

37TH ANNUAL

CORPORATE COUNSEL INSTITUTE



HOUSTON

April 16–17, 2015
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DALLAS/ADDISON

May 7–8, 2015
Marriott Quorum by the Galleria

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THURSDAY MORNING

Presiding Officers:

IN HOUSTON: L. Brad Hancock,
Greenberg Traurig, LLP, Houston, TX

IN DALLAS: Scott D. Powers, Baker
Botts, Austin, TX

8:00 a.m. Registration Opens

Includes continental breakfast.

8:35 a.m. Welcoming Remarks

8:45 a.m. .75 hr

The Top Five Cross-Border Legal Issues for In-House Counsel

The legal aspects of international business have grown in number and complexity over the past five years. In-house counsel must prepare themselves for legal challenges beyond borders, and learn cutting-edge principles and techniques for managing risk across a host of time zones. To deliver superior value to their organization, in-house counsel increasingly must know not only “basic” legal principles in certain countries, but must understand how a host of countries’ laws and regulations inter-relate and impact what they do. You do not know what the future holds, but you do know that your value to an organization increases with a more sophisticated understanding of legal and regulatory regimes around the globe. Come to this dynamic, fun and interesting presentation and walk away more knowledgeable, more confident and inspired about what you do.

Moderator:

Jordan W. Cowman, Greenberg Traurig, LLP,
Dallas, TX

Panelists:

Charles D. Coleman, Raytheon Company, Dallas, TX
James E. McClain, Retired, Tetra Pak, Inc., Denton, TX

9:30 a.m. 1.00 hr ethics

Attorney-Client Privilege for In-House Counsel

Best practices and practical advice for privilege issues that arise for entities doing business in Texas and across the world, including affiliated entities, former employees, advisors, consultants, joint ventures, portfolio companies, and in-house counsel that provide both business and legal advice.

Christopher V. Popov, Vinson & Elkins LLP,
Houston, TX

Jennifer B. Poppe, Vinson & Elkins LLP, Austin, TX

10:30 a.m. Break

10:45 a.m. .50 hr

Labor and Employment: Hiring and Firing of Executives and High-Level Consultants

Learn new legal developments and best practices related to hiring and firing executives. Coverage includes background checks and social media, leadership assessments, employment agreements, confidentiality and severance agreements.

IN HOUSTON

Linda Ottinger Headley, Littler Mendelson P.C.,
Houston, TX

IN DALLAS

Chip Jones, Littler Mendelson P.C., Dallas, TX

11:15 a.m. .50 hr

Patent Law Sea Changes: Software Patentability and the Exhaustion Doctrine

In the last year, patent law has seen a critical change to software patentability and an important clarification to the patent exhaustion doctrine, each of which likely impacts the value of your company’s patent portfolio. Take a practical look at the ramifications of the new limitations on software patentability, as well as the boundaries of the patent exhaustion doctrine, and explore strategies for using each doctrine to your company’s benefit.

R. David Donoghue, Holland & Knight, Chicago, IL

11:45 a.m. Pick Up Lunch

Included in registration.

THURSDAY AFTERNOON

Presiding Officers:

IN HOUSTON: Pat E. Allison, Law Office
of Pat Allison, Houston, TX

IN DALLAS: Chip Jones, Littler
Mendelson P.C., Dallas, TX

LUNCHEON PRESENTATION

12:05 p.m. 1.00 hr

Social Media: They Grow Up So Fast

Social media has gone from a brand new technology to an integral part of our lives in a handful of years. The initial wave of legal questions is now being replaced by more mature issues and understandings of the technology. Hear some of the most recent developments in social media and the law.

Ryan M. Garcia, Dell, Austin, TX

1:05 p.m. Break

1:20 p.m. .50 hr

Bring Your Own Device (BYOD): Enhancing Employee Productivity or Inviting Problems?

With increasing frequency, employees use their own smart phones, tablets, and computers to work on company business and remotely access customer and company information. While this allows employees to work from any location and outside of normal work hours, it also raises a variety of potential problems such as protecting company proprietary information, preserving privileges, paying overtime under the FLSA, and dealing with departing employees who may have copied or accessed sensitive information during or after their employment ends. Explore the many legal issues that arise out of this technological change and suggestions for possible mechanisms to protect companies as they seek to keep pace with these changes.

Gary D. Eisenstat, Figari & Davenport, L.L.P., Dallas, TX

1:50 p.m. .50 hr

In-House Legal Spend and Budget Strategy in Ten Points

Straightforward advice to help you build, manage, and explain your in-house legal spend to your board.

IN HOUSTON

Brandy L. Copley, GE Capital Energy Financial
Services, Houston, TX

IN DALLAS

Sterling L. Miller, Retired, Sabre Corporation and
Travelocity.com, Southlake, TX

2:20 p.m. .75 hr

Insurance and Risk Management

A look at common insurance coverages a corporation should purchase, such as commercial general liability and officer and director liability, and coverage issues which typically arise under those policies. A discussion of how the carrier looks at your risk to assist you in minimizing your exposure and decreasing your risk ratings is also included.

Tracy H. Bowden, QBE Holdings, Inc., Plano, TX
Sandra Cockran Liser, Naman Howell Smith & Lee,
Fort Worth, TX

3:05 p.m. .75 hr

So You've Been Sued and There's a T.R.O.

You have been served with a Temporary Restraining Order directly restraining an important part of your business. You have critical decisions to make in the face of emergency injunctive relief. Hear tactical and strategic suggestions for responding to and taking control of the litigation you never wanted—in both state and federal courts.

Jason Boulette, Boulette & Golden L.L.P., Austin, TX
Michael D. Marin, Boulette & Golden L.L.P., Austin, TX

3:50 p.m. Break

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Figari & Davenport, L.L.P.

4:15 p.m. 1.00 hr

Epic Fails and Saves: Due Diligence in Today's M&A Marketplace

Thorough and thoughtful diligence can make or break a deal. For in-house lawyers, "diligence gone wrong" can even break a career. Through war-stories-turned-parables, gain essential and critical practice pointers that will keep your next deal—and your career—on track for a big win.

David J. Colletti Jr., 7-Eleven, Inc., Dallas, TX
P. Gregory Hidalgo, K&L Gates LLP, Dallas, TX

5:15 p.m. Adjourn to Reception

FRIDAY MORNING

Presiding Officers:

IN HOUSTON: Douglas D. D'Arche, Baker & Hostetler LLP, Houston, TX

IN DALLAS: Stephen E. Stein, Thompson & Knight LLP, Dallas, TX

8:00 a.m. Conference Room Opens

Includes continental breakfast.

8:30 a.m. .50 hr

Cyber Privacy

An update of privacy concerns including new state and federal privacy regulations and requirements and dealing with privacy concerns in a cyber world. Practical drafting tips and dos and don'ts for privacy policies and practices are covered.

Stephen E. Stein, Thompson & Knight LLP, Dallas, TX

ABOUT THE COVER

Variations on a Theme #2, 36" x 36", oil with palette knife on canvas, is by Maxine Price. For more information, visit www.maxineprice.com

9:00 a.m. 1.00 hr

Keep Calm and Carry On: Effective Communication for In-House Counsel in Times of Corporate Crisis

When a crisis—the ultimate unplanned activity—happens, it impacts every aspect of your company. Customers cancel orders. Employees update their résumés. Directors get questioned. Investors get antsy. Social media goes crazy. Effectively communicating with both internal and external stakeholders during a crisis significantly impacts the way you and your company are perceived.

Jane M. McBride, Optimus Legal Management & Consulting, Plano, TX

IN HOUSTON

Miranda Sevcik, Media Masters, Houston, TX

IN DALLAS

Colby Walton, Cooksey Communications, Inc., Irving, TX

10:00 a.m. Break

10:15 a.m. .75 hr

Why the NLRB Should Matter to a Non-Union Employer

The NLRB has recently adopted a very aggressive "educate and enforce" approach with respect to employer policies in non-unionized workplaces. Examine recent NLRB actions and decisions affecting non-union employers that challenge well-established policies concerning employment at will, confidentiality, employee use of social media, and arbitration of employment-related disputes.

IN HOUSTON

Mario A. Barrera, Norton Rose Fulbright, San Antonio, TX

IN DALLAS

Norlynn B. Price, Norton Rose Fulbright, Dallas, TX

11:00 a.m. 1.00 hr | .50 hr ethics

Government Investigations and Enforcement

When it comes to responding to government investigations, an ounce of prevention is worth a pound of cure. Learn best practice tips for in-house lawyers responding to government investigations and identify some common legal issues and ethical pitfalls that arise before, during, and after an investigation and strategies to address them.

Moderator:

Barrett R. Howell, K&L Gates LLP, Dallas, TX

Panelists:

Holly L. Clarke, L-3 Aerospace Systems, Rockwall, TX

Clay B. Scheitzach, Xerox Business Services, LLC, Dallas, TX

Brian L. Wittneben, FirstSouthwest, Dallas, TX

12:00 p.m. Pick Up Lunch

Included in registration.

FRIDAY AFTERNOON

Presiding Officers:

IN HOUSTON: Alma Reyes, Attorney at Law, Houston, TX

IN DALLAS: Gary D. Eisenstat, Figari & Davenport, L.L.P., Dallas, TX

LUNCHEON PRESENTATION

12:20 p.m. .50 hr

Inside the Mind of the Whistleblower

Formerly viewed as "skunks at a picnic," corporate whistleblowers are experiencing an image makeover of sorts. For in-house counsel, this is not a welcome development. Essential to an understanding of the whistleblower phenomenon are the factors that encourage whistleblowing—financial, strategic, remedial, and otherwise—as well as the concerns and pitfalls that weigh against a decision to blow the whistle. These issues and more are examined from the perspective of that emerging breed of employee who morphs from company loyalist to the loyal opposition—presumably, with benefits.

Steve Kardell Jr., Clouse Dunn LLP, Dallas, TX

12:50 p.m. Break

1:05 p.m. 1.00 hr | .50 hr ethics

FCPA Pitfalls and Compliance

For companies doing business abroad, many of the most dynamic and profitable markets are in emerging countries like Brazil, India, China, and Mexico. Yet, the economic development and political landscape in these countries present anti-bribery and anti-corruption traps for even the most diligent companies. Compliance officers and government-experienced attorneys discuss implementing compliance and training programs, addressing ongoing business concerns, and staying abreast of the government's actions involving violations of the Foreign Corrupt Practices Act.

IN HOUSTON

Moderator:

Jay G. Martin, Baker Hughes Incorporated, Houston, TX

Panelists:

Kit Addleman, Haynes and Boone, LLP, Dallas, TX

Akita Adkins, Securities and Exchange Commission,

Fort Worth Regional Office, FCPA Unit,

Fort Worth, TX

Jeffery S. Spalding, Halliburton, Houston, TX

IN DALLAS

Moderator:

Kit Addleman, Haynes and Boone, LLP, Dallas, TX

Panelists:

Akita Adkins, Securities and Exchange Commission,

Fort Worth Regional Office, FCPA Unit,

Fort Worth, TX

Chris King, Fossil, Richardson, TX

Carey A. O'Connor, Flowserve Corporation, Irving, TX

2:05 p.m. .75 hr

**Is Your Message Being Heard?
Communications Lost in Translation**

It's a revolution. Companies in the Digital Age—embroiled in litigation, crises, and, increasingly, business as usual—face public communications like never before. It's not just the web or video, it's how people share and use information that changes everything. Regulators, politicians, shareholders, activist investors, and, of course, customers, are all influenced by what you do—or don't do—next.

Richard S. Levick Esq., LEVICK, Washington, DC

2:50 p.m. Break

3:00 p.m. .75 hr

Issues in Office Leasing

What you need to know when analyzing and negotiating office leases, including key issues to address, what matters and what doesn't, and three often-used real estate phrases that don't mean what you think they mean.

Kent Newsome, Greenberg Traurig, LLP, Houston, TX

3:45 p.m. .50 hr

Antitrust Issues (Where They May Not Be Obvious)

Given today's enforcement environment, it is important that senior managers learn how to recognize and deal with potential antitrust issues in the real world. Explore common senior management-level business interactions that can unintentionally trigger an antitrust law violation.

Dianna R. Jones, Wood Group, Houston, TX

4:15 p.m. 1.00 hr ethics

Cloud Computing and Attorney Ethics

Technology may change, but the ethics remain the same—a journey through the history of technology advancements and the related ethical obligations on lawyers.

Jason Smith, Apttus, San Mateo, CA

5:15 p.m. Adjourn

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HOUSTON—April 16–17, 2015

Early Registration cutoff—Wednesday, April 8

DALLAS—May 7–8, 2015

Early Registration cutoff—Wednesday, April 29

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(subject to change)**HOUSTON****April 16–17, 2015****KEY DATES****April 8, 2015***last day for early registration*
add \$50 for registrations received after this date**April 10, 2015***last day for cancellation (full refund)***April 13, 2015***last day for cancellation (partial refund)*
\$50 processing fee applied**April 16, 2015, 8:35 a.m.***Institute begins***INSTITUTE LOCATION****Marriott Quorum by the Galleria**
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(subject to change)**DALLAS/ADDISON****May 7–8, 2015****KEY DATES****April 29, 2015***last day for early registration*
add \$50 for registrations received after this date**May 1, 2015***last day for cancellation (full refund)***May 4, 2015***last day for cancellation (partial refund)*
\$50 processing fee applied**May 7, 2015, 8:35 a.m.***Institute begins*