

NACD Master Class Agenda

August 17–18, 2017 | The Montage Resort | Laguna Beach, CA

Day 1 – Thursday, August 17

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

Grand Ballroom Foyer

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

Grand Ballroom I & II

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

Chair, Gandhi Brigade; Chief Programming Officer, NACD

8:15 a.m. – 9:15 a.m.

Grand Ballroom I & II

The Changing Risk Landscape

Geopolitical risk and a shifting political landscape here at home, combined with new challenges brought on by technological change create with a host of implications for corporate strategy and enterprise risk management. Dante Disparte, author of *Global Risk Agility and Decision Making: Organizational Resilience in the Era of Man-Made Risk* will discuss key forces shaping the national and global environment and the trends directors need to watch to provide effective oversight of the enterprise.



Dante Disparte

Founder and CEO, Risk Cooperative; Co-Author, *Global Risk Agility and Decision Making: Organizational Resilience in the Era of Man-Made Risk*; Chairman of the Business Council for American Security, American Security Project

9:15 a.m. – 9:30 a.m.

Networking Break

9:30 a.m. – 9:50 a.m.

Grand Ballroom I & II

The Board's Role in Innovation and Technology

Only one of the original companies in the Dow Jones Industrial Average remains a component of that index today. That company is GE. In 2015, AT&T, once the U.S. company that produced more patents than any other, was dropped from the Dow Jones Industrial Average in favor of Apple. Innovation is accelerating and is one of the most critical components in driving shareholder returns. Yet the role of corporate boards of directors, stewards of shareholder interests, in overseeing technology innovation is not always well understood. Silvio Tavares is a highly respected Silicon Valley insider, tech company CEO and public company technology company director, will address how rapid scale innovation works in Silicon Valley, the board's role in innovation strategy, the board's oversight role in allocating capital to innovation, and what happens when innovation fails.



Silvio Tavares

Director, CPI Card Group Inc.; President and CEO, CardLinx

9:50 a.m. – 10:45 a.m.

Grand Ballroom I & II

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.; Senior Vice President, Partnerships and Development, EVERYTHNG; President, EVRYTHNG, Inc.



Bonny Simi

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

10:45 a.m. – 11:00 a.m.

Networking Break

11:00 a.m. – 12:00 p.m.

Grand Ballroom I & II

Building and Maintaining a High-Performance Board

For a board to achieve peak performance, there are several critical elements that must be in place: a strong board culture, proactive committee chairs, an effective lead director, and a diverse array of perspectives. Creating a high performance board begins encouraging healthy debate, fostering open, pro-active communication and ensuring the board has the right mix of skills and expertise around the table. Lead directors and committee chairs share the key ingredients that make for a strategic-asset board.



Gerri Elliott

Director, Whirlpool Corp., Imperva, Inc., Charlotte Russe, Inc., Puppet Labs; Founder, Broadrooms LLC



Jane E. Henney

Director, Cigna Corp., AmerisourceBergen Corp.

12:00 p.m. – 1:15 p.m.

Pacific Lawn

Networking Lunch

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:

Gallery Ballroom I

Audit



Jose R. Rodriguez

Partner in Charge & Executive Director, KPMG's Audit Committee Institute

Gallery Ballroom II

Compensation



Jannice L. Koors

Senior Managing Director and President, Western Region, Pearl Meyer

Grand Ballroom III

Nominating and Governance



Joseph E. Griesedieck

Vice Chairman, Managing Director, Board and CEO Services, Korn Ferry



Steven R. Walker

General Counsel, 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.

The Many Faces of Corporate Transformation

Grand Ballroom I & II

Fireside chat with director and CEO.



Scott Lenet

Director, BOOM! Studios, NinthDecimal Inc., Founder and President, Touchdown Ventures



Mary Beth Vitale

Director, Chair, Nominating and Governance Committee, CoBiz Financial Inc.; Director, Chair, Risk and Technology Committee, GEHA; Co-Chair, Women Corporate Directors: Colorado Chapter

3:45 p.m. – 4:00 p.m.

Networking Break

4:00 p.m. – 5:00 p.m.

Risk Oversight

Grand Ballroom I & II

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 draw on a case study from E*Trade Financial to 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

5:00 p.m. – 6:30 p.m.

Networking Cocktails

Pacific Lawn

6:30 p.m. – 8:30 p.m.

Working Dinner Series (optional)

Space is limited. Advanced registration is required.

Gallery Ballroom I

Board Oversight of Performance Management

Given the complexity of the global marketplace, the accelerating pace of disruptive change, and ever increasing stakeholder expectations, how should the board align performance expectations with strategy, articulate those expectations across the organization, use performance measures to track the organization's execution of strategy, and make necessary midcourse adjustments to achieve performance targets? Our discussion will focus on the roles of the full board and its various committees in performance oversight and on using performance measures to make sure performance and strategy are aligned.



Randall Coxworth

Managing Director, Protiviti Inc.



Jim DeLoach

Managing Partner, Protiviti Inc.

Gallery Ballroom II

Going Private: Tales from the Trenches

With private equity firms sitting atop unprecedented levels of “dry powder” ready to be deployed into investment opportunities, public companies – even those of substantial size – are well within scope to receive an overture to “go private.” These types of transactions present complex challenges for independent directors. In particular, independent directors are placed in the difficult position of balancing the interests of various constituencies, including among others, existing management, public shareholders, the identified private equity buyer and the potential universe of other buyers. Often, this balancing act is done in the context of a special committee which shines even a brighter and more critical light on the actions of independent directors. This presentation will unpack the competing issues that an independent director should keep in mind when approaching a “going private” transaction from the perspective of a financial advisor and legal counsel. We will share some market insights, some process points and, of course, some war stories.



Steven Epstein

Corporate Partner, Co-Head of Mergers & Acquisitions, Fried Frank



Vito A. Spurduto

Managing Director – Head of U.S. Mergers & Acquisitions, RBC Capital Markets LLC

Day 2 – Friday, August 18

7:00 a.m. – 8:00 a.m. **Breakfast**

Grand Ballroom III

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

Grand Ballroom I & II

8:05 a.m. – 9:00 a.m. **Rebuilding the Public Trust: Ethical and Legal Responsibility of Directors**

Grand Ballroom I & II

NACD's mission is founded on helping to shape a world where businesses are sustainable, profitable and respected. If 2016 taught us anything, it's that distrust, lack of transparency, and the polarization of demographics are eroding faith in long-standing institutions, including corporations. At the same time, we are living in an era of both increasingly decentralized global leadership and hyper transparency brought about by social media and mobile technology. This presents both unique opportunities and challenges for corporate leadership. In this session directors and veterans of corporate crisis discuss the commonalities of recent ethical issues faced by boards from Wells Fargo and Volkswagen to Theranos to Herbalife and the road the board plays in linking corporate culture to long term value creation.



John G. Blumberg

Author, *Return on Integrity: The New Definition of ROI and Why Leaders Need to Know It*



Stephen Brown

Senior Advisor, KPMG Board Leadership Center



Gary M. Cook

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

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

9:15 a.m. – 10:00 a.m. **Successful CEO Succession Planning**

Grand Ballroom I & II

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.



Joseph E. Griesedieck

Vice Chairman, Managing Director, Board and CEO Services, Korn Ferry



Jane E. Henney

Director, Cigna Corp., AmerisourceBergen Corp.



Sara Grootwassink Lewis

Director, Sun Life Financial Inc., PS Business Parks Inc., Weyerhaeuser Co.

10:00 a.m. – 10:15 a.m. **Networking Break**

10:15 a.m. – 11:00 a.m.

Grand Ballroom I & II

Think Like an Activist: Disruptive Times Call for Evolving 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 interview, learn how some companies are leveraging the board for strategic insights.



Erin Essenmacher

Chair, Gandhi Brigade; Chief Programming Officer, NACD



Rima Qureshi

Director, MasterCard Inc., Great-West Lifeco Inc.; Former Senior Vice President, Head of Region North America, Ericsson

11:00 a.m. – 11:15 a.m.

Networking Break

11:15 a.m. – 12:00 p.m.

Grand Ballroom I & II

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.



Cynthia Jamison

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



Scott Zdrzil

Senior Investment Officer – Corporate Governance, LACERA

12:00 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.