Preventing for the Unexpected
2018 Corporate Counsel Section Annual Meeting

**LIVE • LIVE WEBCAST**
Friday, January 26, 2018
NC Bar Center, Cary

**CLE CREDIT: 6.0 Hours**
Includes 1.0 Hour Ethics/Professional Responsibility

**VIDEO REPLAYS, UPDATES & REGISTRATION**
www.tinyurl.com/CLE54CCM

Planned by the NCBA Corporate Counsel Section

**SUMMARY:** Join other corporate attorneys from across North Carolina at the Corporate Counsel Section annual meeting and CLE program planned specifically by in-house counsel, for in-house counsel. This program features six sessions, including one hour of ethics/professional responsibility credit, all aimed towards helping corporate counsel prepare for unexpected events that inevitably occur. Learn from experts in the following areas in order to protect your company, as well as network with fellow in-house counsel, over lunch and during an extended networking break. Don’t miss out on this CLE event and learn how to best prepare for:

- Employment monsters lurking under your bed
- When the government shows up
- Legal ethical issues arising from a scandal
- Data breaches, including practice sessions, working with vendors, and insuring for loss
- Bankruptcy and other financial distress
- Unexpected legislative actions

The North Carolina Bar Association is accredited by the North Carolina State Bar as a provider of continuing legal education.
Preparing for the Unexpected
2018 Corporate Counsel Section Annual Meeting
#654CCM and #654LWC | Friday, January 26, 2018

FOUR WAYS TO REGISTER
ONLINE* www.ncbar.org/CLE • PHONE* 800.228.3402 • FAX* 919.677.1774
MAIL** Attn: Accounting–NCBA, P.O. Box 3688, Cary, NC 27519-3688

*Credit cards only. **Please make checks payable to NCBA.

TUITION | LIVE • WEBCAST • VIDEO REPLAY (VR) | Select format and tuition rate below.

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<tr>
<th>REGISTRANT TYPE</th>
<th>EARLY BIRD TUITION</th>
<th>REGULAR TUITION</th>
<th>WEBCAST TUITION</th>
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<tr>
<td>NCBA Corporate Counsel Section Member</td>
<td>Received one week prior to program date.</td>
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TO REGISTER FOR A VIDEO REPLAY | Visit www.tinyurl.com/CLE654CCM to view all locations and dates, then enter your selection below.

City: __________________________ | Date: __________________________ | Code: #654 _____

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): __________________

PAYMENT | Registration is processed only after payment is received. Please print clearly.

☐ Enclosed is a check, payable to NCBA

☐ Please charge my credit card.

Card Number: _______________ Expiration Date: _______________

Total Amount: _____________ Signature: ______________________
Friday, January 26, 2018, 7:45a–4:15p

7:45a  Registration and Continental Breakfast
       (included at the Live program only)
       Sponsored by Nexsen Pruet PLLC

8:25  Welcome and Introductions

8:30  Preparing for Employment Monsters Lurking Under Your Bed
       Moderator: Kerry A. Shad
       Panelists: Debbie Dewar, Michael Rosenberg and Zachary B. Ward
       In this session, using real-life scenarios, we hear from a panel of three experienced
       in-house employment lawyers as they share their perspective on how to best prepare
       for two risk-laden workplace situations. First, we discuss how to deal with retaliation
       claims by current employees — how these claims arise and what you can do to reduce
       risk. Second, we talk about the explosion in use of social media and what employers
       can and cannot do when an employee's use of social media, while at work or on
       personal time, causes disruption in the workplace.

9:30  Forewarned Is Forearmed: How to be Prepared for When the
       Government Shows Up
       Edward J. Fishman, Ripley Rand and Keir A. Strauss
       It's too late for your company to start thinking about how to deal with execution
       of a search warrant when law enforcement pulls up in the parking lot. This session
       explores how companies can best prepare to address issues involving law enforcement
       searches or other governmental interventions in business settings, and features
       insights both from corporate counsel and a former federal law enforcement official.

10:30  Break
       Sponsored by Smith Anderson Blount Dorsett Mitchell & Jernigan LLP

10:45  Legal Ethics Lessons from the Penn State Scandal
       Christopher B. McLaughlin
       What can corporate attorneys learn from the child abuse scandal that brought down
       legendary football coach Joe Paterno and still reverberates through Penn State today?
       How can in-house counsel best prepare to respond to allegations of criminal conduct
       against high-ranking executives in their organizations? This session focuses on the
       role of the Penn State general counsel as the scandal unfolded and on the obligations
       of all organizational attorneys under Rules 1.6 and 1.13.

11:45  Corporate Counsel Section Annual Meeting
       Bradley A. Roehrenbeck, Medcost LLC, Winston-Salem,
       2017-2018 Section Chair, presiding

12:00p  Networking Lunch (included at Live program only)

12:45  Preparing for a Data Breach: Guidance for Counsel on Practice Sessions,
       Working with Vendors and Insuring for Loss
       Moderator: Elizabeth H. Johnson
       Panelists: Corey M. Dennis, Hayden McKaskle and April L. Springfield
       This panel provides practical steps and advice for in-house counsel regarding data
       breach preparation. The focus is on pre-work that better prepares a company to
       respond to a wide variety of data breaches, including topics such as making breach
       response practice sessions effective, how to include outside vendors effectively, issue
       spotting and documentation in advance of a breach. The panel also addresses benefits
       and pitfalls related to cyber risk insurance coverage intended to aid corporate counsel
       who may be called upon to vet policies or advise on invocation of coverage.
0:00 Anticipating Bankruptcy and Other Financial Distress
John R. Gardner
You just received notice that your customer/supplier/landlord/tenant/acquisition target has filed a bankruptcy petition. Now what? (And what should have been done yesterday to be better prepared?) This session gives an overview of the U.S. Bankruptcy Code and addresses potential strategies for mitigating risk both pre- and post-petition when dealing with parties in financial distress.

2:45 Networking Social and Break

3:15 Anticipating and Preparing for Unexpected Legislative Actions
Alexander P. “Sandy” Sands III
A review of the activities of the General Assembly for the 2017 calendar year is important to provide planning for 2018 and beyond. Much of the legislation takes effect on January 1 and will affect the activities of the business world. A preview of the 2018 election, along with a working knowledge of the legislative process will allow businesses to anticipate and prepare for new situations before they occur, and how to turn the unexpected into an advantage. The presentation includes a portion on how to use legislative action as an advantage when the unexpected actually appears, highlighting specific instances where modifications of existing law provides an excellent and less expensive solution than typical legal avenues.

4:15 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 5:00 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 is an accredited CLE sponsor under the MCLE Regulations promulgated by the NC 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 only if a NC 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. NC State Bar rules require a minimum number of preregistered active State Bar members. NCBA reserves the right to cancel any video program prior to the program date if registrations do not meet the NC State Bar requirement. Some sites require additional registration or evaluation forms. Visit www.tinyurl.com/CLE654CCM 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. PERSONS WITH DISABILITIES We make every effort to ensure that our programs are held in facilities which are fully accessible to persons with disabilities. If you plan to attend our program and need special facilities or assistance relating to a disability, please contact the CLE Department at least one week prior to the date of the 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.
Program Information

Planners
• Christine M. Mazzone, Plant Health Care Inc., Raleigh
• Tammy D. Nicholson, Branch Banking and Trust Company, Charlotte

Planning Committee
• Peter D. Holthausen, Republic Wireless, Raleigh
• Gabrielle D. Phillips, INC Research/inVentiv Health, Raleigh
• Joan C. Tao, Center for Creative Leadership, Greensboro

Moderators
• Elizabeth H. Johnson, Wyrick Robbins Yates & Ponton LLP, Raleigh
• Kerry A. Shad, Smith Anderson Blount Dorsett Mitchell & Jernigan LLP, Raleigh

Speakers
• Corey M. Dennis, PPD International, Wilmington
• Debbie Dewar, SAS Institute Inc., Cary
• Edward J. Fishman, Nossaman LLP, Washington D.C.
• John R. Gardner, K&L Gates LLP, Raleigh
• Hayden McKaskle, Kroll Inc., Nashville, TN
• Christopher B. McLaughlin, University of North Carolina School of Government, Chapel Hill
• Ripley Rand, Womble Bond Dickinson (U.S.) LLP, Raleigh
• Michael Rosenberg, Red Hat Inc., Raleigh
• Alexander P. “Sandy” Sands III, Nexsen Pruet PLLC, Raleigh
• April L. Springfield, McGriff Seibels & Williams, Atlanta, GA
• Keir A. Strauss, INC Research/inVentiv Health, Raleigh
• Zachary B. Ward, GlaxoSmithKline PLC, Research Triangle Park

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• K&L Gates LLP

SILVER SPONSORS
• Nexsen Pruet PLLC
• Smith Anderson Blount Dorsett Mitchell & Jernigan LLP
• Wyrick Robbins Yates & Ponton LLP

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
  Nightly Rate: $169 single/double and includes evening manager’s reception and full, cooked-to-order breakfast
  Reservations: 919.677.1840 or www.tinyurl.com/NCBA-Embassy
  NCBA Corporate Account Special Rate Code: 2691626
  Please note: The rates may vary according to guest room availability.

• TownePlace Suites by Marriott, 120 Sage Commons Way, Cary
  Nightly Rate: $114 studio queen with sleeper sofa (Sunday–Thursday) and includes complimentary hot breakfast. All rooms have a fully equipped kitchen.
  Reservations: 919.678.0005 | Ask for the NC Bar Association corporate rate.
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“Overall, the content was topical and well-presented. The corporate governance and cybersecurity presentations were particularly informative and will help me handle or anticipate issues that I face in my daily practice.”

“Another wonderful Corporate Counsel Section event!”

- Attendees, Mastering a Broad Practice (2017 Corporate Counsel Section Annual Meeting)