

2023 EASTERN REGIONAL FALL CONFERENCE



BACK TOGETHER AGAIN NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

For The New York, Eastern New England,
Fairfield-Westchester and Hartford Chapters

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Agenda



2023 EASTERN REGIONAL
FALL CONFERENCE

Wednesday October 4, 2023

LOCATION

Covington & Burling LLP

The New York Times Building
620 8th Avenue
New York, New York 10018

Time	Event	Speakers
3:00–3:15 PM	Welcome	Holly Youngwood , New York Chapter President; Member of the Advisory Board; Managing Director & Associate General Counsel, JPMorgan Chase & Co. Nicole Napolitano , New York Chapter Vice President & Conference Chair; Member of the Advisory Board; General Counsel, Governance & Public Company and Corporate Secretary of Willis Towers Watson PLC
3:15–4:15 PM	The Ethics of Generative AI A discussion of key principles informing the responsible and ethical development, deployment, and use of generative AI tools.	Dana Remus , Partner, Covington & Burling LLP
4:15–5:15 PM	Keeping Out of Hot Water - Ethics for In-House Counsel A discussion of important considerations in legal ethics that in-house counsel needs to know.	Brian K. Rosenzweig , Partner and Chair of the Securities and Capital Markets Practice Group, Covington & Burling LLP Keir Gumbs , Chief Legal Officer, Broadridge Financial Solutions; Chair of the Board of Directors, Society for Corporate Governance
5:15–5:30 PM	Coffee and Networking Break	
5:30–6:30 PM	Employer DEI Programs: Current Trends and Challenges This program will address current trends in employer DEI programs, including legal challenges and best practices following the Supreme Court's recent decision on race-conscious college admissions. The design of effective and lawful employer DEI programs will be discussed.	Lindsay Burke , Co-Chair of the Employment Practice, Covington & Burling LLP Ramcess Jean-Louis , Global Chief Diversity, Equity, and Inclusion Officer, Pfizer Inc.
6:30–8:00 PM	Reception	

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Agenda



2023 EASTERN REGIONAL
FALL CONFERENCE

Thursday
October 5, 2023
Morning

LOCATION

Goldman Sachs

30 Hudson Street
Jersey City, New Jersey 07302

Time	Event	Speakers
8:00–9:00 AM	Breakfast	
9:00–9:15 AM	Welcome Remarks	<p>Holly Youngwood, New York Chapter President; Member of the Advisory Board; Managing Director & Associate General Counsel, JPMorgan Chase & Co.</p> <p>Beverly O'Toole, Head of Corporation Law, Managing Director and General Counsel of Corporation Governance, Goldman Sachs; Member of the New York Chapter Advisory Board</p> <p>Keir Gumbs, Chief Legal Officer, Broadridge Financial Solutions; Chair of the Board of Directors, Society for Corporate Governance</p> <p>Nicole Napolitano, New York Chapter Vice President & Conference Chair; Member of the Advisory Board; General Counsel, Governance & Public Company and Corporate Secretary of Willis Towers Watson PLC</p>
9:15–10:15 AM	<p>2024 Proxy Season Forecast – A detail of the Storms on the Horizon Based on 2023 Weather Patterns</p> <p>Shareholder proposals and engagement, SEC no-action letters, proxy disclosures, and more. Join us for an overview of key opportunities and challenges anticipated for the 2024 proxy season, informed by regulatory developments, and trends and notable outcomes of the 2023 season.</p>	<p>Marc Treviño, Co-head of the Corporate Governance Practice and Managing Partner of the Executive Compensation Group, Sullivan & Cromwell LLP</p> <p>Irene Han, Executive Director & Assistant General Counsel, JPMorgan Chase & Co.</p> <p>John Roe, Managing Director and Head of Investment Stewardship (Americas), BlackRock</p>
10:15–11:15 AM	<p>Shareholder Activism Update – Tales from the Trenches</p> <p>This panel will provide an update on the shareholder activism landscape. Among other things, the panelists will discuss various changes in activist tactics as well as the impact of the universal proxy rules on the 2023 proxy season. This multidisciplinary panel comprises a leading activism banker, defense counsel, proxy solicitor and public relations expert.</p>	<p>Kai Haakon E. Liekefett, Partner and Co-Chair, Shareholder Activism & Corporate Defense Practice, Sidley Austin LLP</p> <p>Michael A. Verrechia, Managing Director, M&A and Activism Advisory Group, Morrow Sodali</p> <p>Nick Lamplough, Founding Partner, Collected Strategies</p> <p>Pamela Codo-Lotti, Global Chief Operating Officer of Activism and Shareholder Advisory and Head of Cross Markets Activism and Shareholder Advisory, Goldman Sachs</p>
11:15–11:30 AM	Coffee and Networking Break	

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Agenda



2023 EASTERN REGIONAL
FALL CONFERENCE

Thursday
October 5, 2023
Midday

LOCATION

Goldman Sachs

30 Hudson Street
Jersey City, New Jersey 07302

Time	Event	Speakers
11:30–12:30 PM	Executive Compensation Disclosure & Practice Trends Executive compensation disclosure rules and practices remain a focus of the SEC and the exchanges. The panelists will recap the first year of pay-for-performance disclosures and share lessons learned from that process. The group will also advise on how to prepare for the new compensation recovery (clawback) listing requirements. Finally, the group will share insights gleaned from recent SEC enforcement matters involving compensation disclosures and practices.	Brian V. Breheny , Partner and Co-Head of the SEC Reporting and Compliance practice, Skadden, Arps, Slate, Meagher & Flom LLP Erica F. Schohn , Partner and Head of Executive Compensation and Benefits Practice, Skadden, Arps, Slate, Meagher & Flom LLP Natalie Smyth , Principal, ClearBridge Compensation Group Erika Moore , Vice President, Deputy General Counsel and Corporate Secretary, Nasdaq, Inc.
12:30–2:00 PM	Lunch & Fireside Chat Cyber Risk Governance and Resilience – A New Reality	Christopher Hetner , Senior Advisor, Stuart Levine & Associates Joey Lipton , Managing Director & Associate General Counsel, JPMorgan Chase & Co.
2:00–3:00 PM	Generative AI is Here – Should You Open the Door? This panel will discuss recent developments in AI, including Generative AI and relevant legal and governance-related issues, including: <ul style="list-style-type: none">• What makes Generative AI different and how does it work?• What intersectional legal issues are implicated with use of Generative AI (e.g., civil rights, intellectual property, privacy etc.)• How should boards and lawyers advising boards think about it?	Kate Kelly , Vice President, Deputy General Counsel and Corporate Secretary, Meta Platforms, Inc. Roy L. Austin, Jr. , Vice President & Deputy General Counsel, Civil Rights, Meta Platforms, Inc. Steve Satterfield , Vice President & Associate General Counsel, AI and Privacy, Meta Platforms, Inc. Avi Gesser , Partner and Co-Chair of the Data Strategy & Security Group at Debevoise & Plimpton LLP
3:00–3:30 PM	Coffee and Networking Break	

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Agenda



2023 EASTERN REGIONAL
FALL CONFERENCE

Thursday
October 5, 2023

LOCATION

Goldman Sachs

30 Hudson Street
Jersey City, New Jersey 07302

Time	Event	Speakers
3:30–4:30 PM	Developments in U.S. & EU ESG Disclosure Rulemaking & What U.S. Companies Need to Know An update on current developments in both U.S. and EU law impacting U.S. companies	Annemargaret Connolly , Head of the Environmental Practice, Leader of Climate Change Practice Group and Member of the Hydraulic Fracturing Task Force, Weil, Gotshal & Manges LLP P.J. Himelfarb , Partner, Public Company Advisory Group, Weil, Gotshal & Manges LLP Maura Hodge , ESG Audit Leader, Partner, KPMG U.S. Jared Robbins , Partner, ERM - Environmental Resources Management
4:30–5:30 PM	ESG Commitments in Practice: Guardrails for Managing Risks Around Development, Implementation, Disclosure & Withdrawal A practical discussion on disclosure controls and procedures that can be implemented in the ESG space, greenwashing and withdrawal of previous commitments	Lyuba Goltser , Co-Head of Public Company Advisory Group and Founding Member of the Sustainability and ESG Advisory Group, Weil, Gotshal & Manges LLP Robert Stern , Partner, Litigation Practice, Weil, Gotshal & Manges LLP Mark Cave , Associate Director, Division of Enforcement, U.S. Securities & Exchange Commission Mark Richardson , Partner, Labaton Sucharow
5:30–7:30 PM	Reception	

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Agenda



2023 EASTERN REGIONAL
FALL CONFERENCE

Friday
October 6, 2023

LOCATION

Goldman Sachs

30 Hudson Street
Jersey City, New Jersey 07302

Time	Event	Speakers
8:00–9:00 AM	Breakfast	Holly Youngwood , New York Chapter President; Member of the Advisory Board; Managing Director & Associate General Counsel, JPMorgan Chase & Co. Nicole Napolitano , New York Chapter Vice President & Conference Chair; Member of the Advisory Board; General Counsel, Governance & Public Company and Corporate Secretary of Willis Towers Watson PLC
9:00–10:00 AM	Slowly at First, Then Suddenly: General Counsels and the Challenges of Dealing with Corporate Transformations General Counsels are at the forefront of managing corporate transformations. Join us for a fireside chat to discuss the important leadership role of the General Counsel in navigating legal, governance and business challenges during corporate transformations. The discussion will provide practical insight on how to advise the Board of Directors and management as they address transformations ranging from responding to pivots in corporate strategies, such as reinventing an analog business in a digital world or being part of a significant merger or acquisition.	Alan Klein , Partner, Simpson Thacher & Bartlett LLP Matthew Furman , General Counsel, Willis Towers Watson PLC Lauren Ezrol Klein , Executive Vice President, General Counsel and Corporate Secretary of Lincoln Center for the Performing Arts
10:00–11:00 AM	Recent SEC Rulemaking Developments The SEC continues to have an active rulemaking agenda, with significant new rules being implemented and adopted in 2023. In addition, several significant SEC rulemaking proposals remain pending. This panel will review the latest SEC rulemaking developments and how public companies are responding.	Beth Ising , Partner and Co-Chair, Securities Regulation and Corporate Governance and ESG practices, Gibson, Dunn & Crutcher LLP Jamie Greenberg , Senior Legal Director, Vice President and Senior Counsel, Goldman Sachs C. Edward (Ted) Allen , Vice President, Policy & Advocacy, Society for Corporate Governance
11:00–11:15 AM	Coffee and Networking Break	
11:15–12:15 PM	The Modern Supreme Court A discussion about recent SCOTUS decisions, particularly those relating to civil liberties, and how these decisions may impact certain governance considerations at companies, including related to human capital management, board diversity, and other social commitments.	Neal Kumar Katyal , Partner, Hogan Lovells Jo-Ann Sagar , Counsel, Hogan Lovells Katherine Wellington , Partner, Hogan Lovells
12:15–2:00 PM	Lunch and Informal Chapter Discussion	
End of Conference, thank you for attending!		

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



C. Edward (Ted) Allen

Vice President, Policy and
Advocacy, Society for Corporate
Governance

Ted Allen joined the Society for Corporate Governance in May 2021, where he leads the Society's policy and advocacy efforts. From 2012 to May 2021, he worked at the National Investor Relations Institute (NIRI), where he managed NIRI's advocacy initiatives, publications, and communications. Allen oversaw the creation of NIRI's Investor Relations Body of Knowledge book and policy statements on corporate disclosure, ESG, and earnings guidance. From 2004 to 2012, Allen served as Governance Counsel and Director of Publications at Institutional Shareholder Services (ISS). Before ISS, he practiced law as an associate with Proskauer Rose and Semmes, Bowen & Semmes. He also worked as a journalist for Bloomberg News, The Deal.com, and newspapers in Florida and North Carolina. Allen earned his law degree (with honors) from Georgetown University in 1995 and majored in public policy at Duke University, where he graduated in 1988. He is admitted to practice law in the state of Maryland.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Roy L. Austin, Jr.

Vice President & Deputy General,
Civil Rights, Meta Platforms, Inc.

Roy L. Austin, Jr. is Meta's first-ever Vice President of Civil Rights and Deputy General Counsel. In this industry-leading position, Mr. Austin has built a team of civil rights experts in hate crimes and hate speech, voting and civic engagement, technology, product and policy that works across Meta to ensure consideration of civil rights principles and legal, regulatory and reputational risks from the start of the product and policy making processes.

Prior to his current role, Mr. Austin was a member of the U.S. Department of Justice Agency Review Team for the Biden-Harris Transition Team.

Additionally, Mr. Austin was a partner at the law firm Harris, Wiltshire & Grannis LLP, where he specialized in criminal defense and civil rights law. At HWG, he represented the family of a young man who was shot and killed by U.S. Park Police; elected local prosecutors who were being attacked for attempting to bring more fairness to the criminal justice system; a woman who was arrested while protesting at the 2016 presidential inauguration; and a food delivery company in a lawsuit brought by the D.C. Attorney General.

Mr. Austin began his career as an Honors Trial Attorney with the Criminal Section of the Civil Rights Division investigating and prosecuting hate crime and police brutality cases around the country. In 2000, he joined Kecker & Van Nest LLP in San Francisco, as an associate working on complex civil and white-collar criminal cases, including a successful pro-bono civil lawsuit aimed at preventing racial profiling by the California Highway Patrol. In 2002, he joined the U.S. Attorney's Office for the District of Columbia where he prosecuted domestic violence, adult and child sexual assault, human trafficking, homicide and fraud and public corruption cases. He left in 2007 to become a partner at McDermott, Will & Emery working primarily on white collar criminal cases. In 2009, Mr. Austin returned to the D.C. U.S. Attorney's Office as a Senior Assistant United States Attorney and Coordinator of the D.C. Human Trafficking Task Force.

In January 2010, Mr. Austin was appointed Deputy Assistant Attorney General (DAAG), Civil Rights Division, U.S. Department of Justice. As a DAAG, Mr. Austin supervised the Criminal Section, and the Special Litigation Section's law enforcement (police departments, corrections and juvenile justice) portfolio. In addition, he supervised work under the Religious Land Use and Institutionalized Person Act (RLUIPA) and Freedom of Access to Clinic Entrances (FACE) Act. Among numerous other matters, Mr. Austin worked on cases involving the New Orleans (LA) Police Department, Missoula (MT) law enforcement and the Maricopa County (AZ) Sheriff's Office.

In March 2014, Mr. Austin joined the White House Domestic Policy Council as Deputy Assistant to the President for the Office of Urban Affairs, Justice and Opportunity. In this position, Mr. Austin co-authored a report on Big Data and Civil Rights, worked with the President's Task Force on 21st Century Policing, helped develop the Police Data Initiative, worked on the expansion of reentry assistance and was a member of President Obama's My Brother's Keeper Task Force. Mr. Austin's team also played a significant leadership role in policymaking on labor, housing, and human services issues.

Over his career, Mr. Austin has tried thirty jury trials. He served as an adjunct trial advocacy professor at George Washington University Law School from 2007 - 2013. Mr. Austin received his B.A. from Yale University and his J.D. from The University of Chicago.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Brian V. Breheny

Partner and Co-Head of the SEC Reporting and Compliance practice, Skadden, Arps, Slate, Meagher & Flom LLP

Brian V. Breheny is a partner and co-heads the SEC Reporting and Compliance practice for Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates in Washington, DC. He concentrates his practice in the areas of mergers and acquisitions, corporate governance, and general corporate and securities matters and advises numerous clients on a full range of SEC reporting, compliance and corporate governance matters, including advising clients on compliance with the provisions of the Dodd-Frank Act, the SEC's tender offer rules and regulations, and the federal proxy rules.

Mr. Breheny is a member of Skadden's Policy Committee, which is the firm's highest governing body, and also serves as co-chair of Skadden's global Diversity Committee.

Prior to joining Skadden in 2010, Mr. Breheny held a number of leadership positions in the Division of Corporation Finance at the U.S. Securities and Exchange Commission. He began as Chief of the SEC's Office of Mergers and Acquisitions in July 2003, and in November 2007 he became Deputy Director, Legal and Regulatory Policy.

In his position as Chief of the Office of Mergers and Acquisitions, Mr. Breheny oversaw the legal and technical aspects of the administration of the Securities Act of 1933 as it related to tender offers and mergers; the proxy, beneficial ownership reporting, tender offer and going-private provisions of the Securities Exchange Act of 1934; and the rules, regulations, forms and procedures promulgated to implement these statutory provisions. As Deputy Director, he was a member of the senior staff of the commission with responsibility for the division's legal and regulatory policy support offices (chief counsel, chief accountant, mergers and acquisitions, international corporate finance, rulemaking, small business policy and enforcement liaison).

Before joining the SEC, Mr. Breheny worked at another international law firm in its New York and London offices. During his previous seven years in private practice, he advised clients engaged in a broad range of merger and acquisition transactions, securities issuances, private equity investments, banking and public financings, fund formations and corporate reorganizations. Mr. Breheny began his career as a Certified Public Accountant with KPMG LLP.

Mr. Breheny has served as a member of the board of directors of the Society for Corporate Governance, currently serves as chair of the Society's diversity taskforce and has repeatedly been recognized by the National Association of Corporate Directors as part of its Directorship 100, a list of the most influential people in and around the boardroom. He has lectured extensively on topics such as mergers and acquisitions, corporate governance and the federal proxy rules, and shareholder voting. Mr. Breheny also has served as an adjunct securities law faculty member at the Georgetown University Law Center and Howard University School of Law. In addition, he is the co-author of Beneficial Ownership Reporting: Schedules 13D and 13G, a treatise published by Bloomberg BNA.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Lindsay Burke

Co-Chair of the Employment Practice, Covington & Burling LLP

Lindsay Burke co-chairs the firm's Employment Practice Group and regularly advises U.S., international, and multinational employers on employee management and culture issues and international HR compliance. She is a key member of the firm's Institutional Culture and Social Responsibility practice, working together with white collar colleagues to conduct culture assessments, internal investigations of executive misconduct, and civil rights and racial equity audits and assessments. Lindsay has been at the forefront of the changing workplace issues impacting employers in the U.S. in the last decade, including #MeToo, COVID-19, and the renewed focus on diversity, equity, and inclusion. She frequently advises employers in relation to their processes and procedures for investigating complaints of discrimination, harassment, and retaliation and trains executive teams and board members on culture risk. Lindsay also guides employers through the process of hiring and terminating employees and managing their performance, including the drafting and review of employment agreements, restrictive covenant agreements, separation agreements, performance plans, and key employee policies and handbooks. She provides practical advice against the backdrop of the web of state and federal employment laws, such as Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act, the Equal Pay Act, the Family and Medical Leave Act, the Fair Labor Standards Act, and the False Claims Act, with the objective of minimizing the risk of employee litigation. When litigation looms, Lindsay relies on her experience as an employment litigator to offer employers strategic advice and assistance in responding to demand letters and agency charges. Lindsay works frequently with the firm's privacy, employee benefits and executive compensation, corporate, government contracts, and cybersecurity practice groups to ensure that all potential employment issues are addressed in matters handled by these groups. She also regularly provides U.S. employment law training, support, and assistance to start-ups, non-profits, and foreign parent companies opening affiliates in the U.S. Lindsay received her J.D. from University of Virginia School of Law, where she was Executive Editor of the Virginia Law Review and elected to Order of the Coif. She received her M.A. from Yale University and B.A., magna cum laude, from Kenyon College, where she was elected to Phi Beta Kappa.

Mark Cave

Associate Director, Division of Enforcement, U.S. Securities & Exchange Commission

Mark Cave is an Associate Director in the U.S. Securities and Exchange Commission's Division of Enforcement. He joined the SEC in 2010 and has served in a variety of roles, including as an Assistant Director and as Senior Counsel to the Director of Enforcement. Mark has led and supervised significant enforcement actions involving, among other things, public company accounting and disclosure, market manipulation, insider trading, and investment adviser and broker dealer misconduct. Prior to joining the SEC, Mark worked as a litigator at Paul Weiss LLP. He received his J.D. from New York University School of Law and a B.A. from Duke University.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Pamela Codo-Lotti

Global Chief Operating Officer
of Activism and Shareholder
Advisory and Head of Cross
Markets Activism and
Shareholder Advisory,
Goldman Sachs

Pam is global chief operating officer of Activism and Shareholder Advisory and head of Cross Markets Activism and Shareholder Advisory. She serves as co-chair of the Investment Banking Division Council for Advancement of Racial Equity.

Previously, Pam led the firm's activism and shareholder advisory practice for consumer, retail and healthcare clients globally. Earlier in her career, she was a member of the Natural Resources Leveraged Finance desk and a member of the Global Natural Resources Group in New York. Pam joined Goldman Sachs as an associate in 2006 and was named managing director in 2017.

Prior to joining the firm, Pam was an auditor at Ernst & Young in Paris.

Pam serves on the National Governing Board of Jeremiah Program.

Pam graduated from ESSEC Business School in France in 2002 and earned an MBA from Wharton Business School at the University of Pennsylvania.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Annemargaret Connolley

Head of the Environmental Practice, Leader of Climate Change Practice Group and Member of the Hydraulic Fracturing Task Force, Weil, Gotshal & Manges LLP

Annemargaret Connolly heads the Firm's Environmental practice, is a leader of Weil's Climate Change Practice Group, and a member of the Firm's hydraulic fracturing task force. Annemargaret is a well-respected transactional environmental lawyer, advising clients on a wide range of global environmental compliance and liability issues, most notably in the context of mergers & acquisitions, real estate transfers, financing transactions and infrastructure projects.

Annemargaret also works closely with the Firm's European and Asian offices on cross border transactions, assisting in identifying and allocating environmental risks as well as educating foreign clients on potential issues raised by global environmental movements. In doing so, she undertakes and oversees due diligence assessments, retains and works with consultants, engineers and other environmental professionals to quantify potential liabilities, and drafts and negotiates contract language to effectively allocate the risk of environmental liabilities between the parties. Annemargaret's transactional work requires not only an understanding of the current laws and requirements, but attention to pending and future legislative and regulatory developments that may have significant business implications. Annemargaret also advises on disclosure issues in the preparation of financial statement and public securities filings and negotiates transaction specific environmental insurance transactions.

Besides transactional experience, Annemargaret counsels clients on a variety of environmental and health and safety topics, including climate change, renewable energy projects and concerns, compliance with hazardous waste and hazardous material, wastewater and air emission requirements, occupational safety issues, asbestos, mold and other building concerns, as well as shareholder, successor and lender liability.

Annemargaret is ranked Band 1 for Environment: Mainly Transactional in D.C. by Chambers USA, where clients note that she is "an icon in the field" and "the best environmental attorney in the country for protecting a company while keeping commercial priorities in mind." She is listed in the "Hall of Fame" for Environment: Transactional by Legal 500 US. Annemargaret is recognized as an expert in Environment by Expert Guides' "Women in Business Law." She was named "Best in Environment" by Euromoney Legal Media Group's Americas Women in Business Law Awards in 2017 and was shortlisted for the same award for 2020. Annemargaret was shortlisted as "Environment Lawyer of the Year" for Euromoney Legal Media Group's Americas Women in Business Law Awards for 2022. In 2016, she was recognized as an Energy & Environmental "Trailblazer" by The National Law Journal and highlighted for pioneering a practice focused on identifying and allocating environmental risks in transactions, as well as for her roles in numerous landmark deals stretching back more than 25 years. Annemargaret was also named a 2016 Environmental "MVP" by Law360. She is consistently recognized as a "Best Lawyer" for Environmental Law in Washington, D.C. by Best Lawyers in America and as a leading environmental attorney for corporate transactions by Super Lawyers. Annemargaret has published numerous articles, and has been interviewed by several industry publications and legal journals, on such diverse topics as climate change, nanotechnology, lender and successor liability, due diligence and the need for environmental audits in international business transactions.

Annemargaret is active in the DC Community serving as Chair of the Board of Directors of DC Appleseed Foundation, and is a member of the George Washington University Athletes Board of Advisors.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Matthew Furman

General Counsel, Willis Towers
Watson PLC

Matt Furman is the General Counsel of WTW, an S&P 500 company that delivers insight-led solutions in the areas of people, risk and capital. Matt oversees WTW's legal, compliance, risk, corporate secretariat and government relations functions worldwide. Previously, Matt served as group general counsel at Willis until its merger with Towers Watson in 2016. From 2007 to 2015, Matt was senior vice president, Group General Counsel – Corporate and Governance, and corporate secretary for Travelers. From 2000 to 2007, Matt was vice president and associate general counsel at Goldman, Sachs & Co. in the finance and corporate legal group. Prior to that, he was in private practice at Simpson Thacher & Bartlett in New York.

Matt holds a bachelor's degree from Brown University and a law degree from Harvard Law School, both magna cum laude. Matt currently is a trustee of the Jewish Theological Seminary and chair of its Finance Committee, as a well as a director of the Legal Aid Society. Until recently, Matt was a member of the Securities and Exchange Commission's Investor Advisory Committee, where he served as a member of its Executive Committee and chair of the Market Structure Subcommittee. He previously served on the board of the Alzheimer's Association. He has also been an Adjunct Professor at Cardozo Law School, where he taught International Finance, and a member of The New York Stock Exchange's Commission on Corporate Governance.



Avi Gesser

Partner and Co-Chair of the Data
Strategy & Security Group at
Debevoise & Plimpton LLP

Avi Gesser is a Partner and Co-Chair of Debevoise & Plimpton LLP's Data Strategy & Security Group. His practice focuses on advising major companies on a wide range of cybersecurity, privacy and artificial intelligence matters. He has represented global financial services firms, private equity firms, insurance companies, hedge funds and media organizations in large-scale ransomware attacks, cyber breaches by nation-states, and regulatory investigations relating to the use of artificial intelligence. Mr. Gesser regularly advises boards and senior executives on governance, risk, and liability issues relating to cybersecurity and AI. Mr. Gesser is also a primary author of Debevoise's Data Blog and the architect of the its Data Portal, an online tool that helps clients quickly assess and comply with their cyber breach notification obligations and tracks AI regulatory developments.

Mr. Gesser has been recognized for his outstanding work throughout his career by legal directories and trade publications. He is recommended by Chambers USA (2023) as a leading lawyer for privacy and data security, with clients noting that he provides "truly sophisticated legal guidance" and that he is "incredibly commercial and thoughtful." He is also recognized in The Legal 500 US (2023), where sources have described him as "an amazing counselor who is able to apply his expertise to provide practical advice." In 2022, he was named an "AI Visionary" by Relativity, a leading software developer, in its first annual list featuring leaders in AI. In 2013, he was the recipient of both the Attorney General's Exceptional Service Award and the FBI Director's Award for Excellence – Outstanding Criminal Investigation. From 2010 to 2012, Mr. Gesser served as Counsel to the Chief of the Fraud Section, Criminal Division at the Department of Justice.

He received his B.S. from the University of Manitoba in 1991, his LL.B. from the University of Manitoba in 1994, his LL.M. from the University of Cambridge in 1995 and his LL.M. from New York University in 1998.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Lyuba Goltser

Co-Head of Public Company Advisory Group and Founding Member of the Sustainability and ESG Advisory Group, Weil, Gotshal & Manges LLP

Lyuba Goltser is Co-Head of Weil's Public Company Advisory Group and founding member of Weil's Sustainability and ESG Advisory Group. Lyuba has deep expertise in counseling public and private companies and not-for-profit corporations, as well as their boards of directors and independent board committees, in complex governance, disclosure and compliance matters.

Lyuba advises on a breadth of company governance and compliance issues, including fiduciary duties, director independence, board and committee structure, risk oversight, ESG and sustainability matters, securities law compliance, executive compensation and other employment matters, board leadership structures, shareholder proposals, shareholder engagement and the impact of evolving stakeholder concerns, and corporate governance "best practices." She also frequently advises on highly sensitive matters that are often confidential in nature, including on internal investigations, leadership transitions, related party transactions and conflicts of interest, corporate culture, climate transition, cybersecurity, discrimination and harassment, and whistleblower protection.

Lyuba advises on ESG disclosures and related benchmarking on topics such as emissions and climate strategy, cybersecurity, diversity, equity and inclusion, human rights and product and workplace safety matters. She works with boards and senior management teams on strategic matters relating to ESG and voluntary framework developments, and evolving shareholder and rating agency viewpoints.

Lyuba also has deep expertise in counseling clients on a full range of corporate governance and compliance in M&A, capital markets and corporate restructuring transactions. She regularly advises on SEC regulations and governance issues faced by newly-listed public companies and companies preparing to go public.



Jamie Greenberg

Senior Legal Director, Vice President and Senior Counsel, Goldman Sachs

Jamie is a senior legal director and a vice president and senior counsel focusing on corporate governance in the Goldman Sachs Legal Division. Jamie serves as Assistant Board Secretary and Counsel to The Goldman Sachs Group, Inc. Board of Directors, advising on public company matters and securities disclosure issues, including relating to the Goldman Sachs proxy statement, and providing legal oversight for the firm's public company corporate governance and corporate secretarial obligations. Jamie is also chair of the firm's Legal Division Knowledge-Share Committee.

Prior to joining Goldman Sachs in 2010, Jamie was a corporate associate at Gibson, Dunn & Crutcher LLP from 2005 to 2010, focusing on corporate governance and capital markets transactions.

Jamie earned a BS, summa cum laude, from the Wharton School at the University of Pennsylvania and a JD, magna cum laude, from the University of Pennsylvania Law School.

Jamie and her husband have twin boys, Leo and Max.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Keir Gumbs

Chief Legal Officer, Broadridge Financial Solutions; Chair of the Board of Directors, Society for Corporate Governance

Keir Gumbs is Chief Legal Officer of Broadridge Financial Solutions, Inc., where he oversees the legal, compliance and physical security teams and helps lead Broadridge's regulatory efforts. Keir is an Executive Member of Broadridge's ESG Committee and its Executive Diversity Council. Keir is also a Trustee of Broadridge's Charitable Foundation, a Member of the Board of Directors for Broadridge's Political Action Committee and Executive Sponsor for Broadridge's Women's Leadership Forum.

Before Broadridge, Keir was Deputy General Counsel and Deputy Corporate Secretary of Uber Technologies, Inc., where he oversaw the legal teams supporting Uber's Payments, M&A, Finance, Real Estate and Commercial Transactions, Corporate Governance, Marketing, ESG, and Capital Markets functions. Prior to Uber, Keir was a Partner for nearly a decade at Covington & Burling, where he represented a cross-section of constituencies in securities and governance matters, including companies ranging in size from Fortune 50 companies to venture-backed firms, as well as public pension funds, hedge funds, faith-based investors and trade associations.

Keir's career includes six years of service with the SEC, where he held various roles, including serving as Counsel to an SEC Commissioner, Special Counsel in the Office of Chief Counsel and before that as a Staff Attorney in the SEC's Division of Corporation Finance.



Irene Han

Executive Director & Assistant General Counsel, JPMorgan Chase & Co.

Irene Han is an Executive Director, Assistant General Counsel at JPMorgan Chase where she advises on corporate governance matters, including with respect to the public company board and committees, the company's proxy statement, shareholder engagement and ESG strategy. She also oversees corporate governance for JPMorgan Chase's subsidiaries in the U.S. and Latin America. Irene is a founding member of the company's Asian Pacific Islander Legal Forum.

Prior to joining JPMorgan Chase, she practiced commercial litigation and international arbitration at Kelley Drye & Warren.

Irene received a J.D. from Northwestern University School of Law and a B.A. in Communications from Ohio State University.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Christopher Hetner

Senior Advisor, Stuart Levine & Associates

Chris Hetner is a senior executive, board director, and leader in cybersecurity. He was Senior Cybersecurity Advisor for two different Chairs of The Securities and Exchange Commission and was Head of Cybersecurity for the office of Compliance at the SEC.

Currently, he is a Senior Advisor at Stuart Levine & Associates. His experience and professional judgement put him in an ideal position to help boards analyze their cyber readiness, deliver strategies and tools to manage financial risk, provide operational and financial context to cybersecurity threats impacting the business, and to protect organizations, employees, and customers. Of note, his X-Analytics company was awarded the 2023 "Technology Pioneer" by the World Economic Forum.

When combined with Stuart Levine & Associates' board governance expertise and strategic communications know-how, boards, CEOs, and Executive Teams can prepare for and navigate through a world in which generative AI and cyber are creating massive instability.

In addition, he is a Director at TCIG, Special Advisor for Cyber Risk for the NACD, and Chair Cybersecurity & Privacy for the NASDAQ Center for Board Excellence.



P.J. Himelfarb

Partner, Public Company Advisory Group, Weil, Gotshal & Manges LLP

P.J. Himelfarb is a partner in Weil's Public Company Advisory Group and is based in Washington, D.C. P.J. represents boards of directors, audit committees, senior executives, disclosure committees and legal and financial officers. P.J. advises public companies on a day-to-day basis on disclosure issues; securities law compliance; key risk areas, including cybersecurity and ESG and sustainability; restatements and internal control issues; executive compensation and proxy advisory firm policies; and board-related issues, such as director independence, refreshment and committee structure. P.J. counsels boards on sensitive matters that are frequently confidential in nature. Her practice also includes the SEC aspects of merger and acquisition and securities transactions. P.J. was a member of the planning committee for the Northwestern Pritzker Law School's 2022 Annual Securities Regulation Institute. P.J. frequently speaks and writes on SEC issues and is a regular contributor to Weil's Governance & Securities Watch (blog).

Prior to joining Weil, P.J. was Special Counsel in the SEC's Office of Chief Counsel and the Office of Mergers & Acquisitions of the Division of Corporation Finance. She was a primary drafter of some of the SEC's most significant corporate finance initiatives during her tenure. These initiatives included the April 2000 Internet Interpretive release (regulation of corporate and broker-dealer communications on the Internet) and the Report of the Task Force on Disclosure Simplification (reviewing and recommending reform of all SEC corporate finance rules). Additionally, P.J. was a key contributor in crafting Regulation M-A (dramatic restructuring of all SEC rules applicable to mergers & acquisitions and tender offers).

P.J. is recognized as an expert in Corporate Governance by Expert Guides' "Women in Business Law" and was named "Best in Corporate Governance" at Euromoney Legal Media Group's Americas 2019 Women in Business Law Awards.

P.J. received her J.D., with honors, from the University of Maryland. Francis King Carey School of Law, where she was an editor of Maryland's Law Review, and her B.S., magna cum laude, from the University of Maryland.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Maura Hodge

ESG Audit Leader, Partner,
KPMG US

Maura Hodge is the ESG Audit Leader for KPMG in the U.S. and an audit partner in KPMG's Boston Office.

She has more than a decade of experience providing ESG reporting, and assurance services coupled with nearly 20 years of experience providing audit and internal control opinions on financial information for companies ranging from venture-backed private companies to the Fortune 100. Because of this background, she sits at the nexus of ESG strategy and reporting and regularly speaks with the media and clients to educate and advise on practical next steps.

In addition, Maura is developing and overseeing initiatives to upskill KPMG professionals in ESG to support the embedding of ESG into all of KPMG's services as well as supporting KPMG's own impact strategy and reporting.

Maura has served as KPMG's liaison to the Sustainability Accounting Standards Board (SASB). She contributes to KPMG's views with respect to responses to the SEC, standard setting for the IFRS Foundation's ISSB, FASB and the AICPA Sustainability Task Force and supports KPMG International member firms with ESG assurance of U.S. components. She is a member of KPMG's Corporate Sustainability Reporting Technical Topic Team, a 14-member global team that monitors regulatory changes on sustainability reporting, provides input to KPMG comment letters, develops guidance and thought leadership related to the IFRS Sustainability Disclosure Standards issued by the ISSB and liaises across KPMG for consistent message on ESG reporting.

As a licensed CPA, Maura is a member of the American Institute of Certified Public Accountants and the Massachusetts Society of Certified Public Accountants (MSCPA). She was named a Boston Business Journal 40 Under 40 in 2017, an MSCPA Woman to Watch – Emerging Leader in 2018 and to Accounting Today's Top 100 in Accounting in 2022. She is an expert Panel member for Accounting for Sustainability (A4S). She holds a Master's degree in Accounting and a Bachelor's degree in Accounting from the Moore School of Business at the University of South Carolina.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Beth Ising

Partner and Co-Chair, Securities Regulation and Corporate Governance and ESG practices, Gibson, Dunn & Crutcher LLP

Elizabeth Ising is a partner in Gibson Dunn's Washington, D.C. office and Co-Chair of the firm's Securities Regulation and Corporate Governance and its ESG (Environmental, Social & Governance) practices. She also is a member of the firm's Hostile M&A and Shareholder Activism team and Financial Institutions practice group. She advises clients, including public companies and their boards of directors, on corporate governance, securities law and, ESG and sustainability matters and executive compensation best practices and disclosures. Representative matters include advising on Securities and Exchange Commission reporting requirements, proxy disclosures, SASB and TCFD disclosures, director independence matters, proxy advisory services, board and committee charters and governance guidelines and disclosure controls and procedures. Ms. Ising also regularly counsels public companies on shareholder activism issues, including on shareholder proposals and preparing for and responding to hedge fund and corporate governance activism. She also advises non-profit organizations on corporate governance issues.

Ms. Ising was recognized as a member of the 2023 Lawdragon's Green 500: Leaders in Environmental Law due to her work in the areas of ESG compliance and disputes. In 2022, she was named to the Lawdragon 500 Leading Dealmakers in America list for Corporate Governance and Securities Regulation, for the second year in row, which recognizes lawyers who "set the pace for lawyering in the financial world." BTI Consulting named Ms. Ising an MVP to its 2018 and 2019 BTI Client Service All-Stars lists, recognizing the "lawyers who truly stand out as delivering the absolute best client service time and time again" as determined by a poll of corporate counsel. Chambers USA has recognized Ms. Ising as a top Securities: Regulation attorney in each of the last six years. She also has been named to The Best Lawyers in America list annually since 2018. Ms. Ising was named to Who's Who Legal: M&A and Governance 2016 and 2017, which were based on independent client and peer surveys by Who's Who Legal. In 2017, Ms. Ising was elected as a fellow of the American College of Governance Counsel. She is a member of the Advisory Board of Northwestern University's Securities Regulation Institute, is a member of the Advisory Board of the John L. Weinberg Center for Corporate Governance at the University of Delaware and previously

was named a "Rising Star of Corporate Governance" by Yale School of Management's Center for Corporate Governance and Performance.

Ms. Ising is a frequent author and speaker on securities law and corporate governance issues. Recent publications include the publication "ESG Legal Update: What Corporate Governance and ESG Professionals Need to Know" (published in conjunction with the Society for Corporate Governance in June 2020), "Legal Risks and ESG Disclosures: What Corporate Secretaries Should Know" (published in conjunction with the Society for Corporate Governance in June 2018), an article in the American Bar Association's (ABA) Business Law Today titled "Recent Developments Related to the SEC's Shareholder Proposal Rule", the article "Top 11 Legal and Regulatory Tips for Boards of Directors" published by Corporate Board Member and articles in Insights – The Corporate & Securities Law Advisor. Ms. Ising also co-authors a chapter in the treatise "A Practical Guide to SEC Proxy and Compensation Rules" and contributed to the most recent edition of the ABA's "Handbook for the Conduct of Shareholders' Meeting". Recent presentations include to the Securities Regulation Institute, TheCorporateCounsel.net, the Practising Law Institute, Bloomberg BNA, the Society for Corporate Governance Professionals and the ABA.

Ms. Ising is a member of the Board of Directors of the Society for Corporate Governance. She previously served as Vice Chair of the Proxy Statements and Business Combinations Subcommittee of the Federal Regulation of Securities Committee of the ABA and Chair of the Corporate Finance Committee; Corporation, Finance and Securities Law Section of the District of Columbia Bar.

Ms. Ising graduated with high honors from the University of North Carolina at Chapel Hill School of Law in 2000. She was a member of Order of the Coif and was inducted into the James E. and Carolyn B. Davis Society. Ms. Ising was also a published member of the North Carolina Journal of International Law and Commercial Regulation. Ms. Ising is admitted to practice in the State of North Carolina and in the District of Columbia. She is a former chair of Gibson, Dunn & Crutcher's Washington, D.C. Diversity Committee and co-chair of the LGBT Committee.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Ramcess Jean-Louis

Global Chief Diversity, Equity, and Inclusion Officer, Pfizer Inc.

Ramcess Jean-Louis is an attorney and HR/Labor Relations professional with over 20 years of experience as a change agent delivering human capital solutions.

As the Chief DEI Officer at Pfizer, he develops and leads the execution of Pfizer's enterprise-wide strategies to transform the company's DEI agenda. He oversees the teams responsible for executing Pfizer's global DEI initiatives. His priorities include but are not limited to creating the strategy, infrastructure, and programs to make sure Pfizer's internal talent pool resembles the society and patients that Pfizer serves.

Prior to Pfizer, he was the Global Chief DEI Officer at Verizon Media and the Director of Workforce Diversity and Inclusion at Comcast. His earlier career includes serving as an ADA in the NYC District Attorney's Office.



Kate Kelly

Vice President, Deputy General Counsel & Corporate Secretary, Meta Platforms, Inc.

Kate Kelly is Vice President, Deputy General Counsel and Corporate Secretary at Meta Platforms, Inc. where she leads the Corporate, Governance and Civil Rights group, which includes the legal teams for M&A, securities and disclosure, international governance, real estate, and in-bound sourcing, as well as Meta's civil rights, ESG, and global equity operations teams. Prior to joining Meta in October 2021, Kate spent 16 years at Bristol Myers Squibb, most recently serving as their Vice President, Associate General Counsel and Corporate Secretary from 2015-2021. Before joining Bristol Myers Squibb, she was an associate at Davis Polk & Wardwell.

Kate is an active member of the Society for Corporate Governance. She served as Chair of the Society's Securities Law Committee from 2020-2023 and is a former Society Board member and past President of the Society's New York Chapter.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Neal Kumar Katyal

Partner, Hogan Lovells

Neal Katyal, the former Acting Solicitor General of the United States, focuses on appellate and complex litigation. In December 2017, American Lawyer magazine named him The Litigator of the Year; he was chosen from all the lawyers in the United States. At the age of 53, he has also already argued more Supreme Court cases in U.S. history than has any minority attorney, recently breaking the record held by Thurgood Marshall. He has argued 50 cases before the Supreme Court of the United States.

Neal has extensive experience in matters of constitutional, technology, corporate, patent, securities, criminal, employment, and tribal law. In the most recent 2022-23 Term, he argued five separate cases (nearly 10% of the docket), including winning the landmark voting case *Moore v. Harper*, which Judge Michael Luttig described as “the most important case for American democracy in the almost two and a half centuries since America’s founding.” His cases include successfully striking down the Guantanamo military tribunals, successfully defending the constitutionality of the Voting Rights Act, and successfully defending the Peace Cross in Maryland. His 2017 win in *Bristol Myers Squibb v. Superior Court* was a landmark victory for personal jurisdiction law and his 2006 win in *Hamdan v. Rumsfeld* was described by former Acting Solicitor General Walter Dellinger as “simply the most important decision on presidential power and the rule of law ever.” He is a best selling New York Times author, and has spent the last three years serving as Special Prosecutor for the State of Minnesota in the murder of George Floyd.

Prior to joining Hogan Lovells, Neal served as Acting Solicitor General of the United States, where he argued several major Supreme Court cases involving a variety of issues, such as his successful defense of the constitutionality of the Voting Rights Act of 1965, his victorious defense of former Attorney General John Ashcroft for alleged abuses in the war on terror, his unanimous victory against eight states who sued the nation’s leading power plants for contributing to global warming, and a variety of other matters. As Acting Solicitor General, Neal was responsible for representing the federal government of the United States in all appellate matters before the U.S. Supreme Court and the Courts of Appeals throughout the nation. He served as Counsel of Record hundreds of times in the U.S. Supreme Court. He was also the only head of the Solicitor General’s office to argue a case in the U.S. Court of Appeals for the Federal Circuit, on the important question of whether certain aspects of the human genome were patentable.

Neal has also served as a law professor for over two decades at Georgetown University Law Center, where he was one of the youngest professors to have received tenure and a chaired professorship in the university’s history. He has also served as a visiting professor at both Harvard and Yale law schools.

After graduating from Yale Law School, Neal clerked for The Honorable Guido Calabresi of the U.S. Court of Appeals for the Second Circuit as well as for The Honorable Justice Stephen G. Breyer of the U.S. Supreme Court. He also served in the Deputy Attorney General’s Office at the Justice Department as National Security Advisor and as Special Assistant to the Deputy Attorney General during 1998-1999. Neal has published dozens of scholarly articles in law journals, as well as many op-ed articles in such publications as the New York Times and the Washington Post, and has testified numerous times before various committees of both the U.S. House of Representatives and the U.S. Senate.

Neal is the recipient of the very highest award given to a civilian by the U.S. Department of Justice, the Edmund Randolph Award, which the Attorney General presented to him in 2011. The Chief Justice of the United States appointed him in 2011 (and again in 2014) to the Advisory Committee on Federal Appellate Rules. Among other honors, Neal was named as one of the 500 Leading Lawyers by LawDragon Magazine (one of 4 lawyers so named for every single year since 2005 to 2023); one of the 500 Most Influential People in Washington DC by Washingtonian Magazine (2022); Appellate MVP by Law360 numerous times; winner of Financial Times Innovative Lawyer Award in two different categories (both private and public law) (2017), one of GO’s Men of the Year (2017), 40 Most Influential Lawyers of the Last Decade Nationwide by National Law Journal (2010), and 90 Greatest Washington Lawyers Over the Last 30 Years by Legal Times (2008). Neal also won the National Law Journal’s pro bono award in 2004. He has appeared on virtually every major American news program, as well as on Stephen Colbert’s Late Show. He has also performed on Netflix’s House of Cards and Showtime’s Billions (where he played himself in both series).

In 2021, Neal was named a Trustee of Dartmouth College. In 2022, he was named a Trustee of the Whitney Museum in New York City. In 2023, he was named Vice President and Trustee of the Supreme Court Historical Society.

After graduating from Yale Law School, he worked as a summer associate with Hogan Lovells’ legacy law firm, Hogan & Hartson.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Alan Klein

Partner, Simpson Thacher & Bartlett LLP

Alan Klein has extensive experience in mergers and acquisitions, as well as in shareholder activism and corporate governance matters. Alan's recent experience includes representing the Board of Directors of Twitter in connection with the sale of Twitter to Elon Musk. He has also assisted Microsoft in its \$75 billion acquisition of Activision Blizzard, ChemChina in its \$43 billion acquisition of Syngenta, Tyco in its \$20 billion merger with Johnson Controls, Inc., and The ADT Corporation in its \$15 billion sale to Apollo Group Management.

In addition to the Activision Blizzard transaction, Alan has represented Microsoft on many other marquee deals: its \$28.2 billion acquisition of LinkedIn, its \$7.2 billion acquisition of Nokia's phone business, its \$8.5 billion acquisition of Skype and its investment in Barnes & Noble's Nook business. Other clients have included Best Buy, Chinalco, Royal Ahold, Gas Natural S.A., Portugal Telecom, Gerdau Ameristeel, Bavaria S.A., TE Connectivity and Owens-Illinois.

Alan was recognized as one of The American Lawyer's 2023 "Dealmakers of the Year" for his work advising Twitter's Board of Directors in the company's \$44 billion acquisition by Elon Musk. Alan was named a 2017 "M&A Trailblazer" by the National Law Journal. In 2012, The American Lawyer named Alan a "Dealmaker of the Year." During his time in the 1990s in our London office, he worked on the merger of Glaxo and Wellcome, at the time one of the largest M&A deals in history. Past Co-Chair of the International Bar Association's Corporate and M&A Law Committee, he has chaired the International Bar Association's Annual Mergers and Acquisitions Conference in New York City for the past seven years. He is a frequent commentator on M&A issues. Alan served as Co-Head of the Firm's Mergers and Acquisitions Practice from 2016 to 2021 and is a former member of the Firm's Executive Committee.



Lauren Ezrol Klein

Executive Vice President,
General Counsel and Corporate
Secretary of Lincoln Center for
the Performing Arts

Lauren Ezrol Klein is Executive Vice President, General Counsel and Corporate Secretary of Lincoln Center for the Performing Arts, serving as chief legal officer for the world's leading performing arts center. At Lincoln Center, Lauren is part of the executive management team, provides legal advice across a broad range of matters, and supports and counsels an 80+ member board on governance matters.

Prior to her role at Lincoln Center, Lauren was Executive Vice President, General Counsel and Corporate Secretary, and a 21-year veteran, of Time Inc. At Time Inc. Lauren was responsible for all global legal and governance matters, including all legal aspects of a NYSE-listed company.

Lauren began her career as an associate in the Corporate Department of Simpson Thacher & Bartlett in New York, where she focused on transactions in the M&A and securities areas. Lauren graduated cum laude from Harvard Law School, having received her BS from the School of Industrial and Labor Relations at Cornell University.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Nick Lamplough

Founding Partner, Collected
Strategies

Nick Lamplough has advised on some of the largest mergers in history and defended companies against Wall Street's most high-profile activists for nearly two decades. He has advised companies on communications and investor relations strategy in connection with dozens of friendly, unsolicited and contested M&A transactions, over 100 shareholder activism situations and countless crises. Nick began his career in 2007 at Joele Frank and was named partner in 2018. He is a member of the National Investor Relations Institute (NIRI) and was named to the 2022 class of NIRI's Rising Leaders Under 40 and recognized by the 2023 M&A Advisor Emerging Leader Awards.



Kai Haakon E. Liekefett

Partner and Co-Chair, Shareholder
Activism & Corporate Defense
Practice, Sidley Austin LLP

Kai co-chairs Sidley's Shareholder Activism & Corporate Defense Practice. He has over 20 years of experience in the U.S., Europe and Asia. In the past five years, Kai has defended over 100 proxy contests, more than any other defense attorney in the world, and approximately 25% of all late-stage U.S. proxy fights.

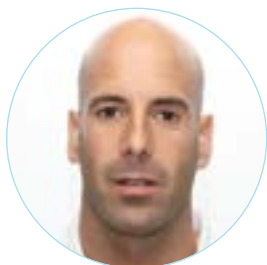
Under Kai's leadership, Sidley rose to the top of all activism defense league tables, including No. 1 rankings by Bloomberg, FactSet, and Refinitiv as recently as for 2022 and H1 2023. Sidley was ranked in Band 1 for "Takeover Defense" by Chambers USA in 2022 and 2023 and in Tier 1 for "Shareholder Activism – Advice to Boards" by The Legal 500. The Firm was also recognized by The Deal as "Activist Defense Law Firm of the Year" in 2021 and 2022.

Kai was named "2019 Dealmaker of the Year" by The American Lawyer for the Wynn Resorts proxy contest. In each of the past 7 years, Chambers USA has recognized him as one of the leading lawyers for "Takeover Defense," ranking among the Top 3 and stating that he "brings a level of creativity and innovation to his client work that often changes industry practices". Kai was named one of the leading lawyers for "Shareholder Activism – Advice to Boards" by The Legal 500 in 2023. He was selected for the 2022 NACD Directorship 100 as a Governance Professional. Kai was selected as one of the Lawdragon 500 "Leading Dealmakers in America" in 2021 and 2022. In 2020, Kai was elected to the American College of Governance Counsel, the honorary association of lawyers widely recognized for their achievements in governance.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Joey Lipton

Managing Director & Associate
General Counsel, JPMorgan
Chase & Co.

Joey Lipton is the head of the JPMorgan Chase legal team responsible for cybersecurity, global security, data protection and privacy. In that role, Joey serves as counsel to the firm's Chief Information Security Officer and Chief Security Officer, and manages a team providing legal support to the firm's cybersecurity, security, technology controls, data protection and privacy programs. Previously, Joey worked in the firm's Government Investigations & Regulatory Enforcement litigation group, where he managed a team handling law enforcement and regulatory enforcement matters. Prior to joining JPMorgan Chase, Joey worked as a prosecutor in the U.S. Attorney's Office for the Eastern District of New York and in the Fraud Section at the Department of Justice. Joey graduated from Washington University and received a law degree from Chicago-Kent College of Law. Joey serves on the Board for the City University of New York School of Law Foundation.



Erika Moore

Vice President, Deputy General
Counsel and Corporate Secretary,
Nasdaq, Inc.

Erika Moore is Vice President, Deputy General Counsel and Corporate Secretary of Nasdaq, Inc. In this capacity, she is responsible for Nasdaq's corporate governance and legal entity management programs.

Previously, she was AVP - Principal Associate General Counsel and Counsel to the Corporate Secretary at Nasdaq. In that role, she advised on corporate governance, public disclosure and executive compensation matters, as well as M&A and financing transactions. She also served as the Legal Relationship Manager to Nasdaq's Finance Department, including its SEC Reporting, Investor Relations and Treasury functions.

Ms. Moore frequently works on Nasdaq's public policy initiatives, including Nasdaq's Revitalize blueprint for certain reforms of the U.S. public markets. During her fifteen years at Nasdaq, Ms. Moore also has provided advice on listings matters to Nasdaq's Listing Qualifications Department and the Nasdaq Listing and Hearing Review Council.

Prior to joining Nasdaq in 2006, Ms. Moore practiced corporate and securities law at Fried, Frank, Harris, Shriver & Jacobson LLP. Ms. Moore received an A.B. in Economics and Public Policy from Duke University and a J.D. from Harvard Law School.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Dana Remus

Partner, Covington & Burling LLP

Drawing on her prior experience in government service, Dana Remus advises clients on public policy issues, government regulatory enforcement trends, election and political law matters, congressional investigations, and ethics matters. She represents clients in a variety of industries on a range of issues, including technology with a focus on AI, financial services, FinTech, energy, and consumer goods. Dana joined Covington after serving as Assistant to the President and White House Counsel for President Biden. In this role, she led the administration's efforts to confirm Supreme Court Justice Ketanji Brown Jackson, the first African-American woman on the U.S. Supreme Court. In the first year of the administration, she also assisted President Biden in confirming more lower-court judges than any President since John F. Kennedy—the majority of whom are racially, ethnically, or gender diverse. As White House Counsel, Dana also advised on a range of matters and policy initiatives, including the administration's COVID strategy; voting rights; high-profile congressional investigations, including the January 6th Committee; and immigration reform. Prior to serving as White House Counsel, Dana led the Biden-Harris campaign's legal team as General Counsel. In the Obama administration, she served as Deputy Assistant to the President and Deputy Counsel for ethics and following the administration, she served as General Counsel of the Obama Foundation, and General Counsel of the personal office of President and Mrs. Obama. Previously, she was a Professor of Law at the University of North Carolina School of Law, where she specialized in legal and judicial ethics and the regulation of the legal profession. She also taught at the University of New Hampshire School of Law, and as an inaugural faculty member at the newly established Drexel University College of Law. Dana received her J.D. from Yale Law School and B.A. from Harvard University.



Mark Richardson

Partner, Labaton Sucharow

Mark D. Richardson is a Partner in the Delaware office of Labaton Sucharow LLP. Mark focuses on representing shareholders in corporate governance and transactional matters, including class action and derivative litigation.

Mark is recommended by The Legal 500 for the excellence of his work in the Delaware Court of Chancery. Clients highlighted his team's ability to "generate strong cases and take creative and innovative positions." Lawdragon has recognized him as one of the country's Leading Plaintiff Financial Lawyers and Next Generation Lawyers. Benchmark Litigation also named him to their "40 & Under List."

Mark has litigated numerous matters through trial, including in the Delaware Court of Chancery, FINRA and AAA arbitrations, and a five-month jury trial in New Jersey state court. Mark served as co-lead counsel in the following matters that recently were tried or settled: In re Dell Technologies Inc. Class V Stockholders Litigation (\$1 billion settlement); In re Columbia Pipeline Group, Inc. (\$400 million post-trial judgment, appeal pending); In re Coty Inc. Stockholder Litigation (\$35 million settlement); In re Straight Path Communications Inc. Consolidated Stockholder Litigation (trial verdict pending); In re Amtrust Financial Services Stockholder Litigation (\$40 million settlement); In re AGNC Investment Corp. (\$35.5 million settlement); In re Stamps.com (\$30 million settlement); In re Homefed Corp. (\$15 million settlement); and In re CytoDyn Corp. (rescission of over \$50 million in director and officer stock awards).

Prior to joining Labaton Sucharow, Mark was an Associate at Schulte Roth & Zabel LLP, where he gained substantial experience in complex commercial litigation within the financial services industry and advised and represented clients in class action litigation, expedited bankruptcy proceedings and arbitrations, fraudulent transfer actions, proxy fights, internal investigations, employment disputes, breaches of contract, enforcement of non-competes, data theft, and misappropriation of trade secrets.

In addition to his active caseload, Mark has contributed to numerous publications and is the recipient of The Burton Awards Distinguished Legal Writing Award for his article published in the New York Law Journal, "Options When a Competitor Raids the Company." Mark also serves on Law360's Delaware Editorial Advisory Board.

Mark earned his Juris Doctor from Emory University School of Law, where he served as the President of the Student Bar Association. He received his Bachelor of Science from Cornell University.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Jared Robbins

Partner, ERM - Environmental
Resources Management

Jared Robbins is a Partner in ERM's New York City office with more than a decade of experience at sustainability nonprofit, for-profit, and academic institutions. Jared works in ERM's Corporate Sustainability & Climate Change services, where he assists clients in developing, implementing, and communicating sustainability strategies informed by their unique corporate mission and culture. He currently served as the ERM North American lead for CSRD implementation and representative to the WBCSD Financial System Architecture Working Group. He holds an MA in Environmental Studies from Cleveland State University and a BSc in Marine and Atmospheric Science from the University of Miami.



John Roe

Managing Director and Head
of Investment Stewardship
(Americas), BlackRock

John Roe is the head of BlackRock Investment Stewardship (BIS) in the Americas. The team engages companies and others in the investment stewardship ecosystem to promote the governance and business practices aligned with long-term value creation by the companies in which BlackRock invests on behalf of clients. The BIS Americas team is responsible for engaging with and voting proxies at more than 4,500 companies across North America, Central America, and South America.

Previously, John was a Partner and co-leader of the ESG practice at the corporate communications firm Joele Frank. In this role he advised boards of directors and senior executives on ESG matters including board composition, diversity & inclusion, executive compensation, ESG disclosure and reporting, and shareholder engagement. He has additionally led the Analytics and Corporate Advisory teams at Institutional Shareholder Services (ISS), a proxy advisory firm, and served as the Chief Operating Officer and Chief Compliance Officer of an investment advisor. John served on the White House staff supporting the development of the Office of Homeland Security in 2001-2002, was a consultant with McKinsey & Company, and served as an officer in the United States Coast Guard.

John is also a licensed pilot, a shade tree mechanic, and a recovering electrical engineer.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Brian Rosenzweig

Partner and Chair of the Securities and Capital Markets Practice Group, Covington & Burling LLP

Brian Rosenzweig is chair of the firm's Securities and Capital Markets Practice Group. He regularly represents private and public domestic and foreign companies as well as venture capital funds and investment banks in domestic and international capital-raising transactions. Brian's practice predominantly involves capital markets transactions, including "going public transactions" such as initial public offerings and de-SPAC mergers as well as follow-on equity offerings, for domestic and foreign private issuers in the life sciences, technology, and financial services industries. He also regularly represents emerging companies and venture capital funds focused on these industries. Brian also regularly advises boards and management teams on securities law issues, corporate governance issues and general corporate matters. Brian received his J.D., cum laude, from Temple University Beasley School of Law and B.A., cum laude, from University of Pennsylvania.



Jo-Ann Sagar

Counsel, Hogan Lovells

Jo-Ann Sagar focuses on appellate litigation in state and federal courts. Jo-Ann's work spans many sectors, from constitutional and administrative law, to technology and telecommunications, to education and employment. She has briefed cases on these topics before federal and state appellate courts, including both certiorari and merits stage briefs at the United States Supreme Court. She has also argued appeals and motions before numerous federal appellate and district courts.

Prior to joining Hogan Lovells, Jo-Ann served as a law clerk for Justices Stephen Breyer, Brett Kavanaugh, and Ketanji Brown Jackson of the United States Supreme Court. Jo-Ann clerked for Justice Kavanaugh when he was a judge on the United States Court of Appeals for the District of Columbia Circuit. Jo-Ann clerked for Justice Jackson when she was a judge on the United States District Court for the District of Columbia.

Between her clerkships, Jo-Ann also gained significant experience in the federal government. She served as a Bristow Fellow in the Office of the Solicitor General at the United States Department of Justice. During that time, Jo-Ann assisted with numerous cases before the Supreme Court and advised the Solicitor General on cases pending before the lower federal courts. Jo-Ann also served as an attorney-adviser in the Office for Civil Rights at the Department of Health and Human Services, where she provided legal counsel to the agency as it navigated a complex rulemaking pertaining to the Affordable Care Act.

Jo-Ann also maintains an active pro bono practice focusing on civil rights and prison conditions. She has led diverse teams in high-stakes impact litigation, challenging federal regulations and State policies and practices. She has also handled individual representations, litigating appeals and filing petitions for certiorari for incarcerated people.

Jo-Ann attended Harvard Law School, where she graduated cum laude and was President of the Board of Student Advisers.

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Steve Satterfield

Vice President & Associate General, AI and Privacy, Meta Platforms, Inc.

Steve Satterfield is a vice president on Meta's legal team. He leads Meta's AI legal team, which includes product, privacy and commercial counsel. Steve's team also includes the regional privacy counsel for the US, LATAM, APAC, and MEA regions as well as Meta's global legal incident management team. Steve previously led the team within Meta's Public Policy organization that is responsible for advocacy on proposed data regulation; before that, he led the team in Policy that supports Meta's Monetization product organization.

Before coming to Meta, Steve was a privacy lawyer at Covington & Burling LLP in Washington, D.C., where he represented leading technology and media companies. He is a graduate of the University of Pittsburgh, Brown University and The George Washington University Law School.



Erica F. Schohn

Partner and Head of Executive Compensation and Benefits Practice, Skadden, Arps, Slate, Meagher & Flom LLP

Erica Schohn is head of Skadden's executive compensation and benefits practice. Her practice focuses on compensation and benefits arrangements in U.S. and cross-border corporate transactions (including mergers and acquisitions, public offerings, bankruptcy reorganizations and carve-out transactions), the negotiation of executive employment and severance arrangements, and the drafting and implementation of equity and other compensation programs.

Ms. Schohn frequently advises clients on the U.S. Securities and Exchange Commission (SEC) rules governing executive compensation disclosure and corporate governance matters relating to compensation practices. As part of this practice, Ms. Schohn is a member of panels and committees comprised of leading government and private- and public-company governance professionals, and she speaks regularly with representatives from the SEC, stock exchanges, institutional investor groups and proxy advisory firms on the latest issues in corporate governance.

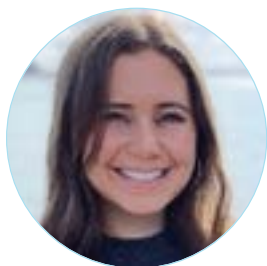
Ms. Schohn also regularly advises clients regarding tax planning with respect to compliance with Internal Revenue Code Section 409A and the tax rules relating to deferred compensation, the excise tax on excess parachute payments and limits on the deductibility of executive compensation. She also counsels clients on a range of ESG-related matters.

Her experience includes representing companies, private equity funds and individuals in, among others, the pharmaceutical, medical supply, financial, energy, entertainment and travel industries.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Natalie Smyth

Principal, ClearBridge
Compensation Group

Natalie Smyth is a Principal at ClearBridge Compensation Group, with nearly ten years of experience advising on all aspects of executive compensation including pay levels, performance measurement, and incentive plan design.

Natalie's technical knowledge and experience include assessing executive and director compensation practices through benchmarking, evaluating pay-for-performance relationships, and analyzing incentive plan performance metrics in support of business priorities and the creation of long-term shareholder value.

Natalie's client experience includes working with publicly-traded and privately-held companies including in a variety of special circumstances such as M&A, IPOs/de-SPACs, spin-offs, and restructurings. She has authored numerous articles and research reports on compensation-related matters, and has been featured as a speaker at conferences and panels.

Natalie holds a Bachelor of Science in International Politics from Georgetown University, and currently resides in NYC. In her free time, you can often find Natalie in the mountains, either hitting the slopes or backpacking.



Robert Stern

Partner, Litigation Practice, Weil,
Gotshal & Manges LLP

Rob Stern is a partner in Weil's Securities Litigation practice, a first-chair trial lawyer, and nationally recognized as a top-ranked securities and enforcement lawyer, including a Band 1 ranking in Chambers USA and a "Leading Lawyer" designation in Legal 500.

For more than two decades, Rob has played lead roles in resolving some of the most consequential, high-profile civil securities litigation and criminal and civil government enforcement probes to target the business community. He has developed an extensive track record on behalf of financial services institutions, public companies, accounting firms, and their officers and directors, in complex matters involving everything from recent notable de-SPAC transactions and the Puerto Rico debt crisis to subprime mortgages and the Enron bankruptcy. Broadly, Rob has litigated dozens of securities, commodities, and M&A class actions, in addition to SEC, CFTC, PCAOB, and criminal enforcement matters that can accompany them.

Rob is well regarded by clients for his ability to develop and deploy creative litigation strategies and business solutions tailor-made for a broad range of first-of-kind and other novel or crisis situations. Most recently, clients lauded his outstanding work in Chambers USA 2022, noting that he is a "very forceful advocate on his client's behalf" and "is extremely strategic and thinks very hard about how to get a result for his client." Clients in previous editions noted that he "has my interests at the forefront, he's a great advocate who gives strategic, candid advice and direction," and "I find him great to deal with, he's a godsend." Commentary in Legal 500 2021 similarly notes, "Rob is an excellent attorney and strategist as well as a superb client attorney. He is a guy you want in your corner."

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Marc Treviño

Co-head of the Corporate Governance Practice and Managing Partner of the Executive Compensation Group, Sullivan & Cromwell LLP

Marc Treviño is the co-head of Sullivan & Cromwell's corporate governance practice and the managing partner of its executive compensation group.

Mr. Treviño is a recognized leader in counseling senior executives and boards in significant matters involving reputation, overlapping regulatory regimes, fiduciary conflicts and multiple jurisdictions. Mr. Treviño is a co-author of The Public Company Desk book (The Practising Law Institute), which has been hailed as "the bible for securities lawyers" by Fortune.

He joined the Firm in 1993 after graduating from Yale Law School (J.D., 1993) and summa cum laude from Princeton University (A.B., 1990). He currently teaches Corporate Crisis Management at the Yale Law School.



Michael A. Verrechia

Managing Director – M&A and Activism Advisory Group, Morrow Sodali

Michael Verrechia is Managing Director of the M&A and Activism Advisory Group at Morrow Sodali. With 20 years of experience, Mike provides strategic counsel in matters of shareholder activism in contested director elections, mergers and acquisitions, corporate governance, and proxy solicitation.

Several contested situations in which he has served include Newell Brands/Starboard, Olympus Corporation/ValueAct, Natus Medical/Voce Capital, Blackwells Capital/SuperValu, Anheuser Busch/InBev, Martin Marietta Materials/Vulcan Materials, Mylan Labs/Icahn, Sodastream International/Teleios, Caesarstone Ltd./Kibbutz Sdot-Yam, Sotheby's Inc./Third Point, Breeden Partners/H&R Block, Ranger Governance/Computer Associates.

In the last year, Mike has also provided guidance to issuers in some of the largest successful M&A transactions including Connecticut Water Service/SJW Group, Pfizer/Medivation salesforce.com/MuleSoft & Demandware, Monsanto/Bayer, RiteAid/Walgreens and Time Warner/AT&T.

BACK TOGETHER AGAIN

NAVIGATING THE EVER CHANGING WATERWAYS OF GOVERNANCE

Panelist Biographies



Katherine Wellington

Partner, Hogan Lovells

As a partner in our Litigation, Arbitration & Employment Group, Katie Wellington focuses on highstakes appellate and complex business litigation in highly regulated industries, including life sciences, technology, and insurance.

She has briefed dozens of appeals and dispositive motions in federal and state court, and she serves as a trusted advisor for class actions, antitrust litigation, intellectual property litigation, and administrative challenges. Katie has argued in the Sixth Circuit, the Tenth Circuit, and the New York Court of Appeals, among other state and federal courts. Katie regularly practices before the U.S. Supreme Court, including briefing multiple merits case and second-chairing a Supreme Court argument. Katie also advises on administrative law and constitutional issues, including presidential power and international agreements.

Before joining Hogan Lovells, Katie clerked for Chief Justice John G. Roberts, Jr., of the U.S. Supreme Court and Judge Brett Kavanaugh of the U.S. Court of Appeals for the D.C. Circuit.

While in law school, Katie served as Editor-in-Chief of the Harvard Journal of Law and Technology, a board member of the Women's Law Association, and a student fellow at the Petrie-Flom Center for Health Law Policy, Biotechnology, and Bioethics. She also participated in the Harvard Supreme Court Litigation Clinic. Katie received the Sears Prize at Harvard Law School, which is awarded to the top two students in the IL class.