



# 2023 CORPORATE GOVERNANCE BOOTCAMP

Hosted By Council of Institutional Investors & New York University School of Law  
New York, NY

**NOVEMBER 7–8, 2023**



Council of  
Institutional &  
Investors®

The voice of corporate governance

Institute for

**Corporate  
Governance  
& Finance**

NYU School of Law



## **ABOUT CII-NYU SCHOOL OF LAW CORPORATE GOVERNANCE BOOTCAMP**

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CII is proud to offer Corporate Governance Bootcamp 2023, a premium executive education program developed in partnership with New York University School of Law's Institute for Corporate Governance and Finance.

Instructors include NYU faculty as well as seasoned practitioners, regulators, directors and activist investors.

Bootcamp 2023 is a two-day program.

### Foundations of Corporate Governance

An introductory course for those who are new to corporate governance or want an academic grounding

### Advanced Topics in Stewardship

A deeper-dive course for governance professionals with some experience and participants who have completed Foundations of Corporate Governance

# AGENDA

## TUESDAY, NOVEMBER 7

### Foundations of Corporate Governance

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Welcome and Introductions Edward Rock, Martin Lipton Professor of Law and Co-Director, Institute for Corporate Governance & Finance, NYU School of Law Amy Borrus, Executive Director, Council of Institutional Investors	9:00 AM – 9:15 AM
Corporate Governance Edward Rock, NYU School of Law	9:15 AM – 10:15 AM
Securities Regulation Stephen Choi, Bernard Petrie Professor of Law; Business Director, Pollack Center, NYU School of Law	10:15 AM – 11:15 AM
Coffee Break	11:15 AM – 11:30 AM
Intro to Executive Compensation Ryan Bubb, Robert B. McKay Professor of Law, NYU School of Law	11:30 AM – 12:30 PM
Lunch ~ Greenberg Lounge (1st Floor, Vanderbilt Hall)	12:30 PM – 1:30 PM
How to Read a Financial Statement April Klein, Professor of Accounting, KPMG Faculty Fellow; Director of the Vincent C. Ross Institute of Accounting, NYU Stern School of Business	1:30 PM – 2:30 PM



# AGENDA

## TUESDAY, NOVEMBER 7

### Foundations of Corporate Governance – Continued

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| How to Comb a Proxy Statement and 10-K for Key Information<br>Marc Goldstein, Head of U.S. Research, Institutional Shareholder Services  | 2:30 PM – 3:15 PM |
| Coffee Break   | 3:15 PM – 3:30 PM |
| Do's and Don'ts of Engagement<br>Margaret Madden, SVP, Corporate Secretary, and Chief Governance Counsel, Pfizer<br>Yumi Narita, Executive Director of Corporate Governance, Office of the NYC Comptroller<br>Peter Reali, Managing Director, Head of Stewardship – Responsible Investing, Nuveen<br>Moderator: Amy Borrus, Council of Institutional Investors | 3:30 PM – 4:30 PM |
| Washington Outlook<br>Robert J. Jackson, Jr., Pierrepont Family Professor of Law, NYU; Co-Director, Institute for Corporate Governance & Finance; Former Commissioner, Securities & Exchange Commission<br>Allison Herren Lee, Adjunct Professor, NYU School of Law; Former Acting Chair, Securities & Exchange Commission                                     | 4:30 PM – 5:00 PM |
| Cocktail Reception ~ <i>Sponsored by Innisfree</i>   | 5:00 PM – 6:00 PM |

**End of Foundations of Corporate Governance Programming**





# AGENDA

## WEDNESDAY, NOVEMBER 8

### Advanced Topics in Stewardship

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#### Welcome

David Katz, Partner, Wachtell, Lipton, Rosen & Katz; Board Chair, Institute for Corporate Governance & Finance, NYU School of Law

9:00 AM – 9:15 AM

9:15 AM – 10:00 AM

#### Proxy Plumbing

Mark Harnett, Senior Managing Director, Okapi Partners  
Scott Winter, Co-Chair, Innisfree  
Moderator: Edward Rock, NYU School of Law

10:00 AM – 10:45 AM

#### Expansion in Voting Choice

Abbe Billings, Associate, Investment Stewardship – Global Team, BlackRock  
Will Goodwin, Co-Founder, Tumelo  
Danielle Gurierr, VP & Head of Product Management, Broadridge Financial Solutions  
Moderator: Amy Borrus, Council of Institutional Investors

10:45 AM – 11:00 AM

#### Coffee Break

11:00 AM – 12:00 PM

#### Analyzing Say-on-Pay Proposals

Michael McCauley, Senior Officer, Florida State Board of Administration  
Nishesh Kumar, Managing Director, JPMorgan Chase  
Moderator: Glenn Davis, Deputy Director, Council of Institutional Investors

12:00 PM – 1:00 PM

Lunch ~ Snow Dining Room (4th Floor, Vanderbilt Hall)



# AGENDA

## WEDNESDAY, NOVEMBER 8

### Advanced Topics in Stewardship – Continued

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|---|-------------------|
| What Stewardship Professionals Need to Know about Portfolio Management<br>Donna Anderson, Vice President & Head of Corporate Governance, T. Rowe Price<br>Josepha Kaufman, Investment Analyst, T. Rowe Price<br>Moderator: Amy Borrus, Council of Institutional Investors   | 1:00 PM – 2:00 PM |
| How Activists Develop an Investment Thesis, <i>Fireside Chat</i><br>Adam Katz, Co-founder & CIO, Irenic Capital Management<br>Edward Rock, NYU School of Law  | 2:00 PM – 2:45 PM |
| Coffee Break  | 2:45 PM – 3:00 PM |
| Trends in Hedge Fund Activism<br>Allison Bennington, Partner, Global Head of ESG and Chairman, Activist Defense Practice, PJT Partners<br>Daniel Marx, Partner & General Counsel, Trian Fund Management<br>Geoffrey Sorbello, Manager of Strategic Equities, Elliott Investment Management<br>Moderator: Zach Oleksiuk, Managing Director, Evercore | 3:00 PM – 4:00 PM |
| View from the Boardroom, <i>Fireside Chat</i><br>Barbara Novick, Independent Director, Intel; Co-founder & Senior Advisor, BlackRock<br>Edward Rock, NYU School of Law  | 4:00 PM – 4:45 PM |
| Cocktail Reception ~ Sponsored by Innisfree   | 4:45 PM – 5:45 PM |

**End of programming – See you in 2024!**



# FACULTY AND SPEAKERS



Donna Anderson

*Vice President & Head of Corporate Governance, T. Rowe Price*



Allison Bennington

*Partner, Global Head of ESG & Chairman, Activist Defense Practice, PJT Partners*



Abbe Billings

*Associate, Investment Stewardship – Global Team, BlackRock*



Amy Borrus

*Executive Director, Council of Institutional Investors*



Ryan Bubb

*Robert B. McKay Professor of Law, NYU School of Law*





# FACULTY AND SPEAKERS

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Stephen Choi  
*Bernard Petrie Professor of Law,  
Business; Director, Pollack Center, NYU  
School of Law*



Glenn Davis  
*Deputy Director, Council of  
Institutional Investors*



Marc Goldstein  
*Managing Director, Head of Research,  
Institutional Shareholder Services, Inc.*



William Goodwin  
*Co-founder, Tumelo*



Danielle Gurrieri  
*Head of Product Management,  
Broadridge Financial Solutions*

# FACULTY AND SPEAKERS



Mark Harnett  
*Senior Managing Director, Okapi  
Partners*



Robert J. Jackson, Jr.  
*Pierpont Family Professor of Law, NYU;  
Co-director, Institute for Corporate Governance &  
Finance; Former Commissioner, Securities &  
Exchange Commission*



Adam Katz  
*Co-founder & CIO,  
Irenic Capital Management*



David Katz  
*Partner, Wachtell, Lipton, Rosen & Katz;  
Board Chair, Institute for Corporate  
Governance & Finance, NYU School of Law*



Josepha Kaufman  
*Investment Analyst, T. Rowe Price*



# FACULTY AND SPEAKERS

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April Klein

*KPMG Faculty Fellow, Professor of Accounting,  
NYU Stern School of Business; Director,  
Vincent C. Ross Institute of Accounting*



Nishesh Kumar

*Managing Director, J.P. Morgan  
Asset Management*



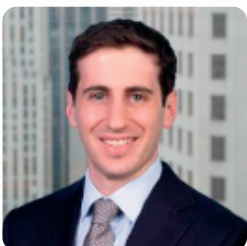
Allison Herren Lee

*Adjunct Professor, NYU School of Law;  
Former Acting Chair, Securities &  
Exchange Commission*



Margaret Madden

*SVP, Corporate Secretary, & Chief  
Governance Counsel, Pfizer*



Daniel Marx

*Partner & General Counsel, Trian Fund  
Management*



# FACULTY AND SPEAKERS

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Michael McCauley  
*Senior Officer, Florida State Board  
of Administration*



Yumi Narita  
*Executive Director of Corporate  
Governance, Office of the New York  
City Comptroller*



Barbara Novick  
*Independent Director, Intel; Co-founder  
& Senior Advisor, BlackRock*



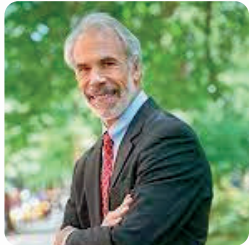
Zach Oleksiuk  
*Managing Director, Evercore*



Peter Realì  
*Managing Director, Head of Stewardship  
- Responsible Investing, Nuveen*

# FACULTY AND SPEAKERS

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Edward Rock

*Martin Lipton Professor of Law; Co-director,  
Institute for Corporate Governance & Finance,  
NYU School of Law*



Geoffrey Sorbello

*Manager of Strategic Equities, Elliott  
Investment Management*



Scott Winter

*Co-Chair, Innisfree*