

2020

ndi REIMAGINED

19th Annual National
Directors Institute

NOVEMBER 2020

Welcome

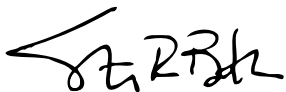
We are pleased you could join us for our NDI: *Reimagined*. We are honored to be your hosts for our 19th annual National Directors Institute (NDI) Executive Exchange. While we wish we were seeing you in person this November, we are glad for the opportunity to come together virtually to share the wisdom and experiences that 2020 has brought for all of us.

We are proud of our NDI tradition. Since its inception in 2002, NDI has become known as the program of choice for many to hear and share practical corporate governance advice in a lively and interactive setting. Our NDI: *Reimagined* will bring to you the same level of important and timely content, focusing on the best practices and latest developments in governance facing business leaders, all as accessed from the comfort of your own home! We will kick off our three half-days of programming with Patrick McGurn of Institutional Shareholder Services addressing key governance trends for the remainder of 2020 and into 2021.

As in years past, we have assembled a group of highly respected corporate governance leaders to lead you in in-depth exchanges of information, and we encourage you to participate in these sessions to make them as interactive as can be. Our focus on peer-to-peer advice and guidance has always been the hallmark for NDI, making you both teacher and student, to foster candid dialogue about real-world situations and practical solutions for effective governance. While our format is different this year, we hope that you will still be able to learn from each other and share your evolving best practices.

Following this year's NDI Executive Exchange, we encourage you to visit our NDI website, Foley.com/NDI, to learn more about opportunities to attend NDI: *Reimagined* webinars throughout the year and to download materials from our November 11 – 13, 2020 sessions.

On behalf of Foley & Lardner LLP and our many long-term supporters and sponsors of NDI, we thank you for attending NDI: *Reimagined*.



Steven Barth
NDI Program Co-Chair
Partner, Foley & Lardner LLP



Jessie Lochmann Allen
NDI Program Co-Chair
Partner, Foley & Lardner LLP

AGENDA

WEDNESDAY, NOVEMBER 11, 2020

9:00 a.m. – 10:30 a.m. CST

A. 2020 Corporate Governance Hot Topics and Anticipated Trends for 2021

Steve Barth, Partner, Foley & Lardner LLP
Jessie Lochmann Allen, Partner, Foley & Lardner LLP
Patrick McGurn, Special Counsel and Head of Strategic Research and Analysis, Institutional Shareholder Services

11:00 a.m. – 12:00 p.m. CST

B. Ready, Set, Zoom: How COVID-19 is Impacting Business Litigation

Andy Wronski, Partner, Foley & Lardner LLP
Ann Marie Uetz, Partner, Foley & Lardner LLP
David Frank, Vice President, Assistant General Counsel Litigation, Fiserv

1:00 p.m. – 2:00 p.m. CST

C. The Rapidly-Changing Landscape of the Board's Role in Overseeing Corporate Compliance

Beth Boland, Partner, Foley & Lardner LLP
Rohan Virginkar, Partner, Foley & Lardner LLP
Mary Huser, VP, Deputy General Counsel, Risk and Regulatory, Airbnb

3:00 p.m. – 4:00 p.m. CST

D. The Board's Role in Crisis Management – Lessons Learned in 2020

Susan Pravda, Partner, Foley & Lardner LLP
Jim Stern, EVP, General Counsel & Secretary, A.O. Smith
Lou Shipley, Former CEO, Independent Board Member, Lecturer at HBS and MIT
Tonit Calaway, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary, BorgWarner
Patrick Quick, Partner, Foley & Lardner LLP

THURSDAY, NOVEMBER 12, 2020

10:00 a.m. – 11:00 a.m. CST

E. The Board's Role in Evaluating Third Party Cybersecurity Risks

Jennifer Urban, Partner, Foley & Lardner LLP
Mike Overly, Partner, Foley & Lardner LLP
Angela Johnson, Chief Information Security Officer and Vice President of Supply Chain, Children's Hospital of Wisconsin
Che Bhatia, Vice President, Cyber Resilience, Aon's Cyber Solutions (formerly Stroz Friedberg)
Yusuf Cassim, Vice President, Associate General Counsel, Charles Schwab & Co., Inc.

12:00 p.m. – 1:00 p.m. CST

F. Audit Committee Hot Topics

Bryan House, Partner, Foley & Lardner LLP
Megan Odronic, Partner, Foley & Lardner LLP
Jason Hille, Partner, Foley & Lardner LLP
Ellen Richstone, Director, eMagin Corporation, Orion Energy Systems, Inc., and Superior Industries International, Inc.
Jennifer Cavanaugh, Audit Partner and the National Professional Practice Director, Grant Thornton LLP
William Hall, Entrepreneur, General Partner, Procyon Advisors

2:00 p.m. – 3:00 p.m. CST

G. Beyond Bunny Hugging – ESG, Investor Expectations, and Reporting Trends

Pete Tomasi, Of Counsel, Foley & Lardner LLP
Michael Kirwan, Partner, Foley & Lardner LLP
Laura Clark, Chief Financial Officer, Rexford Industrial Realty, Inc
Brendan Sheehan, VP-Senior Credit Officer, Moody's Investors Service
Shontra Powell, Global Director - Strategic Planning, Johnson Controls Inc.

FRIDAY, NOVEMBER 13, 2020 – ROUNDTABLES

10:00 a.m. – 11:30 a.m. CST

H. What Does the Election Mean to Your Board?

Scott Klug, Director, Public Affairs, Foley & Lardner LLP
Dennis Cardoza, Director, Public Affairs, Foley & Lardner LLP
Mike Capuano, Director, Public Affairs, Foley & Lardner LLP

12:00 p.m. – 1:30 p.m. CST

I. Diversity and Inclusion: Beyond the Boardroom

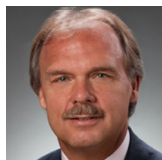
Jeanne Gills, Partner, Foley & Lardner LLP
Anat Hakim, Senior Vice President, General Counsel, Eli Lilly and Company
Sharon Barner, Vice President, General Counsel and Corporate Secretary, Cummins Inc.
Maria Green, Independent Director, Littelfuse
Richelle Parham, Managing Director, WestRiver Group

MODERATORS AND PANELISTS

WEDNESDAY, NOVEMBER 11, 2020

9:00 a.m. – 10:30 a.m. CST

A. 2020 Corporate Governance Hot Topics and Anticipated Trends for 2021



Steve Barth

Partner
Foley & Lardner LLP
sbarth@foley.com

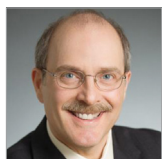
Steven Barth is a senior partner and business lawyer with Foley & Lardner LLP where he is a member of the firm's Management Committee and the former long-time chair of the firm's National Mergers & Acquisitions, Capital Markets and Private Equity Transactions Practice. Steve practices in the areas of mergers, acquisitions, leveraged recapitalizations and buyouts; venture capital and private equity fund formation and portfolio company investment; public and private offerings of equity and debt securities; public corporation securities laws and reporting compliance; corporate governance; and the organization, development and financing of startup and development stage corporations. Steve also has extensive experience in counseling mid-market and closely held firms, including many family businesses. He has helped many mid-sized companies adopt and implement their strategic plans and transition ownership and management to the next family generation, to employees and to strategic or financial buyers. Steve is a member of the Food & Beverage, Manufacturing, and Health Care Industry Teams.



Jessie Lochmann Allen

Partner
Foley & Lardner LLP
jlochmann@foley.com

Jessica (Jessie) Lochmann Allen is a partner with Foley & Lardner LLP, and a member and former co-chair of the firm's Manufacturing Industry Team as well as the former hiring partner for the Milwaukee office. Ms. Lochmann Allen practices corporate and business law, with an emphasis in securities law and compliance, corporate governance, executive compensation, capital markets transactions, and mergers and acquisitions. She regularly advises clients regarding state and federal securities law compliance and corporate governance matters, assists clients with the preparation and review of Securities Exchange Act filings, advises clients regarding compliance with stock exchange listing requirements, counsels clients regarding shareholder activism and related preparedness, and represents public and private acquirors and targets in mergers and acquisitions transactions. Ms. Lochmann Allen also represents issuers in securities transactions, including initial and secondary public offerings of equity securities and public and private placements of debt securities.



Patrick McGurn

Special Counsel and Head of Strategic Research and Analysis
Institutional Shareholder Services
patrick.mcgurn@issgovernance.com

Patrick McGurn is Special Counsel and the Head of Strategic Research and Analysis at ISS. Considered by industry constituents to be one of the leading experts on corporate governance issues, he is active on the nationwide speaking circuit and plays an integral role in ISS's policy development process.

Prior to joining ISS in 1996, Pat was director of the Corporate Governance Service at the Investor Responsibility Research Center (IRRC), a not-for-profit firm that provided governance research to institutional investors. He also served as a private attorney, a congressional staff member and a department head at the Republican National Committee. He is a graduate of Duke University and the Georgetown University Law Center. He is a member of the bar in California, the District of Columbia, Maryland and the U.S. Virgin Islands. Pat serves on the advisory board of the University of Delaware's Weinberg Corporate Governance Center and editorial advisory board of Directors & Boards magazine. He is a former member of the Council of Institutional Investors' Markets Advisory Council.

11:00 a.m. – 12:00 p.m. CST

B. Ready, Set, Zoom: How COVID-19 is Impacting Business Litigation



Andy Wronski

Partner
Foley & Lardner LLP
awronski@foley.com

As a trial lawyer and vice chair of the firm’s Litigation Department, with more than 25 years of experience, Andy Wronski works closely with clients to confront complex disputes that disrupt business, cause stress, and generate commercial and financial uncertainty. He guides clients in assessing and managing risk, proposing creative, practical, and cost-effective dispute resolution strategies; and where business resolutions prove elusive, achieving the client’s legal, business, and strategic goals through litigation. Andy places equal emphasis on proactive, front-end counseling and risk avoidance.



Ann Marie Uetz

Partner
Foley & Lardner LLP
auetz@foley.com

Ann Marie Uetz is a partner and trial attorney with Foley & Lardner LLP. Practicing for nearly three decades, she represents upper and middle market businesses in their contracts and business disputes, as well as debtors, creditors and secured and unsecured lenders in all facets of financing and restructuring. Ann Marie focuses on the manufacturing industry – chiefly suppliers in the automotive and defense industries – and advises her clients on acquisitions, procurement and supply contracts and disputes that arise within the supply chain.



David Frank

Vice President, Assistant General Counsel Litigation
Fiserv
david.frank@fiserv.com

David E. Frank is Vice President, Assistant General Counsel – Litigation at Fiserv, Inc. In this position Mr. Frank is responsible for litigation and pre-litigation matters across the U.S. and internationally. His team’s focus is on driving awareness of business priorities, identifying and reducing risks throughout the enterprise, developing policies and processes to appropriately manage risk and outside vendor spend.

Prior to Fiserv, Mr. Frank spent almost 19 years in private practice representing commercial, retail, financial and insurance companies.

1:00 p.m. – 2:00 p.m. CST

C. The Rapidly-Changing Landscape of the Board’s Role in Overseeing Corporate Compliance



Beth I. Z. Boland

Partner
Foley & Lardner LLP
bboland@foley.com

Beth Boland is chair of the firm’s Securities Enforcement & Litigation Practice. She represents clients in shareholder suits, SEC and Attorney General investigations, and consumer class actions. Named one of the “most powerful business people” in Boston by the *Boston Business Journal* and one of the most “influential” attorneys in the Commonwealth by *Massachusetts Lawyers Weekly*, Beth represents corporations in connection with insider trading issues, Ponzi schemes, accounting fraud, corporate control issues, and derivative actions. Beth is chair of the New England Chapter of the National Association of Corporate Directors; she advises corporate boards and leads internal investigations and the defense of government enforcement actions involving whistleblower claims, government contracts, corporate governance issues, and executive compensation and strategic business transactions disputes. *Chambers USA* has recognized Beth as a leading lawyer in securities litigation (2013–present), and she has been one of Boston Magazine’s Top 50 Massachusetts Women Lawyers for multiple years.



Rohan A. Virginkar

Partner
Foley & Lardner LLP
rvirginkar@foley.com

Rohan Virginkar is a former federal prosecutor and a member of the Government Enforcement Defense & Investigations Practice. Rohan returned to Foley after more than six years as a trial attorney in the DOJ's FCPA Unit, where he investigated and prosecuted foreign bribery and corruption matters, including leading DOJ's prosecution of a major global pharmaceutical company, which resulted in more than \$280 million in criminal penalties and fines — part of a nearly \$520 million global resolution — the largest ever against a healthcare company for violations of the FCPA. His practice focuses on representing corporations and executives in government and regulatory enforcement matters involving the DOJ, U.S. Attorney's Offices, the SEC and other domestic and foreign law enforcement and regulatory authorities. He also regularly advises corporations and boards with respect to their ethics and compliance programs, including developing and maintaining effective corporate compliance policies, procedures and internal controls.



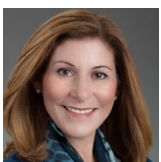
Mary Huser

VP, Deputy General Counsel, Risk and Regulatory
Airbnb
mary.huser@airbnb.com

Mary Huser joined Airbnb in late August 2020 as the Vice President and Deputy General Counsel for Risk and Regulatory. Immediately prior to Airbnb, Mary served as the former Executive Vice President and Chief Legal and Compliance Officer for Plantronics Inc., now called Poly. Mary has also served as Senior Vice President at McKesson Corporation overseeing global litigation, IP, employment and legal functions; General Counsel at BlackBerry Technology Solutions responsible for the division's legal support; and Vice President, Deputy General Counsel for BlackBerry Corporation overseeing global litigation, IP litigation, privacy, regulatory and employment. Mary received her JD from Stanford Law School, and her BS in accounting and marketing from the University of Wisconsin-Madison.

3:00 p.m. – 4:00 p.m. CST

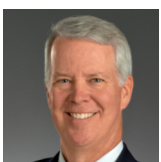
D. The Board's Role in Crisis Management – Lessons Learned in 2020



Susan Pravda

Partner
Foley & Lardner LLP
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Susan E. Pravda is a business lawyer and the managing partner of the Boston office of Foley & Lardner LLP. Ms. Pravda's practice focuses on mergers and acquisitions, venture capital, initial public offerings, and related securities transactions. She is a member of the firm's Private Equity & Venture Capital and Transactional & Securities Practices and the Health Care, Food & Beverage, and Energy Industry Teams. Ms. Pravda serves as chief strategic talent acquisition partner for the firm and is a managing director of Foley Ventures LLC, a venture capital fund. She chaired the Technology Industry Team for 10 years from 2004 to 2014 and served on the firm's national management committee from 2009 to 2016.



Jim Stern

EVP, General Counsel & Secretary
A.O. Smith Corporation
jstern@aosmith.com

Jim Stern joined A. O. Smith Corporation as executive vice president, general counsel and secretary on June 1, 2007. He is responsible for overseeing the corporation's legal, governance, compliance, securities law and government relations functions, and he spends a significant portion of his time on corporate development and the company's global water treatment business.

Jim joined the company after 15 years with Foley & Lardner LLP of Milwaukee where he was a partner, providing legal services and advice for a wide range of public and private companies. Prior to joining Foley & Lardner, Jim was an associate with Latham &

Watkins LLP of Chicago from 1989 until 1992. He also served as a law clerk under Pasco M. Bowman II, senior judge for the U.S. Court of Appeals for the Eighth Circuit in Kansas City, MO.

Jim currently serves on the Board of Directors of the National Association of Manufacturers (NAM) and Milwaukee Water Council. He served as a member of the Board of Directors of Jason Industries, Inc., a global manufacturer with four segments: seating, furnishing, components, and automotive acoustics, and the Polar Ware Company, a privately-held manufacturer of restaurant wares and beverage dispensing machines from 2007 until its sale in 2012. He also currently serves on a number of charitable boards, including the Archdiocese of Milwaukee and the Fleck Foundation.

Jim earned his BA from the University of Notre Dame and JD from Northwestern University School of Law, and he completed the Advanced Management Program at the Harvard Business School.



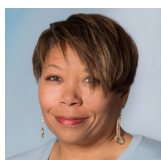
Lou Shipley

Former CEO, Independent Board Member
Lecturer at HBS and MIT
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Lou Shipley is a veteran of five Massachusetts startups, including Avid, WebLine (acquired by Cisco) and served as CEO of Reflectent Software, which was acquired by Citrix, Turbonomic and Black Duck Software which was acquired by Synopsys.

Lou serves as an executive-in-residence at General Catalyst, sits on the Board of Directors of Wasabi, CustomerGauge, SentryOne, Fairmarkit, Logz.io, Teamworks and Trinity College, and is a lecturer at MIT Sloan School of Management and the Harvard Business School, where he instructs, mentors, coaches the next generation of entrepreneurs.

Lou received his BA from Trinity College and MBA from Harvard Business School.

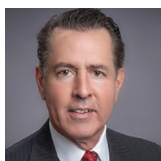


Tonit Calaway

Executive Vice President, Chief Administrative Officer, General Counsel and Secretary
BorgWarner

Tonit Calaway was named Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of BorgWarner Inc. in October 2020. In this role she oversees the global legal function, security, facilities, government affairs, sustainability, environment and aviation. Previously, Ms. Calaway served as Executive Vice President and Chief Legal Officer and Secretary and Executive Vice President and Chief Human Resources Officer.

Before joining BorgWarner, Ms. Calaway held various positions during her 18-year career at Harley-Davidson in Milwaukee, Wisconsin. She served as President of The Harley-Davidson Foundation and Vice President of Human Resources. A securities attorney by training, Ms. Calaway rose through the legal department, serving as Associate General Counsel-Motor Company Operations, Assistant General Counsel, Chief Compliance Counsel, and Assistant Secretary.



Patrick Quick

Partner
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Patrick G. Quick is a partner and business lawyer with Foley & Lardner LLP. Mr. Quick practices corporate law, with an emphasis in securities law compliance, acquisitions, activism preparedness, and takeover defense. He regularly counsels several public companies concerning compliance requirements and governance matters and has participated in securities offerings for numerous corporations. Mr. Quick also has participated in many complex acquisition transactions representing both buying and selling parties in a variety of industries. He has been actively involved in the representation of clients doing advanced activism and takeover preparedness planning and has counseled clients who have been the subject of activism campaigns or received unsolicited takeover proposals or similar overtures. He is a member of the firm's Transactional & Securities Practice and Sports, Manufacturing, and Automotive Industry Teams.

THURSDAY, NOVEMBER 12, 2020

10:00 a.m. – 11:00 a.m. CST

E. The Board's Role in Evaluating Third Party Cybersecurity Risks



Jennifer Urban

Partner
Foley & Lardner LLP
jurban@foley.com

Jennifer L. Urban (formerly Rathburn) is a partner with Foley & Lardner LLP. Jennifer focuses her practice on counseling clients on data protection programs, data incident management, breach response and recovery, monetization of data and other privacy and security issues. She is one of the founders of the Midwest Cyber Security Alliance and has a deep understanding of the complex risk, operational and legal issues companies must address to maintain the confidentiality of, access to and integrity of their data.

As a member of the firm's Technology Transactions & Outsourcing and Privacy, Security & Information Management Practices, Jennifer routinely helps clients prepare for and respond to data security incidents, from preparing incident response plans and advising on cybersecurity programs, to handling the breach notification response process. Her depth of experience in this area and her collaboration with IT, risk, forensic, dark web, communication/PR and other data experts provides a multi-disciplinary, practical approach to client issues.

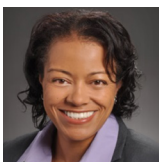


Michael Overly

Partner
Foley & Lardner LLP
moverly@foley.com

Michael R. Overly is a partner and intellectual property lawyer with Foley & Lardner LLP where he focuses on drafting and negotiating technology related agreements, software licenses, hardware acquisition, development, disaster recovery, outsourcing agreements, information security agreements, e-commerce agreements, and technology use policies. He counsels clients in the areas of technology acquisition, information security, electronic commerce, and on-line law. Mr. Overly is a member of the Technology Transactions & Outsourcing and Privacy, Security & Information Management Practices.

Mr. Overly is one of the few practicing lawyers who has satisfied the rigorous requirements necessary to obtain the Certified Information System Auditor (CISA), Certified Information Privacy Professional (CIPP), Certified Information Systems Security Professional (CISSP), Information Systems Security Management Professional (ISSMP), Certified Risk and Information System Controls (CRISC) and Certified Outsourcing Professional (COP) certifications.



Angela Johnson

Chief Information Security Officer and Vice President of Supply Chain
Children's Hospital of Wisconsin
ajohnson2@chw.org

Angela Johnson is chief information security officer and vice president of supply chain. A tireless advocate for the better health and wellness of children, Angela works all levels of information systems and supply chain to promote policies that support this goal. She has more than 17 years of experience in information systems, supply chain and financial services. Always focused on Children's belief that kids deserve the best, Angela leads Children's strategic efforts to improve security and infrastructure processes and securely implement new technology. She works in close partnership with all parts of the system to support innovation and collaboration while ensuring compliance with the strict regulatory environment governing the healthcare industry.

In her role as chief information security officer, Angela collaborates with other leaders to ensure infrastructure design and implementation meet security requirements. She also plays a role in planning, maintaining, securing, optimizing, expanding and protecting Children's growing information technology infrastructure. As vice president of supply chain, Angela is also responsible for setting strategy and direction associated with system-wide supply chain management, including relationship management with key business partners. She oversees all supply chain functions, including: sourcing and contracting, information systems, procurement, inventory management, logistics, distribution and disbursements and invasive services.



Che Bathia

Vice President, Cyber Resilience
Aon's Cyber Solutions (formerly Stroz Friedberg)
che.bhatia1@strozfriedberg.com

Chetan Bhatia is a Vice President within Stroz Friedberg's Cyber Resilience practice where he helps clients proactively manage cyber risk. Chetan has over 20 years of experience in information technology, information security and information risk management and has a track record of delivering results in highly regulated industries such as investment banking, insurance/reinsurance and HR outsourcing and consulting.

Prior to joining Stroz Friedberg, Chetan served as Chief Technology Officer of Data Partner. In this role, he was responsible for the technical vision, strategy and roadmap for the organization. He was also a cyber-security consultant for Advance Resources and Consultants, a firm made up of former senior-level government and military officers, where he conducted cyber security risk assessments for organizations awarded federal government contracts. He also worked for Nexum, where he served in a variety of roles such as business development director and practice manager and was responsible for the project management and network/security engineering teams. Before joining Nexum, he worked at Hewitt Associates and Aon, where he deployed and administered security controls and was part of a team that maintained the network security infrastructure protecting the PII of over 75% of the Fortune 500 organizations.



Yusuf Cassim

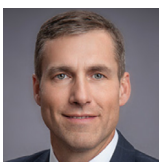
Vice President, Associate General Counsel
Charles Schwab & Co., Inc.
yusuf.cassim@schwab.com

Yusuf Cassim has over 20 years of experience in the intellectual property and technology practice areas. Mr. Cassim was appointed Vice President, Intellectual Property (IP), Licensing and Contracts at Schwab in February 1998. His practice focuses on counseling clients regarding technology licensing, outsourcing, information security, electronic commerce, intellectual property, mergers and acquisitions due diligence, commercial transactions, and real estate. He is also responsible for Schwab's patent and open source programs and developed Schwab's formal patent risk assessment program, including enhancing Schwab's proactive approach to monitoring potential areas of IP risk. Mr. Cassim works closely with Schwab risk groups and management on risk issues, avoidance, and mitigation. He sits on the following committees and advisory groups at Schwab: the Information Security and Privacy Subcommittee and the Vendor Management Subcommittee.

Mr. Cassim writes and speaks frequently on legal issues of doing business on the Internet, technology in the workplace and Open Source. He also participates in technology industry groups in the financial services industry. Mr. Cassim is admitted to practice law in South Africa and California. He has a JSM (LLM) from Stanford University, School of Law and a JD from UCLA School of Law. In addition, Mr. Cassim is a member the Intellectual Property Law section of the American Bar Association and the Intellectual Property Law section of the California Bar.

12:00 p.m. – 1:00 p.m. CST

F. Audit Committee Hot Topics

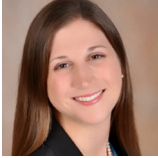


Bryan House

Partner
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bhouse@foley.com

Bryan B. House is a partner with Foley & Lardner LLP and a member of the firm's Securities Enforcement & Litigation and Government Enforcement Defense & Investigations Practices. He is the chair of the Milwaukee Litigation Department. With more than 25 years of experience, Bryan focuses his practice on securities litigation, internal investigations, securities enforcement proceedings, and whistleblower matters.

Bryan's securities litigation experience includes representation of public companies and their directors and officers in class action litigation. These representations regularly involve defending class actions challenging merger transactions and proxy disclosures under state fiduciary duty law and the federal securities laws. Bryan has also represented corporate clients and their officers and directors in "stock-drop" and other federal class actions alleging violations of Rule 10b-5.



Megan Odronic

Partner
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modronic@foley.com

Megan A. Odronic is a partner and business lawyer with Foley & Lardner LLP. Her practice focuses on representing publicly held companies in connection with initial and follow-on public securities offerings, federal securities law reporting and compliance, corporate governance matters, mergers and acquisitions, joint ventures/strategic alliances, and other corporate business transactions. Ms. Odronic is a member of the firm’s Transactional & Securities Practice.

Ms. Odronic regularly advises publicly held companies on all aspects of compliance with the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002, including the requirements relating to proxy statements, annual reports, quarterly reports, and current reports. She also works with companies to prepare their applications for listing on national securities exchanges.



Jason Hille

Partner
Foley & Lardner LLP
jhille@foley.com

Jason M. Hille is a partner and business lawyer with Foley & Lardner LLP. Mr. Hille regularly represents public and private companies in a variety of industries regarding mergers and acquisitions, securities law compliance, corporate financings and general corporate matters. He is a member of the Transactional & Securities Practice and Sports Industry Team.

Mr. Hille regularly represents public and private companies in a variety of industries on transactional and corporate matters. He represents buyers and sellers in public and private mergers, acquisitions, dispositions and recapitalizations. Mr. Hille also represents issuers in public and private securities offerings. He provides continuing advice to a number of public companies in a variety of industries regarding federal securities law compliance, disclosure and reporting and corporate governance matters. Mr. Hille also regularly represents venture capital and private equity clients regarding fund formation and portfolio company acquisitions and dispositions.



Ellen Richstone

Director
eMagin Corporation, Orion Energy Systems, Inc., and Superior Industries International, Inc.

Ellen B. Richstone, former CEO of a private company and public company CFO for companies ranging in size up to Fortune 500. She is currently, a full time Board Director on three public company boards (Superior Industries-Industrial/Auto; eMagin-Technology; Orion Energy Systems-Industrial/Clean Tech), chairing the Audit Committee of all three. A director since 2003, she has also has experience on Compensation and Nominating/ Governance committees as well as on the boards of companies ranging in size from micro-cap up to Fortune 500. Her past Board/ Operating experience includes: Biotech, Consumer Products, Financial Services, Industrial, Power, Pharmaceuticals and Technology (Software/Hardware; Semiconductors; Telecom). In 2013, Ellen received the first annual Distinguished Director award from the ACCD (American College of Corporate directors/formerly Corporate Directors Group). Ellen also sits on the Board of NACD New England and is an NACD Board Leadership Fellow, the highest level awarded by the National Association of Corporate Directors. In 2020 she was named to the Directorship 100.



Jennifer Cavanaugh

Audit Partner and the National Professional Practice Director
Grant Thornton LLP

Jennifer is an Audit Partner and the National Professional Practice Director (NPPD) serving the Central-Midwest region at Grant Thornton LLP. In her capacity as the NPPD, she provides support and collaborates with local engagement teams and their clients on matters relating to accounting, auditing, and rules and regulations of applicable regulatory agencies. She is part of the client acceptance, continuance and risk management processes for the local audit practices and serves a resource firm wide for engagement teams and their clients that report under International Financial Reporting Standards (IFRS). In that capacity, she also provides assistance to the SEC team in reviewing foreign private issuer statements (Form 20-F and related registrations) for gatekeeping purposes. She has worked extensively with multi-national public and privately held companies and gained international experience while working for Grant Thornton in Melbourne, Australia.

Jennifer has 29 years' experience serving clients in manufacturing, distribution, and professional services industries. She has worked with a broad range of public and private clients, including large and mid-size companies and has advised clients on mergers and acquisitions. Jennifer graduated from the Kelley School of Business at Indiana University with a Bachelor of Science in Business Administration. She is a Governing Board Member and the Treasurer of Gilda's Club Chicago, a free cancer support organization, and a Board Member of the Illinois CPA Society. She is also a member of the Indiana University Kelley School of Business Dean's Council.



William Hall

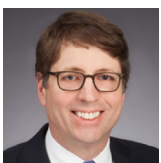
Entrepreneur, General Partner
Procyon Advisors

William (Bill) Hall is a Chicago-based entrepreneur with a forty-year career as President of Falcon Building Products, Fruit of the Loom, Eagle Industries, Procyon Technologies, and EVP/ Group Executive at Cummins. During this period, Bill has also served as a member of the board of directors in 13 public corporations, 24 private equity-sponsored companies and numerous non-for-profit organizations.

Bill is a graduate of the University of Michigan College of Engineering and Ross School of Business. During the 1970's, he was a professor at Michigan, INSEAD (France) and Harvard, and more recently, he has volunteered at the University of Michigan as an Adjunct Professor of Entrepreneurship, teaching interdisciplinary graduate courses in the College of Engineering and Ross School.

2:00 p.m. – 3:00 p.m. CST

G. Beyond Bunny Hugging – ESG, Investor Expectations, and Reporting Trends



Peter Tomasi

Of Counsel
Foley & Lardner LLP
ptomasi@foley.com

Peter A. Tomasi is of counsel and a business lawyer with Foley & Lardner LLP, where he is a member of the firm's Environmental Regulation Practice. His practice focuses on regulatory compliance and renewable energy. Peter has further experience with general civil, commercial, and intellectual property litigation.

Peter has been listed in *Chambers USA: America's Leading Lawyers* for Business from 2011 – 2020 for his work with natural resources and environmental law. He has been listed in Best Lawyers® from 2010 – 2017 for his work in environmental law, as well as being recognized as the "Lawyer of the Year" in Milwaukee by *Best Lawyers®* for his work with energy law (2018). He has also been selected for inclusion in Wisconsin *Super Lawyers®-Rising Stars* (2008–2012).



Michael Kirwan

Partner
Foley & Lardner LLP
mkirwan@foley.com

Michael B. Kirwan is a partner and business lawyer with Foley & Lardner LLP. He counsels business clients on securities, acquisitions, financings, corporate governance matters, and fund formations. Michael has worked on numerous public and private offerings, including IPOs and follow-on offerings, represented many companies with their periodic reporting obligations and other matters before the Securities and Exchange Commission, represented special committees of boards of directors, and handled a variety of business combinations, venture capital matters, and real estate fund formations. He has significant experience in the REIT industry. Michael represents a number of publicly traded companies that are listed on the NYSE, NASDAQ, and OTCQX. He is a designated advisor for disclosure for OTCQX listed companies.



Laura Clark

Chief Financial Officer
Rexford Industrial Realty, Inc
lclark@rexfordindustrial.com

Ms. Clark serves as our Chief Financial Officer. From 2017 until July 2020, served as Senior Vice President, Capital Markets at Regency Centers, a publicly traded retail real estate investment trust (REIT) and S&P 500 Index member. Ms. Clark previously served as Vice President, Financial Services at Regency Centers since 2012, where she was the regional finance leader overseeing all operational analysis, budgeting and reporting for the company's West region. Prior to that, she held roles in institutional sales and equity research at Green Street Advisors, served as Vice President, Capital Markets at Iron Tree Capital and as Vice President at Inland Capital Markets Group. Ms. Clark is a Chartered Financial Analyst (CFA), holds a Bachelor of Science degree in finance from DePaul University in Chicago, and earned her Master of Business Administration degree from Ball State University.



Brendan Sheehan

VP-Senior Credit Officer
Moody's Investors Service
brendan.sheehan@moodys.com

Brendan is based in New York and leads Moody's corporate governance analysis efforts globally as part of the global ESG team. He plays a leading role in designing and implementing non-credit rating assessments and was responsible for the worldwide release of the Moody's Governance Assessment Framework. He heads the company's governance research efforts and plays an important role in integrating governance and other ESG considerations into credit analysis.

Brendan boasts deep experience in ESG research and consulting and prior to joining Moody's he was Managing Director, Corporate Governance & Board Evaluations at Rivel Research Group in Westport, CT where he was responsible for works with client's board and management to gain a sophisticated understanding of complex local and global governance and sustainability issues and how they relate to voting, investment and risk management decisions.". His other experience includes acting as a Principal at Global Governance Advisors and Editorial Director at the National Association of Corporate Directors.



Shontra Powell

Global Director - Strategic Planning
Johnson Controls Inc.
shontrapowell@gmail.com

Shontra Powell is a global business leader with over 25 years of experience leading business strategic growth initiatives, large scale business transformation initiatives and operational P&Ls for Fortune 500 multinational industrial, automotive, financial services and travel firms. Shontra has deep experience delivering strategic ideas to Fortune 100 Board of Directors as well as presenting to board and board committees. She has a track record delivering operations and growth strategies to startup and growth phase companies as an accredited investor and advisor. She has served on non-profit boards for more than 20 years.

Currently, Shontra is Co-Founder of Red Zone Fleet Services a mobile fleet services startup in Southwest Florida. She also advises a portfolio of startup and growth phase companies as Entrepreneur in Residence and Adjunct Faculty for the Florida Gulf Coast University College of Entrepreneurship.

Shontra is a writer and published author. She is the recipient of the Girl Scouts of Southeast Wisconsin "Innovation Award" and has been highlighted as a global speaker and motivational leader by Odyssey Media.

FRIDAY, NOVEMBER 13, 2020 – ROUNDTABLES

10:00 a.m. – 11:30 a.m. CST

H. What Does the Election Mean to Your Board?



Scott Klug

Director, Public Affairs
Foley & Lardner LLP
sklug@foley.com

Scott Klug is a public affairs director and co-chair of the Federal Public Affairs Practice at the national law firm of Foley & Lardner LLP. The former Congressman represents a broad array of Foley's clients in Washington and several state capitals. He is also able to draw on 15 years of experience as an Emmy Award-winning television reporter to help clients craft proactive media strategies particularly when faced with crisis management challenges.

For eight years, Mr. Klug represented Madison, Wisconsin in the U.S. Congress, where he developed an expertise in health care, insurance, financial services, telecommunications and energy policy. He maintains strong relationships with key Administration figures, as well as House and Senate leadership.



Dennis Cardoza

Director, Public Affairs
Foley & Lardner LLP
dcardoza@foley.com

Dennis A. Cardoza is a public affairs director, co-chair of the Federal Public Affairs Practice and chair of the California Public Affairs Practice of Foley & Lardner LLP. He advises a broad range of clients on legislative, regulatory, and public policy and advocacy matters, and has extensive policy experience with respect to water resource, banking, housing, infrastructure, energy, agriculture, education, foreign affairs, and health care issues.

Prior to joining Foley, Dennis served five terms in the U.S. House of Representatives from California's 18th District. His committee roles included serving four years on the powerful House Rules Committee while he was also a key member of the House Democratic Leadership Team. Dennis also served as chairman of the House Agriculture Committee's Subcommittee on Horticulture and Organic Agriculture, where he played a leading role in the formation of the 2007 Farm Bill; ranking member of the Agriculture Committee's Subcommittee of Livestock, Dairy and Poultry; member of the Committee of Foreign Affairs' Subcommittee on Asia and the Pacific; member of the Subcommittee on the Middle East and South Asia, the Committee on Resources and its Subcommittee on Water, and the Science Committee. As a member of the House leadership, Dennis was also intimately involved in the drafting of the Affordable Care Act.



Michael Capuano

Director, Public Affairs
Foley & Lardner LLP
mcapuano@foley.com

Michael Everett Capuano is a public affairs director with Foley & Lardner LLP.

Before joining Foley, Mike served as a representative in Congress for Massachusetts' Seventh District. He was the senior Massachusetts member on the Transportation and Infrastructure Committee and the Financial Services Committee.

When Democrats took back a majority in the House, Mike was appointed to head the transition by then Speaker-elect Nancy Pelosi. He was also appointed to chair the Special Task Force on Ethics Enforcement, which resulted in the establishment of the Office of Congressional Ethics, and what the Washington Post called "a significant improvement over the current process." In March of 2008, his resolution establishing an Office of Congressional Ethics passed, involving non-members of the House in ethics matters for the first time in history. An attempt was made by House Republicans early in 2017 to severely weaken the office, but the outcry was so great that the effort was halted.

12:00 p.m. – 1:30 p.m. CST

I. Diversity and Inclusion: Beyond the Boardroom

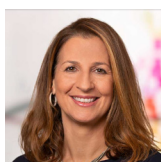


Jeanne Gills

Partner
Foley & Lardner LLP
jmgills@foley.com

Jeanne M. Gills is a partner and intellectual property lawyer with Foley & Lardner LLP and a member of the firm's Management Committee. She also serves as vice chair of the firm's national Intellectual Property Department focusing on Strategic Marketing & Business Development, and she previously served as vice chair of the Intellectual Property Litigation Practice.

Jeanne acts as lead trial counsel in complex patent, trade secret, trademark, copyright, and unfair competition litigation and appeals — including USPTO post-grant proceedings — in diverse industries ranging from electronics to biotechnology. Her trial experience includes “bet the company” cases with several hundreds of millions at stake. Jeanne has likewise been lead counsel in over 25 PTAB proceedings, having handled IPRs, CBMs, and rare derivation proceedings, including defense of several PTAB decisions before the Federal Circuit.



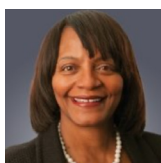
Anat Hakim

Senior Vice President, General Counsel
Eli Lilly and Company
ahakim@lilly.com

Anat Hakim is senior vice president and general counsel of Eli Lilly and Company.

Prior to joining Lilly, Anat served as executive vice president, general counsel and secretary, for WellCare Health Plans, Inc. (WCG). Before joining WellCare, Anat served as global divisional vice president, associate general counsel for litigation, for Abbott Laboratories. In an earlier role at Abbott, Anat served as divisional vice president, associate general counsel for intellectual property litigation. She has deep and broad experience in global matters, including the Foreign Corrupt Practices Act; bet-the-company commercial, patent and trademark litigation; mergers and acquisitions; significant internal and government investigations; whistleblower lawsuits; and securities litigation.

Before going in-house, Anat spent 17 years at two global law firms – Foley & Lardner, LLP, where she was an equity partner in the patent litigation group, and Latham & Watkins, as an associate in the securities and financial fraud litigation group.



Sharon Barner

Vice President, General Counsel and Corporate Secretary
Cummins Inc.
sharon.barner@Cummins.com

Sharon Barner is Vice President, General Counsel and Corporate Secretary for Cummins Inc., where she is responsible for worldwide legal matters and oversees a team of lawyers, paralegals and other professionals.

With more than 30 years of experience in the legal profession, Sharon primarily specializes in intellectual property law. Prior to joining Cummins, she served as Deputy Under Secretary of Commerce for Intellectual Property and Deputy Director of the United States Patent and Trademark Office (USPTO). During the two years she spent in that role, Sharon led 15 foreign missions to meet with government representatives, as well as leaders in academia and industry to raise awareness about the impact of intellectual property on business and innovation.

She has spent the majority of her career in private practice, most recently at the law firm of Foley & Lardner in Chicago, where she led the firm's Intellectual Property Department, a team of more than 200 intellectual property lawyers.

Sharon received the 2013 American Inns of Court Professionalism award for the 7th Circuit and the 2011 Women of Vision award from the Women's Bar Association of Illinois. She was named one of the 50 Most Influential Minority Lawyers in America by the National Law Journal in 2008 and an Illinois “Super Lawyer” by Law & Politics Media Inc. (2005-2011) for her intellectual property litigation work.

She is a graduate of Syracuse University where she earned a bachelor's degree in psychology and went on to receive a law degree from the University of Michigan Law School.



Maria Green

Independent Director
Littelfuse
mgreen1942@gmail.com

Maria Green retired as senior vice president and general counsel of Ingersoll Rand plc (IR) on June 28, 2019. She joined IR in November 2015, and was responsible for all legal and compliance activities worldwide. She joined Ingersoll Rand from Illinois Tool Works (ITW), where she was senior vice president, general counsel and secretary.

During her 18 years with ITW, Maria guided the company's expansion through both acquisitions and organic growth. As GC, she led the Environmental, Health and Safety Group as well as Government Affairs and Risk Management.

At Ingersoll Rand, Maria was a member of the Executive Leadership Team and a trusted advisor to the CEO on legal, compliance and strategy issues and led a team of 75 lawyers based in the U.S., Europe, Asia Pacific and Latin America. She co-chaired the Global Business Integrity Council and served as executive sponsor for an employee resource group.

Maria joined the board of Tennant Company (NYSE: TNC) as an independent director in March 2019 (Governance Committee) and was elected to the board of Wisconsin Energy Group (NYSE: WEC) in July 2019 (Audit and Governance Committees). Most recently, Maria joined the board of directors of Littelfuse (a global manufacturer of leading technologies in circuit protection, power control & sensing) in February 2020 (Audit Committee).

Maria holds a BA from the University of Pennsylvania and JD from Boston University Law School.



Richelle Parham

Managing Director
WestRiver Group
richelle@wrg.vc

Richelle Parham is a seasoned senior-level executive, who possess more than 25 years of global strategy and marketing experience for prolific corporations such as eBay, Visa, Digitas and Citibank. She has a proven track record of leading high-performing business and marketing teams, utilizing strategic and analytical decision-making expertise to successfully drive key business performance. In 2019, Ms. Parham joined WestRiver Group, as a Managing Director. WestRiver Group provides integrated capital solutions to the global innovation economy with investments focused on technology, life sciences, energy and experiential sectors. She was previously a General Partner of Camden Partners, a private equity firm, focused on investing in growth stage global consumer companies.

While at Camden Partners, Ms. Parham founded and served as Executive Chairman of the board of directors of Shyn, a direct-to-consumer oral care company spun out of a Camden Partners portfolio company. Prior to Camden Partners, Ms. Parham served as VP Chief Marketing Officer of eBay, where she leveraged her background in consumer and digital marketing to develop strategies and execute all marketing activities to reach 180+ million active eBay users. Ms. Parham was responsible, globally, for eBay brand strategy and brand marketing, Internet marketing and CRM. She was also responsible for all areas of eBay North American marketing, including customer product marketing, loyalty and relationship marketing, seller marketing and social. Prior to joining eBay, Ms. Parham served as head of Global Marketing Innovation and Initiatives, and head of Global Marketing Services at Visa Inc. Her experience also included 13 years at Digitas, a leading global marketing agency, where she held senior leadership roles, including SVP General Manager of the agency's Chicago office.

Throughout her career, Ms. Parham has received many awards and honors, which include being named to Savoy "Most Influential Women in Corporate America", Black Enterprise "Power in the Boardroom", Forbes "50 Most Influential CMOs in the World", and Fast Company "Most Creative People in Business 1000". Additionally, she received the Women of Influence award by the Silicon Valley/San Jose Business Journal, while being inducted into the World Association for Cooperative Education Co-op Hall of Fame. She has also served on the board of directors for Best Buy (NYSE: BBY) since 2018, e.l.f. Beauty (NYSE: ELF) since 2018, LabCorp (NYSE: LH) since 2016, and Scripps Network Interactive (NYSE: SNI) from 2012 to 2018. Ms. Parham holds double Bachelor of Science degrees in Business Administration and Design Arts from Drexel University. She became a member of the Drexel University Board of Trustees in 2014.



ABOUT FOLEY

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