

**44<sup>th</sup> Annual Corporate Counsel Institute**  
**April 28-29, 2022 • The Whitehall Hotel • Houston, TX**  
**April 28-29, 2022 • Live Webcast**

**Thursday Morning, Apr. 28, 2022**

**Presiding Officer:**

**Marc J. Krasney**, PS Lightwave, Inc. - Houston, TX

7:30 am In Houston Only	<b>Registration Opens</b>  Includes continental breakfast.
8:20 am	<b>Welcoming Remarks</b>
8:30 am 0.50 hr	<b>Employment Law Update</b>  Get the latest updates in labor and employment law issues (outside of the pandemic), including in areas such as the Fair Labor Standards Act, EEOC pronouncements and initiatives, disability and other areas of discrimination and retaliation, and in traditional labor law.  Gary D. Eisenstat, Ogletree, Deakins, Nash, Smoak & Stewart, P.C. - Dallas, TX
9:00 am 0.75 hr	<b>Privacy and Data Management Law Update</b>  With more state legislatures following California's lead with the CCPA, get the latest developments on privacy and data management laws.  Daniel J. Felz, Alston & Bird LLP - Atlanta, GA
9:45 am 0.75 hr	<b>Drafting Contracts to Protect Your Company</b>  Hear a discussion on boilerplate traps, indemnification, and limitation of liability.  Kate McCabe, Savara Inc. - Austin, TX Jennifer McGrew, Wilson Sonsini Goodrich & Rosati, P.C. - Austin, TX
10:30 am	<b>15-Minute Break</b>

10:45 am 1.00 hr 0.50 hr ethics	<p><b>Planning for a Ransomware Attack: Practical Steps for Response Preparedness and Risk Mitigation</b></p> <p>“Ransomware” incidents have become an everyday event. The incidents typically involve extortion based on data encryption or data theft, or both. This panel will share lessons learned from a variety of experiences. Topics for discussion include importance of “table top” exercises, understanding cyber insurance coverage, attack methods, forensic timelines and artifacts, efforts to maintain privilege, negotiations with and paying threat actors (potential pitfalls of violating OFAC sanctions), cooperation as between a responsible customer/controller and an attacked vendor/processor, analysis of impacted files (and the importance of record retention practices), addressing business customers when business records are exposed, increased attention by state and federal regulators, and collaboration with law enforcement.</p> <p>Moderator: Bart W. Huffman, Reed Smith LLP - Houston, TX</p> <p>Panelists: Kara Altenbaumer-Price, McGriff, Siebels &amp; Williams, Inc. - Dallas, TX John E. Ansbach, Stroz Friedberg an Aon Company - Dallas, TX Sarah Khorouzan Shaw, Hudson Advisors L.P. - Dallas, TX</p>
11:45 am 0.75 hr ethics	<p><b>Do You Know What Your Outside Counsel is Doing to Protect Client Information?</b></p> <p>Law firms are now targets for hackers, including nation-state actors that seek to steal sensitive and valuable client information and cause disruption and other damages. Are your outside counsel taking the appropriate steps to ensure the safety of your information?</p> <p>Robert L. Levy, Exxon Mobil Corporation - Houston, TX</p>
12:30 pm In Houston Only	<p><b>Pick Up Lunch (in Houston)</b></p>

## Thursday Afternoon, Apr. 28, 2022

### Presiding Officer:

**Dena DeNooyer Stroh**, North Texas Tollway Authority - Plano, TX

### LUNCHEON PRESENTATION

1:00 pm 0.75 hr	<p><b>The Effect of the Pandemic on Employee Issues</b></p> <p>Learn how the pandemic continues to impact worker safety, flexible work arrangements, the use of the accommodation process, vaccines and testing, and related matters.</p> <p>Moderator: Matthew Thomas Deffebach, Haynes Boone, LLP - Houston, TX</p> <p>Panelists: Karen Fitzgerald, Fitzgerald Law - Dallas, TX Victor V. Wright, KBR, Inc. - Houston, TX</p>
1:45 pm	<p><b>15-Minute Break</b></p>

2:00 pm 0.50 hr	<p><b>Non-Competes and Trade Secrets: It's Not Just Tech Anymore!</b></p> <p>In the face of an ever-tightening labor market, the enforceability of agreements restricting post-employment competition and employee solicitation has become a day-to-day question for employment law specialists. Explore the legal and practical considerations associated with the drafting and enforcement of these agreements, including the general rule of reason, the standard for securing emergency injunctive relief, and the impact of such agreements on recruitment and retention efforts.</p> <p><i>This session was originally scheduled on Friday at 11:45 a.m.</i></p> <p>Jason Boulette, Boulette Golden &amp; Marin L.L.P. - Austin, TX</p>
2:30 pm 0.75 hr	<p><b>Identifying Your IP: Why is it Important and How to Protect It</b></p> <p>Companies today are looking to monetize data of all types and leverage digital assets such as NFTs. Hear discussion on how to identify what intangible assets are protectable under the current intellectual property legal regime and which may not have protection under current laws. In addition, get tips for developing a comprehensive IP protection program that covers traditional IP assets as well as new embodiments.</p> <p>Brianna Hinojosa-Smith, Yum! Brands, Inc. - Plano, TX Devika Kornbacher, Vinson &amp; Elkins LLP - Houston, TX</p>
3:15 pm	<p><b>15-Minute Break</b></p>
3:30 pm 1.00 hr	<p><b>Putting Together the Deal: Navigating Deal Structure and Use of Representation and Warranty Insurance</b></p> <p>Discuss key benefits and risks of various structures for merger and acquisition transactions and the impact of the increasing use of representation and warranty insurance in such transactions.</p> <p>Moderator: J. Robert Suffoletta, Wilson Sonsini Goodrich &amp; Rosati, P.C. - West Lake Hills, TX Panelists: Matthew B. Wiener, Aon - Houston, TX Derek L. Willis, Oxy Low Carbon Ventures - Houston, TX</p>
4:30 pm 1.00 hr 0.50 hr ethics	<p><b>Investigative Triggers and Internal Investigations</b></p> <p>In-house counsel will experience matters that may implicate potential government involvement; like hotline complaints, whistleblowers, or compliance clues. Hear a discussion on the fundamentals and best practices for internal investigations, communications with corporate leadership, and avoiding gatekeeper ethics and liability snares.</p> <p>Moderator: Jay Dewald, Norton Rose Fulbright - Dallas, TX Panelists: Sergio V. Leal, Ericsson - Bellaire, TX Tim Newman, Haynes Boone, LLP - Dallas, TX Kelly Vickers, Kimberly Clark Corp. - Dallas, TX</p>
5:30 pm	<p><b>Adjourn</b></p>

## Friday Morning, Apr. 29, 2022

### Presiding Officer:

**Jeff Barnes**, Rice University, Office of the General Counsel - Houston, TX

7:30 am In Houston Only	<b>Conference Room Opens</b>  Includes continental breakfast.
8:30 am 1.00 hr 0.75 hr ethics	<b>Operationalizing Diversity, Equity and Inclusion Goals</b>  Hear a discussion on best practices in understanding and addressing the DEI climate within your organization, including handling metrics and engagement.  Moderator: Shafeeqa W. Giarratani, Ogletree, Deakins, Nash, Smoak & Stewart, P.C. - Austin, TX Panelists: Monica Davy, Vizient - Irving, TX Karen White, Frost Bank - Houston, TX
9:30 am 0.75 hr	<b>Beyond Contract Negotiation: Assessing Risk and Asking the Right Questions</b>  Why is a clause meaningful in one situation and not in another? How do you avoid “over lawyering” clauses when it's unnecessary? Hear from both an outside and inside counsel's perspective on how each assesses risk and asks the right questions to get to the most effective contract for both parties.  Patrick K. Johnson, Bracewell LLP - Houston, TX Debra L. Placette, USAA - San Antonio, TX
10:15 am 0.75 hr	<b>Integrating Risk Modeling into an ESG Framework</b>  With ESG factors playing an increasingly important role in business operations, explore how to adapt risk modeling to integrate these considerations.  Katherine Neebe, Duke Energy Corporation - Washington, DC James Prince, Baker Hughes - Houston, TX
11:00 am	<b>15-Minute Break</b>
11:15 am 0.50 hr	<b>Demonstrating Value as a Law Department: KPIs and Metrics</b>  Understand the drivers of legal department performance measurement and how operational metrics support the legal department’s value to the organization.  Phyllis Harris, American Red Cross - Washington, DC
11:45 am 0.50 hr	<b>Vendor Procurement</b>  Hear practical tips for vetting vendors, best practices for negotiating contracts with vendors and working with the procurement team, and more.  This session was originally scheduled on Thursday at 2:00 p.m.  Melanie Terrell, North Texas Tollway Authority - Plano, TX

12:15 pm  
0.75 hr ethics

### **The Role of the GC and Ethical Obligations with the Board of Directors**

As world events continue to accelerate, General Counsels will be called on more and more by boards of directors to provide advice. Explore some of the key ethical tenets to remember when engaging with company directors.

Moderator:

Michael W. Stockham, Holland & Knight LLP - Dallas, TX

Panelists:

Lori M. Browne, AOC - Dallas, TX

David A. Silva, Sidley Austin LLP - Dallas, TX

Dena DeNooyer Stroh, North Texas Tollway Authority - Plano, TX

1:00 pm

**Adjourn**