

National Institute on Internal Corporate Investigations and In-House Counsel

**May
6-8, 2009**

The Ritz-Carlton
Washington, DC



Presented by
**The American Bar Association
Section of Business Law,
Criminal Justice Section,
and the ABA Center for
Continuing Legal Education**

National Institute on Corporate Investigations and In-House Counsel

May 6-8, 2009 | The Ritz-Carlton | Washington, DC

For more information about this National Institute, the ABA, the ABA Criminal Justice Section, Section of Business Law and/or ABA-CLE, phone ABA Member Services at 800.285.2221 or visit our Web site at www.abacle.org.

Program Description

Corporate investigations now are a centerpiece of corporate compliance, risk management, government investigations defense and litigation strategy. Evolving government agency standards and guidance concerning voluntary disclosure are only a small part of public and privately-held corporations' needs to assess the conduct of officers, directors, employees and contractors and their impact on corporate liability. Whether the issue involves whistleblowers, audits, financial integrity, immigration, employee activities or international commerce, corporate investigations are a critical tool used by in-house and outside counsel for guiding difficult business and legal decisions.

The National Institute is unparalleled in its dissection of pressing issues that comprise corporate investigations. Preeminent in-house and outside counsel, as well as government lawyers and other experts, including auditors and investigators, will share their valuable insights into the issues to consider and strategies to apply when conducting corporate investigations. This National Institute brings together leading practitioners to address the legal, ethical, strategic, marketing and managerial considerations to guide your advice and decision-making.

The Internal Corporate Investigations National Institute Steering Committee, the Criminal Justice Section White Collar Crime Committee, and the Section of Business Law have collaborated to create an insightful and valuable program for in-house and outside counsel, as well as other professionals involved in corporate investigations. Two pre-conference workshops – a corporate investigations primer and a hot topics seminar for in-house counsel – will offer additional intensive instruction.

National Institute Planning Committee

Co-Chairs

Michael E. Clark, Partner, *Hamel Bowers & Clark, L.L.P.*, Houston, TX
David U. Gourevitch, Law Office of David U. Gourevitch, P.C., New York, NY
Nicholas C. Harbist, Partner, *Blank Rome LLP*, Cherry Hill, NJ

Committee Members

Janet I. Levine, Partner, *Crowell & Moring LLP*, Los Angeles, CA
Michael C. Miller, Partner, *Steptoe & Johnson*, New York, NY
Morris Sandy Weinberg, Jr., *Zuckerman Spaeder LLP*, Tampa, FL

Program Agenda

Pre-Institute Workshops ■ Wednesday ■ May 6, 2009

11:30 a.m. Registration

1:45 p.m. Co-Chairs' Opening Remarks

2:00 p.m. Nuts and Bolts of Corporate Investigations

Robert Litt, Moderator, Partner, *Arnold & Porter*, Washington, DC
Joel Androphy, Partner, *Berg & Androphy*, Houston, TX
Ernest Badway, Partner, *Fox Rothschild*, New York, NY
Marvin Pickholz, Partner, *Duane Morris*, New York, NY
Jonathan Sack, Partner, *Morville Abramowitz*, New York, NY

What Allegations Should Trigger an Investigation

Structuring the Investigation

- Who Should Conduct the Investigation
- To Whom Should They Report
- Defining the Issue
- Identifying and Preserving Documents

Conducting the Investigation

- Interviewing Officers and Employees
- Electronic Information Gathering

Finalizing the Investigation

- Recording the Results: From Draft to Final
- Communicating with the Government
- Remediation/Corrective Action

3:15 p.m. Break

3:30 p.m. Hot Topics for In-House Counsel

Suzanne Riedman, Moderator, Senior Vice-President and General Counsel, *Kindred Health Care, Inc.*, Louisville, KY

Jan L. Handziuk, Partner, *Howrey LLP*, Los Angeles, CA

Joseph G. Poluka, Partner, *Blank, Rome LLP*, Philadelphia, PA

Stephen Crimmins, Partner, *Mayer Brown*, Washington, DC

Protecting Corporate Information

- Intellectual Property Issues
- Non-Disclosure Expectations and Agreements During Capital Raising Transactions
- Insider Trading Policies

Changes to Accounting Practices and Principles

- Progression to International Accounting Standards
- Internal Controls and Procedures

Employment Law Issues

- Evolution in Privacy Rights and Counsel's Responsibilities in Enforcement
- Immigration

Expanding Markets and the Challenges of Doing Business Overseas

- Import/Export Regulations and Issues
- Trends in Money Laundering and Protecting Your Company
- Cultural Differences Between the United States and Overseas Offices

4:45 p.m. Adjourn

Day Two ■ Thursday ■ May 7, 2009

8:15 a.m. Continental Breakfast and Registration

8:45 a.m. Co-Chairs' Opening Remarks

9:00 a.m. What the Government Expects from Companies

Michael C. Miller, Moderator, Partner, *Steptoe & Johnson*, New York, NY

Valerie E. Caproni, General Counsel, Office of the General Counsel, *Federal Bureau of Investigation*, Washington, DC

Kevin Edmundson, Associate Regional Director, *Securities and Exchange Commission*, Ft. Worth, TX

Claudius Modesti, Director, *Public Company Accounting Oversight Board*, Washington, DC

Jack W. Selden, Partner, *Bradley Arant Boult Cummings LLP*, Birmingham, AL

From Holder to Filip: The Government's Evolving Expectations of Corporations During Investigations

- Joint Defense Agreements
- Payment of Legal Fees
- Use of Inside v. Outside Counsel
- Paper and Electronic Preservation
- Disclosure of Investigative Results

Trends and Developments in Government Investigations

- Impact of KPMG Decision
- Attorney-Client and Work Product Privileges
- Extra-Jurisdictional Misconduct

Recent Legislative Proposals

Regulatory Changes: New Leadership

Best Practices for Internal Investigations: A Government Perspective

Minimizing Potential Liability When Wrongdoing Is Found

10:15 a.m. **Break**

10:30 a.m. **Defense Counsels' Perspectives on Cooperation**

Anthony A. Joseph, Moderator, Shareholder, *Maynard Cooper & Gale PC*, Birmingham, AL
Barry H. Berke, Partner, *Kramer Levin*, New York, NY
Jacob S. Frankel, *Shulman, Rogers, Gandal, Pordy & Ecker, P.A.*, Rockville, MD
Carol A. Poindexter, Partner, *Shook Hardy & Bacon*, Kansas City, MO
Eric W. Sitarchuk, Partner, *Morgan, Lewis & Bockius LLP*, Philadelphia, PA

How Much Credit Do Companies Really Get for Cooperating

The Filip Memorandum: Does It Go Far Enough; How Does It Really Work In Practice

- Navigating the Fine Line Between Disclosing Facts and Privileged Information
- The Pros and Cons of Voluntary Disclosure
- Which Problems Can Be Resolved In-House and Which Should Be Disclosed

Different Approaches Among Agencies and Offices to Cooperation: Should Your Approach Differ Depending on Who Is Conducting the Investigation

Cooperating with and Responding to Investigations by Multiple Agencies

11:30 a.m. **Avoiding the Landmines: Legal, Ethical and Privacy Standards in Internal Investigations**

ETHICS

Michael E. Clark, Moderator, Member, *Hamel Bowers & Clark LLP*, Houston, TX
Thomas J. Curran, Partner, *Ganfer & Shore, LLP*, New York, NY
Charles Lee Hamel, Partner, *Hamel Bowers & Clark LLP*, Houston, TX
Steven P. Solow, Partner, *Hunton & Williams*, Washington, DC

The Government's Focus on Attorneys: *Computer Associates, Tyco, In re Altman*

Sorting Out Conflicts of Interest

Safeguarding Against Claims of Whistleblower Retaliation & Wrongful Termination

Mistakes in Investigations: Avoiding Questions About How the Investigation Was Conducted

Privacy Issues: Workplace Searches, Surveillance and Monitoring

12:30 p.m. **Luncheon with Keynote Speaker**

To be announced.

2:00 p.m. **To Preserve and Protect: D&O Insurance, Indemnification and Advancement**

Kevin LaCroix, Moderator, Partner, *OakBridge Insurance Services*, Beachwood, OH
Jack Cinquegrana, *Choate Hall*, Boston, MA
Matthew J. Herrington, Partner, *Steptoe & Johnson LLP*, Washington, DC
Linda Imes, Partner, *Spears & Imes LLP*, New York, NY
Michael Sharkey, *Dickstein Shapiro LLP*, Washington, DC

Current Issues in D&O Coverage: How Is Coverage Changing?

- Analysis of Key Clauses
- When Does Coverage Kick In: What Is a Claim?
- Who Is Insured?
- Advancement of Defense Costs
- Cooperating with the Carrier

Litigating Coverage Claims

Voluntary v. Permissive Indemnification of Officers and Employees

- Evaluating the Policy
- How Much Coverage Is Enough?
- Negotiating the Policy
- Exclusions to Watch Out For

3:00 p.m. Protecting the Attorney-Client Privilege

ETHICS

David U. Gourevitch, **Moderator**, *Law Office of David U. Gourevitch, P.C.*, New York, NY
David Douglass, Partner, *Shook Hardy & Bacon*, Washington, DC
Howard R. Elisofon, Partner, *Herrick Feinstein LLP*, New York, NY
Aitan D. Goelman, Partner, *Zuckerman Spaeder LLP*, Washington, DC
David Z. Seide, Partner, *Curtis, Mallet-Prevost, Colt & Mosle LLP*, Washington, DC

**Impact of the Filip Memorandum on Privilege Waivers
How Does the Waiver Influence the Conduct of the Investigation**

- Interviewing Employees: What Warnings Are Necessary
- Sharing Internal Investigations With the Auditors
- Practical Guidance on Steps to Minimize the Risk of Waiver

**Best Practices For Preserving the Privilege
Selective Waiver: Reconciling the Decisions**

**Anticipating Voluntary Disclosure
Privileges in Cross-Border Investigations**

4:00 p.m. Minimizing Disruptions to Business During an Investigation

Garry G. Grinder, **Moderator**, Partner, *King & Spalding*, Washington, DC
Valli F. Baldassano, Executive Vice President and Chief Compliance Officer, *Cephalon*, Frazer, PA
Robert M. Stephenson, Partner, *Locke Lord Bissell & Liddell*, Chicago, IL
Abbe R. Tiger, Director, Assistant General Counsel, *Merrill Lynch*, New York, NY

Best Practices for Minimizing the Disruption to Day-to-Day Business

**Disciplining Employees While Avoiding Retaliatory Actions
Deciding When Company Counsel Can Represent the Employee
When, How and By Whom Should the Investigation Be Conducted
How to Ensure a Cost-Effective Investigation
Coordinating Between the Business Units, Outside Counsel and Auditors**

5:00 p.m. Adjourn

**5:00 p.m. Reception
Sponsored by Huron Consulting**

Day Three ■ Friday ■ May 8, 2009

8:15 a.m. Continental Breakfast

8:45 a.m. Co-Chairs' Recap and Introduction of Keynote Speaker

9:00 a.m. Preventive Conduct: Installing an Effective Compliance Program to Avoid Government Investigations

Michael R. Clarke, **Moderator**, Vice-President, Compliance, *EBI, LLC*, Parsippany, NJ
Michael T. Dougherty, *Acuity LLC*, Pontiac, MI
Gary S. Lincenberg, Principal, *Bird, Marella, Boxer, Wolpert, Nessim, Drooks & Lincenberg PC*, Los Angeles, CA
William W. Taylor, III, Partner, *Zuckerman Spaeder LLP*, Washington, DC

**Designing and Implementing an Effective Compliance Program
Global and Cultural Challenges
Rule-Based v. Value-Based Training
Whistleblowing Hotlines**

10:00 a.m. Audit Committee in the Spotlight: Critical Evaluating the Role of the Audit Committee in the Investigative Process and upon a Finding of Wrongdoing

Nicholas C. Harbist, **Moderator**, Partner, *Blank Rome LLP*, Cherry Hill, NJ
Robert J. Cleary, Partner, *Proskauer Rose LLP*, New York, NY
W. Neil Eggleston, Partner, *Debevoise & Plimpton LLP*, Washington, DC
Mark J. Krudys, *Mark J. Krudys, PLC*, Richmond, VA
Daniel J. Kramer, Partner, *Paul, Weiss, Rifkind, Wharton & Garrison LLP*, New York, NY

**When Should the Audit Committee Become Involved
When Will the Audit Committee Need Its Own Counsel**

10:00 a.m. Audit Committee in the Spotlight: Critical Evaluating of the Role of the Audit Committee in the Investigative Process and upon a Finding of Wrongdoing (Continued)

What to Do About Concurrent Civil Actions

Scope of the Audit Committee's Authority

Role and Responsibilities of the Audit Committee Compliance and Governance Measures

11:00 a.m. Break

11:15 a.m. Internal Investigations in the Era of Global Business

James M. Cole, *Moderator*, Partner, *Bryan Cave, LLP*, Washington, DC

Kirby D. Behre, Partner, *Paul Hastings*, Washington, DC

Warren Feldman, Partner, *Skadden Arps*, New York, NY

Adrian D. Mebane, Counsel, *Crowell & Moring*, Washington, DC

Thomas H. Suddath, Jr., Partner, *ReedSmith*, Philadelphia, PA

Challenges in Conducting the Cross-Border Internal Investigations

How to Approach Different Rules, Regulations and Government Policies

- Clash of Culture Offenses: Conduct That Is Illegal In the U.S. But Not Elsewhere
- Different Approaches to Corporate and Individual Liability
- Explaining U.S. Laws to Foreign Clients

Dealing with Differing Privilege and Ethical Standards

Push-back from Foreign Governments

Recent Developments in International Investigations

- Recent FCPA Cases
- Supply-Chain Problems
- OFAC Cases
- Tax-Based Violations

12:15 p.m. Luncheon with Keynote Speaker

Eric H. Holder, Jr., Attorney General, *U.S. Department of Justice*, Washington, DC

1:30 p.m. Representing the Individual (Breakout Session A)

Janet I. Levine, *Moderator*, Partner, *Crowell & Moring LLP*, Los Angeles, CA

Barry Coburn, *Coburn & Coffman PLLC*, Washington, DC

Douglas Fuchs, *Gibson Dunn & Crutcher LLP*, Los Angeles, CA

David Rosenfield, Of Counsel, *Herrick Feinstein*, New York, NY

Charles A. Ross, Principal, *Charles A. Ross & Associates*, New York, NY

Conflicts of Interests: When Is Separate Counsel Necessary

Disclosures by Company Counsel to Employees in Interviews

Obligations to Employees Who Incriminate Themselves

Minefields in Cooperating with Internal Investigations

- Company Cooperation Policies
- Internal Investigations as Government Agents: Computer Associates & Tyco
- Deferred Compensation, Options & Other Employment Issues

Advancement, Indemnification and Coverage

When the Employee Is the Target

1:30 p.m. Whistleblowers and Subtle Retribution – Is the Concept of Whistleblower Protection Illusory? (Breakout Session B)

Thomas A. Hanusik, *Moderator*, Partner, *Crowell & Moring, LLP*, Washington, DC

John T. Boese, Partner, *Fried, Frank, Harris, Shriver & Jacobson LLP*, Washington, DC

Philip H. Hilder, *Hilder & Associates, P.C.*, Houston, TX

Marc S. Raspanti, Partner, *Pietragallo Gordon Alfano Bosick & Raspanti, LLP*, Philadelphia, PA

Peter J. Romatowski, Partner, *Jones Day*, Washington, DC

Best Practices When the Whistleblower Emerges

Avoiding Claims of Retaliatory Action

- SOX
- False Claims Act
- State Laws
- Ethical Issues in Dealing with Employees

2:30 p.m. **Break**

2:45 p.m. **Counseling the General Counsel in Times of Trouble
(Breakout Session A)**

ETHICS

Paul E. Coggins, **Moderator**, Principal, *Fish & Richardson P.C.*, Dallas, TX
R. Alexander Acosta, United States Attorney, *Southern District of Florida*, Miami, FL
Nanci Clarence, Partner, *Clarence & Dyer*, San Francisco, CA
Dan L. Cogdell, *Cogdell Law Firm*, Houston, TX
William B. Mateja, Principal, *Fish & Richardson P.C.*, Dallas, TX

**Counseling the General Counsel: When Should In-House Counsel Seek Counsel
Who Should Counsel the General Counsel
Counseling Duties When the In-House Counsel Is Under Scrutiny**

2:45 p.m. **Supporting the Investigation: Perspectives of the Experts Who
Support Inside and Outside Counsel in Corporate Investigations
(Breakout Session B)**

J. Bradley Bennett, **Moderator**, Partner, *Baker Botts*, Washington, DC
Gary Arrick, Managing Director, *Huron Consulting Group*, New York, NY
William Nugent, Senior Managing Director, *Kroll*, Philadelphia, PA

**Outside v. In-House Experts: The Balance Between Cost and Independence
Selecting and Retaining the Expert**

- Kovel Letters
- Choosing the Right Expert
- To Whom Does the Expert Report

**Benefits of Computer Forensics and Database Management Experts
Ten Ways For The Experts To Add Value**

Common Complaints by In-House Staff and How To Avoid Them

3:45 p.m. **Remediation, Special Monitors and Settling with the Government**

Mark L. Mukasey, **Moderator**, Partner, *Bracewell & Giuliani LLP*, New York, NY
Judd Aaron, Partner, *Conrad O'Brien Gellman & Rohn, PC*, Philadelphia, PA
Michael N. Levy, Partner, *McKee Nelson*, Washington, DC
Katheen McDermott, *Sonnenschein Nath & Rosenthal LLP*, Washington, DC
Lewis Morris, Deputy Inspector General and Chief Counsel, *Office of Inspector General,
Department of Health and Human Services*, Washington, DC

Developing, Negotiating and Monitoring a Corrective Action Plan

Hiring and Establishing an Effective Relationship with a Monitor

- Choice of Monitor: What to Look for and the Government's Role in Selection
- Negotiating the Scope of the Monitor's Work Plan
- Controlling the Monitor's Cost

Preventing Collateral Sanctions and Penalties By Other Agencies

Employee Training and Other Steps to Prevent Repeated Violations

Managing the PR of the Settlement

Lessons from Recent Settlements

5:00 p.m. **Adjourn**

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Steve Weise, Chair, *Proskauer Rose LLP*, Los Angeles, CA

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National Institute on Internal Corporate Investigations and In-House Counsel

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