

NACD Master Class Agenda

December 7–8, 2017 | St. Regis Bal Harbour | Miami, FL

Day 1 – Thursday, December 7

7:00 a.m. – 8:00 a.m. **Registration and Breakfast**

Astor Foyer

8:00 a.m. – 8:15 a.m. **Program Welcome and Overview**

Astor IV & V

In the spirit of helping corporate directors foster boardroom cultures that are focused on continuous improvement, long-term value creation, and strengthening investor trust and public confidence, NACD has established the standard for director education. NACD's Director Education Framework maps core responsibilities of the board to critical areas of director knowledge that are essential to a director's ability to lead with confidence in the boardroom. These responsibilities range from board governance and structure to ongoing board activities, shareholder considerations, and emerging issues. These core responsibilities will provide a framework for your continuing education as we discuss a multitude of boardroom issues over the next two days. NACD'S standard is incorporated throughout our foundation courses and creates the most comprehensive director knowledge pathway—from awareness to insights to mastery.



Erin Essenmacher

Director, Ghandi Brigade; Chief Programming Officer, NACD

8:15 a.m. – 9:15 a.m.

Astor IV & V

Digital Transformation and Corporate Ventures

We are witnessing the evolution of capitalism every day, driven by the continuous digital transformation of our businesses in an increasingly connected global environment. But how can the board best leverage these transformations to compete and thrive in this brave new world? Join directors and experts in the vanguard of this change to discuss business model strategy, competitive dynamics, investment strategy, and emerging technologies in the digital transformation.



Ryan McManus

Director, Nortech Systems Inc.; SVP, Partnerships and Development, EVERYTHING



Bonny Simi

Independent Director, Red Lion Hotel Corp.; President, JetBlue Technology Ventures

9:15 a.m. – 9:30 a.m.

Networking Break

9:30 a.m. – 10:30 a.m.
Astor IV & V

Finding Fraud: How to Regain Trust and Realign Corporate Culture

It is not possible to overestimate the adverse effects of a major fraud issue in a public company on its investors' confidence and the company's organizational reputation. In this fireside chat, president and CEO of NCI Inc. Paul Dillahay and seasoned director Gary Cook discuss how a major case of long-term fraud at the public company NCI was uncovered and handled, and what the consequences were. Learn the surprising reactions NCI received from potential suitors, the lessons drawn from the experience, and what you as a director can do to protect your company from potential cultural pitfalls and react appropriately when faced with a corporate crisis.



Gary M. Cook

Chair, Vineyard Enterprises LLC; Director, Azzardare Management Company; Managing Director, Cook & Company



Paul A. Dillahay

CEO, NCI, Inc.

10:30 a.m. – 10:45 a.m.

Networking Break

10:45 a.m. – 12:15 p.m.
Astor IV & V

Building the Strategic-Asset Board

It takes the right mix of skills, expertise, and perspectives around the boardroom table to create long-term value and lead a company successfully through disruption. It also requires board members who know how to hold productive discussions and effectively handle dissent. Creating a strategic-asset board begins with understanding and overcoming unconscious bias, encouraging healthy debate, and separating the evaluation and renomination processes. Directors discuss these key efforts in the context of onboarding keys to success, fostering healthy dialogue, what the nominating and governance committee should look for when mapping board composition to long-term strategy, and how to gently and effectively offboard directors whose skills may no longer be a fit with longer-term strategy.



Robyn Bew

Director of Strategic Content Development, NACD



Gerald M. Czarnecki

Chair Emeritus, NACD Florida Chapter; Chair, ECO Building Products, Inc., National Leadership Institute, National University; Audit Committee Chair, Jack Cooper Enterprises; Director, Nura Health SPC, BookKeeping Express Inc., Ventureland Productions, Junior Achievement Worldwide; Chair and CEO, Deltennium Group Inc.



Dona D. Young

Lead Independent Director, Foot Locker Inc.; Director, Aegon N.V., Saint James School, Save the Children

12:15 p.m. – 1:15 p.m.

Networking Lunch

Ocean View Ballroom

1:15 p.m. – 2:45 p.m.

Breakouts: Key Committee Peer Exchange

These small-group, peer-to-peer roundtables are designed to foster discussion of the critical issues affecting the key committees. Choose from the following peer exchanges:

Astor I

Audit



Jose R. Rodriguez

Partner in Charge & Executive Director, Audit Committee Institute, KPMG LLP

Astor II

Compensation



Jannice L. Koors

Senior Managing Director and President, Western Region, Pearl Meyer

Astor III

Nominating and Governance



Robert E. Hallagan

Director, ResCare Inc., Friends of Children-Boston, Management Sciences for Health (MSH); Vice Chairman & Managing Director, Board Leadership Services, Korn Ferry



Steven R. Walker

General Counsel and Managing Director of Board Advisory and Recruitment Services, NACD; Director, ContractRoom, Objective Interface Systems

2:45 p.m. – 3:00 p.m.

Networking Break

3:00 p.m. – 3:45 p.m.

Astor IV & V

Corporate Transformations

An intimate conversation with a former CEO and nominating and governance chair.



Erin Essenmacher

Director, Ghandi Brigade; Chief Programming Officer, NACD



William E. McCracken

Director, MDU Resources Group Inc., NACD; President, Executive Consulting Group; Former Chair and CEO, CA Technologies; Former Chair, Lutheran Social Ministries of New Jersey



Frank Scruggs, Esq.

Chair, Board Governance and Nominating Committee, Guidewell Mutual Holding Corp.; Director, SunTrust Banks, Inc., NACD Florida Chapter; Trustee Emeritus, University of Miami; Partner, Berger Singerman LLP

3:45 p.m. – 4:00 p.m.

Networking Break

4:00 p.m. – 5:00 p.m.
Astor IV & V

Risk Oversight

The board of directors has always played a critical role in enterprise-wide risk oversight, but increasing complexity resulting from globalization, regulation, M&A, disruptive innovation, emerging technologies, and new competitors have made that role more challenging than ever. In this session we'll discuss how to evaluate emerging risks, how to prioritize each in the context of your corporate strategy, and how to ensure your board calendar and processes align for effective risk oversight.



James Lam

Director and Chairman of the Risk Oversight Committee,
E*TRADE Financial Corp.; President, James Lam & Associates



Richard W. Roedel

Director, IHS Markit Ltd., LSB Industries Inc., Luna Innovations Inc., Six Flags Entertainment Corp., BrightView GP I, LLC

5:00 p.m. – 6:30 p.m.
Ocean Palm Court

Networking Cocktails

6:30 p.m. – 8:30 p.m.

Working Dinner Series (optional)

Space is limited. Onsite registration is required.

Astor I & II

Board Oversight of Cyber Risk

According to NACD 2016-2017 governance surveys, only 42 percent and 29 percent of the participating public-company and private-company directors, respectively, indicated “high confidence” that the organizations they served are properly secured against cyber attacks. Clearly, security and availability of information systems and protection of confidential, sensitive data are a concern for directors across all industries. The massive global WannaCry ransomware attack in May was a wake-up call regarding the danger of executives professing their cybersecurity risk tolerance is low, yet acting as though it is relatively high. The more recent Equifax breach raises the issue as to whether boards are asking the right questions to minimize being in the position of not knowing what they don't know. Our discussion will focus on how the board should set expectations for management in terms of understanding, establishing, measuring and communicating cybersecurity performance.



Jim DeLoach

Managing Partner, Protiviti Inc.



Adam Hamm

Managing Director, Protiviti Inc.

Day 2 – Friday, December 8

7:00 a.m. – 8:00 a.m. **Breakfast**

Astor Foyer

8:00 a.m. – 8:05 a.m. **Day 2 Introduction**

8:05 a.m. – 9:00 a.m. **Successful CEO Succession Planning**

Astor IV & V

With shareholders closely watching, directors must ensure that a rigorous CEO succession process that produces optimal results is in place in their enterprise. But effectively evaluating succession candidates for crucial hard-wired traits and motivation that align with the job can be very challenging. These capabilities are not readily apparent in a résumé or even during in-depth interviews. This session will equip you with best practices for assessing the capabilities of your bench relative to strategy, as well as with groundbreaking research around key competencies that are predictive of longer CEO tenure and enhanced financial performance.



Robert E. Hallagan

Director, ResCare Inc., Friends of Children-Boston, Management Sciences for Health (MSH); Vice Chairman & Managing Director, Board Leadership Services, Korn Ferry



Richard W. Roedel

Director, IHS Markit Ltd., LSB Industries Inc., Luna Innovations Inc., Six Flags Entertainment Corp., BrightView GP I, LLC

9:00 a.m. – 9:15 a.m. **Networking Break**

9:15 a.m. – 10:15 a.m. **Economic Outlook**

Astor IV & V

We are seeing rapid changes in technology and the global environment with a whole host of implications for corporate strategy and enterprise risk management. KPMG's Chief Economist will discuss key forces shaping the economy for 2017 and beyond and what trends directors need to watch to provide effective oversight of the enterprise.



Constance L. Hunter

Chief Economist, KPMG LLP

10:15 a.m. – 10:30 a.m. **Networking Break**

10:30 a.m. – 11:15 a.m.
Astor IV & V

The Evolving Board-Shareholder Engagement Landscape

A more shareholder-centric model of corporate governance has emerged in the past few years, fueled by greater influence from the investor community in board composition, succession planning, executive compensation, and general corporate-governance practices. More than ever before, investors are expecting transparency from companies in regards to boardroom decisions and processes. This session will discuss how directors and shareholders can work together to pursue their shared interest in long-term value creation.



Stephen Brown

Senior Advisor, Board Leadership Center, KPMG LLP



Cynthia Jamison

Chair, Tractor Supply Co.; Director, Big Lots Inc., Darden Restaurants Inc., Office Depot Inc.



Jane Sadowsky

Director, Yamana Gold Inc., New York Independent System Operator (NYISO); Managing Partner, Gardener Advisory LLC

11:15 a.m. – 11:30 a.m.

Networking Break

11:30 a.m. – 12:15 p.m.

Astor IV & V

Disruptive Times Call for Adaptive Strategies

You've likely heard this wisdom before: Directors should be more involved in corporate strategy, engage in discussions about strategy with management earlier, and question the assumptions underlying corporate strategy with more rigor. It is easy to agree that this is wise counsel, but it is not always easy to implement this advice in the real world. In this discussion, learn how some companies are leveraging the board for strategic insights.



Irene Chang Britt

Director, Dunkin' Brands Group Inc., Tailored Brands Inc., Brighthouse Financial Inc., Baybridge Seniors Housing; CEO, ICB Enterprises LLC



Nora Denzel

Director, Ericsson Inc., Advanced Micro Devices Inc., NACD Northern California Chapter, Talend

12:15 p.m.

Program Adjourns

Reserve your seat today ►

Attendance at the entire course is mandatory for those who wish to become 2017 NACD Board Leadership Fellow candidates.