Mastering a Broad Practice
2017 Corporate Counsel Section Annual Meeting

LIVE • LIVE WEBCAST
Friday, January 27, 2017
NC Bar Center, Cary

VIDEO REPLAYS (at printing)
Cary Tuesday, April 25, 2017
Charlotte Thursday, May 25, 2017

CLE CREDIT: 6.75 Hours
Includes 1.0 Hour Ethics/Professional Responsibility

UPDATES & REGISTRATION
www.tinyurl.com/CLE582CCM

Planned by the NCBA Corporate Counsel Section

SUMMARY: This year’s annual meeting addresses the breadth of expertise, skills and challenges faced by in-house counsel. The program includes practical, informative and interactive sessions aimed to equip corporate counsel with the tools necessary to tackle a range of issues including best practices in corporate governance, compliance and financial disclosures, cybersecurity and data breaches, managing contract portfolios, corporate governance crises, and ethical issues and intricacies of an in-house practice. Learn from experts in these areas, collaborate with peers and take your in-house practice to the next level.
**Mastering a Broad Practice**  
*2017 Corporate Counsel Section Annual Meeting*  
#582CCM and #582LWC  | January 27, 2017

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### FOUR WAYS TO REGISTER

**ONLINE** • www.ncbar.org/CLE  • **PHONE** 800.228.3402  • **FAX** 919.677.1774  
**MAIL** Attn: Accounting, NCBA Foundation, P.O. Box 3688, Cary, NC 27519-3688  
*Credit cards only.  **Please make checks payable to the NCBA Foundation.*

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### TUITION | LIVE • WEBCAST • VIDEO REPLAY (VR)

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<th>REGULAR TUITION</th>
<th>WEBCAST TUITION</th>
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### VIDEO REPLAY LOCATIONS

- **Cary** | #582BAR | April 25  
- **Charlotte** | #582CHA | May 25  
- **Other** (if applicable, from website): City:____________________ | Code: #582 _____

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### REGISTRANT INFORMATION

**Please print clearly.**

| Print Full Name: | _______________________________ |
| Firm/Organization Name: | _______________________________ |
| Address: | _______________________________ |
| City, State and ZIP: | _______________________________ |
| Daytime Phone Number: | _______________________________ |
| Email Address: | _______________________________ |
| NC State Bar No. (Required for MCLE Credit): | _______________________________ |

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### PAYMENT

Registration is processed only after payment is received. **Please print clearly.**

- Enclosed is a check, payable to the NCBA Foundation.  
- Please charge my credit card.

| Card Number: | _______________________________ | Expiration Date: | _______________________________ |
| Total Amount: | _______________________________ | Signature: | _______________________________ |
Program Agenda

Friday, January 27, 2017, 8:00a–5:00p

8:00a  **Registration and Continental Breakfast**

8:25  **Welcome and Introductions**

8:30  **Best Practices in Corporate Governance**  
Christopher J. Gyves and Elizabeth C. Southern  
This session provides an overview of corporate governance. Learn the fundamentals of corporate governance, the sources of authority including relevant state, federal and case law. Learn best practices relating to annual meetings, board and committee meetings, board materials and preparation, minute taking, and board evaluation, composition and recruitment.

9:45  **Break**  
Sponsored by The Center for Board Excellence

10:00  **Cybersecurity: Preventing and Handling Data Breaches**  
Representative of the FBI, Elizabeth H. Johnson, Hayden McKaskle and Dean A. Scharnhorst  
Cyber and data security are issues for every companies and organizations of all types and sizes. Technology creates efficiency and opens lines of communication and data sharing, but these conveniences create burdens for protecting that data. This session discusses the major threats and organizational impacts, security controls and incident response plans.

11:45  **Corporate Counsel Section Annual Meeting**  
Elizabeth C. Southern, 2016-2017 Corporate Counsel Chair, presiding

12:00p  **Networking Lunch** (included at the live program only)  
Sponsored by Smith Anderson Blount Dorsett Mitchell & Jernigan LLP

12:45  **Current State of Compliance and Financial Disclosures**  
Jessica L. Dickerson and Sudhir N. “Sid” Shenoy  
Over the past 15 years, the regulatory landscape has continued to evolve heightening the standards for compliance and financial disclosures. This panel discusses proxy updates with a review of the 2016 season and expected updates for 2017, executive compensation disclosures, Non-GAAP financial measures, Regulation G and Item 10(e), and provides practical tips for complying with all.

2:15  **Corporate Governance Crises: Navigating Your Course from Rough Waters to Smooth Sailing**  
Conroy Boxhill, Christopher J. Gyves, Courtney Kamlet and Kathryn F. Twiddy  
In your role as corporate counsel, you will inevitably face one or many crises. This interactive session allows members of the audience to address hypothetical crises from the perspective of the legal department, management, and the board. This broadens attendees’ ability to be prepared for any crisis by knowing:
- How to formulate a plan of action
- Who to call
- Who to involve
- How to create a timeline for response
- How to collect data
- How to communicate to outside stakeholders and the public
3:30 Networking Break
Sponsored by Wyrick Robbins Yates & Ponton LLP

4:00 Building Diversity in Your In-House Legal Department*
Moderator: M. Denisse Gonzalez
Panel: Jay Exum, Jane Paksoy, Timika Shafeek-Horton and Brian C. Vick
Corporate attorneys are often required to maintain a broad practice with the expectation that they maintain expertise across diverse areas of law and business. This can create concerns over competency and create strain through wearing many hats. Learn strategies for maintaining competency and mental and physical health while balancing your role in-house.

5:00 Adjourn

* Indicates portion providing Ethics/Professional Responsibility credit

FINE PRINT  •  REGISTRATION
Registrations are limited by space, and may include a live video broadcast overflow room. TRANSFERS
Registrants may transfer from a Live program, Video Replay, Webcast, Webinar or Phone/Audio Streaming Program without penalty within three business days after the program date. CANCELLATIONS
Cancellations must be received by 9:00 a.m. the third business day prior to the program to qualify for a refund (less $75 administrative fee). Those not attending will receive the digital program materials in full consideration of tuition paid. MCLE CREDIT
The North Carolina Bar Association Foundation is an accredited CLE sponsor under the MCLE Regulations promulgated by the North Carolina State Bar Board of Continuing Legal Education. This program is approved (but not sponsored) by the Board for the designated number of CLE hours. Each attorney must maintain a record of his/her attendance for the NC State Bar annual report. MCLE credit is reported by NCBA Foundation only if a North Carolina State Bar number is provided. Your CLE tuition includes mandatory State Bar fees used to support the State Bar’s Mandatory Continuing Legal Education program, the Chief Justice’s Commission on Professionalism and the Chief Justice’s Equal Access to Justice Commission. Your tuition also includes digital access to all program materials.

DIGITAL PROGRAM MATERIALS
You will receive a notification email when digital materials are available to download. To retrieve digital materials, log in and select “Your Course Materials” on the CLE website. All of the materials for this program will be available for download in advance of the program.

VIDEO REPLAYS
To qualify for the Early Bird tuition, registration must be received one week prior to program date. North Carolina State Bar rules require a minimum number of preregistered active State Bar members. The NCBA Foundation reserves the right to cancel any video program prior to the program date if registrations do not meet the North Carolina State Bar requirement. Some sites require additional registration or evaluation forms. Visit www.tinyurl.com/582CCM to confirm video replay registration and program start times. CLE credit hours at Video Replays are subject to change. Video replay program attendees may purchase the printed manuscript at cost. Due to printing and shipping lead times we are unable to accommodate requests for print materials made fewer than seven (7) days prior to any video replay program. INCLEMENT WEATHER
We make every effort to notify registrants when a program is canceled or delayed due to weather. If inclement weather is forecast, please check your local news listings or contact event venue. NCBA programs will follow the work schedule of the hosting institutions, to include delayed openings.

CLE SCHOLARSHIPS
A limited number of scholarships are available to members in financial need. Contact Membership Services at 1.800.662.7407 or email akemple@ncbar.org.

EVENT SPONSOR AND EXHIBITOR OPPORTUNITIES
Interested in meeting the attendees of this program? Become an exhibitor or sponsor! Contact Jennifer Shapiro at CLESponsorship@ncbar.org for detailed information about these opportunities and their benefits.

FOR MORE INFORMATION, VISIT WWW.NCBAR.ORG/CLE.
Planners
- Kaley C. Karaffa, Center for Board Excellence, Greensboro
- Bryan Sherrick, Local Government Federal Credit Union, Raleigh

Speakers
- Representative, Federal Bureau of Investigation
- Conroy Boxhill, Edelman, Peachtree City, GA
- Jessica L. Dickerson, Womble Carlyle Sandridge & Rice LLP, Winston-Salem
- Jay Exum, Toshiba Global Commerce Solutions Inc., Raleigh
- M. Denisse Gonzalez, Cisco Systems, Raleigh
- Christopher J. Gyves, Womble Carlyle Sandridge & Rice LLP, Winston-Salem
- Elizabeth H. Johnson, Wyrick Robbins Yates & Ponton LLP, Raleigh
- Courtney Kamlet, INC Research, Raleigh
- Hayden McKaske, Kroll, Nashville, TN
- Jane Paksoy, inVentive Health Inc., Raleigh
- Dean A. Scharnhorst, BB&T, Raleigh
- Timika Shafeek-Horton, Duke Energy, Charlotte
- Sid Shenoy, Womble Carlyle Sandridge & Rice LLP, Charlotte
- Elizabeth C. Southern, Hanes Brands Inc., Winston-Salem
- Kurt C. Stakeman, Womble Carlyle Sandridge & Rice LLP, Winston-Salem
- Kathryn F. Twiddy, K&L Gates LLP, Raleigh
- Brian C. Vick, Blue Cross Blue Shield of North Carolina, Durham

We extend our sincere gratitude to the NCBA Corporate Counsel Section and the planners and speakers who volunteer their time and expertise toward the goal of presenting an educational program of the very highest quality.

Sponsors (at time of printing)
- **PLATINUM SPONSORS:**
  - Womble Carlyle Sandridge & Rice
  - Smith Anderson
- **GOLD SPONSOR:**
  - Wyrick Robbins Yates & Ponton LLP
- **SILVER SPONSOR:**
  - The Center for Board Excellence

Hotel Information
Contact hotels directly for reservations at the special NCBA room rate.
Rates are based on availability and may sell out.

- **Embassy Suites, 201 Harrison Oaks Boulevard, Cary**
  - **Rate:** $169 Single/Double. Rate includes a full cooked-to-order breakfast and the manager’s evening reception.
  - **Reservations:** 919.677.1840  |  **Reference Corporate ID:** NCB or NC Bar Rate

- **TownePlace Suites by Marriott, 120 Sage Commons Way, Cary**
  - **Rate:** $114 studio queen with sleeper sofa (Sunday–Thursday). Rate includes a complimentary hot breakfast. All rooms come with a fully equipped kitchen.
  - **Reservations:** 919.678.0005  |  **Ask for the NC Bar Association corporate rate.**
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Contact Jennifer Shapiro, Sponsorship Development Coordinator, at 919.677.0561 or jshapiro@ncbar.org for complete information.

“Good program. Continues to be engaging every year.”
“Was able to harness at least a new idea or two from each topic.”
—Attendees, 2016 Corporate Counsel Section Annual Meeting