

Strategic Perspectives | The ESG Ready Lawyer

Katten's Johnjerica Hodge and India Williams lead firm's launch of new ESG risk and investigations practice

By [Brad Rosen](#)

In this third installment of *The ESG Ready Lawyer*, I interviewed Katten Muchin Rosenman partners [Johnjerica Hodge](#) and [India Williams](#), co-chairs of the firm's recently launched ESG Risk and Investigations practice. Katten, an ALM 100 law firm with deep historical roots in both the Chicago and New York City legal communities, currently has nearly 700 attorneys in locations across the U.S., London, and Shanghai.

Both Hodge and Williams graduated from the University of Alabama School of Law where they recently teamed up to teach a course focusing on the role of racial equity audits in the ESG movement. They are also slated to teach an upcoming course titled *ESG: Human Capital Management and Racial Equity Audits*, this time at George Mason University's Antonin Scalia Law School. Hodge and Williams are also co-authoring a book, [ESG in a Nutshell](#), scheduled to be published later this year.

In Hodge's practice, she assists companies in navigating the complex issues and reducing the wide range of risks they might encounter. Towards this end, she helps clients establish policies and procedures, and provides counsel to companies that are evaluating and incorporating ESG values into their internal and external operations. This includes addressing the myriad white-collar implications and compliance needs related to the ESG

sector. Hodge counsels clients on litigation matters as well.

Williams, who recently joined Katten from Kirkland and Ellis, has experience in negotiating high-dollar finance deals, handling white collar investigations, as well as advising corporate and capital markets clients on ESG enforcement actions, Nasdaq board diversity litigation, and climate change regulations. Williams has represented clients in matters spanning the transportation, health care, utility, energy, emerging tech and retail sectors.

Hodge noted that Katten seeks to view ESG matters holistically, and its practice addresses the myriad of white collar, compliance, corporate and insolvency needs public and private companies in the United States and abroad have. As for specific ESG-related undertakings, Katten has a team of attorneys that help companies identify their ESG-related risks, establish the necessary policies and procedures to establish or enhance their ESG program. Additionally, Katten provides an in-depth, independent assessment of company's ESG undertakings which includes racial equity, civil rights, human rights, workplace culture and gender pay parity. According to [a press release](#), the new ESG practice launch will complement services the firm already provides to clients in monitoring regulatory and enforcement

trends related to ESG. The interview has been edited for clarity and brevity.

Can you describe your background and ESG journey and how that informs your approach to provide counsel around ESG issues?

Johnjerica Hodge and India Williams: We both are very passionate about ESG and have received ESG-related certifications from the Wharton School of the University of Pennsylvania, as well as the University of California, Berkeley, School of Law. We leverage our collective and diverse experiences, which include regulatory compliance and internal investigations, White Collar litigation, corporate monitorships, appellate work and finance transactions, to help guide and advise clients as their ESG needs evolve. We recognize that there is no one-size-fits-all solution so we are taking a strategic, holistic and practical approach because ESG needs vary by client and by industry. We look at our clients' needs today, and not only address them, but also help them forecast how to best position their operations for future success.

We created a team that is diverse in race, gender, age and experience because we believe that the inclusion of people with different insights and perspectives results in more creative and effective solutions to legal and business challenges.

Tell us about your firm's ESG practice and capabilities and, in particular, describe how the new ESG practice launch addresses client needs and potential gaps in market.

Johnjerica Hodge and India Williams:

Katten is focused on partnering with clients in adopting environmental, social and governance policies that promote their sustainability and related goals and mitigate risk in a manner that creates long-term and sustainable value for our clients and their investors. Our practice complements services the firm already provides in monitoring regulatory and enforcement trends related to ESG, working with asset managers to integrate ESG considerations into fund structures and strategies, creating and bolstering DEI-focused programs, and counseling on board composition and other corporate governance matters. Specifically, our practice will help companies identify and mitigate their ESG-related risks, establish the necessary policies and procedures to create or enhance their ESG programs, and provide in-depth, independent assessments of their impact on, among other things, racial equity, civil rights, human rights, workplace culture and gender pay parity. Through these measures, we work with companies to identify areas for growth, implement enhancements to their practices and counsel on any needed remedial steps.

What kinds of questions and concerns are you seeing from clients around ESG, and what kind of ESG matters do you and your firm find yourself spending time on? Put another way, what are the ESG related issues keeping folks up at night these days?

Johnjerica Hodge and India Williams:

Recently, the ESG movement has become a point of emphasis for public and private companies, governmental entities, and the public-at-large, as racial equity audits, government investigations and disclosure

requirements dominate headlines. Whether a company is responding to shareholder activism, facing regulatory scrutiny or proactively looking to advance its strategic ESG goals, we work with them on addressing the myriad of white collar, compliance, corporate and insolvency needs public and private companies in the United States and abroad have.

Given the increased politicization of ESG matters, anti-ESG court rulings, as well anti-ESG/anti-WOKE legislation from many states and the resulting backlashes to some of those, how do you think clients should best navigate these murky waters?

Johnjerica Hodge and India Williams: We are here to support our clients as they navigate these political headwinds, in accordance with the law whether that is federal or local and in compliance with regulators. We monitor court rulings and legislative updates in this evolving space so we can properly and knowledgeably counsel our clients. What's clear is that ESG issues are becoming more important in corporate America and to shareholders and consumers, and we are here to help guide our clients in every way possible.

Please tell me more about the DEI audits you are involved in and the value those provide to organizations undergoing them.

Johnjerica Hodge and India Williams: Our team has advised clients on a number of social impact and related governance issues, including shareholder requests for racial equity audits, board composition, DEI benchmarks and trends, and DEI programs, bolstering those programs and remediating shortcomings. Our philosophy is that racial equity audits, civil rights audits, human rights audits and DEI reviews are all powerful tools that enable companies to meet, and exceed their social responsibility goals.

The benefits to clients who work with us on such audits are improved stakeholder relationships, strategic planning to advance their goals, risk mitigation, and a competitive advantage. We have seen that companies with a diverse customer base, workforce and board outperform their competitors in terms of higher profits.

We understand that these audits must be tailored to the company undergoing the audit. After performing these audits, clients get a snapshot of how their processes fit within the market with the advantage of benchmarking to inform actionable next steps.

Please share some more information about the upcoming book the two of you are working on.

Johnjerica Hodge and India Williams:

Writing a book together focused on ESG is an exciting and time-consuming endeavor. Despite the amount of resources and attention focused on ESG efforts, we have found that there remains a lack of clarity for two components of the ESG movement—the social and governance aspects of ESG. So, we wanted to write a book that takes a deep dive into the social and governance segments of ESG while also providing an overview of the environmental aspect of ESG.

It will also offer a global view of ESG, including the European Union's standards and other standards and regulations of note. In essence, the book builds on the information we have shared as adjunct professors at our alma mater—the University of Alabama School of Law. The course we taught there focused on racial equity audits in the ESG movement. We are looking forward to teaching a course on "ESG: Human Capital Management and Racial Equity Audits" at George Mason University's Antonin Scalia Law School.

What are you seeing as the role are ESG issues playing in M&A transactions these days?

Johnjerica Hodge and India Williams: What we're seeing is that a number of PE (private equity) firms are assessing ESG programs as part of their investment analysis, and in some cases, requiring their portfolio companies to have ESG programs and achieve certain metrics over a period of time. Our practice would work with PE firms, for example, in helping them decide what those metrics should be and assessing those metrics in their investments, as well as with the portfolio companies, counseling them on how they can achieve those metrics. We can also advise on creating or enhancing a company's ESG program and examine their related policies and procedures.

Certainly, many await the SEC's final climate risk disclosure rule, which some expect as early as this coming April. What is Katten's approach to providing counsel to clients in advance of the rule's issuance?

Johnjerica Hodge and India Williams: We believe our ESG team is very capable of advising our clients on this front. Not only do our attorneys have deep experience in working with and responding to government regulators, but one of our attorneys offers a unique perspective as former senior counsel in the SEC Enforcement Division. While government regulators have generally focused on the environmental component of ESG, it is clear that regulators in the United States and abroad have the social and governance components of ESG on their radars.

There are even regulations enacted already that focus on the social aspects of ESG. We are closely monitoring regulatory and enforcement trends and can support companies by ensuring the proper protocols and disclosures are in place for compliance, as well as helping respond to government inquiries or related litigation.

Learn more about Katten Muchin Rosenman's ESG Risk and Investigations practice [here](#).

You can read the section on how [ESG accelerates demand on legal departments and law firms](#), which is excerpted from the [Wolters Kluwer 2022 Future Ready Lawyer Survey](#).