WEDNESDAY, SEPTEMBER 21

7:30 a.m. | Registration and Continental Breakfast

8:30–8:45 a.m. | Welcome and Overview

Speakers

Hari Osofsky, Dean and Myra and James Bradwell Professor of Law, 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

8:45–9:45 a.m. | Pandemic, War, and Other Black Swan Events:
Managing and Planning for Crises

• How to engage with key stakeholders during a crisis while protecting the organization
• Boardroom oversight and disclosure issues as geopolitical and enterprise-level risks unfold
• What levers organizations should focus on in anticipating and managing a crisis
• Supply chain issues in a global economy, including impact of sanctions

Presenters

Thomas Cole, Sidley Austin LLP, Chicago

Paul Verbinnen, Partner, Co-Chairman of North America, FGS Global, South Florida

Panel Discussion

Tammy Albarrán, Chief Deputy General Counsel, Uber Technologies, Inc., San Francisco

Alan Tse, Global Chief Legal Officer and Corporate Secretary, Jones Lang LaSalle, Chicago

Melvin Williams Jr., Chief Legal Officer, Chicago Trading Company, Chicago

THURSDAY

Keynote Conversation

ESG: Everything You Say Can and Will Be Used Against You

Universal Proxy and Other Activism Trends: Coming Soon to an Annual Meeting Near You

Mock Cyber Exercise: Navigating Critical Issues in a Data Breach and Ransomware Scenario

Mock Argument: Exploring the Board’s Fiduciary Duty in a Cyber Incident

A Conversation with the Honorable Vice Chancellor Fioravanti

Navigating Ethical Issues in the Wake of a Cyber Breach

FRIDAY

The Evolution of Board Governance and Post-Pandemic Trends and Practices

Roundtable on US Capital Markets and Enforcement Trends

ESG is Everywhere – Putting it in Perspective for Your Business
9:45–10 a.m. | Break

10–11 a.m. | Public Company Challenges: A Year in the Life

• Challenges in oversight and disclosure for new and proposed SEC rules
• Executive compensation in uncertain and volatile times, including proposed pay-for-performance rules and clawback standards
• Best practices for counsel to provide guidance to the board and executive leadership

Session Chair
Jennifer Carlson, Mayer Brown LLP, Palo Alto, CA & Salt Lake City

Panelists
Renee Becker, Associate General Counsel, Securities & Assistant Secretary, Opendoor Technologies Inc., Las Vegas
LizAnn Eisen, Deputy Director, Disclosure Program, Division of Corporation Finance, SEC, Washington, DC
Deborah Golden, Executive Vice President, General Counsel and Corporate Secretary, GATX Corporation, Chicago
Christine Long, Faegre Drinker Biddle & Reath LLP, Indianapolis

11–11:15 a.m. | Break

11:15 a.m.–12:15 p.m. | Integrating DEI and Wellness Into Your Organization

• Understanding the connection between inclusion and wellness
• Integrating those efforts to create more effective retention and management strategies
• Identifying ways to pilot integration and scaling it for your organization

Speaker
Dr. Arin N. Reeves, President & Principal, Nextions LLC, Chicago

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

12:15–1:30 p.m. | Lunch Sponsored by Houlihan Lokey

1:30–2:30 p.m. | Talent Management: The Future of Work and Other Employee-Related Issues

• Managing a remote/hybrid workforce
• Surviving the Great Resignation, including talent acquisition and retention strategies
• Responding to the changing role of the employee/employer relationship and how it impacts talent management

Session Chair
Michael Schmidt, Cozen O’Connor, New York City

Panelists
Ismail Alsheik, Senior Vice President and General Counsel, Vantage Data Centers, Denver
Suzanne Skipper, Managing Director and Partner, Boston Consulting Group, New York City
Kristy Waterman, Executive Vice President, Chief Human Resources Officer, General Counsel, and Corporate Secretary, TreeHouse Foods Inc., Oak Brook, IL

2:30–2:45 p.m. | Break
2:45–3:45 p.m. | Hit The Bid: Getting Deals Done in a Competitive Yet Uncertain M&A Market

- M&A trends in 2022 and the state of the M&A marketplace
- Expectations of limited/no due diligence versus a full process
- Regulatory uncertainty and risk allocation, including antitrust
- When worlds collide: PE sellers vs. serial strategic buyers

**Session Chair**
David Clark, Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

**Panelists**
- Alyssa Harvey Dawson, Chief Legal Officer and General Counsel, Gusto, New York City
- Joseph Graves, Head of Corporate Transactions, M&A, CME Group Inc., Chicago
- Erin Kirchner, Cooley LLP, Chicago
- Dotun Obadina, Jones Day, Minneapolis

3:45–4 p.m. | Break

4–5 p.m. | Stress Management for Lawyers: Practicing a Growth Mindset to Overcome Burnout and Build Resilience

- Navigating today's challenging environment
- Understanding what a growth mindset is and its relationship to stress
- Transforming how you view stress and the role it plays in your personal and professional development

**Speaker**
Matthew Dewar, Founder, Matt Dewar LLC, Chicago

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

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**Thursday, September 22**

7:15–8:15 a.m. | Sponsored Breakfast Roundtables (By invitation only)

**Session A: Waging the War on Integrity Risks**
*Presented by Charles River Associates*

**Session B: Communicating with Key Audiences in Response to Social and Political Actions and Events**
*Presented by APCO*

7:30 a.m. | Continental Breakfast

8:30–9:15 a.m. | Keynote Conversation

9:15–9:30 a.m. | Break

9:30–10:30 a.m. | ESG: Everything You Say Can and Will Be Used Against You

- Regulatory developments, trends, and lessons learned
- Managing risks including shareholder proposals, litigation risks, and multi-stakeholder buy-in
- Identifying opportunities with respect to customers, talent retention, investor relations, and sustainable financing
**Session Chair**
Sara Orr, Kirkland & Ellis LLP, Chicago

**Panelists**
Brooke Hopkins, Managing Director, AlixPartners, Dallas
Susan Lester, Global ESG Senior Counsel, Marketing & IP Legal Team, McDonald’s Corporation, Chicago
Marisa Murillo, K&L Gates LLP, Chicago
Michael Rispin, Director and Associate General Counsel, Sprout Social, Inc., Chicago

10:30–10:45 a.m. | Break

**10:45–11:45 a.m. | Universal Proxy and Other Activism Trends: Coming Soon to an Annual Meeting Near You**

- Key developments and lessons learned from the 2022 proxy season
- Virtual shareholder meetings in the 2023 proxy season and beyond
- How the new universal proxy rules will fundamentally change the 2023 proxy season and proxy access will basically be irrelevant
- Preparing for shareholder meetings under the new universal proxy rules

**Session Chair**
Beth Berg, Sidley Austin LLP, Chicago

**Panelists**
Kristin Coleman, Executive Vice President, General Counsel and Chief Compliance Officer, US Foods, Rosemont, IL
Bruce Goldfarb, President and Chief Executive Officer, Okapi Partners, New York City
Elizabeth Gonzalez-Sussman, Head of ESG Activist Investing, Olshan Frome Wolosky LLP, New York City
Greg Taxin, Managing Director, Spotlight Advisors, LLC, New York City

11:45 a.m.–1 p.m. | Lunch Sponsored by Houlihan Lokey

**The next three sessions will leverage the same fact pattern and provide an interactive cyber exercise, mock argument, and ethics discussion.**

**1–2:15 p.m. | Mock Cyber Exercise: Navigating Critical Issues in a Data Breach and Ransomware Scenario**

- Insights and advice on critical issues to consider during a ransomware scenario
- How to handle an initial report, manage the investigation, navigate possible negotiations with threat actors, engage with the board and the C-Suite, and work with law enforcement
- Strategies on crafting communications to stakeholders, including the board, investors, and customers

**Session Chair**
Paulette Dodson, former General Counsel, Alight Solutions, Lincolnshire, IL

**Panelists**
Siobhan Gorman, Partner, Brunswick Group LLC, Washington, DC
Shawn Henry, President and Chief Security Officer, CrowdStrike, Inc., San Jose, CA
Brent Kidwell, Chief Information Security Officer, Jenner & Block LLP, Chicago
Jay Patel, Assistant Special Agent in Charge, FBI, Chicago
David Saunders, McDermott, Will & Emery, Chicago
Andrew Soderna, Senior Commercial Counsel, Privacy Office Lead, Zebra Technologies Corporation, Chicago
2:15–2:30 p.m. | Break

2:30–3:30 p.m. | Mock Argument: Exploring the Board’s Fiduciary Duty in a Cyber Incident

Presiding

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

Litigators

Anitha Reddy, Wachtell, Lipton, Rosen & Katz, New York City
Mike Sirkin, Ross Aronstam & Moritz LLP, Wilmington, DE

Commentator

Elena Norman, Young Conaway, Stargatt & Taylor, LLP, Wilmington, DE

3:30–4 p.m. | A Conversation with the Honorable Vice Chancellor Fioravanti

Moderator

Amy Seidel, Faegre Drinker Biddle & Reath LLP, Minneapolis

4–4:15 p.m. | Break

4:15–5:15 p.m. | Navigating Ethical Issues in the Wake of a Cyber Breach

• Ethical implications in the wake of a cyber attack and escalation of obligations
• When to retain outside counsel and when to retain an independent review team
• Outside notification obligations and how to preserve privilege

Session Chair

Carol Anne Huff, Winston & Strawn LLP, Chicago

Panelists

Uma Amuluru, Chief Compliance Officer, The Boeing Company, Chicago
Alexander Boyd, Polsinelli PC, Kansas City
Wendy Muchman, Professor of Practice, Northwestern Pritzker School of Law, Chicago
Steven Puiszis, General Counsel, Hinshaw & Culbertson LLP, Chicago

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

5:15–6:15 p.m. | Reception Sponsored by Mayer Brown LLP

FRIDAY, SEPTEMBER 23

7:15–8:15 a.m. | Sponsored Breakfast Roundtables (By invitation only)

Session A: M&A Communications: Navigating a Permanent Crisis Environment to Complete Your Transaction and Preserve Value

Presented by Abernathy MacGregor

Session B: Optimizing Corporate Litigation Portfolios Through Affirmative Recovery Programs

Presented by Burford Capital
7:30 a.m. | Continental Breakfast

8:30–9:30 a.m. | The Evolution of Board Governance and Post-Pandemic Trends and Practices

- Confidentiality, privilege, and other issues related to a virtual boardroom
- Best practices in board and Committee composition, agendas, and calendars to enhance and improve oversight and trends in board and Committee evaluation practices
- Practical suggestions for corporate executives and directors speaking out on topics of public interest
- Evolution of board and shareholder meetings over the past two years and lessons learned

**Session Chair**
Jessica Lochmann, Foley & Lardner LLP, Milwaukee

**Panelists**
- Kelly McNamara Corley, Principal and Co-Founder, The Red Bee Group LLC, Chicago
- Nicole Puza, Assistant General Counsel and Corporate Secretary, Caterpillar Inc., Chicago
- Sylvia Stein, Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer, Modine Manufacturing Company, Racine, WI

9:30–9:45 a.m. | Break

9:45–11 a.m. | Roundtable on US Capital Markets and Enforcement Trends

- Recent SEC enforcement initiatives and focus areas, including general counsel perspective on how these impact counseling the board
- Stock buybacks and insider trading under proposed SEC rules
- How the SPAC/de-SPAC market has impacted existing reporting companies
- SEC rules and crypto

**Session Co-Chairs**
- Colleen Batcheler, Executive Vice President, General Counsel and Secretary, The Hertz Corporation, Estero, FL
- John Sikora, Latham & Watkins LLP, Chicago

**Panelists**
- Yankun Guo, Ice Miller LLP, Chicago
- Eryk Spytek, Senior Vice President, General Counsel and Chief Compliance Officer, Lamb Weston Holdings, Inc., Eagle, ID
- Jerome Tomas, Baker & McKenzie LLP, Chicago

11–11:15 a.m. | Break

11:15 a.m.–12:30 p.m. | ESG is Everywhere: Putting it in Perspective for Your Business

- Best practices in ESG programs, including how a company decides where to focus, pitfalls to avoid, and current trends
- Climate 101: why companies need to focus on “E”, what the terminology means, and how to set a climate goal
- Preparing for SEC/other climate disclosures

**Session Chair**
Shannon Toolis, Vice President and Deputy General Counsel, CDW Corporation, Vernon Hills, IL

**Panelists**
- Michael Arnold, Cravath, Swaine & Moore LLP, New York City
- Katherine Canoy, Senior Director, Energy and Climate Practice, 3Degrees Group, Inc., Durham, NC
- Suzette Carty, Global Head of ESG, CDW Corporation, Vernon Hills, IL (formerly Director, Global Sustainability, Brown-Forman)
- Farzad Damania, Katten Muchin Rosenman LLP, New York City

12:30 p.m. | Institute Concludes
THANK YOU TO OUR 2022 AFFILIATES  As of 8.2.2022

DIAMOND AFFILIATES

Cooley  faegre drinker  KIRKLAND & ELLIS LLP  LATHAM & WATKINS LLP

LEAD AFFILIATES

ArentFox Schiff  Baker McKenzie  DLA PIPER  JENNER & BLOCK

K&L GATES  Katten  MAYER BROWN  McDermott Will & Emery

PERKINS coie  POLSINELLI  Proskauer  ROPES & GRAY

SIDLEY  Skadden  Wachtell, Lipton, Rosen & Katz

SUPPORTING AFFILIATES

FOLEY  FOLEY & LARDNER LLP  JONES DAY  Locke Lord  VEDDER PRICE  WINSTON & STRAWN LLP

PROGRAM AFFILIATES

Barack Ferrazzano Kirschbaum & Nagelberg LLP
Chapman and Cutler LLP
Cozen O'Connor
Neal, Gerber & Eisenberg LLP
Quarles & Brady LLP
Thompson Coburn LLP