

## FINANCIAL POISE WEBINAR ONE SHEET

# CORPORATE & REGULATORY COMPLIANCE BOOT CAMP 2019 - WINTER/SPRING EDITION

### **SERIES OVERVIEW**

This webinar series covers internal investigations related to corporate and regulatory compliance, corporate law compliance, securities law compliance (with a focus on the Sarbanes-Oxley Act) and executive compensation as it relates to corporate and regulatory compliance. The various episodes examine these topics from a company's perspective with a focus on the impact to the company's day-to-day and long-term operations.

As with all Financial Poise Webinars, each episode in the series brings you into engaging, sometimes humorous, conversations designed to entertain as it teaches. And, as with all Financial Poise Webinars, each episode in the series is designed to be viewed independently of the other episodes, so that participants will enhance their knowledge of this area whether they attend one, some, or all of the episodes.

### **EPISODE SUMMARIES**

#### **EPISODE #1**

**Internal Investigations- 101**

**February 14, 2019 at 1:00 PM CST**

Compliance issues are at the front of every manager's and fiduciary's mind these days. It used to be that all the worry came from a creative plaintiffs' bar calling a business's conduct into question, but those days are long gone. Public and private companies are investigated by not only the United States federal government, but also local, state, and foreign governments. Self-regulating entities also add a layer of scrutiny. Under the insulation of the attorney-client privilege, an effective internal investigation can help marshal the facts to inform corporate decisions about past or existing violations and prevent potential future violations. An internal investigation can protect management from the violation and records the company's response to an incident or violation. However, most importantly, it serves to send a clear message that the company is serious about compliance and that it sets transparency as a priority. This webinar surveys recent compliance trends and discusses best practices regarding the attorney-client privilege, joint defense agreements, the use of experts, witness interviews, the consequences of self-disclosure and how to control the impact on the company.

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### **EPISODE #2**

#### **Securities Law Compliance**

**March 14, 2019 at 1:00 PM CST**

The Securities and Exchange Commission has been entrusted with a significant corporate compliance regulatory function, which has been expanded by seminal legislation in the recent past such as the Sarbanes-Oxley (“SOX”) and Dodd-Frank Acts. This webinar discusses board fiduciary duties and the tension between state corporate law standards and federal law. Board composition, independence, structure and processes (including best practices in regard to committees) are analyzed. Specifically, director independence is discussed as is audit committees and related requirements, regulations and exemptions. NASDAQ and the NYSE also have similar requirements for director independence and those are also discussed. The webinar also covers disclosure matters related to SOX compliance, including timing and content of an issuer's periodic disclosures. Both the legal requirements and best practices related to disclosure procedures and internal controls under SOX are examined. Means of controlling the costs of SOX, especially for smaller public companies, are also discussed, including trends in the industry related to high regulatory compliance costs. Finally, the applicability and best practices for privately held companies and SOX are considered...

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### **EPISODE #3**

#### **Executive Compensation**

**April 11, 2019 at 1:00 PM CST**

Executive compensation continues its movement towards performance pay as the standard. Compensation structures and proxy disclosures are more and more complex. Investors and proxy advisors continue to increase influence on compensation issues. This webinar examines executive compensation, including equity-based compensation plans and executive employment and severance agreements. The importance of disclosure, alignment of risk, and metrics is also examined. Practical guidance on pay-for-performance and supplemental pay definitions is provided. The panelists discuss the effect of the Dodd-Frank Act on executive compensation, including SEC regulations. Exchange rules

are compared to applicable federal law. Best practices regarding executive compensation committees and regulatory requirements for those committees are examined. Shareholder advisory groups promulgate executive compensation related advisory policies for their institutional shareholder clients annually and these policies are also discussed. Issues regarding board composition and leadership structure issues are discussed in relation to executive compensation.

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#### **EPISODE #4**

#### **Overview of General Corporate Law Compliance**

**May 9, 2019 at 1:00 PM CST**

So, you have made a decision on the form of business entity, whether it is a corporation, LLC, or even a non-stock/non-profit. Like any well-oiled machine, it is not enough to set it up, now you have to keep it in working order. Corporate compliance is what you do after forming an entity to make sure the business remains in good standing with specific state law requirements. This webinar discusses how to maintain compliance with various state law requirements, including Delaware. Notice requirements and best practices on recording meetings will be reviewed, including which communications are protected by the attorney-client privilege and which ones are not. The importance of maintaining separate business and personal assets is analyzed. By-laws are analyzed, including how action is taken, whether by proxy, consents, resolutions, voter agreements, including the impact of technology on corporate action. Corporate compliance and ethics programs are discussed, including best practices; in particular, who should be a part of the reporting structure and who should not. Also discussed is whether the compliance program should be a stand-alone program or if it should be integrated into the normal business process of a company.

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