



**SOCIETY**  
of Corporate Secretaries  
& Governance Professionals

NEW YORK / EASTERN NEW ENGLAND / FAIRFIELD-WESTCHESTER  
HARTFORD / OHIO / AND PITTSBURGH CHAPTERS

*SHIFTING GROUNDS*

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*CORPORATE  
GOVERNANCE IN A  
VOLATILE WORLD*

*OCTOBER 8-10, 2014  
REGIONAL FALL CONFERENCE*

*TIME WARNER CORPORATE HEADQUARTERS  
ONE TIME WARNER CENTER / NEW YORK, NEW YORK*

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## *MEMBERS AND GUESTS*

The 2014 Regional Fall Conference Committee welcomes you to our Conference at the Time Warner Corporate Headquarters in New York, NY. We are delighted to be here. We hope the conference program will provide a balance of professional challenge, good fellowship and personal enjoyment that are the hallmarks of these events.

James J. Killerlane III, Chairman  
2014 Regional Fall Conference  
New York, Eastern New England, Fairfield-Westchester, Hartford,  
Ohio and Pittsburgh Chapters

Gale K. Chang  
Heidi S. DuBois  
Matthew S. Furman  
Geraldyn S. Ritter  
Tracie L. Vicki

October 8-10, 2014  
New York, NY

Conference participants should wear their badges at all times. This will ensure that only Conference participants attend Society meals and other functions. In addition, badges are key for networking with fellow attendees, one of the most important benefits of coming to the Conference.

*SHIFTING GROUNDS  
CORPORATE  
GOVERNANCE  
IN A VOLATILE  
WORLD*

*CONFERENCE  
PROGRAM / DAILY  
SCHEDULE*

All events, other than the ethics program and reception on Wednesday, take place at the **Time Warner Conference Center in New York, NY.**

Time Warner Corporate Headquarters / 10th Floor  
Entrance is on West 58th Street  
between 8th and 9th Avenues

# WEDNESDAY, OCTOBER 8

LOCATION: WEIL, GOTSHAL & MANGES LLP / 767 FIFTH AVENUE / NEW YORK, NY

## 4:00PM-6:00PM REGISTRATION

### 4:30PM-5:30PM THE INVISIBLE CLIENT: ETHICAL AND OTHER CONUNDRUMS IN REPRESENTING A CORPORATION

*Panel Members* **Lynn Stout** Distinguished Professor of Corporate & Business Law, Cornell Law School

**Paul Washington** Senior Vice President, Deputy General Counsel, and Corporate Secretary, Time Warner Inc.

**Richard Levine** Partner, Weil, Gotshal & Manges LLP

### 5:30PM-6:30PM SCOOPS, CASES AND DEFENSES: THE INTERSECTION OF MEDIA AND LAW ENFORCEMENT AND THE ETHICAL AND OTHER RULES THAT ARE SUPPOSED TO DIVIDE THEM

*Panel Members* **Joon Kim** Chief, Criminal Division, United States Attorney's Office for the Southern District of New York

**Daniel Gitner** Partner, Lankler, Siffert & Wohl LLP

**Sheelah Kolhatkar** Features Editor, Bloomberg Businessweek

*Moderator* **Christopher Garcia** Partner, Weil, Gotshal & Manges LLP

## 6:30PM-8:00PM WELCOME RECEPTION

# THURSDAY, OCTOBER 9

LOCATION: TIME WARNER CONFERENCE CENTER – COLUMBUS ROOM / NEW YORK, NY

## 7:30AM-8:45AM BREAKFAST – COLUMBUS LOUNGE

### 8:30AM-8:45AM WELCOME AND OPENING ADDRESS

*Welcome* **Heidi S. DuBois** Vice President, Global Sustainability and Senior Counsel, PepsiCo., Inc.

*Opening Address* **Douglas K. Chia** Assistant General Counsel and Corporate Secretary, Johnson & Johnson and Chairman, Society of Corporate Secretaries & Governance Professionals, Inc.

### 8:45AM-10:00AM LEARNING FROM THE 2014 PROXY SEASON AND EXPECTATIONS FOR 2015

*Moderator* **Jeffrey A. Welikson** Vice President, Corporate Secretary & Deputy General Counsel American International Group, Inc.

*Panel Members* **Carol Bowie** Head of Research – Americas, ISS

**Frederick J. Marquardt** Senior Managing Director, Morrow & Co., LLC

**Robert McCormick** Chief Policy Officer, Glass Lewis & Co. LLC

**Glen Schleyer** Partner, Sullivan & Cromwell LLP

## 10:00AM-10:15AM COFFEE BREAK – COLUMBUS LOUNGE



**10:15AM-11:15AM IS THE BEST DEFENSE A GOOD OFFENSE? INCREASED USE OF COURTS TO RESOLVE SHAREHOLDER DISPUTES**

*Moderator* **Christoph A. Pereira** Chief Corporate, Securities and Finance Counsel, General Electric Company

*Panel Members* **Michael Garland** Assistant Comptroller for Environmental, Social & Governance, New York City Comptroller's Office

**Keir D. Gumbs** Partner, Covington & Burling LLP

**Geoffrey L. Harrison** Partner, Susman Godfrey LLP

**Sarah Teslik** Senior Vice President, Communications, Policy Affairs & Governance, Apache Corporation

**11:15AM-12:15PM COVERING YOUR ASSETS: CYBERSECURITY, PRIVACY & THE CORPORATE SECRETARY**

*Moderator* **Todd Hartman** Senior Vice President, Deputy General Counsel, Best Buy Co., Inc.

*Panel Members* **Jay Leek** Chief Information Security Officer, Blackstone Group

**Lisa Sotto** Partner, Hunton & Williams, LLP

**Emily Stapf** Partner, Forensic Technology, PwC

**12:15PM-1:45PM KEYNOTE LUNCHEON**

*Speaker* **Thomas A. Russo** Executive Vice President and General Counsel, American International Group, Inc.

**1:45PM-2:45PM CROWDFUNDING: PROMISES & PITFALLS FOR ALL COMPANIES**

*Moderator* **Keir D. Gumbs** Partner, Covington & Burling LLP

*Panel Members* **Austin Choi** General Counsel, Kiva Microfunds

**Luan Cox** CEO and Co-Founder, Crowdnetic

**Sara Hanks** CEO, CrowdCheck

**2:45PM-3:45PM THE NEW FOCUS ON SUSTAINABILITY: WHAT DOES IT MEAN FOR THE CORPORATE SECRETARY?**

*Moderator* **Alice Givens** Vice President, Associate General Counsel & Assistant Secretary, J. Crew Group, Inc.

*Panel Members* **Beth Lowery** Principal, TPG Capital

**Douglas Y. Park** Director of Education, Sustainability Accounting Standards Board

**Joseph A. Hall** Partner, Davis, Polk & Wardwell LLP

**Chad Spitler** Managing Director, Corporate Governance & Responsible Investment, BlackRock

**3:45PM-4:00PM COFFEE BREAK – COLUMBUS LOUNGE****4:00PM-5:15PM NEW COMPENSATION ISSUES IN 2014**

*Moderator* **Katherine R. Kelly** Vice President & Assistant General Counsel, Bristol-Myers Squibb Company

*Panel Members* **Lawrence Cagney** Partner, Debevoise & Plimpton LLP

**Robin A. Ferracone** Founder & CEO, Fariant Advisors LLC

**Steve Hinden** Director, Executive Compensation, Towers Watson

<b>5:15PM-6:15PM</b>	<b>SHAREHOLDER PRIMACY “TOUGH QUESTIONS”</b>
<i>Interviewer</i>	<b>William M. Ultan</b> Senior Managing Director, Morrow & Co., LLC
<i>Panel Members</i>	<b>Jeffrey A. Sonnenfeld</b> Senior Associate Dean for Executive Programs & Lester Crown Professor in the Practice of Leadership, Yale School of Management
	<b>Aeisha Mastagni</b> Investment Officer, CALSTRS
<b>6:15PM-8:15PM</b>	<b>COCKTAIL RECEPTION – COLUMBUS LOUNGE</b>

## FRIDAY, OCTOBER 10

LOCATION: TIME WARNER CONFERENCE CENTER – COLUMBUS ROOM / NEW YORK, NY

<b>7:30AM-9:00AM</b>	<b>BREAKFAST – COLUMBUS LOUNGE</b>
<b>9:00AM-10:00AM</b>	<b>WASHINGTON ECONOMIC &amp; POLITICAL OUTLOOK</b>
<i>Presenter</i>	<b>Joan Woodward</b> President, The Travelers Institute & Executive Vice President, Public Policy, The Travelers Companies, Inc.
<b>10:00AM-11:00AM</b>	<b>THERE BE DRAGONS! CHANGING RISKS AND BOARD OVERSIGHT</b>
<i>Moderator</i>	<b>Matthew S. Furman</b> Senior Vice President, Group General Counsel – Corporate and Governance, and Corporate Secretary, The Travelers Companies, Inc.
<i>Panel Members</i>	<b>Meredith B. Cross</b> Partner, Wilmer Hale
	<b>Charles Hecker</b> Global Research Director, Control Risks
	<b>Professor Paul L. Walker, Ph.D., CPA</b> , James J. Schiro / Zurich Chair, Enterprise Risk Management, Executive Director, Center for Excellence in ERM, St. John’s University
<b>11:00AM-11:15AM</b>	<b>COFFEE BREAK – COLUMBUS LOUNGE</b>
<b>11:15AM-12:15PM</b>	<b>ACTIVISM: THE SHAREHOLDER PERSPECTIVE</b>
<i>Interviewer</i>	<b>Stephen L. Brown</b> President & Chief Executive Officer, Society of Corporate Secretaries & Governance Professionals, Inc.
<i>Interviewee</i>	<b>Greg Taxis</b> President, Clinton Group, Inc.
<b>12:15PM-1:30PM</b>	<b>KEYNOTE LUNCHEON</b>
<i>Speaker</i>	<b>Lorin L. Reisner</b> Partner, Paul, Weiss, Rifkin, Wharton & Garrison LLP
<b>1:30PM-2:30PM</b>	<b>SEC UPDATE: A DISCUSSION WITH KEITH HIGGINS</b>
<i>Interviewer</i>	<b>Rick Hansen</b> Assistant Corporate Secretary & Managing Counsel, Chevron Corporation & Chair, Securities Law Committee, Society of Corporate Secretaries & Governance Professionals, Inc.
<i>Interviewee</i>	<b>Keith F. Higgins</b> Director, Division of Corporation Finance, U.S. Securities and Exchange Commission
<b>2:30PM-2:45PM</b>	<b>CLOSING REMARKS</b>
	<b>James J. Killerlane III</b> Associate General Counsel and Assistant Secretary, American International Group, Inc.

# CONFERENCE INFORMATION

If you have any questions not addressed in the program, please feel free to stop by our **Registration Desk** for help. The Registration Desk will be open and staffed as follows:

## WEDNESDAY, OCTOBER 8, 2014

4:00PM-6:00PM

WEIL, GOTSHAL & MANGES LLP

## THURSDAY, OCTOBER 9, 2014

7:30AM-4:00PM

COLUMBUS LOUNGE,  
TIME WARNER  
CONFERENCE CENTER

## FRIDAY, OCTOBER 10, 2014

7:30AM-10:00AM

COLUMBUS LOUNGE,  
TIME WARNER  
CONFERENCE CENTER

## BADGES

Badges for Conference attendees may be worn using the neck cord supplied with your registration materials.

## BUSINESS CENTER

If you need business center services, please see the Registration Desk (see above for times and locations).

## CONTINUING LEGAL EDUCATION CREDITS

Many state bars and CLE boards regularly grant continuing legal education credits to Conference attendees. The Society has applied for credit to the states requested on your registration form. Information on accreditation will be available at the Registration Desk. In order to receive CLE credit for each day, you must submit a separate evaluation form for each of Wednesday, Thursday and Friday. Evaluation forms will be available and should be returned to the Registration Desk.

# SPONSORS

The New York, Eastern New England, Fairfield-Westchester, Hartford, Ohio and Pittsburgh Chapters gratefully acknowledge the following organizations for their generous contributions to this year's Fall Conference:

Wednesday	Welcome Reception	<b>Weil, Gotshal &amp; Manges LLP</b>
Thursday	Breakfast	<b>Broadridge Financial Solutions, Inc.</b>
	Morning Break	<b>The Center for Board Excellence</b>
	Lunch	<b>Equilar / Towers Watson</b>
	Afternoon Break	<b>Morrow &amp; Co., LLC</b>
	Evening Entertainment	<b>Wells Fargo Shareowner Services</b>
	Evening Cocktails	<b>MacKenzie Partners, Inc.</b>
	Evening Dinner	<b>Deloitte LLP</b>
Friday	Breakfast	<b>Diligent Board Member Services, Inc.</b>
	Morning Break	<b>QDiligence LLC</b>
	Lunch	<b>Computershare / Georgeson</b>
Printing		<b>RR Donnelley</b>
Program Design		<b>Addison</b>
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