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 financially-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
Paulette Dodson, General Counsel & Corporate Secretary, Alight Solutions, Lincolnshire, IL
Siobhan Gorman, Brunswick Group LLP, Washington DC
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
Bryan Locke, Managing Director, Sard Verbinnen & Co., Chicago
Alfredo Porretti, Managing Director and Head of Shareholder Engagement and M&A Capital Markets for North America, J.P. Morgan, New York City
Matthew Revord, Chief People and Legal Officer, Cooper’s Hawk Winery & Restaurants, Downers Grove, IL

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
Robert Goedert, Kirkland & Ellis LLP, Chicago
Jonathan Ko, Paul Hastings LLP, Los Angeles
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 Belville, 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.*

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**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 & 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: Sponsored by Houlihan Lokey

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

Session Chair
Pravin Rao, Perkins Coie LLP, Chicago

Panelists
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Shoba Pillay, Jenner & Block LLP, Chicago
Kathryn Pyszka, Associate Regional Director, Division of Enforcement, SEC, Chicago
Jerome Tomas, Baker & McKenzie LLP, Chicago

8:45–9:45 a.m. CT | Coffee and Conversations: D&O Liability: New Risks and Emerging Trends

Sponsored and Presented By: Charles River Associates

Format: Recorded
Better understand new and emerging risks in the D&O space and protect your officers, directors and companies. This session will discuss the interplay between D&O insurance and the resolution of such claims and include creative new theories of liability and damages arising from allegations of:
- Lack of diversity on boards and among employees
- Poorly managed internal investigations
- Inaccurate, incomplete and/or untimely disclosures in areas such as COVID-19, climate, supply chain and cyber
- Financial losses arising from inadequately-diligenced acquisitions, poorly conceived mergers, failed IPO/SPAC activity, and improperly managed investments

Session Moderator
Kristofer Swanson, Vice-President, Forensic Services Practice Leader, Charles River Associates, Chicago

Panelists
Anne-Marie Wieland D'Angelo, EVP, General Counsel and Corporate Secretary, NiSource, Inc., Merrillville, IN
Rob Edmund, General Counsel, Corporate Secretary & SVP of Human Resources, Dave & Busters Entertainment, Inc., Dallas
Carol Gilden, Cohen Milstein Sellers & Toll PLLC, Chicago
Maria Green, Independent Corporate Board Director, Littelfuse, WEC Energy Group, and Tennant Company; former SVP and General Counsel, Ingersoll Rand and ITW, Chicago
Jordan Kraner, Principal, Forensic Services Practice, Charles River Associates, Chicago
Howard Suskin, Jenner & Block LLP, Chicago

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

**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 9.2.21

LEAD AFFILIATES

Baker McKenzie
Cooley
DLA Piper
Faegre Drinker
Jenner & Block
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Kirkland & Ellis LLP
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Mayer Brown
McDermott Will & Emery
Paul Hastings
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Ropes & Gray
Schiff Hardin
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Locke Lord
Winston & Strawn LLP

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Chapman and Cutler LLP
Foley & Lardner LLP
Neal, Gerber & Eisenberg LLP
Thompson Coburn LLP