

39<sup>TH</sup> ANNUAL

# CORPORATE COUNSEL INSTITUTE



May 11–12, 2017  
Hotel Derek ■ Houston, Texas

 **LIVE WEBCAST**  
May 11–12, 2017

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39<sup>TH</sup> ANNUAL  
**CORPORATE COUNSEL INSTITUTE**

May 11–12, 2017 ■ Hotel Derek ■ Houston, Texas

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**THURSDAY MORNING, MAY 11, 2017**

**Presiding Officer:**

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

**7:30 a.m. Registration Opens**

Includes continental breakfast.

**8:20 a.m. Welcoming Remarks**

**8:30 a.m. .75 hr**

**Employment Law Update**

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 a.m. .50 hr**

**Choosing the Right Entity for You**

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 a.m. .75 hr**

**What Keeps Boards Up at Night?**

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, Bracewell, Houston, TX

**10:30 a.m. Break**

**M  
C  
L  
E**

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 15.00 hours, of which 3.00 credit hours will apply to legal ethics/professional responsibility credit. The University of Texas School of Law is a State Bar of California approved MCLE provider (#1944), and a MCLE presumptively-approved provider by the Supreme Court of the State of Louisiana (#0553) and an Oklahoma Bar Association MCLE presumptively-approved provider (#179).

**10:45 a.m. 1.00 hr**

**Effective Partnering**

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.

**Moderator:**

Collin J. Cox, Yetter Coleman LLP, Houston, TX

**Panelists:**

Kenneth E. Broughton, Reed Smith LLP, Houston, TX  
Brandy L. Copley, GE Capital Energy Financial  
Services, Houston, TX

Roderick Duncan Hardie, Exterran, Houston, TX  
C. E. Rhodes, Baker Hughes Incorporated,  
Houston, TX

**11:45 a.m. .75 hr**

**Government Relations**

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.

Denise Davis, Davis Kaufman PLLC, Austin, TX  
C. Andrew Weber, Kelly Hart & Hallman LLP,  
Austin, TX

Eric Woomer, Eric Woomer Policy Solutions,  
Austin, TX

**12:30 p.m. Pick Up Lunch**

Included in registration.

**UPCOMING CONFERENCES**

May 25–26, 2017

**TECHNOLOGY LAW**

June 12–13, 2017

**LABOR AND EMPLOYMENT LAW**

July 12, 13–14, 2017

**LLCS, LPS AND PARTNERSHIPS**

July 28, 2017

**CYBERSECURITY LAW**

Sep 21-22, 2017

**GOVERNMENT ENFORCEMENT**

Oct 12-13, 2017

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**THURSDAY AFTERNOON**

**Presiding Officer:**

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

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**LUNCHEON PRESENTATION**

**12:50 p.m. 1.00 hr | .75 hr ethics**

**Conspiracy Theory?**

**The Ethical Paradox of "Big is Bad"**

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.

Arnold J. Johnson, Noble Energy Inc., Houston, TX

**1:50 p.m. Break**

**2:05 p.m. 1.00 hr**

**Contract "Killer Clauses"**

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.

Kevin S. Fiur, iFLY, Austin, TX  
Melissa Frugé, Spredfast, Austin, TX

**3:05 p.m. .75 hr**

**Law Department Best Practices**

Hear about the best technology, management practices, and analytics to enhance the value of the legal department to the business.

Sterling L. Miller, Hilgers Graben PLLC, Dallas, TX

**3:50 p.m. Break**

4:00 p.m. 1.25 hrs | .50 hr ethics

### Judicial Views on the Role of In-House Counsel and the C-Suite

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.

**Moderator:**

Alistair B. Dawson, Beck Redden LLP, Houston, TX

**Panelists:**

Hon. Caroline Elizabeth Baker, 295<sup>th</sup> Civil District Court, Houston, TX

Hon. Alfred H. Bennett, U.S. District Court, Southern District of Texas, Houston, TX

Hon. Randall W. Wilson, 157<sup>th</sup> District Court, Houston, TX

5:15 p.m. Adjourn to Reception

THANK YOU TO OUR RECEPTION SPONSOR

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5:15 p.m. – 6:15 p.m.

Join program faculty and attendees for drinks and hors d'oeuvres.

FRIDAY MORNING, MAY 12, 2017

**Presiding Officer:**

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

7:30 a.m. Conference Room Opens

Includes continental breakfast.

8:30 a.m. .50 hr

### Compensation

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.

Lara Cardin de Leon, Ogletree, Deakins, Nash,

Smook & Stewart, P.C., San Antonio, TX

Marla A. Moore, Marathon Oil Company, Houston, TX

9:00 a.m. .50 hr | .25 hr ethics

### Cybersecurity Update, Part I: Risk & Liability

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.

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

9:30 a.m. .75 hr

### Cybersecurity Update, Part II: Crisis Management

Explore issues related to crisis management and how to respond to network intrusions, data loss, data breach, and cyber disruption.

Chad M. Pinson, Stroz Friedberg, Dallas, TX

Bruce S. Sostek, Thompson & Knight LLP, Dallas, TX

10:15 a.m. Break

10:30 a.m. .75 hr | .25 hr ethics

### Trends in Mergers and Acquisitions

Hear an update on the buying and selling of domestic assets, and trace the latest legal trends in the domestic M&A markets.

**Moderator:**

Lui Chambers, Langley & 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

11:15 a.m. .75 hr

### Things Your CFO Wishes You Knew

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.

**Moderator:**

Clay B. Scheitzach, Conduent, Dallas, TX

**Panelists:**

Donal E. Antill, Baker Hughes Inc., Houston, TX

Laura Rossi, Conduent, Dallas, TX

12:00 p.m. Pick Up Lunch

Included in registration.

FRIDAY AFTERNOON

**Presiding Officer:**

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

### LUNCHEON PRESENTATION

12:20 p.m. .75 hr | .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 p.m. Break

1:20 p.m. 1.00 hr | .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:**

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

**Panelists:**

John Park Pearson, U.S. Department of Justice, Houston, TX (Invited)

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

James G. Tillen, Miller & Chevalier, Washington, DC

2:20 p.m. .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 p.m. Break

3:15 p.m. .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 p.m. .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 p.m. Adjourn

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