

63rd Annual

# Corporate Counsel Institute

June 6-7, 2024 / Chicago

All times listed in Central Time

Located at 375 E Chicago Ave, Chicago, IL

## Thursday, June 6, 2024

### 7:30–8:30 a.m. | Registration and Continental Breakfast

### 8:30–8:45 a.m. | Welcome and Overview\*

**Juliann Cecchi**, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago

**Frederick Kulevich**, Institute Chair, Senior Vice President, General Counsel and Corporate Secretary, CDW, Vernon Hills, IL

### 8:45–9:45 a.m. | Navigating Board Room Crises: Walking Through a Cyber Attack\*

- Understanding the role of the board in a crisis
- How to develop and test an incident response plan
- Assessing the impact of a crisis
- Ways to effectively liaise with key internal and external stakeholders

#### MODERATOR

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

#### PANELISTS

**Tim Abrahams**, PWC, Chicago

**Carina Davidson**, President, H/Advisors Abernathy, New York City

**LaVon Johns**, Riley Safer Holmes & Cancila LLP, Chicago

### 9:45–9:55 a.m. | Break

### 9:55–10:55 a.m. | Fireside Chat: Antitrust, Litigation, and Competition Policy\*

- DOJ's/FTC's new merger guidelines
- DOJ's revocation of the healthcare guidelines and what it means for companies
- Federal antitrust engagement generally and the role of IHC vs. outside

#### SPEAKERS

**Andrew Forman**, Deputy Assistant Attorney General, Antitrust Division, U.S. Department of Justice, Washington, DC

**Brandon Kressin**, Kressin Meador LLC, Washington, DC

### 10:55–11:10 a.m. | Break

### 11:10 a.m.–12:10 p.m. | SEC Rules: Implementation and How to Live With Them\*

- Overview of SEC rulemaking and SEC agenda
- Takeaways from the final climate disclosure rules, legal challenges, and next steps
- Key understandings about the new cyber disclosure rules
- Clawback rules – to check the box or not check the box
- Recent trends in SEC comment letters and key areas of focus

#### MODERATOR

**Cathy Birkeland**, Latham & Watkins LLP, Chicago

#### PANELISTS

**Ameena Majid**, Seyfarth Shaw LLP, Chicago

**Analisa Padilla**, Vice President & Assistant General Counsel, Corporate Governance & Securities, Assistant Secretary, Hyatt Hotels Corporation, Chicago

**Jeffrey Sherman**, Faegre Drinker Biddle & Reath LLP, Denver

\* Session will be available on demand for 30 days following the live Institute



12:10–1:20 p.m. | **Networking Lunch**

## Workshop Breakouts

Small group sessions will dive into specific areas of rules practice with the opportunity for attendees to participate in 2 of 3 workshops.

1:20–2:05 p.m. | **Cycle 1**

### Option #1: Clawback Workshop

- Updates to clawback rules and practical tips
- Creating a compliant clawback policy
- Considerations when revising employment agreements and incentive compensation

#### PRESENTERS

**Erik Lundgren**, Jones Day, Chicago

**Christina Roupas**, Cooley LLP, Chicago

### Option #2: Cyber Rules Implementation Workshop

- Key requirements of the SEC's public company cybersecurity rules for cyber risk management risk factors
- Risks and other considerations when addressing cyber disclosures in 10-ks and triggers and requirements for 8-k filings
- Considerations and practical tips for incident response in light of new disclosure obligations

#### PRESENTERS

**Colleen Brown**, Sidley Austin LLP, Washington, DC

**Sali Wissa**, Baker McKenzie, Chicago

### Option #3: Climate Disclosures Workshop

- Overview of new and emerging climate regulations (SEC climate rule, California's SB 251 and SB 263, EU's CSRD): key components and comparing requirements
- Near term next steps (e.g., gap assessments, determining oversight/responsibilities, allocating resources)
- Building awareness and fluency across the organization
- Practical considerations and best practices for disclosures and compliance

#### PRESENTERS

**Abby Kirchofer**, Principal, Ramboll, San Francisco

**Abbey Raish**, Kirkland & Ellis LLP, Los Angeles

2:05–2:15 p.m. | **Break**

2:15–3 p.m. | **Cycle 2**

### Option #1: Clawback Workshop

- Updates to clawback rules and practical tips
- Creating a compliant clawback policy
- Considerations when revising employment agreements and incentive compensation

#### PRESENTERS

**Erik Lundgren**

**Christina Roupas**

### Option #2: Cyber Rules Implementation Workshop

- Key requirements of the SEC's public company cybersecurity rules for cyber risk management risk factors
- Risks and other considerations when addressing cyber disclosures in 10-ks and triggers and requirements for 8-k filings
- Considerations and practical tips for incident response in light of new disclosure obligations

#### PRESENTERS

**Colleen Brown**

**Sali Wissa**

### Option #3: Climate Disclosures Workshop

- Overview of new and emerging climate regulations (SEC climate rule, California's SB 251 and SB 263, EU's CSRD): key components and comparing requirements
- Near term next steps (e.g., gap assessments, determining oversight/responsibilities, allocating resources)
- Building awareness and fluency across the organization
- Practical considerations and best practices for disclosures and compliance

#### PRESENTERS

**Abby Kirchofer**

**Abbey Raish**

3–3:15 p.m. | **Break**

### 3:15–4 p.m. | **Becoming a Trusted Advisor: Strategies for the General Counsel\***

- Defining a trusted advisor
- How General Counsel earn (and lose) trust
- The General Counsel role and the importance of trust
- Tools for becoming a (better) trusted advisor

#### PRESENTERS

**Eric Fridman**, Founder and Principal, Fridman Associates, Glenview, IL

**Noelle Perkins**, Executive Vice President, General Counsel & Corporate Secretary, Cushman Wakefield, Chicago

### 4–4:10 p.m. | **Break**

### 4:10–5:10 p.m. | **Making the Business Use Case for AI: Understanding the Legal and Risk Management Implications\***

- Current state of AI and where businesses are using GenAI and machine learning
- What lawyers should be asking about using AI in business
- Current state of regulation and governance
- Ethical issues raised and how to effectively manage risk

#### MODERATOR

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

#### PANELISTS

**Alex Mannella**, Managing Director, Deloitte Consulting LLP, Tampa, FL

**John Weaver**, McLane Middleton, Boston

### 5:10–6:10 p.m. | **Reception**

## Friday, June 7, 2024

### 7:30–8:30 a.m. | **Premiere Sponsored Roundtable (By invitation only)**

#### **Mitigating the Risks Created When Employers/Contractors are Beholden to Hostile Powers**

Presented by: Charles River Associates

### 8 a.m. | **Continental Breakfast**

### 8:45–9:45 a.m. | **Supreme Court Cases and the Impact on Corporate America**

- Judicial deference to administrative agency interpretations of federal statutes (survival of Chevron doctrine)
- Constitutionality of state statutes regulating social media company content decisions (ex: Texas and Florida laws)
- Implications and applications of the major questions doctrine as it relates to corporations (*West Virginia v. EPA*)
- Whether a bankruptcy court can approve a reorganization fund that releases owners of bankrupt company from all civil liability (Purdue Pharma case)

#### MODERATOR

**Jonathan Marcus**, Senior Managing Director and General Counsel, CME Group Inc., Chicago

#### PANELISTS

**Ian Gershengorn**, Jenner & Block LLP, Washington, DC

**Elaine Goldenberg**, Munger Tolles & Olson LLP, Washington, DC

**Melissa Sherry**, Latham & Watkins LLP, Washington, DC

### 9:45–9:55 a.m. | **Break**

## 9:55–10:55 a.m. | Hot Topics in Labor & Employment

- Complexities in navigating the patchwork of state, federal, and local employment laws
- Impact of the NLRB's decisions impacting unionized and non-unionized workforces
- Navigating social and political expression in (and outside) the workplace
- Impact of recent decisions on diversity, equity, and inclusion efforts

### MODERATOR

**Leilani Harbeck**, Vice President & Chief Counsel, Labor & Employment, Conagra Brands, Inc., Chicago

### PANELISTS

**Catarina Colón**, Husch Blackwell LLP, Milwaukee

**Carrie Herschman**, Herschman Levison Hobfoll PLLC, Chicago

**Andrew Oppenheimer**, Chief Legal Officer, Ferrara Candy Company, Chicago

## 10:55–11:10 a.m. | Break

## 11:10–11:55 a.m. | Deep Dive Breakout Discussions

### Private Company - Corporate Transparency Act

*A discussion of the disclosure challenges posed by the Corporate Transparency Act and how private companies can effectively navigate its requirements.*

#### PRESENTERS

**Matt Bisanz**, Mayer Brown, Washington, DC

**Philip Feigen**, Polsinelli PC, Washington, DC

**Kara Harchuk**, Executive Vice President and General Counsel, Hunt Companies, Inc., Chicago

### Public Company - Shareholder Engagement and Proxy Process Updates

*A discussion of updates on trends in shareholder engagement, the current landscape in proxy processes, and other corporate governance best practices.*

#### PRESENTERS

**James Barresi**, Squire Patton Boggs, Cincinnati

**Nick Chulos**, Executive Vice President, Chief Legal Officer & Corporate Secretary, Old National Bancorp, Chicago

**Sean O'Hara**, Senior Managing Director, Corporate Proxy, Georgeson LLC, New York City

## 11:55 a.m.–12:15 p.m. | Boxed Lunch Break

## 12:15–1 p.m. | Deep Dive Breakout Discussions\*\*

### From Lawyer to Leader: Managing a Strong Team

*A discussion of how lawyers can drive a culture that nurtures engagement, drives commitment, and supports individual and team success.*

#### PRESENTERS

**Nancy Berardinelli-Krantz**, Senior Vice President and Chief Legal Officer, W.W. Grainger, Inc., Lake Forest, IL

**Jennifer Schott**, Senior Vice President, General Counsel & Secretary, Illinois Tool Works Inc., Glenview, IL

### Creating the (Work) Life You Want: Best Practices for Managing Your Career

*A discussion that will draw on the experiences of the presenters about ways lawyers can guide their careers.*

#### PRESENTERS

**Sue Bettman**, Brunswick Group, Chicago

**Angelique David**, Executive Managing Director, Chief Operating Officer and General Counsel, B.C. Ziegler and Company, Chicago

**Andrea Zopp**, Managing Partner, Cleveland Avenue, Chicago

*\*\*These sessions will not be eligible for CLE credit.*

## 1–1:15 p.m. | Break

### 1:15–2:15 p.m. | CEOs Behaving Badly: An Ethics Case Study

This session will use a set of hypotheticals to provide tools to assist counsel in managing various ethical issues arising from “bad behavior.” Using the ABA’s Model Rules of Professional Conduct, panelists will provide guidance on how lawyers can fulfill their ethical obligations when an executive goes rogue. Topics addressed will include:

- Scope of representation (Model Rule 1.2)
- Representation of clients and conflicts of interest (Model Rule 1.7)
- Withdrawal from representation (Model Rule 1.16)

#### MODERATOR

**Theodore Banks**, Scharf Banks and Marmor LLC, Chicago

#### PANELISTS

**Jason DeSanto**, Senior Lecturer, Northwestern Pritzker School of Law, Chicago

**Paulette Dodson**, Board Member of Trupanion, BARK, and Portillo’s, Evanston, IL

**Mary Ann Hynes**, Dentons, Chicago

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

### 2:15 p.m. | Institute Concludes

Agenda as of 5/6/2024

### Contact Us

Contact us at [professional-ed@law.northwestern.edu](mailto:professional-ed@law.northwestern.edu) with any questions.

### Register Online:

<https://cvent.me/PPBKgm>

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