

BerkeleyLaw

UNIVERSITY OF CALIFORNIA

Business in Society Institute



**INSTITUTE FOR
Business &
Social Impact**

THE 2019 BERKELEY SUSTAINABLE BUSINESS AND INVESTMENT FORUM

October 10th & 11th

THE 2019 BERKELEY SUSTAINABLE BUSINESS AND INVESTMENT FORUM

The Berkeley Law Business in Society Institute and The Berkeley Haas Institute for Business & Social Impact warmly welcome you to the fifth annual Berkeley Sustainable Business and Investment Forum.

As the world's top public university, convening is one of our superpowers. Given the pressing topics we are addressing, and the expertise, dedication, and caliber of our speakers and attendees this year, we predict that this forum will inspire many heroic strides towards meaningfully implementing corporate sustainability.

We look forward to exploring and debating emerging issues in corporate sustainability with you. To ensure that we build upon our momentum, we are also creating a post-forum webpage to highlight and synthesize our learning.

We are grateful for our faculty, students, staff, and our sponsors, Morrison & Foerster LLP, ValueAct Capital, and Hermes EOS. This forum would not be possible without their generous support and tireless thought leadership throughout the planning process.

THANK YOU TO OUR SPONSORS

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CHATHAM HOUSE RULE

“When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.”

THE BUSINESS IN SOCIETY INSTITUTE AT BERKELEY LAW

Society's expectations of companies are changing, and companies are responding. Many companies today go beyond compliance with the law to implement policies in line with the values of their shareholders, employees, customers, and other stakeholders. An increasing number are engaging in activities that were traditionally conducted by governments and nonprofits. Navigating fiduciary duties and competing stakeholder interests raises a number of complex corporate governance questions. The Business in Society Institute's mission is to help define the unique and increasingly central role of legal and compliance professionals in this new landscape.

We conduct our mission by:

Preparing the next generation of leaders | Our students come to Berkeley Law seeking to make a meaningful impact in their careers. They learn how to create this impact through the private sector, in our growing number of courses, research opportunities, and field placements all over the world.

Collaborating with companies, investors, and NGOs | Our work is informed by, and impacts, the business world. Through symposia and executive education programs, we form a bridge between academia and leaders in corporate sustainability.

Publishing thought leadership | Academic research matters and often informs regulation and business practices. Our faculty and students are driving the research agenda and publishing articles and practitioner guides in this emerging area.

The Business in Society Institute is housed within the Berkeley Center for Law and Business and draws upon the expertise of its leading business law faculty, students, and alumni. As part of UC Berkeley, the leading public university in the world, supporting the private sector's commitment to solving societal issues is core to our own public mission.
#BerkeleyMeansBusiness

To keep the discussions today going, follow us on twitter at @BerkeleyLawBISI @AmeliaMiazad #BerkeleyMeansBusiness, #BSBIF2019, #BISI

INSTITUTE FOR BUSINESS & SOCIAL IMPACT AT BERKELEY HAAS

The Institute's mission is to inspire and empower members of the Berkeley Haas community to develop innovative solutions to pressing social and environmental challenges. We strive to achieve this mission through a rich array of courses, activities, and research offered by our diverse centers and programs that span the for-profit sector, the nonprofit sector, and the public sector. By providing a vibrant hub for shared goals and practical innovation, we aim to give students the tools and vision they need to design path-bending careers with social impact. We look forward to working with you to build a more prosperous, inclusive, and sustainable society for all.

Our Goals:

- To build a more equitable, inclusive and sustainable society.
- To train leaders who can work across traditional boundaries between nonprofit organizations, for-profit enterprise and the public sector to achieve social impact.
- To promote impact entrepreneurs to create new solutions to social and environmental challenges.

Defining Leadership Principles:

The Institute promotes the distinctive culture of Berkeley Haas in order to achieve our mission, closely aligning our work with the school's four leadership principles.

- Question the Status Quo
- Confidence Without Attitude
- Student Always
- Beyond Yourself

As part of the top-ranked Haas School of Business at UC Berkeley, IBSI builds upon the school's unique and historic commitment to comprehensive excellence in research and public education to improve the world.

IBSI cultivates and leads courses, experiential learning, faculty research, and external partnerships focused on using the role of business to build and maintain a more equitable, sustainable, and inclusive society.

IBSI is comprised of the Center for Responsible Business (CRB), the Center for Social Sector Leadership (CSSL), and the Center for Equity and Leadership (EGAL). The Institute also leads initiatives in Sustainable and Impact Finance (SAIF) and Blockchain at Berkeley Haas. Follow us at @IBSI_at_Haas; haas.berkeley.edu/ibsi/

8:00am - 8:30am - Registration and Breakfast

8:30am - 9:00am - Welcome Remarks & Fireside Chat on the Frontiers of Sustainable Investing

Sustainable investing has made great strides since the first Berkeley Sustainable Business and Investment Forum five years ago. We will hear from two experts on the vanguard of this movement on the existing challenges and what the legal and investment community can do to forge ahead.

Moderated by Adam Sterling | Executive Director | Berkeley Center for Law and Business | UC Berkeley School of Law

- Allison Bennington | Partner and Chief Global Affairs Officer | ValueAct Capital
- Susan Mac Cormac | Partner & Co-Chair of the Energy and Cleantech Groups | Morrison & Foerster LLP

9:00am - 9:45am - General Counsel at the Forefront of Corporate Sustainability - 2 Case Studies

Society's expectations of companies are in flux, requiring us to reimagine corporate purpose. This current shift from short-term profit maximization to long-term sustainability means that inside counsel today must not only manage legal risk, but also navigate environmental, social, and governance issues that pose ethical and reputational risks. We will explore the transformative impact that three GCs have had on advancing sustainable business practices at their companies. We will then examine how this trend is playing out a macro-level for corporate counsel across the world.

Moderated by Amelia Miazad & Silvia Garrigo | Vice President, Corporate Responsibility and Social Investment | Millicom

Case Study 1: What Does it Mean to Create a Culture of Ethics and Integrity?

- Rob Chesnut | General Counsel | Airbnb

Case Study 2: Do Investors Really Value the Sustainable Public Offering?

- Kristin Sverchek | General Counsel | Lyft

9:45am- 10:30am - Fireside Keynote - *Sustaining a Values-Driven Brand*

Featuring Chip Bergh, President & Chief Executive Officer, Levi Strauss & Co.
Interviewed by Amelia Miazad

From being one of the first companies to provide benefits to same-sex partners to being a leading voice on immigration and gun violence prevention today, Levi Strauss & Co. has long been a pioneer on social issues. In this fireside chat, we will discuss what it means to be the President and CEO of this iconic "values-driven company" today.

10:30am - 11:00am - Case Study: Enviva - The Purists and the Pragmatists

While many leaders agree that carbon emissions must be curbed aggressively, solutions to climate change are difficult – and in some cases practically impossible – to implement to the extent and pace that certain environmentalists would ideally like. Case in point: an electric grid powered entirely by renewable energy sources is technologically unstable and unreliable, and so requires baseload power generation, which still typically must be fossil-fueled. This case study will review an example of a company facing such a challenge of threading the needle of what is ideal and what is real.

Moderated by Eva Zlotnicka | Vice President | ValueAct Capital

- John Keppler | President & Chief Executive Officer | Enviva

11:00am - 12:15pm - Panel: What if Universal Owners Voted Their Beneficiaries' Interests?

Corporations continue to compete for capital, margins, and profits by exploiting external costs and vulnerable communities. We will examine whether universal owners, with their diverse portfolios and extended liabilities, can offer a platform to distinguish healthy competition from market failures by implementing substantive rules in order to create a level and sustainable playing field.

Moderated by Rick Alexander | Founder; Fellow | The Shareholder Commons; BLabs

- Larry Hamermesh | Executive Director; Professor Emeritus | Institute for Law & Economics; Widener University Delaware Law School | University of Pennsylvania Law School
- Jim Hawley | Head Applied Research; Professor Emeritus | TruValue Labs; Saint Mary's College of California
- Anne Tucker | Faculty Director, Legal Analytics & Innovation Initiative | Georgia State University College of Law

12:15pm - 1:15pm - Lunch & Discussion

Driving Corporate Sustainability Through Inside Counsel

- Matthew S. Axelrod | Partner | Linklaters LLP
- Veta Richardson | President and Chief Executive Officer | Association of Corporate Counsel

1:15pm - 1:45pm - Should Corporations Have a Purpose and If So, What? Reactions to the Business Roundtable's Statement on the Purpose of a Corporation

On August 19th, The Business Roundtable issued a new statement on the purpose of a corporation which marked a fundamental shift from shareholder primacy to stakeholder governance. We will address the practical impact of the Business Roundtable's most recent statement, its consistency with Delaware Law, and whether corporations should even have a purpose beyond profit-maximization.

- Jill Fisch | Saul A. Fox Distinguished Professor of Business Law; Co-Director, Institute for Law and Economics | University of Pennsylvania
- Steven Davidoff Solomon | Professor of Law, Faculty Director, Berkeley Center for Law & Business | UC Berkeley School of Law

- William Savitt | Partner | Wachtell, Lipton, Rosen & Katz

1:45pm - 2:30pm - Case Study: Shareholders Take on #MeToo - The Trustees United Principles & Investor Engagement on Corporate Culture

In January, and in direct response to the #MeToo movement, trustees representing \$635 Billion in assets launched The Trustees United Principles, which focus on human capital strategy to promote a safe corporate culture. We will explore why these trustees chose to focus on culture, how they are engaging with companies on these principles, and their progress thus far. We will also discuss how State Street Global Advisors is operationalizing their focus on corporate culture.

Moderated by Courteney Keatinge | Senior Director, Environmental, Social & Governance Research | Glass Lewis

- Matthew DiGuiseppe | Vice President and Head of Americas | Asset Stewardship Team of State Street Global Advisors
- Anne Simpson | Director, Board Governance & Strategy - Executive Office | CalPERS
- Theresa Taylor | Vice President, Board of Administration | CalPERS

2:30pm - 3:30pm - Panel: Heated Debates in the Boardroom - A Fiduciary Duty to Oversee Climate Change Risk?

Climate change is increasingly leading to business and legal risk. We will address the fiduciary obligations of directors and officers to consider climate change in their oversight and strategic management. With respect to legal risk, we will analyze corporate law (primarily Delaware law) and discuss recent climate litigation in the U.S. We will then move from the “why” to the “how” and discuss practical ways that directors are incorporating climate change into their risk oversight function.

Moderated by Heidi DuBois | ESG Director | Society for Corporate Governance

- John Goldstein | Managing Director | Goldman Sachs
- Susan Mac Cormac | Partner & Co-Chair of the Energy and Cleantech Groups | Morrison & Foerster
- Veena Ramani | Senior Program Director, Capital Market Systems | Ceres
- Cynthia A. Williams | Professor & Osler Chair in Business Law | Osgoode Hall Law School

3:30pm - 4:00pm - Coffee Break

4:00pm - 4:30pm - Debate: Can Philip Morris International Become a Sustainable Company? Or is it all Just Smoke and Mirrors?

Philip Morris International wants to be a sustainable company by going to a zero smoke business model. In each of the four pillars of its sustainability strategy, PMI reassessed its most relevant challenges, with insights provided by a broad group of external and internal stakeholders, to prioritize areas where its work can have the greatest impact. Is this move by PMI all smoke and mirrors though? We invite you to engage in this debate:

- Susan Mac Cormac | Partner & Co-Chair of the Energy and Cleantech Groups | Morrison & Foerster

Debating

- Huub Savelkouls | Chief Sustainability Officer | Philip Morris International

4:30pm - 5:00pm - Presentation & Discussion: The Statement of Purpose Campaign

While many companies have mission and vision statements, almost none of them are signed by the board of directors. The Statement of Purpose Campaign aims to obtain board accountability and oversight for corporate purpose by asking corporate boards to publish an annual one-to-two page "Statement of Purpose" that clearly articulates the company's purpose to profitably achieve a solution for society. It specifies within that purpose the few stakeholders most critical to long-term value creation and sustainability. We will address the goals of this campaign, its relationship to the Business Roundtable's recent statement on the purpose of a corporation, the New Paradigm, and other recent initiatives on corporate purpose. We will also debate the potential for this campaign to effect change in the boardroom.

Moderated by Robert Eccles | Visiting Professor of Management | Oxford Saïd School of Business

- Amelia Miazad
- Tim Youmans | Lead - North America | Hermes EOS

5:00pm - 5:30pm - Sustainability as Risk Mitigation

Sustainability and ESG is often presented as a set of discrete issue areas. We will explore sustainability as a process that has significant advantages in mitigating risk. We will compare sustainability to compliance, corporate law's only risk mitigation device, and explore how its informality and broad scope, coupled with direct engagement with stakeholders, can deliver significant benefits in preventing or weathering a corporate collapse.

- Verity Chegar | Director, Sustainable Investing; Co-Vice Chair of the Standards Board | BlackRock; SASB
- Stavros Gadinis | Professor of Law | UC Berkeley School of Law
- Amelia Miazad

5:30pm - Brief Closing Remarks by Amelia Miazad

WELCOME REMARKS



Amelia Miazad

Founding Director & Senior Research Fellow | Business in Society Institute, Berkeley Law

Amelia Miazad is the founding director of the Business in Society Institute and a member of the business law faculty at UC Berkeley School of Law. The Institute, housed at the Berkeley Center for Law and Business, studies the changing role that companies are playing in society and how this evolution of corporate purpose impacts corporate governance. Amelia's recent work focuses on how corporate sustainability is changing the role of legal and compliance

officers in novel ways. Amelia leads the Institute's research, curriculum development, and programming. She publishes research and teaches courses at Berkeley Law. Amelia also teaches in executive education programs and speaks at conferences around the world, which informs Berkeley Law's research and provides opportunities for practitioners to engage in this emerging and impactful area.



Cathy Garza

Interim Executive Director | Institute for Business & Social Impact

Cathy has over two decades of experience in the social sector space. With a specialty in nonprofit governance and foundation/philanthropy, Cathy has led experiential learning programming for MBA students and co-created programming for nonprofits and philanthropists. Cathy's ties to Haas are longstanding. She is a proud alumna and has been a staff member serving Haas students and alumni through the Center for Social Sector Leadership, the Fisher Center for Real Estate

and Urban Economics and Berkeley Haas' Career Management Group. Prior to joining Berkeley Haas, Cathy worked in commercial banking in a variety of functional areas, including marketing, finance, and operations. She was on the client side of some of the first asset-backed securitizations of credit card receivables. A Texas native, Cathy is Bay Area educated receiving her MBA from Haas and her AB from Stanford. She is active in her local community serving on a few boards and is a founding member of a grand masters, all women's Ultimate Frisbee team.

8:30am - 9:00am - Welcome Remarks & Fireside Chat - *The Frontiers of Sustainable Investing*

Sustainable investing has made great strides since the first Berkeley Sustainable Business and Investment Forum five years ago. We will hear from two experts on the vanguard of this movement on the existing challenges and what the legal and investment community can do to forge ahead.



Moderator

Adam Sterling

Executive Director | Berkeley Center for Law and Business |
UC Berkeley School of Law

Adam Sterling is the Executive Director of the Berkeley Center for Law and Business at the University of California, Berkeley (UC Berkeley) and co-founder of Startup@BerkeleyLaw. Previously, he was a startup and venture capital attorney at Gunderson Dettmer and the co-founder and director of the Conflict Risk Network. Adam currently co-teaches Blockchain, Cryptoeconomics, and the

Future of Technology, Business, and Law at UC Berkeley. His writings and work have appeared extensively in the press; including contributions to the *Wall Street Journal*, *Financial Times*, *New York Times*, *Los Angeles Times*, *San Francisco Chronicle*, and National Public Radio. He has appeared on a number of broadcast news programs, including CNN's Situation Room and CNBC's Street Signs.



Panelists

Allison A. Bennington

Partner & Chief Global Affairs Officer | ValueAct Capital

Allison Bennington is a Partner and the Chief Global Affairs Officer of ValueAct Capital. Allison leads ValueAct Capital's global strategy and engagement efforts with a diverse set of stakeholders. Prior to her current role, Allison was ValueAct Capital's Chief Legal Officer. Allison is a former director of Seitel, Inc. Prior to joining ValueAct Capital in May 2004, Allison was the General Counsel of Atriax, Ltd., a joint venture of Deutsche Bank, J.P. Morgan Chase, Citibank, and Reuters. Prior to joining Atriax, Allison was a Managing Director of

Robertson Stephens, a full-service investment bank, where she ran the Legal Department. She was previously a Partner in the London office of Brobeck Hale and Dorr International. Allison is a recognized expert in the field of corporate governance. She is a member of the SEC's Investor Advisory Committee and its Market Structure Subcommittee. She is on the Steering Committee of the Investor Stewardship Group, is a member of the Advisory Board of the Institute for Corporate Governance and Finance at NYU Law, and the Berkeley Center for Law, Business and Economics at the University of California Berkeley School of Law. She is a former member of the Advisory Board of the Program for Corporate Governance at Harvard Law School.



Susan Mac Cormac

Partner & Co-Chair of the Energy and Cleantech Groups |
Morrison & Foerster | Member of President's Council of Ceres

Suz Mac Cormac is a corporate partner at Morrison & Foerster. Her practice focuses on late-stage financings, secondaries, and other corporate transactions for traditional investors, as well as the top investors dedicated to impact, from "impact first" foundations, to family offices and private equity funds. She co-led the drafting group for the first of the new corporate forms (the Social Purpose Corporation in California), has created hybrid/tandem corporate structures and crafted debt and equity investments that blend impact with traditional financial terms, and has used corporate law to develop creative capital market solutions to pressing environmental problems. She also advises the boards of public and private companies on corporate governance and fiduciary duties as applied to sustainability and climate change. Suz was named the Most Innovative Lawyer in North America in 2015 by the Financial Times and has been listed as one of the Women Leaders in Tech Law by The Recorder in 2016, 2018 and 2019. She was the founding board member of the Sustainability Accounting Standards Board, a member of the Ceres President's Council, board member of the Earth Genome Project and the Business for Social Responsibility. She has joined the faculty at both the Stanford Director's College and the Northwestern Corporate Counsel Institute, and is an adjunct professor at UC Berkeley School of Law teaching a course on Social Enterprise. She was recently engaged as an expert and testified in two public hearings at the CPUC on corporate form and governance for utilities, including PG&E.



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9:00am - 10:15am - General Counsel at the Forefront of Corporate Sustainability - 2 Case Studies

Society's expectations of companies are in flux, requiring us to reimagine corporate purpose. This current shift from short-term profit maximization to long-term sustainability means that inside counsel today must not only manage legal risk, but also navigate environmental, social, and governance issues that pose ethical and reputational risks. We will explore the transformative impact that three GCs have had on advancing sustainable business practices at their companies. We will then examine how this trend is playing out a macro-level for corporate counsel across the world.



Moderators

Amelia Miazad

Founding Director & Senior Research Fellow | Business in Society Institute | UC Berkeley School of Law

Amelia Miazad is the founding director of the Business in Society Institute and a member of the business law faculty at UC Berkeley School of Law. The Institute, housed at the Berkeley Center for Law and Business, studies the changing role that companies are playing in society and how this evolution of corporate purpose impacts corporate governance. Amelia's recent work focuses on how corporate sustainability is changing the role of legal and compliance officers in novel ways. Amelia leads the Institute's research, curriculum development, and programming. She publishes research and teaches courses at Berkeley Law. Amelia also teaches in executive education programs and speaks at conferences around the world, which informs Berkeley Law's research and provides opportunities for practitioners to engage in this emerging and impactful area.



Silvia M. Garrigó

Global Vice President of Corporate Responsibility & Social Investment | Millicom (Tigo)

Silvia M. Garrigó leads Millicom's Corporate Responsibility team and the company's efforts towards best-in-class corporate responsibility policies, programs, goals and reporting, ensuring that they support the company's business strategy and objectives while being responsive to stakeholder needs. Silvia has experience across legal, public policy, sustainability and public affairs on a diverse range of complex domestic and international matters for multinational corporations. Prior to joining Millicom, Silvia held various executive and senior legal positions at Chevron on global policy, investor relations, and major transactions and litigation. Silvia also served as the Chief Sustainability Officer for Cuba Strategies Inc. where she was responsible for supporting its mission to drive sustainable development, conservation and responsible socioeconomic progress in Cuba. Prior to her in-house experience, Silvia practiced law in various firms focusing on cross-border transactions and litigation. She serves as an Advisory Board member for the Business in Society Institute at Berkeley Law. Silvia is also an Advisory Board member for the University of Miami School of Business, UN Global Compact Human Rights and Labor Group and the American Bar Association Business and Human Rights Group.

Case Study 1: What Does It Mean to Create a Culture of Ethics and Integrity?



Rob Chesnut

General Counsel | Airbnb

As General Counsel for Airbnb, Rob is responsible for driving the legal strategy of the company and overseeing the company's corporate and legal affairs. Rob brings over thirty years of legal experience, spanning the government and high profile e-commerce and technology companies. Prior to Airbnb, Rob served as the Senior Vice President and General Counsel for Chegg's corporate and legal affairs. Before Chegg, Rob served as Senior Vice President and General Counsel for LiveOps, Inc., spent almost ten years with eBay as the Deputy General Counsel in charge of U.S. legal affairs and later as the founder of eBay's Trust and Safety Department.

With extensive experience in the U.S. Justice Department, Rob handled the espionage prosecutions of CIA employees Aldrich Ames and Harold Nicholson, and he received the Department's John Marshall Award for litigation and the CIA's Outstanding Service Medallion.

Case Study 2: Do Investors Really Value the Sustainable Public Offering?



Kristin Sverchek

General Counsel | Lyft

As Lyft's first in-house lawyer, Kristin Sverchek has led Lyft's legal team and strategy as General Counsel since November 2012. In that time, she has helped Lyft grow from a San Francisco-only company to having a presence in all fifty states and Canada. During her time at Lyft, Kristin has built a robust legal team covering specialty practice areas including employment, regulatory, litigation, insurance, and corporate, and commercial transactions. In January 2015, she was Lyft's first female employee to take maternity leave, a policy which

she helped develop in connection with the Human Resources department. Kristin started her career working in private practice as a corporate transactional lawyer at both Gunderson Dettmer and Silicon Legal Strategy before going in-house at Lyft in 2012. After representing the investors in (Lyft predecessor) Zimride's first round of funding in 2010, she took over as outside company counsel shortly thereafter.

9:45pm - 10:30pm - Fireside Keynote

Sustaining a Values-Driven Brand

From being one of the first companies to provide benefits to same-sex partners to being a leading voice on immigration and gun violence prevention today, Levi Strauss & Co. has long been a pioneer on social issues. In this fireside chat, we will discuss what it means to be the President and CEO of this iconic "values-driven company" today.



Chip Bergh

President & Chief Executive Officer | Levi Strauss & Co.

Chip Bergh is the president & chief executive officer of Levi Strauss & Co. (LS&Co.). He is also on the company's board of directors.

Levi Strauss & Co. is one of the world's largest brand-name apparel companies and a global leader in jeanswear. The company designs and markets jeans, casual wear and related accessories for men, women and children under the Levi's®,

Dockers®, Signature by Levi Strauss & Co.™ and Denizen® brands. Our products are sold in more than 110 countries worldwide through a combination of chain retailers, department stores, online sites and a global footprint of approximately 3,000 retail stores and shop-in-shops.

Prior to joining Levi Strauss & Co. in September 2011, Chip had a 28-year career at Procter & Gamble (P&G). Chip "grew up" in brand management and served in a number of leadership positions with increasing levels of complexity and scope. His last assignment before joining LS&Co. was group president for global male grooming. He was the first P&G employee assigned to the Gillette business following P&G's \$57 billion acquisition of Gillette in 2005. He led the integration and then ran the Gillette Blades & Razors business along with all of P&G's male grooming brands (Gillette, Old Spice and The Art of Shaving). Prior to that, Chip led all of P&G's business in India, Southeast Asia and Australasia.

Chip has led many iconic brands during his career including the creation and launch of Swiffer (P&G's most successful new brand in the last three decades), the turnaround and growth of Old Spice, in addition to Gillette, Folgers coffee and Jif Peanut Butter. He has lived and worked in the United States, Asia and Europe and has run large global businesses and brands.

In July 2017, Chip was named non-executive chairman of the board of HP Inc. (HPQ), the market-leading printing and personal systems company. He has served as lead independent director of the HP board since March 2017 and as a board member since the company's separation in 2015. Chip has also previously served on the board of directors for VF Corporation and the Economic Development Board of Singapore.

In April 2019, Chip was named one of the World's Greatest Leaders by Fortune Magazine, coming in at No. 16, and has been widely recognized for his position on values-driven leadership.



Interviewed by

Amelia Miazad

Founding Director & Senior Research Fellow | Business in Society Institute | UC Berkeley School of Law

Amelia Miazad is the founding director of the Business in Society Institute and a member of the business law faculty at UC Berkeley School of Law. The Institute, housed at the Berkeley Center for Law and Business, studies the changing role that companies are playing in society and how this evolution of corporate purpose impacts corporate governance. Amelia's recent work focuses on how corporate sustainability is changing the role of legal and compliance officers in novel ways. Amelia leads the Institute's research, curriculum development, and programming. She publishes research and teaches courses at Berkeley Law. Amelia also teaches in executive education programs and speaks at conferences around the world, which informs Berkeley Law's research and provides opportunities for practitioners to engage in this emerging and impactful area.



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Moderator

Eva T. Zlotnicka

Vice President | ValueAct Capital

Eva T. Zlotnicka is a Vice President of ValueAct Capital. Eva is a director of Unifi, Inc. Prior to joining ValueAct Capital in February 2018, Eva was an Environmental, Social and Governance (ESG) equity research analyst for nearly seven years. Most recently, Eva was US lead for the Sustainability Research team at Morgan Stanley and held a similar role at UBS before that. Prior to becoming an ESG equity research analyst, she spent five years at Morgan Stanley primarily focused on fixed income and derivatives. Eva also co-founded

Women Investing for a Sustainable Economy (WISE), a global professional community.



Speaker

John Keppler

President & Chief Executive Officer | Enviva

John is a co-founder and the Chairman and CEO of Enviva. Over the past decade, John has been responsible for setting Enviva's strategic direction and leading the company's growth from a startup company to become the world's largest producer of woody biomass fuels. John helped Enviva build a long-term contracted revenue backlog of close to \$12 billion and has been responsible for raising almost \$1.5 billion in private and public equity and debt capital to support growth

John led Enviva Partners, LP (NYSE: EVA) to its initial public offering on the New York Stock Exchange on April 29, 2015, making it the first publicly traded company in the industry.

11:00am - 12:15pm - Panel: What if Universal Owners Voted Their Beneficiaries' Interests?

Corporations continue to compete for capital, margins, and profits by exploiting external costs and vulnerable communities. We will examine whether universal owners, with their diverse portfolios and extended liabilities, can offer a platform to distinguish healthy competition from market failures by implementing substantive rules in order to create a level and sustainable playing field.



Moderator

Rick Alexander

Founder; Fellow | The Shareholder Commons;
BLabs

Rick is the Founder of The Shareholder Commons, a non-profit organization dedicated to helping shareholders use their power to protect common resources and vulnerable populations. Rick practiced law for 26 years as a transactional lawyer in Delaware, including four years as managing partner at a leading Wilmington-based firm. During that time, he was selected as one of the ten most highly regarded corporate governance lawyers worldwide and as one of the 500 leading lawyers in the United States. In 2015, Rick left his law practice to become Head of Legal Policy at B Lab. In that position, Rick worked with lawyers, companies, investors, legislators and regulators around the world, seeking to create sustainable corporate governance structures. He left that position in 2019 and developed the concepts behind The Shareholder Commons as a B Lab Fellow. Rick prepared the initial drafts of both the Delaware public benefit corporation legislation and the ABA Benefit Corporation White Paper and serves as President-Elect of the Benefit Company Bar Association. He chairs the Funding Committee of the Delaware Access to Justice Commission and the Content Committee of the American College of Governance Counsel, and is a member of the Commonwealth Climate and Law Initiative Advisory Board, a Research Fellow of British Academy Future of the Corporation Program, and a member of the Advisory Council of the Program on Purposeful Ownership at the Said Business School, Oxford. He is also Secretary of the Transgender Legal Defense and Education Fund.



Panelists

Larry Hamermesh

Executive Director; Professor Emeritus | Institute for Law & Economics; Widener University Delaware Law School | University of Pennsylvania Law School

Professor Larry Hamermesh practiced law with Morris, Nichols, Arsht & Tunnell, Wilmington, Delaware, as an associate from 1976–84, and as a partner from 1985–94. He joined the faculty at Delaware Law School in 1994, where he served as the Ruby R. Vale Professor of Corporate and Business Law from 2005-2017, teaching and writing in the areas of corporate finance, mergers and acquisitions, securities regulation, business organizations, and professional responsibility. Since 1995, Larry has been a member of the Council of the Corporation Law Section of the Delaware State Bar Association, which is responsible for the annual review and modernization of the Delaware General Corporation Law, and served as Chair of the Council from 2002 to 2004. In 2002 and 2003, he also served as the Reporter for the American Bar Association's Task Force on Corporate Responsibility. Since 2013, he has been the Reporter for the American Bar Association Business Law Section's Corporate Laws Committee, which supervises the drafting of the Model Business Corporation Act. He is a member of the American Law Institute. Larry is also a member of the Board of Directors of the Music School of Delaware.



Jim Hawley

Head Applied Research; Professor Emeritus | TruValue Labs; Saint Mary's College of California

James Hawley is Head of Applied Research, at TruValue Labs, San Francisco, California, a start-up which provides advanced artificial intelligence-based analytics to create sustainability/ESG metrics using real-time, web and other non-company sourced ESG data. He is also Professor Emeritus School of Economics and Business, Saint Mary's College of California. He is the author of two books, the first on international banks and the global monetary system, and also of the influential *The Rise of Fiduciary Capitalism* (2001). He is co-editor *Corporate Governance Failures: The role of institutional investors in the global financial crisis*. (2011), as well as co-editor of *The Cambridge Handbook of Institutional Investment and Fiduciary Duty* (2014) and *The Routledge Handbook of Responsible Investment* (2015). He is currently working on a book (with Jon Lukumnik) the working title of which is *Modernizing Modern Portfolio Theory*. He is the author (or co-author) numerous scholarly articles and papers. He has spoken before numerous professional investor conferences and is frequently quoted in business and other media.



Anne M. Tucker

Anne M. Tucker | Faculty Director, Legal Analytics & Innovation Initiative | Georgia State University College of Law

Anne Tucker, associate professor at Georgia State University's College of Law, researches corporate law, recently focusing on issues related to institutional investors and retirement investors. Anne's research focuses on how pooled investments are regulated, but also on their power to achieve important personal and social ends such as retirement security and private funding for social entrepreneurship. Her most recent work incorporates empirical methodology and focuses on impact investment and mutual fund holding periods. Prior to

joining GSU's College of Law, Anne practiced corporate law with Paul, Hastings, Janofsky & Walker LLP. She also clerked for Judge Alice D. Bonner and Judge Elizabeth E. Long at Georgia's Business Court, a specialized court adjudicating high-dollar, complex, commercial and business litigation. While at the court, Anne simultaneously served as the program director overseeing the initial development of the Business Court and writing about the role of specialized courts in modern civil jurisprudence.

Resources:

- Majority Action, Climate In The Boardroom: How Asset Manager Voting Shaped Corporate Climate Action In 2019, September 18, 2019¹
- F. Alexander, The Benefit Stance: Responsible Ownership in the Twenty-First Century, September 16, 2019. Forthcoming, Oxford Review of Economic Policy, vol. 36, no.2, April 2020.²
- The Shareholder Commons, Creating A Level Playing Field For Sustainable Business, 2019³
- J. Hawley & J. Lukomnik, The Long and Short of It: Are We Asking the Right Questions? Modern Portfolio Theory and Time Horizons, January 1, 2018⁴
- UNEP Finance Initiative, Universal Ownership: Why environmental externalities matter to institutional investors, March 2011⁵
- L. Strine Jr., Toward Fair and Sustainable Capitalism, October 1, 2019⁶

¹ <https://www.majorityaction.us/asset-manager-report>

² https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3454518

³ https://frederickalexander.net/wp-content/uploads/2019/10/TSC.Vision.REV_.pdf

⁴ <https://digitalcommons.law.seattleu.edu/cgi/viewcontent.cgi?article=2507&context=sulr>

⁵ https://www.unepfi.org/fileadmin/documents/universal_ownership_full.pdf

⁶ <https://corpgov.law.harvard.edu/2019/10/01/toward-fair-and-sustainable-capitalism/>

12:15pm - 1:15pm - Driving Corporate Sustainability Through Inside Counsel



Matthew S. Axelrod

Partner | Linklaters LLP

Matt is a partner in the firm's Dispute Resolution practice, focusing on internal investigations and the defense of financial institutions, corporations, and executives. Matt has over twenty years of litigation experience, both as a defense attorney and a federal prosecutor. Prior to joining the firm, Matt served as the Principal Associate Deputy Attorney General, one of DOJ's most senior officials. His role was described in the New York Times "as the most demanding job in all of DOJ, including managing many of the department's most vexing and sensitive matters." Alongside the Deputy Attorney General, Matt helped supervise DOJ's 113,000 employees including all of DOJ's prosecutors and law enforcement agents. Matt was involved in the development and implementation of DOJ's policy concerning individual accountability for corporate wrongdoing (known as the "Yates Memo") and personally reviewed every corporate resolution over US\$200m. He also took the lead in advising on crisis management within DOJ, working closely with the White House, Congress, and the FBI on numerous sensitive and high-profile matters.



Veta Richardson

President and Chief Executive Officer | Association of Corporate Counsel

Veta T. Richardson is the president and chief executive officer of the Association of Corporate Counsel (ACC). Veta's top priorities as CEO involve continuing to increase ACC's global footprint and charting the organization through a strategic plan and vision designed to strengthen its position as the global voice for in-house counsel. Previously, as executive director of the Minority Corporate Counsel Association (MCCA) from 2001-2011, Veta raised the bar on the advancement of diversity and inclusion in the legal profession. Under her leadership, the MCCA emerged as a thought leader on diversity, recruitment, retention, and pipeline initiatives for multinational corporations around the world. Earlier in her career, Veta served as vice president and deputy general counsel at ACC, where she oversaw the development of online resources and continuing legal education for in-house lawyers. Her own expertise in the in-house arena was shaped through her work for more than a decade as in-house counsel at Sunoco, Inc. based in Philadelphia, where her practice focus was corporate governance, transactions, securities disclosure, and finance.

Resources:

- The UN Global Compact, Linklaters LLP & Berkeley Law, The Guide for General Counsel on Corporate Sustainability v 2.0⁷
- H. Schultz, Leveraging Legal Leadership: The General Counsel as a Corporate Culture Influencer⁸
- M. Blatch & V.T. Richardson, The General Counsel as a Corporate Culture Influencer⁹



To keep the discussions today going, follow us on twitter at @BerkeleyLawBISI @AmeliaMiazad #BerkeleyMeansBusiness, #BSBIF2019, #BISI

⁷<https://www.linklaters.com/en-us/insights/thought-leadership/guide-general-counsel-corporate-sustainability/guide-for-general-counsel-on-corporate-sustainability-2019>

⁸ <https://acla.acc.com/documents/item/1918>

⁹ <https://m.acc.com/governance/influencer.cfm>

1:15pm - 1:45pm - Should Corporations Have a Purpose and If So, What? Reactions to the Business Roundtable's Statement on the Purpose of a Corporation

On August 19th, the Business Roundtable issued a new statement on the purpose of a corporation which marked a fundamental shift from shareholder primacy to stakeholder governance. We will address the practical impact of the Business Roundtable's most recent statement, its consistency with Delaware Law, and whether corporations should even have a purpose beyond profit-maximization.



Jill Fisch

Saul A. Fox Distinguished Professor of Business Law |
Co-Director of the Institute for Law and Economics |
University of Pennsylvania Law School

Jill Fisch is an internationally known scholar, whose work focuses on the intersection of business and law, including the role of regulation and litigation in addressing limitations in the disciplinary power of the capital markets. Her scholarship has appeared in a variety of publications including the Harvard Law Review, the Yale Law Journal, the Columbia Law Review, the University of Pennsylvania Law Review, and the Texas Law Review. Recent research focuses on corporate governance and securities litigation. Jill is also engaged in a series of

experimental projects that analyze retail investor decision-making and financial literacy. She has lectured on corporate and securities law in China, Japan, Norway, France, Germany, and the United Kingdom.



Steven Davidoff Solomon

Professor of Law & Faculty Director | Berkeley Center for Law
and Business | UC Berkeley School of Law

Professor Davidoff Solomon is one of the nation's most well-known authorities on corporate law. His research focuses on the intersection of law and finance with a particular focus on corporate law and governance, mergers and acquisitions, and capital markets. He is the author of one of the leading casebooks on mergers and acquisitions. In the past four years, four of his law review articles have been selected as being among the "top ten" articles published in corporate and securities law in their respective years, among the 400+ articles that are published each year, by scholars in the field. He has

also published in leading peer-reviewed finance and economic journals such as the Journal of Financial Economics and the American Law & Economics Review.



William Savitt

Partner | Wachtell, Lipton, Rosen & Katz

William Savitt is a partner in the Litigation Department of Wachtell, Lipton, Rosen & Katz, where he specializes in mergers and acquisitions, proxy contests, corporate governance disputes, class actions involving allegations of breach of fiduciary duty, and regulatory enforcement actions relating to corporate transactions. William writes and speaks extensively on corporate and securities law topics. William is a member of the board of trustees of the Columbia Law Review and is an adjunct law professor at Columbia Law School in the field of transactional litigation. He has clerked for the Honorable Pierre N. Leval of the 2nd U.S. Circuit Court of Appeals and the Supreme Court Justice Ruth Bader Ginsburg. Among other professional recognitions, Mr. Savitt has been named by Chambers USA: America's Leading Lawyers for Business as a leading securities litigator, by Lawdragon as one of the 500 leading lawyers in the United States, by Benchmark Litigation as a "litigation star" and as a leading authority in the International Who's Who of Corporate Governance. He is a member of the American Law Institute, the Board of Directors of the New York Legal Aid Society, and is a past executive director of Interfaith Hunger Appeal, a New York-based international hunger relief organization.

Resources:

- The Business Roundtable, Business Roundtable Redefines the Purpose of a Corporation to Promote 'An Economy That Serves All Americans', August 19, 2019¹⁰
- The Business Roundtable, Statement on Corporate Governance, September 1997¹¹
- Wachtell, Lipton, Rosen & Katz, Directors' Duties in an Evolving Risk and Governance Landscape, September 18, 2019¹²

¹⁰<https://www.businessroundtable.org/business-roundtable-redefines-the-purpose-of-a-corporation-to-promote-an-economy-that-serves-all-americans>

¹¹ <http://www.ralphgomory.com/wp-content/uploads/2018/05/Business-Roundtable-1997.pdf>

¹² <http://www.wlrk.com/webdocs/wlrknew/WLRKMemos/WLRK/WLRK.26529.19.pdf>

1:45pm - 2:30pm - Case Study: Shareholders Take on #MeToo - The Trustees United Principles & Investor Engagement on Corporate Culture

In January 2019, and in direct response to the #MeToo movement, trustees representing \$635 billion in assets launched The Trustees United Principles, which focus on human capital strategy to promote a safe corporate culture. State Street has also made culture its top engagement priority in 2019. We will explore the recent focus by trustees and asset managers on corporate culture and how this has impacted engagement with companies in practice.



Moderator

Courteney Keatinge

Senior Director of ESG Research | Glass Lewis

Courteney Keatinge oversees Glass Lewis' research and vote recommendations for shareholder proposals and covers research on key environmental and social issues in all major markets. She has written reports for Glass Lewis including the 2011-2015 editions of Greening the Green: Linking Executive Compensation to Sustainability and Mind the Gap: Board Gender Diversity. Before joining Glass Lewis, Keatinge worked on corporate governance and corporate social responsibility issues at the California Public Employees' Retirement System and the Colorado Public Employees' Retirement Association. She has also filled roles including social media manager and scribe and as a featured author in the Yearbook for the International Corporate Governance Network.



Panelists

Matthew DiGuiseppe

Vice President and Head of Americas | Asset Stewardship Team of State Street Global Advisors

Matt DiGuiseppe is a Vice President and Head of Americas on the Asset Stewardship Team of State Street Global Advisors. Matt and his colleagues on the Asset Stewardship Team are responsible for developing and implementing SSGA's global proxy voting policies and guidelines across all investment strategies, and managing SSGA's proxy voting activities and issuer engagement on environmental, social and governance (ESG) issues. Matt is a member of the State Street Global Advisors Global Proxy Review Committee. Matt chairs the Steering Committee of the Investor Stewardship Group and is a member of the Council of Institutional Investors (CII) Corporate Governance Advisory Council. Prior to joining State Street Global Advisors Matt served as a VP on the Nuveen (fka TIAA) Stewardship & Corporate Governance Team and as a Client Relations Manager for Institutional Shareholder Services (ISS).



Anne Simpson

Director, Board Governance & Strategy - Executive Office | CalPERS

Anne is CalPERS' Director of Board Governance & Strategy, reporting to the CEO and responsible for strategic initiatives across the \$400 billion fund. These include Climate Action 100+, a global investor alliance of \$34 trillion driving business action on climate change, and the UN Secretary General's initiative: Global Investors for Sustainable Development and Vatican dialogue on inclusive capitalism. Anne serves on the SEC's Investor Advisory Committee, and the Leadership Council for the Robert F. Kennedy Center for Justice and Human Rights. Among her publications is the forthcoming

book *The Financial Ecosystem: The Role of Finance in Advancing Sustainability* (Palgrave MacMillan) with Satyajit Bose and Dong Guo at Columbia University.



Theresa Taylor

Vice President, Board of Administration | CalPERS

Theresa Taylor is serving her second term on the CalPERS Board of Administration. A principal compliance representative at the Franchise Tax Board in Sacramento, she has worked for the state for 25 years and brings a wealth of financial experience to her role. In 2015 Theresa was elected vice president/secretary-treasurer for the Service Employees International Union (SEIU) Local 1000, where she oversaw the organization's \$62 million budget through June of 2018. In addition, she served as a member of the SEIU Local 1000 Executive Board and the executive board of the SEIU State

Council. Theresa also served on the executive board of the California State Employees Association (CSEA), the CSEA Member Benefits Committee, and the CSEA Finance Committee, where she was a fiduciary for CSEA's employee retirement plans.

Resources:

- Trustees United Principles: Trustees United for Long-Term Value¹³
- State Street Global Advisors, Proxy Letter - Aligning Corporate Culture with Long-Term Strategy, January 15, 2019¹⁴

¹³ <https://www.trusteesunited.com/>

¹⁴ <https://www.ssga.com/investment-topics/environmental-social-governance/2019/01/2019%20Proxy%20Letter-Aligning%20Corporate%20Culture%20with%20Long-Term%20Strategy.pdf>

2:30pm - 3:30pm - Panel: Heated Debates in the Boardroom - A Fiduciary Duty to Oversee Climate Change Risk?

Climate change is increasingly leading to business and legal risk. We will address the fiduciary obligations of directors and officers to consider climate change in their oversight and strategic management. With respect to legal risk, we will analyze corporate law (primarily Delaware law) and discuss recent climate litigation in the U.S. We will then move from the “why” to the “how” and discuss practical ways that directors are incorporating climate change into their risk oversight function.



Moderator

Heidi DuBois

ESG Director | Society for Corporate Governance

Heidi DuBois is an environmental, social and governance (ESG) expert with two decades of experience in corporate, nonprofit and client advisory settings. As the ESG Director for the Society for Corporate Governance, Heidi develops new programs and manages thought leadership and engagement on emerging ESG trends for boards of directors, business leaders, and corporate governance professionals. Previously, Heidi oversaw the corporate social responsibility and philanthropy functions at BNY Mellon, where she redesigned the firm’s approach to sustainability reporting and executed partnerships with external stakeholders. Earlier in her career, Heidi practiced law at Debevoise & Plimpton for nearly a decade before serving in positions of increasing responsibility at Assurant and PepsiCo. She also helped establish the Berkeley Sustainable Business and Investment Forum, focusing on evolving concepts of risk management, capital allocation, and sustainable business practices as contributors to long-term value creation. She is a member of the Advisory Boards of the Business in Society Institute at Berkeley Law and the Greenbiz GreenFin Summit, a past president of the New York Chapter of the Society for Corporate Governance, and a past member of the Aspen Institute Business and Society Leaders Forum.



Panelists

John Goldstein

Managing Director | Goldman Sachs

John is head of the Sustainable Finance Group (SFG), which is responsible for working across Goldman Sachs to deepen the firm's knowledge and grow its capabilities in relation to inclusive growth and climate transition. He serves as chair of the Sustainable Finance Group Steering Group. John joined Goldman Sachs Asset Management as a managing director in 2015 through the acquisition of Imprint Capital, which he co-founded in 2007, to help expand the firm's Environmental, Social and Governance and impact investing capabilities. Previously, John served as senior managing director of Medley Global Advisors. During that time, he co-founded and served as the executive director of the Medley Institute. Prior to that, John was a management consultant at Andersen Consulting (now Accenture). John has served as an advisor or board member to a diverse set of organizations in the impact space including groups such as the US National Advisory Board of the G8 Social Impact Investing Task Force, the Global Impact Investing Network's ImpactBase initiative, the Global Social Venture Competition, McKinsey's working group on Social Impact Bonds, Global Giving, the Sustainable Food Lab, the UN Capital Development Fund, the International Interfaith Investment Group and a range of other organizations.



Susan Mac Cormac

Partner & Co-Chair of the Energy and Cleantech Groups |
Morrison & Foerster | Member of President's Council of Ceres

Suz Mac Cormac is a corporate partner at Morrison & Foerster. Her practice focuses on late-stage financings, secondaries, and other corporate transactions for traditional investors, as well as the top investors dedicated to impact, from "impact first" foundations, to family offices and private equity funds. She co-led the drafting group for the first of the new corporate forms (the Social Purpose Corporation in California), has created hybrid/tandem corporate structures and crafted debt and equity investments that blend impact with traditional financial terms, and has used corporate law to develop creative capital market solutions to pressing environmental problems. She also advises the boards of public and private companies on corporate governance and fiduciary duties as applied to sustainability and climate change. Suz was named the Most Innovative Lawyer in North America in 2015 by the Financial Times and has been listed as one of the Women Leaders in Tech Law by The Recorder in 2016, 2018 and 2019. She was the founding board member of the Sustainability Accounting Standards Board, a member of the Ceres President's Council, board member of the Earth Genome Project and the Business for Social Responsibility. She has joined the faculty at both the Stanford Director's College and the Northwestern Corporate Counsel Institute, and is an adjunct professor at UC Berkeley School of Law teaching a course on Social Enterprise. She was recently engaged as an expert and testified in two public hearings at the CPUC on corporate form and governance for utilities, including PG&E.



Veena Ramani

Senior Program Director, Capital Market Systems | Ceres

Veena leads Ceres' work on critical market levers that will help scale the transition to sustainable capital markets, including governance systems that companies should put in place at the corporate board level to allow for effective board sustainability oversight. She also oversees Ceres' work on sustainability disclosure. Veena has authored and co-authored a number of reports on board sustainability governance. Veena has been interviewed in a number of corporate governance publications around governance for sustainability, including in the Cover Story of the 2017 Fall Edition of C Suite Magazine. Her work

has been featured by NACD, Ethical Boardroom, GreenBiz, Huffington Post, Environmental Leader, and Responsible Investor. From 2006 to 2015, Veena managed the relationships with a wide portfolio of Ceres Company Network members, including the financial services sector and the electric power sector. Prior to Ceres, Veena worked as a management consultant with CDM, an environmental consulting firm and focused on providing a variety of sustainability services to clients in the public and private sectors. Veena also spent three years with Integrative Strategies Forum, a Washington, D.C.-based nonprofit organization working on developing national and international policy solutions on sustainable development, building consensus and coalitions among civil society groups on these issues and lobbying government representatives. Before that, Veena practiced law in India.



Cynthia A. Williams

Professor & Osler Chair in Business Law | Osgoode Hall Law School

Professor Cynthia Williams joined Osgoode Hall Law School on July 1, 2013, as the Osler Chair in Business Law, a position she also held from 2007 to 2009. Before coming to Osgoode, she was a member of the faculty at the University of Illinois College of Law and, prior to that, she practised law at Cravath, Swaine & Moore in New York City. Cynthia writes in the areas of securities law, corporate law, corporate responsibility, comparative corporate governance, and regulatory theory. Her book *The Embedded Firm: Corporate Governance, Labor, And*

Finance Capitalism, co-edited with Osgoode Professor Peer Zumbansen, was published in 2011 and featured at the Society for Socio-Economics (SASE) Annual Conference in 2012 at MIT. Cynthia engages in policy work through her board membership in the Network for Sustainable Financial Markets, a think-tank of academics and financial market participants; the Climate Bonds Initiative, an NGO established to create a new asset class, Climate Bonds, in order to finance the transition to a low-carbon economy; and as a member of the U.S. Environmental Protection Agency's Environmental Finance Advisory Board.

Resources:

- Mercer, Investing in a Time of Climate Change, 2019¹⁵
- Ceres, Getting Climate Smart: A Primer for Corporate Directors in a Changing Environment, May 14, 2018¹⁶
- Ceres, Systems Rule: How Board Governance Can Drive Sustainability Performance, May 14, 2018¹⁷



To keep the discussions today going, follow us on twitter at @BerkeleyLawBISI @AmeliaMiazad #BerkeleyMeansBusiness, #BSBIF2019, #BISI

¹⁵http://www.mmc.com/content/dam/mmc-web/insights/publications/2019/apr/FINAL_Investing-in-a-Time-of-Climate-Change-2019-Full-Report.pdf

¹⁶ <https://www.ceres.org/climatesmartboards>

¹⁷ <https://www.ceres.org/systemsrule>

4:00pm - 4:30pm - Debate: Can Philip Morris International Become a Sustainable Company? Or is it all Just Smoke and Mirrors

Philip Morris International wants to be a sustainable company by going to a zero smoke business model. In each of the four pillars of its sustainability strategy, PMI reassessed its most relevant challenges, with insights provided by a broad group of external and internal stakeholders, to prioritize areas where its work can have the greatest impact. Is this move by PMI all smoke and mirrors though? We invite you to engage in this debate:



Moderator

John Foley

US Editor | Reuters Breakingviews at Thomson Reuters

John Foley is Reuters Breakingviews' U.S. editor, based in New York. A financial columnist for over a decade, he headed Reuters' financial opinion team in London from 2015 to 2017. John has written from Beijing and Hong Kong, and established Breakingviews' first Asian bureau in 2009. Before joining Breakingviews in 2004, John worked as a copywriter for a London-based advertising agency.

Resources:

- Motles, J., Can "Big Tobacco" Be Sustainable? An Open Letter to James Daffurn, Supply Chain Sustainability Director at JTI (Japan Tobacco International), January 4, 2019¹⁸
- Motles, J., How Working Together Can Expedite the Change We Need, September 6, 2019¹⁹
- R. Eccles, How to Get Big Tobacco to Quit Cigarettes, May 31, 2019²⁰
- R. Eccles, Solving the Cigarette Problem, June 1, 2019²¹
- Philip Morris International, Sustainability Report 2018²²

¹⁸<https://www.linkedin.com/pulse/can-big-tobacco-sustainable-open-letter-james-daffurn-jennifer-motles/>

¹⁹<https://www.linkedin.com/pulse/how-working-together-can-expedite-change-we-need-jennifer-motles/>

²⁰https://www.barrons.com/articles/excluding-tobacco-stocks-wont-force-change-investors-need-to-engage-these-companies-51559329554?mod=md_home_pan_mkt_news

²¹ <https://www.linkedin.com/pulse/solving-cigarette-problem-robert-eccles/>

²²https://www.pmi.com/resources/docs/default-source/pmi-sustainability/pmi-sustainability-report-2018-low-res.pdf?sfvrsn=cada91b5_2



Susan Mac Cormac

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Suz Mac Cormac is a corporate partner at Morrison & Foerster where she chairs the Energy and Social Enterprise and Impact Investing practices. Her practice focuses on late-stage financings, secondaries, and other corporate transactions for traditional investors, as well as the top investors dedicated to impact, from "impact first" foundations, to family offices and private equity funds. She co-lead the drafting group for the first of the new corporate

forms (the Social Purpose Corporation in California), has created hybrid/tandem corporate structures and crafted debt and equity investments that blend impact with traditional financial terms, and has used corporate law to develop creative capital market solutions to pressing environmental problems. She also advises the boards of public and private companies on corporate governance and fiduciary duties as applied to sustainability and climate change. Suz was named the Most Innovative Lawyer in North America in 2015 by the *Financial Times* and has been listed as one of the Women Leaders in Tech Law by *The Recorder* in 2016, 2018 and 2019. She was the founding board member of the Sustainability Accounting Standards Board, a member of the Ceres President's Council, board member of the Earth Genome Project and the Business for Social Responsibility. She has joined the faculty (teaching on the intersection of sustainability and fiduciary duties) at both the Stanford Director's College and the Northwestern Corporate Counsel Institute, and is an adjunct professor at UC Berkeley School of Law teaching a course on Social Enterprise. She was recently engaged as an expert and testified in two public hearings at the CPUC on corporate form and governance for utilities, including PG&E.

Debating



Huub Savelkouls

Chief Sustainability Officer | Philip Morris International

Huub Savelkouls is PMI's first Chief Sustainability Officer. Responsible for all things sustainability, his main goal is to embed sustainability into PMI's corporate strategy. Huub was PMI's Vice President of Value Chain Transformation & Sustainability in 2017, and before that, Vice President of Strategic Policy Initiatives. After joining the company in 1994, he worked extensively across regions on fiscal and economic matters. Prior to joining PMI, Huub worked for NATO as a scientist at its Undersea Research Center in Italy. In October 2018, Huub was appointed member of the Sustainability

Accounting Standards Board (SASB)'s Standards Advisory Group.

4:30pm - 5:00pm - Presentation & Discussion: The Statement of Purpose Campaign

While many companies have mission and vision statements, almost none of them are signed by the board of directors. The Statement of Purpose Campaign aims to obtain board accountability and oversight for corporate purpose by asking corporate boards to publish an annual one-to-two page "Statement of Purpose" that clearly articulates the company's purpose to profitably achieve a solution for society. It specifies within that purpose the few stakeholders most critical to long-term value creation and sustainability. We will address the goals of this campaign, its relationship to the Business Roundtable's recent statement on the purpose of a corporation, the New Paradigm, and other recent initiatives on corporate purpose. We will also debate the potential for this campaign to effect change in the boardroom.



Moderator

Robert Eccles

Visiting Professor of Management Practice | Saïd Business School, Oxford University | Founding Chairman of the Sustainability Accounting Standards Board (SASB)

Robert Eccles is the leading academic authority on integrated reporting, as well as one of the world's top researchers on sustainability from both a company and investor perspective. Robert is Chairman of Arabesque Partners, the world's first ESG Quant fund. He joined the faculty of the Harvard Business School in 1979 and received tenure in 1989. An award-winning author of twelve books, including two on integrated reporting,

Robert has written numerous articles and has a column on Forbes.com. He is the founding Chairman of the Sustainability Accounting Standards Board (SASB) and also played a central role in establishing the International Integrated Reporting Council (IIRC). In 2011, he was selected as one of the world's Top 100 Thought Leaders in Trustworthy Business Behavior, and in 2014 and 2015 was named as one of the 100 Most Influential People in Business Ethics.



Panelists

Amelia Miazad

Founding Director & Senior Research Fellow | Business in Society Institute, Berkeley Law

Amelia Miazad is the founding director of the Business in Society Institute and a member of the business law faculty at UC Berkeley School of Law. The Institute, housed at the Berkeley Center for Law and Business, studies the changing role that companies are playing in society and how this evolution of corporate purpose impacts corporate governance. Amelia's recent work focuses on how corporate sustainability is changing

the role of legal and compliance officers in novel ways. Amelia leads the Institute's research, curriculum development, and programming.



Tim Youmans

Lead - North America | Hermes EOS

Tim Youmans is a director at Hermes EOS and leads its North America efforts. Previously he was research director for the Strategic Investor Initiative at CECP. The CEO Force for Good. Tim has been a research scholar at Harvard Business School and the MIT Sloan School's Family Office Program. He continues to work closely with Oxford Said Business School professor Robert G. Eccles. Their research on Materiality in Corporate Governance: The Statement of Significant Audiences and Materiality and on other topics has, among many other publications, featured in the MIT Sloan

Management Review, Forbes, the Economist, the Financial Times, Harvard Business School Working Knowledge, the Guardian and the American Bar Association. Tim has a Masters in Public Administration, is a Lucius N. Littauer Fellow from the Harvard Kennedy School and a research fellow of the British Academy's Future Corporation Initiative. He spent 25 years in business running his own consulting firms, as executive vice president of a venture-funded start-up and running a large family office. He was retired from the Coast Guard after serving both afloat and ashore in Alaska, Washington D.C., and Maine, and is a service-disabled military veteran.

Resources:

- R. Eccles & T. Youmans (Hermes EOS), How to Move Corporate Purpose Forward: Statement of Purpose Guidance Document, August 2019²³
- R. Eccles, The Statement of Purpose and What You Need To Do, August 23, 2019²⁴

²³ <https://www.hermes-investment.com/us/eos-insight/eos/whats-the-purpose-of-business-purpose/>

²⁴ <https://www.forbes.com/sites/bobeccles/2019/08/23/the-statement-of-purpose-and-what-you-need-to-do/#66aba2042393>

5:00pm - 5:30pm - Sustainability as Risk Mitigation

While sustainability is often presented as a set of discrete issue areas, we will explore sustainability as a process that has significant advantages in mitigating risk. We will compare sustainability to compliance, corporate law's only risk mitigation device, and explore how its informality and broad scope, coupled with direct engagement with stakeholders, can deliver significant benefits in preventing or weathering a corporate collapse. We will also explore SASB's recent framing of sustainability as a strategy for risk mitigation and discuss and debate what that means in practice.



Verity Chegar

Director, Sustainable Investing; Co-Vice Chair of the Standards Board | BlackRock; SASB

Verity Chegar is responsible for global research of environmental, social, and corporate governance (ESG) trends and their implications for investment. Her work informs BlackRock's Investment Stewardship corporate engagement program. She also works with portfolio managers to integrate ESG factors into investment decision-making within BlackRock's active investment strategies. Prior to joining BlackRock, Verity worked at

Allianz Global Investors as an ESG analyst. Her role included company and policy level engagement, and she also served as chair of the U.S. proxy voting committee. In 2006 she joined the U.S. Large Cap Portfolio Management team at RCM, which later became Allianz Global Investors. Verity is a member of the Sustainability Accounting Standards Board (SASB).



Stavros Gadinis

Professor of Law | UC Berkeley School of Law

Stavros' research examines questions in corporate law and financial regulation. His research focuses on the interplay between companies and regulators, and the institutional framework for law enforcement, compliance, and risk management. His article *The Hidden Power of Compliance* (co-authored with Amelia Miazad) (2019 *Minnesota Law Review*) explores how internal reporting within companies impacts the liability of board members. In *Collaborative*

Gatekeepers (co-authored with Colby Mangels) (2016 *Washington & Lee Law Review*) he explores anti-money laundering law as a model of pro-active misconduct reporting. Stavros' work has also traced the spread of financial standards around the world, showing how private, regulator, or government supports leads to distinct results (*Three Pathways to Global Standards*, 2015 *American Journal of International Law*). Stavros has argued that systemic risk reforms introduced after the 2008 financial crisis have resulted in increasing the role of political appointees over independent regulators in the oversight of the financial system (2012 *California Law Review*).



Amelia Miazad

Founding Director & Senior Research Fellow | Business in Society Institute, Berkeley Law

Amelia Miazad is the founding director of the Business in Society Institute and a member of the business law faculty at UC Berkeley School of Law. The Institute, housed at the Berkeley Center for Law and Business, studies the changing role that companies are playing in society and how this evolution of corporate purpose impacts corporate governance. Amelia's recent work focuses on how corporate sustainability is changing the role of legal and compliance

officers in novel ways. Amelia leads the Institute's research, curriculum development, and programming. She publishes research and teaches courses at Berkeley Law. Amelia also teaches in executive education programs and speaks at conferences around the world, which informs Berkeley Law's research and provides opportunities for practitioners to engage in this emerging and impactful area.

Resources:

- S. Gadinis & A. Miazad, Sustainability in Corporate Law, August 20, 2019²⁵
- M. Antoncic, Sustainability Isn't New, It's the New Face of Risk, 2019²⁶

²⁵ <https://corpgov.law.harvard.edu/2019/09/24/sustainability-in-corporate-law/>

²⁶ <https://www.sasb.org/blog/sustainability-isnt-new-its-the-new-face-of-risk/>

