

23RD ANNUAL CORPORATE AND SECURITIES LAW SEMINAR



The Milwaukee Chapter of The
Society of Corporate Secretaries &
Governance Professionals

Will present a seminar on

**Key Disclosure Issues, Proxy Trends
and Corporate Governance Update
and
M&A Practice and Corporate Law Update**

The Pfister Hotel - Seventh Floor
424 East Wisconsin Ave., Milwaukee, WI 53202

Friday, October 24, 2014
7:45 a.m. – 1:45 p.m.



DETAILS

+ The Pfister Hotel

Seventh Floor
424 East Wisconsin Ave.
Milwaukee, WI 53202

+ Friday, October 24, 2014

7:45 a.m. – 1:45 p.m.

+ Luncheon Speaker:

Cory L. Nettles
Founder and Managing
Director of Generation
Growth Capital, Inc.

“Corporate Governance—
The Independent Director’s
Perspective”

AGENDA

7:45–8:35 **Registration** — Continental Breakfast

8:35–8:45 **Welcoming Remarks** — David Irish, President of the Milwaukee Chapter of the Society of Corporate Secretaries & Governance Professionals.

8:45–10:15 **KEY DISCLOSURE ISSUES, PROXY TRENDS AND CORPORATE GOVERNANCE UPDATE**

This panel will discuss corporate governance matters, key disclosure and proxy trends and issues that should be considered in connection with meetings of shareholders, preparation of disclosure documents, shareholder and investor relations, maintaining an appropriate governance profile, and compliance with applicable SEC and stock exchange requirements.

- What to expect for 2015 regarding:
 - Predominant subjects of shareholder proposals
 - Significant changes in institutional investor and proxy advisory firm areas of interest and voting policies
 - Proxy disclosure matters on which the SEC is likely to focus
- ISS’s key takeaways regarding proxy voting trends in the 2014 proxy season
- Interacting productively with proxy advisory firms and shareholders; avoiding/responding to negative voting recommendations, responding to changed methodologies and policies in 2015
- Proxy voting responsibilities of investment advisers
- Status of SEC rulemaking under the Dodd-Frank Act and the JOBS Act; what rules are in effect, proposed and pending, or yet to be proposed
- Dealing with cybersecurity, climate change and political contribution disclosure issues
- Year 2 of conflict minerals reporting
- Current topics relating to executive compensation, including:
 - Preparing for disclosure of the ratio of CEO pay to median employee pay
 - Crafting and disclosing appropriate and effective “Clawbacks” of incentive-based compensation from current and former executive officers
 - Improving pay-for-performance disclosure
 - Disclosure regarding hedging and pledging of company stock
- Status of the SEC’s current disclosure reform initiative (the disclosure effectiveness project)
- Say-on-pay litigation; disclosure-based litigation; attempts to enjoin shareholder meetings
- Issues related to compensation committee adviser selection and independence
- Use of social media in investor relations/disclosure
- Action items, practical considerations, best practices and compliance tips
- Questions and answers

Panelists:

Martin P. Dunn, Morrison & Foerster LLP
David M. Lynn, Morrison & Foerster LLP
Patrick S. McGurn, Institutional Shareholder Services (ISS)
Patrick G. Quick, Foley & Lardner LLP

10:15–10:30 **BREAK**

10:30–12:00 **M&A PRACTICE AND CORPORATE LAW UPDATE**

This panel will discuss recent judicial, legislative and other developments affecting fiduciary duties of directors, M&A transactions and other matters, and how to respond to or take account of those developments.

- M&A Trends
- Issues to be considered and pitfalls to avoid in structuring, documenting and disclosing transactions
- Issues presented at the early stages of a transaction, including:
 - Confidentiality agreements
 - Determining the structure of a deal and its approval processes
 - Considering the need for the creation of a special committee
 - The role and independence of the investment banker; vetting potential conflicts
- Advising directors about their fiduciary duties under the circumstances and preparing them for possible litigation
- Judicial and legislative developments in Delaware and Wisconsin corporate law:
 - Standards of review in controlling stockholder transactions
 - Ownership of attorney-client privilege relating to pre-merger negotiations
 - Other recent corporate law developments
- Documenting the board process to withstand scrutiny in light of litigation challenging directors' conduct and corporate disclosures
- Addressing conflicts of interests and related party transactions
- Differences and similarities between public company and non-public company transactions
- Practical considerations and suggestions
- Questions and answers

Panelists:

Gregory P. Williams, Richards, Layton & Finger, P.A.
Elliot G. Farkas, William Blair & Co.
Patricia M. Hutter, Quarles & Brady LLP
Eileen A. Kamerick, The Governance Partners

12:00 **LUNCHEON** — Our luncheon speaker, Cory L. Nettles, Founder and Managing Director of Generation Growth Capital, Inc., will speak about "Corporate Governance - The Independent Director's Perspective". He will discuss practical corporate governance issues that arise in the boardroom and the role of independent directors.

CLE Credit Wisconsin and Illinois CLE credit will be applied for. Last year's seminar of equal length was approved for 3.5 credit hours in Wisconsin and 3.0 credit hours in Illinois.

Fees The registration fee includes lunch at The Pfister Hotel. Attendance may be limited by the physical accommodations, so early registration is recommended. The registration fee is \$125 for members of the Society of Corporate Secretaries & Governance Professionals and \$150 for non-members. For persons who wish to attend only the luncheon, the cost is \$50 per person.

Parking; Lodging Parking is available in the Pfister parking structure; the entrance is on East Mason Street on the north side of the hotel. A block of guest rooms has been reserved at The Pfister Hotel until October 1, 2014, at a rate of \$192 per night (or \$222 for a suite), for persons attending the seminar. Call the Pfister at 414-273-8222 and refer to the seminar to make a reservation.

Planning Committee Members

Ryan P. Morrison, Co-Chair Quarles & Brady LLP	Hoyt R. Stastney, Co-Chair Quarles & Brady LLP
William R. Bergum Badger Meter, Inc.	David C. Irish ManpowerGroup
Bruce C. Davidson Quarles & Brady LLP	Jay O. Rothman Foley & Lardner LLP
Joshua M. Erickson Wisconsin Energy Corporation	William N. Werner Merrill Corporation

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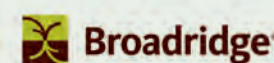
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REGISTRATION

Please register the following for this program:

Name: _____

Title: _____

Organization: _____

Address: _____

City: _____ State: _____ Zip Code: _____

E-Mail Address: _____ Telephone Number: _____

To register additional persons, please submit a completed form for each additional person.

(Please check appropriate boxes below).

- ☐ Seminar, including luncheon - \$125 per person for members of the Society; \$150 per person for non-members
- ☐ Luncheon only - \$50 per person ☐ Vegetarian lunch requested
- ☐ Seminar only (I will not be staying for the luncheon) - \$125 per person for members of the Society; \$150 per person for non-members

Payment enclosed: \$ _____

- ☐ Member of Milwaukee Chapter, SCSGP
- ☐ Would like to join Milwaukee Chapter, SCSGP
- ☐ Member of other Chapter of the Society; please indicate which one: _____

Mail completed registration form(s), together with a check for the registration fee payable to MILWAUKEE CHAPTER, SCSGP, to: Jennifer Janz, Quarles & Brady LLP, 411 East Wisconsin Avenue, Milwaukee, WI 53202-4426, OR you may fax to (414) 203-0190 OR e-mail to jennifer.janz@quarles.com and bring your check to the seminar.

Transferability: A registration may be transferred to another person upon notice.

Cancellation Policy: Full refund if notice of cancellation is received no later than October 13, 2014.

Tax Status: The Society operates as a 501(c)(6) organization, a professional membership group as designated in IRS regulations. The Society's tax identification number is 13-1674285.