

# CORPORATE SECRETARY FORUM – SUMMER

Wednesday, April 26, 2023  
Clifford Chance offices, New York

## Aligning governance with regulatory change

*The SEC's strategic plan is centered around protecting investors, implementing a regulatory framework that evolves with markets & technologies and supporting a skilled & diverse workforce. Rulemaking activity is expected to remain high in 2023 particularly as it relates to disclosures on climate and cybersecurity-related risks and the proxy process.*

*Governance teams need to evolve their disclosures, policies and practices to ensure boards remain compliant and keep up with the regulatory agenda, and the [Corporate Secretary Forum – Summer 2023](#) will help Corporate Secretaries prepare for growing obligations, sharing insight from the latest proxy season.*

Secure your place at the forum

## AGENDA

All times are in ET (Eastern time)

**8.30 am Registration and refreshments: Meet the attendees**

**9.00 am Opening remarks: Welcome to the forum**

**Ben Maiden, editor-at-large, Corporate Secretary**  
**Benjamin Sibbett, partner, Clifford Chance**

**9.15 am Board briefing: How will companies address new issues in 2023**

Stay up-to-date with the evolving role of boards amid a backdrop of volatile markets and changing SEC regulations.

This session explores the latest governance trends and how they impact boards of public companies. This session will better equip corporate secretaries to facilitate superior oversight and ensure their businesses are prepared to address any new issues that may arise in 2023, and beyond.

- Hear about the evolving expectations for the board and corporate disclosures
- Understand the governance trends created by the SEC's regulatory agenda
- Learn about the emerging challenges created by market volatility

**Moderator: Laurence Taylor, senior conference producer, IR Magazine and Corporate Secretary**

**Melodie Craft, vice president legal affairs and risk management, corporate secretary, chief compliance officer, McGrath RentCorp**

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**Lisa Keith, executive vice president, general counsel and corporate secretary, Steve Madden**

## **10.00 am Compensation: Adapting to pay vs. performance, clawbacks, and insider trading rules**

The SEC's adoption of new rules on pay vs. performance, clawbacks and insider trading requires companies to disclose the relationship between company performance and executive compensation, allows companies to recover incentive-based compensation and prohibits insiders from profiting from non-public information.

This session will explore how corporate secretaries can better equip their compensation committees, identify compliance risks and enhance oversight in-line with the latest remuneration rules.

- Learn how best to manage new Item 402 disclosures and discuss the impact pay vs. performance will have on the relationship between boards and executives
- Debate the potential changes that should be made to option grant policies and procedures in anticipation of new rules
- Understand the impact of Rule 10D-1 on corporate clawbacks and understand changes that need to be made to recovery policies
- Hear how companies are updating and disclosing their 10b5-1 plans to remain compliant with the new rules

**Moderator: Steven Wade, head of event content, IR Magazine & Corporate Secretary Heather Houston, senior vice president, chief counsel, corporate and secretary, Empire State Realty Trust**

**Atul Porwal, senior associate general counsel and assistant secretary, Snap Inc Elizabeth K. Riotte, vice president, deputy general counsel and assistant corporate secretary, Avangrid**

## **10.45 am Morning networking break**

## **11.15 am Activism in 2023: Proposals, preparedness and the Universal Proxy**

The expanding universe of shareholder activists, changing activist strategies and the impact of new universal proxy rules could result in increased scrutiny for public companies.

With activist investing back to pre-pandemic levels anticipating stakeholder activism, managing company reputations and preparing defense is critical for boards in 2023

shareholders are more vocal and assertive in their demands for increased transparency and better disclosure

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- Discuss Universal Proxy's impact on board elections and activism and how to adapt
- Debate how pass-through voting and 14a-8 changes could change shareholder activism and if companies should prepare for changes to the volume and investor support of shareholder proposals
- Learn how best to prepare for changing activist tactics, such as swarming
- Hear how to prepare your defense by understanding what issues lead investors to push for change and how to communicate with both activists and other influential stakeholders during a contested campaign

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

**Chris Gaskill, executive vice president, chief legal officer and corporate secretary, Summit Materials**

**Anshu Pasricha, general counsel, corporate secretary and chief compliance officer, Astec Industries**

## **12.00 pm ESG: Are you ready for increased climate disclosures?**

The SEC's climate disclosure rule remains the commission's top priority. Corporate Secretaries will play a vital role in helping boards prepare for and comply with increased expectations on company structures, policies, practices and reporting.

This session will discuss how governance teams can help the board identify and manage climate-related risks, develop a comprehensive ESG strategy, and establish appropriate disclosure processes.

We will also discuss the anti-ESG agenda and the emerging trend of 'greenhushing', a reluctance among boards to publicly disclose their ESG targets for fear of greenwashing accusations.

- Hear how companies and management teams are addressing increased expectations related to climate reporting and oversight.
- Discuss the impact of ESG-related activism amid a rising tide of anti-ESG sentiment
- Learn how to address concerns around greenwashing, and greenhushing
- Understand how companies are aligning compensation plans with ESG goals

**Moderator: Laurence Taylor, senior conference producer, IR Magazine and Corporate Secretary**

**Mehgan Peetz, chief legal officer, corporate secretary, and head of ESG, Shoals Technologies Group**

**Molly Treese, CLO and corporate secretary, Teradata**

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**12.45 pm Lunch**

**1.30 pm Shareholder engagement amid increasing shareholder accountability**

A rise in retail investors, major investment firms making it easier for individual clients to vote and a general trend toward shareholders becoming more actively engaged with governance at companies require a re-think in shareholder engagement practices.

As more power is handed to investors, through technological and regulatory changes, the importance of informing, educating and engaging a broader range of comes to the fore. This session will explore the different strategies, tools and practices governance teams are using to increase transparency and dialogue with their shareholders.

- Discuss how shareholder engagement is changing and what the impacts are for governance teams
- Learn how to better educate retail investors on both the short-and-long term direction of their company
- Understand how to broaden your reach and increase transparency for you, and your board

**Moderator: Lauren McDonald, conference producer, IR Magazine and Corporate Secretary**

**Scott Kindle, strategic account sales manager, Mediant**

**Karen Leu, general counsel, Burlington Stores**

**2.15 pm Defining materiality: Cyber-security disclosure and oversight in the age of mainstream AI**

The emergence of ChatGPT is being called AI's 'iPhone moment' but as artificial intelligence becomes mainstream it causes increased risks in the area of cyber-security and data privacy. This is happening at a time when companies are required to improve cyber-security expertise on boards and disclose how they oversee cyber-security-related risks.

In addition, the challenge of determining what constitutes a material breach and when to report on cyber-attacks continues to cause headaches for governance teams.

This session examines the emerging risks in cyber-security and data privacy, discusses how companies can refresh expertise on their boards, and will share how best to determine materiality as it relates to privacy and security.

- Understand how data protection and privacy risks are increasing in the era of mainstream artificial intelligence

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- Learn how to recruit the best candidates with cyber-security experience
- Debate how to determine whether a cyber-incident is material, and therefore, must be reported
- Get clarity on what data should be reported to the CEO and board as it relates to cyber-security and data privacy

**Moderator: Ben Maiden, editor-at-large, Corporate Secretary  
Francesca Don Angelo, deputy general counsel and corporate secretary, Galaxy Digital  
Dan Silver, partner, Clifford Chance**

**3.00 pm Afternoon networking break**

**3.30 pm Improving board composition and capabilities**

The importance of having a diverse, skilled, and effective board cannot be overstated. However, many organizations struggle with increasing the diversity of backgrounds, skills, and professional experience on their boards while continuing to elect new directors at the current rate.

We will also discuss what impact new universal proxy rules will have in making it easier for shareholders to push for board refreshment, and how companies can better integrate new directors onto the board.

- Hear about strategies and networks that will improve your ability to recruit experienced, qualified, and diverse directors
- Understand how to integrate new directors onto the board effectively, with a focus on better onboarding
- Debate the extent to which Universal Proxy will impact board refreshment

**Moderator: Steven Wade, Head of event content, IR Magazine & Corporate Secretary  
Daniel Kim, vice president, associate general counsel and corporate secretary, Fortive Corporation  
Sophia Lee, chief legal officer and chief sustainability officer, Altus Power**

**4.15 pm Champagne Roundtables: Exchange ideas with peers in highly interactive roundtable discussions** 🍷

Enjoy some champagne while discussing any of the following topics and discuss them with your peers. When the bell rings, move on to your next table and repeat! At the end of the session, hear a roundup of lessons learned so you can apply these when you return to the office.

- *Getting started with climate reporting*

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- *The impact of universal proxy on board refreshment*
- *The evolving role of directors in today's environment*
- *Human capital management: evolving challenges*
- *Regulatory roundtable: how to navigate compliance today*
- *The impact of volatility on corporate governance*

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

**Lauren McDonald, conference producer, IR Magazine and Corporate Secretary**

**Laurence Taylor, senior conference producer, IR Magazine and Corporate Secretary**

**Steven Wade, head of event content, IR Magazine & Corporate Secretary**

**4.45 pm Summary and networking drinks**

**Steven Wade, head of event content, IR Magazine & Corporate Secretary**