

# 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



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	<b>Welcome</b>	<b>Holly Youngwood</b> , New York Chapter President; Member of the Advisory Board; Managing Director & Associate General Counsel, JPMorgan Chase & Co. <b>Nicole Napolitano</b> , 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	<b>The Ethics of Generative AI</b> A discussion of key principles informing the responsible and ethical development, deployment, and use of generative AI tools.	<b>Dana Remus</b> , Partner, Covington & Burling LLP
4:15–5:15 PM	<b>Keeping Out of Hot Water - Ethics for In-House Counsel</b> A discussion of important considerations in legal ethics that in-house counsel needs to know.	<b>Brian K. Rosenzweig</b> , Partner and Chair of the Securities and Capital Markets Practice Group, Covington & Burling LLP <b>Keir Gumbs</b> , Chief Legal Officer, Broadridge Financial Solutions; Chair of the Board of Directors, Society for Corporate Governance
5:15–5:30 PM	<b>Coffee and Networking Break</b>	
5:30–6:30 PM	<b>Employer DEI Programs: Current Trends and Challenges</b> 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.	<b>Lindsay Burke</b> , Co-Chair of the Employment Practice, Covington & Burling LLP <b>Ramcess Jean-Louis</b> , Global Chief Diversity, Equity, and Inclusion Officer, Pfizer Inc.
6:30–8:00 PM	<b>Reception</b>	



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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	<b>Breakfast</b>	
9:00–9:15 AM	<b>Welcome Remarks</b>	<p><b>Holly Youngwood</b>, New York Chapter President; Member of the Advisory Board; Managing Director &amp; Associate General Counsel, JPMorgan Chase &amp; Co.</p> <p><b>Beverly O’Toole</b>, Head of Corporation Law, Managing Director and General Counsel of Corporation Governance, Goldman Sachs; Member of the New York Chapter Advisory Board</p> <p><b>Keir Gumbs</b>, Chief Legal Officer, Broadridge Financial Solutions; Chair of the Board of Directors, Society for Corporate Governance</p> <p><b>Nicole Napolitano</b>, New York Chapter Vice President &amp; Conference Chair; Member of the Advisory Board; General Counsel, Governance &amp; Public Company and Corporate Secretary of Willis Towers Watson PLC</p>
9:15–10:15 AM	<b>2024 Proxy Season Forecast – A detail of the Storms on the Horizon Based on 2023 Weather Patterns</b>  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><b>Marc Treviño</b>, Co-head of the Corporate Governance Practice and Managing Partner of the Executive Compensation Group, Sullivan &amp; Cromwell LLP</p> <p><b>Irene Han</b>, Executive Director &amp; Assistant General Counsel, JPMorgan Chase &amp; Co..</p> <p><b>John Roe</b>, Managing Director and Head of Investment Stewardship (Americas), BlackRock</p>
10:15–11:15 AM	<b>Shareholder Activism Update – Tales from the Trenches</b>  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><b>Kai Haakon E. Liefkett</b>, Partner and Co-Chair, Shareholder Activism &amp; Corporate Defense Practice, Sidley Austin LLP</p> <p><b>Michael A. Verrechia</b>, Managing Director, M&amp;A and Activism Advisory Group, Morrow Sodali</p> <p><b>Nick Lamplough</b>, Founding Partner, Collected Strategies</p> <p><b>Pamela Codo-Lotti</b>, 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	<b>Coffee and Networking Break</b>	

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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	<b>Executive Compensation Disclosure &amp; Practice Trends</b>  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.	<b>Brian V. Breheny</b> , Partner and Co-Head of the SEC Reporting and Compliance practice, Skadden, Arps, Slate, Meagher & Flom LLP <b>Erica F. Schohn</b> , Partner and Head of Executive Compensation and Benefits Practice, Skadden, Arps, Slate, Meagher & Flom LLP <b>Natalie Smyth</b> , Principal, ClearBridge Compensation Group <b>Erika Moore</b> , Vice President, Deputy General Counsel and Corporate Secretary, Nasdaq, Inc.
12:30–2:00 PM	<b>Lunch &amp; Fireside Chat</b> <b>Cyber Risk Governance and Resilience – A New Reality</b>	<b>Christopher Hetner</b> , Senior Advisor, Stuart Levine & Associates <b>Joey Lipton</b> , Managing Director & Associate General Counsel, JPMorgan Chase & Co.
2:00–3:00 PM	<b>Generative AI is Here – Should You Open the Door?</b>  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"><li>• What makes Generative AI different and how does it work?</li><li>• What intersectional legal issues are implicated with use of Generative AI (e.g., civil rights, intellectual property, privacy etc.)</li><li>• How should boards and lawyers advising boards think about it?</li></ul>	<b>Kate Kelly</b> , Deputy General Counsel and Corporate Secretary, Meta Platforms, Inc. <b>Roy L. Austin, Jr.</b> , Vice President & Deputy General Counsel, Civil Rights, Meta Platforms, Inc. <b>Steve Satterfield</b> , Vice President & Associate General Counsel, AI and Privacy, Meta Platforms, Inc.
3:00–3:30 PM	<b>Coffee and Networking Break</b>	

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



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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	<b>Breakfast</b>	<b>Holly Youngwood</b> , New York Chapter President; Member of the Advisory Board; Managing Director & Associate General Counsel, JPMorgan Chase & Co. <b>Nicole Napolitano</b> , 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	<b>Slowly at First, Then Suddenly: General Counsels and the Challenges of Dealing with Corporate Transformations</b> 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.	<b>Alan Klein</b> , Partner, Simpson Thacher & Bartlett LLP <b>Matthew Furman</b> , General Counsel, Willis Towers Watson PLC <b>Lauren Ezrol Klein</b> , Executive Vice President, General Counsel and Corporate Secretary of Lincoln Center for the Performing Arts
10:00–11:00 AM	<b>Recent SEC Rulemaking Developments</b> 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.	<b>Beth Ising</b> , Partner and Co-Chair, Securities Regulation and Corporate Governance and ESG practices, Gibson, Dunn & Crutcher LLP <b>Jamie Greenberg</b> , Senior Legal Director, Vice President and Senior Counsel, Goldman Sachs <b>C. Edward (Ted) Allen</b> , Vice President, Policy & Advocacy, Society for Corporate Governance
11:00–11:15 AM	<b>Coffee and Networking Break</b>	
11:15–12:15 PM	<b>The Modern Supreme Court</b> 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.	<b>Neal Kumar Katyal</b> , Partner, Hogan Lovells <b>Jo-Ann Sagar</b> , Counsel, Hogan Lovells <b>Katherine Wellington</b> , Partner, Hogan Lovells
12:15–2:00 PM	<b>Lunch and Informal Chapter Discussion</b>	
<b>End of Conference, thank you for attending!</b>		