

54th Annual

**CORPORATE
COUNSEL
INSTITUTE**

October 8–9, 2015

Chicago, Illinois

THURSDAY, OCTOBER 8

7:35 a.m. | Registration and
Continental Breakfast

8:20 a.m. | Welcome and Overview

Juliann Cecchi, Assistant Dean, External Partnerships,
Northwestern University School of Law

Maria C. Green, Institute Chair, Senior Vice
President, General Counsel and Secretary, Illinois Tool
Works Inc., Glenview, Illinois

8:30–9:30 a.m. | Breach Simulation: Preparing for the Inevitable Data Incident

This interactive session will provide the opportunity to experience an unfolding data breach and walk through the key decisions that need to be made during a data incident, from public relations to investigations to regulatory scrutiny.

PRESENTERS

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

Liisa M. Thomas, Winston & Strawn LLP, Chicago

9:30–10:30 a.m. | Interacting with the Board on Cybersecurity

- What does the board expect of the GC and the CIO regarding cybersecurity? How can vague or conflicting expectations be avoided?
- What governance structures work best in overseeing cybersecurity?
- How the GC and management can help protect the board from scrutiny

MODERATOR

John L. Howard, Senior Vice President and General
Counsel, W.W. Grainger, Inc., Lake Forest, Illinois

PANELISTS

Rajesh De, Mayer Brown LLP, Washington, DC;
Former General Counsel, United States National
Security Agency

Antony P. Kim, Orrick, Herrington & Sutcliffe LLP,
Washington, DC

Andrea Rose, Partner, Joele Frank, Wilkinson
Brimmer Katcher, New York City

Frederick B. Thomas, Mayer Brown LLP, Chicago

10:30–10:45 a.m. | Break

10:45 a.m.–12:15 p.m. | Strategies and Best Practices for Shareholder Engagement

- Why should companies get organized in shareholder outreach? What is the role of the general counsel?
- Which shareholders should be engaged? How are meetings secured? Who are the appropriate company representatives?

- What is the process for responding to shareholder proposals?

MODERATOR

Ivonne M. Cabrera, Senior Vice President, General
Counsel & Secretary, Dover Corporation, Downers
Grove, Illinois

PANELISTS

Charles K. Bobrinskoy, Vice Chairman, Head of
Investment Group and Portfolio Manager, Ariel
Investments, LLC, Chicago

Glenn Booraem, Controller and member of Proxy
Oversight Group, The Vanguard Group, Inc., Malvern,
Pennsylvania

Thomas A. Cole, Sidley Austin LLP, Chicago

Jonathan A. Ingram, Deputy Chief Counsel, Division
of Corporation Finance, SEC, Washington, DC

William A. Osborn, Former Chairman and Chief
Executive Officer, Northern Trust Corporation,
Chicago; Director of Abbott Laboratories, Caterpillar
Inc., and General Dynamics Corporation

12:15–12:45 p.m. | Lunch (Provided)

12:45–1:15 p.m. | A Review of Recent Supreme Court Decisions

This session will provide an analysis of the important cases decided during the October Term 2014 plus a discussion of the trends that have driven the Court's approach and a preview of the upcoming Term.

PRESENTERS

Sarah O'Rourke Schrup, Clinical Assistant Professor
of Law and Director, Appellate Advocacy Center,
Bluhm Legal Clinic, Northwestern University School
of Law, Chicago

Paul M. Smith, Jenner & Block LLP, Washington, DC

1:15–1:30 p.m. | Break

1:30–2:30 p.m. | Preparing for and Responding to Economic Pressure by Activist Shareholders

- Judging if your company is likely to be subject to economic activism
- Identifying the largest shareholders, especially when ownership interests are hidden
- Preparing for shareholder engagement "before the fact"
- How should the GC interact with the board on shareholder activism?

MODERATOR

Susan C. Levy, Executive Vice President and General
Counsel, Northern Trust Corporation, Chicago

PANELISTS

Robert E. Bostrom, Senior Vice President, General
Counsel & Corporate Secretary, Abercrombie & Fitch,
New Albany, OH

Curt A. Kramer, Corporate Secretary and Associate
General Counsel, Navistar International Corporation,
Lisle, Illinois

David E. Shapiro, Wachtell, Lipton, Rosen & Katz,
New York City

2:30–2:45 p.m. | Break

2:45–4 p.m. | SEC Updates: Corporation Finance and Enforcement

- '34 Act developments including proposals on clawbacks, pay-for-performance, pay ratio, and other hot topics
- FCPA and enforcement developments
- Third party due diligence, particularly with channel partners

MODERATOR

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

PANELISTS

Tina Diamantopoulos, Counsel to the Regional Director, Chicago Regional Office, SEC, Chicago

Jonathan A. Ingram

Sarah R. Wolff, Reed Smith LLP, Chicago

4–5 p.m. | Developments in Mergers & Acquisitions

- Survey of trends and challenges
- Litigation updates such as forum selection bylaws and appraisal actions
- Update on *Sunguard* including financing contingencies and specific performance

MODERATOR

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

PANELISTS

R. Scott Falk, Kirkland & Ellis LLP, Chicago

Mark D. Gerstein, Latham & Watkins LLP, Chicago

David Weiner, Associate General Counsel – Business Development, Baxter International Inc., Deerfield, Illinois

5 p.m. | Reception– Sponsored by Axiom

FRIDAY, OCTOBER 9

8:30 a.m. | Continental Breakfast

9–10 a.m. | Employment Law in 2015 and Beyond

- EEOC and SEC challenges to basic terms in severance agreements and other employment agreements
- Understanding the EEOC's view of barriers for minorities and women in the recruitment process
- Staying on the right side of the law in joint employer and independent contractor issues

PANELISTS

Rachel B. Cowen, DLA Piper (US) LLP, Chicago

Victoria L. Donati, General Counsel, Crate & Barrel, Northbrook, Illinois

Terence P. Smith, Special Counsel for Labor Relations, Columbia College Chicago, Chicago

10–10:45 a.m. | Lessons Learned Doing Business Internationally

- Avoiding pitfalls in international business and transactions
- Structuring considerations for cross-border agreements and joint ventures
- Business partner due diligence and other challenges
- Import/export laws and regulations

PANELISTS

Kimberly A. deBeers, Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

Hugo Dubovoy, Baker & McKenzie LLP, Chicago

Michael D. Lurie, Senior Vice President, General Counsel–Beer Division, Constellation Brands, Inc., Chicago

10:45–11 a.m. | Break

11 a.m.–12 p.m. | Best Practices in Law Department Management

The scope of legal operations is accelerating rapidly, from financial, vendor, and knowledge management to litigation and technology support to strategic planning and data analytics. A panel of legal operations directors will share best practices for maximizing value in the corporate law department.

PANELISTS

Bruce Goldberg, Corporate Counsel and Chief of Staff, The Allstate Corporation, Northbrook, Illinois

Lynette Lupia, Director, Outside Counsel Management & Administration, AbbVie, North Chicago, Illinois

Aaron Van Nice, Director, Legal Operations, Baxter International Inc., Deerfield, Illinois

12–12:15 p.m. | Boxed Lunch Break

12:15–1:15 p.m. | Test Your Knowledge of the Attorney-Client Privilege and More (Ethics Credit)

- Privilege outside the United States—what corporate counsel need to know
- What other parties are counted in the privilege circle?
- Waivers such as inadvertent disclosure of documents

- Applying ABA model rules 1.6, 1.13, 1.18, 4.2, 4.3, 4.4 and more

PANELISTS

Champ W. Davis Jr., Davis McGrath LLC, Chicago

Mary K. Foster, Lecturer, Northwestern University School of Law, Chicago

John P. Ratnaswamy, Rooney Rippie & Ratnaswamy LLP, Chicago

1:15–2:30 p.m. | General Counsel Roundtable*

This interactive discussion will allow corporate counsel to examine the issues that keep them awake at night.

***Closed session; in-house counsel only**

PANELISTS

Maria C. Green

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

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

Eric A. Reeves, Managing Director and General Counsel, Duchossois Capital Management LLC, Elmhurst, Illinois

2:30 p.m. | Program Concludes

PLANNING COMMITTEE

CHAIR

Maria C. Green, Senior Vice President, General Counsel and Secretary, Illinois Tool Works Inc.

VICE CHAIR

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

MEMBERS

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

Ivonne M. Cabrera, Senior Vice President, General Counsel & Secretary, Dover Corporation

Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern University School of Law

Adam Cooper, Chief Legal Officer, Citadel LLC

Victoria L. Donati, General Counsel, Crate & Barrel

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

D. Cameron Findlay*, Senior Vice President, General Counsel and Secretary, Archer Daniels Midland Company

Nicholas L. Giampietro*, Executive Vice President, Chief Legal Officer and Corporate Secretary, Reyes Holdings, LLC

Michael P. Going, Chief Compliance Officer and Corporate Secretary, CNH Industrial America LLC

Deborah A. Golden*, Executive Vice President, General Counsel & Corporate Secretary, GATX Corporation

Gail D. Hasbrouck*, Senior Vice President, General Counsel and Corporate Secretary, 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.

Jim 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 L. Lees, Executive Vice President, General Counsel and Secretary, Allstate Insurance Company

Susan C. Levy, Executive Vice President and General Counsel, Northern Trust Corporation

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

Michael D. Lurie, Senior Vice President, General Counsel—Beer Division, Constellation Brands, Inc.

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

Juliette Pryor, Executive Vice President, General Counsel and Chief Compliance Officer, US Foods, Inc.

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

Eric A. Reeves, Managing Director and General Counsel, Duchossois Capital Management LLC

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

Jan Stern Reed, Senior Vice President, General Counsel and Corporate Secretary, Walgreens Boots Alliance

Robert N. Sacks*, Executive Vice President, General Counsel and Secretary, SP Plus Corporation

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

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

Jon Wasserman, Managing Director and Chief Legal Officer, Equity Group Investments

PLANNING DIRECTOR

Steven E. Lindee, Director, Partnership Initiatives, Northwestern University School of Law

***Indicates Past Institute Chair**

REGISTRATION

Register online at www.law.northwestern.edu/ccli – click “Register Online.”

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 any questions about the registration process or would prefer to register by fax or mail, please contact us at 312-503-8932 or professional-ed@law.northwestern.edu.

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.

INFORMATION

Location

All sessions will take place at the Northwestern Memorial Hospital Conference Center, located on the third floor of Prentice Women’s Hospital, 250 East Superior Street, Chicago (312-926-2000). This location is just a few blocks from the Law School where recent Institutes have been held. Registration will take place in the third floor common area, and the plenary session room is Conference Room L. Parking is available at 222 East Huron Street and 321 East Erie Street.

Tuition

Early bird discounted tuition for in-house counsel is \$900 per person through September 4, and \$1,200 per person for firm attorneys or service providers through September 4. Regular tuition for in-house counsel is \$990 per person. Regular tuition for firm attorneys or service providers is \$1,350 per person. Tuition includes all sessions (with the exception of the final breakout session, which is reserved for in-house counsel only), continental breakfasts, lunches, coffee breaks, a reception, and extensive program materials.

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. You may bring your laptop to the program—power strips and WiFi will be available in the plenary sessions.

Cancellation Policy

Full-tuition refunds will be made for all written cancellations received by September 24. A \$250 administrative fee will be deducted from refunds on written cancellations received after September 24. No refunds will be given for cancellations made after October 1.

Special Hotel Rates

Registrants for the Corporate Counsel Institute are entitled to a special hotel rate at The Westin Michigan Avenue, 909 North Michigan Avenue, Chicago (888-627-8385), which is only a short walk from Prentice Women’s Hospital. Subject to availability, the rate is \$229 (plus tax) for a single or double room booked by September 23. Be sure to identify yourself as a Northwestern Law Corporate Counsel Institute participant.

Continuing Legal Education Credit

The Corporate Counsel Institute is recognized for mandatory continuing legal education credit in most states. Northwestern Law is an accredited CLE provider in the state of Illinois.

Estimated credit hours are 12.25 including 1.0 for ethics for states with a 60-minute credit hour, or 14.7 including 1.2 for ethics for those with a 50-minute credit hour. Questions about MCLE should be directed to the Office of Professional and Continuing Legal Education at 312-503-8932.

Affiliate Program

Affiliates of the Corporate Counsel Institute are law firms and corporations that wish to better understand the issues impacting business today in a shared educational experience with colleagues, clients, and friends. Affiliates receive discounted registrations and marketing benefits.

We are pleased to thank our 2015 Affiliates as of July 24: DLA Piper (US) LLP, Kirkland & Ellis LLP, Mayer Brown LLP, and Neal, Gerber & Eisenberg LLP. For more information including remaining opportunities, please contact Peter Skrabacz at peter.skrabacz@law.northwestern.edu.



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