



# Ogletree Deakins | EMPLOYEE BENEFITS AND EXECUTIVE COMPENSATION SYMPOSIUM

APRIL 30–MAY 1, 2019 | BELLAGIO | LAS VEGAS

## PROGRAM AGENDA

Tuesday, April 30, 2019

Noon – 1:00 p.m.

**Registration**

1:00 – 1:15 p.m.

**Welcome and Introduction**

Stephanie A. Smithey

1:15 – 1:45 p.m.

**When to Hold 'em, When to Fold 'em: Voluntary Exit Incentive Windows**

This session will explore the ins and outs of designing a voluntary exit incentive program, including whether the program needs to be established as an ERISA plan; how to incorporate retirement incentives; how to coordinate health coverage incentives with COBRA, Medicare, and the Affordable Care Act (ACA); and how to secure the appropriate release of claims. Attendees will be given drafting tips and best practices, as well as practical examples of communications materials they can use to launch their voluntary exit incentive programs.

*Presenters:* Stephanie A. Smithey and Nonnie L. Shivers

1:45 – 2:30 p.m.

**Handling High Rollers: Best Practices for Drafting Executive Compensation Agreements**

Whether you are an attorney, board member, or HR professional, you may be involved in the negotiation and design of executive compensation agreements, which can include incentive pay and equity grant arrangements, employment and severance agreements, and restrictive covenants. These agreements can present significant legal issues for both employers and employees, including in the areas of tax, securities, corporate, and employment law. These agreements may also be subject to intense public and agency scrutiny if publicly disclosed. This session will guide you through the perplexing regulations and complicated market practices that you must navigate in designing these agreements.

*Presenters:* Mark Beatty, *Senior Vice President, Executive Compensation and Benefits*, CBS Corporation; John A. Morrison; and Cameron Williams, *Vice President, Counsel*, CDK Global Inc.

2:30 – 2:45 p.m.

**Break**

2:45 – 3:30 p.m.

**Making a Deal: Using Meaningful Benefits and Compensation Due Diligence to Further Your M&A Goals**

Employee benefits and executive compensation issues rarely drive a deal, but they can certainly derail one. Our presenters will review important benefits and compensation questions you should ask when assessing an acquisition opportunity. They will also discuss the formal diligence process and share ideas and checklists for how to make it manageable and efficient. Finally, they will explain how to separate pitfalls from deal breakers, evaluate the impact of each, and resolve problems to keep the transaction on track.

*Presenters:* Ruth Anne Collins Michels and Grace H. Ristuccia

3:30 – 3:45 p.m.

**Break**

3:45 – 4:15 p.m.

**Are You Ready for a State or Federal Payroll Tax Audit?**

This session will highlight key issues identified in recent employment tax audits at the state and federal levels, including state income and unemployment insurance tax concerns for telecommuting and mobile employees, tax deposit timeliness considerations for employers offering equity compensation, and worker classification quandaries. The presenters will also provide attendees with information and insights on how to determine their audit readiness and take steps to proactively manage their tax exposure.

*Presenters:* Michael K. Mahoney and David S. Rosner

4:15 – 4:45 p.m.

**The Benefits and Compensation Issues That Keep Me Awake at Night: A Q&A Session**

Join us for the latest in a series of conversations with experienced benefits practitioners. This session will focus on the top benefits issues that are—and need to be—front of mind in 2019 and beyond.

*Presenters:* Christopher Dysinger, *Director of Retirement Plans*, Walgreens, and Mike Oettinger, *Expert Counsel - Employee Benefits and Executive Compensation*, Walgreens

*Moderator:* Timothy J. Stanton

5:30 – 8:00 p.m.

**Reception and Dinner at Emeril's Delmonico Steakhouse**

**Keynote Speaker: Jim Klein, President, American Benefits Council**

Wednesday, May 1, 2019

7:30 – 8:30 a.m.

**Breakfast**

7:40 – 8:40 a.m.

**Early Bird Session: Identifying and Avoiding Ethical Pitfalls**  
**(Ethics CLE credit may be available)**

Do you know whether all attorney-client communications regarding benefits matters are privileged or what to do when a conflict of interest arises in the handling of a benefits claim? In-house employee benefits attorneys (and their benefits specialist internal clients) at times encounter unforeseen ethical issues that may initially have been overlooked. In this session, an ERISA compliance attorney and an ERISA litigation attorney will address how to navigate common ethical dilemmas, including applying the fiduciary exception to the attorney-client privilege, maintaining confidentiality (ABA Model Rule 1.6), addressing conflicts of interest (ABA Model Rule 1.7), identifying the proper client (ABA Model Rule 1.13), and more. This session, while geared toward in-house employee benefits attorneys, will address concepts that are relevant to benefits specialists and plan fiduciaries who regularly interact with employee benefits attorneys.

*Presenters:* Aimee E. Dreiss and Tina M. Bengs

8:45 – 8:50 a.m.

**Opening Remarks**

Stephanie A. Smithey

8:50 – 9:30 a.m.

**Lessons From ERISA Litigators: How to Protect Your Plans From Liability**

How do plan sponsors reduce the risk of lawsuits and legal fees? This session will focus on plan design from the perspective of ERISA litigators. Our panel will address the latest developments in class action waivers in arbitration agreements, forum selection clauses, limitations periods, anti-assignment provisions, and other important plan terms that can dramatically affect the outcome of a claim for benefits. Attendees will learn what provisions to include, how to draft them, and how they can reduce the risk of litigation and make plans easier to defend.

*Presenters:* Christina Maistrellis Broxterman; Nimesh R. Patel, *Assistant Vice President and Senior Counsel*, Unum; and Mark E. Schmidtke

9:30 – 10:00 a.m.

**Agonizing Over Agency Audits? Tips and Insights to Help Alleviate Your Anxiety**

While we can't guarantee that your Internal Revenue Service and U.S. Department of Labor audits will be painless, our presenters will provide insights to help you survive them. Topics include "point" systems used by agents, regional variations in training, and other tips for navigating audits.

*Presenters:* Timothy G. Verrall and Catherine R. Reese

10:00 – 10:15 a.m.

**Break**

10:15 – 10:45 a.m.

**Qualified Plan Game Changers**

Don't get left behind! Developments in the qualified plan world are moving fast. Stay up to date with the flurry of activity occurring in this area, including the 401(k) student loan payment matching program phenomenon, sweeping legislation to change retirement plans, the latest attempts to save multiemployer plans, the liberation of hardship distributions, and much more.

*Presenters:* Lorne O. Dauenhauer and David S. Rosner

10:45 – 11:30 a.m.

**Hot Topics in Health Benefits**

Health benefit plans can be helpful to employees but challenging for employers. This session will explain how to comply with often-confusing legal guidance and avoid common problems. Our presenters will focus on some of the most challenging legal and regulatory health benefits developments we expect employers to face in 2019, including ACA assessments, surprise medical bill legislation, and mental health parity litigation.

*Presenters:* Timothy J. Stanton and Eric P. Mathisen

11:30 – 11:40 a.m.

**Closing Remarks**

Stephanie A. Smithey

**LOCATION**

Bellagio  
3600 South Las Vegas Boulevard  
Las Vegas, NV 89109  
(702) 693-7111

**COST**

\$595 per person  
\$395 per person  
(for those attending  
Workplace Strategies)

**REGISTRATION**

To register, please visit [www.ogletree.com](http://www.ogletree.com)  
or contact our Events Team at  
[ODEvents@ogletree.com](mailto:ODEvents@ogletree.com).

CLE will be requested for this program. Please note that Alabama CLE credit is not available for this program. Please email any CLE-related questions to [cle@ogletree.com](mailto:cle@ogletree.com). This program qualifies for both experienced and newly admitted attorneys. Attorneys who need financial aid to attend may view the policy here: <https://tinyurl.com/clefinancialaid>.