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FOCUS



Joe Nullmeyer
VP, General Counsel,
Mitchell Martin Inc.

A Message From the President

Joe Nullmeyer

Dear ACC Greater Philadelphia Members and Friends:

As we approach the summer, I hope you've had an opportunity to

benefit from some of our great substantive and social programming. Our Chapter's Board of Directors, volunteer leaders, and Chapter Administrator, Denise Downing, have been working diligently with our sponsors to feature relevant content and fun networking opportunities for our members. I'd like to highlight a few of our Chapter's recent programs.

So far this year, ACCGP has hosted over 40 CLE programs. In March, we hosted our 6th Annual GC/CLO Summit. Our sponsors Fisher Phillips, Cozen O'Connor, and Dechert LLP led discussions on artificial intelligence, ESG and interacting with regulators. The GC/CLO Summit included a networking lunch where GCs and CLOs discussed hot topics and learned from their peers. In May, we hosted the Annual Women's Summit featuring panels on topics most relevant to women. The Summit included panels from our sponsors Fisher Phillips, Cozen O'Connor, Dechert LLP, Armstrong Teasdale, and Reed Smith and featured networking opportunities at lunch and at the closing reception.

Our 16th Annual In-House Counsel Conference, held in April, was an overwhelming success and we received a wealth of positive feedback from members and sponsors. With over 800 attendees (a record high), it would have been impossible to host such a high-quality event without the support of our IHCC Committee, chaired by Frank Borchert, our administrative team, led by Denise Downing, and our many Practice Area Network volunteer leaders. Notably, 2500+ CLE hours were processed at the IHCC, all at no cost to our members!

Now in its 17th year, the Diversity Internship Program will kick off in June. Thanks to the year-round efforts of Ricki Abrams, Smita Aiyar, Nina Blackshear, Teleicia Dambreville and the entire committee, we have an impressive intern class of 16 law students who were matched with our member companies. Be sure to introduce yourselves to our interns as they attend Chapter events this summer.

We were honored to be lauded by the Association of Corporate Counsel with the 2023 Gold Chapter of Distinction Award, given to chapters that are among the best in the United States, and as recognition for their service to members, promoting member involvement, demonstrating leadership and association best practices, as well as furthering ACC Global's strategic plan. It is with

the support of our Board of Directors, Network/Committee volunteer leaders and Chapter Administrator that ACCGP continues to be one of the premier chapters of ACC.

Please mark your calendars for our remaining signature events in 2024 (a link to our full calendar is [here](#)):

- Annual Family Fun Night and Softball Game in Wilmington on July 31st
- Golf & Tennis Outing at Radnor Valley Country Club on September 16th
- Fall Gala on November 7th
- Diversity Summit on December 5th

I want to close with a reminder to follow and interact with ACCGP on LinkedIn. It's one of the best ways to stay engaged with the Chapter!

Our Board of Directors is here to serve you and we welcome your input and involvement. You can always reach me directly at joe.nullmeyer@itmmi.com or 215.383.0490. I look forward to seeing all of you at future Chapter events!

Very truly yours,
Joe Nullmeyer
President, ACC Greater Philadelphia

Cyber Insurance Implications – Artificial Intelligence and SEC Disclosure Rules

By Arthur Armstrong, Partner, Reed Smith and Alexa Austin, Associate, Reed Smith

Insurance for Artificial Intelligence Risks

The use of artificial intelligence in business continues to expand—but as deployment of AI increases, so too does a company’s potential liabilities. While AI use is still arguably in its infancy, the potential for significant losses stemming from the new AI applications is undeniable. There has already been a swath of AI-related litigation for alleged privacy violations. However, other risks continue to arise, including potential claims related to product liability, intellectual property, antitrust violations, employment law violations, and tort claims for bodily injury and property damage. C-suite leadership is increasingly considering how it can mitigate these risks through insurance coverage.

However, at least some insurers are seeking to avoid their coverage obligations for AI-related claims. For example, in *Citizens Ins. Co. of Am. v. Wynndalco Enters., LLC*, 70 4th 987 (7th Cir. 2023), two putative class action complaints were filed against the policyholder related to the company’s sale of certain AI-products to police departments. The insurer denied coverage under its business owner’s insurance policy pursuant to the “Distribution of Material in Violation of Statutes” exclusion. The Seventh Circuit rejected the insurer’s effort to deny coverage on this basis and found in favor of the policyholder. The Court reasoned that if the subject exclusion was read to exclude the underlying lawsuits from coverage, “that provision would swallow a substantial portion of the coverage that the policy otherwise explicitly purports to provide in defining a covered ‘personal or advertising injury.’”

Policyholders face other issues under existing lines of coverage, such as their Professional Liability, Cyber, Commercial General Liability, Tech E&O, Property, and D&O policies. For example, cyber insurance is a critical line of coverage

to address AI-related losses. Cyber policies often provide coverages for both first-party losses and third-party liabilities that arise out of cyber incidents. When submitting a claim based on an AI-related loss, policyholders should be particularly attentive to the defined terms in their policies, as well as the sublimits and exclusions, that could apply to the loss. A misstep in describing the nature of the cyber event or the resulting damage could provide the insurer an opportunity to take an unfavorable coverage position.

Moreover, a policyholder is well advised to be judicious in how a cyber event—whether AI related or not—is documented and information is shared. The new disclosure rules promulgated by the Securities and Exchange Commission (the “SEC”) make this guidance especially pertinent now.

SEC Cyber Rule Raises Potential Insurance Coverage Complications

Under the new SEC disclosure rules, public companies must disclose material cybersecurity incidents within four business days of the materiality determination. See <https://www.sec.gov/corpfin/secg-cybersecurity>. Companies must also describe their process for assessing, identifying, and managing cyber risk, and opine on the potential effect the incident will have on the company.

This strict mandate by the SEC may increase policyholders’ legal exposure. As a best practice, companies subject to these disclosure rules should work with brokers and coverage counsel to ensure any public disclosure is carefully tailored so as to preserve recovery under applicable insurance policies.

Potential Coverage Issues

In light of the SEC’s increased scrutiny of public companies’ cybersecurity practices, there is likely to be an increase in litigation.

Shareholder suits challenging the accuracy of disclosed information, corporate governance, and certain breaches of fiduciary duties related to cyber incidents will likely draw on information gleaned from the required SEC disclosures. Accordingly, businesses will seek insurance that will respond as needed. While D&O policies are often called upon when a policyholder faces class action litigation, insurers routinely attempt to exclude cyber-related claims. And while the cyber insurance market lacks uniformity, D&O exclusions have become more common in the past few years. This may leave policyholders with a gap in insurance coverage, forcing policyholders to foot the bill for significant losses.

Not only may certain exclusions be implicated, but insurers will likely scrutinize and raise coverage issues related to the policyholder’s disclosure itself. Policyholders must ensure that communications to the insurers regarding the loss are consistent with disclosures to the SEC. Considering these disclosures are required while your company may still be in the throes of a cyber attack – negotiating a ransom with a threat actor, searching for and patching vulnerabilities, trying to mitigate business interruption – maintaining clear and consistent communication regarding the cyber incident requires careful attention.

Notably, because of the SEC disclosure rules, insurers now have the benefit of reviewing publicly available cybersecurity risk management and government practices and procedures following a cyber incident. While cyber insurance applications are far more robust than even a few years ago, this additional source of information for insurers may prove significant.

Considering the always evolving cyber insurance landscape, the effects of the new SEC disclosure rules on claims is yet to be determined. In any event, any cyber incident requiring disclosure may

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well be the subject of a cyber or other insurance claim. As such, policyholders should freely engage with their coverage counsel to ensure they are in position to maximize their insurance recovery.

Authors:

Arthur Armstrong, Partner

Arthur is a partner in the Philadelphia office who focuses his practice on insurance recovery exclusively on behalf of corporate policyholders. Arthur regularly represents

privately held and publicly traded companies against primary and excess insurers to secure coverage under property, commercial general liability, D&O, E&O and other insurance policies. He has also handled appeals before state and federal courts of Pennsylvania and New Jersey. His practice also focuses on insurance recovery for cyber attacks, including ransomware, DDoS attacks, social engineering, malware attacks and other cyber threats. He holds a certificate from HarvardX for "Cybersecurity: Managing Risk in the Information Age."

Alexa Austin, Associate

Alexa is an Associate in the Pittsburgh office who focuses her practice on insurance recovery for policyholders. She has experience representing policyholders at various stages, including claims handling and insurance coverage litigation. She has worked on coverage disputes under various types of insurance policies, including first-party property policies, professional liability policies, and commercial general liability policies.

Joint Guidelines for Secure AI Deployment

By Christopher Dodson, Member, Cozen O'Connor and Andrew Baer, Chair, Technology, Privacy & Data Security, Cozen O'Connor

New cybersecurity guidance for artificial intelligence (AI) systems, available here, was recently issued jointly by the U.S. Cybersecurity and Infrastructure Security Agency (CISA), the FBI, the National Security Agency's Artificial Intelligence Security Center, and cybersecurity agencies of Australia, New Zealand, the U.K., and Canada. The Guidelines, *Deploying AI Systems Securely: Best Practices for Deploying Secure and Resilient AI Systems*, are particularly notable because they focus on best practices for organizations that deploy AI developed by a third party rather than targeting developers of AI systems.

The Guidelines include, among other recommendations:

1. Manage and Secure the Deployment Environment

Prior to deployment, deployers of AI systems should verify that the deployment environment adheres to sound security principles, which include robust governance, well-designed architecture, and secure configurations. Deployers should also require the developer of the AI system to provide information about likely security threats to the system and account for deployment environment security requirements when developing contracts for AI system products or services.

2. Validate the AI System Before and During Use

The Guidelines include specific recommendations intended to ensure the integrity of the AI system. Recommended

methods include the use of cryptographic methods, such as digital signatures and checksums, to confirm the authenticity of all artifacts. Additionally, hashed and encrypted copies of each release of the AI model and system should be created and stored in a tamper-proof location. All forms of code (including source code and executable code) and artifacts (e.g., models, parameters, configurations, and data) should be stored in a version control system with proper access controls. The supply chain should be evaluated for any external AI models and data, ensuring vendors adhere to organizational standards and risk management policies.

3. Secure API

Application programming interfaces (APIs) should be secured by implementing authentication and authorization mechanisms. All input data should be validated and sanitized.

4. Actively Monitor Model Behavior

Deployers should collect logs that include inputs, outputs, intermediate states, and errors and should ensure that automated alerts are triggered for suspicious conditions. The model's architecture and configuration settings should be monitored for any unauthorized changes or unexpected modifications that might compromise the model's performance or security.

5. Protect Model Weights

Interfaces for accessing model weights, the parameters that are adjusted during

the training process to create the designed output of the AI system, should be hardened to increase the effort it would take for an adversary to exfiltrate the weights. Weight storage should be aggressively isolated. For example, model weights should be stored in a protected storage vault, in a highly restricted zone (such as a separate dedicated enclave), or using a hardware security module (HSM).

6. Enforce Strict Access Controls

Deployers should apply role-based access controls (RBAC) or attribute-based access controls (ABAC), where feasible, to limit access to authorized personnel. Additionally, they should use multi-factor authentication (MFA) and privileged access workstations (PAWs) for administrative access.

7. Conduct Audits and Penetration Testing

Third-party security experts should be engaged in conducting audits and penetration testing on AI systems.

8. Update and Patch Regularly

The AI system should be kept up-to-date, and when updating to a new/different version, a full evaluation should be run to ensure that accuracy, performance, and security tests are within acceptable limits before redeploying the AI system.

Overall, the Guidelines provide specific, actionable best practices. Organizations

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deploying AI systems would be well served by following the recommendations.

Authors:

As a member of Cozen O'Connor's Technology, Privacy, & Data Security practice, **Christopher Dodson** advises clients on privacy and cybersecurity regulations, handles matters involving artificial intelligence, and negotiates technology contracts and data licenses. A leader in the area of technology, privacy, and data security, Chris has extensive experience advising clients on federal, state, and European privacy laws, including U.S.

state comprehensive privacy laws, U.S. state biometric privacy laws, the Gramm-Leach-Bliley Act, the NYDFS Cybersecurity Regulation, and FFIEC and FTC privacy and cybersecurity regimes. He is leading efforts to develop technology-based defenses in BIPA actions.

Andrew Baer is the founder and chair of Cozen O'Connor's Technology, Privacy & Data Security practice. He was among the first attorneys in the country to launch a dedicated technology practice and has led development of a unique multidisciplinary

approach to tech, privacy, IP, cyber, and internet law. Today, Andrew's practice focuses on advising sophisticated clients on cutting-edge technology transactions and privacy/cybersecurity compliance. He represents diverse clients ranging from startups to Fortune 500 giants, including financial institutions, SaaS/aaS/PaaS companies, digital interactive agencies, adtech companies, online ad networks, data brokers, mobile app developers, life sciences companies, media monitors, and e-commerce companies. Andrew also represents AI developers and crypto companies.

New and Returning Members

Mary Akhimien

Bank of America Corporation

Mary-Ellen Allen

Olympus Corporation of the Americas

John Armbruster

Hagerty

Zachary Augustine

ASM Global

Ranjan Barsley

CoreStates Group

Max Bernstein

Waste Management

Nicole Bigham

Physicians Endoscopy

Tara Burns

Teleflex

Antonio Burrell

Snipes USA

Shawn Butte

Wish Inc.

Todd Coomes

The Chemours Company FC, LLC

Dustin Covello

Sojo Industries, Inc.

Timothy Curley

Allianz Reinsurance America, Inc.

Taylor Datulma

Olympus Corporation of the Americas

Amy Demediuk

CSL Behring LLC

Shannon Dove

Nasdaq, Inc.

Christine Dragann

CSL Behring LLC

Michele Dyer

SKF USA Inc.

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Rosemarie Farhat

Hamilton Lane Advisors, L.L.C.

Fran Ferrara

Radian Group Inc.

Chantal Floyd

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Allstate Insurance Company

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Stanley Black & Decker, Inc.

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Nationwide Mutual Insurance Company

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Melissa Quirus

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Michelle Rosenberg

Quench USA, Inc.

Daniel Rotko

Kuvare Holdings

Christopher Ruggiero

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Tausha Saunders

Temple University Health System

Leonard Schoponhove

CSL Behring LLC

Needhy Shah

Gentell

Blair Shaw

Fortrea Inc.

Michelle Shawler

Comcast Corporation

George Stanley

Hamilton Lane Advisors, L.L.C.

Catherine Stehlin

East Penn Manufacturing Company

Michael Stoll

Zeus Fire and Security

William Thomas

Hughes and Thomas LLC

Ashley Turner

Toll Brothers, Inc.

Jennifer Ward

The Chemours Company FC, LLC

Katie Weiner

Johnson Matthey Inc.

Akilah Wilson

B Lab

Zachary Woerner

The Chemours Company FC, LLC

Board Member Spotlights



Gabe Holdman
SVP, Global General Counsel
PTC Therapeutics, Inc.

Current Role with ACCGP:

Director and Co-Chair of the Health, Biotech & Pharma Practice Area Network

What is your favorite part about ACC Greater Philadelphia?

ACC GP is an amazing network, a community of like-minded in-

house legal professionals sharing learnings, resources, and support.

What is your favorite restaurant in Philadelphia?

Zahav

What is your favorite vacation destination?

Any tropical beach

What is your favorite ACCGP event that you've ever attended?

The annual all-day In-house Counsel Conference (IHCC) is always awesome!

What is your go-to karaoke song?

Sabotage - Beastie Boys

Fun fact about yourself:

I enjoy flying, I am an instrument-rated pilot.



Kevin Griffin
Co-General Counsel, Americas
Ramboll

Current Role with ACCGP:

Director and Co-Chair of the Contracts & Commercial Law Practice Area Network

What is your favorite part about ACC Greater Philadelphia?

I love to meet up with fellow in-house professionals and friends at

the in-person social events.

What is your favorite restaurant in Philadelphia?

It was Amis when that was open. Now maybe Harp & Crown

What is your favorite activity to do in Philadelphia?

Attend Sixers, Phillies or Eagles games

What is your go-to karaoke song?

What You Won't Do For Love - Bobby Caldwell

What did you choose law as your profession?

I enjoyed reading and writing

Fun fact about yourself:

I had 22 groomsmen at my wedding.

ACC News

New!
The Essential Toolkit for New General Counsel

DOWNLOAD TODAY ↓

Just stepped into a new General Counsel role at your organization or a new company? Expectations placed on you are high, and the pressure is on. Imagine having a clear roadmap to navigate the challenges you face. Well, we've created one just for you!

Introducing [The Essential Toolkit for New General Counsel](#). Our new toolkit features checklists and tips from leading in-house counsel and has (almost) everything you'll need to succeed in the general counsel role.

ACC365 App Now Available to Download

Your work goes beyond your desktop and now so does the ACC member experience. The brand-new ACC365 app is now available to [download](#). Stay connected and get the ACC experience in the palm of your hand. With one tap, you are plugged into the people, resources, and knowledge that accelerate your career.

ACC ANNUAL MEETING
AM24
OCTOBER 6-9, 2024 / NASHVILLE, TN
Meet Me in TENNESSEE
Register Now

Mark your calendars and get ready for the event of the year! The 2024 ACC Annual Meeting is heading to the vibrant city of Nashville, TN, from October 6-9, and you won't want to miss it.

This annual gathering is the world's largest for in-house counsel, attracting thousands of professionals like you for an unforgettable experience.

In Case You Missed It

16th Annual In-House Counsel Conference

April 18, 2024

Over 800 people registered for ACCGP's 16th Annual In-House Counsel Conference at the Pennsylvania Convention Center. The event featured 25 CLE programs (including four ethics sessions), a relaxation room with massage therapists, complimentary professional headshots for all attendees, a puppy park, tech demos from legal software companies and complimentary sessions with a career coach.



2024 Women's Summit

May 15, 2024

Thank you to Fisher Phillips, Cozen O'Connor, Dechert, Armstrong Teasdale and Reed Smith for speaking at our 2024 Women's Summit. The event was held at The Alloy in King of Prussia and featured five educational sessions focused on women's issues in the workforce.



45th Annual Philadelphia Bar Association's 5K Walk/Run

May 19, 2024

A dozen ACCGP members participated as ACCGP's running team for the 45th Annual Philadelphia Bar Association's 5K Run/Walk to raise funds for the Support Center for Child Advocates.



2024 Upcoming ACCGP Events

Visit [ACC Greater Philadelphia](https://www.accphiladelphia.org) for the most current event details or to register for chapter events.

June 18, 2024

**Women's Networking Event
with Cozen O'Connor**

Cozen O'Connor Office
Philadelphia, PA

July 9, 2024

**Tech Tuesday Webinar with
OpenText**

Virtual Event

September 16, 2024

Annual Golf & Tennis Outing

Radnor Valley Country Club
Villanova, PA

June 25, 2024

Corporate Counsel University

Aramark
Philadelphia, PA

July 31, 2024

**8th Annual Family Fun Night &
Softball Game**

Frawley Stadium
Wilmington, DE

October 18, 2024

**18th Annual Paralegal/Legal
Assistant Forum**

Desmond Hotel
Malvern, PA

Sponsors for 2024

We thank our 2024 Sponsors for their support of our chapter. Without them, we could not achieve the levels of success that the chapter consistently reaches.

DIAMOND



EMERALD



PLATINUM



GOLD



In-Transition Membership

If you are a member who is in transition, take advantage of the opportunity to continue your membership **AT NO COST**. ACC will waive dues for existing members for up to one year, and offer a reduced membership rate for up to an additional two years if you are displaced but actively seeking a new in-house position. [[In-Transition/Retired Application](#)] For more information about In-Transition Membership, please visit: <https://www.acc.com/membership/become-a-member/in-transition-member>.

Retired Membership

Recently retired ACC members may continue their membership at a **reduced rate of \$95 annually**. You can email membership@acc.com to request an invoice for this great rate, or submit the [In-Transition/Retired Application](#), and be sure to select the RETIRED option. For more information about Retired Membership, please visit: <https://www.acc.com/membership/become-a-member/retired-member>.

If you have questions, please contact ACC's membership department at 202.293.4103, ext. 360 or at membership@acc.com.



Follow Us on LinkedIn at

<https://www.linkedin.com/company/acc-greater-philadelphia/>



Chapter Leadership

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VP, General Counsel
Mitchell Martin Inc.

President Elect

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Chief Administrative & Legal Officer
Best Egg, Inc.

Vice President

Shahrzad Kojouri
Legal Counsel
TalentNeuron

Second Vice President

Jonathan Margolis
Vice President & National Director of Privacy
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Walmart Inc.

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Board Secretary
Rabobank USA

Nina Blackshear
Senior Counsel
Spark Therapeutics, Inc.

Teleicia Dambreville
Director, Senior Counsel - Employment
Burlington Coat Factory Warehouse
Corporation

Michael Donnini
Counsel
Comcast Corporation

Jan Fink Call
Head of Global Litigation
dsm-firmenich

Kevin Griffin
General Counsel, Americas Environment &
Health
Ramboll US

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PTC Therapeutics, Inc.

Rosemarie Hoslyn
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PFM Financial Advisors

Elizabeth Kim

Deputy General Counsel
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Marko Kipa

Deputy General Counsel
Comcast Corporation

Matthew Maisel

Rose Oskanian
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Csongor Pinter

Director, Refinery Attorney
PBF Energy

Katherine Puccio

Deputy General Counsel
EMR USA

Edward Rockwell

SVP and General Counsel
EPAM Systems, Inc.

Joshua Romirowsky

Counsel, Data Privacy & Marketing
Campbell Soup Company

Yan Ling Wang

Legal Counsel
De Lage Landen Financial Services, Inc.

Chapter Administrator

Denise Downing
ACC Greater Philadelphia