39TH ANNUAL RAY GARRETT JR.
Corporate & Securities Law Institute

April 11–12, 2019
Chicago, Illinois

Northwestern
PRITZKER SCHOOL OF LAW
Professional and Continuing Legal Education

Register at:
www.law.northwestern.edu/garrett
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

- Earn up to 11.75 CLE credit hours
- Engage with over 450 professionals, half of whom are in-house counsel
- See why 96% of attendees recommend the Institute as the top corporate and securities law event in the Midwest

Thursday, April 11, 2019

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
- Sarah Teslik, Partner, Joele Frank, Wilkinson Brimmer Katcher, New York City
- Additional panelists to be announced

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**

**Speaker to be announced**
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**  
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  
Shelley E. Parratt, Deputy Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC

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**  
Elisabeth B. Collins, Deputy General Counsel – Enterprise Risk, Caterpillar Inc., Deerfield, IL  
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**
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

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**

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**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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