

# 42<sup>ND</sup> ANNUAL RAY GARRETT JR. Corporate & Securities Law & 61<sup>ST</sup> ANNUAL Corporate Counsel Institute

Northwestern  
PRITZKER SCHOOL OF LAW  
Professional and Continuing  
Legal Education

CHICAGO | SEPTEMBER 21-23, 2022  
INSTITUTE AGENDA as of 7.1.2022

## INSTITUTE DAILY SNAPSHOT

### WEDNESDAY, SEPTEMBER 21

7:30 a.m. | Registration and Continental Breakfast

8:30–8:45 a.m. | Welcome and Overview

#### Speakers

**Hari Osofsky**, Dean and Myra and James Bradwell Professor of Law, Northwestern Pritzker School of Law, Chicago

**Angelique David**, Institute Chair, Corporate Counsel Institute, Executive Managing Director, Chief Operating Officer and General Counsel, Ziegler, Chicago

**Robert Hayward**, Institute Chair, Garrett Institute, Kirkland & Ellis LLP, Chicago

8:45–9:45 a.m. | Pandemic, War, and Other Black Swan Events:  
Managing and Planning for Crises

- How to engage with key stakeholders during a crisis while protecting the organization
- Boardroom oversight and disclosure issues as geopolitical and enterprise-level risks unfold
- What levers organizations should focus on in anticipating and managing a crisis
- Supply chain issues in a global economy, including impact of sanctions

#### Presenters

**Thomas Cole**, Sidley Austin LLP, Chicago

**Paul Verbinnen**, Partner, Co-Chairman of North America, FGS Global, South Florida

#### Panel Discussion

**Tammy Albarrán**, Chief Deputy General Counsel, Uber Technologies, Inc., San Francisco

**Alan Tse**, Global Chief Legal Officer and Corporate Secretary, Jones Lang LaSalle, Chicago

**Melvin Williams Jr.**, Chief Legal Officer, Chicago Trading Company, Chicago

9:45–10 a.m. | Break

### WEDNESDAY

Welcome and Overview

Pandemic, War, and Other Black Swan Events:  
Managing and Planning for Crises

Public Company Challenges: A Year in the Life

Integrating DEI Into Your Organization

Talent Management: The Future of Work and  
Other Employee-Related Issues

Hit The Bid: Getting Deals Done in a  
Competitive Yet Uncertain M&A Market

Stress Management for Lawyers:  
Practical Strategies and Tools for Overcoming  
Burnout and Building Resilience

### THURSDAY

Keynote Conversation

ESG: Everything You Say Can and Will  
Be Used Against You

Universal Proxy and Other Activism Trends:  
Coming Soon to an Annual Meeting Near You

Mock Cyber Exercise: Navigating Critical Issues  
in a Data Breach and Ransomware Scenario

Mock Argument: Exploring the Board's  
Fiduciary Duty in a Cyber Incident

A Conversation with the  
Honorable Vice Chancellor Fioravanti

Navigating Ethical Issues in the Wake  
of a Cyber Breach

### FRIDAY

The Evolution of Board Governance and  
Post-Pandemic Trends and Practices

Roundtable on US Capital Markets and  
Enforcement Trends

ESG is Everywhere – Putting it in  
Perspective for Your Business

All Sessions Are Central Daylight Time

## 10–11 a.m. | Public Company Challenges: A Year in the Life

- Challenges in oversight and disclosure for new and proposed SEC rules
- Executive compensation in uncertain and volatile times, including proposed pay-for-performance rules and clawback standards
- Best practices for counsel to provide guidance to the board and executive leadership

### Session Chair

**Jennifer Carlson**, Mayer Brown LLP, Palo Alto, CA & Salt Lake City

### Panelists

**Renee Becker**, Associate General Counsel, Securities & Assistant Secretary, Opendoor Technologies Inc., Las Vegas

**LizAnn Eisen**, Deputy Director, Disclosure Program, Division of Corporation Finance, SEC, Washington, DC

**Deborah Golden**, Executive Vice President, General Counsel and Corporate Secretary, GATX Corporation, Chicago

**Christine Long**, Faegre Drinker Biddle & Reath LLP, Indianapolis

## 11–11:15 a.m. | Break

## 11:15 a.m.–12:15 p.m. | Integrating DEI Into Your Organization

### Speaker

**Dr. Arin N. Reeves**, President & Principal, Nextions LLC, Chicago

*Session will be submitted for Illinois Professionalism (Diversity and Inclusion) Credit, and for similar credit in other states as applicable.*

## 12:15–1:30 p.m. | Lunch Sponsored by Houlihan Lokey

## 1:30–2:30 p.m. | Talent Management: The Future of Work and Other Employee-Related Issues

- Managing a remote/hybrid workforce
- Surviving the Great Resignation, including talent acquisition and retention strategies
- Responding to newer employment issues including regulation of non-compete clauses; vaccination protocol; privacy & productivity issues with remote working

### Session Chair

**Michael Schmidt**, Cozen O'Connor, New York City

### Panelists

**Ismail Alsheik**, Senior Vice President and General Counsel, Vantage Data Centers, Denver

**Suzanne Skipper**, Managing Director and Partner, Boston Consulting Group, New York City

**Kristy Waterman**, Executive Vice President, Chief Human Resources Officer, General Counsel, and Corporate Secretary, TreeHouse Foods Inc., Oak Brook, IL

## 2:30–2:45 p.m. | Break

## 2:45–3:45 p.m. | Hit The Bid: Getting Deals Done in a Competitive Yet Uncertain M&A Market

- M&A trends in 2022 and the state of the M&A marketplace
- Expectations of limited/no due diligence versus a full process
- Regulatory uncertainty and risk allocation, including antitrust
- When worlds collide: PE sellers vs. serial strategic buyers

### Session Chair

**David Clark**, Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

### Panelists

**Alyssa Harvey Dawson**, Chief Legal Officer and General Counsel, Gusto, New York City

**Joseph Graves**, Associate General Counsel, M&A, CME Group Inc., Chicago

**Erin Kirchner**, Cooley LLP, Chicago

**Dotun Obadina**, Jones Day, Minneapolis

3:45–4 p.m. | Break

### 4–5 p.m. | Stress Management for Lawyers: Practical Strategies and Tools for Overcoming Burnout and Building Resilience

- Navigating today's challenging environment
- Taking control of your mental health and well-being
- Proactively managing stress and building resilience using research-based strategies and tools

### Speaker

**Matthew Dewar**, Founder, Matt Dewar LLC, Chicago

*Session will be submitted for Illinois Professional Responsibility (Mental Health) Credit, and for similar credit in other states as applicable.*

## THURSDAY, SEPTEMBER 22

7:15–8:15 a.m. | Sponsored Breakfast Roundtables (By invitation only)

**Session A: Waging the War on Integrity Risks**

*Presented by Charles River Associates*

**Session B: Communicating with Key Audiences in Response to Social and Political Actions and Events**

*Presented by APCO*

7:30 a.m. | Continental Breakfast

8:30–9:15 a.m. | Keynote Conversation

9:15–9:30 a.m. | Break

9:30–10:30 a.m. | ESG: **E**verything You **S**ay Can and Will Be Used **A**gainst You

- Regulatory developments, trends, and lessons learned
- Managing risks including shareholder proposals, litigation risks, and multi-stakeholder buy-in
- Identifying opportunities with respect to customers, talent retention, investor relations, and sustainable financing

### Session Chair

**Sara Orr**, Kirkland & Ellis LLP, Chicago

### Panelists

**Brooke Hopkins**, Managing Director, AlixPartners, Dallas

**Marisa Murillo**, K&L Gates LLP, Chicago

*Additional panelists to be announced.*

10:30–10:45 a.m. | Break

**10:45–11:45 a.m. | Universal Proxy and Other Activism Trends: Coming Soon to an Annual Meeting Near You**

- Key developments and lessons learned from the 2022 proxy season
- Virtual shareholder meetings in the 2023 proxy season and beyond
- How the new universal proxy rules will fundamentally change the 2023 proxy season and proxy access will basically be irrelevant
- Preparing for shareholder meetings under the new universal proxy rules

**Session Chair**

**Beth Berg**, Sidley Austin LLP, Chicago

**Panelists**

**Kristin Coleman**, Executive Vice President, General Counsel and Chief Compliance Officer, US Foods, Rosemont, IL

**Elizabeth Gonzalez-Sussman**, Head of ESG Activist Investing, Olshan Frome Wolosky LLP, New York City

**Greg Taxin**, Managing Director, Spotlight Advisors, LLC, New York City

**Geoffrey Weinberg**, Senior Managing Director, D.F. King & Co., Inc., New York City

11:45 a.m.–1 p.m. | Lunch

*The next three sessions will leverage the same fact pattern and provide an interactive cyber exercise, mock argument, and ethics discussion.*

**1–2:15 p.m. | Mock Cyber Exercise: Navigating Critical Issues in a Data Breach and Ransomware Scenario**

- Insights and advice on critical issues to consider during a ransomware scenario
- How to handle an initial report, manage the investigation, navigate possible negotiations with threat actors, engage with the board and the C-Suite, and work with law enforcement
- Strategies on crafting communications to stakeholders, including the board, investors, and customers

**Session Chair**

**Paulette Dodson**, former General Counsel, Alight Solutions, Lincolnshire, IL

**Panelists**

**Siobhan Gorman**, Partner, Brunswick Group LLC, Washington, DC

**Shawn Henry**, President and Chief Security Officer, CrowdStrike, Inc., San Jose, CA

**Brent Kidwell**, Chief Information Security Officer, Jenner & Block LLP, Chicago

**Jay Patel**, Assistant Special Agent in Charge, FBI, Chicago

**David Saunders**, McDermott, Will & Emery, Chicago

**Andrew Soderna**, Senior Commercial Counsel, Privacy Office Lead, Zebra Technologies Corporation, Chicago

2:15–2:30 p.m. | Break



**2:30–3:30 p.m. | Mock Argument: Exploring the Board’s Fiduciary Duty in a Cyber Incident**

**Presiding**

**Vice Chancellor Paul A. Fioravanti Jr.**, Delaware Court of Chancery, Wilmington, DE

**Litigators**

**Anitha Reddy**, Wachtell, Lipton, Rosen & Katz, New York City

**Mike Sirkin**, Ross Aronstam & Moritz LLP, Wilmington, DE

**Commentator**

**Elena Norman**, Young Conaway, Stargatt & Taylor, LLP, Wilmington, DE

**3:30–4 p.m. | A Conversation with the Honorable Vice Chancellor Fioravanti**

**Moderator**

**Amy Seidel**, Faegre Drinker Biddle & Reath LLP, Minneapolis

**4–4:15 p.m. | Break**

**4:15–5:15 p.m. | Navigating Ethical Issues in the Wake of a Cyber Breach**

- Ethical implications in the wake of a cyber attack and escalation of obligations
- When to retain outside counsel and when to retain an independent review team
- Outside notification obligations and how to preserve privilege

**Session Chair**

**Carol Anne Huff**, Winston & Strawn LLP, Chicago

**Panelists**

**Uma Amuluru**, Chief Compliance Officer, The Boeing Company, Chicago

**Wendy Muchman**, Professor of Practice, Northwestern Pritzker School of Law, Chicago

**Steven Puiszis**, General Counsel, Hinshaw & Culbertson LLP, Chicago

*Session will be submitted for Illinois Ethics Credit, and for similar credit in other states as applicable.*

**5:15–6:15 p.m. | Reception Sponsored by Mayer Brown LLP**

## FRIDAY, SEPTEMBER 23

**7:15–8:15 a.m. | Sponsored Breakfast Roundtables (By invitation only)**

**Session A: M&A Communications: Navigating a Permanent Crisis Environment to Complete Your Transaction and Preserve Value**

*Presented by Abernathy MacGregor*

**Session B: Optimizing Corporate Litigation Portfolios Through Affirmative Recovery Programs**

*Presented by Burford Capital*

**7:30 a.m. | Continental Breakfast**

## 8:30–9:30 a.m. | The Evolution of Board Governance and Post-Pandemic Trends and Practices

- Confidentiality, privilege, and other issues related to a virtual boardroom
- Best practices in board and Committee composition, agendas, and calendars to enhance and improve oversight and trends in board and Committee evaluation practices
- Practical suggestions for corporate executives and directors speaking out on topics of public interest
- Evolution of board and shareholder meetings over the past two years and lessons learned

### Session Chair

**Jessica Lochmann**, Foley & Lardner LLP, Milwaukee

### Panelists

**Kelly McNamara Corley**, Principal and Co-Founder, The Red Bee Group LLC, Chicago

**Nicole Puza**, Assistant General Counsel and Corporate Secretary, Caterpillar Inc., Chicago

**Sylvia Stein**, Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Modine Manufacturing Company, Racine, WI

## 9:30–9:45 a.m. | Break

## 9:45–11 a.m. | Roundtable on US Capital Markets and Enforcement Trends

- Recent SEC enforcement initiatives and focus areas, including general counsel perspective on how these impact counseling the board
- Stock buybacks and insider trading under proposed SEC rules
- How the SPAC/de-SPAC market has impacted existing reporting companies
- SEC rules and crypto

### Session Co-Chairs

**Colleen Batcheler**, Executive Vice President, General Counsel and Secretary, The Hertz Corporation, Estero, FL

**John Sikora**, Latham & Watkins LLP, Chicago

### Panelists

**Yankun Guo**, Ice Miller LLP, Chicago

**Jerome Tomas**, Baker & McKenzie LLP, Chicago

## 11–11:15 a.m. | Break

## 11:15 a.m.–12:30 p.m. | ESG is Everywhere: Putting it in Perspective for Your Business

- Best practices in ESG programs, including how a company decides where to focus, pitfalls to avoid, and current trends
- Climate 101: why companies need to focus on “E”, what the terminology means, and how to set a climate goal
- Preparing for SEC/other climate disclosures

### Session Chair

**Shannon Toolis**, Vice President and Deputy General Counsel, CDW Corporation, Vernon Hills, IL

### Panelists

**Michael Arnold**, Cravath, Swaine & Moore LLP, New York City

**Katherine Canoy**, Senior Director, Energy and Climate Practice, 3Degrees Group, Inc., Durham, NC

**Suzette Carty**, Global Head of ESG, CDW Corporation, Vernon Hills, IL  
(formerly Director, Global Sustainability, Brown-Forman)

**Farzad Damania**, Katten Muchin Rosenman LLP, New York City

## 12:30 p.m. | Institute Concludes

# THANK YOU TO OUR 2022 AFFILIATES

As of 7.1.2022

## DIAMOND AFFILIATES

Cooley

faegre  
drinker

KIRKLAND & ELLIS LLP

LATHAM & WATKINS LLP

## LEAD AFFILIATES

Arent Fox  
Schiff

Baker  
McKenzie.

DLA PIPER

JENNER & BLOCK

K&L GATES

Katten

MAYER | BROWN

McDermott  
Will & Emery

PERKINS COIE

POLSINELLI

Proskauer

ROPES & GRAY

SIDLEY

Skadden

WACHTELL, LIPTON, ROSEN & KATZ

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FOLEY & LARDNER LLP

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DAY

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Lord

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Barack Ferrazzano Kirschbaum & Nagelberg LLP

Chapman and Cutler LLP

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