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**Corporate  
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NYU School of Law

# Corporate Governance Bootcamp

September 23–25, 2020

## Curriculum & Schedule

### Day 1

#### Bootcamp Basics – Introduction to Corporate Governance

*Wednesday, September 23, from 11:00 AM to 3:00 PM ET (with breaks)*

11:00 AM	Introductions <u>Edward Rock</u> , Martin Lipton Professor of Law and director, Institute for Corporate Governance & Finance, NYU Law <u>David Katz</u> , partner, Wachtell Lipton Rosen & Katz <u>Amy Borrus</u> , executive director, CII
11:15 AM-12:15 PM	Corporate Governance Edward Rock, NYU Law
12:15 PM-12:45 PM	Break
12:45 PM-1:45 PM	Securities Regulation Robert Bartlett, professor of law, University of California-Berkeley Law
1:45 PM-2:00 PM	Break
2:00 PM-3:00 PM	Executive Compensation Ryan Bubb, professor of law, NYU Law

#### Program for Governance Professionals with Some Experience (beginners welcome, too)

*Wednesday, September 23, from 3:30 PM to 6 PM ET (with breaks and breakout sessions)*

3:30 PM – 3:45PM	Introduction to Part II
3:45 PM-4:45 PM	Introductions & Shareholder Engagement with Companies

Tom Elliott, assistant VP, Governance and proxy, Capital Group  
Margaret Foran, chief governance officer, SVP and corporate secretary,  
Prudential Financial  
Tanya Levy-Odom, director, investment stewardship, BlackRock  
Moderator: Valerie Haertel, SVP, investor relations, CVS Health

4:45 PM – 5:00 PM Break

5:00 PM-6:00 PM For Whom is the Corporation Governed?  
Faculty: Ken Bertsch, former executive director, CII  
Scott Kupor, managing partner, Andreessen Horowitz  
Larry Sonsini, partner, Wilson Sonsini Goodrich & Rosati  
Gabrielle Sulzberger, board member, Mastercard, Ford Foundation  
Moderator: Edward Rock, NYU Law

## Day 2

**Program for Governance Professionals with Some Experience (beginners welcome, too)**  
*Thursday, September 24, from 10:15 AM to 6 PM ET (with breaks and breakout sessions)*

10:15 AM-10:30 AM Breakout groups and introductions

10:30 AM-12:00 PM How to Critically Read a Financial Statement, includes a breakout session  
April Klein, professor of accounting, NYU Stern School of Business  
Breakout sessions 11:15-11:50 AM

12:00-12:30 PM Break

12:30 PM-2:00 PM Integrating ESG Considerations  
Moderator: Amy Borrus, CII

Human Capital Management (12:30-1:00 PM)  
Keir Gumbs, associate general counsel, Uber

Engaging on Lobbying & Political Disclosure: A Real-World Example at  
Chevron  
(1-1:20 PM)

Mary Francis, corporate secretary & chief governance officer, Chevron  
Lisa Epifani, manager, ESG policy & engagement, Chevron

Breakout sessions - engaging on lobbying disclosure (1:20-1:40 PM)

How Chevron Handled the Engagement (1:40-2:00 PM)  
Mary Francis and Lisa Epifani, Chevron

2:00-2:15 PM	Break
2:15 PM-3:15 PM	How the Proxy System Works Bruce Goldfarb, founder, president & CEO, Okapi Partners Scott Winter, managing director, Innisfree M&A
3:15 PM-3:45 PM	Break
3:45 PM-4:30 PM	Director Refreshment Cristiano Guerra, head of special situations research, ISS Brandon Boze, president, ValueAct Capital Moderator: Robert Jackson, Jr., professor of law, co-director, Institute for Corporate Governance & Finance, NYU Law
4:30-4:45 PM	Break
4:45-6:00 PM	Executive Compensation: How to Analyze Say-on-Pay Resolutions Moderator: Christina Maguire, BNY Mellon  Trends in Pay Plans & Say-on-Pay Votes (4:45 PM-5:10 PM) Marc Hodak, Farient Advisors David Chun, Equilar  Breakout sessions on analyzing a proxy statement to recommend a real-world SOP vote (5:10-5:40 PM)  What Glass Lewis recommended and how BNY Mellon voted (5:40-6:00 PM) Aaron Bertinetti, independent consultant and former head of research & engagement, Glass Lewis Christina Maguire, VP, governance & operations, BNY Mellon

### Day 3

#### **Program for Governance Professionals with Some Experience (beginners welcome, too)**

*Friday, September 25, from 11:00 AM to 4 PM ET (with breaks and breakout sessions)*

How is Silicon Valley Different?

Faculty lead: David Berger, partner, Wilson Sonsini Goodrich & Rosati

11 AM -11:50 AM	Governance in Smaller Valley Companies Bruce Dunlevie, founding general partner, Benchmark Capital Penny Herscher, chair, Lumentum; director, multiple companies Drew Hambly, head of global stewardship, Morgan Stanley Investment Management
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Thomas Kamei, investor, global growth team, Morgan Stanley Investment Management

Moderator: Lisa Stimmel, partner, Wilson Sonsini Goodrich & Rosati

11:50 AM-12:20 PM Break

12:20 PM-1:10 PM Governance in Larger Valley Companies

Donna Anderson, vice president, corporate governance, T. Rowe Price

John Donovan, director, Palo Alto Networks

Ken Goldman, president, Hillspire; former CFO Yahoo!, Siebel Systems

Moderator: Jeffrey Saper, partner, Wilson Sonsini Goodrich & Rosati

1:10 PM-1:30 PM Break

1:30 PM-2:30 PM Shareholder Activism in Silicon Valley

Elliott Management's Record on Activism

Edward Rock, NYU Law (1:30-1:45 PM)

Fireside Chat with Jesse Cohn, equity partner, head of U.S. equity activism, Elliott Management (1:45 PM-2:30 PM)

Moderator: David Berger

2:30 PM-3:00 PM Break

3:00 PM-4:00 PM Shareholder Litigation

David Berger, Wilson Sonsini Goodrich & Rosati

Randall Baron, Robbins Geller Rudman & Dowd

Breakout sessions 3:10-3:30 PM

Reconvene 3:30-4:00 PM

4:00-4:05 PM Wrap-up