



New Jersey Corporate Counsel Association
Sills Cummis Epstein & Gross P.C.
and
Deloitte & Touche LLP

are pleased to present

Corporate Governance and Compliance
Today and Tomorrow

What Corporate Law Departments Need to Know

January 27, 2005
8:00 a.m. - 5:45 p.m.
Westminster Hotel
550 W. Mt. Pleasant Avenue
Livingston, NJ

Dear Colleagues,

As lawyers are coming under more scrutiny than ever before and as SEC regulatory and enforcement developments continue to flood the headlines, we invite you to join us for an all-day seminar covering corporate governance and compliance topics of critical importance to corporate counsel today and in the future.

Take a moment to glance through the program agenda and note the depth and breadth of critical topics to be covered. Our full schedule of panels comprised of experienced faculty will provide participants with a valuable opportunity to exchange views, explore issues, identify emerging practices, and obtain regulatory guidance and insight. We also have planned a luncheon with a featured keynote speaker.

You will not want to miss this timely program. It will provide participants with a unique opportunity for interaction among in-house counsel, outside counsel, accounting professionals and DOJ, SEC, NYSE and PCAOB officials and staff.

Among the key questions to be answered are:

- *How has corporate counsel's role changed as a result of Sarbanes-Oxley and other legal developments in the wake of recent scandals?*
- *How can corporate counsel create an effective "control" environment?*
- *How do corporate counsel develop, monitor and maintain effective corporate compliance and ethics programs?*
- *What challenges do corporate counsel face as a result of their enhanced role in corporate governance?*
- *How do corporate counsel handle internal investigations in a post-Sarbanes-Oxley world?*
- *Is your legal department properly staffed and do you have the needed resources to meet the new corporate governance challenges?*

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Agenda

Thursday, January 27, 2005

8:00 - 8:45 a.m. Registration and Continental Breakfast

8:45 - 9:00 a.m. **Welcome and Introduction**

Arthur H. Saiewitz, President, New Jersey Corporate Counsel Association, Corporate Counsel, Lucent Technologies Inc. (Murray Hill, NJ)

9:00 - 9:30 a.m. **Recent New Jersey Revisions to the Business Judgment Rule**

Address by **Peter G. Verniero**, Former Justice, New Jersey Supreme Court, Of Counsel, Sills Cummis Epstein & Gross P.C. (Newark, NJ)

9:30 - 10:30 a.m. **Emerging Responsibilities and Liabilities of Corporate Counsel**

More lawyers have come under SEC scrutiny than ever before. This panel will discuss the role of lawyers as whistleblowers under the SEC "reporting up" rules; how corporate law departments have implemented these rules in practice; the apparent conflict between the SEC rules and MRPR 1.6 and 1.13; the current regulatory climate's impact on professional liability insurance; the status of the SEC's "noisy withdrawal" proposals; and, the emerging standards of liability of in-house counsel for client wrongdoing.

Moderator:

Robert Max Crane, Member, Sills Cummis Epstein & Gross P.C., Co-Chair, Corporate Governance and Compliance Practice Group (Newark, NJ)

Panel:

Meyer Eisenberg, Deputy General Counsel, Securities and Exchange Commission (Washington, D.C.)

Lucinda P. Long, Senior Vice President and General Counsel, Valley National Bank (Wayne, NJ)

Professor Thomas D. Morgan, The George Washington University Law School, Associate Reporter, The American Law Institute's Restatement of the Law Governing Lawyers (Washington, D.C.)

Douglas R. Richmond, Senior Vice President, Professional Services Group, Aon Corporation (Chicago, IL)

10:30 - 10:45 a.m. Coffee Break

10:45 - 11:45 a.m. **Internal Control Over Financial Reporting: How to Create an Effective Control Environment**

This program will examine: how to create an effective "control" environment; the meaning of "internal control over financial reporting," including the COSO Report; SEC implementation of Sarbanes-Oxley Section 404; PCAOB auditing and attestation standards relevant to internal control reporting; how to deal with a "material weakness;" and, evolving "best practices."

Moderator:

Gregory G. Weaver, National Managing Partner, Audit and Enterprise Risk Services, Deloitte & Touche LLP (New York, NY)

Panel:

Jennifer M. Burns, Professional Accounting Fellow, Office of the Chief Accountant, Securities and Exchange Commission (Washington, D.C.)

Daniel L. Goelzer, Board Member, Public Company Accounting Oversight Board (Washington, D.C.)

Harrison J. Goldin, Senior Managing Director, Corporate Review Services, LLC, Former Comptroller, City of New York (New York, NY)

Michael Nelson, Vice President and Counsel, Federal Reserve Bank of New York (New York, NY)

11:45 - 12:45 p.m.

Corporate Compliance Programs: A Practical Approach Based on Recent Amendments to the Sentencing Guidelines

This panel will discuss the recent amendments to the Organizational Sentencing Guidelines and the Delaware Court's *Caremark* decision and its progeny to identify areas of risk and focus on what corporate counsel can do to develop, monitor and maintain effective corporate compliance and ethics programs.

Moderator:

Jeffrey J. Greenbaum, Member, Sills Cummis Epstein & Gross P.C., Chair, Class Action Litigation Practice Group (Newark, NJ)

Panel:

Jeffrey A. Brown, Senior Corporate Counsel, Motorola, Inc. (Schaumburg, IL)

12:45 - 1:45 p.m.

Jean K. FitzSimon, Principal and General Counsel, Bridge Associates LLC, Chair ABA Committee on Corporate Compliance (New York, NY)

Michele Coleman Mayes, Senior Vice President and General Counsel, Pitney Bowes, Inc. (Stamford, CT)

Sherrie G. McAvoy, Partner and National Director, Corporate Compliance and Ethics Services, Deloitte & Touche LLP (Dallas, TX)

Luncheon and Keynote Speaker

A New Accountability: Combating Corporate Misconduct and Restoring Public Confidence in Corporate America

Honorable Mary Beth Buchanan, Director, Executive Office for United States Attorneys (EOUSA), Department of Justice and U.S. Attorney for the Western District of Pennsylvania. Former Chair, Attorney General's Advisory Committee of U.S. Attorneys and Former Member, Ad Hoc Advisory Group on Organizational Sentencing Guidelines (Pittsburgh, PA)

1:45 - 2:45 p.m.

Corporate Governance – Who's in Charge?

This program will focus on the most important corporate governance issues today, including: audit committee functions; board composition; nominating committee practices; SRO corporate governance rules and recent changes; what institutional investors expect; the evolving definition of "independent" director; executive compensation issues; the status of the SEC's shareholder nomination of directors proposal; the role of corporate governance rating services; and, corporate governance "best practices."

Moderator:

Arlene Elgart Mirsky, Member, Sills Cummis Epstein & Gross P.C., Co-Chair, Corporate Governance and Compliance Practice Group (Newark, NJ)

Panel:

Kenneth A. Bertsch, Senior Vice President and Director Corporate Governance, Moody's Investors Services (New York, NY)

James F. Duffy, Senior Vice President and Deputy General Counsel, New York Stock Exchange (New York, NY)

Charles F. Raeburn, Senior Corporate Counsel, Pfizer Inc. (New York, NY)

Linda Scott, Director of Corporate Governance, TIAA-CREF (New York, NY)

2:45 - 3:00 p.m.

Coffee Break

3:00 - 4:00 p.m.

How to Handle Internal Investigations in a Post-Sarbanes-Oxley World

This panel will discuss: when an internal investigation is necessary; the duties and responsibilities of corporate directors and officers; the role of inside counsel and when to appoint special outside counsel and other experienced investigators or industry specific experts; the process of conducting an internal investigation; investigative counsel responsibility; relevant Department of Justice policies (including the Thompson Memorandum); how to protect the investigative results and findings; post-Sarbanes-Oxley emphasis on corporate "cooperation" with regulators and waiver of attorney-client privilege; and, practical concerns when an internal corporate investigation is necessary.

Moderator:

Peter G. Verniero, Former Justice, New Jersey Supreme Court, Of Counsel, Sills Cummis Epstein & Gross P.C., Co-Chair, Corporate Internal Investigations and Business Crimes Practice Group (Newark, NJ)

Panel:

Honorable Christopher J. Christie, U.S. Attorney for the District of New Jersey (Newark, NJ)

Albert P. Lilienfeld, Partner, Forensic & Dispute Services Group, Deloitte & Touche LLP (New York, NY)

David H. Resnicoff, Director, Corporate & Government Investigations, Tyco International Ltd. (Princeton, NJ)

Mark K. Schonfeld, Regional Director, Securities and Exchange Commission (New York, NY)

4:00 - 4:45 p.m.

Training, Education and Personnel Solutions

This panel will discuss compliance training, including compliance education services and software options, compliance outsourcing services, governance outsourcing services, records retention alternatives, corporate staffing options and where, in general, corporate counsel can find the additional resources they need to meet the challenges they face in a post-Sarbanes-Oxley world.

Moderator:

Debra Sabatini Hennelly, President, Compliance & Ethics Solutions LLC (Brookside, NJ)

Panel:

Alexander F. Brigham, President and Chief Executive Officer, PLI-Corpedia (Phoenix, AZ)

Michael J. Ende, Managing Director, Kelly Law Registry (New York, NY)

Jennifer A. Kenton, Vice President of Sales and Marketing, Compliance & Governance Services, Corporation Service Company (CSC) (Wilmington, DE)

4:45 - 5:45 p.m. Cocktail Reception

For reservations or further information, please contact Jennifer Buneta, Sills Cummis Epstein & Gross P.C., at 973-643-6842 or jbuneta@sillscummis.com. Seating is limited and reservations will be accepted on a first-come, first-served basis.

There is no registration fee or other charge for this seminar and 5.0 New York State CLE credits (of which 1.0 credit hour can be applied towards the ethics requirement) will be available.

CLE for other states is available upon request. For CLE information, please contact Barbara Walder at 973-927-5622 or NJCCA41@aol.com.

DIRECTIONS TO THE WESTMINSTER

From Holland Tunnel

Follow sign to NJ TURNPIKE NORTH to exit 15W (I-280 W.). Take I-280 W. to Exit 4A EISENHOWER PKY SOUTH to NJ-10 Circle. At the Circle, bear right onto NJ-10 (West Mount Pleasant Avenue). Travel for 0.25 of a mile and the Westminster Hotel is located on the right hand side at 550 W. Mount Pleasant Avenue.

From the West

Take I-80 E. to I-280 E. via exit number 47A (on the left) toward THE ORANGES/NEWARK. Take I-280 to exit 4A EISENHOWER PKY. Merge onto EISENHOWER PKY/CR-609 S. for 2.15 miles. Turn SLIGHT RIGHT onto NJ-10 W. for 0.50 miles. The Westminster Hotel is located at 550 W. Mount Pleasant Avenue.

From the North

Take NEW YORK STATE TRWY S./I-87 S. toward NEW YORK (Portions toll). Merge onto I-287 S. via exit number 15 toward NEW JERSEY for 26.39 miles. Merge onto I-80 E. via exit number 41A toward NEW YORK CITY for 0.60 miles. Merge onto I-80 EXPRESS LN E. via the exit on the left for 1.94 miles. Merge onto I-280 E. via exit number 47A (on the left) toward THE ORANGES /NEWARK for 3.67 miles. Take the EISENHOWER PKY exit number 4A toward CHATHAM for 0.27 miles. Merge onto EISENHOWER PKWY/CR-609 S. for 2.15 miles. Turn SLIGHT RIGHT onto NJ-10 W. for 0.50 miles. The Westminster Hotel is located at 550 W. Mount Pleasant Avenue.

From the South

Take the NJ TURNPIKE NORTH to the GARDEN STATE PARKWAY exit number 11 toward WOODBRIDGE. Take the GARDEN STATE PARKWAY NORTH to exit 145 (I-280) toward WEST ORANGE. Merge onto I-280 W. to exit 4A EISENHOWER PKY. Merge onto EISENHOWER PKY/CR-609 S. for 2.36 miles. Turn SLIGHT RIGHT onto NJ-10 W. for 0.50 miles. The Westminster Hotel is located at 550 W. Mount Pleasant Avenue.