Monday, January 22, 2024

7–8 a.m. | Registration and Continental Breakfast

8–8:15 a.m. | Welcome and Overview
Juliann Cecchi, Assistant Dean, External Partnerships, Northwestern Pritzker School of Law, Chicago
Hari Osofsky, Dean and Myra and James Bradwell Professor of Law, Northwestern Pritzker School of Law, Chicago (virtual)
Dixie Johnson, Institute Chair, King & Spalding LLP, Washington, DC

8:15–9 a.m. | Alan B. Levenson Keynote Address
Mark Uyeda, Commissioner, U.S. Securities and Exchange Commission, Washington, DC

9–9:15 a.m. | Break

9:15–10:15 a.m. | General Counsels Speak: What 2024 Will Bring
• Successful implementation of major new SEC rules: moving from discussion to reality
• Providing guidance and support to the board: navigating the line between oversight and management, getting the most out of the diverse views of board members, and preparing board members to meet with shareholders
• Uncertainty and regulatory “whiplash” in an election year
• How to address ever increasing investor demands

SESSION CHAIR
Meredith Cross, Wilmer Cutler Pickering Hale and Dorr LLP, New York City

PANELISTS
Celia Eckert, Senior Vice President, General Counsel and Corporate Secretary, Xencor, Inc., San Diego
Scott Morgan, Senior Vice President, Chief Legal Officer, Global Affairs & Secretary, Splunk Inc., San Francisco
Sydney Schaub, Chief Legal Officer, Opendoor Technologies Inc., New York City

10:15–10:30 a.m. | Break

10:30–11:30 a.m. | Tackling Your ESG Disclosures in an Evolving World
• How to address global disclosure standards, including in the US and the EU
• Evolving stakeholder demands and how to respond
• Revisiting disclosure controls and procedures for ESG information
• ESG backlash and considerations to take into account
• How companies are responding to the conflicting noise around ESG

SESSION CHAIR
J.T. Ho, Orrick Herrington & Sutcliffe LLP, San Francisco

PANELISTS
Daniel Crowley, K&L Gates LLP, Washington, DC
Andrew Neuharth, Founder & CEO, NeuValu LLC, St. Paul, MN
Kristen Sullivan, Global Audit & Assurance Sustainability and Climate Services Leader, Deloitte & Touche LLP, Stamford, CT

11:30 a.m.–1 p.m. | Lunch (provided)

1–2 p.m. | Updates from SEC Senior Staff: Division of Corporation Finance
Erik Gerding, Director, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Michael Seaman, Chief Counsel, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
2–2:15 p.m. | **Break**

2:15–3:30 p.m. | **Capital Markets: Developments for Public and Private Offerings**
- Overview of market activity in private and public markets
- Reviewing 2023 IPOs and the outlook for 2024
- Financing alternatives and deal terms in challenging markets

**SESSION CHAIR**
Richard Blake, Wilson Sonsini Goodrich & Rosati, Palo Alto, CA

**PANELISTS**
Ran Ben-Tzur, Fenwick & West LLP, Silicon Valley, CA
CatherineClarkin, Sullivan & Cromwell LLP, New York City
Andy Hill, General Counsel, Andreessen Horowitz, Menlo Park, CA
Nicole Irvin, Managing Director, Goldman Sachs, San Francisco

3:30–3:45 p.m. | **Break**

3:45–4:15 p.m. | **SPOTLIGHT: Getting Your Cybersecurity Disclosure Right**
A 30-minute deep dive into a current topic of interest
- Disclosure controls and procedures to disclose material cybersecurity incidents
- How to evaluate materiality of cybersecurity incidents
- Telling your cybersecurity risk management and governance story

**SPEAKERS**
Era Anagnosti, DLA Piper LLP (US), Washington, DC
Shelly Heyduk, O’Melveny & Myers LLP, Newport Beach, CA

4:30–5:30 p.m. | **Corporate Governance and Proxy Developments**
- Getting ready for the 2024 proxy season
- Key proxy statement disclosure developments and considerations
- Evolving landscape of shareholder proposals
- Proxy advisory firm updates
- Voting trends and developments

**SESSION CHAIR**
Lillian Brown, Wilmer Cutler Pickering Hale and Dorr LLP, Washington, DC

**PANELISTS**
Krystal Berrini, Partner, PJT Partners, San Francisco
Katherine Kelly, Vice President and Corporate Secretary, Meta Platforms, Inc., Menlo Park, CA
Lillian Tsu, Cleary Gottlieb Steen & Hamilton LLP, New York City

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**Tuesday, January 23, 2024**

6:45–7:45 a.m. | **Sponsored Breakfast Roundtable** (By invitation only)

Don’t Just Comply...Communicate: Simple Steps Every Company Can Take to Improve Shareholder Engagement and Their Proxy Process
Presented by: Toppan Merrill

7:15 a.m. | **Continental Breakfast**

8–9 a.m. | **Taking a Fresh Look at Your Company Policies**
- How to implement changes in response to new SEC rules
- Best practices for key company policies
- Revisiting company policy disclosure
- Communicating with employees

**SESSION CHAIR**
David Lynn, Institute Vice Chair, Goodwin Procter LLP, Washington, DC
9–9:15 a.m. | Break

9:15–10:30 a.m. | Recurring Disclosure Challenges
- Clawbacks and restatements
- Explaining issuer share repurchases
- Assessing the renewed emphasis on disclosure controls and procedures
- Evaluating cyber materiality

SESSION CHAIR
Thomas Kim, Gibson, Dunn & Crutcher LLP, Washington, DC

PANELISTS
P.J. Himelfarb, Weil, Gotshal & Manges LLP, Washington, DC
Jay Knight, Barnes & Thornburg LLP, Nashville, TN
Elizabeth Morgan, King & Spalding LLP, New York City

10:30–10:45 a.m. | Break

10:45–11:45 a.m. | Shareholder Engagement and Activism
- Developments with shareholder activist campaigns
- Ongoing impact of the SEC’s universal proxy rules
- Developments in beneficial ownership and short sale disclosure requirements
- Revisiting your shareholder engagement approach: key considerations for the board and management
- Examining hot topics on the shareholder engagement agenda

SESSION CHAIR
Brian Breheny, Skadden, Arps, Slate, Meagher & Flom LLP, Washington, DC

PANELISTS
Anne Chapman, Managing Director, Joelle Frank, Wilkinson Brimmer Katcher, San Francisco
Amy Lissauer, Managing Director, Global Head of Activism and Raid Defense, Bank of America Merrill Lynch, New York City
Elina Tetelbaum, Wachtell, Lipton, Rosen & Katz, New York City
Brian Yamasaki, Vice President, Corporate Legal and Secretary, PayPal, San Jose, CA

11:45 a.m.–12:30 p.m. | Lunch (provided)

12:30–1:15 p.m. | David S. Ruder Luncheon Address – Fireside Chat
Paul Munter, Chief Accountant, Office of the Chief Accountant, U.S. Securities and Exchange Commission, Washington, DC

MODERATOR
John White, Cravath, Swaine & Moore LLP, New York City

1:15–1:30 p.m. | Break

1:30–2:30 p.m. | Accounting and Auditing: What Lawyers Should Focus on in 2024
- SEC staff focus areas and frequent comments
- PCAOB and FASB priorities and recent developments
- PCAOB’s NOCLAR standard
- Areas for focus by audit committees

SESSION CHAIR
Mark Kronforst, Partner, Professional Practice, Ernst & Young LLP, Washington, DC

PANELISTS
Patrick Gilmore, Partner, National Office, Deloitte & Touche LLP, Crofton, MD
Lindsay McCord, Chief Accountant, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC
Michael Scanlon, Gibson, Dunn & Crutcher LLP, Washington, DC

2:30–3:15 p.m. | Houlihan Lokey Ice Cream Social
3:15–4:15 p.m. | **M&A Trends & Developments**
- Examining M&A trends and the current state of the M&A market
- Market trends in asset deals, carve outs, and other divestitures
- Negotiation best practices on closing conditions
- Fraud, non-reliance, and other risk allocation terms

**SESSION CHAIR**
Sharon Flanagan, Sidley Austin LLP, San Francisco

**PANELISTS**
Ting Chen, Cravath, Swaine & Moore LLP, New York City
Bradley Faris, Latham & Watkins LLP, Chicago
Jane Ross, Hogan Lovells US LLP, Silicon Valley, CA

4:15–4:30 p.m. | **Break**

4:30–5:30 p.m. | **Ethical Issues in Securities Laws**
- Ethical obligations:
  - To determine whether a corporate client or prospective client is engaged in fraud and the impact of the ABA’s recent changes to the Model Rules
  - In the context of a whistleblower complaint
  - When rendering a third-party legal opinion in a securities transaction and any duty to correct a prior opinion
  - Requirements of ethics rules and Sarbanes-Oxley to “report up” or “report out”
  - Intersection of the law firm’s general counsel’s office and firm practitioners when addressing relevant ethics requirements

**SESSION CHAIR**
Craig Singer, Williams & Connolly LLP, Washington, DC

**PANELISTS**
Rob Evans, Locke Lord LLP, New York City
Jane Norberg, Arnold & Porter Kaye Scholer LLP, Washington, DC
William Roberts, General Counsel, Faegre Drinker Biddle & Reath LLP, Minneapolis

5:30–6:30 p.m. | **Reception**
Sponsored by: Morrison Foerster and Winston & Strawn LLP
PANELISTS

Koji Fukumura, Cooley LLP, San Diego
Meredith Kotler, Freshfields Bruckhaus Deringer LLP, New York City
Darren Robbins, Robbins Geller Rudman & Dowd LLP, San Diego

11:30–11:45 a.m. | Break for Boxed Lunch

11:45 a.m.–12:45 p.m. | Everything You Always Wanted to Know About Securities Laws but Were Never Given the Chance to Ask…

Panelists answer questions from attendees submitted throughout the three days of the Institute

SESSION CHAIR

Dennis Garris, Alston & Bird LLP, Washington, DC

PANELISTS

Michele Anderson, Latham & Watkins LLP, Washington, DC
David Fredrickson, Covington & Burling LLP, Washington, DC
Lona Nallengara, Shearman & Sterling LLP, New York City

12:45 p.m. | Institute Concludes

Contact Us

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

Agenda as of 1.18.2024
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