

# **Monday, October 25 9:00am-10:30am**

# 104 - How and Why to Take your Records Program Global

### Maura Dunn

Director
Duff & Phelps, LLC

### Jacqueline Hatter

Assistant General Counsel Heidrick & Struggles International, Inc.

### Carol Helliker

Vice President, Deputy General Counsel & Corporate Compliance Officer CenterPoint Energy, Inc.

### **Cheryl Solomon**

Gucci Group General Counsel Gucci Group Services Ltd.

Session 104

# Faculty Biographies

### Maura Dunn

Maura Dunn, CRM, PMP, is a director in Duff & Phelps, LLC's Legal Management Consulting Group. She leads the enterprise information management/records strategies practice for Duff & Phelps, counting among her clients worldwide leaders in media/internet advertising and content, entertainment, luxury goods, and professional services firms. Her experience spans the full lifecycle of records management program implementations including assessment, strategy, policy development, technology implementations, training and operations.

Ms. Dunn has over twenty years of records and information management experience as a consultant in both the private and public sectors. Prior to joining Duff & Phelps, she led Booz Allen Hamilton's national practice in records management, serving clients in the defense, civil and intelligence sectors of the federal government.

She is active in ARMA International, at both the local and international levels, and is a frequent speaker on records and information management topics.

Ms. Dunn received her Bachelor's degree from Georgetown University. She holds a Masters from the University of Maryland. Ms. Dunn is a Certified Records Manager with the Institute of Certified Records Managers and a Certified Project Management Professional with the Project Management Institute.

### **Jacqueline Hatter**

Jacqueline Hatter is the associate general counsel for Heidrick & Struggles, Inc. in Chicago, Illinois. Her responsibilities include legal counsel to the organization, litigation management, overseeing the immigration program, and development of a comprehensive records management program.

Prior to joining Heidrick & Struggles, Ms. Hatter served as in-house with Sears, Roebuck & Co, in Hoffman Estates, Illinois. Prior to joining Sears, Roebuck & Co., Ms. Hatter was in-house with American Family Mutual Insurance Company in Madison, Wisconsin.

She currently serves as a mentor and sponsor for LINK Unlimited.

Ms. Hatter received a BA from Marquette University and is a graduate of the University of Wisconsin -Madison School of Law.

### Carol Helliker

Carol Helliker is the senior vice president, deputy general counsel and chief ethics and compliance officer for CenterPoint Energy, Inc. in Houston, Texas. Her responsibilities

include overseeing all litigation, the ethics and compliance department, the claims department and the corporate records management and information department.

Prior to joining CenterPoint Energy, Inc., Ms. Helliker spent five years working in the litigation department for the Baker Botts law firm primarily representing clients on employment law and union issues at the state and federal level.

She is a member of the Houston, Texas and American Bar Associations, the National Association of Professional Women, Texas general Counsel Forum, the Ethics and Compliance Officer Association and is life Fellow of the Houston Bar Foundation. Through the Houston Bar Association, the Houston Volunteer Lawyers Program and Texas Accountants and Lawyers for the Arts, Ms. Helliker provides pro bono legal services to impoverished clients. She is a member of the Leadership Houston Class XXIX, she serves on the Governance Committee for the Susan G. Komen Foundation and she was chosen as one of the 50 most influential women in Houston in 2009 by Houston Woman magazine.

Ms. Helliker attended the University of Texas at Austin, receiving a BA. She also participated in a joint degree program where she received a Masters of Public Affairs from the LBJ School of Public Affairs and a JD from the University of Texas law school.

### **Chervl Solomon**

Cheryl Solomon is the general counsel of the Gucci Group, based in London. In that role, she oversees the global legal department for Gucci Group and its brands. Ms. Solomon is actively involved in strategic planning and implementation relating to a variety of compliance-related issues, such as deploying an ethical code effectively, developing compliance programs for areas including data protection and privacy and records retention. She also advises the company and its board of directors on a wide variety of legal issues including corporate governance, employment, intellectual property, M&A, commercial contracts including licensing, franchise, and distribution agreements, and litigation.

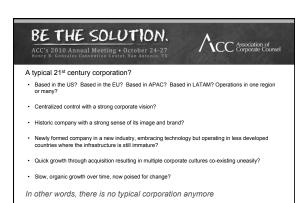
Prior to joining the Gucci Group, Ms. Solomon was of counsel at an international law firm in New York, where she was a member of the litigation group. Immediately after graduating from law school, Ms. Solomon served as a law clerk to the Honorable Marjorie O. Rendell in Philadelphia, Pennsylvania.

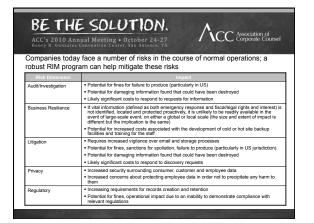
She currently serves as an advisory board member for the Harper's Bazaar Anti-Counterfeiting Alliance. She is also a country representative for the United Kingdom for ACC and an advisory board member for the Corporate Counsel Forum of the International Bar Association.

Ms. Solomon received her JD cum laude from the University of Pennsylvania Law School where she was selected to the Order of the Coif and was on the Law Review, and she received her BA from Brandeis University.

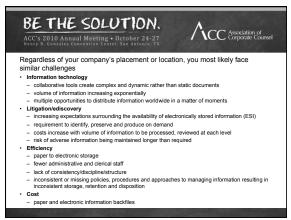


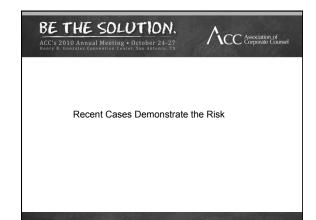
How and Why to Take Your Records Program Global





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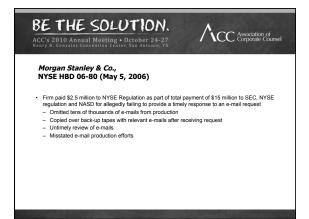
# BE THE SOLUTION. Association of Corporate Counsel Failure to Preserve In re NTL, Inc. Sec. Litig., 244 F.R.D. 179 (S.D.N.Y. 2007)

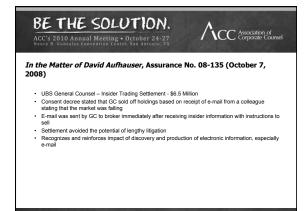
- Typical "duty to preserve" difficulties are exacerbated with mergers, reorganizations and other changes in corporate organizational structure
- In re NTL, Inc. Sec. Litig., 244 F.R.D. 179 (S.D.N.Y. 2007) Plaintiffs filed a federal securities lawsuit against NTL, Inc., a company that filed for Chapter 11 a few months after sult was commenced. Two companies emerged from the bankruptcy: (1) NTL Europe, the successor company responsible for selling off unprofitable assets, and against whom the lawsuits would proceed; and (2) NTL, Inc. ('New NTL'), the operational company with control of European telecom assets (a "non-party" to the suit).
- The two new companies entered into an agreement that contained a document sharing provision, allowing each company access to "all documents, records or other materials" that might be necessary to comply with legal, regulatory and other obligations or needs.
- Plaintiffs moved for discovery sanctions against both companies for hindering and delaying document discovery and allowing the destruction of potentially important documents and ESI.

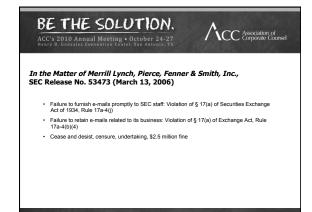
# BE THE SOLUTION. Association of Corporate Counsel ACC's 2010 Annual Meeting • October 24-27 Henry B. Gonzalez Convention Center, San Antonio, TX In re NTL, Inc. Sec. Litig., 244 F.R.D. 179 (S.D.N.Y. 2007) Duty to preserve attached when litigation was first anticipated: Defendants failed to instill proper litigation hold and remnders to ensure that documents and ESI maintained by the defendant company and the non-party company after emergence from bankruptcy were preserved as required under the duty to preserve – spollation of the emails of approximately 44 key players resulted; Despite "information sharing" provisions of agreement, defendant failed to collect and produce data; Even without information sharing provisions of agreement, defendant had "control" over the predecessor company's responsive documents and ESI possessed by non-party company – it had the "legal right" and practical ability to obtain responsive documents. This conduct as a whole demonstrated a "culpable state of mind" that warranted spoliation sanctions; Additionally, the court held that defendant was "at a minimum grossly negligent," and plaintiffs were entitled to an adverse inference spoliation instruction; Finally, the court warded plaintiffs costs and attorneys' fees associated with bringing the motion for

Finally, the court awarded plaintiffs costs and attorneys' fees associated with bringing the motion for sanctions.

## BE THE SOLUTION. Association of Corporate Counsel ACC's 2010 Annual Meeting • October 24-27 Henry B. Gonzalez Convention Center, San Antonio, TX Morgan Stanley & Co., Inc., NYSE HBD 07-66 (May 9, 2007) Failure to make and preserve record of customer order receipts and executions - violation of § 17(a) of Securities Exchange Act of 1934, Rules 17a-3 and 17a-4, NYSE Rules 410 and 440 Failure to review and maintain e-mails sent and received from employee's personal laptop – violation of § 17(a) of Exchange Act, Rule 17a-4(b)(4), NYSE Rules 440 and 342.16 Censure, \$500,000 fine, undertaking

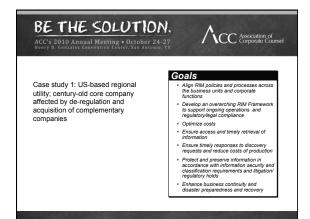


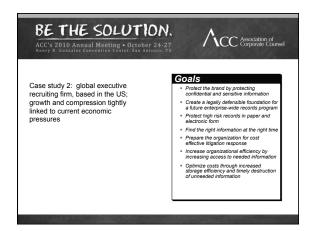


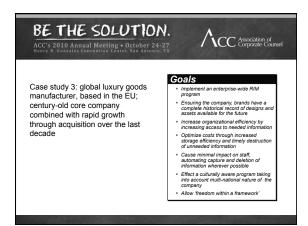


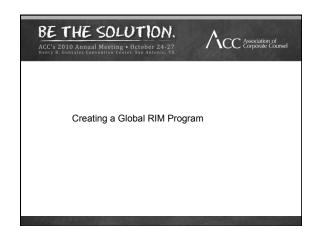
# BE THE SOLUTION. ACC's 2010 Annual Meeting • October 24-27 Itersy 8 Generalise Convenience of the Composite Course Recent case law reinforces the need to proactively manage your records and information to avoid sanctions, fines and adverse inferences — and being outside the US is no protection • Cooper Indus. Inc. • British Aerospace. Inc. 102 F.R.D. 918 (S.D.N.Y. 1984) (foreign affiliate of party was required to produce documents pursuant to the Federal Rules of Civil Procedure, and there was no obligation to proceed through the Hague Convention) • In re Flag Telecom Holdings Ltd. Sec. Ltldg. 236 F.R.D. 177 (S.D.N.Y. 2006) (executive can be compelled to produce employer's documents located abroad under the Federal Rules of Civil Procedure, so long as executive has "practical ability" to access the documents, even if confidentiality of documents is confirmed by employee handbook) • Tequila Centinela, S.A. de C.V. v. Bacardi & Co. Ltd., 242 F.R.D. 1 (D.D.C. 2007) (holding that so long as documents are under control of party, their production can be compelled, even if located outside the U.S., and that the meer fact that foreign law prohibits production does not necessarily exempt party from producing documents) Control of and access to information, rather than physical storage location, generally take precedence in the obligation to preserve and produce

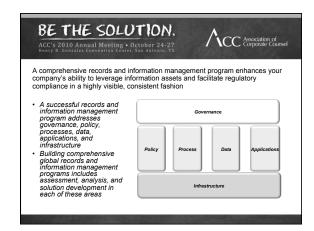


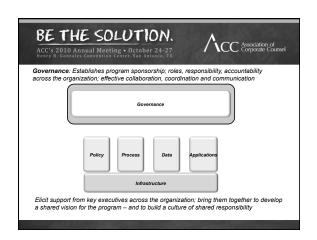


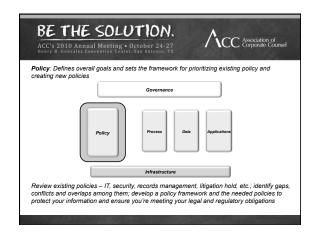


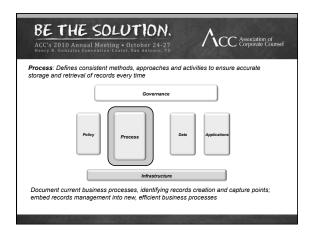


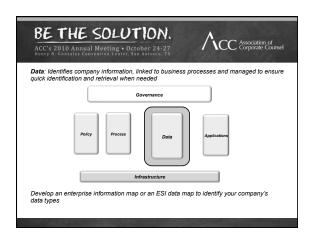


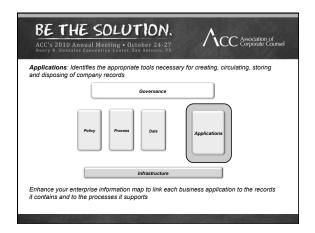


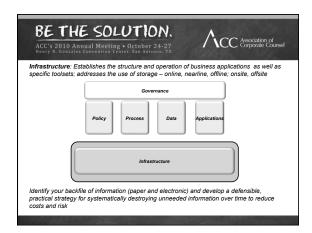


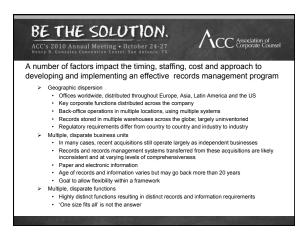


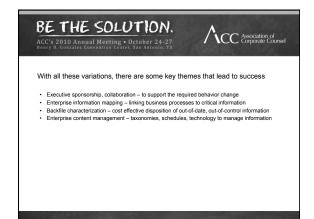


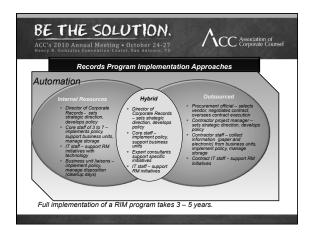


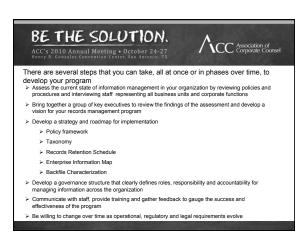


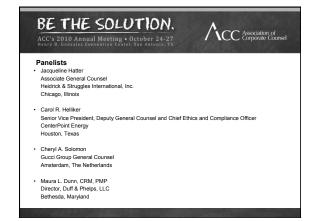














### **Extras from ACC**

We are providing you with an index of all our InfoPAKs, Leading Practices Profiles, QuickCounsels and Top Tens, by substantive areas. We have also indexed for you those resources that are applicable to Canada and Europe.

Click on the link to index above or visit http://www.acc.com/annualmeetingextras.

The resources listed are just the tip of the iceberg! We have many more, including ACC Docket articles, sample forms and policies, and webcasts at http://www.acc.com/LegalResources.