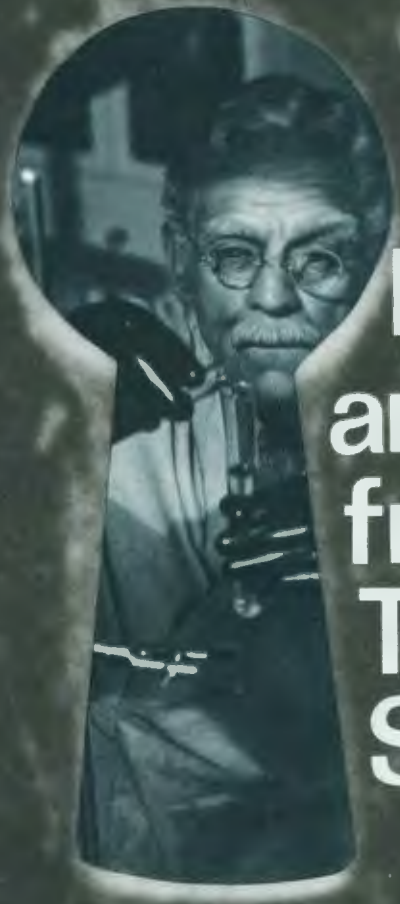
pli news
Vol. 14, No. 32, April 20, 1977

PRACTISING LAW INSTITUTE
Presents



Protecting and Profiting from Trade Secrets

NEW YORK CITY
June 2–3, 1977
New York Sheraton Hotel

SEATTLE
June 16–17, 1977
Washington Plaza Hotel

Legal Notes and Viewpoints:
THE BOARD OF DIRECTORS MEETING

Protecting and Profiting from Trade Secrets

NEW YORK CITY, June 2–3, 1977
SEATTLE, June 16–17, 1977

Trade secret law has been strong and flourishing since its 1974 endorsement by the Supreme Court in *Kewanee Oil* Co. v. *Bicron Corp.* In contrast, the patent field has been beset by continuing difficulties characterized by major 1975–1976 Supreme Court decisions leaving computer software unprotectable and making standards of invention and non-obviousness more stringent. Increasing federal and state regulatory activity and "sunshine" laws highlight the problems of the trade secret owner and the need for constant vigilance for protection.

As a result, trade secret law is becoming more attractive as protection for information ranging from chemical processes to computer software and confidential business information.

A faculty of experienced practitioners and professors will cover basic questions and suggest practical answers. Among the subjects they will discuss are:

- Protective programs including contract forms and company-wide security programs
- Antitrust aspects including application of antitrust laws and claims based on trade secret misappropriation
- Protecting trade secrets in administrative proceedings
- Litigation techniques and remedial aspects
- Tax considerations
- Choice of law and use of arbitration techniques in disputes

Fee for course including Course Handbook: $200

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Program Schedule:

FIRST DAY: 9:30 a.m. – 4:30 p.m.
Morning Session: 9:30 a.m.–12:30 p.m.

INTRODUCTION TO TRADE SECRETS
A description of the source of trade secret law and its characteristics including a comparison with other forms of protection, stressing the greater flexibility in the development, use and protection of trade secrets.

TRADE SECRET PROTECTIVE PROGRAMS AND CLAUSES
Analysis of forms of a company-wide trade secret security program; litigation uses and legal analysis of presence or absence of a company-wide trade secret security program; use of covenants—not—to compete and "trade secret" clauses by and for the employee, supplier, customer; analysis of various forms of such clauses; special trade secret litigation techniques.

ANTITRUST ASPECTS IN THE LICENSING OF TECHNOLOGY*
Exclusive or non-exclusive licenses; grant-back clauses; territorial limitations upon the licensee's use of licensed rights; limitations upon the manner of use; tying problems; attempting to control the licensee's prices or the licensee's marketing activities; international licensing problems.

QUESTIONS AND PANEL DISCUSSION

***Seattle Program** *(Thursday Morning Session):*
Protecting Trade Secrets in the Administrative Context

Faculty:

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New York City

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Frost & Jacobs
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Lord, Day & Lord
New York City
(New York City only)

THEODORE J. COLLINS
Perkins, Coie, Stone, Olsen & Williams
Seattle
(Seattle only)

ternoon Session: 2:00 p.m.–4:30 p.m.

TAXATION OF "TECHNOLOGY"
Trends and developments in tax treatment of creation, exploitation and licensing of technology; favorable tax treatment.

ALBERT PICK BARTH; IS ITS DOCTRINE VIABLE OR FORGETTABLE?
Application of antitrust laws to claims based upon trade secret misappropriation—development and erosion of an antitrust liability theory. Impact of alternative claims for relief; problems in applying antitrust laws to trade secret misappropriation claims.

QUESTIONS AND PANEL DISCUSSION

SECOND DAY: 9:30 a.m. – 4:30 p.m.
Morning Session: 9:30 a.m.–12:30 p.m.

PROTECTING TRADE SECRETS IN THE ADMINISTRATIVE CONTEXT**
Government authority to obtain business information; access to government files; administrative investigations; administrative adjudications. FDA new rules, Toxic Substances Act and other special problem areas.

****Seattle Program** *(Friday Morning Session):*
Antitrust Aspects in the Licensing of Technology

NEW TRENDS AND DEVELOPMENTS
The propriety of holding patentable matter as a trade secret. How *In re Bass* establishes that prior invention under § 102(g) can be Prior Art and analysis of other recent cases regarding concealment and suppression of inventions.

QUESTIONS AND PANEL DISCUSSION

Afternoon Session: 2:00 p.m.–4:30 p.m.

TRADE SECRET LITIGATION:
INJUNCTIONS AND OTHER EQUITABLE REMEDIES
Express and implied contracts, covenants not to compete, confidential relationships. Plaintiff's burden of proof for obtaining preliminary injunction. Requirements of Federal Rules of Civil Procedure. Enjoining third parties. Relationship between preliminary and permanent relief. Effect of partial disclosure or marketing by plaintiff. Duration and threat of a permanent injunction. Supplemental relief after final judgment.

DISPUTES: CHOICE OF LAW AND USE OF ARBITRATION TECHNIQUES
An analysis of special considerations for a trade secret choice of law, such as enforcement of an agreement in a state with statutory public policy against restrictive covenants; consideration of the desirability of arbitration; an analysis of the key elements of an effective arbitration clause appropriate to trade secret licenses and similar agreements.

QUESTIONS AND PANEL DISCUSSION

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Legal Notes And Viewpoints:

THE BOARD OF DIRECTORS MEETING

Who should be in charge of board meeting? What are the important questions raised in connection with the meeting? Thomas S. Loo of the California Bar discusses these questions.

I. WHO RUNS THE MEETING?

A. The chairman of the board or the board agent. A number of years ago the question would have been viewed as naive; today, it evokes a controversial response.

1. Traditional.—The chairman of the board reciting management's agenda.

2. The Divided Function.—One of the most articulate spokesman for separating the functions of the chairman of the board and the CEO has been Courtney C. Brown. *See* Brown, Courtney C., *Putting the Corporate Board To Work*.[1] In this text, Dr. Brown argues that in order for companies and boards of directors to operate more effectively, the role of chairman of the board be specifically defined and delegated to a person *other* than the CEO. Juran and Louden have also urged this concept and have identified this function as the "board's agent." *See* Juran, J. M. and J. Keith Louden, *The Corporate Director. See also* Koontz, Harold D., *The Board of Directors and Effective Management* at p. 199.

B. The Brown Proposal.

1. In collaboration with the chief executive officer and the other board members the chairman would:

a. Schedule the meetings of the full board and its several committees;

b. Organize and present the agenda for regular or special board meetings;

c. Review the adequacy of documentary materials in support of management's proposals that are sent to all board members for their study in advance of meetings. Alternatives that may have been considered should be disclosed;

d. Assure adequate lead time for the effective study and discussion of the business under consideration;

e. Take under continuous review the flow of information to and from board members;

f. Propose to the board for its approval a committee structure together with the assignments of fellow members as committee chairmen;

g. Assign specific tasks to members of the board;

h. Establish procedures to govern the board's work;

i. Prepare and distribute proxy material to stockholders;

j. Most importantly, in collaboration with his fellow directors, identify guidelines for the conduct of the directors and assure that each is making a significant contribution.

At least one major U.S. company (Connecticut General Life Insurance) has adopted Brown's proposal. *See Forbes*, "Board Power."

2. Selection.—Query whether the chairman of the board or the board agent ought to be selected from the corps of outside directors? The Juran and Louden Proposal has an important additional function for the board administrator by "[providing a liaison] between the board and the outside directors between meetings. In this connection, he answers their requests for information and he also requests their aid in special undertakings." (The Juran and Louden Proposal at 279.) It would seem that for such a liaison to be effective such person would have to be one of the outside directors.

3. Staffing.—The Brown Proposal differs from a proposal made by Arthur Goldberg in connection with his resignation from TWA's board. Goldberg proposed a separate staff with separate available funds if outside consultants were deemed necessary. *Business and Society Review:* "Arthur Goldberg on Public Directors." Brown's Proposal utilizes existing company staff to accomplish the foregoing.

II. THE BOARD MEETING

A. Frequency.—Although the number of meetings will vary from company to company depending upon size, committee structure, etc., it is difficult to believe that board responsibilities can be discharged without at least 10 or 12 meetings per year. *See*, Koontz at 156.

B. Duration.—How long is sufficient? Generally the duration of the board meeting will be dependent upon the amount of advance time spent in the following areas:

1. Agenda.—No meeting can be well conducted without a carefully construed agenda distributed in advance. The agenda must be organized in logical sequence to assure that sufficient time is available for important items. It has been suggested that a board chairman or board agent set the agenda.

2. Advance Reporting.—Prior to the board meeting, well managed companies should endeavor to send advance reports including financial information and background information on decisions to be made. Preliminary draft minutes of previous meetings and proposed press releases should also be distributed in advance.

3. Access to Information.—Should directors be given unabridged access to information? *Compare* Cabot, Louis W., "From the Boardroom," Harvard Business Review, with Koontz at 160-61.

4. Special Board Briefings.—With respect to special matters that some outside directors may not be familiar with, it may be necessary and advisable to hold special briefing sessions.

5. Committees.—Duration of the meeting will depend upon the number effectively functioning committees including:

a. Executive

b. Audit

c. Finance

d. Litigation and Claims

e. Nominating and Selection

f. Compensation

g. Stock Options

See, The Conference Board Report at p. 51 for an exhaustive list of board committees.

6. Number of Inside and Outside Directors.

C. Location.—Most companies that operate nationally or multinationally hold meetings at places other than the home plant or executive offices. Meetings held at other than a regular place may create quorum problems.

1. Common law rule required quorum could only be established if persons were in the same room.

2. Recent statutory changes or permit meetings to be held by telephone. *See, e.g.*, Del. Code Ann. tit. 8, § 141(i).

D. Nondirectors in Attendance.—What groups should be present or available?

1. In-house counsel.
2. Outside counsel.
3. Independent auditors.
4. Internal auditors.
5. Key personnel.

E. Voting.

1. Problem areas.—When should formal votes be taken? Should the outcome be known in advance? [Schools of thought: "Reasonable men can differ" versus "intelligent men always concur in the best solution." See Juran and Louden Proposal at 285-86.]
2. Forms of board approval.
   a. "Sense of the meeting"
   b. "No objection"
   c. Recorded motion and vote

F. The Secretary to the Board.

1. General responsibilities
   a. Distribution of agenda and advance information packages
   b. Physical arrangement of facilities
   c. Notices
   d. Preparation of minutes
2. Who should serve as secretary to the board?
   a. Secretary of the corporation
   b. Fulltime administrative employee
   c. Another director
3. Importance of proper minutes

III. CONCLUSION

The growth in the number of companies having a majority of outside independent directors on their boards has raised new concerns over *who* runs and *how* board meetings are to be run. For outside directors to be effective they must be given the opportunity to effectively monitor the activities of management. One step in providing such an opportunity lies in a critical rethinking of the board meeting function.

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12. Groobey, John A.: *Making the Board of Directors More Effective*," California Management Review (Spring 1974).

[1] Some references herein are short titles of books and articles appearing in the bibliography, *infra*.

December 13, 1976

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N.Y. Business Corporation
Law §§ 701, 712
(McKinney 1963 Supp. 1976)

§ 701. Board of Directors

Subject to any provision in the certificate of incorporation authorized by paragraph (b) of section 620 (Agreements as to voting; provision in certificate of incorporation as to control of directors) or by paragraph (b) of section 715 (Officers), the business of a corporation shall be managed by its board of directors, each of whom shall be at least eighteen years of age. The certificate of incorporation or the by-laws may prescribe other qualifications for directors.
As amended L.1965, c. 803, § 25; L.1974, c. 899, § 2.

§ 712. Executive Committee and Other Committees

(a) If the certificate of incorporation or the by-laws so provide, the board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution or in the certificate of incorporation or by-laws, shall have all the authority of the board, except that no such committee shall have authority as to the following matters:

(1) The submission to shareholders of any action that needs shareholders' authorization under this chapter.

(2) The filling of vacancies in the board of directors or in any committee.

(3) The fixing of compensation of the directors for serving on the board or on any committee.

(4) The amendment or repeal of the by-laws, or the adoption of new by-laws.

(5) The amendment or repeal of any resolution of the board which by its terms shall not be so amenable or repealable.

(b) The board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

(c) Each such committee shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty to the corporation under section 717 (Duty of directors and officers).
L.1961, c.855, eff. Sept. 1, 1963.

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