

**45<sup>th</sup> Annual Corporate Counsel Institute**  
**May 4-5, 2023 • The Whitehall Hotel • Houston, TX**  
**May 4-5, 2023 • Live Webcast**

**Thursday Morning, May 4, 2023**

**Presiding Officer:**

**Dena DeNooyer Stroh**, North Texas Tollway Authority - Plano, TX

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| 7:30 am<br>In Houston Only            | <b>Registration Opens</b><br><br>Includes continental breakfast.  |
| 8:20 am                               | <b>Welcoming Remarks</b>  |
| 8:30 am<br>0.75 hr                    | <b>Employment Law Update and Trends: Continuing Impacts of the Pandemic</b><br><br>Hear the latest update of important labor and employment law topics in a post-pandemic environment, including a review and analysis of the NLRB's recent <i>McLaren</i> decision and its impact on separation agreements, along with other critical updates you will want to know.<br><br>Gary D. Eisenstat, Ogletree, Deakins, Nash, Smoak & Stewart, P.C. - Dallas, TX   |
| 9:15 am<br>0.75 hr                    | <b>Sunshine and Cyber Insurance</b><br><br>Things are looking up in the world of cyber insurance. Hear a discussion on the latest market trends, what's happening on the claims and coverage front, and tips and updates on the procurement process.<br><br>Kara Altenbaumer-Price, McGriff - Dallas, TX<br>Natalie DuBose, Haynes Boone, LLP - Dallas, TX  |
| 10:00 am                              | <b>15-Minute Break</b>  |
| 10:15 am<br>1.00 hr<br>0.50 hr ethics | <b>ESG: What Does it Really Mean for Your Company?</b><br><br>Companies cannot take a one-size-fits-all approach to ESG: there are considerations based on size, whether the company is publicly traded, which department takes responsibility for reporting, and more. Discuss different approaches to ESG reporting as well as how various stakeholders can impact the process.<br><br>Moderator:<br>Jennifer M. Trulock, Baker Botts L.L.P. - Dallas, TX<br>Panelists:<br>Melodie Craft, McGrath RentCorp - Dallas, TX<br>Betty Ellsworth Ungerman, Lennox International Inc. - Richardson, TX |

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| <p>11:15 am<br/>0.75 hr</p>         | <p><b>Commercial Contracts and The Most Heavily Litigated Provisions</b></p> <p>Some contract terms tend to be lightning rods for disagreement, conflict, and litigation. Review the contract provisions that seem to attract the most attention when conflicts arise and discuss various legal techniques and strategies that can be used to mitigate or avoid these conflicts.</p> <p>Vineet Bhatia, Susman Godfrey L.L.P. - Houston, TX<br/>Keith E. Witek, Tenstorrent - Austin, TX</p> |
| <p>12:00 pm<br/>In Houston Only</p> | <p><b>Pick Up Lunch (in Houston)</b></p> <p>Included in registration.</p>   |

## Thursday Afternoon, May 4, 2023

### Presiding Officer:

**Marc J. Krasney**, Bluepeak - Houston, TX

### LUNCHEON PRESENTATION

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| <p>12:20 pm<br/>0.75 hr</p> | <p><b>Leadership in the In-House Counsel Role</b></p> <p>In-house lawyers play a critical role in the legal department, the C-suite, the boardroom, and the community. Hear a panel of in-house counsel with diverse experience and responsibilities discuss the importance of leadership for in-house counsel and share how they strive to demonstrate and develop their leadership skills every day.</p> <p>Moderator:<br/>Tim Newman, Haynes Boone, LLP - Dallas, TX<br/>Panelists:<br/>Lisa Hearn, KBR, Inc. - Houston, TX<br/>Doug Martin, Blue Bell Creameries - Brenham, TX<br/>C. E. Rhodes, Frost Bank - San Antonio, TX</p>   |
| <p>1:05 pm</p>              | <p><b>10-Minute Break</b></p>   |
| <p>1:15 pm<br/>0.75 hr</p>  | <p><b>The Doomsday/Not Doomsday Update: Data Privacy, Cybersecurity and Data Protection Risks in 2023</b></p> <p>Have you ever wondered why data privacy, cybersecurity, and broader data protection issues are so often accompanied by an ominous soundtrack? Gain insight into the risks that should matter to in-house counsel in 2023. Explore the latest information on data breaches, regulatory actions, and new rules, and particular areas that are high-risk, including executive oversight, cyber-issues associated with information technology (IT) and operational technology (OT) systems, governance and whistle-blower risks, and privacy and data security problems presented by organizational siloes - all to help you understand the most important risks in the current data-risk landscape and avoid a real doomsday.</p> <p>Kathryne (Kate) M. Morris, Hosch &amp; Morris, PLLC - Dallas, TX</p> |

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| <p>2:00 pm<br/>0.75 hr</p>                    | <p><b>Antitrust Update: Practical Guidance for Navigating Evolving Risks</b></p> <p>Competition issues are subject to intensifying scrutiny: Not only are lawmakers proposing legislation to expand the scope of antitrust laws, the administration is extending the reach of current law under a Whole-of-Government policy that regulatory agencies are implementing through the issuance of updated rules and guidelines. Learn about the issues that are at the center of government concern and how to counsel your company to avoid the risks associated with them, including anti-poaching, non-compete restrictions, information-sharing, anticompetitive conduct (and monopolization) and acquisitions.</p> <p>Katrina Robson, Willkie Farr &amp; Gallagher LLP - Washington, DC</p> |
| <p>2:45 pm<br/>0.50 hr</p>                    | <p><b>Best Practices for Managing Litigation</b></p> <p>Amanda B. Childs, 7-Eleven, Inc. - Irving, TX</p>   |
| <p>3:15 pm</p>                                | <p><b>15-Minute Break</b></p>   |
| <p>3:30 pm<br/>0.75 hr</p>                    | <p><b>Non-Competes, Trade Secrets and Injunctions: How Do You Show Irreparable Harm?</b></p> <p>Gain practical counsel for planning in advance to win the future injunction hearing. Topics include identifying and protecting your trade secrets, protocols and practices to follow today to demonstrate harm in a future hearing, anticipating the common scenarios that lead to the need for injunctive relief, the “good guy v. bad guy” dynamics at play when seeking injunctions, and how to prepare for a possible legal world without non-competes.</p> <p>Jason Boulette, Boulette Golden &amp; Marin L.L.P. - Austin, TX<br/>Michael D. Marin, Boulette Golden &amp; Marin L.L.P. - Austin, TX</p>  |
| <p>4:15 pm<br/>0.75 hr<br/>0.50 hr ethics</p> | <p><b>Preparing the Corporate Rep for Depositions</b></p> <p>In a busy and fast-paced world, it can often be a challenge to prepare the corporate representative. This presentation discusses how to handle those issues, as well as the best practices in preparing a corporate representative for depositions, including the role of in-house counsel, outside counsel, and outside consultants.</p> <p>Jason S. Bloom, Bloom Strategic Consulting, Inc. - Dallas, TX<br/>Sam Hardy, Energy Transfer - Dallas, TX</p>   |
| <p>5:00 pm</p>                                | <p><b>Adjourn</b></p>   |

## Friday Morning, May 5, 2023

### Presiding Officer:

**Sean Gorman**, White & Case LLP - Houston, TX

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| <p>8:00 am<br/>In Houston Only</p> | <p><b>Conference Room Opens</b></p> <p>Includes continental breakfast.</p> |
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| <p>8:30 am<br/>0.75 hr</p>                     | <p><b>What to do When the Government Comes Calling</b></p> <p>Hear advice for in-house counsel and corporate executives faced with federal inquiries, search warrants, investigations, and subpoenas to produce evidence or testify. Highlight ways in which professionals can stay out of the government's cross hairs.</p> <p>Tony Box, Gray Reed &amp; McGraw LLP - Dallas, TX<br/>Rebecca Fike, Vinson &amp; Elkins LLP - Dallas, TX</p>  |
| <p>9:15 am<br/>0.75 hr ethics</p>              | <p><b>Requests from on High: Keeping In-House Counsel Out of Hot Water</b></p> <p>One of internal counsel's many functions is to avert problems for their employers. But sometimes in keeping their client away from the fire, they risk being singed. These concerns implicate challenging attorney-client privilege issues, clarity in communicating to employees and management who they represent, educating others about how to maintain confidentiality, engaging the right counsel and consultants for the proper purposes, and knowing when to stay away from direct interaction in depositions, mediations and regulator meetings and interactions, or when to interact directly.</p> <p>Joel Cohen, White &amp; Case LLP - New York, NY</p> |
| <p>10:00 am<br/>0.50 hr</p>                    | <p><b>Be Friends with Your Benefits: Five Things Every Corporate Counsel Should Know About Their Company's Benefit Plans</b></p> <p>A company's benefit plans can be a key tool for recruiting and retaining employees, but can also carry hidden risks and liabilities when administered improperly. Hear a high-level overview of common legal risks associated with operating benefit plans and the key components that a corporate counsel will want to learn about their benefit plan design and features.</p> <p>Jessica B. Palvino, Jackson Walker LLP - Austin, TX</p>  |
| <p>10:30 am</p>                                | <p><b>15-Minute Break</b></p>   |
| <p>10:45 am<br/>1.00 hr</p>                    | <p><b>Preparing for an M&amp;A Transaction</b></p> <p>A discussion of due diligence considerations, sample deal timeline, non-disclosure agreement provisions, engaging an investment bank and letter of intent considerations.</p> <p>Moderator:<br/>J. Robert Suffoletta, Wilson Sonsini Goodrich &amp; Rosati, P.C. - Austin, TX<br/>Panelists:<br/>Kelly D. Booth, KDB Legal Services PLLC - Houston, TX<br/>Matt Cautero, BofA Securities, Inc. - Austin, TX</p>   |
| <p>11:45 am<br/>0.75 hr<br/>0.50 hr ethics</p> | <p><b>Enterprise Risk Assessment: How Does it Inform Your Compliance Program?</b></p> <p>Gain insight into the fundamentals of an ERM program and how it helps organizations manage their risks. Hear the top risks for 2023 (based on survey of C-Suite and Board). Understand how some top enterprise risks can impact an organization's compliance program.</p> <p>Linh Truong, North Texas Tollway Authority - Plano, TX</p>  |
| <p>12:30 pm</p>                                | <p><b>Adjourn</b></p>   |