

41ST ANNUAL RAY GARRETT JR. Corporate & Securities Law

60TH ANNUAL Corporate Counsel Virtual Institute

Virtual Conference Hosted by Northwestern Pritzker School of Law via 6Connex

WEDNESDAY, SEPTEMBER 22, 2021

9–9:15 a.m. CT | Welcome and Overview

Format: Recorded

Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago

Angelique David, Institute Chair, Corporate Counsel Institute; Executive Managing Director, Chief Operating Officer and General Counsel, Ziegler, Chicago

Robert Hayward, Institute Chair, Garrett Institute; Kirkland & Ellis LLP, Chicago

9:15–9:35 a.m. CT | Setting the Stage — The Evolving Role of the Corporation in Society

Format: Recorded

The past year has forced most companies to adapt and change in previously unexpected ways. From where work is performed (who benefits and who does not) to social unrest and calls for action by employees and the public, has the corporation and what it means to do business fundamentally changed or will previous models of a purely financial-driven form of capitalism return? The next few days will explore these topics from various angles and provide opportunities for dialog, discussion, and practical advice on this important topic.

Speaker

Charles Elson, Professor of Finance, Edgar S. Woolard Jr. Chair in Corporate Governance, Alfred Lerner College of Business & Economics, University of Delaware, Wilmington, DE

9:35–9:45 a.m. CT | Break

9:45–10:45 a.m. CT | Corporate Social Conscience

Format: Recorded

Roles, responsibility, and duties of a company, its board, and the general counsel when executives (or board) behavior is contrary to the organization's values.

- Corporate response; crisis management - planning and execution
- Aligning the enterprise
- Fiduciary and board duties
- Company culture — company double talk (public statements vs. action)

Session Chair

Donna Coaxum, Senior Vice President, General Counsel & Corporate Secretary, OSI Group, Aurora, IL

Panelists

Siobhan Gorman, Brunswick Group LLP, Washington DC

Patricia Brown Holmes, Riley Safer Holmes & Cancila LLP, Chicago

Carrie Teffner, Board Member and former Public Company Chief Financial Officer, Paradise Valley, AZ

SEPTEMBER 22-24, 2021
AGENDA as of 8.9.21

VIRTUAL INSTITUTE DAILY SNAPSHOT

WEDNESDAY, SEPTEMBER 22

Welcome and Overview

Setting the Stage — The Evolving Role of the Corporation in Society

Corporate Social Conscience

Mock Proxy Fight: How to Defend Against the Barbarians at the Gate

An Ode to F.O.M.O.
(Fear of Missing Out)

M&A Trends and Developments

Diversity, Equity & Inclusion:
Ongoing Commitments

THURSDAY, SEPTEMBER 23

Coffee and Conversations: Modern Legal Finance: Leveraging Litigation Assets to Benefit the Company's Bottom Line

"Changes in Latitudes, Changes in Attitudes" — The SEC Under Biden

"This is why I write to you each year" — Disclosure and Governance Developments

A Governance Approach for ESG Success

Advising a Company in Stress

Securities Enforcement and Litigation

FRIDAY, SEPTEMBER 24

Antitrust in the New Regulatory Environment

Employment Law Updates

Heartbeat Leadership: Empower Yourself, Engage Your Team, Impact Your Organization

The "New" Normal: Maintaining an Ethical Work Environment

10:45–11 a.m. CT | Break

11 a.m.–12 p.m. CT | Mock Proxy Fight: How to Defend Against the Barbarians at the Gate

Format: Live via Zoom

“Mock” proxy contest, including how to handle an initial contact and private negotiations with an activist, a public fight in the media, a dissident director nomination notice, as well as a full-blown proxy contest, including meetings with ISS, Glass Lewis, and key investors.

Session Chair

Kai H.E. Liekefett, Sidley Austin LLP, New York City

Panelists

David Freedman, Vice Chairman and Global Head of Shareholder Engagement and M&A Capital Markets, J.P. Morgan, New York City

Matthew Revord, Chief People and Legal Officer, Cooper’s Hawk Winery & Restaurants, Downers Grove, IL

Paul Verbinnen, Co-Founder and Co-CEO, Sard Verbinnen & Co., New York City

12–12:30 p.m. CT | Lunch Break

12:30–1:30 p.m. CT | An Ode to F.O.M.O. (Fear of Missing Out)

Format: Live via Zoom

- Update on the state of the capital markets (debt and equity) — challenges ahead?
- A lucid look at SPAC and de-SPAC craziness and developments
- Registered direct offerings, bought deals, and ATMs
- Managing liquidity and volatility in the age of Reddit

Session Chair

Cathy Birkeland, Latham & Watkins LLP, Chicago

Panelists

Christopher Austin, Paul Hastings LLP, New York City

Robert Goedert, Kirkland & Ellis LLP, Chicago

Eric Orsic, McDermott Will & Emery LLP, Chicago

Roxane Reardon, Simpson, Thacher & Bartlett LLP, New York City

Kristen Rossi, Global Head of Consumer Retail Investment Banking & Head of Midwest Investment Banking, Morgan Stanley, Chicago

1:30–1:45 p.m. CT | Break

1:45–2:45 p.m. CT | M&A Trends and Developments

Format: Live via Zoom

- State of the market — where we’ve been and what lies ahead
- Revisiting deal certainty
- Impact of COVID on M&A — changes in case law and practice
- Current state of anti-trust/foreign investment laws and reviews
- Virtual deal-making

Session Chair

Trevor Norwitz, Wachtell, Lipton, Rosen & Katz, New York City

Panelists

Patrick Bellville, Deputy General Counsel – Strategy, Ansys Inc., Canonsburg, PA

C. Stephen Bigler, Richards, Layton & Finger, P.A., Wilmington, DE

Sonia Nijjar, Skadden, Arps, Slate, Meagher & Flom LLP, Palo Alto, CA

Jodi Simala, Mayer Brown LLP, Chicago

2:45–3 p.m. CT | Break

3–4 p.m. CT | Diversity, Equity & Inclusion: Ongoing Commitments

Format: Recorded

- Link between DEI and executive incentive plans
- Diversity metrics to improve business performance
- *Mansfield Rule* adoption
- Developing a framework
- Supplier diversity, including outside counsel retention and staffing expectations

Session Chair

Ritu Vig, Chief Legal Officer and Corporate Secretary, SP Plus Corporation, Chicago

Panelists

Michael Kesner, Pay Governance LLC, Chicago

Chaka Patterson, Alston & Bird LLP, San Francisco and former EVP, General Counsel and Secretary, Adtalem Global Education

Gregory Reid, President, BoomDeYada, LLC, Orland Park, KS and Member of the Board of Directors of SP Plus Corporation

Session will be submitted for Illinois Professional Responsibility Credit (Diversity and Inclusion), and for similar credit in other states as applicable.

THURSDAY, SEPTEMBER 23, 2021

8:45 - 9:45 a.m. CT | Coffee and Conversations: Modern Legal Finance: Leveraging Litigation Assets to Benefit the Company's Bottom Line

Sponsored and Presented By: Burford Capital

Format: Recorded

Companies are on the cusp of a paradigm shift in how they approach legal assets: financial officers understand their value but are not yet fully leveraging tools to unlock them. As CFOs collaborate more closely with legal teams to maximize the value of their legal assets, legal finance will enhance working capital, reduce risk and improve results for the benefit of shareholders. We'll discuss the concrete steps that companies should be taking to unlock the value of legal assets.

Speakers

Kelly Daley, Director, Burford Capital, Chicago

Emily Hostage, Senior Vice President & Head of Special Projects, Burford Capital, Chicago

Steven Nachtwey, Bartlit Beck LLP, Chicago

Alyx Pattison, Vice President, Burford Capital, Chicago

10–11 a.m. CT | “Changes in Latitudes, Changes in Attitudes” — The SEC Under Biden

Format: Live via Zoom

A roundtable discussion among former SEC leaders covering everything from disclosure to enforcement priorities.

- Key priorities for the Divisions of Enforcement and Corporation Finance
- ESG — The SEC's current focus on disclosure, rulemaking, and enforcement
- SPACs and de-SPACs — current state of the market after the SEC's statements
- Principles-based disclosures, materiality, and where the SEC may be headed
- Current enforcement priorities and expectations regarding enforcement activity

Session Chair

Sonia Gupta Barros, Sidley Austin LLP, Washington, DC

Panelists

Stephanie Avakian, former Director of the SEC Division of Enforcement, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC

William Hinman, former Director of the SEC Division of Corporation Finance, Simpson Thacher & Bartlett LLP, Washington, DC

John White, former Director of the SEC Division of Corporation Finance, Cravath, Swaine & Moore LLP, New York City

11–11:15 a.m. CT | Break

11:15 a.m.–12:15 p.m. CT | “This is why I write to you each year” — Disclosure and Governance Developments

Format: Recorded

- Hot-button disclosure issues and trends from 2021
- ESG oversight and disclosure
- Board oversight of risk
- Board and shareholder meetings
- Shareholder proposals

Session Chair

Amy Seidel, Faegre Drinker Biddle & Reath LLP, Minneapolis, MN

Panelists

David Kaufman, Thompson Coburn LLP, Chicago

Karla Robertson, Executive Vice President, General Counsel and Secretary, Pentair, Minneapolis, MN

Wendy Skjerven, Vice President, Corporate Secretary and Group General Counsel, The Travelers Companies, Inc., St. Paul, MN

12:15–12:45 p.m. CT | Lunch Break

12:45–1:45 p.m. CT | A Governance Approach for ESG Success

Format: Recorded

- Setting your ESG strategy
- Structuring and sustaining your ESG program
- Metrics and auditing
- Driving cultural change
- Tying compensation to ESG

Session Chair

Paulette Dodson, Executive Vice President-Legal, General Counsel & Corporate Secretary, Alight, Lincolnshire, IL

Panelists

Christine Castellano, Executive Vice President, General Counsel and Corporate Secretary, The Andersons, Inc., Maumee, OH

Robert Hirth, Co-vice Chair, SASB, Senior Managing Director, Protiviti, San Francisco

Elizabeth Saunders, Clermont Partners LLC, Chicago

1:45–2 p.m. CT | Break

2–3 p.m. CT | Advising a Company in Stress

Format: Recorded

- Lessons learned from effective liability management
- Managing an investigation; lessons learned from the compliance function
- Preparing for short & distort campaigns and other short-term focused activism
- Lessons learned and planning for the next pandemic

Session Chair

Jessica Garascia, Vice President, General Counsel and Corporate Secretary, AAR CORP., Wood Dale, IL

Panelists

Mara Davis, Associate General Counsel, Compliance & Ethics, Zoom Video Communications, Inc., New York City
Noelle Perkins, Senior Vice President, General Counsel, Chief Risk Officer & Secretary, Univar Solutions, Chicago
Leslie Shubert, Sidley Austin LLP, Washington DC
Lizanne Thomas, Jones Day, Atlanta

3–3:15 p.m. CT | Break

3:15–4:15 p.m. CT | Securities Enforcement and Litigation

Format: Live via Zoom

- Enforcement trends under the Biden administration
- Major developments in securities litigation
- Digital currency enforcement actions
- Cybersecurity incidents and disclosures
- New practices based on the *Nine West* decision
- Disgorgement, settlement, and D&O insurance considerations

Session Chair

Pravin Rao, Perkins Coie LLP, Chicago

Panelists

Matthew Getter, Deputy Chief, Securities & Commodities Fraud Section, United States Attorney's Office, Chicago
Shoba Pillay, Jenner & Block LLP, Chicago
Kathryn Pyszka, Associate Regional Director, Division of Enforcement, SEC, Chicago
Jerome Tomas, Baker & McKenzie LLP, Chicago

FRIDAY, SEPTEMBER 24, 2021

10–11 a.m. CT | Antitrust in the New Regulatory Environment

Format: Live via Zoom

- The Biden administration's antitrust authorities' views on enforcement and M&A
- Has "hipster antitrust," with its more expansive inquiries into "bigness" and the effects of transactions on employees, communities, and environment, morphed from academic theory to government policy?
- New proposed legislation in Congress to tighten antitrust enforcement and merger review

Session Chair

D. Cameron Findlay, Senior Vice President, General Counsel & Secretary, ADM Company, Chicago

Panelists

William Baer, former Assistant Attorney General, Antitrust Division, U.S. Department of Justice, Washington, DC
Makan Delrahim, former Assistant Attorney General, Antitrust Division, U.S. Department of Justice, Washington, DC
Debbie Feinstein, Arnold & Porter Kaye Scholer LLP, former Director of the FTC Bureau of Competition, Washington, DC

11–11:15 a.m. | Break

11:15 a.m.–12:15 p.m. | Employment Law Updates

Format: Live via Zoom

- Updates in employer liability and litigation: avoiding the pitfalls related to COVID
- Labor under the Biden administration including NLRB, OSHA and Immigration
- Managing the post-COVID work environment including equalizing opportunities with various work arrangements
- Other hot topics

Panelists

Kim Metrick, Vice President, Employment Law, Legal Operations and Internal Investigations, Walgreen Company, Deerfield, IL

Crystal Nix-Hines, Quinn Emanuel Urquhart & Sullivan, LLP, Los Angeles
Leon Rodriguez, Seyfarth Shaw LLP, Washington DC, former Director, U.S. Citizenship and Immigration Services

12:15–12:45 p.m. CT | Lunch Break

12:45–1:45 p.m. CT | Heartbeat Leadership: Empower Yourself, Engage Your Team, Impact Your Organization

Format: Recorded

Leaders are the life force of every team. Just as the heart pulses our nutrient-rich blood to each organ in the body, leaders push out encouragement, direction, correction, energy, growth, and influence to the team. Now more than ever, how leaders handle each pulse can empower or weaken leadership, engage or disengage teams, and positively or negatively impact an entire organization. You will learn the Six Pulses of Leadership to improve your leadership influence and effectiveness and balance personal and professional life priorities.

Speaker

Dawn Kirk, Executive Business Coach, Speaker, and Author, Rosewell, GA

Session will be submitted for Illinois Professional Responsibility Credit (Mental Health), and for similar credit in other states as applicable.

1:45–2 p.m. CT | Break

2–3 p.m. CT | The “New” Normal: Maintaining an Ethical Work Environment

Format: Recorded

- Email management and practical tips (Model Rule 1.6)
- Unauthorized practice of law (Model Rule 5.5)
- Technology and safeguarding client information (Model Rule 1.6)
- Maintaining competence and supervision (Model Rules 5.1 and 5.3)

Session Chair

David McHugh, Schiff Hardin LLP, Chicago

Panelists

Mark Johnson, Executive Vice President, Chief Legal, Governance Officer, Kimball International, Jasper, IN

Nesheba Kittling, Senior Loss Prevention Counsel, Attorneys’ Liability Assurance Society, Chicago

Melissa Smart, Director of Education, Illinois Attorney Registration and Disciplinary Commission, Chicago

Stephanie Stewart, Robinson, Stewart, Montgomery & Doppke, LLC, Chicago

Session will be submitted for Illinois Professional Responsibility Credit (Legal Ethics), and for similar credit in other states as applicable.

3 p.m. CT | Institute Concludes

THANK YOU TO OUR 2021 AFFILIATES

As of 8.9.21

LEAD AFFILIATES

**Baker
McKenzie.**

Cooley



**faegre
drinker**

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**JONES
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Katten

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LATHAM & WATKINS^{LLP}

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WINSTON
& STRAWN^{LLP}

PROGRAM AFFILIATES

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Chapman and Cutler LLP
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