

Delaware Governance Institute  
 October 12, 2023  
 Clayton Hall, University of Delaware  
 Agenda

Time	Session	Panelists/Speakers
8:00am - 9:30am	<b>Registration/Light Breakfast</b>	
9:30am - 9:45am	<b>Welcomes/Introductions</b>	<ul style="list-style-type: none"> <li>• <b>Dean Oliver Yao</b>, Lerner College of Business &amp; Economics</li> <li>• <b>Chancellor Andre Bouchard</b>, Chair, Weinberg Center Advisory Board</li> <li>• <b>Frank M. Placenti, Esq.</b>, Chair, Corporate Governance Committee, ABA Business Law Section</li> </ul>
9:45am - 11:00am	<b>Panel 1</b> “The ESG Pendulum Swings Back (or is it a Wrecking Ball?)”	<ul style="list-style-type: none"> <li>• <b>Rick Alexander</b>, The Shareholder Commons</li> <li>• <b>Paul Atkins</b>, Patomak Global Partners</li> <li>• <b>Lisa Boyd</b>, Joele Frank, Wilkinson Brimmer Katcher</li> <li>• <b>Trevor Norwitz</b>, Wachtell, Lipton. Rosen &amp; Katz, <b>Moderator</b></li> </ul>
11:00am – 11:15am	<b>Break</b>	
11:15am – 12:30pm	<b>Panel 2</b> “The March of Caremark: What must directors do to avoid landmines?”	<ul style="list-style-type: none"> <li>• <b>Chancellor Kathaleen St. J. McCormick</b>, Delaware Court of Chancery</li> <li>• <b>Lawrence A. Cunningham</b>, Mayer Brown; Professor Emeritus, George Washington University</li> <li>• <b>Mary Francis</b>, Chevron Corporation</li> <li>• <b>Meredith Kotler</b>, Freshfields Bruckhaus Deringer LLP</li> <li>• <b>John White</b>, Cravath Swaine &amp; Moore LLP, <b>Moderator</b></li> </ul>
12:30pm – 2:00pm	<b>Lunch</b> <b>Keynote Speakers</b>	<ul style="list-style-type: none"> <li>• <b>Elad L. Roisman</b>, Cravath, Swaine &amp; Moore LLP; and former Commissioner and Acting Chairman of the U.S. Securities and Exchange Commission</li> <li>• <b>Prashant Yerramalli</b>, Public; and former Chief of Staff for SEC Chairman Gary Gensler</li> <li>• <b>Robert Stebbins</b>, Willkie Farr &amp; Gallagher LLP, and former General Counsel, U.S. Securities and Exchange Commission, <b>Moderator</b></li> </ul>

Time	Session	Panelists/Speakers
2:00pm – 3:15pm	<b>Panel 3</b> “Conflict Transactions under a Microscope: When does (and should) MFW apply?”	<ul style="list-style-type: none"> <li>• <b>Chief Justice Collins J. Seitz, Jr.</b>, Delaware Supreme Court</li> <li>• <b>Lawrence A. Hamermesh</b>, Professor Emeritus, Widener University Delaware Law School</li> <li>• <b>Melissa Sawyer</b>, Sullivan &amp; Cromwell LLP</li> <li>• <b>Gregory V. Varallo</b>, Bernstein Litowitz Berger &amp; Grossmann LLP</li> <li>• <b>Steven M. Haas</b>, Hunton Andrews Kurth LLP, Moderator</li> </ul>
3:15pm – 3:30pm	<b>Break</b>	
3:30pm – 4:45pm	<b>Panel 4</b> “Everything, Everywhere, All at Once: How to have an effective board in these unusually challenging times”	<ul style="list-style-type: none"> <li>• <b>James Cole, Jr.</b>, The Jasco Group, LLC</li> <li>• <b>Peggy Foran</b>, Prudential Financial, Inc.</li> <li>• <b>Mary Beth Vitale</b>, Pallera, LLC</li> <li>• <b>Frank M. Placenti</b>, Greenberg Traurig LLP, Moderator</li> </ul>
4:45pm – 4:50pm	Closing Remarks	<ul style="list-style-type: none"> <li>• <b>Justin P. Klein</b>, Director, Weinberg Center for Corporate Governance</li> </ul>
4:50 pm – 6:00pm	Reception Lobby	

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