

Director Professionalism[®] – The Master Class

June 7-8, 2011

Weinberg Center, University of Delaware
& Hotel du Pont
Wilmington, DE



Agenda & Course Outline

Attendance at the entire course is mandatory. Please make travel plans accordingly.

Day 1 – Tuesday, June 7, 2011 – Weinberg Center	
7:00 AM	COACH FROM HOTEL DUPONT
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7:30 AM – 8:15 AM	REGISTRATION AND CONTINENTAL BREAKFAST
8:15 AM – 8:45 AM	Welcome and Introductions <u>Ken Daly</u> , President and CEO, NACD; former Executive Director, KPMG's Audit Committee Institute (ACI) <u>Professor Charles Elson</u> , Director, Weinberg Center for Corporate Governance, University of Delaware; Director, HealthSouth Corporation
8:45 AM – 9:30 AM	Business, Government and Boards: What Legislation and Regulation Mean for You <u>Ken Daly</u> , President and CEO, NACD; former Executive Director, KPMG's Audit Committee Institute (ACI) <u>Professor Charles Elson</u> , Director, Weinberg Center for Corporate Governance, University of Delaware; Director, HealthSouth Corporation Explore the implications of recent legislation and regulations for your board service, and learn from emerging practices designed to support a new era in corporate governance.
9:30 AM – 9:45 AM	BREAK
9:45 AM – 10:45 AM	The Compensation Committee: A Survivor's Guide <u>Peter Gleason</u> , Managing Director and CFO, NACD <u>David Swinford</u> , President & CEO, Pearl Meyer & Partners Learn how your compensation committee can stand strong in the new era of say on pay. Discuss meaningful metrics, appropriate risk/reward relationships, effective disclosure and smart shareowner communications/engagement strategies with a subject matter expert who can help your committee navigate the turbulent waters of the say-on-pay environment without compromising the central tenets of your program.
10:45 AM – 11:00 AM	BREAK
11:00 AM – 12:00 PM	IT Risk Oversight <u>Virginia Gambale</u> , Director, JetBlue and Piper Jaffray; Managing Partner, Azimuth Partners, LLC; former CIO, Merrill Lynch <u>Mary Pat McCarthy</u> , Executive Director, KPMG's Audit Committee Institute, and U.S. Vice Chair, KPMG LLP How well does your board communicate with the CIO and the IT team and how confident are you that the company has the infrastructure and process it needs to execute its strategy? Even non-techie directors are responsible for IT risk oversight. Use this session to shape some questions you need to ask at your next board

meeting.

12:00 PM – 1:30 PM

Lunch: Emerging Legal Trends

The Honorable William B. Chandler, III, Chancellor, Delaware Court of Chancery

Gain insights into new developments that are likely to impact director liability—and discover what you can do about it.

1:30 PM – 3:30 PM

BREAKOUTS: COMMITTEE DEEP DIVES

Examine a key issue affecting your committee. Each confidential discussion will be facilitated by an audit, compensation or nominating and governance subject matter expert, but the success of these exchanges depends on each participant sharing his or her experiences, challenges and practices. Please come prepared to speak candidly and provide concrete examples of your own committee experiences.

Choose one:

Audit Committee

Ken Daly, President and CEO, NACD; former Executive Director, KPMG's Audit Committee Institute (ACI)

Mary Pat McCarthy, Executive Director, KPMG's Audit Committee Institute, and U.S. Vice Chair, KPMG LLP

Compensation Committee

Peter Gleason, Managing Director & CFO, NACD

David Swinford, President & CEO, Pearl Meyer & Partners

Nominating & Governance Committee

Ted Dysart, Vice Chairman, Global Board of Directors Practice, Heidrick & Struggles

3:30 PM – 3:45 PM

BREAK

3:45 PM – 5:00 PM

CONCURRENT SESSIONS

Examine a key issue affecting your boardroom today.

Choose one:

Risk Oversight: 20 Questions Every Director Should Ask

John Caldwell, President, CEO & Director, SMTC Corporation; Director, Advanced Micro Devices, Faro Technologies, IAMGold

Gigi Dawe, Principal, Risk Management and Governance, Canadian Institute of Chartered Accountants

How Is Your Company Fooling Itself? The Parable of the U.S. Post Office

Robert Reisner, President, Transformation Strategy, Inc.; former Vice President, Strategic Planning, U.S. Postal Service

5:00 PM – 6:00 PM

Bridging Board Gaps Between Governance Ideals and Governance Realities

Jon Hanson, Chairman, HealthSouth Corporation; former Lead Director Prudential Financial; Chairman, The Hampshire Companies

Jon Hanson, with Ken Daly and Charles Elson took part in a recent Rockefeller Study Group on Corporate Boards. Here he shares the group's recommendations for the improvement of board practices, standards and director attitudes.

6:00 PM – 7:00 PM

NETWORKING RECEPTION

Hors d'oeuvres and cocktails served

7:00 PM – 9:00 PM

NETWORKING DINNER

The Changing Role of the GC

The Honorable E. Norman Veasey, Director, NACD; Senior Partner, Weil, Gotshal & Manges LLP; former Delaware Chief Justice

7:30 AM – 8:30 AM EARLY BIRD BREAKFAST

Choose one:

The Investor Agenda

Speaker TBD

Corporate Crisis: The Role of the Board

7:30 AM – 8:30 AM CONTINENTAL BREAKFAST

Wake up at your own pace and enjoy coffee and pastries with your peers.

8:45 AM – 9:45 AM **CONCURRENT SESSIONS**

Examine a key issue affecting your boardroom today.

Choose one:

Mergers and Acquisitions: Navigating Critical Steps

Professor Charles Elson, Director, Weinberg Center for Corporate Governance, University of Delaware; Director, HealthSouth Corporation

Major financial scandals, geopolitical upheaval, technological advances and rapid globalization have all conspired to make the M&A process more complex. Join this session to discover how to conceive and execute a merger or acquisition that will enrich the experience of all involved.

Building the Right Board

Ted Dysart, Vice Chairman, Global Board of Directors Practice, Heidrick & Struggles
Suzanne Hopgood; Director Newport Harbor Corporation; President and CEO, The Hopgood Group

Hints and tips for identifying the gaps on your board, finding qualified board candidates, and communicating your decision making to shareowners.

9:45 AM – 10:00 AM BREAK

10:00 AM – 11:00 AM **CONCURRENT SESSIONS**

Examine a key issue affecting your boardroom today.

Choose one:

Foreign Corrupt Practices Act

Professor Charles Elson, Director, Weinberg Center for Corporate Governance, University of Delaware; Director, HealthSouth Corporation

How to avoid trouble, and what to do if trouble comes looking for you.

Risk, Reputation and the Digital Director

Doug Chia, Assistant General Counsel & Corporate Secretary, Johnson & Johnson
Virginia Gambale, Director, JetBlue and Piper Jaffray; Managing Partner, Azimuth Partners, LLC; former CIO, Merrill Lynch

How much scrutiny does your board give to new communication techniques employed by the company and its individual staff? This panel looks at the business risks and opportunities inherent in social media, to inform your board judgment.

11:00 AM – 12:15
PM

Leading the Board: What Does It Look Like?

Richard Keyser, Director, The Principal Financial Group, Zebra Technologies; former Chairman and CEO, W.W. Grainger; NACD Public Company Director of the Year, 2010
Interviewer: Michael A. Smith, Independent Chairman, Zebra Technologies

Dick Keyser is highly regarded for the joint Chair/CEO role he performed at Grainger. Here he talks about the best way to wear two hats, and, with Mike Smith, considers other models for successful board leadership and board/c-suite interaction.

12:15 PM

PROGRAM ADJOURNS