

# Hot Topics for Boards: How the GC and CCO Should Respond

GC Advantage<sup>SM</sup> Webinar

August 2020



# **GC** Advantage<sup>SM</sup>

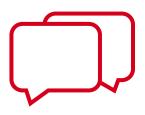


- Complimentary professional development program for corporate legal and compliance leaders.
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- Upcoming
  - Uh, oh There's a New CEO in Town! What Do I Do?
    September 9, 2020, 1-2pm ET
  - Focus on Personal Development: Tips to Prepare for Your Performance Evaluation with the CEO
    - October 14, 2020, 1-2pm ET
  - Finding Your Next Job (or Having It Find You)
    November 12, 2020, 1-2pm ET



#### **Questions & Answers**





Submit questions to panelists at any time throughout the presentation via the Q&A feature. Questions will be answered at the end of the webinar.



You may use the chat feature to communicate with support staff regarding technical issues.

### **Featured Speakers**



**Haydee Olinger** Senior Advisor - BarkerGilmore

Board Member – Transact Technologies Inc. (NASDAQ)

Former Global CCO – McDonald's Corporation



**Marla Persky** 

Senior Advisor - BarkerGilmore Former SVP, GC, & Corp Sec'y – Boehringer Ingelheim

Board Member – Xeris Corporation, Text IQ, YGEIA Group

# **Board Member Expectations of General Counsel / Chief Compliance** Officer



- Updates on Critical Legal Issues in which the Corporation Is Involved
- Information on Changes in Law Affecting Company/Industry
- Crisis Management and Planning
- Company Plans to Deal with Current Social Issues and Employment Issues
- Covid-19
- Issues Related to Privacy and Security (especially during the Pandemic)
- Governance Issues
- Compliance Updates



# **Updates on Critical Legal Issues**



- Litigation with significant legal, operational, competitive, strategic, and/or financial implications for the Company
- Commercial legal issues affecting competitive standing/advantage
- Critical IP issues
- Government investigations, subpoenas, etc.
- Any legal issue that may affect company reputation



## Information on Changes in Law



- Annual Review of Expected and Anticipated Changes in Law
  - Expected Impact of Changes on Operations
  - Company's Preparedness
  - Company's Compliance Efforts
  - Competitive Implications of Changes in Law/Regulation



# **Crisis Management and Planning**



- Company's Crisis Plan (Short-Term and Long-Term)
  - Communication Plan
  - Crisis Team
  - Anticipate Risks
  - Training Plan
  - Regular Review and Update of Plan



# **Company Plans to Deal with Current** Social Issues and Employment Issues



- Diversity, Equity, Inclusion, and Justice (DEIJ)
- **Employee Impact** 
  - Have Policies and Training
  - Company-Wide Position Statements
  - Employee Use of Social Media and Behaviors
  - Policy on In and Outside of Office Use and Behaviors
  - **Training**
  - How is Company Ensuring Consistent Application/Enforcement of Policies



# **Company Plans to Deal with Current** Social Issues and Employment Issues (cont'd)



- DEIJ Vendor, Customer, Investor, Community Impact
  - Vendor policy/practice of using diverse vendors (measurements & metrics)
  - Customer queries about Company position/actions, vulnerability
  - Investor queries/reports from rating agencies, investor groups, etc.
  - Community Impact local actions, advocacy, support, donations
  - Corporate Responsibility Overall plans, positions, etc.



#### COVID-19



- **Employees** 
  - Plan for Mitigation of Economic Impact of Absence Due to Illness or Closure of **Operations**
  - Plans to Prevent the Spread of Covid-19
  - Assess Staffing Levels and Remote Worker Technology Needs
  - Plan for Long-Term Impact Due to Covid
  - What are Company Plans when an Employee Tests Positive
- Customers
  - Plan for Servicing Customers
  - Plan for Compliance with Laws and Local Regulations

# COVID-19 (cont'd)



- Suppliers
  - Plan for Review of Financial Strength of Suppliers
  - Plan for Alternative Sources/Logistics
  - Plan for Ensuring Suppliers are in Compliance with Laws and Regulations
- Government
  - Cares Act Loans/Grants/Access to Capital
- Real Estate Implications
  - Lease/Construction Obligations



# Issues Related to Privacy and Security **During and After the Pandemic**



- Data Privacy and Security
  - Working from Home
    - Controls and Policies
    - Confidentiality
    - Secure Workplace
- Evolving and Sometimes Conflicting State and Country Laws
  - California Consumer Privacy Act
  - EU
  - Other
- Employee
  - Protection of Health Information
- Third Party Data Retention and Security
  - Who Are Your Vendors and What Data Do They Touch?
  - Understand How They Are Protecting Your Data



#### **Governance Issues**

- Board Diversity plans/needs/pressures
- New Committees (DEIJ?)
- Identification of and Plans for Dealing with New and Emerging Legal/Compliance Risks Around Board Activities
- Identification of and Plans for Dealing with New and Emerging Investor Issues

# **Compliance Updates**

- Regulatory Change and Political Uncertainty
- Data Protection and Cyber Security
- Conduct Risk and Sexual Harassment
- Fraud and Theft
- Third Party Risk Greater Interactions with Public Officials
- Emergency Direct Hiring of Goods and Services without a Typical Bidding **Process**
- Emergency Retention of New Third Parties
- Leak or Loss of Corporate Information During the Remote Work Period

## Other Board Expectations of General Counsel



- Assist the Board in Leveraging its Authority to Set the Tone for the Legal and Compliance Culture of the Company
- Counsel on How Legal and Regulatory Environments Can Be Used to a Company's Strategic Advantage
- Provide Direction on Expectations for Board Members Relating to Communications and Individual Board Member Social Media Statements
- Expectations of General Counsel vs. Corporate Secretary



# **Q&A Session**

### Thank you for attending.



# Please let us know how BarkerGilmore can help you succeed.

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