Thursday, September 26, 2024

7:15 a.m. | Registration and Continental Breakfast

8:15–8:30 a.m. | Welcome and Overview
Hari Osofsky, Dean and Myra and James Bradwell Professor of Law, Northwestern Pritzker School of Law, Chicago
Brian Fahrney, Institute Chair, Sidley Austin LLP, Chicago

8:30–9:30 a.m. | Current Issues and Trends in M&A*
- Developments in HSR reporting, merger clearance, and foreign direct investment
- AI in M&A transactions
- Developments in Delaware Law and the impact on M&A transactions
- Take-private and PE transaction considerations

SESSION CHAIR
Richard Witzel Jr., Skadden, Arps, Slate, Meagher & Flom LLP, Chicago

PANELISTS
Karessa Cain, Wachtell, Lipton, Rosen & Katz, New York City
Erin Kirchner, Cooley LLP, Chicago
Jakub Teply, General Counsel, Corporate Development, GE Aerospace, Cincinnati

9:30–9:45 a.m. | Break

9:45–10:45 a.m. | A Brave New World: Living with ESG and Its Implications*
- Expanding complexity of global regulatory requirements
- Cross-jurisdictional legal considerations, including litigation, enforcement, and activism trends
- Emerging developments with respect to supply and value chain oversight
- Increasing political nature of ESG and mechanisms for navigating these issues

SESSION CHAIR
Sarah Fortt, Latham & Watkins LLP, Washington, DC

PANELISTS
Seth Gastwirth, Deputy General Counsel, Assistant Corporate Secretary, Jones Lang LaSalle IP, Inc., Chicago
Michael Littenberg, Ropes & Gray LLP, New York City
Deborah Rasin, EVP and General Counsel, Amcor plc, Chicago

10:45–11 a.m. | Break

11 a.m.–12 p.m. | 2024 Election Impacts: Regulatory and Judicial*
Panelists to be announced

12–1:15 p.m. | Lunch

1:15–1:45 p.m. | New SEC Rulemaking Developments: Remarks & A Conversation with Director Erik Gerding

SPEAKER
Erik Gerding, Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC (participating remotely)

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

* Session will be recorded and available on demand following the live Institute
1:45–1:50 p.m. | **Transition Break**

1:50–2:50 p.m. | **SEC Disclosure Developments***
- Survey of recent SEC rulemaking and guidance
- Disclosure trends on cybersecurity and climate change
- Best practices for company compliance policies, including insider trading and stock option grant timing
- Financial reporting guidance and comment letter hot topics

**SESSION CHAIR**
Amy Seidel

**PANELISTS**
- **Uzma Ahmad**, Vice President, Deputy General Counsel and Corporate Secretary, La-Z-Boy Inc., Detroit
- **Andrea Reed**, Sidley Austin LLP, Chicago
- **Collin Smyser**, General Counsel and Corporate Secretary, Option Care Health, Chicago

2:50–3:20 p.m. | **Networking Break**

3:20–3:50 p.m. | **SEC Enforcement: Remarks & A Conversation with Director Gurbir Grewal**

**SPOKESPERSON**
Gurbir Grewal, Director, Division of Enforcement, U.S. Securities and Exchange Commission, Washington, DC

**MODERATOR**
Pravin Rao, Perkins Coie LLP, Chicago

3:50–4 p.m. | **Break**

4–5:15 p.m. | **Enforcement Trends***
- Impact of limitations of administrative forum for enforcement proceedings
- Enforcement considerations related to gatekeepers, individual accountability, self-reporting, and cooperation
- Whistleblower program updates
- Enlargement of insider trading liability, increased focus on cryptocurrency space, and expansion of applying internal accounting controls in the cybersecurity arena
- Updates on recent high-impact cases

**SESSION CHAIR**
Pravin Rao

**PANELISTS**
- **Daniel Chaudoin**, Winston & Strawn LLP, New York City
- **Rachel Copenhaver**, Vedder Price, Chicago
- **Tina Diamantopoulos**, Director, Chicago Regional Office, U.S. Securities and Exchange Commission, Chicago
- **Kris Swanson**, Vice President, Practice Leader of Forensic Services, Charles River Associates, Chicago

5:15–6:15 p.m. | **Reception**

*Sponsered by: FGS Global

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Friday, September 27, 2024

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

From ESG to DEI to DJT: Navigating Social and Political Crises in a Fraught Environment

Presented by: H/Advisors Abernathy

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

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* Session will be recorded and available on demand following the live Institute
8:30–9:30 a.m. | Delaware Law Developments

- Recent disclosure developments and implications of recent cases (including disclosure of financial advisor and attorney conflicts) and corresponding response in practice developments
- Moelis developments and day-to-day implications
- Advance notice bylaw developments – *Kellner* clarification
- Facts ascertainable under Delaware law – *Bumble* and beyond

**SESSION CHAIR**
Patricia Vella, Morris Nichols Arsht & Tunnell LLP, Wilmington, DE

**PANELISTS**
Andre Bouchard, Paul, Weiss, Rifkind, Wharton & Garrison LLP, Wilmington, DE
Steven Haas, Hunton Andrews Kurth LLP, New York City
Garrett Moritz, Ross Aronstam & Moritz LLP, Wilmington, DE

9:30–9:45 a.m. | Break

9:45–10:45 a.m. | Rights and Duties of Controlling Shareholders: Recent Developments

- Factors considered in determining whether a shareholder is a controller
- Context matters – how situation and transaction type impact controller analysis
- Fiduciary duties of controllers
- How to deal with controller situations – process and procedural protections
- Which protections have worked, which haven’t, and why

**SESSION CHAIR**
William Kucera, Mayer Brown, Chicago

**PANELISTS**
C. Stephen Bigler, Richards, Layton & Finger, P.A., Wilmington, DE
Jessica Fairchild, Croke Fairchild Duarte & Beres LLC, Chicago
Youmna Salameh, Managing Director, Houlihan Lokey, New York City

11 a.m.–12:15 p.m. | Mock Argument: Controllers & Disclosures: What is Control and Considerations for MFW Review when a Controller is Present

**PRESIDING**
Magistrate in Chancery Bonnie W. David, Georgetown, DE

**LITIGATORS**
Christine Mackintosh, Grant & Eisenhofer P.A., Wilmington, DE
Jacqueline Rogers, Potter Anderson & Corroon LLP, Wilmington, DE

**COMMENTATOR**
Tammy Mercer, Young Conaway Stargatt & Taylor, LLP, Wilmington, DE

A Conversation with Magistrate Bonnie David

**MODERATOR**
Tammy Mercer

12:15 –12:35 p.m. | Boxed Lunch Pickup

12:35–1:50 p.m. | Activism Preparedness: A Tabletop Exercise

This interactive “tabletop” exercise led by panelists, who have advised on and lived through some of the most significant activist situations, will walk through a live simulation and discuss the following:

- Best practices for preparedness and a successful response and defense at various stages
- Tactics, demands, and issues utilized by activist investors
- Fallout considerations including media scrutiny, stock price reactions, executive departures, governmental investigations, and potential business, reputational, and financial risks
- Recent case studies

**SESSION CHAIR**
Shaun Mathew, Kirkland & Ellis LLP, New York City

**PANELISTS**
Pamela Codo-Lotti, Global Chief Operating Officer of Activism Defense and Shareholder Advisory, Goldman Sachs, New York City
Kim Cuccia, Senior Vice President, General Counsel and Corporate Secretary, NiSource Inc., Columbus, OH
Bryan Locke, FGS Global, Chicago

10:45–11 a.m. | Break

* Session will be recorded and available on demand following the live Institute
2–3 p.m. | Ethical Issues Practicing Law in an AI Environment

Generative AI tools designed for the practice of law, including “self-learning” tools, continue to rapidly evolve. This panel will discuss important questions under the Rules of Professional Conduct relating to the use of this emerging technology.

• What level of competence is required regarding use of a GAI tool?
• How do lawyers handle their obligations of confidentiality when inputting client information relating to the representation into a GAI tool?
• When and how should lawyers disclose to clients the use of a GAI tool?
• How will the use of GAI tools impact legal fees?
• How do lawyers satisfy their supervisory obligations?

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

PANELISTS
Jason Krieser, McDermott Will & Emery LLP, Dallas
Christina Lopez, Jenner & Block LLP, Chicago

3 p.m. | Institute Concludes

Contact Us

Contact us at professional-ed@law.northwestern.edu with any questions.

Agenda as of 8/12/24