

# SIXTH ANNUAL CAREER STRATEGIES CONFERENCE



**CORPORATE COUNSEL**  
WOMEN OF COLOR

**K&L | GATES**

## HIGHLIGHTS INSIDE

**Mercedes-Benz USA, LLC**  
**KICK-OFF**  
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**Ailey II**  
Performance at the  
Conference of  
*Isba*



**Peter Kalis**  
Chairman and  
Managing Partner  
K&L Gates LLP

**Laurie N. Robinson**  
Founder and CEO  
Corporate Counsel  
Women of Color®



**Andrea Zopp**  
Keynote and Honoree  
President and CEO  
Chicago Urban League



**Karina**  
Grammy®  
Nominated  
Recording Artist

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Platinum Sponsors:



Mercedes-Benz

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[WWW.CCWOMENOFCOLOR.ORG](http://WWW.CCWOMENOFCOLOR.ORG)





## Diversity: A Top of Mind Issue at K&L Gates

## Another Successful Conference in the Books

Since 2006, K&L Gates has been a proud supporter of the Corporate Counsel Women of Color™ (CCWC), and we share CCWC's commitment to promoting the advancement of women of color globally in the legal profession.

As CCWC's Title Sponsor, we thank each of you for making the 6th Annual Career Strategies Conference a success. We look forward to seeing you at the 2011 conference in Beverly Hills, CA. Here's a look at this year's K&L Gates attendees.



**Kim J. Askew**  
Partner, Dallas

Ms. Askew represents clients in complex commercial and employment litigation and has successfully tried cases to jury verdicts in state and federal district courts around the country. Ms. Askew is also the first woman of color to chair the Litigation Section of the American Bar Association.



**Ndenisarya M. Bregasi**  
Partner, Washington, D.C.  
*Diversity Committee Member*

Ms. Bregasi represents investment advisers, investment companies, and investment company independent directors concentrating primarily on transactional, regulatory, and compliance matters. She has worked with investment company complexes and investment advisers of varying sizes.



**Willie E. Dennis**  
Partner, New York  
*Diversity Committee Member*

Mr. Dennis' practice focuses on private equity, mergers and acquisitions, initial public offerings, securities reporting requirements, corporate governance, joint ventures, and general corporate matters in a wide range of industries. Mr. Dennis has represented numerous issuers and investors, and is very familiar with the needs of all parties to a transaction.



**Bonita Hatchett**  
Partner, Chicago  
*Diversity Committee Member*

Ms. Hatchett provides advice on all aspects of employee benefits and employee compensation. She drafts individually designed plans and advises on administration. Ms. Hatchett also represents employers in connection with withdrawal liability and other disputes arising under multiemployer plans.



**Margaret C. Inouye**  
*Diversity Committee Member*,  
Seattle

Ms. Inouye represents publicly traded and privately held clients in mergers, acquisitions, reorganizations, auctions, management buyouts and financings. Her diverse industry experience includes telecommunications, information technology, digital publishing, solid waste and apparel.



**Rick Jones**  
Director of Diversity, New York

Mr. Jones is responsible for leading the promotion of the firm's diversity recruitment and retention goals. Over the course of his career, he has developed comprehensive diversity programs and strategies addressing generational, cultural, gender, and racial issues, with an emphasis on teamwork and inclusion.



**Carol C. Lumpkin**  
Partner, Miami  
*Diversity Committee Member*

Ms. Lumpkin's established practice in employment and commercial litigation encompasses representation of varied employers, ranging in size from small to international, in manufacturing, retail, healthcare, service, hotel, professional sports teams, and insurance industries.



**Carol Juang McCoog**  
Partner, Portland  
*Diversity Committee Member*

Ms. McCoog focuses her practice in the area of public finance, working with a wide range of cities, counties, school districts, fire districts, urban renewal agencies, and Oregon state agencies. Frequently serving as primary bond counsel, she has worked on every local government and school district pension obligation bond issued in Oregon.



**Pallavi Mehta Wahi**  
Partner, Seattle  
*Diversity Committee Member*

Ms. Wahi practices complex commercial litigation with an emphasis on corporate and intellectual property litigation. Ms. Wahi also serves as the co-chair of K&L Gates' South Asia Initiative, which is focused on helping clients achieve their long-term business objectives in India.



**Tisha F. Pagalilauan**  
Partner, Seattle

Ms. Pagalilauan counsels and represents public and private clients regarding environmental litigation and regulatory issues. Her regulatory practice has primarily focused on negotiations with federal and state agencies' hazardous waste issues, brownfields redevelopment, and insurance.



**Kimberly N. Reddick**  
*Diversity Committee Member*,  
Washington, D.C.

Ms. Reddick, a former Trademark Attorney Advisor with the United States Patent and Trademark Office, specializes in intellectual property, with a focus on domestic and international trademark counseling, enforcement, clearance, prosecution, licensing, and litigation.



**Karen Salas-Morales**  
Partner, Miami

Ms. Salas-Morales' international and corporate law practice includes representing global companies in stock and asset acquisitions and dispositions, mergers, joint ventures, factoring agreements, corporate financings, loan agreements, and distribution agreements.



**Paul W. Sweeney, Jr.**  
Administrative Partner,  
Los Angeles  
*Diversity Committee Chair*

Mr. Sweeney is a member of the firm's Executive Committee and is the Administrative Partner for the Los Angeles office. He focuses his practice on handling business disputes and employment cases, including individual and class action lawsuits involving claims of breach of contract, unfair trade practices and consumer fraud.



**Choo Iye Tan**  
Partner, Hong Kong

Ms. Tan's practice focuses on corporate finance, restructuring, mergers and acquisitions, funds and public and private equity issues. She has extensive experience in offshore and Asian laws and frequently advises in-bound and out-bound global companies on cross-border transactions, including strategic structuring and reorganization.



**Felicia A. Washington**  
Partner, Charlotte  
*Diversity Committee Member*

Ms. Washington represents local, regional and national employers in all areas of employment law, including employment-based immigration. She regularly advises businesses on employment law compliance, litigation avoidance and on the protection of their intellectual assets.



## 2010 CONFERENCE SUMMARY

### Over 630 Attendees - A Record Number!



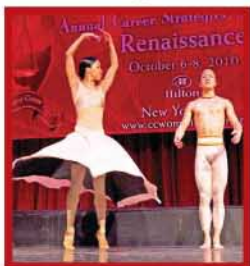
**Peter Kalis**  
Chairman and Managing Partner  
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President and CEO  
Chicago Urban League



**Karina**  
Grammy® Nominated  
Recording Artist



**Ailey II**  
Performance  
*Isba*

The K&L Gates LLP and Corporate Counsel Women of Color® (CCWC) Sixth Annual Career Strategies Conference was held October 6-8, 2010 in New York City at the New York Hilton. The conference, with a record-breaking turnout of over 630 attendees, was a tremendous success.

The legal conference commenced with a kick-off reception hosted by Mercedes-Benz USA, LLC. **Laurie N. Robinson** (CEO, Corporate Counsel Women of Color), **Janet Charles** (Corporate Counsel, Mercedes-Benz USA, LLC) and **Peter Kalis** (Chairman and Global Managing Partner, K&L Gates LLP) welcomed attendees. Kalis, in his remarks, reiterated K&L Gates LLP's commitment to fostering diversity in the legal profession. Kalis made history that night. He was the first managing partner of a major law firm to address the CCWC® body at an annual conference.

Thursday's panel presentations—which covered legal issues surrounding social media, the Foreign Corrupt Practices Act and the newly enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, to name a few—offered attendees continuing legal education credits for ethics, areas of professional practice and law practice management.

Keynote Speaker and Honoree, **Andrea Zopp** (President and CEO, Chicago Urban League) delivered a powerful and inspirational message. Zopp received the CCWC® Diamond Award for her career achievement and excellence. Zopp's award was preceded by two flawless and breathtaking performances by **Ailey II**—*Takademe* and *Isba*.

At Friday's session, Grammy® nominated recording artist, **Karina**, performed a medley of songs by artists Stevie Wonder and Whitney Houston. Karina's performance was followed by the Saks Fifth Avenue Fall Fashion Show, presentations by body language expert **Patti Wood** and a cooking presentation by **Chef Jeff Henderson**.

For the first time, CCWC® hosted a special luncheon for general counsels, deputy general counsels, and corporate secretaries. Over 40 senior executives attended the luncheon where they networked with peers and shared best practices in law department management.

The conference concluded with a tour of Harlem, a boat ride on the Hudson and a performance of the Tony Award winning musical **Jersey Boys**.



**Laurie N. Robinson**  
Founder and CEO  
CCWC®



**Patti Wood**  
MA and CSP  
Body Language Expert



**Jeff Henderson**  
World-Renowned  
Chef



**Sonya Johnston**  
Senior Counsel  
Microsoft

### WOMEN OF COLOR & HEALTH



**Anne E. Robinson**  
American Express



**Dr. Marleece Barber**  
Deere and Company



**Dr. Cynthia Huang Bartlett, MD**  
Pfizer



**Cynthia Bookhart Adams**  
Morgan Stanley Smith Barney



**Lorraine M. Campos**  
Reed Smith LLP

This year, CCWC® focused on health strategies for women of color. Topics ranged from stress management and fitness and exercise to screenings and early detection for breast cancer and colon cancer. Speakers included (from left to right): Anne E. Robinson (Vice President and Senior Counsel, American Express), Dr. Marleece Barber (Director of Enterprise Health, Work-Life and Safety, Deere and Company); Dr. Cynthia Huang Bartlett, MD (Senior Director and Portfolio Development Team Leader Oncology Business Unit, Pfizer); Cynthia Bookhart Adams (Executive Director, Morgan Stanley Smith Barney); and Lorraine M. Campos (Partner, Reed Smith LLP).



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# Mercedes-Benz USA, LLC Kick-Off Reception



Janet Charles (Mercedes-Benz USA, LLC) welcomes attendees at the Kick-Off Reception



Benjamin F. Wilson (Beveridge & Diamond, P.C.) and Edith Perez (Latham & Watkins LLP)



Felicia Washington (K&L Gates LLP) and Michelle N. Askew (Johnson Publishing Company Inc.)



Lissa Jean Ferrell (AXA Financial) and Stefanie Moon (Berger Singerman)



CCWC® conference attendees come in full force to the Kick-Off Reception



Carmen Adams (Hewlett-Packard) and Jeanne Gills (Foley & Lardner LLP)



Darlene Hill Smith (Vircom Consultants) and Karen Turner McWilliams (E\*Trade Financial Corporation)



The AT&T Legal Team: Veronica Davis, Letty Alfonso, Anu Seam, Lisa Johannessen and Meredith Mays



Delma Locke (Apple) and Yoon Chang (Wal-Mart Stores, Inc.)



Good friends unite and catch up at the Kick-Off Reception



Malissia Clinton (The Aerospace Corporation) and Robin Dunson (Cox Communications, Inc.)



Barbara Beccles and Beverly F. Druitt (National Labor Relations Board) and Walter Sutton (Wal-Mart Stores, Inc.)



Kendo Scott (K&L Gates LLP), guest, Shauna-Kay M. Gooden (K&L Gates LLP) and Aziz Gueye Adetimirin (The Network Journal)



**Noah J. Hanft**

General Counsel & Chief Franchise Officer  
MasterCard Worldwide  
Law Department  
2000 Purchase Street  
Purchase, NY 10577

## Our Commitment to Diversity and Inclusion

Walk into any conference room at a MasterCard Worldwide location and you will immediately feel the energy. Our employees work in an environment of teamwork and innovation and are encouraged to be the best they can be. Nowhere is that more evident than in our Law Department.

One of the factors that contributes to our energized workplace is the diversity of our lawyers and staff. MasterCard strives to build an inclusive business workplace—a workplace that not only encourages individual growth, but also inspires open dialogue.

At MasterCard, our Law Department is a champion of diversity and inclusion efforts. We've recruited top lawyers who, with different points of view, can guide us into the future of the payment business. Through our innovative programs and our commitment to community involvement, we have been able to make a difference within our department, our company and in our surrounding communities.

All members of the Law Department are required to perform either community service or pro bono work annually. We continue to support—financially and through volunteerism—both proven and new programs such as the Pro Bono Partnership, the National Center for Missing and Exploited Children, Junior Achievement and the Pace Women's Justice Center, located near our Purchase, New York headquarters. We believe our community and educational outreach not only enhances our community but also fosters development of our future workforce. I am proud of the environment we've created.

With our core belief in diversity and inclusion, MasterCard is proud to be a Diamond Sponsor of the Corporate Counsel Women of Color Sixth Annual Career Strategies Conference. I know that when my colleagues and I walk into the conference, there will be energy—much like ours at MasterCard—an energy and excitement that is based on the promise of the future and the determination to succeed in your careers.

Dionne, Mimi and I look forward to meeting you.



**Noah Hanft**  
General Counsel &  
Chief Franchise Officer



**Dionne Greene**  
Vice President, Commerce  
Development Counsel



**Mimi Wood**  
Senior Vice President,  
Human Resources

# The Top 5 Factors in 2010 to Consider When Negotiating Compensation



**Kathy Holt Richardson**  
President  
HR Legal Search

## BASIC EXECUTIVE TERMS TO NEGOTIATE

- Base pay
- Signing bonus
- Annual incentives
- Stock options
- Loan to purchase stock options
- Supplemental life insurance
- Executive move package
- Car allowance
- Termination provision
- Executive supplemental benefits
- Golden parachute provisions

## FACTOR # 1 DETERMINE THE MARKET VALUE OF YOUR POSITION

- Know the salary trends in your region
- Stay abreast of hiring/salary trends in your industry
- Keep your finger on the pulse of your practice area
- Talk to legal recruiters and peers in your industry
- Read legal journals
- Research Internet websites with pay databases:
  - [www.glassdoor.com](http://www.glassdoor.com)
  - [www.payscale.com](http://www.payscale.com)
  - [www.ilrg.com](http://www.ilrg.com)
  - [www.salary.com](http://www.salary.com)
  - [www.salaryexpert.com](http://www.salaryexpert.com)

## FACTOR # 2 RESEARCH THE COMPANY

- Understand the compensation policies
- Research the available forms of compensation
- Know the fiscal health of your company
- Review the company's 10k, 10Q and 8k filings
- Talk to the business units
- Follow the press of the company's achievements and struggles

## FACTOR # 3 TIMING

- After a company-wide success
- Following positive results you achieved for your team or for the company
- Following a positive performance evaluation
- Following the assumption of additional duties and responsibilities
- Schedule the appropriate time with your boss

## FACTOR # 4 THE NEGOTIATION

### A. For Employees Going to a New Company

- Do your homework
- Companies expect you to negotiate
- Make sure not to accept the first offer
- Do not underbid yourself

### B. For Employees at Their Existing Job

- Schedule a time in advance
- Be straightforward
- Highlight your accomplishments and successes
- Focus on "you" the individual: do not compare yourself to your colleagues
- Know your internal leverage
- Advocate for yourself

## FACTOR # 5 POINTS TO CONSIDER

- Be honest with yourself: Is it all about the money?
- Identify non-monetary rewards
- Remember: We are still in a tight job market



“We make a living by what we get.  
We make a life by what we give.”

*-Winston Churchill*

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# Pfizer is Proud to Support:

## Corporate Counsel Women of Color

In a time of rapid change for our company and for our industry, we believe that the unique perspective of each Pfizer employee is vital. Why? Because the tough health care challenges people are facing today call for new, different, and diverse ways of thinking. That's why we're implementing a global strategy to ensure Pfizer's culture not only respects but also leverages each individual employee's background, character, and life experiences. We're putting those unique perspectives to work to find new, innovative solutions for patients, and better ways of working with our customers, our partners, and the communities we serve. At Pfizer, we believe diversity means an inclusive and empowering work environment. The result? A happier, healthier tomorrow for us all.



Working together for a healthier world™



# Transform Your Legal Career: Transition Strategies for Today's Lawyers



**Lance A. LaVergne** (Vice President and Chief Diversity Officer, New York Life Insurance); **Jonelle Procope** (President and CEO, Apollo Theater Foundation); **Schuylla Goodson Bell** (Director, Africa Human Resources and Business Strategy, Cummins, Inc.); **Debra Langford** (Vice President, Inclusion and Business Diversity, NBC Universal); **Erika Irish Brown** (Senior Vice President, Diversity and Inclusion, Bank of America) and **Sharie A. Brown** (Partner, DLA Piper LLP)

## MAKING THE TRANSITION FROM IN-HOUSE LAWYER TO LAW FIRM PARTNER

### I. MAXIMIZE IN-HOUSE OPPORTUNITIES

- Become the "Go-To Lawyer" for your expertise
- Research the "hot" practice areas in your company and try to do work in those areas—even if you are assigned elsewhere
- Accept projects or assignments with some overseas travel

### II. DEVELOP AND COMMUNICATE A BUSINESS STRATEGY

- Develop a plan for attracting business clients to the firm
- Informally discuss your ideas with a trusted partner
- Only share specific industry contacts when talks turn serious

### III. NEGOTIATE YOUR BEST DEAL WHILE YOU ARE STILL IN-HOUSE

- Learn about attorney credit for clients and the firm's support for minority and women rainmakers
- Do not consider going to a firm with a conflict of interest regarding your largest client contact
- Go in as a partner—if you do not go in as a partner, make sure your terms include a timeline for becoming a partner
- Get all the key terms that are important to you in writing

## MAKING THE TRANSITION TO AN INTERNATIONAL ASSIGNMENT

### I. KEY DRIVERS FOR AN INTERNATIONAL ASSIGNMENT

- Develop unique skills or enhancement opportunities
- Assist in knowledge transfer and local skills development through informal and formal mentoring opportunities
- Gain increased exposure to senior executives

### II. THINGS TO CONSIDER

- Are you willing to put the time and energy into learning a new language, new culture and/or new ways to work?
- Can you work in environments where business norms may seem strange or unethical?
- Will your spouse, children and/or family support your decision to pursue an international assignment?

### III. THE STRATEGY

- Map out your re-entry back into the U.S. and get the company to commit to your post international assignment role *before* you accept the assignment
- Dive into understanding international assignments and ensure you speak with former and existing expatriates (internal and external)
- Build a network with your new "local" community

## MAKING THE TRANSITION FROM LAWYER TO BUSINESS PERSON

- Interface with the business side even if they are not your client
- Understand the corporate culture and learn to navigate it
- Identify someone who can serve as a mentor to you—be strategic
- Gain board experience (public and non profit)
- Take an accounting course
- Take an executive training/business program

## GET ON THE RADAR

- Join professional organizations
- Publish articles
- Speak on panels
- Build a network of contacts



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6th Annual Career Strategies Conference.

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# General Counsel Roundtable: An Update on Regulatory/Legal Issues and Best Practices in Law Department Management



**Pallavi Mehta Wahi**  
Partner  
K&L Gates LLP



**Teresa Artis**  
General Counsel  
Capitol Broadcasting  
Company



**Evelyn Sullen Smith**  
General Counsel -  
Americas (Marketing  
Organization)  
Mettler Toledo



**Simone Wu**  
Senior Vice President  
and General Counsel  
XO Holdings



**Dani P. Deering**  
Deputy General Counsel  
Lockheed Martin  
Mission Systems &  
Sensors (MS2)



**Teresa Wynn  
Roseborough**  
Deputy General Counsel  
MetLife Inc.



**Malissia R. Clinton**  
Senior Vice President  
and General Counsel  
The Aerospace  
Corporation

## THE DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT

- Increased disclosures and opportunities for shareholder input on executive compensation
- Provisions for clawbacks of certain incentive compensation awards
- Proxy access for shareholders
- Increased funding for the Securities Exchange Commission
- Major new incentives for whistleblowers in connection with securities violations (with some improved whistleblower protections)
- New regulations for the trading and clearance of derivative products

## THE DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT WHISTLEBLOWER PROTECTIONS

- Private right of action for securities whistleblowers
- Expanded filing period
- Right to jury trial
- Ban on predispute arbitration agreements
- Expanded employee coverage

## IMPACT OF THE RECESSION AND REDUCTIONS-IN-FORCE

- Examine all options and understand how the post-RIF personnel structure will look
- Research and comply with all Workers Adjustment and Retraining Notification Act notices (federal and state)
- Research and understand the requirements of the Older Workers Benefit Protection Act

## DIVERSITY BEST PRACTICES IN-HOUSE LEGAL DEPARTMENTS CAN UTILIZE TO MOVE DIVERSITY FORWARD

- **STEP 1:** Corporate legal departments must drive diversity
- **STEP 2:** Put the topic of diversity on the table and get support from the top
- **STEP 3:** Communicate the law department's commitment to inside and outside counsel
- **STEP 4:** Chief Legal Officers must require the law firms doing their work to have diverse teams and not accept anything less
- **STEP 5:** Measurement-Review law firms' billable hours; track the billable hours of the diverse lawyers working on your matters
- **STEP 6:** Be prepared to no longer utilize law firms if they fail to meet your needs on diversity
- **STEP 7:** Provide feedback (quarterly) to law firms about their performance on diversity

## WAYS IN-HOUSE LAWYERS CAN STAND OUT AND ADVANCE IN THEIR CAREERS

- Drive revenue
- Improve cost savings
- Be seen as a valuable business partner
- Stay informed of legal and industry trends
- Develop a subject matter expertise
- Assume additional out-of-the box responsibilities
- Spearhead an area or project that does not already exist at your company



The logo for Paul Hastings, featuring the name in a white serif font on a red rectangular background. The background of the entire slide is a light beige color with several thin, white, overlapping curved lines on the right side.

*Paul Hastings*

Paul Hastings is proud to sponsor the  
6th Annual Career Strategies Conference  
and support the mission and vision of  
Corporate Counsel Women of Color

At Paul Hastings, diversity is much more than a policy or statement - it is who we are and how we do business. A diverse and inclusive environment is an integral part of our firm's culture and business growth. And it is our commitment to this core value today that helps drive the success of our clients and our firm. To learn more, please visit us at [www.paulhastings.com](http://www.paulhastings.com)



# Blogs, Twitter, Facebook and LinkedIn: How to Manage and Protect Your Corporation in Today's Social Media Age



**Sunny Hostin**  
Attorney and Legal Analyst  
CNN, HLN and In Session



**Kim Y. Richardson**  
Executive Counsel  
The Walt Disney  
Company



**Kimberly N. Reddick**  
Partner  
K&L Gates LLP



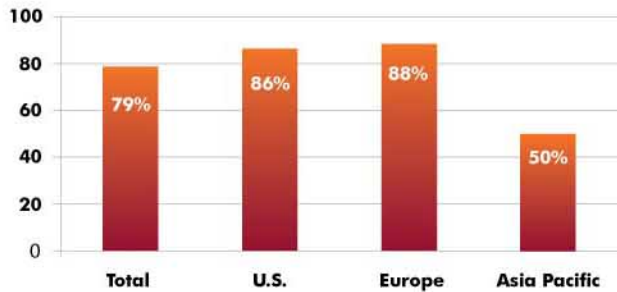
**Barbara Johnson**  
Partner  
Paul, Hastings, Janofsky  
& Walker LLP



**Mylyn K. Alexander-Smith**  
Counsel II  
Bayer HealthCare LLC  
Diabetes Care Division

## GLOBAL COMPANIES USE AT LEAST ONE SOCIAL MEDIA PLATFORM\*

79 percent of the top 100 companies in the Fortune Global 500 index use at least one social media platform (Twitter, Facebook, YouTube or corporate blogs)



\*Source: *The Global Social Media Check-Up 2010*  
Conducted by Burson-Marsteller

## SOCIAL MEDIA: Fortune Global 100 COMPANIES' PRESENCE\*

- 65 percent of the Fortune Global 100 surveyed have Twitter accounts 
- Over 50 percent of the Fortune Global 100 surveyed have Facebook Fan Pages 
- 59 percent of U.S. companies in the Fortune Global 100 have YouTube channels 
- 33 percent of the Fortune Global 100 surveyed have active blogs 

\*Source: *The Global Social Media Check-Up 2010*  
Conducted by Burson-Marsteller

## PRIVACY ISSUES

- Privacy policies
- Immunity from privacy claims - Communication Decency Act Section 230
- Issues related to minors
- International consideration
- Issues related to minors – Children's Online Privacy Protection Act

## EMPLOYMENT ISSUES

- Employer's potential liability for statements made on social media
- Obtaining injunctions to remove offensive comments
- Disciplining an employee for off-duty use of social media
- Monitoring employees' use of social media

## BRANDING PROTECTION AND INTELLECTUAL PROPERTY

- Social media policies
- Terms of Service provisions on social media sites
- Trademark issues in social media
- Preventative strategies and policing mechanisms for use in social media

## ADVERTISING

- Federal Trade Commission Guidelines on Endorsements and Testimonials
- False postings
- Failure to disclose when postings are made by company employees
- Failure to disclose material connection



# “Do the Right Thing:” Mixing Integrity and Ethics and Achieving the Business Goals of the Corporation



**Rosland Fisher McLeod**  
Vice President and  
Chief Compliance Officer  
Biogen Idec Inc.



**Juliette Williams Pryor**  
Executive Vice President, General Counsel  
and Chief Ethics Officer  
U.S. Foodservice



**Kathleen Simmons Laurent**  
Vice President and Ethics,  
Compliance and Privacy Officer  
Sony Electronics Inc.



**Robbie E. B. Narcisse**  
Vice President and Global Ethics  
and Business Practices  
Pitney Bowes Inc.

## DUTIES OF PROFESSIONAL RESPONSIBILITY

- Know your duties of professional responsibility as a lawyer
- Understand ABA Model Rules of Professional Conduct Rule 1.13; the Sarbanes-Oxley Act of 2002 and Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010
- Know who you represent
- Know who is your client
- Understand the “balancing act”
- Understand the balance between the request of the business client and the interests of the corporation in doing what is right and ethical

## WHAT IS A CONFLICT OF INTEREST?

A conflict of interest exists whenever personal, financial, business or social interest influences or appears to influence your business dealings or decisions.

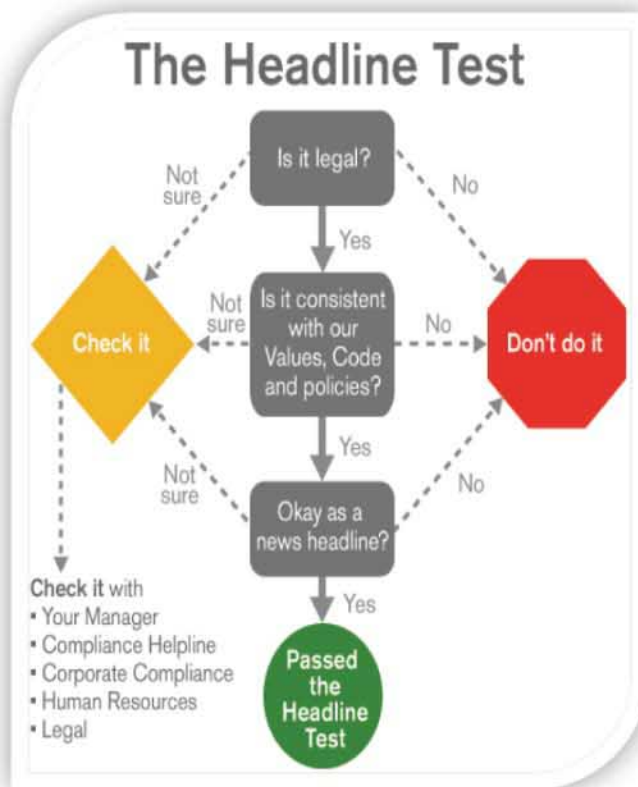
## COMMON CONFLICTS OF INTEREST

- Acceptance of Gifts, Meals and Entertainment
  - ▶ Business is discussed
  - ▶ Business results or appears to result from gifts, meals and entertainment
- Influential positions on boards or other entities that conduct business with the company

## POTENTIAL WAYS TO ADDRESS CONFLICTS OF INTEREST

- Disclose
  - ▶ To your company general counsel and/or compliance officer
  - ▶ To your supervisor
- Recuse yourself from the decision making

## THE HEADLINE TEST



## THINGS ATTORNEYS SHOULD REMEMBER IN THEIR BUSINESS DEALINGS AND IN THE PRACTICE OF LAW

- Ask for help
- Know your client and where your fiduciary duty lies
- Ethics and compliance is everyone's job
- Doing the right thing and/or being compliant will positively impact the bottom line
- Guard your professional reputation – it is priceless





**Sonya Johnston**  
Senior Counsel  
Microsoft



**Lisa Stewart Hughes**  
Vice President - Corporate Compliance  
NBC Universal

# Foreign Corrupt Practices Act and the UK Bribery Law: The Impact on Global Corporations

## WHAT IN-HOUSE LAWYERS NEED TO KNOW ABOUT THE FOREIGN CORRUPT PRACTICES ACT

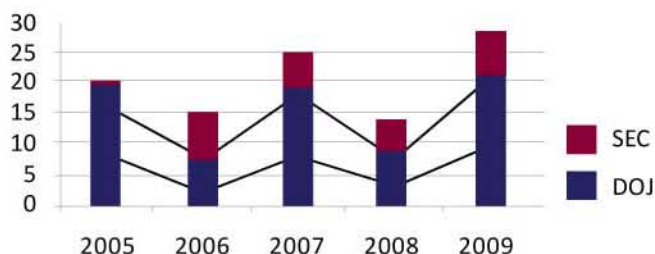
- The Foreign Corrupt Practices Act (FCPA) impacts commercial business transactions in every industry
- Two basic types of violations:
  - ▶ Bribery of government officials outside of the U.S.
  - ▶ Books and records requirement
- Carries criminal and civil penalties
- In broad terms, the focus is on preventing anti-corruption and bribery in business transactions

## AGGRESSIVE FCPA ENFORCEMENT IN THE U.S.

- The U.S. Department of Justice (DOJ) and the Securities and Exchange Commission (SEC) – dual enforcement arms
- Increase in penalties and fines
- Cross-border prosecution
- Increased resources focused on bribery and corruption
- Private commercial bribery also prosecuted
- DOJ is using the Travel Act – both independently and in conjunction with the FCPA—to prosecute foreign bribery of private officials

## INDIVIDUAL PROSECUTIONS ON THE RISE

### Number of Individual FCPA Prosecutions



## NEW UK BRIBERY ACT

- Increased liability under UK law for improper payments – enforcement postponed until April 2011
- Broad reaching: Applies to UK and non-UK commercial companies doing business in the UK and abroad
- New Strict Liability: Failure to prevent bribery
- Absolute Defense: Having adequate compliance procedures
- Liability:
  - ▶ Individual – Up to 10 years imprisonment or unlimited fine or both
  - ▶ Corporation – Unlimited fine and barred automatically from European Union public contracts

## COMPARISON OF KEY PROVISIONS: FCPA vs. NEW UK LAW

Is It an Offense?	FCPA	UK Bribery Act
Bribery of Foreign Public Officials	Yes	Yes
Private Sector Bribery (give and receive)	No	Yes
Facilitation Payments	No	Yes
Failure to Keep Accurate Records	Yes	No
Liability for Actions of Third Parties	Yes	Yes

## PROACTIVE STEPS FOR IN-HOUSE LAWYERS

- Have a clear business conduct policy, procedure and plan in place
- Mandatory employee training (local language)
- Identify client/customer "red flags" in business engagements
- Appropriate "vetting" of third party agents/companies
- Internal due diligence review and internal audits
- Hotline number or email alias for reporting
- Add FCPA provision in contracts with partners
- Fully cooperate with external investigations



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# The X Factor: Understanding the Internal and External Politics of Promotion



**Cari K. Dawson**  
Partner  
Alston + Bird LLP



**Sonia Alleyne**  
Editorial Director  
Black Enterprise Magazine



**Veronica H. Gromada**  
Assistant General Counsel  
Wal-Mart Stores, Inc.



**Lorenzo G. Flores, Ph.D.**  
Author



**Sharon Jones**  
President  
Jones Diversity Group

## CAREER ADVANCEMENT EQUATION

$$HW + A + C + *X \text{ Factor} = CA$$

Equation	Examples
HW - Hard Work	Self-Starter
A - Appearance	Impeccable Image
C - Connections	Ties with People of Influence
*X Factor	Power Trait
CA - Career Advancement	Model Executive

## \*X Factors

- Your ability to stay relevant
- Your ability to transcend your current business unit, boss and/or company
- Self-promotion
- Image management – internal and external
- Relationships with key people in your organization
- Your ability to implement and execute
- Having allies, mentors, sponsors and champions inside and outside of your corporation

## POLITICS

- Effectively navigate your environment
- Develop strong relationships with people of influence inside and outside of your corporation
- Have self-awareness: a reality check
- Understand the key drivers within your organization—performance metrics

## THE UNWRITTEN RULES

- Build relationships
- Seek and take visibility opportunities
- Understand the value proposition of your company
- Have long-term goals for your career plan

## CAUSES OF CAREER PLATEAUIING

- 
- ● ●
- ● ● ● ●
- Glass ceiling
- No team skills
- No political savvy
- Making the boss look bad
- Leaking confidential information
- Never following the chain of command
- More loyal to family than to the organization
- Personal decision not to climb the career ladder

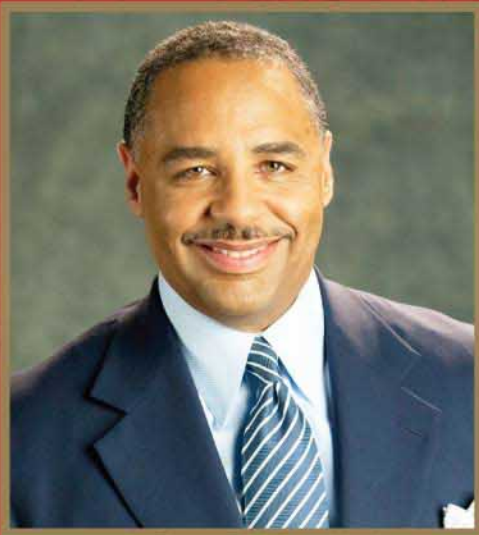




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**LAUNCH  
RESEARCH REPORT:  
THE PERSPECTIVES OF  
WOMEN OF COLOR ATTORNEYS  
IN CORPORATE LEGAL DEPARTMENTS**



**Thursday, April 7, 2011**

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**Moderator: Ed Gordon**

***(Weekly with Ed Gordon, BET)***

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AND **DEBRA SHIGLEY** (AUTHOR, *GO-GETTER GIRL'S GUIDE*)

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EVERYTHING:  
IT'S TIME – GETTING  
YOUR GAME FACE ON  
IN THE  
WORKPLACE



Burberry London Trench  
Lafayette 148  
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Elie Tahari  
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Black Sheath Work "LBD"



MaxMara  
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Dark Red Knitted Blouse



MaxMara  
Red Wool Jacket  
Albino Spotted Print Work "LBD"



MaxMara  
Olive Green Work "LBD"  
Shown Layered with  
Olive Green Knitted Blouse



MaxMara  
Navy Tweed Knit Wrap Jacket with Belt  
Ultramarine Knitted Top  
Navy Pinstripe Pencil Skirt with Flounce Detail



# HIGHLIGHTS



Denielle Pemberton-Heard (PBS),  
Marianela Peralta (Hilton Hotels Worldwide)  
and Karen Davis Miller (FBI)



Maxine Nogard (Biogen Idec Inc.)  
and Rosland Fisher McLeod (Biogen Idec Inc.)



Lenore Mason Diamond (American Eagle),  
Vicki Blanton (American Airlines) and  
Leticia Watson (Bank of America)



Alita Wingfield  
Morgan Stanley



Nanda Monteiro (MasterCard Worldwide),  
Stephanie Sowell (Johnson & Johnson),  
Dionne Greene-Punnette (MasterCard Worldwide),  
Iliana Garcia (American Express), and Andrea Sparrow (American Express)



Tracey Salmon-Smith (UBS Financial Services),  
Mylyn K. Alexander-Smith (Bayer HealthCare LLC  
Diabetes Care Division) and  
Tricia Thomkins (K&L Gates LLP)



Ailey II  
Performance of  
Isba



Marie D. Dukes (Catalent Pharma Solutions, Inc.),  
Ayo Sanderson (T-Mobile USA) and  
Mikeisha Anderson (Catalent Pharma Solutions, Inc.)



Indrani M. Franchini  
(Pfizer)



# Chef Jeff Henderson Cooking Presentation: How to Cook a Three Course Meal in One Hour or Less



## FIRST COURSE

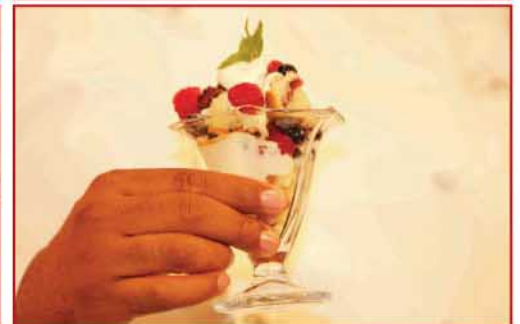
- MIXED GREEN SALAD
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- GARLIC SPINACH
- BROWN SUGAR SAUCE

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