7:30–8:30 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
Amy Seidel, Institute Chair, Faegre Drinker Biddle & Reath LLP, Minneapolis

The first four sessions will leverage the same fact pattern about an environmental hazard and provide a discussion around ESG issues, present a mock argument, and examine fiduciary duties.

8:45–9:45 a.m. | ESG: Is Sustainability Sustainable? *
- Board oversight
- Best practices in disclosures and the SEC view
- Counter-reaction
- Managing the range of investor views

SESSION CHAIR
Jodi Simala, Mayer Brown LLP, Chicago

PANELISTS
Lisa Boyd, Managing Director, Joele Frank, Wilkinson Brimmer Katcher, New York City
Brooke Clarkson, Foley & Lardner LLP, Washington, DC
Mellissa Campbell Duru, Deputy Director, Legal and Regulatory Policy, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Michael Rispin, Director and Associate General Counsel, Sprout Social, Inc., Chicago

9:45–9:55 a.m. | Break

9:55–10:40 a.m. | Mock Argument: Board Oversight of ESG *

PRESIDING
Vice Chancellor Lori W. Will, Delaware Court of Chancery, Wilmington, DE

COMMENTATOR
Lisa Stark, K&L Gates LLP, Wilmington, DE

LITIGATORS:
Kimberly Evans, Block & Leviton LLP, Wilmington, DE
Shannon German, Wilson Sonsini Goodrich & Rosati, Wilmington, DE

10:40–11:10 a.m. | A Conversation with the Honorable Vice Chancellor Will

MODERATOR
Lisa Stark

11:10–11:25 a.m. | Break

11:25 a.m.–12:25 p.m. | Fiduciary Duties: What’s Old is New Again *
- Analyzing duties of officers
- Officer exculpation
- Board oversight of risk, including Delaware case law

SESSION CHAIR
Cynthia Fernandez Lumermann, Wachtell, Lipton, Rosen & Katz, New York City

PANELISTS
Eric Klinger-Wilensky, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, DE
Wendy Mahling, Senior Vice President, Corporate Secretary & Securities and Corporate Law, Ameriprise Financial, Inc., Minneapolis
Alexander May, Jenner & Block LLP, Chicago

12:25–1:40 p.m. | Lunch (provided)

* Session will be available on demand for 30 days following the live Institute
1:40–2:40 p.m. | **New Rules: A Conversation with the SEC**  
• Recent SEC rulemaking and guidance  
• 10b5-1, insider trading, and stock option grant reporting  
• Share repurchase rules  
• Pay versus performance and other 2022 proxy season developments

**SPEAKERS**  
Mellissa Campbell Duru  
Erik Gerding, Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC  
Cicely LaMothe, Deputy Director, Disclosure Program, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC

**SESSION MODERATORS**  
Emily Epstein, General Counsel, Vivid Seats LLC, New York City  
Robert Hayward, Kirkland & Ellis LLP, Chicago

2:40–2:50 p.m. | **Break**

2:50–3:50 p.m. | **Board Duties in an Evolving ESG Landscape: Reconciling Maximizing Stockholder Value with ESG Values**

**PRESENTATION BY**  
Guhan Subramanian, Joseph Flom Professor of Law and Business at the Harvard Law School and the Douglas Weaver Professor of Business Law at the Harvard Business School, Cambridge, MA

**PANEL DISCUSSION TO FOLLOW.**

**PANELISTS**  
C. Stephen Bigler, Richards, Layton & Finger, P.A., Wilmington, DE  
Lisa Boyd

3:50–4 p.m. | **Break**

4–5 p.m. | **Ethics & Technology: The Evolving Practice of Law and Your Ethical Responsibilities**  
• Model Rules of Professional Conduct and other considerations (privilege, compliance, etc.) and their impact on the use of technology tools  
• How lawyers can best incorporate technology while avoiding ethical traps  
• Supervisory obligations of lawyers in the use of new technologies

**SESSION CHAIR**  
Wendy Muchman, Professor of Practice, Northwestern Pritzker School of Law, Chicago

**PANELISTS**  
Bennett Borden, DLA Piper LLP (US), Washington, DC  
Terri Garland, Vice President & Sr. Loss Prevention Counsel, ALAS, Chicago  
Steven Puiszis, General Counsel, Hinshaw & Culbertson LLP, Chicago  
Kyle Retberg, Neal, Gerber & Eisenberg LLP, Chicago  
*Session will be submitted for Illinois Ethics Credit, and for similar credit in other states as applicable.*

5–6 p.m. | **Reception**  
Sponsored by: FGS Global

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**Friday, October 6, 2023**

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

**Session A:**  
**What, How, When and Why: Successfully Leveraging Independent Investigations to Reduce Risk and Enhance Compliance**  
Sponsored by: Charles River Associates

**Session B:**  
**You’ve Received a Shareholder Proposal. Now What?**  
Sponsored by: H/Advisors Abernathy

7:45 a.m. | **Continental Breakfast**

8:30–9:30 a.m. | **Just a Little Healthy Competition – Regulatory Trends Affecting M&A**  
• Regulatory environment (antitrust and FDI)  
• Front-end risk assessment  
• Deal terms and regulatory risk allocation  
• Restrictive covenants
9:30–9:40 a.m. | **Break**

9:40–10:40 a.m. | **Do Unto Your Company as a Shareholder Activist Would Do?**

• Recent activism case studies
• Universal proxy year one
• Activism defense – advance notice bylaws, etc.
• Enhancements in board composition and disclosure

SESSION CHAIR

Michele Anderson, Latham & Watkins LLP, Washington, DC

PANELISTS

Elizabeth Gonzalez-Sussman, Olshan Frome Wolosky LLP, New York City

Avinash Mehrotra, Co-Head of Mergers & Acquisitions in the Americas and Global Head of Activism, Shareholder Advisory & Takeover Defense, Goldman Sachs, New York City

Sidney Peryar, Executive Vice President, Chief Legal Officer and Secretary, IAA, Inc., Chicago

10:40–10:50 a.m. | **Break**

The final three sessions will use the same fact pattern about a financial reporting crisis to discuss disclosure details and requirements, examine SEC enforcement focus areas and best practices, and analyze the potential clawback of compensation under the new rules.

10:50–11:25 a.m. | **Disclosure Analysis of Hypothetical**

SESSION CHAIR

Amy Seidel

PANELISTS

Steve Barta, Partner, National Office, Deloitte & Touche LLP, San Francisco

Hannah Fregolle, Jones Day, Chicago
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