## Agenda and Course Outline

*Attendance at the entire course is mandatory for NACD Board Leadership Fellow credit. Please make travel plans accordingly.*

<table>
<thead>
<tr>
<th>Time</th>
<th>Event</th>
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<tbody>
<tr>
<td>12:00 PM – 1:00 PM</td>
<td><strong>REGISTRATION AND REFRESHMENTS</strong></td>
</tr>
<tr>
<td>1:00 PM – 1:15 PM</td>
<td><strong>Program Welcome and Introductions</strong></td>
</tr>
<tr>
<td>Starlight Ballroom</td>
<td>Ken Daly, President &amp; CEO, NACD</td>
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<tr>
<td>1:15 PM – 1:45 PM</td>
<td><strong>Keynote: Directorship in the Digital Age</strong></td>
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<tr>
<td>Starlight Ballroom</td>
<td>Edward Ludwig, Chairman, Becton, Dickinson and Company; Director, Aetna</td>
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<tr>
<td>1:45 PM – 2:00 PM</td>
<td><strong>BREAK</strong></td>
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<tr>
<td>2:00 PM – 3:00 PM</td>
<td><strong>Strategy in the Social Media Age</strong></td>
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<tr>
<td>Starlight Ballroom</td>
<td>Christie Hefner, Former Chairman &amp; CEO, Playboy Enterprises</td>
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<td>Virginia Gambale, Director, JetBlue, Piper Jaffray</td>
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<td>Glenn Brown, Director of Media Business Development, Twitter; Director, Creative Commons</td>
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<td></td>
<td>Frank Eliason, Senior Vice President of Social Media, Citibank; Director, Council of Better Business Bureaus, Society of Consumer Affairs Professionals</td>
</tr>
</tbody>
</table>

When 140 characters on Twitter can ruin your reputation, what questions should you be asking your C-suite about your company's social media strategy and policies? Hear from directors and social media experts about how this era of increased transparency and hyper-connectivity impacts risk, strategy, and more.

| 3:00 PM – 3:15 PM | **BREAK**                                                                 |
| 3:15 PM – 4:15 PM | **Director Peer Exchange: Session 1**                                   |

Choose one of five sessions featuring intimate, small group discussions among directors. Each group is facilitated by executives from the nation’s leading experts in the boardroom.

**Carnegie Suite**

**Cybersecurity: A Boardroom Priority**

Mark Camillo, Vice President, Professional Liability, Chartis
Rob Yellen, Chief Underwriting Officer, Financial Lines, Chartis

This session will provide a dialogue on managing and understanding cyber risks.

**Norse Suite**

**How Boards Fall into Trouble**

Jeffrey Rudman, Partner, WilmerHale

This session will provide specific instances of how certain boards fell into trouble, explain the mistakes they made, and offer insight on how they should have proceeded instead.

**Metropolitan East**

**Is the Audit Committee Keeping Pace?**

Dennis Whalen, Partner in Charge and Executive Director, Audit Committee Institute, KPMG LLP
Max Carrier, Partner, KPMG LLP
This session will explore key challenges, priorities, and concerns shaping audit committee agendas today. Topics range from financial reporting developments and risks posed by emerging technologies, globalization, growth and innovation, and legal/regulatory compliance, to assessment of whether the company’s key governance activities—and the audit committee and board—are keeping pace with the speed and complexity of the global business environment.

Social Media Today: Weighing Company Risk versus Reward  
John Thompson, Vice Chairman, Chief Executive Officer & Board of Directors Practice, Heidrick & Struggles  
Bonnie W. Gwin, Vice Chairman and Managing Partner, Board of Directors Practice, Heidrick & Struggles  

Social media is taking the world by storm, and today the engagement stakes are much higher for corporations. The environment is one of immediacy, and it has forced public boards to address this new reality and be prepared to mitigate the associated risks and to seize opportunities. Social media is indeed changing the dialogue; therefore, how will corporate boardrooms respond?

Successful Strategies to Manage ISS and Shareholder Outreach  
Yvonne Chen, Managing Director, Pearl Meyer & Partners  
Peter Lupo, Managing Director, Pearl Meyer & Partners  

In making their case for effective performance-based programs, boards must address investors’ expectations and concerns while navigating strict ISS standards that may conflict with the company’s strategic priorities. This session will discuss the key elements of effectively communicating pay for performance. These elements include identifying and responding to major shareholders’ concerns; evaluating and conveying pay for performance in the CD&A and directly with investors; and knowing when to push back with proxy advisory firms.

What’s Your Story?: Compensation in an Age of Increased Scrutiny  
Jannice Koors, Managing Director, Pearl Meyer & Partners  
Pat McGurn, Special Counsel and Executive Director, Institutional Shareholder Services  
William Roskin, Director, Martha Stewart Living Omnimedia, Inc.; Founder, Roskin Consulting  

In an era of not just regulatory but public and shareholder scrutiny, setting compensation metrics is one of the most important—and visible—decisions a board can make. Once you have set a strategy that best fits your organization, translating it into terms the public understands is more crucial than ever. A panel of directors, compensation, and communications experts discuss how to “tell your compensation story” in a way that makes sense—and mitigates reputational risk.
7:00 AM – 8:00 AM  
**BREAKFAST AND NETWORKING**

8:00 AM – 8:05 AM  
**Welcome**
Ken Daly, President & CEO, NACD

8:05 AM – 8:35 AM  
**Starlight Ballroom**
**Cyber Risk**
Brad Karp, Chairman, Paul, Weiss, Rifkind, Wharton & Garrison LLP  
Richard Levick, President & CEO, Levick Strategic Communications

Strategic communications is crucial to the effective management of data breaches and cyber attacks. Crisis communications guru Richard Levick identifies the best practices—online and off—to minimize damage during the highest-risk scenarios, including "activist" attacks by special interest groups, infiltration of intellectual property by foreign governments, and criminal theft of financial records and resources.

8:35 AM – 8:45 AM  
**BREAK**

8:45 AM – 9:30 AM  
**Starlight Ballroom**
**The Strategic Implications of Board Diversity**
Michelle D. Bernard, President & CEO, Bernard Center for Women, Politics & Public Policy  
Beatriz Infante, Director, Sonus Networks; Founder & CEO, BusinessExcelleration  
Anthony Jimenez, President & CEO, Microtech  
John Thompson, Vice Chairman, Global CEO and Board Practice, Heidrick & Struggles

What really drives the change for board diversity? Is it board self-evaluation, expanding the size of the board to include more diverse viewpoints, or aligning strategy with skill sets? Join a panel of directors from companies with notably diverse boards as they explore how they did it, why they did it, and how having a diverse board paid off.

9:30 AM – 9:45 AM  
**BREAK**

9:45 AM – 10:45 AM  
**Starlight Ballroom**
**Strategy and Innovation: The Board’s Role**
Dennis Whalen, Partner in Charge and Executive Director, Audit Committee Institute, KPMG LLP  
Marissa Peterson, Director, Humana, Ansell Limited; Former Executive Vice President, Sun Microsystems  
Neil S. Novich, Director, W.W. Grainger, Analog Devices, Hillenbrand

Leading directors and innovation experts discuss what it takes to stay competitive in a rapidly changing business environment and what the board needs to know to help steer strategy, mitigate risk, and ensure the company stays ahead of the curve.

10:45 AM – 11:00 AM  
**BREAK**

11:00 AM – 12:00 PM  
**Director Peer Exchange: Session 2**
Choose from one of five sessions featuring a mix of small group sessions and one-on-one discussions with experts on topics ranging from audit and executive compensation to board building and litigation and liability.

Carnegie Suite  
**Cybersecurity: A Boardroom Priority**
Mark Camillo, Vice President, Professional Liability, Chartis  
Rob Yellen, Chief Underwriting Officer, Financial Lines, Chartis

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Max Carrier, National Partner-in-Charge—eAudIT, KPMG LLP

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Morgan Suite

Social Media Today: Weighing Company Risk versus Reward

John Thompson, Vice Chairman, Chief Executive Officer & Board of Directors Practice, Heidrick & Struggles
Jeff Sanders, Vice Chairman and Managing Partner, Chief Executive Officers Practice, Heidrick & Struggles

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Gramercy Suite

Successful Strategies to Manage ISS and Shareholder Outreach

Jim Heim, Managing Director, Pearl Meyer & Partners
Theo Sharp, Managing Director, Pearl Meyer & Partners

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12:00 PM – 12:15 PM BREAK

12:15 PM – 1:15 PM NETWORKING LUNCH

Starlight Ballroom

The Bloomberg Principle: Sustainability and Long-Term Value

Peter Grauer, Chairman, Bloomberg; Lead Director, Davita, Inc.
Curtis Ravenel, Global Head of Sustainability, Bloomberg Inc.
Mike Wallace, Director, Focal Point USA

This session explores an illuminating case study on Bloomberg’s innovative efforts to use reporting metrics in the financial industry to gauge and foster long-term sustainability. The study is complete with key lessons that you can put into practice at your company.

2:15 PM – 2:30 PM BREAK

2:30 PM – 3:30 PM Lost in Translation: Operating in a Global Marketplace

Vikramaditya Khanna, Director, Directors’ College for Global Business & Law, University of Michigan
Jenne Britell, Chairman, United Rentals; Director, Crown Holdings, Quest Diagnostics, U.S. Russia Investment Fund; Managing Director, Brock Capital
Edward King, Managing Director and Head of Asia-Pacific Mergers & Acquisitions Investment Banking Division, Barclays Capital
Ziad Kubursi, Head of Financial Lines for Growth Economies, Chartis

Operating across borders helps grow the business—and poses unique risks.
Seasoned directors and global business experts share real-world examples of pitfalls companies have faced when navigating international waters and how your business can survive—and thrive—on the global stage.

3:30 PM – 3:45 PM  BREAK

3:45 PM – 4:30 PM  Starlight Ballroom  Investor Relations in an Era of Increased Transparency  
Stephen Brown, Senior Director of Corporate Governance, TIAA-CREF
Bess Joffe, Vice President of Investor Relations, Goldman Sachs
Scott Merlis, Director, Mark IV; Managing Director and Partner, M.M. Dillon and Co.

Technology and transparency are helping to drive an era of new and persistent pressures on boards from institutional investors. Major investors discuss how to better understand—and explain—board action and company strategy to those who hold your company’s stock.

4:30 PM  FORUM ADJOURNS

[Register Now]