

**39<sup>th</sup> Annual Corporate Counsel Institute**  
**May 11-12, 2017 • Hotel Derek • Houston, TX**  
**May 11-12, 2017 • Live Webcast**

**Thursday Morning, May 11, 2017**

**Presiding Officer:**

**Sylvia Ann Cardona**, Langley & Banack, Inc. - San Antonio, TX

7:30 am In Houston Only	<b>Registration Opens</b>  Includes continental breakfast.
8:20 am	<b>Welcoming Remarks</b>
8:30 am 0.75 hr	<b>Employment Law Update</b>  Analyze recent legal developments in employment law and non-compete rulings, including litigation trends, EEOC enforcement guidelines, FLSA changes and regulations, and social media issues.  Gary D. Eisenstat, Ogletree, Deakins, Nash, Smoak & Stewart, P.C. - Dallas, TX
9:15 am 0.50 hr	<b>Choosing the Right Entity for You</b>  Discuss the legal and practical points to consider when choosing the right legal entity for your business, and explore the overlooked pitfalls associated with that decision.  William H. Sultemeier IV, OGE Energy Corp - Oklahoma City, OK
9:45 am 0.75 hr	<b>What Keeps Boards Up at Night?</b>  With pressures from regulators, shareholders, and proxy advisory firms to improve disclosure, increase board diversity, enhance corporate governance, and stave off cyber-attacks, directors must be more alert than ever in this constantly evolving corporate environment. Hear insights and practical tips on the topics that keep boards up at night.  Moderator: Sean Gorman, Bracewell LLP - Houston, TX Panelists: Shannon Weinberg Kinney, ConocoPhillips Company - Houston, TX Emily Ennis Leitch, Jones Day - Houston, TX
10:30 am	<b>Break</b>

<p>10:45 am 1.00 hr</p>	<p><b>Effective Partnering</b></p> <p>Review best practices for effective communication between in-house and outside counsel on all facets of litigation practice, including discovery, budgeting, dialogue with the opponent, and trial strategy. Explore recent changes—including market realities—to the role of in-house counsel in these complicated situations.</p> <p>Moderator: James Edward Zucker, Yetter Coleman LLP - Houston, TX</p> <p>Panelists: Brandy L. Copley, GE Capital Energy Financial Services - Houston, TX Kenneth E. Broughton, Reed Smith LLP - Houston, TX Roderick Duncan Hardie, Exterran - Houston, TX C. E. Rhodes, Baker Hughes Incorporated - Houston, TX</p>
<p>11:45 am 0.75 hr</p>	<p><b>Government Relations</b></p> <p>Knowing the legal landscape and rules is necessary but sometimes not sufficient. Discover how government relations professionals can assist counsel in avoiding and minimizing problems or assist in making good things happen—whether at the agency or legislative level.</p> <p>Denise Davis, Davis Kaufman PLLC - Austin, TX C. Andrew Weber, Kelly Hart &amp; Hallman LLP - Austin, TX Eric Woomer, Eric Woomer Policy Solutions - Austin, TX</p>
<p>12:30 pm In Houston Only</p>	<p><b>Pick Up Lunch</b></p> <p>Included in registration.</p>

## Thursday Afternoon, May 11, 2017

### Presiding Officer:

**Paul R. Tobias**, Vinson & Elkins LLP - Austin, TX

### LUNCHEON PRESENTATION

	<p>Thank You to Our Luncheon Sponsor Bracewell LLP</p>
<p>12:50 pm 1.00 hr 0.75 hr ethics</p>	<p><b>Conspiracy Theory? The Ethical Paradox of “Big is Bad”</b></p> <p>There was a time when “big business,” and the “big professions” that support it, were revered for their contributions to society. Those contributions continue today, yet “big” is often vilified in the public eye. Explore some recurring themes in this area, from the dark clouds of conspiracy theories to media and political portrayals, and highlight ways in which ethics and professionalism might lead everyone “big” out of the storm.</p> <p>Arnold J. Johnson, Noble Energy Inc. - Houston, TX</p>
<p>1:50 pm</p>	<p><b>Break</b></p>

<p>2:05 pm 1.00 hr</p>	<p><b>Contract "Killer Clauses"</b></p> <p>Identify the pitfalls and landmines to avoid in bet-the-company and other scenarios, including unexpected consequences of documents such as Memoranda of Understanding, Letters of Intent, Non-Disclosure Agreements and Commercial Arrangements.</p> <p>Catherine Bedell, Vapor IO, Inc. - Austin, TX Paul R. Tobias, Vinson &amp; Elkins LLP - Austin, TX</p>
<p>3:05 pm 0.75 hr</p>	<p><b>Law Department Best Practices</b></p> <p>Hear about the best technology, management practices, and analytics to enhance the value of the legal department to the business.</p> <p>Sterling L. Miller, Hilgers Graben PLLC - Dallas, TX</p>
<p>3:50 pm</p>	<p><b>Break</b></p>
<p>4:00 pm 1.25 hrs 0.50 hr ethics</p>	<p><b>Judicial Views on the Role of In-House Counsel and the C-Suite</b></p> <p>Learn what trial judges expect from in-house counsel and upper management as esteemed members of the judiciary discuss their experiences. Hear what has worked, what has not worked, what juries expect, and gain insight into mistakes that have been made by both groups in their courtrooms.</p> <p>Moderator: Fields Alexander, Beck Redden LLP - Houston, TX</p> <p>Panelists: Hon. Caroline Elizabeth Baker, 295th Civil District Court - Houston, TX Hon. Alfred H. Bennett, U.S. District Court, Southern District of Texas - Houston, TX Hon. Randall W. Wilson, 157th District Court - Houston, TX</p>
<p>5:15 pm In Houston Only</p>	<p><b>Adjourn to Reception</b></p>
<p>In Houston Only</p>	<p><b>Sponsored Reception</b></p> <p>Thank You to Our Reception Sponsor Vinson &amp; Elkins LLP</p>

## Friday Morning, May 12, 2017

**Presiding Officer:**

**Melissa Jean Judd**, Littler Mendelson, P.C. - Houston, TX

<p>7:30 am In Houston Only</p>	<p><b>Conference Room Opens</b></p> <p>Includes continental breakfast.</p>
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<p>8:30 am 0.50 hr</p>	<p><b>Pay Equity: Recent Developments and How to Tackle Them</b></p> <p>Federal and many state laws have prohibited pay discrimination for decades. A renewed focus on pay bias from administrative agencies, state legislatures, and popular media, and the reemergence of pay discrimination class actions, means that all employers and their in-house counsel must be prepared to address these issues. Learn about legal developments and obtain practical guidance for examining pay equity and developing defensible compensation practices.</p> <p>Lara Cardin de Leon, Ogletree, Deakins, Nash, Smoak &amp; Stewart, P.C. - San Antonio, TX Marla A. Moore, Marathon Oil Company - Houston, TX</p>
<p>9:00 am 0.50 hr 0.25 hr ethics</p>	<p><b>Cybersecurity Update, Part I: Risk &amp; Liability</b></p> <p>We all know that information and data can be breached, but what are the risks when that happens? Discuss what you, as a firm and/or attorney, are liable for and what the liabilities are for vendors.</p> <p>Stephen E. Stein, Thompson &amp; Knight LLP - Dallas, TX</p>
<p>9:30 am 0.75 hr</p>	<p><b>Cybersecurity Update, Part II: Crisis Management</b></p> <p>Explore issues related to crisis management and how to respond to network intrusions, data loss, data breach, and cyber disruption.</p> <p>Chad M. Pinson, Stroz Friedberg - Dallas, TX Austin Teng, Thompson &amp; Knight LLP - Austin, TX</p>
<p>10:15 am</p>	<p><b>Break</b></p>
<p>10:30 am 0.75 hr 0.25 hr ethics</p>	<p><b>Trends in Mergers and Acquisitions</b></p> <p>Hear an update on the buying and selling of domestic assets, and trace the latest legal trends in the domestic M&amp;A markets.</p> <p>Moderator: Lui Chambers, Langley &amp; Banack, Inc - San Antonio, TX Panelists: Brenda Arndt, Cargill Incorporated - Minneapolis, MN Carlos R. Escobar, Solvay America Inc - Houston, TX Robert F. Gray Jr., Mayer Brown LLP - Houston, TX</p>
<p>11:15 am 0.75 hr</p>	<p><b>Things Your CFO Wishes You Knew</b></p> <p>One of the first lessons in-house lawyers learn is the critical role accounting and finance play in every in-house lawyer's day-to-day job. Hear directly from CFOs about how in-house counsel can best work with their finance and accounting counterparts, and learn the things CFOs wish their in-house lawyers knew.</p> <p>Moderator: Clay B. Scheitzach, Conduent - Dallas, TX Panelists: Donal E. Antill, Baker Hughes Inc. - Houston, TX Laura Rossi, Conduent - Dallas, TX</p>
<p>12:00 pm In Houston Only</p>	<p><b>Pick Up Lunch</b></p> <p>Included in registration.</p>

## Friday Afternoon, May 12, 2017

### Presiding Officer:

**Aaron G. Carlson**, Noble Energy, Inc. - Houston, TX

### LUNCHEON PRESENTATION

12:20 pm  
0.75 hr  
0.25 hr ethics

#### **Investigation and Settlement Strategies: The Right Number at the Wrong Time is the Wrong Number**

Life is negotiation. We are constantly negotiating with our bosses, clients, and opponents. Gain insights from recent advances in experimental psychology, behavioral economics, and big data to improve negotiating outcomes, while maintaining an ethical negotiating position.

Donald R. Philbin Jr., Donald R. Philbin, Jr., P.C. - San Antonio, TX

1:05 pm

#### **Break**

1:20 pm  
1.00 hr  
0.25 hr ethics

#### **Hot Topics in Compliance**

Examine the new trending issues in compliance, including the implications of the Yates Memo for executives, individuals, and corporations; the Department of Justice FCPA pilot program; anti-trust issues in employment law; and the use of data analytics in compliance risk management.

Moderator:

Kathryn Cameron Atkinson, Miller & Chevalier - Washington, DC

Panelists:

John J. Sardar, Noble Energy, Inc. - Houston, TX

John Park Pearson, U.S. Department Of Justice - Houston, TX

Shamoil T. Shipchandler, U.S. Securities and Exchange Commission - Fort Worth, TX

2:20 pm  
0.75 hr

#### **Trade Secrets: A Practical Guide to Protecting Information In and Out of Court**

Explore techniques for use before and during litigation to protect trade secret information critical to an organization's success.

Jason Boulette, Boulette Golden & Marin L.L.P. - Austin, TX

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

3:05 pm

#### **Break**

3:15 pm  
0.75 hr

#### **The Opportunity to Trump Obama's Environmental & Energy Agenda**

Review the first 100 days of the Trump Administration and what it means for the energy industry.

Kelly A. Johnson, Holland & Hart - Washington, DC

4:00 pm  
0.75 hr ethics

**Communicating with the Board of Directors**

Learn how in-house and outside counsel can communicate effectively and objectively, while quantifying individual risk assessments of mergers and acquisitions and other matters.

Moderator:

Jeffrey A. Chapman, Gibson, Dunn & Crutcher LLP - Dallas, TX

Panelists:

Douglas York Bech, Raintree Resorts International Inc - Houston, TX

Margaret Barrett Shannon, Margaret Shannon - Houston, TX

4:45 pm

**Adjourn**