

**Northwestern**

PRITZKER SCHOOL OF LAW

Professional and Continuing  
Legal Education

56th Annual

# Corporate Counsel Institute

Chicago, Illinois  
September 28–29, 2017

For more information or to register, please visit:  
[www.law.northwestern.edu/cci](http://www.law.northwestern.edu/cci)

## Why Attend?

- Stay up to date on the most recent legal developments, improve as a manager and a leader, and take away lessons learned from seasoned in-house counsel and industry experts
- Experience the only program designed exclusively by a group of general counsel
- Network with a group of your peers from around the country while earning up to 11 CLE credits

## 2017 Highlights

- Practicing Law in the Digital Age
- Is Your Compliance Program Ready for a Tune-Up?
- Lessons in Corporate Crisis Management
- Lawyers as In-House Leaders

**ANNOUNCING NEW IN-HOUSE TUITION RATE OF \$425**

*Program as of September 25, 2017. Please visit the website for additional speakers and updates.*

Thursday, September 28, 2017

**7:30–8:30 a.m.**

**Optional Breakfast Roundtable Discussion  
Cyber Breach Aftermath: Civil Litigation,  
Insurance Risks, and the SEC Perspective**  
*Presented by Charles River Associates*  
(Sponsored event with limited seating,  
registration required)

**7:45 a.m.**

**Registration and Continental  
Breakfast**

**8:45 a.m.**

**Welcome and Overview**

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

**Carrie J. Hightman**, Institute Chair, EVP and  
Chief Legal Officer, NiSource Inc., Merrillville, IN

**9–10 a.m.**

**What to Expect from the New  
Administration: Regulatory  
Developments for In-House Counsel**

- Defending America-Borders, Homeland & National Security
- Changes in the Supreme Court

- The nation's health care and its impact on corporations and their employees
- Deregulation, job creation and tax reform

**Moderator**

**Travis Lenkner**, Managing Director, Burford  
Capital, Chicago

**Panelist**

**Kevin Brown**, Principal, Co-leader, Tax  
Controversy and Regulatory Services, PwC,  
Washington, D.C.

**Reginald J. Brown**, WilmerHale,  
Washington, D.C.

**Jodie A. Curtis**, Executive Vice President,  
District Policy Group, Drinker Biddle & Reath  
LLP, Washington, DC

**10–10:15 a.m. | Break**

**10:15–11:15 a.m.**

**Is Your Compliance Program Ready  
for a Tune-Up?**

- How have compliance programs evolved and what should yours include today?
- Questions to ask to be sure that your program is still effective
- How to use current communications and training methods to educate across the organization

**Moderator**

**Kimberly W. White**, Corporate Compliance  
Officer, Ingredion Incorporated,  
Westchester, IL

**Panelists**

**Theodore (Ted) L. Banks**, Scharf Banks  
Marmor LLC, Chicago, former Chief Counsel,  
Global Compliance Policy, Kraft Foods

**Sarah M. DiLorenzo**, Corporate VP and Chief  
Compliance Officer, Arthur J. Gallagher & Co.,  
Rolling Meadows, IL

**Gretchen A. Winter**, Executive Director,  
Center for Professional Responsibility in  
Business and Society, College of Business,  
Adjunct Professor, College of Law and  
College of Business, University of Illinois at  
Urbana-Champaign, Chicago

**11:15–11:30 a.m. | Break**

**11:30 a.m.–12:30 p.m.**

**Labor and Employment Law: Hot  
Topics & Recent Developments**

- Your hiring checklist - the expanding list of "do not ask" questions
- Agency action under Trump—what employers can expect
- LGBTQIA—the changing landscape of employment protections
- In 140 Characters or Less—the social media invasion into the workplace is unabated

#### Panelists

**Megan Belcher**, SVP and GC, The Scoular Company, Omaha, NE

**Brett Rawitz**, Associate GC, US Foods, Inc., Rosemont, IL

**Anna Wermuth**, Cozen O'Connor, Chicago (session lead)

**12:30–1:30 p.m.**

### Lunch Sponsored by Houlihan Lokey

**1:30–2:30 p.m.**

### Practicing Law in the Digital Age

The digital age has created an exciting set of new challenges for in-house lawyers. Legacy areas of risk have taken on a new dimension as our organizations experience rapid changes in technology, stakeholder expectations, and the threat environment. This panel will discuss the technology-related topics senior in-house counsel and GCs should be raising with their peers in their next one-on-ones.

#### Moderator

**Colleen Batcheler**, EVP, GC, and Corporate Secretary, Legal & Government Affairs, Conagra Brands Inc., Chicago

#### Panelists

**Scott Culpepper**, GC, The Rocket Science Group LLC d/b/a MailChimp, Atlanta

**Trevor Foster**, VP, Chief Counsel, Commercial Transactions, Conagra Brands, Inc., Chicago

**Nancy C. Libin**, Jenner & Block LLP, Washington, D.C.

**2:30–2:45 p.m. | Break**

**2:45–3:45 p.m.**

### The Role of the GC in Board Related Matters

- Becoming the trusted advisor: How can the GC quickly establish relationships of trust with each Director and the Chair/Lead Director?
- Effectively managing the triad: the Chair/Lead Director/General Counsel relationships
- The General Counsel's role in selection and onboarding of new directors
- Influencing the board's agenda including what should be on that agenda for 2018 and beyond
- Key means of communication
- When to bring in outside counsel

#### Moderator

**Carrie J. Hightman**

#### Panelists

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

**Theodore L. Dysart**, Vice Chairman, Heidrick & Struggles, Chicago

**John W. Rowe**, Chairman Emeritus, Exelon Corporation, Chicago

**3:45–4 p.m. | Break**

**4–5 p.m.**

### Lawyers as Leaders: Making the Transition from Individual Contributor to Leader

- What will your leadership style be and what do you stand for?
- How do you coach your team to become the “go-to” team and not the “have-to-go-to-team”?
- Successfully navigating your organization and avoiding “potholes.” Effectively managing bosses, business partners/clients, key stakeholders, and your employees
- Balancing multiple priorities and keeping your team focused on what's most important

#### Moderator

**Jodi J. Caro**, GC, Chief Compliance Officer, and Corporate Secretary, ULTA Beauty, Bolingbrook, IL

#### Panelists

**Hiranda Donoghue**, Director and Managing Counsel - M&A Legal, Walgreens Co., Deerfield, IL

**Deborah A. Golden**, EVP, General Counsel, and Corporate Secretary, GATX Corporation, Chicago

**Brian P. Hanigan**, VP, Associate GC, and Assistant Secretary, IDEX Corporation, Lake Forest, IL

**Mary Ann Hynes**, Senior Counsel, Dentons, Chicago

**5 p.m.**  
**Reception Sponsored By**  
**Mayer Brown LLP**

Friday, September 29, 2017

**7:45–8:45 a.m.**

**Optional Breakfast Roundtable Discussion**  
**How to Enable Legal to Operate at the**  
**Speed of Business: New Strategies**  
**on Performance Management,**  
**Organizational Designs, and New**  
**Technology Tools**

*Presented by Morae Global*

*(Sponsored event with limited seating, registration required)*

**8 a.m.**  
**Continental Breakfast**

**9–10 a.m.**

**Lawyers as Leaders: Values-**  
**Based Leadership**

This lively and engaging session will offer a framework for adopting the principles of values-based leadership. Today's business environment demands leaders who, in "doing the right thing," deliver outstanding and lasting results for their organization. To get there a leader must know who you are and what matters most to you.

**Speaker**

**Harry M. Kraemer**, Clinical Professor of Strategy, Northwestern University Kellogg School of Management, Evanston, IL

**10–10:15 a.m. | Break**

**10:15–11:15 a.m.**

**"Legal, We Have a Problem":**  
**Lessons in Corporate Crisis**  
**Management**

What do you do when your company finds itself portrayed negatively on the front page of the Wall Street Journal? This panel will discuss what executives should do to prepare for, handle, and mitigate significant corporate crises—scandals, cyberbreaches, government investigations, and product safety issues.

**Moderator**

**D. Cameron Findlay**, SVP, GC, and Secretary, Archer Daniels Midland Company, Chicago

**Panelists**

**Timothy R. Baer**, Retired EVP and Chief Legal Officer, Target Corporation, Minneapolis, MN

**David G. Leitch**, Global GC, Bank of America, Charlotte, NC

**Debbie Miller**, Managing Director, Sard Verbinnen & Co., Chicago

**11:20 a.m.–12:20 p.m.**  
**The Business of Law: The Changing**  
**Economic Landscape**

- The changing law firm economics and the implications on in-house practice.
- What current structures predominate within law firms and how does each impact service?
- How are these structures likely to change with disruption?
- What is the impact of change on the quality of legal services, the cost of legal services and the market for legal talent?

**Moderator**

**John L. Howard**, SVP and General Counsel, W.W. Grainger, Inc., Lake Forest, IL

**Panelists**

**Susan Hackett**, CEO, Legal Executive Leadership, LLC, Chevy Chase, MD

**William D. Henderson**, Stephen F. Burns  
Professor of Law, Indian University Maurer  
School of Law, Bloomington, IN; Visiting  
Professor, Northwestern Pritzker School of  
Law, Fall 2017

**David M. Love**, Spencer Stuart, Dallas

**David Mendelsohn**, DLA Piper, Chicago

**12:20–12:45 p.m.**

### **Box Lunch Break**

**12:45–1:45 p.m.**

### **Ethics: Identifying In-House Lawyers' Client: Implications of Misunderstanding and Mistakes**

- Properly identifying in-house lawyers' "client" or "clients" within the corporation
- Implications of joint representations in corporate transactions and elsewhere
- Intentional and accidental representations of corporate employees
- Dangers of widespread intra-corporate communications

#### **Speaker**

**Thomas E. Spahn**, McGuireWoods LLP,  
Tysons, VA

**1:45–2 p.m.**

### **Break**

**2–3 p.m.**

### **Breakout Sessions: Anatomy of the Big Deal: What I Wish I Knew**

Leveraging the insights of law department  
leaders who have recently completed  
large transactions (e.g., a big acquisition,  
divestiture, and spin-offs), learn about the  
key things they wish they had known at the  
time—and might do differently next time.

NOTE: This session will include time for a  
general roundtable discussion on topics of  
interest to the participants.

### **Public Company**

#### **Moderator**

**R. Scott Falk**, Kirkland & Ellis LLP,  
Chicago

#### **Panelists**

**Chris H. Anderson**, Assistant Corporate  
Secretary and Chief Counsel, Corporate  
and Securities, The Kraft Heinz Company,  
Chicago

**Suzanne S. Bettman**, Chief  
Administrative Officer & GC, LSC  
Communications, Inc., Chicago

**Michelle M. Warner**, SVP, GC, and Corporate  
Secretary, USG Corporation, Chicago

### **Private Company**

#### **Moderator**

**Bradley C. Faris**, Latham & Watkins LLP,  
Chicago

#### **Panelists**

**Christopher G. Athas**, VP, GC, and  
Secretary, Amsted Industries, Chicago

**Eric A. Reeves**, Managing Director and GC,  
The Duchossois Group Inc., Elmhurst, IL

**Grace Shaff**, VP and GC, Reinhart  
Foodservice, LLC, Chicago

**Robert L. Verigan**, Managing Director and  
GC, BDT & Company LLC, Chicago

**3 p.m.**

### **Program Concludes**

Thank You to our Affiliates



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