40TH ANNUAL RAY GARRETT JR.

Corporate & Securities
Law Institute

April 23–24, 2020
Chicago, Illinois

Northwestern
PRITZKER SCHOOL OF LAW
Professional and Continuing
Legal Education

Register at:
www.law.northwestern.edu/garrett
8:30–9:15 a.m. | The Evolving State of Corporate Responsibility

- With an increasing recognition that businesses have a responsibility to all their stakeholders while markets remain keenly focused on profits, how can corporate leaders balance these arguably competing considerations in an efficient and effective manner?
- What strategies might boards employ that help their companies implement sustainable profitable business strategies that meet EESG standards and yet cohere with their legal duties?
- How can investors push for improved EESG performance at individual companies without lowering the collective return of the market?

SPEAKER
Leo E. Strine Jr., Long time Chancellor and former Chief Justice of Delaware

MODERATOR
Rick Alexander, Founder, The Shareholder Commons, Wilmington, DE

9:15–9:30 a.m. | Break

9:30–10:45 a.m. | Corporate Governance and Investor Relations

- Board composition issues: diversity, legislative and activist initiatives, tenure, and refreshment
- Evolution of the board self-evaluation process
- Navigating the “Alphabet Soup” of ESG disclosure requirements
- Telling the company’s story and emerging stockholder engagement issues
- The evolving role of directors in shareholder engagement
- Unique aspects of engagement with “passive” index funds

SESSION CHAIR
Gregory C. Vogelsperger, Chief Counsel, Securities, Finance & Governance, The Boeing Company, Chicago

PANELISTS
Robert M. Hayward, Kirkland & Ellis LLP, Chicago
Catherine Moyer, Head of North America Stewardship, Northern Trust Asset Management, Chicago
Michael A. Smith, Director SRAM International and Chairman of the Board, Zebra Technologies Corporation, Chicago

10:45–11 a.m. | Break

11–11:45 a.m. | A Conversation with the U.S. Attorney for the Northern District of Illinois John R. Lausch Jr.

MODERATOR
John P. Kelsh, Sidley Austin LLP, Chicago
11:45 a.m.–12 p.m. | Break

12–1 p.m. | Lessons Learned from the Compliance Function

- Navigating the early political dynamics and getting an issue on the board’s agenda (without blowing up your career)
- Managing an investigation (so that it doesn’t blow up the company)
- Which issues you take to the board and which you let management resolve; crafting policies in advance
- Where should the CCO sit in the reporting structure?
- Practical implementation of DOJ guidelines

SESSION CHAIR
Kim B. Nemirow, P.C., Kirkland & Ellis LLP, Chicago

PANELISTS
Keeley Aleman, SVP, General Counsel and Secretary, Waters Corporation, Milford, MA
Matthew D’Ambrosio, SVP, Global Chief Compliance and Ethics Officer, Walgreens Boots Alliance, Deerfield, IL
Terra Reynolds, Latham & Watkins LLP, Chicago
Kristofer Swanson, VP and Practice Leader, Forensic Services, Charles River Associates, Chicago

1–2 p.m. | Lunch
Potocsnak Family Atrium
303 E. Superior St.

2–3 p.m. | Current Developments at the SEC Division of Corporation Finance

SPEAKER
William H. Hinman, Director, Washington, DC

MODERATOR
Keith F. Higgins, Ropes & Gray LLP, Boston

3–3:15 p.m. | Break

3:15–4:15 p.m. | Developments in Public Company Disclosure

- Hot button disclosure issues
- Developments in MD&A
- Risk factor trends and developments
- CAMs and Audit Committee matters

SESSION CHAIR
Christina Trotta Roupas, Winston & Strawn LLP, Chicago

PANELISTS
Charles Lee, Senior Corporate Counsel, Corporate & Securities, Redfin Corporation, Seattle
Timothy J. Melton, Jones Day, Detroit/Chicago
Shelley E. Parratt, Deputy Director, SEC, Washington, DC
Mark D. Wood, Katten Muchin Rosenman LLP, Chicago

4:15–4:30 p.m. | Break

4:30–5:30 p.m. | Collaboration as a Competitive Advantage: Process Improvement and Project Management Success Stories

Session will be submitted for Illinois Professionalism CLE credit, and for similar credit in other states as applicable.

Legal departments and law firms increasingly use process improvement (PI) and project management (PM) tools to work together and deliver significantly better efficiencies, pricing and budget predictability, and client and employee experiences. This panel will present case studies that reveal how operational and process excellence delivered “win-win-win” results for every stakeholder in the legal ecosystem. You will learn what others are doing to achieve success with PI and PM, learn practical and compelling approaches to improving legal and business processes, and get ideas about how you and your organization could employ these approaches to develop competitive advantages and work better, together.

SPEAKERS
Catherine Alman MacDonagh, Founder, Legal Lean Sigma Institute LLC, Boston
Audrey Rubin, President, Rubin Solutions, Chicago

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

Friday, April 24, 2020

8:15 a.m. | Continental Breakfast

9–10 a.m. | Ethics: Lessons Learned from Bad Blood: Secrets and Lies in a Silicon Valley Startup

Join us as we examine the rise and fall of Theranos and the actions of their corporate counsel and Board of Directors. From investigations of employees to statements to the press, this bloody debacle will serve as a cautionary tale for all.

MODERATOR
Wendy J. Muchman, Senior Lecturer, Northwestern Pritzker School of Law, Chicago

PANELISTS
Suzanne S. Bettman, Chief Administrative Officer and General Counsel, LSC Communications, Inc., Chicago
Maria Green, Independent Director and former SVP, General Counsel and Corporate Secretary, Ingersoll Rand, Charlotte/Chicago

Andrew Polovin, General Counsel and Corporate Secretary, Uptake Technologies, Inc., Chicago

Reid J. Schar, Jenner & Block LLP, Chicago

10–10:15 a.m.  |  Break

10:15–11:30 a.m. | Mock Argument - Revisiting Caremark

PRESIDING
Vice Chancellor Paul A. Fioravanti Jr., Delaware Court of Chancery, Wilmington, DE

LITIGATORS
William Savitt, Wachtell, Lipton, Rosen & Katz, New York City
Mary S. Thomas, Prickett, Jones & Elliott, P.A., Wilmington, DE

COMMENTATOR
Elena C. Norman, Young Conaway Stargatt & Taylor, LLP, Wilmington, DE

11:30 a.m.–12 p.m. | A Conversation with the Honorable Vice Chancellor Fioravanti

MODERATOR
D. Cameron Findlay, SVP, General Counsel, and Secretary, ADM, Chicago

12–12:15 p.m. | Boxed Lunch Break

12:15–1:30 p.m. | After Signing: Getting to Closing and Beyond

• National security review and the new CFIUS regulations
• Potential interlopers or objectors
• Clearing key antitrust jurisdictions, antitrust divestitures and hold separates
• When to engage in a compliance review
• Pursuing indemnification and RWI claims

SESSION CHAIR
Jennifer L. Keating, Mayer Brown LLP, Chicago

PANELISTS
Katie Holahan, Associate General Counsel and Assistant Secretary, US Foods, Rosemont, IL
Brandon Smith, SVP, General Counsel and Corporate Secretary, Tenneco Inc., Lake Forest, IL
Richard C. Witzel Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

1:30–1:35 p.m.  |  Transition Break

1:35–2:35 p.m. | What Lawyers Need to Understand about Data

Session will be submitted for Illinois Professionalism CLE credit, and for similar credit in other states as applicable.

DATA AS A SOURCE OF RISK

• Data commercialization and data as an asset
• Data risk: operationally and in Diligence
• The difference between privacy & security
• People and data: a potentially dangerous mix
• The rise of privacy compliance risk

SESSION CHAIR
Daniel L. Farris, K&L Gates LLP, Chicago

PANELISTS
Andrew B. Cripe, Polsinelli PC, Chicago
Joseph Miller, General Counsel, Big Ass Fans, Lexington, KY
Shaila Ruparel, Associate General Counsel, II-VI Inc., San Mateo, CA
Heather Schroder, Director, Senior Legal Counsel, Team Leader - Corporate and M&A, Robert Bosch LLC, Detroit

2:35 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 $950 is available through March 13, 2020. Standard rate of $1,100 afterwards.

Registrants are entitled to a special hotel rate of $209 + tax at the Omni Chicago Hotel located at 676 N. Michigan Avenue.

For more information visit us at: www.law.northwestern.edu/garrett
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