Agenda

Current Issues in Corporate Governance Day One

Thursday, September 10, 2020 | 11:00 am - 3:05 pm CDT (including two 10-min. breaks)

Fundamentals of Good Corporate Governance *D. Kuprionis*

- Principles of good board governance
- Corporate entity types
- Key stakeholders
- Sources of authority, internal and external
- Regulators and standard setters
- Overview of fiduciary duties (more deeply discussed in session #2)
- The importance of board governance guidelines
- What constitutes good board governance

Responsibilities of Board Members and Management *M. Miller*

- Board structure and composition
- Responsibilities of the board
- Duty of care
- Duty of loyalty
- Fiduciary duties and board member liability
- Board committees and committee structure
- Board oversight and evaluation
- Succession planning

Blurred Lines: When the Chain of Command is Compromised by Governance Crisis *J. Tishler*

- When does an "ordinary" crisis becomes a governance crisis?
- How do you prepare for a governance crisis?
- What to do when crisis occurs?
- Who are the key team members?
- Setting expectations from recognition to resolution to denouement
- What does the post-crisis world look like?

Current Issues in Corporate Governance Day Two

Friday, September 11, 2020 | 11:00 am - 1:25 pm CDT (including a 10-min. break)

Cybersecurity Update *H. Urata-Thompson*

- Understanding cybersecurity risks
- Management and board member training
- Implementing internal controls and best practices
- Cybersecurity insurance
- Recent developments in cybersecurity: examining the latest attacks and defenses

Addressing Ethical Questions in Corporate Governance *K. Lowe*

- Handling conflicts of interest
- Protecting confidential and proprietary information
- Preventing opportunities for self-dealing
- Maintaining honesty and transparency

Current Issues in Corporate Governance
Live, Interactive Webinar Series
Thursday, September 10 and Friday, September 11, 2020

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Learning Objectives

You'll be able to:

State the principles of good corporate governance

Describe the duties, responsibilities and legal obligations of board members and management

Acquire techniques to prepare for and react to corporate governance crises

Draw lessons from recent events for governing during times of crisis

Implement controls and best practices to protect against the latest cybersecurity threats

Govern ethically while maintaining honesty and transparency

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Current Issues in Corporate Governance

Live, Interactive Webinar Series
Thursday, September 10 and Friday, September 11, 2020



Understand the principles of good corporate governance.

Describe the duties, responsibilities and legal obligations of board members and management.

Acquire techniques to prepare for and react to corporate governance crises.

Draw lessons from recent events for governing during times of crisis.

Implement controls and best practices to protect against the latest cybersecurity threats.

Govern ethically while maintaining honesty and transparency.

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Faculty

Denise Kuprionis *The Governance Solutions Group*

Ms. Kurprionis is president of The Governance Solutions Group, a board advisory practice. Through GSG, she shares the knowledge she has gained from her 25 years in public, private and nonprofit boardrooms. She is a Senior Fellow at the Conference Board's ESG Center, is an NACD Board Governance Fellow and is active in the Society for Governance Professionals. Prior to founding GSG, she was a successful corporate officer at The E.W. Scripps Company-Scripps Networks.

Mason L. Miller *Managing Partner, Miller Edwards Rambicure PLLC*

Mr. Miller focuses his practice on business law, both transactional and litigation, and has extensive experience in construction, minerals, banking, and other commercial matters. His clients include construction companies, developers, municipalities, private equity funds, energy companies, regional and national banks, professional athletes and other large institutions. Mr. Miller has personally represented over a dozen publicly-traded companies in a wide variety of engagements.

John D. Tishler *Partner at Shephard Mullin*

Mr. Tishler is a partner at the global law firm Sheppard Mullin. Mr. Tishler's practice includes corporate governance, capital markets, corporate finance, business transactions, mergers and acquisitions and technology. Mr. Tishler frequently serves as special counsel for companies experiencing complex corporate governance issues, including NYSE and NASDAQ listed issuers. Boards regularly report the value Mr. Tishler brings via clarity, practicality and ability to navigate uncertainties. Mr. Tishler is a frequent writer and speaker on corporate governance, having addressed the Society of Corporate Governance Professionals, the Association of Corporate Counsel and Accounting Day. He is a graduate of Cornell University and Yale Law School.

Harumi Urata-Thompson *HUT Consulting, LLC*

Ms. Urata-Thompson is CEO of HUT Consulting. She specializes in leading and advising companies on taking innovative paths to achieve strategic, operational and marketing success in their businesses. Currently, she is consulting to and serving on the board of directors of several companies. In addition, she acts as mentor to a number of people and speaks at numerous events. Subjects include artificial intelligence, blockchain, cryptocurrency, cybersecurity, outerspace, cross-border business, and diversity and inclusion. She also recently launched a space data company celestialdata.io. Prior to starting HUT Consulting, Ms. Urata-Thompson was the chief operating officer for CFA Society New York (previously New York Society of Security Analysts), a nonprofit affiliate of the CFA Institute with 10,000 financial professionals previously. Ms. Harata-Thompson has an MBA degree from INSEAD in France and a BA degree, *magna cum laude*, in business from Sophia University in Japan. She is a chartered financial analyst, certified project management professional, an advanced communicator and leader of Toastmasters, and she is bilingual in English and Japanese.

Kimberly Lowe *Attorney, CFO, COO with Avisen Legal, PA*

For nearly 20 years Ms. Lowe has lawyered from the trenches with experience and her comprehensive knowledge and understanding of how both for-profit and nonprofit enterprises operate. She guides entrepreneurs, executive management teams, boards of directors, multigenerational families, shareholders and investors through all aspects of the business life cycle from formation to operation to exit. She extends her expertise to all sectors of business. She works with social ventures, private and public companies, limited liability companies and partnerships, nonprofit organizations and cooperatives. She masterfully navigates her clients through general business matters, corporate governance, debt and equity financing, purchase and sales, SEC and IRS compliance, business strategy joint ventures and complex reorganizations. She brings her extensive set of entity and contract tools to help business owners and families navigate through the succession of a business from one or more owner/operators to the next set of owners, with special attention to professional service businesses that may or may not be outright salable. In the nonprofit sector, she has worked with all types of organizations ranging from public charities to trade associations and has counseled them through every intricacy of the nonprofit business life cycle. In addition to legal expertise, Ms. Lowe brings her deep leadership experience to the table for all her clients regardless of sector, purpose or goals.

Seminar Information

Thursday, September 10, 2020

11:00 am - 3:05 pm CDT (including two 10-min. breaks)

Friday, September 11, 2020

11:00 am - 1:25 pm CDT (including a 10-min. break)

(please log into the webinar 15 - 30 minutes before start time)

Tuition

$299 for individual registration
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Included with your registration: *PDF seminar manual.*

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