom Despair* (July 2012); *Nine Common Trip-Ups in Drafting Solicitation Documents* (Jan. 2012), and *Privilege Clauses Cause Confusion* (Oct. 2011)

- Drafted regulations and analyzed policies, as a fixed-term Senior Legislation and Policy Analyst for the BC Government (legal advice not included)

2008                    **Legal Counsel**, Finance, Commercial and Transportation group, Legal Services Branch  
Ministry of Attorney General, BC Government, Victoria, BC

- Reviewed and reworked RFXs for challenging and sensitive government projects
- Provided initial legal, policy and strategic advice in relation to a complex procurement initiative with an estimated value exceeding \$500 million
- Interpreted the terms of statutes, policies and trade agreements; crafted opinions regarding government procurement issues
- Served as a member of Procurement Council, a leadership forum for resolving procurement challenges and improving procurement consistency across Ministries
- Advised the Climate Change Working Group on greener procurement strategies

2004-2007            **Assistant General Counsel**, Legal Services branch (April 2006 to August 2007)  
**Legal Counsel**, Legal and Regulatory Affairs (October 2004 to March 2006)  
Canadian Air Transport Security Authority, Ottawa, ON

- Led the Legal Services branch by example, in terms of prompt client service and quality legal deliverables
- Reviewed and reworked RFX documents regarding security screening, equipment purchases, maintenance services, software applications and technology solutions
- Developed and updated template documents for the purchase of goods and services, and for the funding and implementation of special projects
- Reviewed, reworked and negotiated the terms of leases, funding agreements and sole-source agreements for the purchase of goods and services
- Interpreted agreements, statutes and regulations; crafted opinions regarding contract-based disputes and liabilities; advised on corporate policies and initiatives
- Supervised and coached four lawyers and one analyst; developed branch budgets and forecasts; served, on occasion, as acting Vice-President of Law and Strategy
- Engaged, supervised and collaborated with outside counsel on litigation, employment, labour, bankruptcy, IP, tax and other complex matters
- Served, on an interim basis, as Vice-Chair of the Policy Steering Committee and as Access to Information and Privacy Coordinator

2003-2004      **Group Counsel**, Ontario division  
SNC-Lavalin, Toronto, ON

- Advised on legal and business risks associated with submitting proposals in response to RFXs issued by public and private sector organizations on four continents, in relation to engineering services, hospital construction projects, mine decommissioning projects, and transportation and mining feasibility studies
- Co-negotiated (with joint venture partner) a complex, multi-million dollar contract covering engineering services to upgrade a power plant
- Drafted and negotiated terms of domestic and international services agreements, subcontracts and subconsulting agreements, and preliminary joint venture agreements
- Completed legal due diligence on potential mergers and acquisitions; drafted closing documentation on share purchase transactions
- Advised on offers of employment, employment contracts, non-disclosure agreements (NDAs) and other human resource matters
- Counseled on occupational health and safety issues; co-developed and co-presented internal “lunch and learn” sessions on Bill C-45, also known as the Westray Bill

2000-2002      **Counsel**, Optical Networks division  
NORTEL Networks, Ottawa, ON

- Drafted and negotiated NDAs, supply agreements, dispute settlement agreements, equipment and software trial agreements, and research and development (R&D) agreements
- Chaired the Open Source Advisory Team, advising R&D engineers on risks and obligations associated with the use and redistribution of open source software
- Advised on employee raiding issues, division press releases and day-to-day legal matters

1999-2000      **Associate Lawyer, & “Virtual” In-house Counsel**  
LaBarge Weinstein, Ottawa, ON

- Drafted and negotiated software licensing, distribution, maintenance/support, and services agreements for various clients; advised a major software supplier on day-to-day legal matters
- Documented asset and share purchase transactions with purchase agreements, subscription agreements, shareholder agreements, and legal opinions
- Assisted clients with licensing, e-commerce and corporate/commercial matters

1998-1999      **Associate Lawyer**  
Grasset/Fleisher, Toronto, ON

- Drafted technology OEM agreements, and assisted with mergers, acquisitions, shareholder agreements, legal opinions and corporate/commercial work

- Advised clients regarding Y2K legal issues; drafted Y2K position paper, Y2K compliance statements and warranties, and other technology-related documentation

1996-1997      **Student-at-Law**  
& Summer 1995      Goodmans, Toronto, ON

- Completed articling rotations in Corporate/Securities, Administrative Law, Real Estate, and in the legal department at Ault Foods Limited

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## **EDUCATION:**

2008-2011      **Master of Laws (LLM)**, University of Victoria, Victoria, BC

1993-1996      **Bachelor of Laws (LLB)**, Osgoode Hall Law School, York University, Toronto, ON

1989-1993      **Honours Bachelor of Commerce (Hon. B.Comm.)**, Laurentian University, Sudbury, ON

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## **AWARDS AND SCHOLARSHIPS:**

2009-2010      **Dr. Julius F. Schleicher Graduate Scholarship**, University of Victoria, Victoria, BC

- Awarded to a highly qualified male graduate student in law or pre-medicine (\$13,000)

2008-2009      **Law Foundation of BC Graduate Fellowship**, University of Victoria, Victoria, BC

- In honour of academic and professional achievement (\$9,000)

2006              **CEO's Monthly Award**, Canadian Air Transport Security Authority, Ottawa, ON

- For working in intense collaboration with outside counsel on written arguments in relation to a crucial issue

2005              **Merit Award**, Canadian Air Transport Security Authority, Ottawa, ON

- For serving as a key architect on major strategic contracts, and contributing to the successful completion of multiple projects

1996              **Weir & Foulds Prize**, Osgoode Hall Law School, Toronto, ON

- For highest standing in an Administrative Law course

1994              **Grade Average within Top 2%**, Osgoode Hall Law School, Toronto, ON

- Ranked within top 2% of 1st year law students during 1993/1994 academic year

1993                    **Blake, Cassels & Graydon Entrance Scholarship**, Osgoode Hall Law School, Toronto, ON

- Law school entrance scholarship based on undergraduate grades and LSAT scores

1990-1993            **Highest Grade Averages**, Laurentian University, Sudbury, ON

- In each of 4th year, 3rd year and 2nd year of Commerce program

1992                    **SDCAA Scholarship**, Laurentian University, Sudbury, ON

- For academic achievement in 3rd year Commerce program

1991                    **Faculty Scholarship**, Laurentian University, Sudbury, ON

- For academic achievement in 2nd year Commerce program

1990                    **Ernst and Young Award**, Carleton University, Ottawa, ON

- For achieving the highest standing in 1st year Commerce program
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#### **SECURITY CLEARANCE:**

2004                    **Secret (Level II) Security Clearance**, CSIS security assessment, Ottawa, ON

- File No. 1808-2645865, Department No. 67 [expired]
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#### **PROFESSIONAL AND ACADEMIC ACTIVITIES:**

2015                    **Contributor**, PurchasingB2B magazine, Toronto, ON

- Contributed to article in March 2015 online edition of PurchasingB2B magazine, entitled: “Procurement law Q&A with lawyer Michael Large”

2014                    **Lead Draftsperson of “Boulevard Gardening Guidelines”**, Victoria, BC

- Adapted and reworked a policy precedent to create “Interim Boulevard Gardening Guidelines” (*pro bono*) for approval by Victoria City Council (Guidelines officially adopted and no longer interim, as of early 2016)
- Established “Street Greens”, a website offering information on boulevard gardening in the City of Gardens (found at: <http://streetgreens.com/>), including a summary of legal developments and Council approvals

2014                    **Instructor**, SCMA National Conference, Edmonton, AB

- Presented an education session entitled *Contract A: Palpitations and Innovations*, at the Supply Chain Management Association’s 2014 National Conference, in Edmonton

2010                    **Co-founder of “iCon”; Presenter & Workshop Leader**, Faculty of Law, UVic, Victoria, BC

- Led planning and implementation team for iCon, the first interdisciplinary conference by graduate-students-in-law at UVic for graduate-students-in-law at UVic
- Co-hosted workshop on supervisory relationships, and presented research results as conference panelist

2009-2010            **Student Representative (Law)**, Grad Students’ Society Grad Rep Council, UVic, Victoria, BC

- Represented graduate student interests; prepared analysis of BC’s Tuition Limit Policy; led lobbying campaign to oppose proposed increase to mandatory student fees

2008                    **Co-Instructor**, Continuing Legal Education lecture, Ministry of the AG, Victoria, BC

- Co-prepared and co-presented material regarding procurement law and policy, for the BC Government

2007                    **Contributor**, Canadian Corporate Counsel Association magazine, Ottawa, ON

- Gave interview for article in March 2007 edition of CCCA magazine, entitled: “In the driver’s seat: corporate counsel keep legal costs down”

2001                    **Co-Instructor**, LLM program, Osgoode Hall Law School, Ottawa, ON

- Co-taught and co-administered “e-Property” course, covering copyright, trademark, patent and domain name issues, in the context of the internet

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## **INTERESTS:**

- Permaculture, cycling, hiking, camping, canoeing, snorkeling, sailing, and chess

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## **REFERENCES:**

- Available upon request