



Northwestern Law
Professional and Continuing Legal Education



Corporate Counsel Institute

October 5-6, 2011 • Chicago



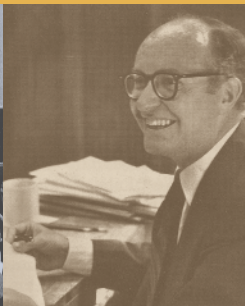
Celebrating 50 years of providing the best in legal education for the corporate counsel community

This Institute will focus on current developments, legal updates, plus a unique look at the regulatory environment and its impact on business.

Highlights include:

- Navigating Today's Enforcement Environment
- The New Landscape in Corporate Political Activities
- Minimizing the Risks with Social Media

1961 ♣ 2011



www.law.northwestern.edu/professionaled

Program

All sessions will take place at Northwestern Law, Thorne Auditorium, 375 East Chicago Avenue, Chicago, Illinois.

Wednesday, October 5

12:15 p.m.

Registration

1 p.m.

Welcome and Overview

David S. Ruder, Institute Founder, William W. Gurley Memorial Professor of Law Emeritus, Northwestern University School of Law, Chicago

James H. Wooten Jr., Institute Chair, Senior Vice President, General Counsel and Secretary, Illinois Tool Works Inc., Glenview, Illinois

1:15–2:30 p.m.

Approaches to Corporate Financing and Acquisitions in the Current Capital Markets

- Financing market update; debt and equity
- M&A market overview
- Trends and developments in financing and M&A

Panelists

Steven J. Gavin, Winston & Strawn LLP, Chicago

Todd Kaplan, Executive Vice Chairman of Global Investment Banking, Bank of America Merrill Lynch Global Banking, Chicago

John MacCarthy, Executive Vice President, General Counsel and Secretary, Nuveen Investments, Chicago

2:30–2:45 p.m.

Break

2:45–3:45 p.m.

Ethical Considerations of the Duty of Confidentiality and Loyalty in the Whistleblower Era

Panelists

Lawrence R. Desideri, Winston & Strawn LLP, Chicago

Stanley L. Ferguson, Executive Vice President and General Counsel, USG Corporation, Chicago

Wendy Muchman, Chief of Litigation and Professional Education, ARDC of Illinois, Chicago

Thomas E. O'Neill, Executive Vice President, General Counsel and Chief Administrative Officer, TreeHouse Foods, Inc., Oak Brook, Illinois

3:45–4 p.m.

Break

4–5:30 p.m.

Navigating Today's Enforcement Environment

- DOJ and SEC enforcement trends
- New incentives for “whistleblowers” under Dodd-Frank
- Corporate officers and in-house counsel as targets in criminal cases and administrative proceedings
- Current DOJ and SEC attitudes towards investigations, privilege issues, deferred prosecution agreements and other issues

Panelists

John D. Arterberry, Executive Deputy Chief, Fraud Section, Criminal Division, U.S. Department of Justice, Washington, D.C.

Peter Chan, Assistant Regional Director, Division of Enforcement, SEC, Chicago Regional Office

Mark R. Filip, Kirkland & Ellis LLP, Chicago

D. Cameron Findlay, Senior Vice President, General Counsel and Secretary, Medtronic, Inc., Minneapolis

Asheesh Goel, Ropes & Gray LLP, Chicago

Thursday, October 6

8:30 a.m.

Continental breakfast

9–10:15 a.m.

Corporate Governance: A Roadmap for Current Issues

- Proxy access
- Proxy season 2012: what to expect from shareholder proponents and ISS
- Delaware law developments
- Certificate of incorporation, bylaw and committee charter review—issues to consider in light of recent developments

Panelists

Susan L. Blount, Senior Vice President and General Counsel, Prudential Financial, Inc., Newark, New Jersey

John Kelsh, Sidley Austin LLP, Chicago

William Ultan, Senior Managing Director, Morrow & Co., LLC., Stamford, Connecticut

10:15–10:30 a.m.

Break



10:30–Noon

Executive Compensation Practices and Disclosure

- Say-on-pay and say-on-frequency: what have we learned?
- Addressing compensation committee and advisor independence
- Anticipating compensation clawbacks
- Deferred compensation, executive compensation deductibility cap and parachute payments

Panelists

Thomas P. Desmond, Vedder Price P.C., Chicago

James L. Kaput, Senior Vice President, General Counsel and Secretary, Zebra Technologies Corporation, Lincolnshire, Illinois

Thomas J. Kim, Chief Counsel and Associate Director, Division of Corporation Finance, SEC, Washington, D.C.

Amy M. Wood, Cooley LLP, San Diego

Lunch and Keynote Discussion

Noon–12:45 p.m.

Lunch (provided)

12:45–1:30 p.m.

Keynote Discussion: How the Role of the General Counsel Has Evolved and Changed over the Past 50 Years

Moderator

David S. Ruder, Institute Founder

Panelists

Gail D. Hasbrouck, Senior Vice President and General Counsel, Advocate Health Care Network, Oak Brook, Illinois

Stewart S. Hudnut, former Senior Vice President, General Counsel and Secretary, Illinois Tool Works Inc., Glenview, Illinois

Mary Ann Hynes, Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Corn Products International, Inc., Westchester, Illinois

L. Bates Lea, former Vice President and General Counsel, Amoco Corp., Chicago

David S. Ruder, Institute Founder



*William W. Gurley Memorial
Professor of Law Emeritus, and
President, Corporate Counsel Center,
Northwestern University
School of Law*

1:30–1:45 p.m.

Break

1:45–2:45 p.m.

Corporate Political Activities: Understanding the Current Landscape

- Overview of legal rules and standard practices
- Pay-to-play in the securities markets
- Board oversight and disclosure of political spending
- Elements of an effective compliance program

Panelists

Deborah A. Golden, Senior Vice President, General Counsel and Secretary, GATX Corporation, Chicago

Stefan C. Passantino, McKenna Long & Aldridge LLP, Washington, D.C.

Rick Thompson, R. Thompson & Associates, Atlanta

Bruce G. Wilson, Senior Vice President and Deputy General Counsel, Exelon Corporation, Chicago

2:45–4:15 p.m.

It Isn't Going Away: What Corporate Counsel Need to Know about Social Media

- Employment law and social media: what to do when employees are blogging about the company
- Actual and perceived risks relating to social media
- Safe and effective use of social media
- Advertising and social media: navigating the two-way communication between company and consumer

Panelists

Kelly L. Dempski, Director, Accenture Technology Labs, Silicon Valley

Brain L. Heidelberg, Winston & Strawn LLP, Chicago

Nicole C. Maddox, Senior Associate Director, Senior Litigation Counsel, Boehringer Ingelheim USA Corp., Ridgefield, Connecticut

Donna M. Welch, Kirkland & Ellis LLP, Chicago

4:15–5:15 p.m.

Updates in Employment Law

- Employment law class actions after *Wal-Mart*
- Arbitration agreements and class action waivers after *ATT*
- Wage and hour pitfalls
- EEOC, NLRB, and OFCCP update

Panelists

Julianne Bowman, Deputy District Director, EEOC, Chicago

Kathryn M. Hartrick, Associate General Counsel,

Wolters Kluwer United States Inc., Riverwoods, Illinois

Hilary Malina, Senior Corporate Counsel, CDW Corporation, Vernon Hills, Illinois

Joseph E. Tilson, Meckler Bulger Tilson Marick & Pearson LLP, Chicago

6:30 p.m.

Reception and Dinner Celebration University Club



50th

C O R P O R A T E C O U N S E L I N S T I T U T E

*After the Institute, please join us for a dinner celebrating
Northwestern Law's 50th Annual Corporate Counsel Institute
and its founder, David S. Ruder.*

This event will be held the evening of October 6th at the University Club of Chicago.

Dinner tickets are available on a limited basis for Institute attendees at a discounted price.

See the information page for more details.

THE EVOLUTION OF CORPORATE COUNSEL INSTITUTE TOPICS OVER THE LAST 50 YEARS

Throughout the past 50 years, the Institute has been at the forefront in addressing topics of importance to corporate counsel.

With many topics such as executive compensation, disclosure, litigation and corporate governance remaining core to each Institute, we have seen the rise and fall of other topics. Some of the highlights of the decades include:

1960s

Antitrust sessions were a focus of this initial Institute decade when a number of cases made the headlines, the most famous of which was *US v. IBM*.

Also on the minds of many in-house counsel was **The Robinson Patman Act**, which regulated price discrimination. **Federal Tax Law** was a concern for in-house counsel until responsibility was moved out of the legal department in most corporations.

1980s

Insider trading issues reached a high water mark as a wave of mergers, hostile takeovers and corporate raids led to an uptick in illegal profit opportunities. High profile cases included the prosecution of Ivan Boesky and Michael Milken.

A flurry of **Merger & Acquisition** activity, such as the leveraged buyout of RJR Nabisco in 1985, resulted in a number of Institute speeches on topics such as takeover defenses and the Tender Offer Reform Act of 1987.

2000s

Corporate scandals such as ENRON and WorldCom led corporate counsel to focus on improving **Risk Management**. The board of directors increasingly reached out to in-house counsel as topics related to **Advising the Board** became more popular.

The credit crunch of 2008 resulted in a renewed focus on legal issues surrounding **Finance and Capital Markets** at Institutes during this decade.

1970s

Labor and Employment Law kicked off a decade of new regulation with the Chairman of the EEOC presenting the Institute keynote speech in 1970. The Chairman of the Occupational Safety and Health Review Commission, Robert D. Moran, addressed safety and health issues at the Institute in 1971.

Environmental Law became another major issue with the formation of the EPA in Dec. 1970 and the subsequent increase in environmental regulation. The new General Counsel of the EPA, John R. Quarles Jr., addressed these issues at the Institute in 1971.

1990s

The proliferation of internet use and advances in personal computer technology, including the introduction of Microsoft Office Suite in 1990, brought a new focus to several years of Institute sessions on **The Role of Technology in the Workplace**.

Heightened scrutiny of directors and an increased emphasis on fiduciary duties led corporate counsel to be more concerned with **Directors Duties, Insurance and Indemnification**.

2010s

With the rise of **Internet Marketing and Social Media**, corporate liability regarding use of the internet and social media sites becomes a concern of corporate counsel.

Planning Committee

Chair

James H. Wooten Jr., Senior Vice President, General Counsel and Secretary, Illinois Tool Works Inc.

Members

Suzanne S. Bettman, Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, R.R. Donnelley & Sons Company

Stanley L. Ferguson, Executive Vice President and General Counsel, USG Corporation

D. Cameron Findlay, Senior Vice President, General Counsel and Secretary, Medtronic, Inc.*

Nicholas L. Giampietro, Senior Vice President, General Counsel and Secretary, Reyes Holdings, LLC

Michael P. Going, Senior Vice President and General Counsel, CNH America LLC

Deborah A. Golden, Senior Vice President, General Counsel and Secretary, GATX Corporation

Dana I. Green, Senior Vice President, Secretary and General Counsel, Walgreen Co.

Gail D. Hasbrouck, Senior Vice President and General Counsel, Advocate Health Care Network*

Carrie J. Hightman, Executive Vice President and Chief Legal Officer, NiSource Inc.

John L. Howard, Senior Vice President and General Counsel, W.W. Grainger, Inc.*

Mary Ann Hynes, Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Corn Products International, Inc.*

James L. Kaput, Senior Vice President, General Counsel and Secretary, Zebra Technologies Corporation

Christine A. Leahy, Senior Vice President, General Counsel and Corporate Secretary, CDW Corporation

Susan R. Lichtenstein, Senior Vice President, Corporate Affairs and Chief Legal Officer, Hill-Rom Holdings, Inc.

Peter Lieb, Executive Vice President and General Counsel, AON Corporation

Carol M. Lind, Senior Vice President and General Counsel, Northwestern Memorial HealthCare

John MacCarthy, Executive Vice President, General Counsel and Secretary, Nuveen Investments

Thomas E. O'Neill, Executive Vice President, General Counsel and Chief Administrative Officer, TreeHouse Foods, Inc.

Diane Ratekin, General Counsel and Executive Vice President, Huron Consulting Group

Eric A. Reeves, Executive Vice President and General Counsel, The Chamberlain Group, Inc.

Karen Ripley, Chief Legal Officer, MillerCoors

David S. Ruder, William W. Gurley Memorial Professor of Law Emeritus, and President Corporate Counsel Center, Northwestern University School of Law

Robert N. Sacks, Executive Vice President and General Counsel, Standard Parking

Gloria Santana, Executive Vice President, General Counsel and Secretary, McDonald's Corporation*

Charles Schulman, Corporate Vice President and General Counsel, The HAVI Group

Mark B. Tresnowski, Managing Director and General Counsel, Madison Dearborn Partners LLC

William A. Von Hoene Jr., Executive Vice President, Finance and Legal, Exelon Corporation

Kelly R. Welsh, Executive Vice President and General Counsel, Northern Trust Corporation*

Planning Director

Juliann Cecchi, Director, Professional Education & Corporate Relations, Northwestern University School of Law

**Former Institute Chair*

SAVE THE DATE

Securities Regulation Institute

January 18–20, 2012 • Coronado, CA

**Ray Garrett Jr. Corporate and
Securities Law Institute**

May 3–4, 2012 • Chicago



Information

Registration and Tuition

Regular tuition for **in-house counsel** is \$900 per person. Regular tuition for **firm attorneys or service providers** is \$1200 per person. This includes all sessions, a continental breakfast, lunch, coffee breaks, and extensive program materials.

Registrations must be made in advance. On-site registration is only available as space permits and requires an additional \$100 fee. Registration is for both days of the program for one individual. Shared registration is not available. For information about group discounts, please request information about our Affiliate Program.

If you have not received an e-mail confirmation prior to the start of the program, you are not considered registered. Please contact our office to verify.

Dinner Celebration

After the Institute, please join us for a dinner celebrating the 50th Annual Corporate Counsel Institute and its founder, David S. Ruder.

This event will be held the evening of October 6 at the University Club of Chicago. Dinner tickets are available on a limited basis for individual Institute attendees at a discounted cost of \$100. Tickets can be purchased through the online registration system or via the form included with this brochure. One additional guest ticket may be purchased for \$150. For Institute Affiliate pricing, please contact Valerie Krasnoff at v-krasnoff@law.northwestern.edu.

Prior to the dinner, a reception will be held at the University Club of Chicago for all Institute attendees and dinner guests at no cost.

The University Club of Chicago is located at 76 East Monroe Street, downtown Chicago.

Course Materials

For registered participants, course materials will be available for download approximately one week prior to the event. Registrants will also receive a set of course materials on CD-ROM or USB drive upon check-in. Registrants and non-registrants may purchase additional copies of the materials for \$100. **Printed materials are no longer available.** You may bring your laptop to the program — power strips will be available in the plenary sessions.

Cancellation Policy

Full-tuition refunds will be made for all written cancellations received by September 21. A \$250 administrative fee will be deducted from refunds on written cancellations received after September 21. *No refunds will be given for cancellations made on or after September 28.*

Northwestern University reserves the right to change without notice any statement in this brochure concerning, but not limited to, rules, policies, tuition, fees, curriculum, and courses. Northwestern University is an equal opportunity, affirmative action educator and employer.

Special Hotel Rates

Registrants for the Corporate Counsel Institute are entitled to a special hotel rate at the Wyndham Chicago, 633 North St. Clair, Chicago (312-573-0300 or toll-free 1-877-999-3223), which is only a short walk from the Law School. Subject to availability, the rate is \$169 (plus tax) for a single or double room booked by September 21. Be sure to identify yourself as a Northwestern Law Corporate Counsel Institute participant.

Continuing Legal Education Credit

As a program sponsored by Northwestern University School of Law, the Corporate Counsel Institute is recognized for continuing legal education credits in many states. Questions about CLE should be directed to the Office of Professional Education at (312) 503-4213.

Estimated credit hours are 11.5 (including 1.0 for ethics) for states with a 60-minute credit hour or 13.8 (including 1.2 for ethics) for those with a 50-minute credit hour. Illinois attorneys can earn up to 10.75 credits (including 1.0 credit for professionalism).

Location

The Corporate Counsel Institute is held in Thorne Auditorium, 375 East Chicago Avenue, on the downtown Chicago campus of Northwestern University.

Affiliate Program

Affiliates of the Corporate Counsel Institute are law firms that wish to better understand what is on the minds of corporate counsel today and support educational opportunities for their firm, clients, and friends. This package includes discounted tickets, extensive marketing benefits, and access to leading corporate counsel. For more information, please contact Valerie Krasnoff at v-krasnoff@law.northwestern.edu.



For program additions and updates, please visit our web site at www.law.northwestern.edu/professionaled or e-mail us at professional-ed@law.northwestern.edu



Registration Form

Northwestern University School of Law • 50th Annual Corporate Counsel Institute

Register online or using this form.

ONLINE

www.law.northwestern.edu/cci
(click on "Register Online")

FAX

(312) 503-2930

MAIL

Professional and Continuing Legal Education
Northwestern Law
375 East Chicago Avenue
Chicago, Illinois 60611-3069

Questions: (312) 503-8932 or professional-ed@law.northwestern.edu

Contact Information

Name

Title

State(s) in which you are seeking CLE credit

Bar Number(s)

Office or Firm

Address

City

State

Zip Code

Office Telephone

Fax*

E-mail Address*

Assistant E-mail Address (if applicable)*

*By providing us with this information, you are giving us permission to contact you by these methods.

Course Materials

REGISTRANTS

(One set of materials is included with registration.
Please indicate preference.)

CD-ROM USB drive

NON-REGISTRANTS

CD-ROM: \$100

USB drive: \$100

Registration Fee

Please see the brochure's information page for complete details:

IN-HOUSE COUNSEL TUITION

\$900 each

FIRM ATTORNEY/SERVICE PROVIDER TUITION

\$1,200 each

DINNER CELEBRATION TICKETS

\$100: **Institute Attendee** — Includes one dinner ticket to the October 6 event

\$150: **Attendee Guest**

Enclosed is a check for _____ payable to *Northwestern University*.

Charge _____ to the following card: MC (16 digits) Visa (16 digits) AMEX (15 digits)

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