Highlights

- Mock argument featuring the Delaware Court of Chancery’s Vice Chancellor Sam Glasscock
- A conversation with SEC Division of Corporation Finance Director William Hinman
- Insights on how to champion diversity initiatives
- Technology-assisted interactive sessions

And

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Thursday, April 11, 2019

7–8 a.m. | Optional Roundtable Model Errors: Newly Re-Discovered by Regulators and the Plaintiffs’ Bar as the “Achilles Heel” of ERM Programs Presented by Charles River Associates (Sponsored event, separate registration required)

7:30 a.m.
Registration & Continental Breakfast

8:20–8:30 a.m.
Welcome and Overview
Kimberly A. Yuracko, Dean and Judd and Mary Morris Leighton Professor of Law, Northwestern Pritzker School of Law, Chicago
Timothy J. Melton, Institute Chair, Jones Day, Detroit/Chicago

8:30–9:15 a.m.
State of the Markets and the M&A Environment
Thomas M. Miles, Managing Director, Head of M&A – Americas, Morgan Stanley Investment Banking Division, New York City

9:30–10:45 a.m.
ESG Issues: Implications and Solutions
- What are shareholders really looking for?
- Impact on the purpose and responsibilities of corporations
- In the boardroom: oversight and engagement
- Reporting and engagement: best practices and innovations

SESSION CHAIR
Robert M. Hayward, Kirkland & Ellis LLP, Chicago

PANELISTS
John Cummings, Senior Vice President of Investor Relations, Salesforce, San Francisco
Chris Fowle, Head of Americas, Principles for Responsible Investment, New York City
Sarah Teslik, Partner, Joele Frank, Wilkinson Brimmer Katcher, New York City
Carol J. Ward, Senior Advisor, Corporate Governance Partners, Inc., Chicago

10:45–11 a.m. | Break

11 a.m.–12 p.m.
Activism: Recent Developments and Strategies
- Passive investor activism
- Shareholder engagement
- Strategies to reduce exposure
- Universal proxy

SESSION CHAIR
Andrew J. Noreuil, Mayer Brown LLP, Chicago

PANELISTS
Raj Kanuru, Senior Vice President, General Counsel, and Secretary, Generac Holdings Inc., Waukesha, WI
Scott Petepiece, Shearman & Sterling, New York City
David Rosewater, Global Head of Shareholder Activism and Corporate Defense, Morgan Stanley & Co. LLC, New York City
Liz Zale, Managing Director, Sard Verbinnen & Co., New York City

12–1 p.m. | Lunch

1–2 p.m.
Current Developments from the Director of the SEC Division of Corporation Finance
William H. Hinman, Director, Washington, DC

MODERATORS
Denise R. Cade, SVP, General Counsel and Corporate Secretary, IDEX Corporation, Lake Forest, IL
Christina T. Roupas, Winston & Strawn LLP, Chicago
2–2:15 p.m.  |  Break

2:15–3:15 p.m.  
**Developments in Public Company Disclosure**

- Financial disclosure: accounting and auditing updates, non-GAAP measures, Reg FD
- Executive compensation: pay ratio year 2, 162(m) and discretion, perquisites, director compensation
- Corporate governance: director skills matrices, hedging disclosure, annual meetings

**SESSION CHAIR**
Amy C. Seidel, Faegre Baker Daniels LLP, Minneapolis

**PANELISTS**
Michele M. Anderson, Associate Director for Disclosure Operations, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Laura F. Bednarski, Corporate Secretary, U.S. Bancorp, Minneapolis
Patrick D. Daugherty, Foley & Lardner LLP, Chicago
Jessica A. Garascia, Assistant General Counsel and Assistant Secretary, USG Corporation, Chicago

3:15–3:30 p.m.  |  Break

3:30–4:15 p.m.  
**Preparing for Shareholder and Other Litigation**

- Document retention, note taking and communications outside the boardroom
- Conflict and privilege issues with directors, financial advisors, and law firms
- Discovery and Section 220 issues
- Preparing an executive or director for testimony

**SESSION CHAIR**
James W. Ducayet, Sidley Austin LLP, Chicago

**PANELISTS**
Jennifer L. Kraft, Secretary, Vice President and Deputy General Counsel, United Continental Holdings, Inc., Chicago
Kevin R. Shannon, Potter Anderson & Corroon LLP, Wilmington, DE
Howard S. Suskin, Jenner & Block, Chicago

4:15–4:30 p.m.  |  Break

4:30–5:30 p.m.  
**Diversity: Creating Transformational Change**

The legal profession ranks near the bottom when it comes to the demographic diversity of our workforce, on every measure, including race, gender, ethnicity, and sexual orientation. Law schools graduate large numbers of highly-qualified women and diverse professionals, however, many of them leave our organizations, are not promoted, or depart the profession entirely. This panel will take a deep dive into the ongoing challenges, and provide real-world solutions for what each of us can do to transform the workplace and our profession.

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

**SESSION CHAIR**
Yvette McGee Brown, Jones Day, Columbus, OH

**PANELISTS**
April Miller Boise, Senior Vice President, Chief Legal Officer, Corporate Secretary, Meritor, Inc., Troy, MI
Jose A. Lopez, Perkins Coie LLP, Chicago
Michelle Silverthorn, Founder & Chief Executive Officer, Inclusion Nation, Chicago

5:30–6:30 p.m.  
**Reception Sponsored by Mayer Brown LLP**

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8:15 a.m.  
**Continental Breakfast**

9–10:15 a.m.  
**Mock Argument: Minority Stockholders, Creditors, and Controllers**

**PRESIDING**
The Honorable Sam Glasscock III, Vice Chancellor, Delaware Court of Chancery, Georgetown, DE

**LITIGATORS**
Ryan A. McLeod, Wachtell, Lipton, Rosen & Katz, New York City
Amy Zimmerman, Wilson Sonsini Goodrich & Rosati, Wilmington, DE

**COMMENTATOR**
Susan Wood Waesco, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, DE

10:15–10:30 a.m.  |  Break

10:30–11 a.m.  
**A Conversation with the Honorable Vice Chancellor Glasscock**

**MODERATOR**
D. Mark McMillan, K&L Gates LLP, Chicago

11–11:15 a.m.  |  Break
11:15 a.m.–12:30 p.m.
Developments in Mergers & Acquisitions
• M&A trends for 2019
• Impact of rising global antitrust enforcement on deal-making
• National security review under the new CFIUS regime
• MAC implications stemming from Akorn
• Technical M&A clauses you should understand, including fraud and sandbagging provisions

SESSION CHAIR
Bradley C. Faris, Latham & Watkins LLP, Chicago

PANELISTS
C. Stephen Bigler, Richards, Layton & Finger, PA, Wilmington, DE
Thuy Vo, Chief Counsel, Corporate, Securities and M&A; Assistant Secretary, Archer Daniels Midland Company, Chicago
Richard C. Witzel, Jr., Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates, Chicago

12:30–12:45 p.m.
Boxed Lunch Break

12:45–1:45 p.m.
Enforcement and Compliance: Safeguarding the Corporation
• Trends in enforcement
• Corporate/internal investigating: why, how, and who?
• Resolving an enforcement matter with the DOJ and SEC
• Code of conduct violations, including #MeToo

SESSION CHAIR
Jonathan D. King, DLA Piper, Chicago

PANELISTS
Paul M. G. Helms, McDermott Will & Emery, Chicago
Lawrence Oliver II, Chief Counsel, Investigations, The Boeing Company, Chicago
Ilana Shulman, Senior Vice President and Chief Compliance Officer, Hill ‑ Rom, Chicago
Gil M. Soffer, Katten Muchin Rosenman LLP, Chicago

1:45–2 p.m. | Break

2–3 p.m.
Ethics: One Set of Rules, Different Practice Settings: How Do You Respond?
Using polling technology, the audience will text their responses to a number of ethical scenarios including:
• Deal structure and interim operations
• Compliance, disclosure and privilege
• Use of social media
• Disclosure of mistakes

SESSION CHAIR
Patricia Dondanville, Reed Smith LLP, Chicago

PANELISTS
Stephen W. Beard, Senior Vice President, General Counsel and Corporate Secretary, Adtalem Global Education, Chicago
Randy J. Curato, Vice President, Senior Loss Prevention Counsel, Attorneys’ Liability Assurance Society (ALAS), Chicago
Kristopher Keys, Vice President & Deputy General Counsel, Chief Compliance and Ethics Officer, Exelon Corporation, Chicago
Joseph L. Seiler III, Drinker Biddle & Reath LLP, New York City

3 p.m.
Program Concludes

Location and Rates

The Ray Garrett Jr. Corporate and Securities Law Institute is held in Thorne Auditorium, 375 East Chicago Avenue, on the Chicago campus of Northwestern University.
The attendee rate of $850 is available through March 1, 2019. Standard rates $1,000 (+) afterwards.

Registrants are entitled to a special hotel rate of $225 + tax at the Omni Chicago Hotel located at 676 N. Michigan Avenue.
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