THURSDAY, SEPTEMBER 29

7:45 a.m. | Registration and Continental Breakfast

8:30 a.m. | Welcome and Overview
Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago

Thomas E. O’Neill, Institute Chair, Executive Vice President, General Counsel, Chief Administrative Officer & Corporate Secretary, TreeHouse Foods, Inc., Oak Brook, IL

8:45–9:30 a.m. | Institute Insights: A Focus on the Federal Trade Commission
• Getting the attention of the FTC when your company is the victim of anticompetitive conduct
• Responding to an FTC inquiry investigating competitors, suppliers, or customers
• What to do when your client is the subject of an inquiry
• Defending the strategic deal

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

SPEAKER
Jon Leibowitz, Davis Polk & Wardwell LLP, Washington, DC, former Chairman of the FTC (2009-2013)

9:30–9:40 a.m. | Break

9:40–10:40 a.m. | Who Knew Insurance Could Be Interesting?!
• Understanding available coverage: social engineering fraud, difference in conditions, product recall, cyber liability, and more
• Being wary of certain terms in policies
• Review of recent decisions and their impact
• Incorporating insurance with other risk management tools

MODERATOR
Victoria L. Donati, General Counsel and Corporate Secretary, Crate & Barrel Holdings, Inc., Northbrook, IL

PANELISTS
Angela R. Elbert, Neal, Gerber & Eisenberg LLP, Chicago
Stephan L. Upshaw, Vice President of Risk Management, Equity Residential, Chicago

10:40–10:50 a.m. | Break

10:50 a.m.–12:05 p.m. | The First 48 Hours: A Simulated Data Breach
A panel of legal and forensic experts will discuss the critical first 48 hours following a data breach, working through a mock ransomware scenario to identify ways in which companies can minimize their legal liability and risks through strong incident preparation and response. Topics will include:
• Identifying, vetting, and engaging appropriate data breach vendors
• Knowing when (and when not) to notify third parties of an incident
• Recent trends in attack vectors and available tools

MODERATOR
George R. Dougherty, Shook, Hardy & Bacon L.L.P., Chicago

PANELISTS
Holly A. Brady, Senior Counsel, Altria Client Services LLC, Richmond, VA
Jeffrey Groman, Senior Manager, Global Security Services, Mandiant, a FireEye Company, Chicago
Alfred J. Saikali, Shook, Hardy & Bacon L.L.P., Miami
Robert Villanueva, Executive Vice President, Cyber Threat Intelligence Division, Q6 Cyber, Miami

12:05–1:15 p.m. | Lunch
Sponsored by Houlihan Lokey

1:15–2:15 p.m. | A Practical Approach to Privacy Issues
• Real-world harm from mismanaged privacy: What are the costs to the corporation?
• Building bridges between legal and information security
• Top 10 privacy red flags

MODERATOR
Kristin M. Coleman, Senior Vice President, General Counsel & Secretary, Sears Holdings Corporation, Hoffman Estates, IL

PANELISTS
Cara Dearman, Senior Counsel-Privacy, Sears Holdings Corporation, Hoffman Estates, IL
Michael A. Signorelli, Venable LLP, Washington, DC

2:15–2:30 p.m. | Break

2:30–3:45 p.m. | Labor and Employment Law after Eight Years of the Obama Administration
A panel of former top officials at the Department of Labor and Equal Employment Opportunity Commission will share their insights on key developments.
• Changes in sex discrimination law
• New interpretations of the ADA
• Wage and hour law
• Joint employer and other NLRB issues
• Distinguishing between independent contractors and employees
• What to expect from the next administration

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

PANELISTS
Eric S. Dreiband, Jones Day, Washington, DC
Seth D. Harris, Dentons, Washington, DC, former U.S. Deputy Secretary of Labor
Howard M. Radzely, Vice President & Assistant General Counsel, The Boeing Company, Chicago

3:45–4 p.m. | Break

4–5 p.m. | Conducting Internal Investigations in the Wake of the Yates Memo (Ethics credit)

The Yates Memo, released in September of 2015, instructs all DOJ attorneys to focus on the investigation and prosecution of individuals for corporate misconduct. This session considers the difficult ethical issues in-house counsel confront when conducting a corporate investigation in the post-Yates environment.

• At what point in time do employee-employer interests sufficiently diverge to warrant separate representation?
• What modifications, if any, are required to Upjohn warnings before employee interviews?
• How do corporate counsel protect the company's attorney-client privilege?
• When do corporate counsel provide the DOJ with all relevant facts relating to individuals so as to secure maximum cooperation credit for the company?

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

PANELISTS
Lori E. Lightfoot, Mayer Brown LLP, Chicago
Lawrence Oliver II, Chief Counsel, Investigations, The Boeing Company, Chicago
Scott Renfroe, Chief of Supreme Court Practice, Attorney Registration and Disciplinary Commission of the Supreme Court of Illinois, Chicago

5 p.m. | Reception
Sponsored by Axiom

FRIDAY, SEPTEMBER 30

8:30 a.m. | Continental Breakfast

9–10 a.m. | A Conversation with Keith Higgins – Director, Division of Corporation Finance, SEC

SPEAKER
Keith F. Higgins, Director, Division of Corporation Finance, SEC, Washington, DC

MODERATORS
Robert M. Hayward, Kirkland & Ellis LLP, Chicago
Gregory C. Vogelsperger, Chief Counsel, Securities, Finance & Governance, The Boeing Company, Chicago

10–10:10 a.m. | Break

10:10–11:10 a.m. | Law Department Management—Service on a Shoestring

• Doing more with less: What does it really mean?
• Practical solutions for managing legal fees
• Controlling costs of litigation
• Establishing objective performance metrics—responding to the needs of internal business clients

MODERATOR
Christine M. Castellano, Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Ingredion Incorporated, Westchester, IL

PANELISTS
Eric A. Blanchard, Senior Vice President, General Counsel & Secretary, Essendant, Inc., Deerfield, IL
Jodi Caro, General Counsel and Corporate Secretary, ULTA Beauty, Bolingbrook, IL
Elena Kraus, Senior Vice President and General Counsel, Walgreen Co., Deerfield, IL

11:00–11:25 a.m. | Boxed Lunch Break

11:25 a.m.–12:25 p.m. | Supreme Court Update

• Justice Scalia and his impact on the Court
• The evolution of class action law in the Court
• Changing views towards deference to agencies
• Trends in intellectual property law
• Additional key cases of interest and the upcoming term

MODERATOR
Carrie J. Highman, Executive Vice President and Chief Legal Officer, NiSource Inc., Merrillville, IN

PANELISTS
Kate Comerford Todd, Senior Vice President & Chief Counsel, U.S. Chamber Litigation Center, Washington, DC
Constantine L. Trela Jr., Sidley Austin LLP, Chicago

12:25–12:35 p.m. | Break

12:35–1:35 p.m. | Hot Topics in Mergers & Acquisitions

• Increased use of rep & warranty insurance—benefits, costs, procuring, and negotiating
• Regulatory risks to deal closings: antitrust and CFIUS, buyer's undertakings, and breakup fees for failure
• Regulatory risks in auctions or deal jumps: When is it permissible to accept the lower bid?
• Hostile offers and activists: How to prepare and respond

MODERATOR
Charles W. Mulaney Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

PANELISTS
Gary P. Bliz, Senior Managing Director, Aon Risk Services, New York City
Andrew R. Brownstein, Wachtell, Lipton, Rosen & Katz, New York City
1:35–1:45 p.m. | Break

1:45–2:45 p.m. | Breakout Sessions: Recent Legal Trends in Companies—The General Counsel Viewpoint*

Explorations of the legal matters that keep corporate counsel up at night including best practices from those who have lived through them. *Closed sessions; Corporate counsel only

Public Company Breakout Session

• Tips for shareholder engagement
• Ground rules for approaching ISS or Glass Lewis
• Trends in board composition

MODERATOR

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

PANELISTS

Kathleen M. Cronin, Senior Managing Director, General Counsel and Corporate Secretary, CME Group Inc., Chicago

2:45 p.m. | Program Concludes

PLANNING COMMITTEE

CHAIR

Thomas E. O’Neill, Executive Vice President, General Counsel, Chief Administrative Officer & Corporate Secretary, TreeHouse Foods, Inc.

VICE CHAIR

Carrie J. Hightman, Executive Vice President and Chief Legal Officer, NiSource Inc.

MEMBERS

Walter D. Bay, Vice President, General Counsel & Secretary, Arthur J. Gallagher & Co.

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

Christine M. Castellano, Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Ingredion Incorporated

Julian Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law

Kristin M. Coleman, Senior Vice President, General Counsel & Secretary, Sears Holdings Corporation

Adam Cooper, Chief Legal Officer, Citadel LLC

Patrick Sheller, Senior Vice President, General Counsel & Secretary, Mead Johnson Nutrition Company, Glenview, IL

Additional panelist to be announced

Private Company Breakout Session

• Establishing consistency in approaching tasks
• How to avoid revisiting the same issues again and again
• How to approach raising capital

MODERATOR

Kevin McCarthy, Executive Vice President, General Counsel and Secretary, Nuveen Investments, Inc., Chicago

PANELISTS

Andrew J. Broccolo, Senior Vice President, General Counsel, Topco Associates LLC, Elk Grove Village, IL

David P. Chameli, Vice President, General Counsel at Heritage-Crystal Clean, Inc., Elgin, IL

2:45 p.m. | Program Concludes

*Indicates Past Institute Chair
REGISTRATION

Register online at www.law.northwestern.edu/cci – 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 August 26, and $1,200 per person for firm attorneys or service providers through August 26. 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 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 15. A $250 administrative fee will be deducted from refunds on written cancellations received after September 15. No refunds will be given for cancellations made after September 22.

Special Hotel Rates

Registrants for the Corporate Counsel Institute are entitled to a special hotel rate at the Warwick Allerton-Chicago, 701 North Michigan Avenue, Chicago (877-701-8111), which is only a short walk from Prentice Women’s Hospital. Subject to availability, the rate is $220 (plus tax) for a standard room booked by September 8. Reservations may be made by calling and identifying 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 11.25 including 1.0 for ethics for states with a 60-minute credit hour, or 13.5 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 2016 Affiliates as of August 31: Cleary Gottlieb Steen & Hamilton LLP, Kirkland & Ellis LLP, Latham & Watkins LLP, Mayer Brown LLP, Neal, Gerber & Eisenberg LLP, and Sidley Austin LLP. For more information including remaining opportunities, please contact Peter Skrabacz at peter.skrabacz@law.northwestern.edu.