ANNUAL INSTITUTE
WEDNESDAY, NOVEMBER 30, 2022
THE CALIFORNIA CLUB - LOS ANGELES
(courtesy of Club member Ian Campbell)

FEATURED SPEAKERS:

LEO E. STRINE, JR.
Former Chief Justice and Chancellor,
Delaware Supreme Court
Wachtell, Lipton, Rosen & Katz

PROF. DAN SCHNUR
USC Annenberg Center on
Communication Leadership and Policy

Program will be held in person only!

MCLE and CPE credit hours are available

REGISTER ONLINE NOW http://gould.usc.edu/cle/icc
INSTITUTE FOR CORPORATE COUNSEL
A Partnership of In House and Outside Counsel

Who Are We?
The Institute for Corporate Counsel is a collaboration of the USC Gould School of Law and the Los Angeles County Bar Association Business Law Section. For over 40 years, the Institute has been the premier annual event at which in-house and outside counsel gather to compare notes, keep abreast of key legal developments and network with colleagues.

Practical Advice and Take-Aways
You need to understand your clients’ economic and business environment to properly represent them. To that end, the Institute focuses on new developments in law, business and politics that affect business and legal professionals in Southern California and provides insight into best practices and changes in the law that impact local and national business operations.

Who Should Attend?
The Institute is crafted to meet the needs of in-house counsel and those professionals who work with them, including: outside attorneys • accountants • compliance officers • consultants • corporate officers and directors • diversity officers • financial planners • HR professionals • investors • legal administrators • legal assistants • legal technology specialists • librarians • litigation support professionals.

Sign Up Now!
REGISTER ONLINE AT http://gould.usc.edu/cle/icc

Contact Information
USC Gould School of Law – Continuing Legal Education
699 Exposition Boulevard, Suite 326
Los Angeles, California 90089-0071

TELEPHONE: 213-821-3580
EMAIL: cle@law.usc.edu
WEBSITE: http://gould.usc.edu/cle

Office hours are 9:00 AM to 5:00 PM Pacific Time

Follow the Institute for Corporate Counsel
facebook (ICCGovernors) #ICCLAW
Twitter (@USCGouldCLE)
The Institute for Corporate Counsel gratefully acknowledges the generous contributions of the following Institute Sponsors and Supporters.

**DIAMOND SPONSOR**
JAMS**

**PLATINUM SPONSORS**
The Abernathy MacGregor Group**
FTI Consulting
Greenberg Traurig, LLP**
King & Spalding LLP
Latham & Watkins LLP**
Manatt, Phelps & Phillips, LLP
Sidley Austin LLP**
Sullivan & Cromwell LLP
TroyGould PC
Winston & Strawn LLP**

**GOLD, SILVER AND BRONZE SPONSORS**
AECOM
ASGN Incorporated*
BJ Riley Advisory Services
Bank of America, N.A.**
Berkeley Research Group, LLC
City National Bank
Cooley LLP
Cooperative of American Physicians, Inc.
Cozen O’Connor
Donnelley Financial Solutions*
Ernst & Young LLP
Gibson, Dunn & Crutcher LLP**
GMSR Appellate Lawyers
Goodwin
KPMG LLP
Live Nation Entertainment, Inc.
Locke Lord LLP
Maschoff Brennan
O’Melveny & Myers LLP**
Panda Restaurant Group
Paul Hastings LLP**
Prodege, LLC*
RL Fein, Inc. A Professional Corporation
RSM US, LLP
Skadden, Arps, Slate, Meagher & Flom LLP**
Teledyne Technologies Incorporated**
Wilmer Cutler Pickering Hale and Dorr LLP

**SUPPORTERS**
Beverly Hills Bar Association

Please visit [http://gould.usc.edu/cle/icc](http://gould.usc.edu/cle/icc) for a complete and up-to-date list of Institute Sponsors and Supporters.

* 5 or more consecutive years of sponsorship.
 ** 10 or more consecutive years of sponsorship.
8:00 AM
Check-In and Continental Breakfast

8:50 AM – 9:00 AM
Welcome and Opening Remarks
Barbara A. Jones
INSTITUTE CO-CHAIR
Greenberg Traurig, LLP
Amy P. Lally
INSTITUTE CO-CHAIR
Sidley Austin LLP

9:00 AM – 10:00 AM
How to Select and Work with an Expert Effectively
Utilizing experts can save time and money in the long run. Our experienced panelists will offer their insights regarding best practices for selecting and working with experts in specialized fields. This panel will also discuss some of the common mistakes and pitfalls to avoid in order to enhance the chances for success!

Emily Gilbert
Director
KPMG LLP
Bjorn L. Malmlund
Ernst & Young LLP
MODERATOR
Maria Cousineau
Cozen O’Connor

10:00 AM – 10:10 AM  Passing Period

10:10 AM – 11:10 AM
What Next, Los Angeles?
What Next, California?
A panel of distinguished journalists, with political and policy expertise discuss the challenges confronting the region and the state, with a particular focus on what to expect from a new Mayor and a City Council facing continued controversy.

11:10 AM – 11:30 AM  Networking Break
Transaction Track Session 1B
Privacy Law Update: Can You Ride the Wave?

A virtual tsunami of new consumer privacy legislation is coming and you can’t afford a gnarly wipeout! Expansive privacy legislation has been enacted in key states: California (CCPA as current law; CPRA effective January 1), Colorado, Connecticut, Virginia, and Utah, with more to come. Most are loosely modeled on the EU’s General Data Protection Regulation (GDPR), which is constantly changing as well. Privacy is also increasingly becoming part of the ESG discourse with companies like ISS already rating companies’ privacy maturity via the cyberisk score, under the “governance” prong of ESG. And, not to be outdone, Congress and the FTC are dropping in with proposals for a new Federal consumer privacy law. These privacy developments affect most businesses with a significant digital presence, introducing wickedly complex compliance burdens, as well as legal, regulatory and financial risks and uncertainty. Hear from our distinguished (and stoked!) panel of privacy law experts on what to expect and how to successfully hang ten while avoiding the “men in the grey suits” (a/k/a sharks) lurking beneath the surface.

Sponsorship and Speaking Opportunities

Don’t miss a great marketing opportunity! Sponsorship and speaking opportunities are available for the ICC’s Advisory Board Receptions. Email us at cle@law.usc.edu or call (213) 821-3580 for more information.
12:30 PM – 2:20 PM
LUNCHEON KEYNOTE PRESENTATION:
What We Should Make of the 2022 Elections

Dan Schnur is a Professor at the University of California – Berkeley’s Institute of Governmental Studies, Pepperdine University’s Graduate School of Public Policy, and the University of Southern California’s Annenberg School of Communications, where he teaches courses in politics, communications and leadership. Professor Schnur will dissect the election results with his usual wit and insight. He is the founder of the USC/LA times statewide political poll, served as Chairman of the California Political Practices Commission, led statewide redistricting reform efforts, and has worked on four presidential and three gubernatorial campaigns, as well as serving as chief media spokesperson for a California Governor.

Prof. Dan Schnur
Center on Communication
Leadership and Policy
USC Annenberg School for Communication and Journalism

2:20 PM – 3:20 PM
LITIGATION TRACK SESSION 2A
Who’s Calling or Clicking?
Class Action Updates and Current Update Trends in Privacy

In 1991, Congress passed the Telephone Consumer Protection Act to address issues related to “random” solicitation calls, “do-not-call” lists, and telemarketing calls that could be an invasion of privacy subjecting companies to various class action lawsuits across a variety of industries. Over the past three decades, companies have also had to address issues related to the Federal Trade Commission Act, the Electronic Communications Privacy Act, the Automatic Renewal Law, the Consumers Legal Remedies Act, the Invasion of Privacy Act, as well as a slew of right of publicity and false advertising statutes. And now states are passing their own regulations – such as the recent California Consumer Privacy Act and the California Privacy Rights Act going into effect in 2023. How can companies navigate these regulations and avoid or manage related class action lawsuits? Our panel will discuss these issues, their experiences, and what to expect of evolving rules and regulations.

Robert E. Boone III
Maschoff Brennan
Matthew Frank Brennan
Chief Legal Officer
PeopleConnect
Christine M. Reilly
Manatt, Phelps & Philips, LLP
MODERATOR
Prof. Alex Alben
UCLA School of Law

TRANSACTIONAL TRACK SESSION 2B
Delaware Corporate Law Changes

Prominent former Delaware judge and leading M&A lawyer will discuss recent changes to Delaware corporate law and provide perspectives on some of the key cases and decisions in Delaware courts that could impact M&A practitioners.

Leo E. Strine, Jr.
Former Chief Justice and Chancellor,
Delaware Supreme Court
Wachtell, Lipton, Rosen & Katz
New York, N.Y.
Brian J. McCarthy
Skadden, Arps, Slate, Meagher & Flom LLP

3:20 PM – 3:25 PM  Passing Period

Prof. Dan Schnur
Center on Communication
Leadership and Policy
USC Annenberg School for Communication and Journalism
The General Counsel Perspective: What Keeps Us Up at Night
Experienced general counsel will discuss current issues that they and their legal departments are grappling with and the potential big issues of tomorrow. The panelists will also discuss how they and their teams try to anticipate new trends and stay on top of changes in their companies, their industries and the laws and regulations that affect them.

United States Supreme Court Update
The Supreme Court’s last term was among the most far-reaching and consequential – and the 2022-23 term is shaping up to be equally as groundbreaking. Our expert scholars will discuss the Court’s current docket as well as trends in its jurisprudence, with an emphasis on the impact its decisions will have on businesses.

Networking Cocktail Party
Join Institute speakers and participants for a cocktail party.

Continuing Education Credits
ATTORNEYS
Minimum Continuing Legal Education (MCLE): USC Gould School of Law, a State Bar of California-approved MCLE provider, certifies that this activity qualifies for minimum continuing legal education credit in the amount of 7 hours. This event may or may not meet the requirements for continuing legal education in other states. Please check with the bar association or Supreme Court in the state in which you are seeking credit to determine if this event is eligible.

ACCOUNTANTS
Continuing Professional Education (CPE): This program meets the guidelines set by the California State Board of Accountancy in the amount of 6.5 hours.
ICC Board of Governors

Barbara A. Jones  
INSTITUTE CO-CHAIR  
Greenberg Traurig, LLP  

Amy P. Lally  
INSTITUTE CO-CHAIR  
Sidley Austin LLP  

Laura C. Abrahamson  
Arbitrator and Mediator  
JAMS  

Kristin Adrian  
General Counsel  
Chief Compliance Officer  
ARA | American Realty Advisors  

June M. Baldwin  
Senior Vice President, General Counsel  
Public Media Group of Southern California  

Charles S. Barquist  
Maschoff Brennan  

Katherine J. Blair  
Manatt, Phelps & Phillips, LLP  

Lauren M. Blas  
Gibson, Dunn & Crutcher LLP  

Barry L. Burten  
Jeffer Mangels Butler & Mitchell LLP  

Ian D. Campbell  
Vice Chairman  
The Abernathy MacGregor Group  

Scott Carlton  
Paul Hastings LLP  

Antonio D’Amico  
Senior Vice President,  
Chief Administrative Officer & General Counsel  
Global Clean Energy Holdings, Inc.  

Andrew D. Garelick  
Skadden, Arps, Slate, Meagher & Flom LLP  

Lois Moonitz Jacobs  
Attorney at Law  

Adam J. Karr  
O’Melveny & Myers LLP  

Diana Hughes Leiden  
Winston & Strawn LLP  

Lawrence A. Michlovich  
Vice President and General Counsel  
Infineon Technologies Americas Corp.  

Stacey Olliff  
Senior Vice President,  
Business & Legal Affairs  
Prodege, LLC  

Holly M. Parker  
HMP Law  

Steven B. Stokdyk  
Latham & Watkins LLP  

ICC Emeriti Governors and Advisory Board

The Institute’s Board of Governors gratefully acknowledges and honors the pioneering achievements and enduring leadership of the Emeriti Governors and the expertise and insight of the Institute’s Advisory Board. For a complete list of Emeriti Governors and Advisory Board members, please visit http://gould.usc.edu/cle/icc.

Upcoming USC Gould School of Law Programs

TAX  
January 23-25, 2023  
Millennium Biltmore Hotel – Los Angeles, California  

INTELLECTUAL PROPERTY  
March 20-21, 2023  
Fairmont Miramar Hotel & Bungalows – Santa Monica, CA  

Email cle@law.usc.edu to join our mailing list and receive the latest updates about our programs or visit http://cle.usc.edu for more information.
REGISTRATION AND SPONSORSHIP
Institute tickets may be purchased as part of an Institute sponsorship or individually as indicated on the inside back cover of this brochure. Your all-day ticket or sponsorship fee includes the Institute program, breakfast and the breakfast session, the luncheon and keynote presentation, refreshment breaks, networking cocktail party, Institute event platform (an electronic guidebook to the Institute) and an electronic download of the Institute’s Syllabus.

LOCATION, PARKING AND HOTEL ACCOMMODATIONS
The Institute will be held at:

The California Club (courtesy of Club member Ian Campbell)
538 South Flower Street, Los Angeles, CA 90071
Website: www.californiaclub.org

Complimentary parking will be available at the Los Angeles Public Library garage (adjacent to the Club at 524 South Flower Street) with validation. Validations may be obtained at Will Call. Self-parking at the Library garage without validation costs $35. **Parking will not be available at the Club garage.**

For information regarding nearby hotel accommodations, please email us at cle@law.usc.edu or contact Sarah Lippman Orta at (213) 821-3580.

CHECK-IN AND BADGE PICK UP
Check-in begins at 8:00 AM. Badges will be held at Will Call, located inside the Great Hall on the first floor of the Club.

DRESS CODE
The dress code for the Institute is business attire. No jeans or athletic shoes are permitted at any time. Jackets and ties for gentlemen are required after 6:00 PM on the first floor of the Club.

SPECIAL REQUIREMENTS?
The Institute for Corporate Counsel welcomes the participation of individuals with special needs. If you require special accommodations, or a vegetarian/vegan/gluten free diet, or have any other questions, please contact the USC Gould Continuing Legal Education office at cle@law.usc.edu or call (213) 821-3580 for assistance.

SYLLABUS
An up-to-date reference volume prepared by our speakers will be distributed electronically to registrants prior to the Institute.

CANCELLATIONS
All registrations and purchases are final and non-refundable.
Registration Form

INSTITUTE FOR CORPORATE COUNSEL®  
Where Law, Business and Politics Intersect  

WEDNESDAY, NOVEMBER 30, 2022

Registrant Name: ____________________________________________

Occupation/Title: ____________________________________________

Organization/Law School: ______________________________________

Address: ____________________________________________________

City: ___________________________ State: _______ Zip: __________

Telephone: __________________________________________________

Email: ______________________________________________________

☐ Check here if you prefer not to share your contact information with our sponsors.

☐ Check here if you are a USC Gould alumnus. Class Year: ____________

SPONSORSHIP REGISTRATION OPTIONS (includes multiple tickets to the Institute and Cocktail Party plus other benefits; visit http://gould.usc.edu/cle/icc/registration for more information)

☐ $ 10,000 Diamond Sponsorship  
☐ $ 5,000 Platinum Sponsorship  
☐ $ 2,500 Gold Sponsorship (Law Firms)  
☐ $ 1,000 Silver Sponsorship (Corporate Legal Departments)  
☐ $ 1,000 Bronze Sponsorship (Law Firms with 10 or Fewer Attorneys)

INDIVIDUAL REGISTRATION OPTIONS (includes one ticket to the Institute and Cocktail Party)

☐ $ 295 Individual Ticket  
☐ $ 75 Government Employee Ticket  
☐ $ 75 Full-Time Law Student Ticket

PAYMENT METHODS

1 Check: Mail checks payable to Institute for Corporate Counsel with a completed registration form to:  
Institute for Corporate Counsel  
c/o USC Gould Continuing Legal Education  
699 Exposition Boulevard, Suite 326  
Los Angeles, CA 90089-0071

☐ Enclosed Check # ____________________ $ __________________

2 Credit Card: Register and pay online at http://gould.usc.edu/cle/icc  
If you attended one of our recent Institutes, an existing online account is linked to your email address. Passwords can be reset or sent to you.

Questions? Email cle@law.usc.edu or call (213) 821-3580.