

CORPORATE SECRETARY FORUM – SUMMER

Thursday, May 19, 2022

In-person and virtual event: Shearman & Sterling offices, New York

AGENDA

All times are in ET (Eastern time)

8.30 am Platform opens: Meet the attendees

9.00 am Opening remarks: Welcome to the forum

James Beech, editor, *Corporate Secretary*

Ben Maiden, editor-at-large, *Corporate Secretary*

9.15 am Crisis management in the context of major geopolitical events

To kick off the forum, our panellists will reflect on how companies and boards have reacted to the war in Ukraine and the resulting sanctions. Is it a question of reputation management, or has this triggered or catalyzed a trend toward de-globalization? And if so, how should companies respond?

- Assessing the impact of the Ukraine crisis on the responsibility of public companies and investors
- How has the crisis changed discussions around board risk oversight?
- Stakeholder engagement during a crisis: what to disclose and what not to disclose?

Moderator: Ben Maiden, editor-at-large, *Corporate Secretary*

Joshua Kaufman, chief legal officer, *IPG DXTRA*

Sonia Kowal, president, *Zevin Asset Management*

Derek Windham, VP, associate general counsel, *Hewlett Packard Enterprise*

10.00 am Preparing for new SEC regulations: Climate risk and human capital management

Recently, the SEC proposed rules to enhance and standardize climate-related disclosures for investors. In this panel, we will explore how public companies are responding to these changes as well as expected changes around human capital. Topics to be discussed include:

- Understanding the proposed changes to climate risk and human capital management disclosures
- Navigating the shift from voluntary to mandatory reporting: what to disclose and when to do it?
- The impact of the new rules on governance best practices: how should companies respond?

Moderator: Steve Wade, head of event content, *Corporate Secretary*

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Gillian Emmett Moldowan, partner, Shearman & Sterling

10.30 am Morning break

10.45 am Keeping your board relevant in 2022 and beyond

There is no 'one size fits all' method of evaluating your board, but any approach needs to be dynamic, comprehensive, and increasingly transparent. In this session, we will cover recent board evaluation trends and share best practices for adopting an effective evaluation strategy tailored to your business needs.

- Understanding and responding to the emerging challenges regarding board dynamics and leadership
- Continuing to monitor your board's skills and deficits with changing business needs
- Ensuring relevant opportunities, issues and feedback are communicated and acted upon

Moderator: Ben Maiden, editor-at-large, Corporate Secretary

Deborah Rubin, senior partner and head of board & CEO services, RHR International LLP

11.15 am Managing a transition from shareholder primacy to stakeholder capitalism

The discussion around stakeholder capitalism continues to gain momentum. Most recently, the war in Ukraine has put public companies under the spotlight, challenging them to respond in the best interests of their communities, employees and suppliers rather than focussing solely on shareholder interests. This panel will discuss how governance professionals and boards can adopt a stakeholder capitalist approach in a way that benefits their company's long-term success. We will cover:

- How is the momentum behind stakeholder capitalism impacting governance professionals?
- Company purpose and culture in the age of ESG, and what to include in your proxy statement
- Measuring progress effectively: stakeholder impact assessments and the value of third parties
- How has the shift towards stakeholder capitalism impacted shareholder engagement?

Moderator: Steve Wade, head of event content, Corporate Secretary

Byron Loflin, global head of board advisory, Nasdaq

Martin Whittaker, CEO, JUST Capital

Josh Zinner, CEO, ICCR

12.00 pm ESG and the board: Governance structures and effective oversight

The regulatory landscape of ESG is changing rapidly. But the pressures companies face go well beyond adhering to regulation: the most significant pressure comes from investors,

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employees, and the wider public. As a result, board oversight of ESG needs to respond to the needs of its stakeholders, and the agenda needs to be framed to tackle these issues effectively. Here we will discuss:

- What are effective committee structures and board reporting processes?
- How should the board engage with investors and other stakeholders on ESG?
- How can governance teams ensure the board has access to the best sources of information and expertise?
- What are successful ways to assess and meet board training needs?

Moderator: Ben Maiden, editor-at-large, Corporate Secretary
Alessia Falsarone, managing director, PineBridge Investments
Bobbie King Jr., deputy chief legal officer, Hannon Armstrong
Derek Windham, VP, associate general counsel, Hewlett Packard Enterprise

12.45 pm Lunch

1.45 pm Evolving the discussion on diversity, equity and inclusion: How is the industry progressing?

Diversity, equity and inclusion efforts have been among the top governance priorities over the last year. As the industry looks ahead to 2022, it is important to assess where the industry stands now, how governance professionals can support a company's progress and where to focus your attention. In this session, attendees can discuss:

- The steps companies have taken in the last year to increase diversity in their boards and workforces and how governance professionals can support this
- Some of the notable state-specific changes and developments and how these are changing the overall landscape
- How companies have disclosed their diversity, equity and inclusion policies and what shareholders are looking for

Steve Wade, head of event content, Corporate Secretary
Nita Chhinzer, associate professor, department of management, University of Guelph
Courtney Kamlet, vice president, associate general counsel and corporate secretary, Vontier
Marvin Owens, chief engagement officer, Impact Shares

2.30 pm Afternoon break

2.45 pm Mitigating cyber-security risks and building board resilience

Perhaps one of the greatest legacies of the pandemic on how companies operate is the acceleration of the digital transformation and unprecedented reliance on technology. As more companies adopt long-term remote working policies, and in conjunction with the SEC's

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recent developments around cyber-security, there is an urgent need to revise protocols to reduce the risk of a cyber-attack and respond effectively. This includes:

- Impact of the SEC cyber regulation proposal on how public companies are expected to manage cyber risks and disclose incidents
- Does your board need a cyber expert?
- Ensuring your board is adequately equipped to deal with cyber security oversight
- Embedding cyber-security risks in your business strategy, financial planning, and capital allocation processes

Moderator: Steve Wade, head of event content, Corporate Secretary

Evan Barth, assistant corporate secretary, Kyndryl

Seth Gastwirth, deputy general counsel and assistant corporate secretary, JLL

3.30 pm Shareholder engagement this proxy season: what have we seen so far?

It's too soon to discuss conclusions from this year's proxy season, but some key trends are already emerging. What critical issues are shareholders discussing, and how are governance and IR teams leveraging tools and technology to communicate better with their investors?

- How best to engage with shareholders this proxy season
- Updates on proxy voting guidelines: what are investors asking for?
- How can issuers deliver on new expectations around climate risk and human capital management?

Moderator: Ben Maiden, editor-at-large, Corporate Secretary

Rich Babineau, director of issuer solutions, Mediant

Kristen Lang, deputy director, ESG investing, Boston Trust Walden

4.15 pm Closing remarks

James Beech, editor, Corporate Secretary

Ben Maiden, editor-at-large, Corporate Secretary

4.30 pm End of forum