

THIRTY-SECOND ANNUAL CORPORATE COUNSEL SYMPOSIUM TUESDAY, NOVEMBER 9, 2021





Chief Judge Toddrick Barnette Hennepin County Courthouse Fourth Judicial District Minneapolis, Minnesota



C. Christopher Bercaw Partner Dorsey & Whitney LLP bercaw.chris@dorsey.com Minneapolis, Minnesota (612) 492-6122



Peter Carter Delta Air Lines, Inc. Executive Vice President, Chief Legal Officer & Corporate Secretary Atlanta, Georgia

### **Guest and Dorsey Panelist Biographies**

Chief Judge Barnette was elected as chief judge by his peers in 2020. Chief Judge Barnette oversees the busiest judicial district in Minnesota, with approximately 60 judges and nearly half a million cases annually. He appointed Judge Cahill to preside over the groundbreaking trial of Derek Chauvin for the murder of George Floyd, the first trial in Minnesota to allow cameras in the courtroom. Chief Judge Barnette, a former public defender and prosecutor, will discuss the lasting impacts of COVID and the Chauvin trial on pre-trial and trial procedures, how those changes will be communicated (judicial preferences, rules changes, etc.), and some of the equity considerations that play into these changes.

### CHRIS REPRESENTS U.S. AND FOREIGN COMPANIES IN COMPLEX COMMERCIAL TRANSACTIONS AND THEIR DAY-TO-DAY LEGAL MATTERS.

Much of his work involves domestic and international mergers and acquisitions, joint ventures, strategic investments, business formation, overseas expansion, commercial contracts and corporate governance.

Chris also acts as primary outside counsel to companies without a legal department. Drawing on the expertise of legal professionals in Dorsey offices across the United States and abroad, Chris helps clients manage legal issues in virtually all areas of law relevant to their businesses. Chris also works with a network of trusted foreign counsel in jurisdictions where Dorsey & Whitney does not have an office.

Chris is a partner in Dorsey's Corporate Group and head of the firm's Corporate Group in Minneapolis. He has spent most of his career practicing law in the United States, but also lived and worked abroad, including in a law firm in Mexico City, Mexico, and in Dorsey offices in Brussels, Belgium and Tokyo, Japan.

Peter Carter has served as Delta's Executive Vice President, Chief Legal Officer and Corporate Secretary since July 2015. As Chief Legal Officer, Peter oversees Delta's legal, compliance and government affairs groups worldwide and serves on the Delta Leadership Committee.

Peter has worked to protect Delta's freedom to operate by advocating against market distortive subsidies in the industry to ensure fair and open skies. He regularly engages with government stakeholders in the U.S., Mexico, Korea, U.K., China, and the E.U. on matters relating to competition policy, alliances, privacy and compliance.

Before joining Delta, Peter was a partner at the international law firm of Dorsey & Whitney LLP. He chaired the firm's Policy Committee and the Securities Litigation and Enforcement practice group. He is a Fellow of the American College of Trial Lawyers and has been recognized by numerous organizations and publications including being honored with a Burton Award for public interest, and being named one of the Best Lawyers in America for Bet-the-Company and Commercial Litigation, one of "America's Leading Business Lawyers" by Chambers USA, and Antitrust Lawyer of the year in 2013 by Best Lawyers in America.

Before joining Dorsey, Peter clerked for Judge James B. Loken at the U.S. Court of Appeals for the Eighth Circuit.







James L. Chosy U.S. Bancorp Senior Executive Vice President and General Counsel Minneapolis, Minnesota



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Peter serves as a member of the Boards of the Delta Air Lines Foundation, the Alliance Theater, the Chick Fil-A Foundation, The United Way of Greater Atlanta, and the Georgia Chamber of Commerce. He was also appointed by Gov. Nathan Deal to serve on the State of Georgia Judicial Selection Commission.

Jim is a senior executive vice president and general counsel of U.S. Bank. He joined our company in that role in 2013, previously serving as general counsel and corporate secretary of former U.S. Bancorp subsidiary Piper Jaffray. Under his leadership, our law division was recognized among the most innovative in the country by Corporate Counsel magazine. He also built out extensive pro bono and diversity initiatives in the division. Jim has a bachelor's degree from the University of Wisconsin-Madison and a law degree from the University of Minnesota.

Nelson Dong is a senior partner in the Seattle office of Dorsey & Whitney and heads its National Security Law Group and is co-head of its Asia Group. He advises companies, professional societies, universities and research organizations on export controls, economic sanctions, national security and international trade and investment matters. He is an author and teacher on international technology law issues and has been an adjunct professor of international law at the Seattle University Law School and a guest lecturer at the University of Washington Law School. Nelson was a White House Fellow and U.S. Department of Justice official in the Carter Administration responsible for international and national security matters, and a federal prosecutor in Boston. He is an Adjunct Senior Fellow at the East-West Center in Honolulu, a director of the National Committee on US-China Relations in New York City and the Washington State China Relations Council in Seattle, and an active member of the Council on Foreign Relations and the Committee of 100. Nelson is a graduate of Stanford University and the Yale Law School and has served as a trustee of Stanford University.

BETH ADVISES AND REPRESENTS FIRMS AND INDIVIDUALS IN THEIR MOST SENSITIVE CRIMINAL AND CIVIL MATTERS. FROM FCPA INVESTIGATIONS TO GOVERNMENT LITIGATION TO COMPLEX COMMERCIAL DISPUTES, CLIENTS TRUST BETH TO APPLY GOOD JUDGMENT AND PURSUE THE BEST POSSIBLE OUTCOME FOR THEM.

In her white collar and corporate investigations practice, Beth plans and conducts effective internal investigations and represents those under investigation by federal or state authorities for securities fraud, health care fraud, mortgage fraud, public corruption, and Foreign Corrupt Practices Act ("FCPA") violations. Beth also routinely provides anti-corruption/FCPA due diligence and compliance advisory services, including program development, board presentations, and employee training. Beth's approach to investigations is to quickly and accurately define the scope of the issue; her goal is to help clients fully resolve the issue at hand without wasting their resources. In her civil practice, Beth focuses on complex commercial disputes and government litigation, drawing on her background as a certified public accountant (her license is on inactive status) to help clients resolve matters involving complex accounting, securities, and other financial issues.







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## KATE HAS EXTENSIVE EXPERIENCE IN BOTH EQUITY CAPITAL MARKETS TRANSACTIONS AND PUBLIC AND PRIVATE MERGERS AND ACQUISITIONS.

Kate acts for both listed and private companies based in the UK and overseas across a variety of sectors including healthcare, technology, media and real estate and also acts for investment banks on equity capital markets transactions. Kate's broad transactional experience also includes advising on complex reorganizations, joint ventures, private equity and general corporate law matters.

Laura Hammargren is Assistant General Counsel, Litigation at 3M Company. Laura provides legal and strategic business advice to and oversees complex litigation and investigations for a large, multi-national company engaged in providing consumer and commercial goods in a variety of healthcare and industrial areas.

# CAM'S IN-HOUSE EXPERIENCE INFORMS HER ADVICE TO CLIENTS ON CORPORATE TRANSACTIONS AND REGULATORY MATTERS.

Cam helps clients with governance and SEC compliance, securities offerings, and M&A transactions. Prior to her return to Dorsey, Cam was Senior Counsel and Assistant Secretary at General Mills, Inc., where she worked with the board of directors, senior management and a broad range of corporate functions, including the compensation, finance, risk management and investor relations teams, as well as the corporate foundation. Cam has served on the board of directors of the Society for Corporate Governance and the advisory board of <u>TheCorporateCounsel.net</u>. She is also a co-editor of <u>Dorsey's Corporate</u> <u>Governance and Compliance blog</u>. In 2017, she was named a Partner of the Year.







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Nadia C. Martyn Vice President, Deputy General Counsel & Privacy Officer Delta Dental of Minnesota Minneapolis, Minnesota



Anne Murphy Director, International Business Relations Cargill, Incorporated Wayzata, Minnesota

#### KEN'S PRACTICE FOCUSES ON LEGAL ETHICS, LOSS PREVENTION AND MALPRACTICE.

Ken is a lawyer who counsels and represents other lawyers. He advises law firms and corporate legal departments on legal ethics, professional responsibility, loss prevention, legal malpractice, unauthorized practice of law, attorney-client privilege and lawyer trust account compliance. He also represents lawyers, law firms and judges in professional discipline matters, applicants in bar admission matters and provides expert opinions on legal malpractice, lawyer discipline, ethics compliance and the unauthorized practice of law. His extensive experience in Legal Ethics includes serving as the Director of the Minnesota Office of Lawyers Professional Responsibility where, during his more than 20 years with the lawyer discipline system, he handled hundreds of ethics investigations involving lawyer misconduct and issued ethics opinions to lawyers and judges.

Ken is the Ethics Partner at Dorsey & Whitney LLP. As Ethics Partner, he focuses on legal ethics and loss prevention, advising lawyers in Dorsey's offices in the U.S., Canada, Europe and Asia-Pacific. Before joining Dorsey, Ken was a state court trial judge presiding over all types of cases including civil and criminal matters. Ken is a frequent CLE lecturer and has written numerous articles concerning Professional Responsibility and Legal Ethics. He has served as an adjunct faculty member at the University of Minnesota Law School, Hamline Law School and William Mitchell College of Law and received the Minnesota State Bar Association's *Professional Excellence Award* in 2006.

Nadia Martyn joined Delta Dental of Minnesota in 2015. Previously, she worked as a health care associate in the Minneapolis office of Dorsey & Whitney LLP.

As Vice President, Deputy General Counsel & Privacy Officer, Ms. Martyn is responsible for overseeing legal support for all aspects of the dental and vision insurance businesses of Stratacor and its affiliates, the parent company of Delta Dental of Minnesota and Delta Dental of Nebraska. She also oversees a team of lawyers and paralegals providing legal services to other enterprise functions including Human Resources, Finance, Marketing, and the Delta Dental of Minnesota Foundation.

In addition, Ms. Martyn serves as the enterprise Privacy Officer, overseeing the enterprise-wide privacy program and privacy law compliance, including HIPAA. She is also a Certified Information Privacy Professional with the International Association of Privacy Professionals, with an emphasis on US privacy law.

Ms. Martyn received her Juris Doctorate from the University of Minnesota Law School in 2012. She completed her undergraduate studies at Boston College in 2009.

Anne Murphy serves as Director of International Business Relations for Cargill in Washington, D.C., where she manages global trade policy issues and leads the company's Washington-based international government relations efforts with Latin America. Anne is responsible for engaging with key international and federal stakeholders in support of Cargill's work sourcing, producing and moving food and agricultural products around the world. Anne works across Cargill's global businesses to develop market opportunities, advance trade and investment strategies, and foster connections between Cargill, our stakeholders and government institutions globally.

During her time at Cargill, Anne has led strategic projects to advance Cargill's growth by advising and advocating on policy in the areas of international trade and investment, food security, food safety, animal health, and others. She has contributed to Cargill's trade and investment strategies in key markets, including in Latin America, Asia Pacific, Europe, and the Middle East.

Prior to joining Cargill in 2011, Anne served as Legislative Affairs and PAC Manager at the National Turkey Federation, an association representing the US turkey industry. At NTF, she represented the strategic policy interests of the association's 300+ turkey farmer, processor and supplier members, leading







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the development and implementation of strategies to enhance the turkey industry's policy and political leadership.

Prior to joining NTF in 2008, Anne worked at a small lobbying organization that represented agricultural clients, and as an environmental policy intern at the U.S. Department of Agriculture. She graduated Magna Cum Laude from Texas A&M University in 2007 with her B.S. in Environmental Geosciences with a focus in human environment interaction. A Texas native, she, her husband and their two children live in Washington, D.C.

Jen Okerlund serves as Director Counsel for Target Corporation, headquartered in Minneapolis Minnesota. Target is one of the country's largest importers and retailers, with over 1,900 stores across all 50 states, 46 domestic distribution centers, and over a dozen sourcing offices globally. Jen has been an attorney with Target for 15 years. She is also a licensed customs broker. Prior to coming to Target, Jen worked as an attorney in the business group at the law firm Robins Kaplan.

During her time at Target, she has provided legal support and counsel to several compliance functions and almost every business area including Merchandizing, Marketing, Property Development, Finance, International Logistics and Supply Chain, Sourcing, Community Relations, Global Investigations and Government Affairs. The areas of law in which she has provided expertise include international trade, customs, commercial transactions, real estate, licensing, investigations, sanctions, product safety and human rights. She currently serves as Target's principal legal advisor on all matters related to international trade, import and export compliance, as well as those focused on the company's responsible sourcing and sustainability commitments and supplier oversight program. In that capacity, she advises the company regarding merchandise classification, admissibility, valuation, country of origin, the applicability of partner government agency requirements, trade and human rights related sanctions, free trade agreements, and the spectrum of trade remedies. She provides primary legal support for Target's Global Trade Compliance and Responsible Sourcing & Sustainability teams at its headquarters and across its international sourcing offices. She also is the company's main litigation consultant and case manager for all matters before the Court of International Trade and trade and customs matters before the Court of Appeals for the Federal Circuit. Jen has also served as a longtime diversity champion within Legal Affairs, assisting in the design and implementation of several pipeline, inclusion acumen and supplier diversity initiatives, and serves as Target's liaison to the National LGBTQ Bar Association. Jen received her J.D., cum laude from Mitchell Hamline School of Law and her B.A., cum laude from St. Olaf College.

### BOB HELPS CLIENTS, BOTH PUBLICLY AND PRIVATELY HELD, ACHIEVE THEIR STRATEGIC BUSINESS GOALS THROUGH MERGERS AND ACQUISITIONS.

He also regularly advises clients with respect to corporate governance matters, public company disclosures, SEC compliance and executive compensation.

Bob is a member of the firm's Management Committee and is co-head of the firmwide Corporate Group. He has also previously served as head of the firm's Minneapolis office (2008-2012) and as co-chair of the firm's Corporate Group (2002-2005).

Bob is a frequent lecturer at legal seminars on topics related to mergers and acquisitions, corporate governance and public company securities law compliance.



### corporate counsel symposium



Dannette Smith, JD Secretary to the Board and Senior Deputy General Counsel UnitedHealth Group Incorporated Minnetonka, Minnesota



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Sarah Stroebel Senior Vice President & Deputy General Counsel U.S. Bank National Association Minneapolis, Minnesota

Dannette Smith is Secretary to the Board of Directors of UnitedHealth Group Incorporated, a diversified health care company dedicated to helping people live healthier lives and making the health system work better for everyone. As Secretary to the Board, Ms. Smith supports the activities of UnitedHealth Group's Board of Directors and its standing Committees and coordinates their shareholder outreach program and the Company's annual shareholder meeting. Ms. Smith leads a multi-functional team in the areas of corporate governance, securities law compliance, subsidiary management and governance, treasury support, corporate foundation, legal operations, and enterprise physical security.

Prior to joining UnitedHealth Group in June 2004, Ms. Smith was a partner in the corporate department of Dorsey & Whitney LLP, practicing in the areas of securities law, corporate governance and mergers and acquisitions. Prior to joining Dorsey & Whitney in January 1998, Ms. Smith was an associate in the corporate department of Willkie Farr & Gallagher. Ms. Smith was a law clerk for the Hon. Frank Magill, U.S. Court of Appeals, 8th Circuit. She graduated from the University of California, Hastings College of the Law, magna cum laude, in 1994.

Ms. Smith serves on the NYSE Listed Company Advisory Board, is a fellow in the American College of Governance Counsel, is a past Chair of the Society for Corporate Governance and a past Board member of the Council of Institutional Investors.

AS DORSEY'S MANAGING PARTNER, BILL'S PRIORITIES INCLUDE MAINTAINING DORSEY'S STANDARD OF LEGAL EXCELLENCE WHILE ADVANCING THE FIRM CULTURE OF INNOVATION AND INCLUSIVITY, ALL TO THE BENEFIT OF OUR CLIENTS, OUR COMMUNITIES, AND OUR COLLEAGUES.

Bill practiced law at Dorsey for over 30 years before taking its helm. During that time, he served as litigation counsel to some of the world's most successful and innovative organizations. He credits those clients with teaching him valuable lessons about service and leadership, lessons he keeps at the forefront as he leads Dorsey-our clients are our top concern, teamwork and cooperation are essential to success, and an organization's people must be valued and provided with opportunities to succeed.

Bill is committed to continuing Dorsey's robust investment in diversity and inclusion and has supported the implementation of policies that further that cause, such as the firm's "Diversity Hours" policy which allows associates to count work and training that promotes diversity toward their billable hours requirements.

Innovation is also a top priority for Bill. As a member of the firm's Management Committee, he supported the addition of an Innovation and Knowledge Management Department, and as Managing Partner, he has appointed the firm's first Innovation Partner to lead the firm's efforts in developing better and faster ways to serve our clients and provide exceptional value.

Bill finds that one of the most rewarding parts of serving as Dorsey's Managing Partner is learning about our clients' businesses from the people who help run them. If you are one of those people, or have questions about Dorsey, he would welcome your call.

Sarah Stroebel is Senior Vice President and Deputy General Counsel at U.S. Bank. In this role, Sarah partners with her team to lead a variety of legal functions, including litigation; government investigations; employment law; financial crimes; political law; and internal investigations. Sarah engages with a variety of constituents concerning the work on her team, including outside counsel, senior Bank executives, auditors, regulators, and the Board of Directors. She is co-sponsor of the Law Division's Diversity, Equity and Inclusion Council and is active in non-profit board and pro bono work. Prior to joining U.S. Bank, Sarah was an attorney at the Minneapolis law firm of Lindquist & Vennum (now Ballard Spahr), focused on intellectual property and financial services litigation.







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## A FORMER COLLEGIATE ATHLETE, ANDREA CHANNELS HER COMPETITIVE DRIVE AND TEAMWORK MENTALITY TO ACHIEVE RESULTS FOR HER CLIENTS.

Andrea Wechter is a Partner in Dorsey's Commercial Litigation Group. Andrea represents businesses and individuals in complex commercial litigation matters, focusing on business torts, partnership disputes and divorces, trade secret misappropriation, fiduciary duties, derivative claims, and other general contract claims. As a true trial attorney who thrives in the courtroom, Andrea has had numerous in-person and virtual trials during the pandemic. She will share her insights about which new discovery and trial processes have worked well and which have not, and how law firms' delivery of legal services has evolved and will continue to evolve.

Andrea is a participant in the U.S. District of Colorado Civil Pro Bono Program. In 2018, Andrea was selected for the Leadership Council on Legal Diversity (LCLD) Pathfinders Program for diverse, high-potential, early-career attorneys. She continues to be actively involved in LCLD's alumni groups and as a 2021 1L Mentor and 2021 Pathfinders Program Facilitator. In 2020, Andrea was selected for the Colorado General Counsel Mentor Program. Andrea is dedicated to paying forward the mentorship she has received throughout her career to other diverse attorneys. Outside of work, Andrea enjoys the Colorado playground with her husband, Mike, and their two kids.