

# 2017 ANNUAL MEETING

## Business Law Section & Corporate Counsel Section Annual Meeting

January 25, 2017 | New York Hilton Midtown | NYC

3.5 Credits in Areas of Professional Practice (non-transitional)

### Business Law Section

#### Executive Committee Meeting

7:30 a.m. | Madison, 2nd Floor

#### Corporate Counsel Section Annual Meeting and Executive Committee Meeting, Election of Officers, Committee Members and Delegates

8:00 a.m. | Hudson, 4th Floor

### Business Law Section Chair

**Sarah E. Gold, Esq.**, Gold Law Firm, Albany

### Corporate Counsel Section Chair

**Jeffrey P. Laner, Esq.**, Law Firm of Jeffrey P. Laner, New York

### Business Law Section Program Chair

**Kathleen A. Scott, Esq.**, Norton Rose Fulbright US LLP, New York

### Corporate Counsel Section Program Co-Chairs

**Steven G. Nachimson, Esq.**, Compass Group USA, Inc., Rye Brook

**Howard S. Shafer, Esq.**, Shafer Glazer, LLP, New York

9:00-9:15

#### Welcoming Remarks

**Sarah E. Gold, Esq.**, **Jeffrey P. Laner Esq.**, and **Kathleen A. Scott, Esq.**

9:15-10:55

#### The Attorney's Role in Promoting a Strong Corporate Culture

In the wake of the global financial crisis and recent well-publicized incidents of improper or unethical conduct in the business world, business lawyers and their clients are increasingly focusing their attention on the broader question of a corporation's culture. The concern is not merely whether the corporation is complying with an ever-increasing burden of law and regulation, but whether its internal culture promotes ethical behavior toward its stakeholders and mitigation of potential threats to its reputation. Is the focus on short-term profit or service to its customers? Are its employees given the proper incentives to assure they will act in the best longer term interests of the company? Is there a "tone at the top" that emphasizes ethical behavior as well as compliance with law? Companies are increasingly turning to their attorneys to address these and similar questions. Our three distinguished panelists are recognized thought leaders and sought-after advisers who will share their insights from a lifetime of experience in dealing with these questions.

**Thomas Baxter, Esq.**, Sullivan & Cromwell, New York; formerly General Counsel and Executive Vice President of the Federal Reserve Bank of New York

**H. Rodgin Cohen, Esq.**, Senior Chairman, Sullivan & Cromwell, New York

**Prof. Bruce A. Green**, Director of the Louis Stein Center for Law and Ethics, Fordham Law School, New York

**Moderator: David L. Glass, Esq.**, Macquarie Group Ltd., New York

10:55 – 11:10 a.m.

#### Break

### Morning MCLE Program

9:00 a.m. | Regent, 2nd Floor

### Reception and Luncheon

12:30 p.m. | Murray Hill East, 2nd Floor

### Business Law Section Committee Meetings

1:45 p.m. and 3:30 p.m. | Program details below

11:10-12:30

**Overzealous Employees and the Internal Investigation—What’s a Corporate Counsel To Do? Building Blocks for an Effective Investigation**

With internal investigations now in the news regularly, bridging the gap between corporate culture and internal investigations is key. Join us as we prepare for and conduct the internal investigation. Our panel will address relevant topics, including dealing with outside counsel and internal clients, employee self-help, reporting relationships, training policies, and significant relevant case law.

**Mitchell F. Borger, Esq.**, Assistant General Counsel, Law Department, Macy’s, Inc., New York  
**Martin Grant, Esq.**, Chief Compliance Officer, the Federal Reserve Bank of New York, New York  
**Kenneth G. Standard, Esq.**, Epstein Becker & Green, P.C., New York; Past President, New York State Bar Association  
**Sheila A. Woolson, Esq.**, Epstein Becker & Green, P.C., New York  
**Moderator: Evan J. Spelfogel, Esq.**, Epstein Becker & Green, P.C., New York

12:30 p.m.

**Program Concludes**

12:30 p.m.

**Reception and Luncheon – Murray Hill East, 2nd floor**

Business Law and Corporate Counsel Section members are invited to attend programs hosted by committees of the Business Law Section.

For committee meeting details and registration, please visit [www.nysba.org/BLSCcommitteesAM17](http://www.nysba.org/BLSCcommitteesAM17). For committee program questions, contact Kathy Plog at (518) 487-5681 or [kplog@nysba.org](mailto:kplog@nysba.org).

1:45-3:30 p.m.

**Committee Session 1** (choose one)

- **Banking Law Committee** | Hot Topics in the Banking Industry (Bryant, 2nd floor)
- **Not-for-Profit Corporations Law Committee** | 2016 Amendments to the Not-for-Profit Corporation Law (Clinton, 2nd floor)
- **Technology & Venture Law Committee** | Copyright Headaches for Lenders and Borrowers (Midtown, 4th floor)

3:30-5:00 p.m.

**Committee Session 2** (choose one)


- **Bankruptcy Law Committee** | Alternatives to Filing Bankruptcy Petitions (East, 4th floor)
- **Franchise, Distribution & Licensing Law Committee** | Dealing with the Media in Crisis (Murray Hill East, 2nd floor)
- **Insurance Law Committee** | Issues of Interest in the InsurTech Space (Hilton Board Room, 4th floor)


**Register Online** [www.nysba.org/AM2017](http://www.nysba.org/AM2017) | **Get Social: #nysba17**


**IMPORTANT INFORMATION**

**Under New York’s MCLE rule**, this program has been approved for a total of 3.5 credit hours in Areas of Professional Practice. This program will NOT qualify for credit for newly-admitted attorneys because it is not a basic practical skills program.

**Discounts and Scholarships:** New York State Bar Association members and non-members may apply for a discount or scholarship to attend this program, based on financial hardship. This discount applies to the educational portion of the program only. Under this policy, any member of our Association or non-member who has a genuine basis for their hardship, if approved, can receive a discount or scholarship, depending on the circumstances. Request for discounts or scholarships must be received prior to January 13, 2017. For more details, please contact Stephanie Bugos in writing at New York State Bar Association, One Elk Street, Albany, New York 12207 or [sbugos@nysba.org](mailto:sbugos@nysba.org).

 **Accommodations for Persons with Disabilities:** NYSBA welcomes participation by individuals with disabilities. NYSBA is committed to complying with all applicable laws that prohibit discrimination against individuals on the basis of disability in the full and equal enjoyment of its goods, services, programs, activities, facilities, privileges, advantages, or accommodations. To request auxiliary aids or services or if you have any questions regarding accessibility, please contact Stephanie Bugos at 518-487-5524

 For overnight room accommodations, please call the New York Hilton Midtown at 1-800-445-8667 and identify yourself as a member of the New York State Bar Association. Room rates are \$260.00 for single/double occupancy. Reservations must be made by Wednesday, January 4, 2017. You also can reserve your overnight room on the web at [www.nysba.org/am17accomm](http://www.nysba.org/am17accomm).

 For questions about this specific program, please contact Stephanie Bugos at 518-487-5524. **For registration questions only, please call the Member Resource Center at 800-582-2452. Fax registration form to 518-463-5993.**