

CHIEF LEGAL OFFICER COUNCIL MEETING

September 27-29, 2023

InterContinental Chicago Magnificent Mile | Chicago, IL

NOTE: All times are Central Time (CT)

Wednesday, September 27, 2023

6:00-8:30 pm **Welcome Reception & Dinner (Location TBD)**

Thursday, September 28, 2023

7:30-8:30 am **Networking Breakfast (Location TBD)**
Meeting (Location TBD)

8:30-9:30 am **Welcome Announcements & Member Introductions**
Pam Schneider, Senior Vice President, General Counsel, and Corporate Secretary, ACCO Brands Corporation
Lynn Stephan, Managing Director of Legal, Risk & Compliance, Manufacturers Alliance

9:30-10:30 am **Cybersecurity Preparedness and Lessons Learned**
Cyber-attacks are on the rise, and this presentation will help you get prepared in the event that your company is hit with a cybersecurity breach. It will address technology pitfalls, creating crisis response and business continuity plans, lessons learned from previous breaches, and SEC Cybersecurity Disclosure Rules.
Speakers:

- Stacy Krause, Senior Vice President, General Counsel, and Secretary, Kadant, Inc.
- Kevin Maxwell, Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary, Smith & Wesson Brands, Inc.

10:30-10:45 am **Morning Break**

10:45-11:45 am **Procedure for Conducting Internal Investigations**
This session will cover the process for conducting internal investigations. It will address each step of the investigative process—from gathering evidence and interviewing individuals to communicating with reporters and stakeholders. It will also cover local considerations for investigations conducted outside the United States.

Internal investigations never go exactly as we plan, and they are stressful for everyone involved, including whistleblowers, witnesses, subjects, and the investigators. However,

adopting standard investigation procedures and communicating them effectively to stakeholders lessens that anxiety, builds trust among employees, protects the whistleblowers, and strengthens a company's Speak Up culture.

Speakers:

- Clarke Warren, Executive Director Global Compliance Investigations, Clarios
- Brandon Frank, Senior Counsel, Corporate Compliance, Ethics, and Privacy, ACCO Brands
- Michael Kier, Vice President, Associate General Counsel—Compliance, Litigation, and Patents, ACCO Brands

11:45 am-12:00 pm

Manufacturers Alliance Announcements & Updates

CLO Council members and Manufacturers Alliance staff will discuss goals for the future of the council and projects in the works.

Speaker: Lynn Stephan, Managing Director of Legal, Risk & Compliance, Manufacturers Alliance

12:00-1:30 pm

Networking Lunch (Location TBD)

1:30-2:30 pm

Hot Topics in ESG

• **EU Corporate Sustainability Reporting Directive**

Exploring EU climate regulation and expectations surrounding the SEC's finalized climate rule. We will review and summarize the expected timing of adoption and what resources, capacity, and expertise organizations should be considering TODAY as they prepare for external global disclosure requirements as early as FY2024.

Speakers:

- David Pratt, Managing Director, Consumer and Industrial Manufacturing, KPMG US LLP
- Kieran Fearon, Managing Director, Accounting Advisory Services, ESG Service Group, KPMG US LLP

2:30-2:45 pm

Afternoon Break

2:45-3:45 pm

Hot Topics in ESG, continued

• **Greenwashing 101**

Greenwashing claims, whether intentional or not, can tarnish a company's reputation. Sustainable marketing campaigns have become increasingly prevalent as organizations face pressure to address ESG issues. This presentation will delve into greenwashing claims and help you avoid such accusations.

Speaker: Georgia Vlamis, Senior Vice President and General Counsel, USG Corporation

- **Sustainability Reporting and Rater Engagement – EcoVadis, CDP, and Other Rating Organizations**

Today, about 96% of all G250 companies report on sustainability or ESG matters. Rating organizations such as EcoVadis provide a system to allow organizations to evaluate their own and their supply chain's Corporate Social Responsibility levels. This presentation will dive into sustainability reporting and rater engagement to help you as you prepare future sustainability reports.

Speaker: Achilles Kintiroglou, Senior Vice President, General Counsel, and Corporate Secretary, AdvanSix

3:45-4:00 pm

Afternoon Break

4:00-5:00 pm

Roundtable Discussion (All Meeting Participants)

This is a time to expand on the presentations that occurred earlier in the day and other pressing legal issues attendees are facing. All meeting attendees are welcome to introduce an issue and brainstorm solutions with the presenters and other attendee peers.

Roundtable Leaders:

- Pam Schneider, Senior Vice President, General Counsel, and Corporate Secretary, ACCO Brands Corporation
- Stacy Krause, Senior Vice President, General Counsel, and Secretary, Kadant, Inc.

5:00 pm

Thursday Meeting Adjourned

6:00-8:30 pm

Networking Reception & Dinner (Location TBD)

Friday, September 29, 2023

7:30-8:30 am

**Networking Breakfast (Location TBD)
Meeting (Location TBD)**

8:30-9:30 am

Directed Roundtable: The Benefits & Drawbacks of Generative AI Programs like ChatGPT

ChatGPT and similar generative AI programs are all the rage lately. In fact, AI is expected to see an annual growth rate of 37.3% from 2023 to 2030. So, what is the likely impact on workers and productivity? And how will this impact the manufacturing and legal industries?

Roundtable Leader: Pam Schneider, Senior Vice President, General Counsel, and Corporate Secretary, ACCO Brands Corporation

9:30-9:45 am

Morning Break



9:45-10:45 am

Roundtable Discussion (All Meeting Participants)

This is a time to expand on the presentations that occurred earlier in the day and other pressing legal issues attendees are facing. All meeting attendees are welcome to introduce an issue and brainstorm solutions with the presenters and other attendee peers.

Roundtable Leaders:

- Pam Schneider, Senior Vice President, General Counsel, and Corporate Secretary, ACCO Brands Corporation
- Stacy Krause, Senior Vice President, General Counsel, and Secretary, Kadant, Inc.

10:45-11:00 am

Meeting Wrap-Up & Evaluations

11:00 am

Fall Meeting Adjourned

SAVE THE DATE
SPRING 2024 COUNCIL MEETING

Date: April 3-5, 2024

Location: TBD



CHIEF LEGAL OFFICER COUNCIL MEETING

September 27-29, 2023

InterContinental Chicago Magnificent Mile | Chicago, IL

Hosted By: Manufacturers Alliance, Inc.

In Partnership With: CLE Companion, LLC

CONTENT OUTLINE

CYBERSECURITY PREPAREDNESS AND LESSONS LEARNED

Speakers:

- Stacy Krause, Senior Vice President, General Counsel, and Secretary, Kadant, Inc.
- Kevin Maxwell, Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary, Smith & Wesson Brands, Inc.

I. Presentation Goals

- a. Legal risks of a cybersecurity attack
- b. Create strong crisis response plans
- c. SEC compliance

II. Planning

- a. Technology updates
- b. Update policies and procedures
 - i. Corporate Incident Response Team
 - ii. Crisis Response Plan
 - iii. Business Continuity Plan
 - iv. Risk classification guidelines

III. Implementation

- a. Staff training
- b. Lessons learned from past cyber breaches
- c. SEC Cybersecurity Disclosure Rules

IV. Question & Answer, Interactive Discussion

PROCEDURE FOR CONDUCTING INTERNAL INVESTIGATIONS

Speakers:

- Clarke Warren, Executive Director Global Compliance Investigations, Clarios
 - Brandon Frank, Senior Counsel, Corporate Compliance, Ethics, and Privacy, ACCO Brands
 - Michael Kier, Vice President, Associate General Counsel—Compliance, Litigation, and Patents, ACCO Brands
- I. Presentation Goals
 - a. Promote a Speak Up culture
 - b. Explore best practices for investigation policies and procedures
 - c. Maintain a safe space to report suspected or known violations
 - II. Legal Requirements and Regulator Expectations
 - a. EU Whistleblowing Directive
 - b. 2023 US DOJ Evaluation of Corporate Compliance Programs
 - III. Investigation Policies and Procedures
 - a. Report intake and triage
 - b. Preparing for and launching investigation
 - c. Gathering evidence
 - d. Conducting interviews
 - e. Closing investigations and documenting findings
 - IV. Question & Answer, Interactive Discussion

HOT TOPICS IN ESG: EU Corporate Sustainability Reporting Directive

Speakers:

- David Pratt, Managing Director, Consumer and Industrial Manufacturing, KPMG US LLP
 - Kieran Fearon, Managing Director, Accounting Advisory Services, ESG Service Group, KPMG US LLP
- I. Presentation Goals
 - a. Explore EU climate regulations and expectations
 - b. Prepare for global disclosure requirements
 - c. Compliance with ESG directives
 - II. Global Regulations
 - a. SEC Climate Rule
 - b. Corporate Sustainability Reporting Directive (CSRD)
 - c. European Sustainability Reporting Standards (ESRS)
 - d. German Supply Chain Due Diligence Act (SCDDA)
 - e. Carbon Border Adjustment Mechanism (CBAM)
 - f. European Green Deal

- III. Expected Timing and Preparation
 - a. SEC regulatory agenda
 - b. CSRD & ESRS timeline
 - c. ESG compliance convergence
 - d. EU Taxonomy and other required EU reporting

IV. Question & Answer, Interactive Discussion

HOT TOPICS IN ESG: GREENWASHING 101

Speaker: Georgia Vlamis, Senior Vice President and General Counsel, USG Corporation

- I. Presentation Goals
 - a. Understand sustainability marketing and greenwashing
 - b. Avoid accusations of greenwashing
 - c. Compliance with ESG directives
- II. Greenwashing Basics
 - a. Definitions and origins
 - b. The Green Guides, 16 C.F.R Part 260
 - c. Seven Sins of Greenwashing
 - i. Hidden trade-off
 - ii. No proof
 - iii. Vagueness
 - iv. Worshipping false labels
 - v. Irrelevance
 - vi. Lesser of two evils
 - vii. Fibbing
- III. Greenwashing Case Studies
 - a. Recycled content claim
 - b. Raw material claim
 - c. Lessons learned
- IV. Question & Answer, Interactive Discussion

HOT TOPICS IN ESG: SUSTAINABILITY REPORTING AND RATER ENGAGEMENT – ECOVADIS, CDP, AND OTHER RATING ORGANIZATIONS

Speaker: Achilles Kintiroglou, Senior Vice President, General Counsel, and Corporate Secretary, AdvanSix

- I. Presentation Goals
 - a. Understand sustainability reporting and rater engagement
 - b. Evaluate EcoVadis, CDP, and other rating organizations
 - c. Compliance with ESG directives
- II. Sustainability Reporting
 - a. AdvanSix case study
 - b. ESG reporting landscape
 - c. Practitioners' take on reporting
 - d. Investor and corporate survey views
- III. EcoVadis CSR Assessment
 - a. Universal corporate social ratings
 - b. Assessment methodology
 - c. CSR scorecards
 - d. Together for Sustainability (TFS)
- IV. Question & Answer, Interactive Discussion

DIRECTED ROUNDTABLE: THE BENEFITS & DRAWBACKS OF GENERATIVE AI PROGRAMS LIKE CHATGPT

Roundtable Leader: Pam Schneider, Senior Vice President, General Counsel, and Corporate Secretary, ACCO Brands Corporation

- I. Presentation Goals
 - a. Discover how generative AI can help businesses
 - b. Learn risks associated with generative AI
 - c. Develop corporate policy for generative AI
- II. Overview of Generative AI
 - a. What is it?
 - b. Examples and popular implementations
 - i. OpenAI GPT (DALL-E, ChatGPT, Co-Pilot)
 - ii. Google PaLM 2 (Bard)
- III. Benefits & Risks
 - a. Create content effortlessly
 - b. Mundane and repetitive tasks
 - c. Time saver

- d. Trade secrets and confidentiality
- e. Accuracy
- f. Copyright
- g. Privacy
- h. Enterprise licenses

IV. Develop a Policy

- a. Short and sweet
- b. Limit use of public generative AI tools
- c. Describe the risks
- d. Explain the employee's duty
- e. Carve out privately licensed tools
- f. Employee training

V. Question & Answer, Interactive Discussion