

GOVERNANCE DURING COVID-19 – AND WHERE IT GOES NEXT

CORPORATE SECRETARY'S INTERACTIVE VIRTUAL EVENT

Thursday, May 14, 2020; Live from 11am EDT to 3pm EDT and available for replay on-demand

11.00 am **Opening remarks: Welcome to the virtual event**
Ben Maiden, editor-at-large, Corporate Secretary

11.15 am **What is the role of your board during – and beyond – Covid-19?**

In this session our panel of experts will discuss what your board should be doing now, how it should be helping the company prepare for the lifting of lockdown orders – and how it can start planning for long-term risks and opportunities that may arise because of the pandemic.

- Given the Covid-19 pandemic, what are some of the key operational roles the board should be playing now as companies progress through the proxy season and into the immediate post-proxy season period?
- In terms of corporate responses to the pandemic, how can the board ensure the company does not suffer reputational damage or create legal liabilities? What can boards do to promote good responses?
- What are some of the best practices for holding virtual board meetings? What should corporate secretaries and general counsel be aware of?
- What should boards be doing to prepare for a return to 'normal' operations following the end of lockdowns? And how can corporate secretaries and general counsel help?
- How should boards be approaching long-term considerations of risks and strategic opportunities going forward in a 'post-pandemic' world? How can corporate secretaries and general counsel help boards approach this?

Ben Maiden, editor-at-large, Corporate Secretary (Moderator)

Eileen Kamerick, board member, Associated Banc-Corp., Legg Mason Closed-End Mutual Funds, Hochschild Mining, and AIG Funds

Catherine Kilbane, retired SVP, Secretary & General Counsel at The Sherwin-Williams Company and lead director, The Andersons

Dottie Schindlinger, executive director, Diligent Institute and co-host of The Corporate Director Podcast

12.15 pm **The importance of ESG in the pandemic and what it teaches boards**

Investors report that they are continuing to pursue ESG issues during the pandemic, with human capital management being a particular focus. They suggest that, if anything, the crisis highlights the importance ESG-related concepts such as long-term planning and stakeholder value.

- How should governance teams approach shareholder engagement on ESG issues during Covid-19?
- What are the key human capital management issues companies should be focusing on right now?
- What lessons can boards and governance teams learn from the pandemic about the need for an ESG focus going forward?

Ben Maiden, editor-at-large, Corporate Secretary (Moderator)

Melanie Adams, VP and head of corporate governance and responsible investment, RBC Global Asset Management

Amanda Cimaglia, managing director, ESG, Solebury Trout

Matt Geekie, senior vice president, secretary and general counsel, Graybar

Kaley Childs Karaffa, director of board engagement, Nasdaq

1.15 pm **Virtual AGMs: Getting it right first time, and what it means for the 2021 proxy season**

Health and safety concerns arising from the coronavirus have led to hundreds more US companies holding virtual AGMs this proxy season. It is important to handle a range of operational, technological and governance issues correctly even if it is your first time using the format, and the experience of doing so may affect whether companies go back to in-person meetings next year.

- What are best practices when preparing to host your first virtual AGM?
- What have proved to be some of the most effective ways of allowing investors to participate fully in virtual AGMs?
- What has been the response of investors to those companies using virtual formats for the first time?
- What can we expect to see next year from companies that were new adopters of virtual AGMs this year?

Ben Maiden, editor-at-large, Corporate Secretary (Moderator)

Jericah Cummings, managing attorney – governance and risk, Paycom

Sherry Moreland, president and chief operating officer, Mediant

Michael Reilly, executive VP, general counsel, chief compliance officer and secretary, FMC Corporation

Rory Ross, global head of strategic legal matters and assistant corporate secretary, HP

2.15 pm **Closing keynote: Closing keynote: Life goes on; acquisition of assets during a global pandemic**
Josh Lawler, partner, Zuber Lawler & Del Duca

2.30 pm **Networking with attendees**

3.00 pm **End of event**