DAY 1. WEDNESDAY, FEBRUARY 21

6:00 p.m. – 7:30 p.m.
Windows – Lobby Level
Welcome and Networking Cocktails

DAY 2. THURSDAY, FEBRUARY 22

7:00 a.m. – 8:00 a.m.
Plaza Ballroom and Foyer
Registration and Breakfast

8:00 a.m. – 8:15 a.m.
Salon II & III
Program Welcome

Henry Stoever
Chief Marketing Officer, NACD; Director, Boulder Crest Retreat, United States Naval Academy Foundation

Cheryl Soltis Martel
Senior Education Manager, NACD

8:15 a.m. – 9:00 a.m.
Salon II & III
Roles and Responsibilities of the Board Member
Building on the information contained in the pre-read materials, this session will focus on developing an understanding of the fundamental roles and responsibilities of a board member as well as the different types of boards you might be asked to serve on and how they function. This session will serve as the foundation for the rest of the course.

Michael Montelongo
Director, Herbalife Nutrition, Larry H. Miller, Exostar, Aerospace, Leadership Roundtable, Be the Change; President & CEO, GRC Advisory Services LLC; Lt. Colonel, US Army (Ret.); Former Assistant Secretary of the US Air Force
9:00 a.m. – 9:15 a.m.
Networking Break

9:15 a.m. – 10:15 a.m.
Salon II & III

The Key Committees
An overview of the three key committees—audit, compensation, and nominating/governance—and how they serve greater boardroom operations.

John Atkinson
Partner, KPMG LLP

Gerald M. Czarnecki
Chairman and CEO, The Deltennium Group; Chairman, ECO Building Products Inc.; Audit Committee Chair, Jack Cooper Holdings Inc.; Chairman, Board of Trustees, National University System; Director, Nura Health Inc., Bookkeeping Express Inc., RFO Associates Inc.

Steven R. Walker
General Counsel & Managing Director, Board Services Group, NACD; Director, ContractRoom, Objective Interface Systems

10:15 – 10:30 a.m.
Networking Break

10:30 a.m. – 11:15 a.m.
Salon II & III

Keynote
A dialogue between a sitting Director, and the EVP of Human Resources at USAA on the board’s role in overseeing talent development, and working collaboratively.

Rochelle Campbell
Senior Manager of Board Recruitment Services, NACD

Mary Landry
Director, USAA; Rear Admiral, US Coast Guard (Ret.)
11:30 a.m. – 12:15 p.m.
Salon II & III
**Outside Forces on the Boardroom**
Discuss the role and motivation of various groups, including regulators, institutional investors, and proxy advisors, and how and why they impact boardroom operations.

*Stephen Brown*
Senior Advisor, KPMG Board Leadership Center

12:30 p.m. – 2:00 p.m.
Salon II & III
**Lunch Conversation: Best Practices in Board-Shareholder Engagement**
The Lead Director of CACI will share his board experiences and best practices interacting with the investor and shareholder community. He will be joined by an institutional investor who will offer their perspective on what investors expect from boards and individual directors.

*Glenn Booraem*
Investment Stewardship Officer, Vanguard

*Warren Phillips*
Lead Director, CACI International Inc.

*Henry Stoever*
Chief Marketing Officer, NACD; Director, Boulder Crest Retreat, United States Naval Academy Foundation
2:15 p.m. – 3:00 p.m.
Salon II & III

Role of the Delaware Courts
An in-depth discussion of the unique and critical role the Delaware Courts play in business.

John Gorman
Partner, Luse Gorman PC

3:00 p.m. – 4:00 p.m.
Salon II & III

Peer Exchange: Putting it All Together
These facilitator-led, small group roundtable discussions will help you answer any questions that might have come up throughout the intense first day of learning about the role of governance, and the value of boards.

Randy Manner
Executive Leadership Coach; Major General, US Army (Ret.)

4:15 p.m. – 5:30 p.m.
Plaza Ballroom

Networking Cocktails
DAY 3. FRIDAY, FEBRUARY 23

7:00 a.m. – 8:15 a.m.
Plaza Ballroom
Breakfast

8:15 a.m. – 9:00 a.m.
Salon II & III
The Age of Digital Disruption
Organizations face a radically shifting context for the workplace that includes cognitive technology, intelligent automation, and machine learning. These technologies are disrupting and threatening many companies across many industries. As a result, organization designs and business models are being updated to defend existing market position and proactively seek the new opportunities that “digital” can offer. Jennifer Wolfe, Digital strategy expert and CEO of Dot Brand 360 will provide an overview of the business environment and the effect of digital disruption companies, and how directors can navigate this new landscape.

Jennifer C. Wolfe
CEO, Dot Brand 360

9:00 a.m. - 9:15 a.m.
Networking Break

9:15 a.m. – 10:00 a.m.
Salon II & III
Strategy and Risk
Overseeing strategy and monitoring risk are the key components of a board’s responsibility, but what does that mean as a practical matter and how can your board function as a strategic asset to the company? Directors and experts share both their thoughts and war stories.

Rear Admiral Marty Evans
Chair, The North Highland Company; Director, The First Tee; Rear Admiral, US Navy (Ret.)

Greg Pratt
Chairman, Carpenter Technology Corp.; Director, Tredegar Corp., NACD Capital Area Chapter
DAY 3. FRIDAY, FEBRUARY 23

10:00 a.m. - 10:15 a.m.
Networking Break

10:15 a.m. – 11:00 a.m.
Salon II & III
What You Should Know About Directors and Officer’s Liability Insurance
A brief overview about this frequently mentioned insurance that can protect directors against specific liabilities incurred by each board's directors in the performance of their duties.

*Kieran Hughes*
Vice President, Directors & Officers, Financial Lines Claims, AIG Property Casualty

11:00 a.m. – 11:15 a.m.
Networking Break

11:15 a.m. – 12:00 p.m.
Salon II & III
Introduction to Finance and Accounting for Aspiring Directors
A financial expert will walk you through a high level understanding of key accounting principles and financial statements.

*Michael Pocalyko*
CEO, SI; Director, SI – Special Investigations – SI Cyber – Enterprise Applications, Monticello Capital, Compton Sizemore; Commander, US Navy (Ret.)

12:00 p.m. – 12:45 p.m.
Salon II & III
Practical Applications of Accounting and Finance
Sitting directors will guide you through understanding the level of financial knowledge you will need as a director. This interactive session will walk you thru best practices in the application of the principals of finance.

*John Atkinson*
Partner, KPMG LLP

*Gerald M. Czarnecki*
Chairman and CEO, The Deltennium Group; Chairman, ECO Building Products Inc.; Audit Committee Chair, Jack Cooper Holdings Inc.; Chairman, Board of Trustees, National University System; Director, Nura Health Inc., Bookkeeping Express Inc., RFO Associates Inc.
LCI professes that a culture of character defines who they are, how they act, and what they believe is the right way to do business. The organization’s commitment to this core value is evident in the fact that they are one of the few public companies to have a culture committee. During this candid conversation, the chair of CACI will draw upon lessons learned throughout his corporate, and military experiences to highlight the role that character plays in guiding an organization’s actions, strengthening its reputation, and increasing its resolve to meet customers’ needs.

Steven R. Walker  
General Counsel & Managing Director, Board Services Group, NACD; Director, ContractRoom, Objective Interface Systems

Jack London  
Chair, CACI International Inc.

Workshop: Crafting Your Value Proposition
Transitioning from military service to civilian life can be a challenge. Translating one’s technical skills and competencies from specialized military jargon and terminology can also be a hurdle. Former Senior Client Partner at Korn Ferry Randy Manner will lead this fast-paced workshop focused on helping you prepare for board service by identifying your skills, articulating your competencies, and pursuing board seats that align with your passion.

Randy Manner  
Executive Leadership Coach; Major General, US Army (Ret.)
4:00 p.m. – 5:00 p.m.  
Salon II & III  
**Director Panel: Positioning Yourself for Board Opportunities**  
Now that you have crafted a value proposition and have learned how to convey your skills in a manner that is attractive to boards, we’ll take some time discuss the next steps you should make on the journey to securing a board seat. A panel of experienced directors will focus on three actions you can take, including: aligning yourself with potential opportunities, prioritizing time and activities, and creating a personal engagement plan.

**Jan Hamby**  
Chancellor, Information Resources Management College, National Defense University; Director, Cubic Corporation, American Armed Forces Mutual Aid Association; Rear Admiral, US Navy (Ret.)

**Linda Medler**  
Chief Information Security Officer (Acting), Raytheon Missile Systems; Founder & CEO, LA Medler & Associates; Director, Operation Homefront, PNC Financial Services Inc., Transamerica, ASU Research Enterprise; Brigadier General, US Air Force (Ret.)

**Henry Stoever**  
Chief Marketing Officer, NACD; Director, Boulder Crest Retreat, United States Naval Academy Foundation

**Michael Vitale**  
Director, USS Missouri Memorial Association; Director of Federal Advisory Services, KPMG LLP; Vice Admiral, US Navy (Ret.)

5:00 p.m.  
Program Adjourns

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NACDOnline.org/Education  
Attendance at the entire course is mandatory for NACD Fellowship® credit. Please make your travel plans accordingly.