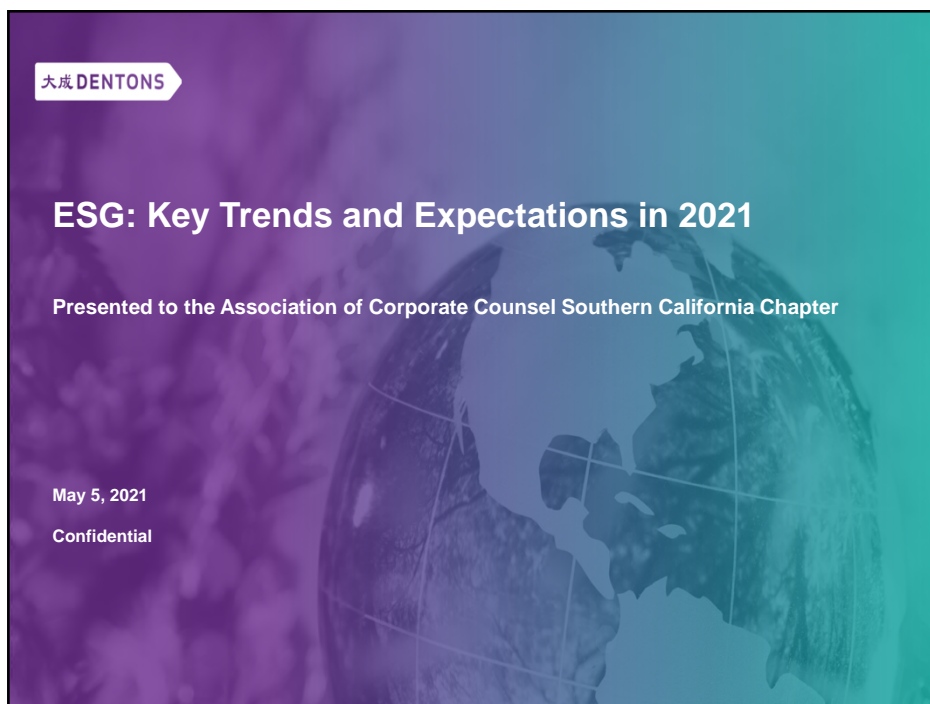


大成 DENTONS


ESG: Key Trends and Expectations in 2021

Presented to the Association of Corporate Counsel Southern California Chapter


May 5, 2021
Confidential




Presented by




Robert S. Schuda
Partner, Los Angeles
D +1 213 243 6136
bob.schuda@dentons.com



Gail A. Lione
Senior Counsel, Washington, DC
D +1 202 496 7287
gail.lione@dentons.com



Sarah Syed
Counsel, Los Angeles/Orange County
D +1 213 243 6127
D +1 949 732 3719
sarah.syed@dentons.com



Randy Bregman
Senior Counsel, Washington, DC
D +1 202 408 9164
randy.bregman@dentons.com

2 大成 DENTONS

ESG: Key Trends and Expectations in 2021

1. How we got here: Why ESG and why now?
2. The “G”overnance perspective
3. The “S”ocial component
4. The “E”nvironmental component



How we got here: Why ESG and why Now?

The evolution of ESG

- **1980s - 1990s:** Corporate Social Responsibility, Sustainable Development and Triple Bottom Line.
- **2000s:** Carbon Disclosure Project, Principles for Responsible Investment and the introduction of Environmental, Social and Governance.
- **2010s:** Sustainability Accounting Standards Board, International Integrated Reporting Council and Task Force on Climate Related Financial Disclosure.
- **2020s:** ISS adds ESG Scores, S&P ESG indices launched, World Economic Forum Sustainable Value Creation Metrics.



5 大和 DENTONS

ESG pronouncements to consider

- [Blackrock CEO letter](#)
- [ISS position](#)
- [Glass Lewis position](#)
- [Nasdaq proposal](#)

Jeffrey S. Davis
Senior Vice President, Senior Deputy General Counsel
Nasdaq, Inc.
(301) 978-8484

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

a. Purpose

1. The Diversity Imperative for Corporate Boards

Over the past year, the social justice movement has brought heightened attention to the commitment of public companies to diversity and inclusion. Controversies arising from corporate culture and human capital management challenges, as well as technology-driven changes to the business landscape, already underscored the need for enhanced board diversity—diversity in the boardroom is good corporate governance. The benefits to stakeholders of increased diversity are becoming more apparent and include an increased variety of fresh perspectives, improved decision making and oversight, and strengthened internal controls. Nasdaq believes that the

Larry Fink's 2021 letter to CEOs



6 大和 DENTONS

More ESG pronouncements

[Business Roundtable Restatement of Corporate Purpose](#)

Business Roundtable Redefines the Purpose of a Corporation to Promote 'An Economy That Serves All Americans'

AUG 19, 2019

Updated Statement Moves Away from Shareholder Primacy, Includes Commitment to All Stakeholders

Statement on the Purpose of a Corporation

Americans deserve an economy that allows each person to succeed through hard work and creativity and to lead a life of meaning and dignity. We believe the free-market system is the best means of generating good jobs, a strong and sustainable economy, innovation, a healthy environment and economic opportunity for all.

Businesses play a vital role in the economy by creating jobs, fostering innovation and providing essential goods and services. Businesses make and sell consumer products; manufacture equipment and vehicles; support the national defense; grow and produce food; provide health care; generate and deliver energy; and offer financial, communications and other services that underpin economic growth.

While each of our individual companies serves its own corporate purpose, we share a fundamental commitment to all of our stakeholders. We commit to:

Delivering value to our customers. We will further the tradition of American companies leading the way in meeting or exceeding customer expectations.

Investing in our employees. This starts with compensating them fairly and providing important benefits. It also includes supporting them through training and education that help develop new skills for a rapidly changing world. We foster diversity and inclusion, dignity and respect.

Dealing fairly and ethically with our suppliers. We are dedicated to serving as good partners to the other companies, large and small, that help us meet our missions.

Supporting the communities in which we work. We respect the people in our communities and protect the environment by embracing sustainable practices across our businesses.

Generating long-term value for shareholders, who provide the capital that allows companies to invest, grow and innovate. We are committed to transparency and effective engagement with shareholders.

Each of our stakeholders is essential. We commit to deliver value to all of them, for the future success of our companies, our communities and our country.

7 

The “G”overnance Perspective

8 

How do you think about ESG from a governance perspective?

ESG Governance risks and opportunities


- **Corporate commitments:** purpose and guidelines, statement of ethics and conduct and committee charters.
- Board decision making including CEO selection, executive compensation and Board composition.
- California Board diversity laws.
 - On September 30, 2020, Governor Gavin Newsom signed into law Senate Bill (SB) 979, a measure that will require publicly held corporations in California to achieve diversity on their Boards of Directors by January 2023.
 - Similar to its 2018 predecessor (SB 826), which focused on increasing female representation on Boards of Directors, SB 979 requires each covered corporation to have at least one director from an underrepresented community on its Board by the end of 2021. By the close of 2022, a covered corporation with between five and eight directors must have at least two directors from underrepresented communities, and a covered corporation with nine or more directors must have at least three directors from underrepresented communities. Under the new law, the California Secretary of State may impose a \$100,000 fine "[f]or failure to timely file Board member information" for the first violation and \$300,000 for each subsequent violation. Approximately 35 percent of California company Boards consist of all-white members.
- Growing shareholder focus on Board diversity and recruiting directors with ESG experience.
- Board approvals of corporate transactions and capital allocation.



How do you address the need for board oversight of ESG?

Board oversight of ESG compliance

- Recent Delaware cases including
 - *In re Caremark Int'l Inc. Derivative Litig.*, 698 A.2d 959 (Del. Ch. 1996): a breach of fiduciary duty may be shown if: "the directors knew or should have known that violations of law were occurring and, in either event the directors took no steps in a good faith effort to prevent or remedy that situation, and that such failure proximately resulted in the losses complained of."
 - *Marchand v. Barnhill*, 2019 WL 2509617 (Del. June 18, 2019): Board failed to implement a system of controls, resulting in deaths from tainted ice cream
 - *In re Clovis Oncology*, 2019 WL 4850188 (Del. Ch. Oct. 1, 2019): Board failed to monitor the controls and respond to "red flags" regarding disclosure of trials for oncology drug
 - *Hughes v. Hu*, 2020 WL 1987029 (Del. Ch., Apr. 27, 2020): Board failed to exercise financial oversight
- Understanding the boards role in ESG oversight
- Full board or committee responsibility for ESG



How do you address external expectations and communications?

Board oversight of ESG disclosures

- SEC requirements for public companies
- Proxy advisory firm guidelines
- Expectations of employees, consumers, suppliers and communities
- Reporting trends



11 大成 DENTONS

“Beware of what you say.....”

“Facebook Beats Derivative Suit Over Board Diversity, For Now” - Law360

In [Oceguera v. Zuckerberg](#), No. 20-CV-04444, 2021 WL 1056611 (N.D. Cal. Mar. 19, 2021)

The [United States District Court for the Northern District of California](#) became the first court to rule on a motion to dismiss claims alleging deficiencies in a company’s compliance with policies intended to promote diversity.

Managing reputation risk

12 大成 DENTONS

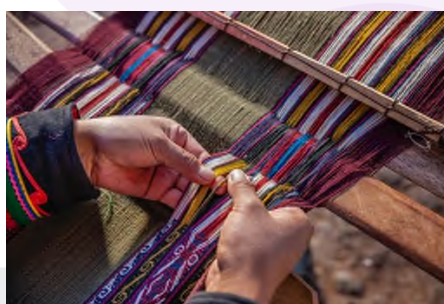
Board oversight of high risk areas domestic and worldwide

Supply chain

Anti-bribery

Anti-human
trafficking

Foreign
sanctions and
the *Global
Magnitsky Act*



13 大成 DENTONS

Bribery, human rights abuses and human trafficking

Three key laws

1. **US Foreign Corrupt Practices Act of 1977**, as amended, 15 U.S.C. § 78dd-1, *et seq.*
 - Unlawful for US persons or entities to make payments to foreign government officials to assist in obtaining or retaining business.
2. **Global Magnitsky Human Rights Accountability Act**, Pub. L. 114-328, Title XII, Subtitle F, 130 Stat. 2533 § 1261 (2017); 22 U.S.C. § 1261 note
 - Authorizes the President to impose economic sanctions and deny entry into the US to any foreign person engaging in human rights abuse or corruption.
 - Expanded by Executive Order 13811 of September 29, 2017, 82 Fed. Reg. 46,363 (Oct. 4, 2017).
3. **California Transparency in Supply Chains Act**, 2010 Cal. Stat. 93 (SB 657); Cal. Civ. Code § 1714.43
 - Requires every retail seller and manufacturer doing business in the State of California and having annual gross receipts exceeding \$100M to disclose efforts to eradicate slavery and human trafficking from its direct supply chain for tangible goods offered for sale.

14 大成 DENTONS

Bribery and corruption

- Both US FCPA and GloMag cover bribery and corruption.
- FCPA punishes US persons and entities bribing foreign government officials with civil and criminal penalties.
- GloMag targets foreign corrupt persons and entities with sanctions.



15 大成DENTONS

FCPA

Foreign Corrupt Practices Act, 15 U.S.C. § § 78dd-1, *et seq.*

1. **Who?** US persons or entities (briber) but not foreign government official (bribee) and foreign individuals or entities who pay bribes while in the US or using US mail or interstate commerce.
 - US persons or entities includes US citizens, domestic concerns and publicly-traded companies regulated by the Security and Exchange Commission.
 - Foreign government official is broadly defined to include not only government employees and officials but also foreign political parties, candidates for public office and officials of state-owned or controlled entities.
2. **What is a bribe?** A bribe is defined as "anything of value" including an offer, payment, promise or authorization to pay money, goods or services.
3. **Which US agencies enforce?** The US Department of Justice investigates persons and entities. The SEC investigates publicly-traded companies to determine if their books and records are accurate and fair and if they have suitable internal accounting controls.
4. **What are the penalties for violations of the FCPA?** The Department of Justice can impose both civil penalties and criminal penalties, including jail. The SEC can impose civil penalties. The civil penalties can include large fines, disgorgement of profits obtained as a result of the violations, ongoing oversight and monitoring and debarment from US Government contracts.

16 大成DENTONS

Global Magnitsky Act (GloMag)

Background and history

- Originally, the Sergei Magnitsky Rule of Law Accountability Act of 2012, (Magnitsky Act), Pub. L. 112-208, Title IV, 126 Stat. 1502 (Dec. 14, 2012); 22 U.S.C. § 5811 note, targeting Russians involved in detention, abuse or death of Sergei Magnitsky or gross human rights violations against persons in Russia.
- Globalized in 2016 to include foreign human rights abusers and corrupt foreign government officials.
- Expanded further by Executive Order 13818 of December 20, 2017, 82 Fed. Reg. 60,839 (Dec. 26, 2017).

What are the sanctions?

- GloMag allows the President to deny entry and revoke visas of sanctioned individuals, block assets held in the US by individuals and entities and prohibit US persons from entering into transactions with sanctioned individuals.

Who can be sanctioned?

- 1) A foreign entity or person who is responsible for extrajudicial killings, torture, gross violations of internationally recognized human rights against those working to expose the illegal activities of government officials or to defend or promote human rights and freedoms, including the right to a fair trial and democratic elections;
- 2) A foreign government official responsible for acts of significant corruption or a senior associate or facilitator of such an official including using government resources for personal gain, corruption in government contracts or natural resource extraction, bribery of offshore sheltering of ill-gotten gains.

17 

Global Magnitsky Act (GloMag)

In the United States

- EO 13818, signed by President Trump on December 20, 2017 is designed to build upon and implement GloMag.
- This order expanded the scope of GloMag:
 - 1) by changing the standard from gross violations of human rights to serious violations;
 - 2) by changing the range of actors who could be subject to sanctions from those responsible for violations to those complicit in directly and indirectly;
 - 3) by including foreign leaders and officials of entities, not just foreign government officials, as potential targets of sanctions.
- To date, well over 200 individuals and entities have been sanctioned under GloMag, some well-known such as Chinese government officials responsible for human rights abuses against the Uighurs, and others less visible.

18 

California Transparency in Supply Chain Act

- In addition to federal laws on human rights and corruption, some states have additional requirements.
- Noteworthy in California is the Transparency in Supply Chain Act (Act), 2010 Cal. Stat. 93 (SB 657); Cal. Civ. Code § 1714.43.

What is the purpose of the Act?

- To provide consumers with information about each company's efforts to prevent and eliminate human trafficking and slavery in its product supply chains in the US and overseas.

Who is subject to the law?

- Any large retailer or manufacturer doing business in California with annual gross receipts of \$100M or more.

What is required?

- a) Each company subject to the law must disclose on its website the efforts it is taking regarding human trafficking and slavery. These disclosures must be conspicuous, easily understood and located and be specific.
 - The Act does NOT mandate that businesses implement measures to combat trafficking and slavery, just to disclose what, if anything, they are doing.
- b) These disclosures must include cover five topic areas:
 - i. **Verification** that product supply chains are evaluated on a regular basis.
 - ii. **Audit of suppliers** to determine if the supplies comply with the company standards.
 - iii. **Certification.** Does the company require direct suppliers of materials provided to the company comply with the laws of their own countries regarding human trafficking and slavery?
 - iv. **Internal accountability.** Does the company have internal procedures to determining whether employees or contractors are complying with the company standards?
 - v. **Training.** Does the company provide specific training on compliance in its supply chain with human trafficking and slavery?

19 

California Transparency in Supply Chain Act (continued)

Even Companies Taking No Actions Must Comply

- The Act applies even to companies that take no actions related to the five disclosure categories.

Enforcement

- The California Attorney General has exclusive authority to enforce the Transparency in Supply Chains Act.
- Exclusive remedy - civil action for injunctive relief.

California Revenue & Taxation Code section 19547.5

- The Franchise Tax Board shall make available to the Attorney General a list of retail sellers and manufacturers required to disclose efforts to eradicate slavery and human trafficking.
- List based on tax returns.
- List submitted annually to the Attorney General by each November 30, based on original tax returns received by the Franchise Tax Board on or before prior December 31.

20 

What can companies do to comply with these laws?

1. Due diligence on potential business partners and providers in the supply chain.

- a. Many companies already have template due diligence questions for the FCPA. These templates can be expanded to include additional questions for GloMag and the California Transparency Act.
- b. Important to review all major vendors.
- c. May require support from investigation companies and law firm offices on location.

2. Internal compliance

- a. Publicize to all directors, officers, management and employees the company's commitment to the standards set by these laws both on the website, in internal manuals and training materials.
- b. Require all directors, officers, management and employees to sign a prepared document obligating them to comply when they join the company and at least annually to review and re-sign.
- c. Develop in-house training programs for all offices and plants to be held in-person or remotely so that all management and employees have a chance to ask questions.

The “S”ocial Component

ESG as a workforce strategy

- The *social* element looks to how the company treats and values people.
 - What are the company's employment policies?
 - Do its suppliers share the same employment values?
- Studies show that employee satisfaction and attractiveness to talent have a significant effect on employers' ESG scores.
- Millennials/Gen Z, who will soon make up most of the global workforce, place a high value on social issues and will expect their employers to do the same.
- Satisfied employees stay engaged - they work harder, stay longer, and produce better results for the employer.



23 DENTONS

Diversity, inclusion and equity (DEI) initiatives and its impact on ESG

- Companies find themselves at crossroads when faced with highly visible social movements - they are pressured to state their support of these movements and identify steps they are taking to demonstrate their commitment to them.
- In addition to investors, business partners and consumers, employees are paying more attention and demanding transparency into organizations' diversity programs.
- DEI initiatives can help the company achieve better results, by enhancing business growth and brand reputation.
- Steps to take:
 - Adopt DEI policies.
 - Identify a leader or create a team responsible for the implementation.
 - Review/rely on data.



24 DENTONS

Evolving ESG - supporting the workforce

- Remote work will persist for the foreseeable future so companies will need to determine how to keep their employees engaged virtually.
- Companies need to implement effective work-from-home programs and policies in order to keep employees satisfied and productive while working remotely.
- Creation or development of an infrastructure will help in decreasing remote work stress.



25 DENTONS

ESG health and safety issues

- Since the start of the COVID-19 pandemic, companies have been evaluated on how they have responded with respect to employee health and work environments.
- A company's behavior on how it has been treating its employees during the pandemic has had significant impact on the company's reputation and brand awareness.
- Going above and beyond already established policies can go a long way towards achieving employee satisfaction.
- Employers need creative solutions to protect their remote and limited workforces while continuing to meet demand.
- This can lead to not only a reduction in health and safety risks but also increased employee satisfaction and enhancement of the company's reputation and brand awareness.



26 DENTONS

The “E”nvironmental Component

27 大成DENTONS

Environmental issues in ESG

Benefits

- Positive environmental impacts
- Savings and investment
- Compliance



Areas of interest

- Climate change
- Carbon emissions
- Air and water pollution
- Deforestation
- Biodiversity
- Water management
- Water scarcity
- Waste
- Land use

28 大成DENTONS

Environmental issues audit - sample issues

Carbon

- Carbon footprint
- Product carbon content
- Offset
- Major projects or capital expenditures - impacts

Other emissions

- Measurement
- Approach to reductions

Chemicals

- Use
- Manufacture
- Import
- Packaging/repackaging
- Transportation
- Chemical safety record



29

大成DENTONS

Environmental issues audit - sample issues (continued)

Resource efficiency

- Waste minimization
- Waste impact of products / services

Water use, risk and conservation

- Water resource dependency
- Water resource security

Biodiversity

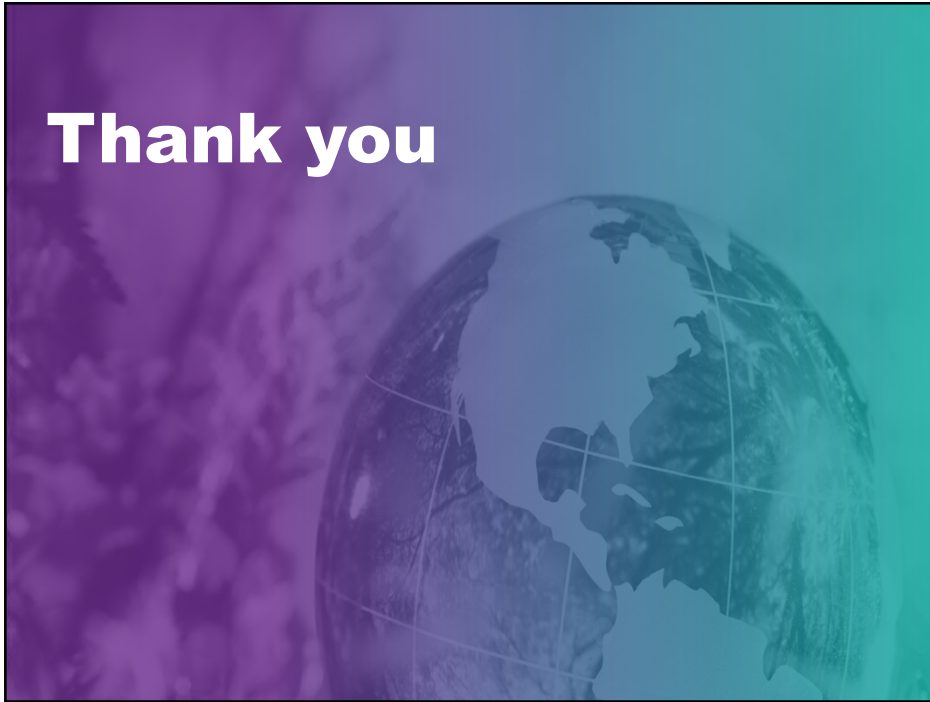
- Impact on protected habitats or species
- Raw materials
- Production of components
- Supply chain



30

大成DENTONS

Thank you





Robert S. Schuda

Partner, Los Angeles

D +1 213 243 6136

robert.schuda@dentons.com

Bob is a partner in the Dentons US Environmental & Natural Resources Department and has focused on Environmental, Societal and Corporate Governance for more than 25 years. Bob enhances client performance as stewards of nature and the environment by providing legal advice in the areas of compliance with clean air, soil, and water laws; hazardous waste generation, minimization and cleanup; environmental planning; due diligence in real estate transactions; manufacturing and registering pesticides; growing clean and healthy food crops; and providing warnings related to ingredients in consumer products. His representation extends to the courtroom and to matters before regulators.

Bob also provides compliance and enforcement advice in the area of California's Transparency in Supply Chains Act, which requires disclosure of certain actions taken to combat slavery and human trafficking in the supply chain. Bob is particularly skilled at identifying efficiencies and in developing favorable outcomes in complex matters.

Experience

- Advised and assisted international biopharmaceutical company in drafting website disclosures in compliance with the California Transparency in Supply Chains Act and the UK Modern Slavery Act of 2015. Reviewed policies and procedures regarding supplier certification of compliance with human rights and anti-slavery laws, auditing supply chains for compliance, investigation procedures, and training under the Act.
- Representing a California agricultural commission, a national federation and more-than 15,000 growers in complex Proposition 65 litigation, establishing that Proposition 65 warnings are not required for the California- and US-grown commodities at issue.
- Advised on cross-border liability and US liability under climate-change law related to procurement of undersea oil field.
- Responding to the COVID-19 pandemic, Bob is advising dozens of manufacturers from around the world in registering their disinfectant and pesticide products for sale in the United States. One particular client now provides industrial-grade disinfectants to emergency medical personnel, hospitals, police departments, firefighters and schools.
- Representing many of the world's largest producers of crop protection chemicals on numerous matters.

- Represented a large multi-state grocery chain in civil proceedings alleging the sale of unregistered pesticide products. Negotiated resolution under US EPA enforcement policy. Developed supplemental environmental project, a 30-minute training video, a website, and a brochure mailed to more than 1200 retailers on FIFRA compliance.
- Representing a manufacturer in regulatory proceedings and in the California courts to oppose the designation of certain products, widely and safely used around the world, as known to the state to cause cancer or reproductive toxicity under Proposition 65.
- Representing a city in litigating alleged groundwater contamination from a city-owned sewer. Managing a team of experts and investigating local operations and land use patterns going back to the 1940's, Bob demonstrated to the court that third parties and the plaintiff property manager bore primary responsibility for the contamination.
- Challenging an agency's approach in using an inappropriate scientific model to determine the health effects of certain pesticides.
- Prosecuting a complex groundwater damages action, and obtaining a groundbreaking ruling on coverage of such damage under EPA federal consent decrees.
- Representing a major aerospace company during a RCRA and California DTSC-led clean-up of a former aircraft and rocket engine test facility.
- Exonerating a port terminal in a diesel emissions lawsuit and a related California attorney general investigation alleging violations of occupational and environmental exposure warning requirements; obtaining a first-of-its-kind judicial opinion on proper notice of alleged Proposition 65 environmental exposure warning violations.
- Advising and representing a California agricultural commission and related national federation and their members in a Proposition 65 action. Bob successfully coordinated all actions in a complex litigation proceeding to resolve all common issues in one forum.
- Advising a small home-owners association of their rights regarding nearby environmental cleanups.
- Representing a manufacturer in regulatory proceedings before a state agency and in the California courts to oppose the designation of certain products, which are widely and safely used in the United States and around the world, as known to the state to cause cancer or reproductive toxicity under Proposition 65.
- Representing a local municipality as the sole defendant in a complicated CERCLA case involving alleged groundwater contamination from a city-owned sewer. Managing a team of consultants, environmental forensics experts and sewer integrity and "due care" experts, and investigating local operations and land use patterns going back to the 1940's, Bob demonstrated to the court that third parties (including the plaintiff property manager) bore primary responsibility for the contamination.
- Advising a third-party logistics provider in navigating recent changes in the federal and California pharmacy laws to allow permitted shipments of important animal pharmaceuticals to proceed into California unimpeded.

- Challenging an agency's incorrect approach in their use of an inappropriate scientific model to determine the health effects of certain pesticides.
- Prosecuting a complex groundwater damages action in the San Gabriel Valley, obtaining a groundbreaking federal court ruling regarding coverage of such damage under EPA federal consent decrees.
- Defending a major aerospace company in cleaning up a former nuclear and rocket testing facility.
- Settling an allocation of costs to clean up a contaminated site among 14 potentially responsible parties.
- Defending a port terminal in a diesel emissions lawsuit and a related California attorney general investigation that alleged violations of occupational and environmental exposure warning requirements.
- Obtaining and defending on appeal through the California Supreme Court a first-of-its-kind judicial opinion providing guidance on proper notice of alleged Proposition 65 environmental exposure warning violations.
- Resolving an EPA enforcement action against a major pesticide retailer by developing a groundbreaking, web-based and industry-wide training program.

Community Involvement and Pro Bono

- The Ronald Reagan Presidential Foundation
- The Boy Scouts of America

Memberships

- Editorial Board Member, Environmental Forensics Journal
- American Association of Port Authorities - Law Review, Facilities Engineering, and Harbors, Navigation & Environment Committees
- Southern California Harbor Association of Industry and Commerce
- Los Angeles County Economic Development Corporation Green Task Force

Education

Northwestern School of Law of Lewis & Clark College, 1996, Certificate in Environmental and Natural Resources Law

University of Miami School of Law, 1992, JD, *summa cum laude*

United State Coast Guard Academy, 1985, BS

Admissions and Qualifications

California

US Court of Appeals for the Ninth Circuit

US District Court for the Central District of California



Gail A. Lione

Senior Counsel, Washington DC

D +1 202 496 7287

gail.lione@dentons.com

Gail A. Lione is a senior counsel at Dentons. For more than 23 years, Gail served as General Counsel of three companies in three different industries: global marketing/manufacturing; publishing, printing and digital imaging; and insurance, banking and financial services. Most recently, she was the Executive Vice President, General Counsel, Secretary and Chief Compliance Officer of Harley-Davidson, Inc. She also served as President of The Harley-Davidson Foundation until she retired from the company. For the seven years prior to joining Harley-Davidson, Gail was General Counsel and Secretary of US News & World Report and its affiliates, The Atlantic Monthly Company, Applied Graphics Technologies, Inc. and Applied Printing Technologies. Her first General Counsel position was with Sun Life Group of America in Atlanta, where she managed the legal affairs and all regulatory activities of five insurance companies licensed in 50 states.

Gail is a sought-after board member for corporations as well. She currently serves on two corporate boards including Badger Meter, Inc. (NYSE: BMI) where she is a member of the Corporate Governance and Compensation Committees and formerly was the lead director; and Sargento Foods, Inc., where she is a member of the Compensation Committee. Until the end of 2017, Gail was a director of The F. Dohmen Co. where she was a member of the Audit Committee.

At Dentons, Gail works with lawyers and professionals across practices and industry sectors to advise the executive leadership and Boards of public and private companies about governance, risk management opportunities and intellectual property strategy. She is currently an adjunct professor at Georgetown University, where she teaches intellectual property law, drawing on her experience in the strategic management and protection of intellectual property portfolios. In January 2015, she was elected as a member of the American Law Institute. She also serves as a Senior Fellow of the ESG Center of The Conference Board.

Honors and Awards

- *DirectWomen 2017*: Sandra Day O'Connor Board Excellence Award
- Milwaukee United Way, Linda T. Mellowes, Woman Leader of the Year Award, 2019
- ABA 2014: "Mayre Rasmussen Award for the Advancement of Women in International

Law."

- *Milwaukee TEMPO* 2013: Mentor Award.
- *Milwaukee Biz Times* 2012: "Woman Executive of the Year."
- *University of Rochester* 2011: "Distinguished Alumnus Award."
- *Atlanta Business Chronicle*, Top 20 Women in Atlanta.
- *Milwaukee Magazine*, Top 10 Women in Milwaukee.
- *Atlanta Magazine*, Top 40 Under 40.

Activities and Affiliations

- Chair, Women United Global Leadership Council for United Way Worldwide, 2017 - 2019
- Member, American Bar Association Standing Committee on the Federal Judiciary
- Life Fellow, American Bar Foundation
- Member, American Law Institute
- Member, Board of Trustees, University of Rochester
- Board member, Dog Tag Inc.
- Board member, International Senior Lawyers Project
- Board member, Milwaukee Art Museum
- Board member, Milwaukee Ballet until 2019
- Emeritus member, Milwaukee Women Inc.
- Member, Women Corporate Directors, Washington, D.C. Chapter

Presentations

- Featured speaker, "*The Evolving Role of the Private Company Board*," The Private Company Governance Summit 2017, May 2017, Chicago, Illinois
- Panelist, "*Emerging Trends In Corporate Governance*," Lubar School of Business at the University of Wisconsin Milwaukee Symposium Series on Corporate Governance, May 2017, Milwaukee, Wisconsin
- Moderator, "*The Power of Elevating the Voices of Women in Our Community*" United Way of Greater Milwaukee & Waukesha County, November 7, 2018, Milwaukee, Wisconsin
- Panelist, "*The National Conversation on Board Diversity*" , 2020 Women on Boards,

November 15, 2018, Tampa, Florida

- Panelist, "*Operating on the Edge of Compliance: Value Creator or Business Destroyer*", The 8th Annual Institute on Law & Policy, December 4, 2018, Omaha, Nebraska
- Panelist, "2020 Women on Boards" on the National Conversation Day on Board Diversity, November 15, 2018, Tampa Bay, Florida
- Invited Participant, Roundtable on "ESG and Corporate Boards" hosted by the Conference Board, The B Team and Ceres, April 24, 2019, Harvard Club of New York
- Invited Participant, Roundtable on "The Job of the Corporate Director: Perspectives of Investor Relations Executives", June 10, 2019, Chicago, Illinois, hosted by the Conference Board
- Invited Participant, Roundtable on "Cybersecurity Oversight Working Group: Effective Reporting to the Board on Cybersecurity", September 10, 2019, in New York City, hosted by the Conference Board
- Panelist, American Bar Association Business Law Section meeting in Washington, DC, on September 3, 2019, on "How M & A Lawyers can use their access to boards to help increase the number of female directors on Corporate Boards"

Education

University of Pennsylvania Law School, 1974, JD

University of Rochester, 1971, BA, *magna cum laude*, *Phi Beta Kappa*

Admissions and Qualifications

District of Columbia

Georgia

Pennsylvania

Wisconsin



Sarah Syed

Counsel, Los Angeles

D +1 213 243 6127

Orange County

D +1 949 732 3719

sarah.syed@dentons.com

Sarah is a counsel in Dentons' Employment and Labor practice. An experienced employment litigator, represents employers in the restaurant, retail, entertainment and technology industries in all aspects of employment law.

Sarah defends clients in putative class actions, collective actions, and single- and multi-plaintiff lawsuits filed under federal and state employment laws, including the Fair Employment and Housing Act (FEHA), the Family and Medical Leave Act (FMLA), California's Private Attorneys General Act (PAGA), the California Family Rights Act (CFRA) and Fair Labor Standards Act (FLSA), against claims of harassment, discrimination, retaliation, wrongful termination, wage-and-hour violations including meal and rest break violations, off the clock work and misclassification. She also defends employers in cases involving executive disputes.

Sarah represents employers in both state and federal courts, and before binding arbitration panels, as well as in proceedings before the Department of Fair Employment and Housing, the California Division of Labor Enforcement Standards, the Equal Employment Opportunity Commission and other state administrative agencies. Sarah successfully achieves early disposition of cases through motion practice or mediation and settlement negotiations. She has also second-chaired court trials and arbitration proceedings, securing defense verdicts and favorable arbitral awards.

Sarah also serves as an adviser on all aspects of employment law compliance, partnering with clients to establish and maintain effective and enforceable employment policies and practices, drafting employee handbooks and employment agreements, assisting HR teams in managing their employee relationships from hire to termination and providing all other day-to-day counseling. She conducts workplace investigations into alleged wrongdoing and counsels on workplace training. Sarah also advises international clients seeking to do business in the US on relevant employment issues.

Experience

- Achieved full defense jury verdict in favor of employer in an action brought by an executive alleging breach of a commission agreement.
- Achieved full defense arbitration award in favor of employer in an action brought by

employee alleging hostile work environment sexual harassment and emotional distress.

- Reached favorable settlement after first day of binding arbitration for employer in an action brought by an executive alleging breach of a commission agreement, in the lowest amount offered by the employer prior to the start of the arbitration hearing.
- Achieved summary adjudication of all FEHA claims in a multi-plaintiff lawsuit leaving only nominal wage and hour claims that ultimately settled prior to trial.
- Successfully mediated wage and hour class actions/PAGA representative actions prior to expending significant amounts of time and resources on discovery and other litigation.

Education

Boston University School of Law, 2007,

University of California at Los Angeles, 2003, BA,

Admissions and Qualifications

California

Languages

- Arabic
- French
- Urdu

**Randy Bregman****Senior Counsel, Washington DC**

D +1 202 408 9164

randy.bregman@dentons.com

Randy Bregman is a member of Dentons' Federal Regulation and Compliance practice.

Randy has focused his practice on the Eastern Europe and the former Soviet Union region for more than 30 years and has significant experience in corporate, policy and trade matters. He advises Western clients and clients in the region in a diverse range of industries, including banking and finance, oil, steel, pharmaceuticals, telecommunications and consumer goods. He has also supervised litigation and administrative disputes in the former Soviet Union. More recently, he has focused on the impact of the Global Magnitsky Act sanctions on US and foreign business operations.

Randy is active on a range of pro bono matters representing asylum seekers and refugees and advising on human rights issues.

Randy regularly advises corporations and investors on issues related to compliance with anti-bribery laws and practices. He has particular experience with US sanctions issues and is closely involved with recent developments related to the new Russian sanctions regime. He has assisted both US and Russian companies in dealing with these new regulations.

Memberships

- Member, Cosmos Club, Washington, DC
- Qualified, District of Columbia and the US Court of Appeals for the District of Columbia Circuit, 1985
- Member, board of directors, US Russia Business Council, Washington, DC
- Member, board of trustees, Eurasia Foundation, Washington, DC

Education

Georgetown University Law Center, 1985, JD

Yale University, 1969, MA

Columbia University, 1968, BA

Admissions and Qualifications

District of Columbia

US Court of Appeals for the District of Columbia Circuit