

2018 Proxy Season Preview (Webinar On-Demand)

Morgan Lewis

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Moderator
Keith E. Gottfried
Morgan, Lewis & Bockius LLP



Amy Borrus
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Investors



Stephen L. Brown
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Mark H. Harnett
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Webinar Overview

Our expert panel representing points of views of investors and advisers to issuers will preview the 2018 proxy season and provide participants insights into anticipated hot button issues, expected shareholder proposals, changes in proxy advisory firm policies, effects of the new SEC guidance on shareholder proposals, and trends in shareholder activism. The panel discussion will answer these key questions:

- What will be the hot button corporate governance issues this year?
- What are the key shareholder proposals issues expected this year?
- How will the SEC's new guidance on shareholder proposals impact what types of shareholder proposals are submitted?
- How will changes in proxy advisory firm policies affect issuers?
- What are institutional investors focused on this year?
- Will board diversity continue to be a hot button issue this year and what actions can we expect institutional investors to take to pressure companies to take action?
- When will we see the first use of proxy access?
- What's the outlook for shareholder activism?

Moderator



Keith E. Gottfried
Partner & Shareholder
Activism Defense Practice
Leader
Morgan, Lewis & Bockius LLP

Keith E. Gottfried, a corporate partner at the law firm of Morgan, Lewis & Bockius LLP and the leader of its market-leading shareholder activism defense practice. Morgan Lewis was recently ranked No. 3 among all law firms for legal defense of public companies against activist shareholders in the Thomson Reuters Global Shareholder Activism Scorecard for the 2016 full year (as of February 1, 2017), No. 2 in the Factset SharkRepellent 2016 full year activism defense league table (as of January 26, 2017) and No. 2 in the Activist Insight Magazine 2016 full year activist defense league table

(as of December 5, 2016), in each case based on the number of publicly disclosed activist defense matters that Morgan Lewis has been involved in. Over the course a legal career that spans almost 25 years, Keith has been involved in defending numerous public companies against high-profile proxy contests, special meeting demands, consent solicitations and unsolicited acquisition proposals. Frequently quoted by the national business media on issues relating to shareholder activism, Keith publishes and presents regularly on the strategies companies and their boards of directors can apply to make themselves less vulnerable to activist investors as well as strategies for shareholder engagement. Keith is listed in the 2017 edition of Chambers USA which ranks him as a leading corporate/M&A lawyer. As activist campaigns closely resemble political campaigns, Keith also brings to his activism defense clients substantial political insight gained as a U.S. Senate confirmed White House appointee in the administration of President George W. Bush. Keith holds a J.D. from the Boston University School of Law, an M.B.A. from the Boston University Questrom School of Business and a B.S. in Economics from the Wharton School of the University of Pennsylvania.

Panelists



Stephen L. Brown
Senior Advisor
KPMG Board Leadership Center

Stephen L. Brown, a Senior Advisor at KPMG Board Leadership Center, is a globally recognized governance expert, thought leader and trusted adviser to corporate boards and C-suites. Mr. Brown founded The Edgerton Group, a boutique consulting

firm that advises boards and management on critical corporate governance issues. Formerly, he was the CEO of the Society of Corporate Governance. Prior to the Society, he led the corporate governance group at TIAA. Prior to TIAA, Mr. Brown practiced securities law at WilmerHale and Skadden and was an analyst with Goldman Sachs. Named by NACD as one of the 100 most influential people in corporate governance and the boardroom, he is also an adjunct professor at the McDonough School of Business at Georgetown, Yale College, and the Colin Powell School at CCNY. Mr. Brown received his B.A. with honors from Yale and his J.D. from Columbia University Law School where he was a Harlan Fiske Stone Scholar.



Amy Borrus
Deputy Director
Council of Institutional
Investors

Amy Borrus plays a major role in developing CII policies on corporate governance and shareholder rights issues and in positioning the organization to achieve its strategic goals. She works closely with the Board of Directors and executive director to craft CII's strategic plan and execute its mission, has responsibility for developing and planning CII conferences and speaks for CII at investor, corporate, academic and other forums. She leads CII's efforts to communicate its positions effectively to members, other stakeholders, policymakers and the media. She also manages CII's Proxy Voter Group, a forum for senior governance professionals at more than 75 leading institutional investor organizations, and staffs the CII board Audit Committee.

CII, founded in 1985, is a nonpartisan, nonprofit association

of public, union and corporate employee benefit funds and endowments with combined assets that exceed \$3 trillion. CII's has Associate (non-voting) Members include a range of asset managers with more than \$20 trillion in assets under management. CII's mission is to educate its members and the public about effective corporate governance, shareowner rights and related investment issues, and to advocate on its members' behalf.

Before joining CII in 2006, Amy Borrus was a correspondent for BusinessWeek for 25 years. She researched, wrote and edited stories about business, finance, politics and other issues, from Washington, D.C., London and Tokyo.

She earned a B.A. in English and history from the University of Pennsylvania, a master's degree in International Relations from the London School of Economics and Political Science and the Claritas Investment Certificate from the CFA Institute.



Mark H. Harnett
Founding Partner
Strategic Governance Advisors

Mark Harnett is a founding partner of Strategic Governance Advisors ("SGA"), which helps boards and executives secure shareholder support for a Company's stated strategic objectives – especially in situations where building long term value may impact short term financial performance.

Formerly Managing Director of Sard Verbinen, before joining SVC in 2015 Mark was co-founder and President of leading proxy solicitor MacKenzie Partners, where he amassed over 25 years of experience providing counsel on hundreds of proxy contests,

tender offers and mergers.

He has deep expertise as the lead strategist on the timing and content of proxy campaigns; consulting and briefing corporate boards and CEOs; creating messaging for proxy campaigns; advising clients on the influence of ISS and Glass Lewis and forecasting vote outcomes; scheduling and accompanying clients on road shows to ISS and to all leading institutional, index and arbitrageur shareholders; and counseling company executives, boards and their attorneys on annual and special meeting scenarios.

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