CORPORATE GOVERNANCE FORUM

Excelling in a dynamic and evolving landscape

Thursday, November 5, 2026, New York

AGENDA

This event is in person only. All times are in Eastern Time (ET)

8.30 am **Registration, refreshments and networking**

8.50 am **Welcome remarks**

Laurie Havelock, editor, Governance Intelligence

9.00 am **Adapting governance strategies to geopolitical and macroeconomic uncertainty amid regulatory instability**

Geopolitical shifts, economic uncertainty and evolving regulations are making it harder for organizations to plan and operate with confidence. If governance practices fail to keep pace, companies risk reacting too slowly or focusing too heavily on short-term compliance at the expense of long-term success. This session focuses on how to ensure your board remains adaptable, makes sound decisions and protects employees and the business in an increasingly unpredictable world.

- Gain tactical insights to identify and prioritise emerging geopolitical and macroeconomic risks that could materially affect strategy, operations and stakeholder confidence
- Discuss strategies to stay agile in the face of regulatory volatility, including adjusting governance frameworks, decision making processes and oversight structures
- Learn how to embed uncertainty into board discussions to ensure risk scenarios, stress testing and contingency planning are regularly considered without overwhelming agendas
- Apply proven approaches to balance compliance with strategic thinking when short-term policy swings or regulatory pressure distorts long-term value creation
- Consider how governance can address employee safety across different jurisdictions amid increased conflict

Laurie Havelock, editor, Governance Intelligence
Mary Francis, corporate secretary and chief governance officer, Chevron

9.40 am **Best practice shareholder engagement and how to overcome unpredictable proxy voting dynamics**

As proxy voting dynamics become increasingly unpredictable, governance professionals play a critical role as the central link between proxy advisers, shareholders, regulators, boards and the business. However, achieving positive outcomes, particularly at AGMs is becoming more complex as transparency declines.

This session looks at the reasons behind this decline, shares practical ways to improve shareholder engagement and explores how to navigate today's changing landscape to better anticipate and influence voting outcomes.

- Examine how proxy adviser policy changes continue to influence voting decisions and what that means for your corporate governance strategies
- Explore how AI-driven and customized investor frameworks are reshaping shareholder decision making beyond traditional proxy advisers
- Review key trends from the 2026 proxy season and the impact of SEC rulemaking on future proxy campaigns

- Learn practical approaches to navigating Schedule 13D and 13G rule changes and use shareholder monitoring to identify activism and governance risks early
- Debate if proactive engagement can shape voting outcomes before the proxy season even begins

Steve Wade, head of content, Governance Intelligence
Christina Banthin, senior vice president and corporate secretary, AIG
Kevin Coleman, associate general counsel and assistant secretary, Ally Financial
Etelvina Martinez, managing director, Alliance Advisors
Ron Schneider, director, corporate governance services, DFIN

10.20 am **Networking break**

10.50 am **Workshop: can your 10-K update itself?**

Payton McCoy, co-founder and CEO at Greenshoe, will lead an intimate workshop that will take place concurrently with the main Forum.
This interactive, hands-on workshop will focus on using AI to continuously monitor the market and identify changes to your disclosures.

- Learn how AI can continuously monitor the market against your company's existing 10-K and identify developments that may require attention.
- See Greenshoe take a real 10-K and monitor new peer disclosures, SEC developments, litigation, news and market events as they occur.
- Walk through how Greenshoe connects relevant signals directly to the document and recommends specific disclosures to review, update or add.
- Share this intelligence with your teammates and discuss what should – and should not – result in a change to the company's disclosure.

Payton McCoy, co-founder and CEO, Greenshoe

(Please note that spaces for the workshop are limited and will be allocated on a first-come, first-served basis. If you're interested in participating, please email thomas.williams@governance-intelligence.com)

10.50 am **Spinning plates: navigating a more targeted form of shareholder activism, while planning for a renewed M&A cycle**

Corporate governance professionals are operating in an environment of increased litigation risk, ESG-linked lawsuits and more sophisticated shareholder activism. This raises expectations for robust documentation, decision-making processes and board education, as activists increasingly scrutinize how, not just what, boards decide.

- Gain an understanding of how shareholder activism has become more targeted, with a sharper focus on specific governance, strategic and performance related issues

- Recognise early warning signs of targeted activism, including changes in shareholding patterns, private engagement requests and proxy adviser signals and understand what governance professionals can do to prepare boards early
- Explore practical ways boards can respond to targeted activist demands, balancing engagement with the protection of long-term value and board authority
- Understand how governance structures, disclosures and board decisions can unintentionally attract activist attention and what practical steps can reduce vulnerability without appearing defensive
- Consider the role governance professionals play in coordinating communications and processes, ensuring consistent messaging between the board, management, investors and advisers during activist situations
- Debate the drivers behind quicker settlements of activist campaigns and discuss the implications for governance professionals.

Natalie Bannerman, senior reporter, Governance Intelligence
Sean Brownridge, partner and chair of activism defense group, Cooley
John DePinto, senior vice president head of corporate solicitation, Laurel Hill

11.30 am **Facilitating the AI advantage: realizing the opportunity and making AI oversight work in practice**

Governance professionals are increasingly being asked to help boards make sense of how AI and new technology is being used across the organization, from generative tools to automated decision-making and data management. The real challenge is not whether to adopt AI, but how to put the right guardrails in place that focus on accountability, bias, risk disclosures and regulatory expectations. All at a time when many directors lack a real understanding of the technology.

As a result, governance professionals must serve as the bridge between technical complexity and board-level accountability. The question is: how do you do this effectively?

- Understand the latest AI legislative and regulatory developments and how to communicate them effectively to key stakeholders
- Build agile AI governance frameworks that address risk, compliance and cross-border regulatory challenges
- Assess whether existing risk scenario planning models are sufficient for AI or if new governance approaches are required
- Develop effective processes for identifying, escalating, reporting and responding to AI-related incidents
- Strengthen board oversight of AI adoption while preparing for shareholder activism and proxy challenges.

Natalie Bannerman, senior reporter, Governance Intelligence
Seth Gastwirth, deputy general counsel, assistant corporate secretary and general counsel capital markets and leasing advisory, JLL
Robert Jett, global privacy and data protection officer, Bunge
Riddhi Shah, vice president, corporate and securities, Zoom

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12.10 pm **Opportunities and challenges for governance professionals when integrating AI into their personal workflows**

Governance professionals are increasingly weaving AI into their day-to-day work. The focus is less on automation and more on using AI to support judgment and improve efficiency and oversight. However, governance work also requires a high level of accuracy, accountability, transparency and resilience against legal scrutiny. As a result, AI adoption tends to be more cautious and tightly controlled than in many other corporate functions.

This session takes a deep dive into this essential balancing act that governance professionals cannot get wrong.

- Understand what AI tools are available to governance professionals and assess how they can improve efficiency in various functions
- Develop board habits to use AI-driven outputs effectively and avoid becoming dependent on outputs that the board are not equipped to challenge
- Consider the opportunities and risks of board members using AI
- Address whether the board should engage with what AI finds, particularly when that analysis introduces friction rather than clarity
- Explore how the role of governance professionals is evolving with the use of AI and discuss whether external counsel is still necessary or whether an in-house governance prompt specialist could use AI to draft disclosures for review by internal legal teams
- Learn proven methods to address the challenges surrounding accuracy, accountability, confidentiality and compliance.

Laurie Havelock, editor, Governance Intelligence
Deb Boyda, board director, Motivus
Matthew Geekie, senior vice president secretary and general counsel, Graybar
Ki Hoon Kim, associate general counsel, Hewlett Packard Enterprise

12.50 pm **Networking lunch**

12.50 pm **Optional lunchtime roundtable discussion - Hot topics: dialogue on real-time trends**

Join us at the Cooley-led roundtable discussion, where industry leaders will address the most current and pressing issues shaping the corporate governance landscape. The focus will be on real-time trends such as the evolving nature of shareholder engagement, the impact of AI and cybersecurity risks and the ongoing developments in regulations and disclosures. The discussion will also touch on recent changes in activist campaigns and give updates on Delaware General Corporation Law (DGCL) and incorporation trends.

Please note that spaces for the lunchtime roundtable are limited and will be allocated on a first-come, first-served basis. If you're interested in participating, please email thomas.williams@governance-intelligence.com.

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

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1.50 pm **Aligning executive compensation with performance amid enhanced governance expectations**

This panel examines the growing complexity of executive compensation amid heightened scrutiny from investors, regulators and proxy advisers. It draws on real world examples to explore the practical challenges governance professionals face in aligning pay with strategy, performance and governance expectations while supporting the board and managing risk.

- Updates on regulatory frameworks and how they affect executive compensation
- Gain practical insights into navigating evolving investor and proxy adviser expectations on pay design and disclosure
- Manage pay-for-performance alignment amid volatile results and shifting strategies, avoiding using overly complex metrics that investors struggle to understand or trust
- Apply best practices for supporting the board and compensation committee through increasingly complex decision making
- Balance competitiveness with restraint in executive pay outcomes
- Discuss the most effective ways of addressing shareholder opposition, including say-on-pay votes and engagement challenges
- Use proven techniques to ensure clear, defensible and compliant compensation disclosure across markets.

Steve Wade, head of content, Governance Intelligence
Paul Sharobeem, senior director, managing counsel - corporate, securities and governance and assistant corporate secretary, McDonald’s

2.30 pm **Optimizing board composition for strategic oversight and growth**

The demand for directors with AI literacy, cyber expertise, global risk experience and human-capital oversight has outpaced board refreshment in many companies. Governance professionals must manage succession planning, evaluations and refreshment in a politically sensitive environment where DEI expectations, skills disclosure and investor scrutiny intersect.

- Identify the skills, experience and behavioral qualities required for future-ready boards, while balancing emerging capabilities with traditional expertise
- Bridge the gap between experience and digital expertise, learn how to create an environment and culture that fosters a cohesive and effective board
- Understand how corporate governance professionals are supporting the evolution of day-to-day board practices, from secure digital platforms and advanced scenario planning to redesigned agendas that improve focus, time management and decision quality
- Develop an understanding of how to create clear and effective disclosures that meet stakeholder expectations by explaining each director nominee’s qualifications, experience and contribution to the overall balance and effectiveness of the board
- Debate the pros and cons of specialization: directors owning certain fields versus multidisciplinary directors and outsourced external contributors

Natalie Bannerman, senior reporter, Governance Intelligence
Brady Long, executive vice president and chief legal officer, Transocean

Maureen Montgomery, deputy general counsel of corporate, commercial, and M&A, and assistant corporate secretary , Robinhood

3.00 pm **How boards navigate change after activist campaigns and major transactions**

Activist campaigns and major transactions can alter the trajectory of a company long after the immediate event has passed. When the public scrutiny subsides, boards are left to determine how those changes take shape in practice and what they mean for the company's future.

This panel considers the longer-term consequences of activism and strategic change, drawing on the experiences of professionals who have governed through periods of transformation and lived with the outcomes.

- Discuss tactics to ensure boards maintain momentum and hold management accountable for delivering on the rationale that drove the campaign or transaction.
- Gain practical insights into how directors can build effective working relationships following board refreshment, settlements with activists or significant changes in composition.
- Learn effective methods for boards to engage with shareholders after a high-profile event and navigate pressure around performance, strategy and capital allocation to manage expectations over the long term
- Assess what boards would do differently in hindsight, which changes proved durable and how major events can permanently alter the way a board oversees the company.

Steve Wade, head of content, Governance Intelligence
William Dooley, managing director, head of M&A and activism, Americas, Sodali & Co

3.30 pm **Summary and end of the forum**