



**CORPORATE
BOARD MEMBER[®]**

GENERAL COUNSEL FORUM

OCTOBER 23, 2018

THE YALE CLUB OF NEW YORK CITY

BoardMember.com/GCForum

THERE IS NO SHORTAGE OF CHALLENGES facing today's legal departments, and with corporate reputations at stake, general counsel must master a growing array of risks along with their legal implications. As GC, you are more than a legal advisor—you are a strategic business partner, a risk and crisis manager, and corporate conscience.

The **9th General Counsel Forum** taking place at the Yale Club of New York City on Tuesday, October 23 promises a unique opportunity to gain insights that will empower you to fulfill all of the above roles.

Organized by Corporate Board Member (formerly NYSE Governance Services), the Forum is designed to address your most pressing corporate governance and risk questions through interactive panels and in-depth peer discussions.

No other event can match the depth of content and the caliber of attendees. Past participants have included the general counsel and chief legal officers at companies such as ADP, Anheuser-Busch, Bank of America, Brown-Forman, Carnival Corp, Chefs' Warehouse, Darden Restaurants, General Electric, Hertz, Pfizer, Revlon, Starbucks, Target, Visa, Wyndham Worldwide and Zillow.

We promise you'll walk away with fresh ideas and tactical approaches to challenges such as mitigating cybersecurity and data vulnerabilities, shareholder activism and engagement, crisis management, balancing the needs of your CEO and the board, and unlocking the value of your in-house legal team.

We look forward to seeing you in New York!

Sincerely,

Jamie Tassa
Publisher & Director of Events
Corporate Board Member

VENUE

The Yale Club of New York City

50 Vanderbilt Ave | New York, NY 10017
www.yaleclubnyc.org

A limited number of rooms have been reserved at the Yale Club for the night of October 22, 2018.



8:30 a.m. – 5:30 p.m.

Breakfast and Registration

KEYNOTE: IMPROVING YOUR ODDS IN THE 2019 CYBER RISK BATTLE

Matt Olsen, Former Director of National Counterterrorism Center and General Counsel, National Security Agency; President, IronNet Cybersecurity

Matt Olsen is a leading authority on national security, intelligence and law enforcement issues, having played a critical role in shaping the nation's counterterrorism and cybersecurity efforts. As the former director of the National Counterterrorism Center, he led the government's efforts to integrate and analyze terrorism information. He has also served as special counsel to the director of the FBI. Matt will share advice on how GCs can work with other key internal players to build a strong defense as a springboard for a good offense. He'll share lessons corporate America can learn from counterterrorism and shed light on the technical, legal and compliance considerations that should top every GC's list when it comes to cybersecurity, starting with threats from within the organization.

THE CONVERGENCE OF INSTITUTIONAL INVESTORS AND SHAREHOLDER ACTIVISTS... AND THE IMPACT ON CORPORATE GOVERNANCE

Gain an insider's view of how investors and activists are evaluating and engaging with boards to impact positive change and the growing influence of index funds supporting activists' efforts—from board diversity to environment and sustainability. Find out the top governance issues you and your board should be prepared to address in advance of the 2019 proxy season.

PEER COLLABORATION

Attendees will be divided into small groups to discuss important issues for today's corporate legal teams, including:

- **The Role of the Legal Department in Today's Crisis of Trust**
From fake news to sexual harassment to pay discrimination, how should GCs respond? And how are companies negotiating conduct exclusions in D&O and E&O policies?
- **People, Processes and Production: Unlocking the Value of Your Legal Team**
What initiatives are chief legal officers taking to increase the value of the legal department in the eyes of the CEO and board? How are GCs handling the challenge of doing more with less as budgets are tightened? What new technologies are legal departments implementing to streamline processes?
- **Balancing Needs of the CEO, Board and Corporation**
General Counsel have to answer to multiple "bosses." Share best practices and advice with your peers on how to balance interests and manage the different perspectives and demands.

EVENT SPONSORS

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THE GC AS THE CORNERSTONE OF BOARD GOVERNANCE

With a direct advisory role to the board of directors, today’s corporate counsels are at the center of a complex web of corporate governance regulations, ethical considerations and investor expectations. This panel will look at the GC’s integral role working with the board, from the onboarding of new directors and board evaluations to directors’ interaction with investors.

Lunch sponsored by **barker**gilmore

OUT OF THE CROSSHAIRS: NAVIGATING M&A DUE DILIGENCE AND SECURITIES LITIGATION CONSIDERATIONS


Almost 90% of shareholder litigation results from public company M&A transactions. How do you stay out of the crosshairs of opportunistic plaintiffs and successfully execute a transaction that is a win-win for all parties? Gain insights and lessons from recent Delaware cases to improve your due diligence efforts and protect management and the board from shareholder litigation, whether you are the acquirer or the acquiree.

THE GC’S ROLE IN CRISIS MANAGEMENT

From product recalls or harassment charges to data breaches and customer backlash, crisis events find their way into the headlines on an almost daily basis. A crisis situation is rarely 100% predictable and is not a single event, but rather a chain of events throughout which the GC plays a pivotal role. This panel will look at the responsibility of the in-house legal department in preparing for and responding to a major corporate crisis. Address the most common issues that arise in an actual crisis by learning how to develop a solid plan that includes tabletop testing exercises, decision-making authority, internal and external communications strategies, and the reliance on external resources.

THE LEGAL IMPLICATIONS FOR DATA PROTECTION AND PRIVACY, HERE AND ABROAD

GDPR took the world by storm last spring, raising a host of data privacy questions for U.S. companies. Additionally, shareholders of companies affected by a data breach are looking for opportunities to impute liability to officers and directors. As businesses collect and process ever-increasing amounts of data and begin to tap the potential of new technologies, they must consider a new set of data security and data privacy compliance considerations. This session will shed light on key data privacy principles and what GCs need to understand about lawfulness, confidentiality, protection and liability of data, here and abroad.

Networking Reception sponsored by  **Donnelley**
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REGISTRATION INFORMATION

Standard Rate	20% Savings Using Code VIP20	Board Leadership Program Members
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Learn more about Corporate Board Member’s Board Leadership Program at BoardMember.com/BLP or contact Leigh Townes at ltownes@ChiefExecutive.net

Register online at BoardMember.com/GCForum

GENERAL COUNSEL FORUM



FEATURED SPEAKERS



KEYNOTE

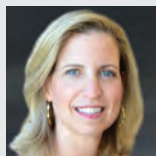
MATT OLSEN

Former General Counsel
National Security Agency



STEVE LIPIN

Chief Executive Officer
Gladstone Place Partners



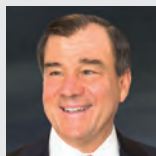
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& Corporate Secretary
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ROBERT BOSTROM

SVP, General Counsel
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PHIL NEISWENDER

President & Chief
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Chief Legal Officer, EVP
of Government Affairs &
Corporate Secretary
Peabody Energy



JOHN NOBLE

Retired Vice Chancellor
Delaware Court of
Chancery (2000-2016)



RAKHI KUMAR

Head of ESG Investments
State Street Global
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CAREY ROBERTS

Chief Legal Officer &
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Questions? Contact events@ChiefExecutive.net or 615-592-1591

