



# CII-NYU Corporate Governance Bootcamp

November 17–19, 2021 | Virtual Event

PRESENTED BY



Institute for  
**Corporate  
 Governance  
 & Finance**  
 NYU School of Law

## Bootcamp Agenda & Speakers

**Wednesday, November 17**

### Bootcamp Basics – Introduction to Corporate Governance

<b>10:30 AM</b>	<b>Introductions</b> Edward Rock, Martin Lipton Professor of Law and Director, Institute for Corporate Governance & Finance, NYU School of Law Amy Borrus, Executive Director, Council of Institutional Investors
<b>10:45 AM-11:45 PM</b>	<b>Corporate Governance</b> Faculty: Edward Rock, NYU Law
<b>11:45 AM-12:00 PM</b>	<b>Break</b>
<b>12:00 PM -1:00 PM</b>	<b>How to Read a Financial Statement</b> April Klein, Professor, NYU Stern School of Business
<b>1:00 PM-1:30 PM</b>	<b>Break</b>
<b>1:30 PM-2:30 PM</b>	<b>Executive Compensation</b> Ryan Bubb, Professor, NYU Law
<b>2:30 PM-2:45 PM</b>	<b>Break</b>
<b>2:45 PM-3:45 PM</b>	<b>Securities Regulation</b> Stephen Choi, Professor, NYU Law

*\*\*End of Bootcamp Basics\*\**

### Program for Governance Professionals with Some Experience

<b>4:00 PM-5:00 PM</b>	<b>Introductions and Shareholder Engagement on Climate &amp; Diversity</b> Introduction to Advanced Program: David Katz, Partner, Wachtell, Lipton, Rosen & Katz John Galloway, Principal, Global Head of Investment Stewardship, Vanguard Laura Hewett, Vice President, Corporate Governance, Southern Company Diana Lee, Director of Corporate Governance & ESG Analyst, AllianceBernstein Moderator: Amy Borrus, CII
------------------------	--

**5:00 PM – 5:15 PM      Break**

**5:15 PM-6:00 PM      Fireside chat with John Coates**

John Coates, John F. Cogan Jr. Professor of Law and Economics, Harvard Law School;  
former SEC General Counsel

Moderators: Allison Bennington, Partner, PJT Partners, and Robert Jackson Jr., Professor of  
Law, NYU; former SEC Commissioner

**Thursday, November 18**

**Program for Governance Professionals with Some Experience (continued)**

**11:00 AM-11:50 AM      Proxy Plumbing**

Bruce Goldfarb, CEO, Okapi Partners;  
Scott Winter, Managing Director, Innisfree M&A  
Moderator: Edward Rock, NYU Law

**11:50 AM-12:00 PM      Break**

**12:00 PM-1:00 PM      Executive Compensation: Analyzing Say-on-Pay Proposals**

Christina Maguire, Retired Managing Director, BNY Mellon; Current MBA candidate  
Kern McPherson, Vice President, Research and Engagement, Glass Lewis

**1:00 PM-1:30 PM      Break**

**1:30 PM-2:15 PM      Fireside Chat with Travis Laster**

J. Travis Laster, Vice Chancellor, Delaware Court of Chancery  
Moderator: Edward Rock, NYU Law

**2:15 PM-2:30 PM      Break**

**2:30 PM-3:15 PM      Fireside chat: The Role of a Director**

Ann Yerger, Independent Director, Bed Bath & Beyond, Hershey Entertainment and  
Resorts; Advisor, North American Board Practice, Spencer Stuart

Moderator: Christina Maguire, Retired Managing Director, BNY Mellon; Current MBA  
candidate

**3:15 PM-3:30 PM      Break**

**3:30 PM-4:30 PM      Role of Active Portfolio Managers in Voting**

Ingrid Dyott, Co-Portfolio Manager, Neuberger Berman  
Thomas Lee, Executive Director & CIO, New York State Teachers Retirement System  
Ashley Woodruff, Associate Portfolio Manager, T. Rowe Price

Moderator: Jeff Warshauer, Corporate Governance Officer, New Jersey Division of  
Investment

**4:30 PM-4:45PM      Break**

**4:45 PM-5:30 PM      Fireside Chat with Jeff Ubben**

Jeffrey W. Ubben, Founder & Managing Partner, Inclusive Capital Partners  
Moderator: Edward Rock, NYU Law

**Friday, November 19**

**Program for Governance Professionals with Some Experience (continued)**

**11:00 AM -12:00 PM Governance of Young Public Companies**

Craig E. Marcus, Partner, Ropes & Gray

Timothy Walsh, President & CEO, CCMP Capital

Barbara Yanni, Director, Trevena, Vaccinex and Akcea

Moderators: David Hennes, Partner, Ropes & Gray; Edward Rock, NYU Law

**12:00 PM-12:10 AM Break**

**12:10 PM-1:00 PM Shareholder Proposals**

Michael Garland, Assistant Comptroller, Office of the New York City Comptroller

James McRitchie, Publisher, CorpGov.Net

Ariel Smilowitz, Associate, BlackRock

Josh Zinner, CEO, Interfaith Center on Corporate Responsibility

Moderator: Ken Bertsch, Former Executive Director, CII

**1:00 PM-1:30 PM Break**

**1:30 PM-2:30 PM The Role of Institutional Investors in Shareholder Litigation**

Carolina de Onis, Managing Director, General Counsel & Chief Compliance Officer, The University of Texas/Texas A&M Investment Management Company

Anya J. Freedman, Assistant City Attorney, Public Pensions General Counsel Division, Office of the Los Angeles City Attorney

Mark Lebovitch, Partner, Bernstein Litowitz Berger & Grossmann

Moderator: Edward Rock, NYU Law

**2:30 PM Closing Remarks**

## Bootcamp Speakers



**Allison Bennington**  
*Partner, PJT Partners*

Allison Bennington is the Global Head of ESG and Chairman of Activist Defense Practice, at PJT Partners, based in London. Ms. Bennington has extensive experience in global corporate strategy, ESG business strategy and solutions, activism campaigns, and corporate governance.

Prior to joining PJT Partners, Ms. Bennington was a Partner and the Chief Global Relations Officer of ValueAct Capital, a \$14 billion investment fund that works constructively with its portfolio companies to build sustainable value for the long - term. Over her 17-year tenure, Ms. Bennington led Value Act's global strategy and engagement efforts with a diverse set of stakeholders, as well as many of its ESG efforts. Ms. Bennington helped to found the ValueAct Spring Fund, a \$1.5 billion impact investment fund that invested in companies solving social and environmental problems.

Prior to joining ValueAct, Ms. Bennington was the General Counsel and helped to found Atriax Ltd., an institutional electronic foreign exchange trading platform formed by Deutsche Bank, JP Morgan Chase, Citibank, and Reuters. Before joining Atriax, Ms. Bennington was a Managing Director and ran the legal department for Robertson Stephens, a full-service investment bank.

Ms. Bennington was appointed by former SEC Chairman Jay Clayton to the SEC's Investor Advisory Committee where she authored several recommendations, including on Issuer disclosure of material ESG information. She is a member of the American Legal Institute and the Advisory Board of the Berkeley Center for Law, Business and Economics as well as the Business in Society Institute at the University of California Berkeley School of Law. Ms. Bennington is a former member of the Advisory Board of the Sustainability Accounting Standards Board (SASB).

Ms. Bennington received her undergraduate degree from the University of California Berkeley and her J.D. from the University of California Hastings College of the Law.



**Ken Bertsch**  
*Former Executive Director, CII*

Investment Management; managing director for corporate governance analysis at Moody's Investors Service; director of governance engagement at TIAA-CREF; and in various roles at the Investor Responsibility Research Center. He holds a JD from Fordham University School of Law (2004) and an undergraduate degree from Williams College (1978). Bertsch currently consults and serves as a member of the Legion

Partners Asset Management advisory council. He served as an advisory council member for PJT Partners in 2020-21, and as a board member of the Investor Responsibility Research Center Institute from 2009 to 2018.



**Amy Borrus**  
*Executive Director, CII*

Amy Borrus became executive director of the Council of Institutional Investors (CII) in July 2020. She joined CII in 2006 as deputy director, and was interim executive director in 2015–2016. She serves on the boards of the CII Research and Education Fund and the Sinai Assisted Housing Foundation. She also serves on the Best Practice Principles Oversight Committee, which monitors principles underpinning services of leading proxy advisory firms. Prior to CII, she was a correspondent for Businessweek magazine for more than 20 years. Her journalism career included multi-year assignments in London, Tokyo and Washington, D.C. She earned an MSc. in International Relations from the London School of Economics and a B.A. in History and English from the University of Pennsylvania.



**Ryan Bubb**  
*Professor, NYU Law*

Ryan Bubb joined the NYU School of Law faculty in 2010. He was formerly a senior researcher at the Financial Crisis Inquiry Commission, created by Congress to examine the causes of the financial crisis, and a policy analyst at the Office of Information and Regulatory Affairs in the Office of Management and Budget. Since joining the NYU faculty, he has held visiting professor, visiting scholar, or visiting fellow positions at Harvard Law School, Stanford Law School, U.C. Berkeley School of Law, the University of Chicago School of Law, and the Federal Reserve Bank of Boston.

Professor Bubb teaches courses in corporate and securities law and in law and economics. In 2014 the Law School awarded him the Podell Distinguished Teaching Award.

Professor Bubb has published over a dozen articles in peer-reviewed economics journals and law reviews on a range of topics applying economic analysis to law. His work includes an [econometric analysis](#) of the effect of mortgage securitization on mortgage underwriting, published in the *Journal of Monetary Economics*, and a [legal and economic analysis](#) of the reforms to the mortgage market adopted following the financial crisis of 2007 to 2008, published in the *University of Pennsylvania Law Review*.

Bubb received his B.S. in physics from the College of William and Mary in 1998. After graduating with a J.D. from Yale Law School and an M.A. in economics from Yale University in 2005, he began doctoral work in the department of economics at Harvard University, where he received his Ph.D. in 2011.



**Stephen Choi**  
*Professor, NYU Law*

Stephen Choi joined the NYU School of Law faculty in 2005. From 1998 to 2005, Choi taught at the University of California, Berkeley, School of Law, where he was the Roger J. Traynor Professor of Law. Prior to that, he taught as an assistant professor at the University of Chicago Law School from 1996 to 1998. He graduated first in his class from Harvard Law School in 1994—where he served as a legal methods instructor and supervising editor of the *Harvard Law Review*—and received his PhD in economics from Harvard in 1997. Choi has been a recipient of the Fay Diploma, the Sears Prize, and the Irving Oberman Memorial Award. He has also held John M. Olin, Jacob K. Javits, and Fulbright fellowships. After his graduation from law school, Choi worked as an associate at McKinsey & Company in New York. His research interests focus on the theoretical and empirical analysis of corporations and capital markets. He has published in the *Yale Law Journal*, *Stanford Law*

*Review, University of Chicago Law Review, Michigan Law Review, Southern California Law Review, Duke Law Journal, University of Pennsylvania Law Review, and Virginia Law Review, among others, and has presented papers at numerous conferences and symposia.*



**John Coates**

*John F. Cogan Jr. Professor of Law and Economics, Harvard Law School*

John Coates is a nationally recognized expert in corporate transactions, corporate control and governance, mergers and acquisitions (M&A), financial institutions, and securities. He has served as General Counsel and Acting Director of the Division of Corporation Finance at the Securities and Exchange Commission (SEC), and also as a member of the SEC’s Investor Advisory Committee.

Professor Coates has testified at trial and deposition in numerous matters, including before the Delaware Chancery Court; state courts in California, Massachusetts, New Jersey, and New York; and in U.S. district courts. He has also testified before committees of both chambers of the U.S. Congress.

Prior to joining the Harvard faculty, Professor Coates was a partner at Wachtell, Lipton, Rosen & Katz, where he specialized in financial institutions and in M&A. He has provided consulting services to the Department of Justice, the Department of the Treasury, multiple financial regulatory agencies, and the New York Stock Exchange. Professor Coates has also consulted for participants in financial markets, including individuals, mutual funds, hedge funds, investment banks, commercial banks, and private equity funds. In addition, Professor Coates served as Acting Director for the Division of Corporation Finance, General Counsel and as an independent consultant for the SEC in the first and largest of the “Fair Fund” distributions to investors.

His research has been published in the *Harvard Business Law Review*, the *Yale Law Journal*, the *Stanford Law Review*, the *Journal of International Banking, Finance and Law*, and the *Journal of Economic Perspectives*, among others. The NYU School of Law Alumni Association has honored Professor Coates with an award for excellence in teaching.



**Carolina de Onís**

*Managing Director, General Counsel and Chief Compliance Officer, University of Texas/Texas A&M Investment Management Company*

Carolina de Onís is a Managing Director, Chief Compliance Officer, and the General Counsel of UTIMCO. She is responsible for all legal and compliance matters and enterprise risk management for UTIMCO and serves on the Leadership Team and Investment Committee.

Prior to joining UTIMCO, Carolina served as General Counsel for the Teacher Retirement System of Texas, the sixth largest public pension fund in the United States, for seven years. Carolina’s legal practice includes a strong litigation and regulatory background with extensive experience before both state and federal courts and agencies. She has approximately 25 years of experience on Wall Street and successfully navigated litigation and regulatory issues ensuing from the 2008 financial crisis. She has represented numerous large financial institutions throughout her career, including eight years with Barclays’ investment banking division and six years with Davis Polk & Wardwell, LLP, both in New York. She began her legal career as a law clerk for the Honorable Sam Sparks, United States District Judge for the Western District of Texas in Austin. She is an accomplished public speaker on a variety of topics, including fiduciary matters, governance, private investment funds, compliance matters, and securities litigation.

Carolina holds a BA in government and a JD, both from the University of Texas at Austin, and is a member of the Texas and New York bars. Carolina is a Fellow of the 2019 class of the Aspen Finance Leaders Fellowship and a member



**Ingrid Dyott**

*Co-Portfolio Manager, Neuberger Berman*

Ingrid S. Dyott, Managing Director, joined the firm in 1997. She is Co-Portfolio Manager of the of the Core Equity and Sustainable Equity strategies. Prior to joining the firm, she worked at the Council on Economic Priorities, a research firm specializing in corporate social and environmental analysis. Ingrid serves on the Board of the Arbor Brothers Foundation; a non-profit funding and supporting social entrepreneurs. Ingrid earned a

BA from Bowdoin College and an MBA from Columbia University.



**Anya J. Freedman**

*Assistant City Attorney, Office of the Los Angeles City Attorney, Public Pensions General Counsel Division*

Assistant City Attorney Anya Freedman serves as general counsel to the three City of Los Angeles pension systems—LACERS, LAFPP, and WPERP—whose fiduciary boards cumulatively invest over \$75 billion in trust funds and administer retirement and health benefits for tens of thousands of City retirees and their families. Anya and her Public

Pensions General Counsel Division team are dedicated to providing the highest level of legal counsel to the City’s pension systems, and to doing so with the highest level of integrity and transparency. The Public Pensions General Counsel Division of the Office of the Los Angeles City Attorney partners with specialized outside counsel in institutional investor litigation to protect and further the investment and governance commitments of the City’s pension system boards and, ultimately, the pension systems’ members. Previously, Anya was a litigator in private practice specializing in writs, appeals, and public law, and served as a judicial law clerk to the U.S. Court of Appeals for the Ninth Circuit.



**John Galloway**

*Principal, Global Head of Investment Stewardship, Vanguard*

John Galloway leads Vanguard’s Investment Stewardship and Congressional Affairs functions. Investment Stewardship votes proxies, engages with public companies, and advocates for strong corporate governance on behalf of Vanguard funds. Congressional Affairs serves as a voice for Vanguard investors on public policy in the United States. He joined Vanguard in 2017.

Immediately before joining Vanguard, John served in a number of senior roles in the White House and federal Office of Management and Budget, including as Special Assistant to the President and Chief of Staff for the National Economic Council. Prior to his work in the White House, John served as the President of Atlantic Media and held a number of senior executive positions with the Advisory Board Company. John earned his undergraduate degree from Georgetown University.



**Michael Garland**

*Assistant Comptroller for Corporate Governance and Responsible Investment, Office of the New York City Comptroller*

Michael Garland is Assistant Comptroller for Corporate Governance and Responsible Investment for New York City Comptroller Scott M. Stringer. The Comptroller serves as investment advisor, custodian and a trustee to the New York City Pension Funds, which have approximately \$270 billion in assets under management and a long history of active ownership on issues of corporate governance and sustainability.

Michael and his team are responsible for developing and implementing the Funds' active ownership programs for public equities, including voting proxies at approximately 11,000 portfolio companies around the world; engaging portfolio companies on their environmental, social and governance policies and practices; and advocating for regulatory reforms to protect investors and promote sustainable capital markets. Recent initiatives include spearheading the Boardroom Accountability Project launched in fall 2014, which has helped to establish proxy access as a fundamental right at hundreds of U.S. companies.

Michael serves on the Grant & Eisenhofer ESG Institute Oversight Board and previously served as Public Fund Co-Chair on the Council of Institutional Investors' Board of Directors. He also serves as Comptroller Stringer's designated representative to the board of directors of CERES, a non-profit that works with investors, companies and capital market influencers to take stronger action on the world's biggest sustainability challenges.



**Bruce Goldfarb**

*CEO, Okapi Partners*

Bruce H. Goldfarb is a founder of proxy solicitation and investor response firm Okapi Partners, where he serves as its President and Chief Executive Officer. Bruce works extensively with corporations and investors on proxy solicitation and information agent campaigns. He focuses on investor response strategy and execution for contested election campaigns, mergers and acquisitions, corporate governance matters, ESG engagement and other extraordinary situations.

Prior to establishing Okapi Partners, Bruce was the Senior Managing Director and General Counsel of Georeson Inc. (now a subsidiary of Computershare Limited), where he headed the Global M&A Advisory Group.

Before entering the proxy solicitation business, Bruce was a Senior Vice President of the investment management firm, Scudder, Stevens & Clark, which is now a part of DWS Group. At Scudder, he was a member of the Legal Department and served as Chairman of the Firm's Proxy Review Committee.

Bruce practiced corporate law at Cravath, Swaine & Moore for more than six years, where he specialized in mergers and acquisitions, securities transactions and international matters.

Bruce earned a J.D. from the Columbia University School of Law. He received a B.A. in the History of Art from the University of Pennsylvania concurrently with a B.S. Econ., concentration in Finance, from its Wharton School.



**David Hennes**  
*Partner, Ropes & Gray*

David, co-chair of both the firm’s corporate and securities litigation practice and investment banking industry group, is a partner resident in Ropes & Gray’s New York office. David has over 25 years of experience litigating a broad array of corporate disputes, with an emphasis on complex corporate litigation, securities cases, corporate-control disputes, and enforcement litigation. He regularly represents buyers, sellers, and financial advisors in all forms of litigation arising out of transactional matters, including breach of duty litigation, breach of contract and business tort cases, and post-closing disputes. He frequently handles complicated federal securities class actions and state law derivative actions, and advises Boards and Board Committees (including Special Litigation Committees) on their responses to these litigations. David has represented corporate and individual clients in all aspects of these matters at the trial and appellate levels in federal and state courts throughout the United States, as well as in non-public SEC, FINRA and state securities investigations.

David has been consistently recognized by *Chambers USA: America’s Leading Lawyers for Business* as a leading individual in General Commercial Litigation and Securities Litigation. *The Legal 500* has named David as a ‘Leading Lawyer’ for M&A Litigation: Defense, and also recognized him for General Commercial Disputes and Securities Litigation: Defense. David is described by *Chambers* as “an outstanding lawyer who has excellent judgment, is responsive 24/7 and gives excellent, thoughtful and practical business-oriented advice.” He is also described as “smart and savvy,” and is praised for his “practical and commercial approach” to cases. In the 2021 edition, *Chambers* sources noted that “his writing and oral advocacy and general client skills are as good as they come.” *Chambers* further noted David’s “ability to handle a wide range of corporate and white-collar criminal litigation,” with a “great ability to argue and convince regulators of his position.” Sources commend David for his “great balance between aggressive advocacy and the ability to close on a compromise” and fellow practitioners offer praise for his “judgment and strategic thinking.” *Legal 500* calls him a “first-rate litigator” and “solution-oriented.” David has also been recognized by *Benchmark: Litigation* as a New York Litigation Star.

David is a frequent writer and commentator on important issues of corporate law and has authored chapters in several leading treatises, including a chapter entitled ‘Fiduciary Duty Litigation’ published in *Commercial Litigation in New York State Courts* and a chapter entitled ‘Parallel Civil Litigation: US Perspective’ published in *Global Investigations Review’s ‘The Practitioner’s Guide to Global Investigations.’*



**Laura Hewett**  
*Vice President, Corporate Governance, Southern Company*

Laura O. Hewett is Vice President, Corporate Governance for Southern Company. She is responsible for leading Southern’s year-round engagement efforts with institutional investors on environmental, social and governance (ESG), executive compensation and related policy matters and practices. Hewett provides thought leadership and recommendations on current and emerging ESG topics to senior management and the

Board of Directors.

Hewett oversees the development of Southern’s proxy statement and works collaboratively across the system to provide input on ESG-related disclosures throughout the year. She also leads Southern’s participation with stockholder-focused organizations to gain insight into and be a voice for developing ESG policies and practices.

Hewett is active in the Society for Corporate Governance, having served on its national Board of Directors and in many leadership roles in its Southeastern Chapter. She currently serves on the Council of Institutional Investors U.S. Asset Owners Advisory Council as has served as a member of the SASB Standards Advisory Group for the infrastructure sector.

Hewett joined Southern in 2015 after spending 20 years in private practice. She spent more than 16 years practicing with the law firm of King & Spalding LLP in Atlanta, Georgia, where she focused on assisting public company clients with corporate governance and securities matters. Prior to that, Hewett practiced with the law firm Davis Polk in New York and London, working on a variety of securities transactions.

A native of Miami, Florida, Hewett received a B.A. in economics from Duke University, a J.D. from the University of Florida and an LL.M. from Cambridge University (Downing College). She and her husband, Brad Curran, reside in Atlanta and have three children.



**Robert Jackson Jr.**  
*Professor, NYU Law*

Robert Jackson Jr. is Professor of Law, Co-Director of the Institute for Corporate Governance and Finance, and Director of the Program on Corporate Law and Policy at the New York University School of Law. He was nominated and unanimously confirmed by the Senate to be Commissioner of the U.S. Securities and Exchange Commission in 2017 and served in that role until February 2020.

Prior to his nomination to the Commission, Professor Jackson taught at Columbia Law School, where students honored him with the Reese Prize for Excellence in Teaching. Before that, he served as a senior policy advisor at the U.S. Treasury Department during the financial crisis and as deputy to Kenneth Feinberg, Treasury's Special Master on Executive Compensation. Earlier in his career, Professor Jackson practiced law at Wachtell, Lipton, Rosen & Katz and was an investment banker at Bear, Stearns. Jackson holds two undergraduate degrees from the University of Pennsylvania, an MBA in Finance from the Wharton School of Business, an MPP from Harvard's Kennedy School, and a JD from Harvard Law School. He was born in the Bronx, is a lifelong fan of the New York Yankees, and lives in New York with his wife, Bryana and son Briggs.



**David Katz**  
*Partner, Wachtell, Lipton, Rosen & Katz*

David A. Katz is a partner at Wachtell, Lipton, Rosen & Katz in New York City, an adjunct professor at New York University School of Law, and co-chair of the Board of Advisors of the NYU Law Institute for Corporate Governance and Finance. Previously, he was an adjunct professor at Vanderbilt University Law School and at the Owen Graduate School of Management. Mr. Katz is a corporate attorney focusing on mergers and acquisitions, corporate governance, shareholder activism and complex securities transactions, has been involved in many major domestic and international merger, acquisition and buyout transactions, strategic defense assignments and proxy contests, and has been involved in a number of complex public and private offerings and corporate restructurings. He frequently counsels boards of directors and board committees on corporate governance matters and crisis management.

Mr. Katz taught Mergers and Acquisitions at New York University School of Law for over 15 years and previously co-taught a joint law and business short course on mergers and acquisitions at Vanderbilt University Law School with Delaware Chief Justice Leo Strine. He is co-chair of the Tulane Corporate Law Institute. In 2004, he was chosen by *The American Lawyer* as one of the 45 highest performing members of the private bar

under the age of 45; in 2005, 2012 and 2015, he was selected by *The American Lawyer* as a Dealmaker of the Year; in 2016, he was named by NACD Directorship as one of the 100 most influential players in corporate governance for the seventh time; in 2013 he was named Lawyer of the Year by Global &A Network; in 2014 and each of the five prior years he was named Who's Who Legal's Mergers and Acquisitions Lawyer of the Year, in 2014 was also named Who's Who Legal's Corporate Governance Lawyer of the Year and in 2015 and 2016 was named Who's Who Legal's Corporate Governance and M&A Lawyer of the Year; and in 2015 he was elected by The American College of Governance Counsel as an Inaugural Class Fellow.

Mr. Katz is a member of the American Bar Association, Section on Business Law, where he founded the Committee on Mergers and Acquisitions Task Force on the Dictionary of M&A Terms and a member of the Committee on Mergers and Acquisitions Subcommittee for Acquisitions of Public Companies. Mr. Katz is also a member of the Federal Securities Laws Committee, the New York State Bar Association and the Association of the Bar of the City of New York. Mr. Katz is a member of the Society for Corporate Governance and the National Association of Corporate Directors. Mr. Katz serves as a member of the Board of Trustees at New York University and at New York University School of Law. He is a member of the Advisory Board at the John L. Weinberg Center for Corporate Governance at the University of Delaware. He writes a bi-monthly column on corporate governance for the *New York Law Journal* with his colleague Laura McIntosh.

Mr. Katz is a graduate of Brandeis University and New York University School of Law.



**April Klein**  
*Professor, NYU Stern School of Business*

April Klein is the KPMG Faculty Fellow and Professor of Accounting at New York University Stern School of Business. She serves as the Director of the Vincent C. Ross Institute of Accounting. Professor Klein teaches a joint MBA – NYU Law School class in Financial Accounting and Finance, as well as a PhD research course in corporate governance and regulation. She has taught accounting, finance, and corporate governance classes at Columbia Law School, Baruch College, and Warwick Business School.

Professor Klein has been with NYU Stern since 1987. Her primary research areas include board of directors, hedge fund activism, equity analysts, and ESG, the latter including research on cyber risk, board diversity, and financial institutions' influence on their investees' ESG policies. She has published extensively in leading academic journals in Accounting, Finance, and Law. Professor Klein is a Research Member of the European Corporate Governance Institute (ECGI) and has been the WBS Distinguished Research Environment Professor at Warwick Business School since 2012. Klein served as a member of the NADAQ Listing and Hearing Review Council. She is on the editorial and advisory board of *The Contemporary Accounting Research* and *The Accounting Review*.

Professor Klein received her Bachelor of Arts in Economics and Mathematics at the University of Pennsylvania, and her Master of Business Administration and Doctor of Philosophy in Finance from the Graduate School of Business School (now Booth) at the University Chicago.



**Travis Laster**

*Vice Chancellor, Delaware Chancery Court*

J. Travis Laster is a Vice Chancellor on the Court of Chancery of the State of Delaware. He received his A.B *summa cum laude* from Princeton University and his J.D. and M.A. from the University of Virginia, where he served on the Virginia Law Review, was a member of the Order of the Coif, and received the Law School Alumni Association Award for Academic Excellence. Prior to his appointment, he was one of the founding partners of Abrams & Laster LLP. While in private practice, he specialized in litigation involving Delaware corporations and other business entities, and advising on transactional matters carrying a significant risk of litigation. He also wrote and spoke frequently on aspects of business law. Before forming Abrams & Laster, he was a director of Richards, Layton & Finger P.A. Before joining Richards Layton & Finger, he clerked for the Honorable Jane R. Roth of the United States Court of Appeals for the Third Circuit. He is a member of the American Bar Association, Delaware State Bar Association, and the Rodney Inn of Court.



**Mark Lebovitch**

*Partner, Bernstein Litowitz Berger & Grossmann*

Mark Lebovitch co-leads the firm's corporate governance litigation practice, focusing on the startup and conclusion stages of the practice's derivative suits and transactional litigation. Working with his institutional investor clients, he fights to hold management accountable, pursuing meaningful and novel challenges to alleged corporate governance-related misconduct and anti-shareholder practices. A seasoned litigator, Mark also prosecutes securities fraud class actions and has been a senior or lead member of the trial teams on some of the most high-profile securities fraud class actions and corporate governance litigations in history. His cases regularly result in key legal precedents while helping recoup billions of dollars for investors and improving corporate governance practices.

Mark is leading numerous of the firm's cases involving special purpose acquisition companies ("SPACs"), including claims in Delaware's Court of Chancery, such as *In re MultiPlan Stockholders' Litigation*, as well as a series of novel federal actions involving alleged violations of the Investment Company Act by a number of SPACs.

Most recently, Mark was part of the trial team that successfully invalidated a novel "anti-activism" poison pill in *In re The Williams Companies Stockholder Litigation*, and recently recovered \$110 million for investors while eliminating side benefits in connection with the prosecution and settlement of Delaware litigation arising from the merger of GCI Liberty, Inc. Mark has argued numerous cases to the Delaware Supreme Court, most recently in fending off an interlocutory appeal intended to derail investor claims in *In re Straight Path Stockholders Litigation*.

Previously, Mark led the *Allergan Proxy Violation Litigation*, alleging an unprecedented insider trading scheme. After a ferocious three-year legal battle over an alleged attempt to circumvent the spirit of the U.S. securities laws, defendants accepted a \$250 million settlement for Allergan investors. In 2017, before the birth of the #metoo movement, he led the prosecution of a novel and socially-important shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. The case resulted in one of the largest financial recoveries—\$90 million—ever obtained in a pure corporate board oversight dispute; and the creation of an independent council of experts—named the "Fox News Workplace Professionalism and Inclusion Council"—which has served as a model for public companies in all industries.

Mark prosecuted *In re Freeport-McMoRan Derivative Litigation*, which resulted in a \$154 million recovery structured as a special dividend that would be distributed to shareholders—a first-of-its-kind result—to rectify the Freeport-McMoRan Board’s decision to significantly overpay for a firm controlled by the company’s CEO. He also served as lead counsel in the derivative case against News Corp. concerning its high-profile hacking scandal, which resulted in a \$139 million recovery and corporate governance reforms that strengthened the company’s compliance structure, the independence of its board, and the company’s pay practices.

For these and other several other recent prosecutions, the *New York Law Journal* bestowed Mark with its most prestigious honor, naming him the 2019 "Attorney of the Year" at the New York Legal Awards. Among other industry leading recognitions, he has been named a "Leading Lawyer" by *Lawdragon*. He is also recognized by *Chambers USA* for what quoted sources describe as his "very smart" approach, along with his "particular strength in corporate governance litigation, focusing on shareholder derivative suits."



**Diana Lee**

*Director of Corporate Governance & ESG Analyst, AllianceBernstein*

Diana Lee is Director of Corporate Governance and an ESG Analyst for AB’s Responsible Investing team. She oversees AB’s corporate governance efforts as a senior member of the Responsible Investing team. Lee also manages the firm’s proxy voting and governance policy and focuses on creating impact as an active manager through company engagements. In partnership with investors, she advises on market best practices on various governance topics for AB’s top global holdings, integrating them with relevant material environmental and social issues. Lee externally represents AB at CII’s Corporate Governance Advisory Council and at ICGN’s Global Governance Committee. She is also a core member of the Sustainable Employee Working Group Task Force, promoting ESG as an essential part of AB’s organizational culture. Lee holds a BS in finance with a minor in music composition from the Leonard N. Stern School of Business at New York University.



**Thomas Lee**

*Executive Director & CIO, New York State Teachers Retirement System*

Mr. Lee was appointed in 2007 as the sixth leader of the New York State Teachers’ Retirement System (NYSTRS). Founded in 1921, NYSTRS serves over 434,000 members and beneficiaries. NYSTRS has assets exceeding \$140B and a funded ratio of 99 percent.

Mr. Lee is a member of the Investment Committee of the Institute of Electrical and Electronics Engineers (IEEE), the Board of the National Council of Real Estate Investment Fiduciaries (NCREIF), the Board of the PREA Foundation and the Council of Institutional Investors’ U.S. Asset Owners Advisory Council.

Mr. Lee has a BA in Political Science and Sociology from Dickinson College, a MA in Political Science from Temple University, and an MBA from George Washington University.



**Craig Marcus**

*Partner, Ropes & Gray*

Craig Marcus co-chairs the firm’s capital markets group. A leading capital markets and private equity attorney, Craig is a trusted advisor to many prominent public companies—as well as some of the nation’s foremost private equity sponsors and alternative asset managers—in their capital raising and strategic transactions.

Institutional investors also turn to Craig for sophisticated SEC reporting guidance related to their investment positions.

Craig has led a number of high profile initial public offerings, including Domino's Pizza and Dunkin' Brands, and has developed a particular expertise in navigating the IPO process for private equity portfolio companies. His innovation in all aspects of capital markets financing is especially valued by clients in the health care, consumer retail, industrials and technology industries. He has also been involved in several high-profile whole business securitization transactions, including the first of its kind over a decade ago.

Longtime clients recognize Craig as a committed, savvy negotiator with extensive experience in all of the details of the IPO process. Craig also provides clients with valuable insight on a wide range of corporate governance, executive compensation and disclosure matters.

Top legal publications and directories consistently recognize Craig as a leader in his field, and he is frequently quoted in articles on capital markets trends and innovations.



**Christina McGuire**

*Retired Managing Director, BNY Mellon and Current MBA Candidate*

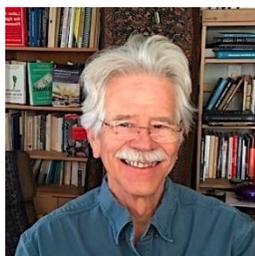
Christina Maguire is a UC Davis MBA candidate. She recently retired after serving for a decade as Managing Director at BNY Mellon, where she oversaw policy, voting and operations functions for over \$2 trillion in assets at over 12,000 issuers on behalf of the firm's clients. Previously, Ms. Maguire held the role of Director II, Fidelity Investments Investment Proxy Research for 15 years. Between governance positions, she was engaged in capital gifts advancement for individuals and corporations at both Harvard College and her alma mater the UMass Amherst where she holds a BA in Communications.



**Kern McPherson**

*Vice President of Research & Engagement, Glass Lewis*

Kern McPherson joined Glass Lewis in 2009 and leads the North American research teams covering corporate governance, executive compensation and environmental & social issues at over 6,500 companies traded in the U.S. and Canada. Kern specializes in issuer and stakeholder engagement, corporate governance analysis, research operations, and is an active participant in Glass Lewis' policy and product development. Prior to joining Glass Lewis, Kern served as a senior account manager and business analyst for large corporate retailers. He holds a bachelor's degree in English and History of Art & Architecture from the University of California, Santa Barbara.



**James McRitchie**

*Shareholder Advocate, CorpGov.Net*

James McRitchie is a leading shareholder advocate. According to a former NYTimes columnist, he is one of 3 holding corporations "hostage." Targeted by recently enacted SEC rules aimed at deterring involvement by retail investors, he refused to be intimidated. Jim sued to overturn the new rules and filed almost twice as many shareholder proposals.

McRitchie publishes Corporate Governance (CorpGov.net) and facilitates weekly conversations on Zoom with leading thinkers on corporate accountability. His most recent initiatives involve getting the SEC to require data-

tagging proxy voting records to promote fund comparisons for values alignment and filing proposals that will eventually lead to more widespread ownership and engagement by employees in public companies.



**Edward Rock**

*Martin Lipton Professor of Law & Director, Institute for Corporate Governance & Finance, NYU School of Law*

Edward Rock is the Martin Lipton Professor of Law at New York University School of Law. His main areas of teaching and research are corporate law and corporate governance. In his 50 or so articles, he has written about institutional investors, common ownership, corporate purpose, poison pills, politics and corporate law, hedge funds, corporate voting, proxy access, corporate federalism and mergers and acquisitions, among other things. In addition to teaching and research, Rock is the co-director of NYU's Institute for Corporate Governance & Finance and the Reporter for the American Law Institute's Restatement of the Law of Corporate Governance.

He spent the first part of his teaching career at the University of Pennsylvania where he served as Co-Director of the Institute for Law and Economics (1998-2010), as Associate Dean (2006-08), and as Senior Advisor to the President and Provost and Director of Open Course Initiatives (2012-15). He was a visiting professor at NYU in fall 2011 and has also visited at Columbia, and Hebrew University, where he was a Fulbright Senior Scholar.



**Ariel Smilowitz**

*Associate, BlackRock*

Ariel Smilowitz is a member of BlackRock's Investment Stewardship team, where she is responsible for proxy voting and engaging with senior executives and board members of portfolio companies to advocate for sustainable business practices that help create long-term value for BlackRock's clients.

Ariel currently covers automobiles, consumer durables, and apparel in the U.S. and Canada, and previously covered industrials, materials, and biotechnology and life sciences. She also contributes to the development of BlackRock's corporate governance policies and provides thought leadership on sustainability trends.

Prior to joining BlackRock, Ariel worked at Rabin Martin, a global health strategy firm, where she was responsible for the execution of communications, thought leadership, and advocacy initiatives for Merck & Co.'s flagship corporate responsibility program. She started her career at UNICEF, where she supported organizational learning and development efforts to strengthen the technical expertise of employees across all programmatic and business functions.

Ariel earned a BA in Government from Cornell University and an MPA in International Development Policy & Management from the NYU Wagner Graduate School of Public Service.



**Jeff Ubben**

*Founder & Managing Partner, Inclusive Capital Partners*

Jeffrey W. Ubben is a founder, managing partner, and the portfolio manager of Inclusive Capital Partners. He is a retired founder of ValueAct Capital, where he was chief executive officer, chief investment officer, and portfolio manager. Ubben is also a founder and served as portfolio manager of the ValueAct Spring Fund. Prior to founding ValueAct Capital in 2000, he was a managing partner at Blum Capital Partners for more than five years. Ubben is a director of The Exxon Mobil Corporation, AppHarvest, Enviva Partners, LP, and

Nikola Corporation. He is a former director of The AES Corporation, former chairman and director of Martha Stewart Living Omnimedia, Inc., and a former director of Catalina Marketing Corp., Gartner Group, Inc., Mentor Corporation, Misys plc, Sara Lee Corp., Twenty-First Century Fox Inc., Valeant Pharmaceuticals International, Willis Towers Watson plc, and several other public and private companies. In addition, he serves on the boards of Duke University, World Wildlife Fund and the E.O. Wilson Biodiversity Foundation, and formerly served as chair of the National Board of the Posse Foundation for nine years. Ubben has a BA from Duke University and an MBA from the Kellogg School of Management at Northwestern University.



**Timothy Walsh**  
*President & CEO, CCMP Capital*

Timothy Walsh is President and CEO of CCMP and a member of the Firm's Investment Committee. Mr. Walsh focuses on making investments in the [industrial](#) sector and has been responsible for CCMP's investments in the chemicals, basic manufacturing, consumer products and packaging sectors. Mr. Walsh was a founding Partner of CCMP upon its formation in 2006 and has been with the firm and its predecessor entities since 1992. Mr. Walsh became COO in 2015 and President and CEO in 2016. Prior to joining the private equity division of Chase Manhattan in 1992, Mr. Walsh worked on various industry-focused client teams within The Chase Manhattan Corporation. He serves on the board of directors of [Hayward](#) and [PQ Corporation](#). Mr. Walsh holds a B.S. from Trinity College and an M.B.A. from the University of Chicago.



**Jeff Warshauer**  
*Corporate Governance Officer, New Jersey Division of Investment*

Mr. Warshauer currently serves as the Corporate Governance Officer for the State of New Jersey's Division of Investment. He oversees ESG integration across the \$85 billion pension fund, manages its corporate engagement efforts, and plays a leading role in the Division's sustainable investing initiatives. Prior to his role in corporate governance, Mr. Warshauer held positions as a fixed income and equity analyst.



**Scott Winter**  
*Managing Director, Innisfree M&A*

Scott S. Winter is a Managing Director of Innisfree M&A Incorporated. Mr. Winter advises companies and investors on all aspects of shareholder engagement focusing on hostile and friendly acquisitions, shareholder activism, contested shareholder meetings, corporate governance, and other proxy solicitation matters. Scott has been involved in most of the significant U.S. hostile takeovers in the past decade as well as activism situations involving, among others, Barington, Corvex, Elliott Management, Engaged Capital, Engine No. 1, Icahn Associates, Land & Buildings, JANA Partners, Pershing Square, Sagem Head, Sarissa Capital, Starboard Value, Third Point, Trian, ValueAct, and Voce.

Prior to joining Innisfree, Mr. Winter was an attorney with Skadden specializing in mergers and acquisitions, including cross-border and hostile transactions. Before attending law school, he was a certified public accountant with Ernst & Young LLP for a number of hedge fund and broker-dealer clients.

Mr. Winter earned a B.B.A. in accounting from the University of Wisconsin, and a J.D. from the New York University School of Law. Mr. Winter is member of the Mergers, Acquisitions and Corporate Control Contests Committee of the Association of the Bar of the City of New York, the American Bar Association, and the Society for Corporate Governance.



**Ashley Woodruff**

*Associate Portfolio Manager, T. Rowe Price*

Ashley Woodruff is an associate portfolio manager of the US Mid-Cap Growth Equity Strategy in the U.S. Equity Division. She is a vice president and Investment Advisory Committee member of the US Capital Appreciation, US Structured Active Mid-Cap Growth Equity, US Mid-Cap Growth Equity, US Multi-Cap Growth Equity, and US Small-Cap Growth II Equity Strategies. Ashley also is a vice president of T. Rowe Price Group,

Inc.

Ashley's investment experience began in 2001. She was with T. Rowe Price from 2007 to 2013, beginning as a research analyst in the U.S. Equity Division covering stocks in the consumer sector, and returned in 2018. Prior to returning to T. Rowe Price, Ashley was employed by Goldman Sachs as a managing director and portfolio manager from 2013 to 2018. Before joining T. Rowe Price in 2007, Ashley was a senior vice president and senior restaurants analyst with Friedman, Billings, Ramsey & Co. and an associate director with Bear Stearns, covering high-growth restaurants.

Ashley earned a B.A., magna cum laude, in economics from Barnard College, Columbia University. She also has earned the Chartered Financial Analyst® designation.

CFA® and Chartered Financial Analyst® are registered trademarks owned by CFA Institute.



**Barbara Yanni**

*Director, Trevena, Vaccinex and Akcea*

Barbara Yanni has over thirty-five years of experience in pharmaceuticals and biotechnology. She currently serves as an independent director of three public clinical-stage biopharmaceutical companies: Trevena (NASDAQ: TRVN), Vaccinex (NASDAQ: VCNX) and Akcea (NASDAQ: AKCA). Barbara was been a board member of Abionyx (Paris: ABNX) and Symic Bio, a private biotech company. Barbara retired from Merck & Co., Inc. in 2014 after 12 years as Merck's Vice President and Chief Licensing Officer.

Barbara and her licensing team at Merck successfully structured and negotiated agreements to acquire rights to over 150 compounds, programs and technologies to enhance Merck's pipeline. Barbara greatly increased Merck's visibility as a preferred partner – Merck was named "best biopharma partner" in an independent survey by Boston Consulting Group. Barbara maintains extensive contacts throughout the industry.

Barbara began her career as a tax lawyer and then transitioned to Finance while at Merck, first as Director of Benefits Financing and subsequently as Senior Director of Financial Evaluations and Analysis where she evaluated the financial aspects of acquisitions, joint ventures, licenses and other transactions. Before joining Merck in 1985 Barbara was a tax lawyer in New York City.

Barbara has a JD from Stanford Law School and an AB from Wellesley College where she studied Physics and Latin. She also holds a Masters of Law in Taxation from New York University.



**Ann Yerger**

*Advisor, Spencer Stuart North American Board Practice; Independent Director, Bed, Bath & Beyond and Hershey Entertainment & Resorts*

Ann Yerger is an advisor to Spencer Stuart’s North American Board Practice, a member of Grant Thornton’s Audit Quality Council, an independent director of Bed Bath & Beyond (Nasdaq: BBBY), and an independent director of Hershey Entertainment and Resorts Company, chairing the nominating/governance committee and serving on the compensation committee. Her deep background in corporate governance includes service as executive director of EY’s Center for Board Matters and 20 years at the Council of Institutional Investors in Washington, DC, including a 10-year leadership role as CII’s executive director. Prior to joining CII, Ann was deputy director of the Investor Responsibility Research Center’s corporate governance service, and her previous experience includes corporate banking at Wachovia.

Ann has served as a member of the Investor Advisory Group of the Public Company Accounting Oversight Board and the Investor Advisory Committee of the US Securities and Exchange Commission. She also served on the Nasdaq Listing and Hearing Review Council, the CFA Institute Advisory Council, the Advisory Board of the Weinberg Center for Corporate Governance, and the US Treasury Department’s Advisory Committee on the Auditing Profession. She has testified on corporate governance issues before the US Senate Committee on Banking, Housing and Urban Affairs and the US House Financial Services Committee.

She is a CFA charterholder and a graduate of Duke University with an MBA from Tulane University.



**Josh Zinner**

*CEO, Interfaith Center on Corporate Responsibility*

Josh has been CEO of the Interfaith Center on Corporate Responsibility since 2016, overseeing programs and operations for the organization. ICCR is a nearly 50-year-old coalition of more than 300 institutional investors that collaboratively engage corporations on environmental, social, and governance issues. Josh has more than 25 years’ experience as a non-profit leader, coalition-builder, policy advocate, and public interest lawyer. Prior to ICCR, Josh co-directed the New Economy Project, an organization on the forefront of the fight against discriminatory financial practices. Among earlier roles, Josh founded and ran the Foreclosure Prevention Project at South Brooklyn Legal Services and helped create and lead New Yorkers for Responsible Lending, a broad policy coalition which fielded successful campaigns to achieve groundbreaking legislation and regulation to curb financial abuses. Previously, Josh also worked with Oxfam America on private sector campaigns, and as a housing lawyer representing low-income tenants. Josh was a member of the Consumer Advisory Board of the federal Consumer Financial Protection Bureau.