

CORPORATE GOVERNANCE FORUM

Thursday, November 7, 2024
Clifford Chance offices, New York



The Corporate Governance Forum is back in New York on Thursday, November 7 to help Corporate Secretaries and General Counsels improve board oversight and share governance best practices in a rapidly changing environment.

We evaluate the implications of recent market and regulatory changes on the role of governance professionals and provide a platform to share best practices before year-end, the Corporate Governance Forum is taking place at a perfect time to plan for the year ahead.

AGENDA

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

8.15 am **Registration, refreshments and networking**

8.50 am **Welcome to the forum**

9.00 am **Prepare and develop an effective board evaluation program to foster efficiency, diversity and company growth**

Companies and their boards must adapt to constantly changing complexities driven by factors such as crises, societal perspectives, regulatory requirements, and economic changes. In addition, boards must respond to investor, regulator, and other stakeholder expectations. Conducting robust board evaluation process can help reinforce the board's effectiveness and commitment to its role.

This panel will discuss how a well-structured board assessment can be a driver of board efficiency in fulfilling its responsibilities.

- Learn what the most effective assessment practices are: frequency, in person interviews and/or questionnaires
- Discover the best use of technology to aid in the process
- Determine when to share the findings of your evaluation and how boards can make the best use of these results
- Proven ways to resolve conflicts that develop from evaluations

Ben Maiden, editor-at-large, Governance Intelligence

George Anderson, consultant, Spencer Stuart

Jessica Olich, head of governance and associate general counsel, Equitable Holdings

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

9.45 am **AI and the board room: Oversight and opportunities available to governance professionals**

AI has become a powerful tool to enhance internal decision-making processes and governance through advanced analytical models and robust risk-management methods.

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Experts will assess the solutions available to streamline governance activities and the risks that accompany them.

- Consider the role of the board in delivering comprehensive risk oversight on new technology
- Learn about the processes that support the design, development, deployment and operation of AI models
- Generate strategic, tactical, and operational policies that ensure the use of AI aligns to your organization's goals and values, and limits organisational risk
- Consider methods to assign accountability and publish controls to monitor and enforce compliance
- Evaluate policy gaps using a policy framework

Steve Wade, head of content, Governance Intelligence

Seth Gastwirth, deputy general counsel, assistant corporate secretary, and general counsel for work dynamics, JLL

Christine Kim, senior associate, Clifford Chance

10.30 am **Networking coffee break**

11.00 am **Guidelines for optimizing board cyber security oversight: realization, mitigation, protection and resilience**

Since the possibility of a cyber incident is not an "if" but a "when," corporate governance professionals must ensure their boards stay vigilant in overseeing that management is prepared to detect, respond, disclose and mitigate the effects on a cyber-attack to the required level. Even though the risks cannot be eliminated entirely, proactive and active oversight will lower the probability of a serious cyber incident occurring and reduce the losses.

This panel will give guidance on how to improve the governance of cybersecurity, and how to educate the board to weigh the opportunities that digitalization and technology may bring to a company against the risks involved.

- Assess in-house v outsourced solutions and services
- Keeping the board up to date on cyber-security regulations and ensuring it understands the governance and litigation risks
- Evaluate the importance of having a cyber security vanguard on the board v the expertise of external counsel
- Understand the preparation needed to ensure a plan is in place that can be activated immediately if there is a breach
- How can governance teams can devise a process for determining what incidents are material and what those disclosures should include?
- Consider the methods needed to nurture a resilient company outlook that combats cyber attacks

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Laurie Havelock, editor, Governance Intelligence

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

Peter Mason, independent arbitrator and mediator, Arbitra International

11.45 am **Being prepared when an activist comes knocking – managing the board and shareholder engagement**

Shareholder activism is rising globally and companies are regularly getting checked on their behavior, board composition, transparency, ESG performance and profitability. This panel will take a deep dive into recognizing the initial signs an activist is at your door and how the board can prevent its escalation or mitigate the resulting consequences.

- Understand the trends in activism activity and tactics; and learn when and how to change your narrative
- Best practices for board oversight before and during an activist campaign; and how to work effectively with external counsel and advisers
- Consider the influence of and prospects for the universal proxy card in 2024 and beyond
- Leveraging support from other departments such as investor relations.
- Discuss the potential for ESG topics to play a part in activist campaigns in terms of directors and shareholder proposals

Ben Maiden, editor-at-large, Governance Intelligence

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

Bruce Goldfarb, president and chief executive officer, Okapi Partners

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

12.30 pm **Lunch**

1.30 pm **Best practice when approaching new disclosure requirements – where, what, who and when?**

The continual influx of new regulations and the frequently changing geopolitical landscape are creating a complex environment for corporate secretaries and new disclosures.

This panel will focus on the methods and considerations needed to create a road map that ensures new disclosures are reported efficiently, accurately and on time.

- Consider the best place to start, and how to foster a flexible framework through continual education
- Learn how to define what information needs to be disclosed and balance transparency with practicality and liability risk

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- The importance of benchmarking your company's disclosures
- Identify the relevant stakeholders (e.g., companies, investors, regulators) impacted by the requirements to ensure consistent application across diverse entities
- Ensure your team deliver on time and within the strategic guidelines and goals of the company
- Design frameworks to incorporate risk oversight

Steve Wade, head of content, Governance Intelligence

Brady Long, executive vice president and chief legal officer, Transocean

Adriana Mitchell, senior vice president and associate general counsel, Global Payments

Brian Short, partner, co-leader of securities and capital markets group, Ballard Spahr

2.15 pm **The modern corporate secretary; validating your seat in the room**

The role of corporate secretaries has significantly shifted over the last years. As a vital cog in the corporate governance wheel, board secretaries now play an essential role in ensuring the smooth and effective functioning of the board and the organization at large.

Here we will dive into maximizing your effectiveness and quantifying the impact of a corporate secretary on the board and the methods used to evaluate their performance.

- Define your objectives and indicators – consider the goals and principles of your governance system and how to measure them quantitatively and qualitatively
- Assess creative methods to collect and analyze data that reflects your governance performance and impact, ensuring it is reliable relevant, consistent comparable and verifiable
- Realize the best way to communicate results to your board using a variety of channels and formats. Considering their expectations and how you can add value to them
- Discover best practice to evaluate and improve performance in a continuous, systematic and responsive way employing mechanisms such as such as feedback, reviews, audits, assessments and ratings
- Understand the guidelines, behaviors and actions that demonstrate accountability and leadership by setting vision and strategy while fostering culture and nurturing values

Ben Maiden, editor-at-large, Governance Intelligence

Michael Brown, vice president, assistant general counsel and corporate secretary, New York Times

Richard Gluckselig, associate general counsel and assistant corporate secretary, Regeneron Pharmaceuticals

Abdullah Al Ghamdi, senior governance and legal advisor, Saudi Telecoms Company

3.00 pm **Networking coffee break**

3.30 pm **Workshop - Boardroom Simulation**

Attendees will receive a brief description of the company and what has happened.

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The case represents a role-play simulation in which a team of up to 6 participants acts as a board of directors of a publicly-owned automotive lighting products manufacturer. At a regular meeting, the board has to decide the fate of a newly appointed CEO whose style has created a wave of uproar at the company.

The board can consist of two shareholders, chairman of the board, two independent directors and employee representative. After the meeting, the participants will have time to reflect on their experience and exchange views within their groups.

The simulation is designed to serve as a basis for class discussion in the format of a board meeting, for which attendees are expected to use all the knowledge gained from their experience as governance professionals.

The learning objectives are:

- experience the dynamics of a board of directors,
- understand the systemic nature of boards and board-management interaction,
- use different approaches to decision making,
- lead a board (for the chair),
- collaborate with people with different backgrounds and agendas

Abdullah AlGhamdi, senior governance and legal advisor, Saudi Telecoms Company

4.00 pm **Problem solver**

Share your biggest corporate governance challenge in a special interactive session that has been designed to work collaboratively on overcoming challenges with the help of fellow governance professionals.

4.30 pm **Summary and closing remarks**

4.35 pm **Forum ends**