



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

GC AdvantageSM Webinar

August 2020



GC AdvantageSM

- 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**
Former Global CCO – **McDonald's Corporation**

Board Member – **Transact Technologies Inc. (NASDAQ)**



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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