Denit Trust Challenges in Corporate Governance Series: 
The Role of Corporate Directors in a Corporate Crisis

Hosted by:
Institute for Corporate Responsibility
and
The Center for Law, Economics and Finance

at
The George Washington University
School of Law
716 20th Street, NW
Tasher Great Room, Burns Law Library

Monday, October 21, 2013
5:30 p.m. – 7:00 p.m.
This program is the sixth in a series of *Challenges in Corporate Governance*. Our distinguished panel will address the challenges to Corporate Directors of establishing the “tone at the top” and making sure that the tone permeates the company. The panel will address issues on how the board ensures the appropriate tone at the top as well as the auditor’s role in assessing the integrity of the company’s financial reports. In addition, the panel will address best practices and red flags in getting the correct tone at the top. The panelists and moderator bring a range of corporate director, regulatory, audit, and legal expertise.

**Introductions/Welcoming Remarks from the School of Business**

**John Forrer, Associate Director, ICR**

John Forrer is Associate Research Professor of Strategic Management and Public Policy, School of Business; Associate Director of the GW Institute of Corporate Responsibility (ICR); and, Associate Faculty, Trachtenberg School of Public Policy and Public Administration at The George Washington University. As Associate Director of ICR, he manages the research and activities of the Center in four areas: Business and Peace, Governance, Corporate Social Responsibility, and Environmental Sustainability. He is also responsible for developing partnerships and funding support from sources outside GWSB. His research examines issues at the crossroads of business, globalization, and policy. Research topics include: business and peace; public-private partnerships; integrated governance networks; sustainable global commodities, and; corporate governance.

**Chris Kayes, Interim Dean, Professor of Management, School of Business, Senior Fellow at the Center for Excellence in Public Leadership**

Chris Kayes has consulted with organizations around the world including National Institutes of Health, Fannie Mae, Oracle, Ericsson, Bank of New York Mellon, Pension Benefits Guarantee Corporation, Federal Aviation Administration, The US Department of Defense, US Department of Agriculture, US Judiciary, US Army, and US Navy. He has taught at universities around the world including Singapore Institute of Management, Zagreb School of Economics and Management, Helsinki School of Economics, Stockholm School of Economics in Riga, Latvia, University of Hull, UK, and Holy Spirit University, Beirut. He frequently conducts intensive multi-day seminars to develop leaders and delivers keynote addresses on various leadership topics. He has taught in the Professional Service Firm Degree, Human Resource Development, Senior Executive Service Development, Executive MBA, and the World Executive MBA programs.

**Introductions/Welcoming Remarks from the School of Law**

**Art WilmARTH, Executive Director, C-LEAF**

Dr. WilmARTH is a Professor of Law at The George Washington University Law School in Washington, D.C. He is also Executive Director of the Law School’s Center for Law, Economics & Finance (C-LEAF). He joined the Law School’s faculty in 1986, after 11 years in private law practice. Professor WilmARTH has published more than thirty law review articles and book chapters dealing with banking law and constitutional history, and he is the co-author of a book on corporate law. In 2005, the American College of Consumer Financial Services Lawyers awarded him its prize for the best law review article published in the field of consumer financial services law during 2004. Professor WilmARTH received his B.A. degree from Yale University and his J.D. degree from Harvard University. He has testified on issues concerning banking regulation before committees of the United States Senate, the United States House of Representatives, and the California state legislature. In 2010, he served as a consultant to the Financial Crisis Inquiry Commission, the body established by Congress to report on the causes of the financial crisis that began in 2007. He is a member of the International Advisory Board for the *Journal of Banking Regulation* (Palgrave Macmillan, U.K.).
Gregory Maggs, Interim Dean, Professor of Law, Co-director, National Security and U.S. Foreign Relations Law Program

Dean Gregory Maggs joined the Law School faculty in 1993 and currently serves as interim dean. He served as senior associate dean for academic affairs from 2008-2010 and as interim dean from 2010-2011. He teaches mainly in the areas of commercial law, constitutional law, contracts, and counter-terrorism law, and he has written extensively on these subjects. Following law school, he was a law clerk for Justices Clarence Thomas and Anthony M. Kennedy of the U.S. Supreme Court and for the late Judge Joseph T. Sneed of the U.S. Court of Appeals for the Ninth Circuit. Dean Maggs' other past experience includes service as a special master for the U.S. Supreme Court, as a consultant to Independent Counsel Kenneth Starr in the Whitewater Investigation, and as an assistant to Robert Bork in private practice and research. He is a member of the Advisory Board for the Heritage Foundation's Center for Legal and Judicial Studies and a member of the American Law Institute.

Panel:

Moderator:

The Honorable Cynthia A. Glassman, Senior Research Scholar at ICR

Dr. Glassman served as an SEC Commissioner from 2002 to 2006, including Acting Chairman during the summer of 2005, and served as Under Secretary of Commerce for Economic Affairs from 2006 to 2009. Currently, she is a Director of Discover Financial Services, where she serves on the Audit Committee, and Navigant Consulting, where she serves on the Nominating and Governance Committee and the Compensation Committee. She is a Trustee of the SEC Historical Society and is on the Advisory Board of C-LEAF. She has spent over 35 years in the public and private sectors focusing on financial services regulatory and public policy issues. She has served on the Boards of the Federal Reserve Board Credit Union, the National Economists Club, Women in Housing and Finance, the Commission on Savings and Investment in America, and Hopkins House, a preschool for low income families. She has written extensively on corporate governance, financial reporting, risk management and competitiveness issues. She speaks nationally and internationally before professional and business groups.

Panelists:

Alan Beller, Executive Director, Cleary Gottlieb Steen & Hamilton LLP

Alan Beller’s practice focuses on a wide variety of complex securities, corporate governance and corporate matters. Mr. Beller advises regularly senior officials of both U.S. and non-U.S. entities on these subjects, including in connection with SEC filings, corporate transactions and other corporate matters and public and private offerings of securities. Mr. Beller served as the Director of the Division of Corporation Finance of the U.S. Securities and Exchange Commission and as Senior Counselor to the Commission from January 2002 until February 2006. During his four-year tenure, Mr. Beller led the Division in producing the most far-reaching corporate governance, financial disclosure and securities offering reforms in Commission history. Among his accomplishments were the implementation of the corporate provisions of the Sarbanes-Oxley Act of 2002, the adoption of corporate governance standards for listed companies and the successful completion of comprehensive securities offering reforms.

John Olson, Founding Partner, Gibson, Dunn & Crutcher

John Olson represents business organizations in corporate governance, corporate securities, corporate finance and merger and acquisition matters. He has acted as special counsel for boards of directors and board committees on governance issues and in assessing shareholder litigation, responding to business combination proposals and conducting internal investigations. He has represented corporations, broker-dealer firms and individuals in Securities and Exchange Commission and other federal agency investigations and regulatory matters. Mr. Olson is a member of the American Bar Association (ABA) Standing Committee on Government Affairs. Mr. Olson served (2000 – 2005) as Chairman of the ABA Business Law Section's Committee on Corporate Governance, and as a member of the Presidential Task Force on Corporate Responsibility appointed by the President of the ABA. Previously, he was Chairman of the ABA's Committee on Federal Regulation of Securities (1991-1995). He is a member of the Executive Council of the Securities Committee of the Federal Bar Association.
Lawrence Trautman, Professional Corporate Director
Larry Trautman is an entrepreneur (responsible for more than a dozen start-ups) and professional corporate director, having held numerous corporate directorships in publicly-traded and privately-owned corporations engaged in such diverse industries as dairy processing, financial services, franchising and fast food, mortgage banking, publishing, software and information technology, oil & gas, social media, and others. He served as chairman of the committee of independent directors in the sale of Orange Julius, Inc. to International Dairy Queen. As Senior Vice President of the New York-based investment banking firm Donaldson, Lufkin & Jenrette, he had a diverse corporate finance practice, having sole client responsibility for the origination, negotiation and processing of $Hundreds of Millions of merger and acquisition transactions and public equity offerings for both traded and going-public situations. His other transaction experience includes: venture capital, real estate, public finance, and private debt and equity placement.

Laura Unger, Special Adviser, Promontory
Laura Unger provides clients with strategic advice about matters relating to the SEC, regulatory and legislative process. A former SEC Commissioner (and Acting Chairman) and Senate Banking Committee Counsel, Laura has unique insight into a wide range of challenges faced by clients. She also draws upon her public company board experience over the last decade to provide guidance and insight on governance and business. Laura's career at the Securities and Exchange Commission and on Capitol Hill spanned a decade and a half. Most recently, she served as the 78th member of the SEC and as Acting Chairman for six months. Prior to returning to the SEC, where she began her career in New York and later D.C. as an Enforcement Attorney, Laura worked for several years as Securities Counsel to the Senate Banking Committee. She left the government in 2002 and expanded her expertise by working as an on camera CNBC Regulatory Expert for a year, and as the Independent Consultant to JPMorgan Chase for six years as part of the Global Analyst Conflict Settlement. She has also served as an Independent Director on a number of public corporate boards over the last nine years.

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