



The Vanguard Forum for General Counsels

October 13 – October 14, 2021

Agenda

Underwritten by:



THE VANGUARD FORUM FOR GENERAL COUNSELS

CHAIR: TOM SABATINO, General Counsel and Corporate Secretary, Tenneco

Vice-Chairs: Ken Banta, Founder and Principal, The Vanguard Network

Garrick Isert, President, Executas Group

Wednesday, October 13, 12:30 – 5:00 PM E.T.

12:30 PM **Welcome**

Introductions

1:15 PM **Session 1: Role of the GC in ESG**

Session leaders:

Noni Ellison (Tractor Supply)

Mary Ann Hynes (Dentons)

Session director: *Garrick Isert (Executas Group)*

In many organizations, the GC will be a central leader on ESG. But what will that role look like? What new capabilities and competencies will the GC need, in themselves and in their team?

As ESG becomes a vital and highly scrutinized measure of corporate performance, who should own the ESG agenda? Should the GC have ownership of certain ESG responsibilities, or should they be more a quarterback and switchboard?

2:15 PM **Session 2: Ethics and ESG: Promises Made, Promises Kept? (includes small group breakout sessions)**

Session leaders: Tom Sabatino (Tenneco)

Industry Expert: Zain Raheel (EY Canada)

Session director: Garrick Isert

As ESG jumps to center stage on organizational agendas, management teams come under pressure to make compelling promises on ESG performance metrics to satisfy an array of stakeholders. But how will potentially speculative and ambitious promises made now come due in 10 years or more, when the teams that made them have moved on?

What is the GC's role and obligation in assuring that promises made can be kept? And how should the GC balance their role as a management team player, with their obligations to the Board?

3:00 PM **Session 3: The Biggest Challenges with ESG**

Session leader: David Robinson (The Hartford)

Session director: Ken Banta

What is the biggest challenge GC's face on ESG? This is a tough call. Is it turning DEI from rhetoric into reality? Or creating meaningful KPI's for environmental impact? Or perhaps the tangled web of EC and Board governance?

This session will sharpen our focus on multiple fronts of ESG -- and enhance our capability to look around the ESG corners ahead -- with a focus on stakeholder management.

4:15 PM **Session 4: Influencing the Company ESG Agenda and Priorities**

Session director: Ken Banta

You can do anything, but you cannot do everything. How do you figure out what you and the EC should focus on for ESG, and how do you rationalize the decisions?

Some companies have already set out their prioritization processes -- are they transferable, and are there best practices? What is the GC role with the EC and the board in setting the ESG agenda?

5:00 PM **Closing**

Thursday, October 14, 9:00 AM – 12:00 PM E.T.

9:00 AM **Solve My Problem**

Discuss your challenges with peers and try to find solutions (small groups)

- 9:30 AM **Session 5: Case Study: ESG (includes small group breakout sessions)**
Session leaders: Debevoise & Plimpton
Session director: Ken Banta
For this session we quickly move into small groups, and work on a simulation around an ESG crisis involving a publicly traded company that receives potentially damaging information on one of its products. What would you do?
- 10:45 AM **Spotlight: DEI**
Session Director: Ken Banta
How does DEI relate to the “Social” in ESG? What has changed in the last year?
- 11:00 AM **Session 6: People**
Session director: Garrick Isert
Working with your team -- how are they doing and how do they need to improve?

Does ESG mean new ways of working with your teams? And what’s the right balance of office and remote working? Are the changes generational or something else?
- 11:45 AM **Wrap up and Closing**