

CORPORATE GOVERNANCE FORUM

EXCELLING IN A DYNAMIC AND EVOLVING LANDSCAPE

Thursday, November 6, 2025, New York

AGENDA

This event is in person only. All times are in EST

8.30 am **Registration, refreshments and networking**

8.50 am **Welcome remarks**

Steve Wade, head of content, Governance Intelligence

Beth Sasfai, partner, Cooley

9.00 am **Best practice for optimizing your proxy statement, streamlining preparation and improving disclosures**

Proxy season is the cornerstone of corporate governance and as companies approach another season, it is essential for them to refine their strategies to ensure a smooth and successful process.

This panel will take a deep dive into how to turn your proxy statement into a strategic asset by crafting a compelling and transparent narrative, boosting investor trust and enhancing governance standards.

- Identify the perfect equilibrium between meeting regulatory requirements and delivering clear, engaging communication
- Evaluate the importance of incorporating ESG and notable company successes to elevate proxy disclosures
- Strategies for fostering collaboration across internal teams creating a cohesive narrative to harmonize disclosures
- Examine efficient methods to integrate proxy preparation into your broader governance and communication strategies, ensuring you are well-positioned to deliver high-quality, thoughtful disclosures when needed.
- Examples of the latest proxy statement trends, designs and content developments, plus strategies to assess the document's overall effectiveness
- Consider the best engagement tactics to maintain open communication with shareholders throughout the year.

Steve Wade, head of content, Governance Intelligence

Christina Banthin, senior vice president and corporate secretary, AIG

Tricia Hammons, director, governance and legal services, Murphy Oil

Ron Schneider, director of corporate governance services, DFIN

9.40 am **From curiosity to core strategy: The role of the board in delivering comprehensive risk oversight on AI and cybersecurity**

As technology continues to evolve at a rapid pace, organizations are faced with both unprecedented opportunities and significant risks. The board's role in overseeing these risks is crucial to ensure that new technologies are implemented effectively and responsibly.

In this session, we will explore how boards can navigate the complexities of technological advancements, identify potential risks and develop strategies to mitigate them.

- Practical tips on keeping boards informed on the latest threats and mitigation strategies

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- Guidance on overcoming compliance challenges as technological advancements outpace the current regulatory frameworks
- Insights into effectively balancing the drive for innovation with the necessity of risk management
- Strategies to address ethical concerns in board members and knowledge gaps in leadership expertise
- Understand what investors are looking for in tech risk oversight
- Discuss how corporate governance professionals and boards are currently using AI and technology to ease their workload.

Steve Wade, head of content, Governance Intelligence

Elizabeth Riotte, vice president, deputy general counsel and assistant corporate secretary, Avangrid

Dottie Schindlinger, executive director, Diligent

Smita Shah, board member, ComEd, MacLean Fogg Company, InvenTrust Properties Corp, founder and CEO, SPAAN Tech

Lisa Ware-Alexander, vice president, deputy general counsel, corporate secretary, chief compliance and ethics officer, Bunge Global

10.20 am

Executive pay under pressure: Navigating governance and disclosure challenges

Executive compensation continues to be one of the most scrutinized and complex areas of corporate governance. As expectations from investors, regulators and the public evolve, governance professionals must strike a careful balance between transparency, competitiveness and compliance.

This panel will explore the real-world challenges of managing executive pay in today's environment and how governance teams can respond effectively.

- Gain insights into balancing transparency with competitiveness, learning how to disclose enough to satisfy stakeholders without compromising strategic pay structures
- Understand the evolving disclosure rules and discuss the best practice in keeping up with changing regulations across jurisdictions to ensure accurate and timely reporting
- Strategies to address investor concerns, proxy advisor influence and public perception around pay fairness
- Designing incentive structures that are defensible, measurable and aligned with long-term value creation
- Processes and procedures to proactively manage reputational risk and respond to challenges around executive compensation.

Steve Wade, head of content, Governance Intelligence

Jeffrey Taylor, vice president, chief SEC counsel and secretary, American Water Works Company

Adriana Mitchell, senior vice president, senior associate general counsel and assistant corporate secretary, Truist

Michael Voge, managing director, global advisory group, Alliance Advisors

11.00 am

Networking break

11.30 am

Activism outlook: Preparing your board for action amid a changing activist landscape

In today's dynamic corporate landscape, proxy fights and shareholder activism have become increasingly prevalent. These activities can significantly impact a company's strategic direction and governance. It is therefore essential for

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boards to be well-versed in the processes and procedures required to navigate these challenges effectively.

During this session, we will delve into the current trends and future outlook for proxy fights and shareholder activism, the strategies employed by activists, the common triggers for proxy battles and the best practices for boards to respond proactively and constructively.

- Discuss the current trends in shareholder activism
- Guidelines to educate the board on the mechanics of proxy fights, including the use of universal proxy cards, the role of proxy advisors and the typical strategies employed by activists
- Develop a comprehensive plan for the board to respond to activist approaches, including early warning systems, engagement strategies and effective communication techniques
- Evaluate the importance of conducting regular scenario planning and simulation exercises to prepare the board for potential activist campaigns, ensuring they can act swiftly and effectively under pressure
- Strategies to ensure boards are familiar with the legal and regulatory requirements surrounding proxy fights and shareholder activism, including recent changes and their implications.

Steve Wade, head of content, Governance Intelligence

Pat McHugh, co-founder and senior managing director, Okapi Partners

Hope Mehlman, chief legal and corporate affairs officer, Ally Financial

Arden Phillips, vice president, deputy general counsel and corporate secretary, Constellation Energy

12.10 pm

Creating an effective board: Recruitment, onboarding, culture and training in a competitive landscape

In today's fast-paced and competitive business environment, the role of the board is more critical than ever. An effective board not only ensures robust governance, but also contributes to the company's strategic growth, which is essential to its success.

Our expert panellists will explore the key elements that contribute to building and managing a high-performing board, sharing their insights on best practices for board composition, the importance of diversity and the strategies for fostering a culture of collaboration and innovation.

- Learn how to develop a clear and transparent board recruitment process that identifies the gaps and needs of your board and attracts and selects suitable candidates
- Practical tips to provide optimal orientation, onboarding and training for new board members
- Guidance on fostering a strong board culture and governance that nurtures a clear and shared vision and a respectful and trusting relationship among board members
- Navigating the regulatory minefield: discuss strategies governance professionals can use to innovate and adapt to sustain diversity on the board, even if the political winds shift again
- Insights into efficiently balancing the tension between delivering short-term financial performance and investing in long-term strategic initiatives
- Evaluate the processes and procedures available to assess the effectiveness of board training.

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Steve Wade, head of content, Governance Intelligence

Maria Doughty, board member, Chicago Council on Global Affairs and Roosevelt University and president and CEO, The Chicago Network

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

Irving Gomez, vice president, deputy general counsel and secretary, PagerDuty

12.50 pm **Lunch**

12.50 pm **Optional roundtable discussion**

Liz Dunshee, senior strategic advisor, capital markets and corporate governance, Cooley

Sarah Sellers, partner, Cooley

1.50 pm **How to ride the ‘politicization of governance’ wave**

In recent years, the intersection of politics and corporate governance has become increasingly pronounced. Companies are finding themselves navigating a landscape where political considerations and stakeholder expectations play a significant role in governance decisions. Understanding how to effectively manage this politicization is crucial for maintaining stability and achieving strategic objectives.

This panel will explore the dynamics of the politicization of governance and its implications for corporate boards, providing insights on how to anticipate and respond to political pressures, engage with diverse stakeholders and integrate political risk management into governance practice

- Examples of how companies are adapting to new California legislation on climate disclosure and the CSRD from the EU
- Discuss the catalysts, challenges and opportunities of opting to relocate to or incorporate in another state
- Discuss the relevance, future outlook and enforcement challenges of the Corporate Transparency Act and Foreign Corrupt Practices Act
- Learn how to efficiently navigate the rapidly evolving political and regulatory landscape and discuss the challenges of trying to future proof your plan
- Discuss the future of DE&I regulation and investor policies and their implications for disclosures

Steve Wade, head of content, Governance Intelligence

Michael Green, chief compliance officer, ARM

Beth Sasfai, partner, Cooley

Paul Sharobeem, associate general counsel and assistant secretary, Century Aluminum Company

2.30 pm **Best practice for a successful AGM**

As we move into 2026, AGMs are evolving in response to shifting expectations, technological advancements and the growing demand for more inclusive and impactful governance practices.

This panel will evaluate, give insights and practical tips on how to create a successful AGM to significantly enhance stakeholder trust and confidence.

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- Practical tips on how to best engage with investors before, during and after the AGM
- Evaluate the challenges and opportunities of blending physical and virtual participation
- Discuss strategies to effectively address stakeholder questions and concerns, ensuring transparency and showcasing the board's achievements and future plans
- Advice on ensuring legal compliance at all times, referring to notice periods, quorum and filings
- Strategies to cope with unwanted disruption to guarantee a calm, considered and constructive meeting.

Steve Wade, head of content, Governance Intelligence

Richard Gluckselig, vice president, associate general counsel and assistant secretary, Regeneron Pharmaceuticals

Tanya Jaeger de Foras, board member, Rafhan Maize Products and chief legal officer, corporate secretary and chief compliance officer, Ingredion

Jenna Kaye, CEO and founder, Odyssey Trust Company

3.00 pm

Governance and AI: Leverage AI and technology to make governance easier, safer and more efficient

Governance and AI are becoming increasingly intertwined, with technology playing a crucial role in changing how governance teams work. It can help teams stay on top of regulations, reduce risks and make board operations run more efficiently.

This panel will explore how the corporate secretary's can leverage AI to enhance governance and compliance across global subsidiaries amid regulatory uncertainty, geopolitical risk and business transformation, while also helping manage liability and drive cost efficiency.

- Stay ahead of changing rules: Using AI to track global regulations and spot what matters to each part of your business
- Simplify entity management by learning how to leverage AI to provide oversight and reporting for different entities across your business
- Introduce more dynamic risk management through leveraging AI to flag geopolitical and operational risks earlier and manage them faster
- Enhance how you prepare for board meetings, improve the quality of information provided and help ensure more insightful governance decisions.

Steve Wade, head of content, Governance Intelligence

Henrique Canarim, vice president, senior assistant general counsel and assistant corporate secretary, Leidos

Matthew Timmons, partner, PwC

3.30 pm

Summary and end of the Forum