

NACD Director Professionalism® Agenda

MARCH 6–8, 2018 | THE ST.REGIS ATLANTA | ATLANTA, GA

DAY 1. TUESDAY, MARCH 6

7:00 a.m. – 8:00 a.m.

Astor Foyer

Registration and Breakfast

8:00 a.m. – 8:10 a.m.

Astor C/D

Program Welcome and Introductions

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 three days. NACD'S standard is incorporated throughout our foundation courses and creates the most comprehensive director knowledge pathway—from awareness to insights to mastery.



Cheryl Martel
Senior Manager, Education, NACD

8:10 a.m. – 9:30 a.m.

Astor C/D

Roles and Responsibilities of the Board Member

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. Key topics include

- Differentiating between public, private, nonprofit, and advisory board service
- Review of NACD's Key Agreed Principles
- Understanding the difference between oversight and management
- Governance requirements for boards
- Board size and composition
- Board roles



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., RFD Associates, Inc.; Chair and CEO, Deltennium Group Inc.



Sheila Stamps

Director, CIT Group Inc., CIT Bank, N.A., NACD New York Chapter, IES Abroad; Audit Committee Chair, New York State Insurance Fund

9:30 a.m. – 9:45 a.m.

Networking Break

9:45 a.m. – 11:00 a.m.

Astor C/D

Fiduciary Duties of Corporate Boards

The board's fiduciary duties lie at the heart of corporate governance. Here we explain why board members are legally obligated to act on behalf of an organization's shareholders to ensure that the company is properly managed, and describe the corporate laws to which boards are held accountable.

Key topics include

- History of expectations of directors
- Overview of Delaware law
- D&O liability



John J. Gorman

Chair, Compensation Committee, Assure Holding Corp.; Partner, Luse Gorman Pomerenk & Schick

11:00 a.m. – 11:15 a.m.

Networking Break

11:15 a.m. – 12:15 p.m.

Astor C/D

Futurecasting Disruption

Directors face more uncertainty and complexity than ever before, whether from globalization and social demographic shifts or from a major disruption created by technology and competition. With the many regulatory and quarterly pressures facing companies, it can be hard to focus on the long term, but that's precisely what the board is meant to do. In this session, we'll get an overview of some of the latest disruptive trends shaping the business landscape and discuss how horizon and scenario planning play key roles in creating long-term shareholder value. Key topics include

- External trends and disruptors
- Cyber
- Technology
- Economic/geopolitical shifts
- Changing demographics
- Regulatory proposals
- Dodd–Frank proposed rules and standings
- SEC priorities
- Proxy season trends/findings



Jennifer C. Wolfe

Founder & CEO, Dot Brand 360; Managing Partner, Wolfe, Sadler, Breen, Morasch & Colby

12:15 p.m. – 1:45 p.m.

Astor B

Networking Lunch

1:45 p.m. – 3:15 p.m.

CONCURRENT FINANCE SESSIONS

Here we examine the skills and behaviors directors must bring to the boardroom in order to monitor performance, challenge results and practices, assess performance, drive sound decisions, and increase value. Select the breakout session that best matches your own level of financial expertise, and develop new skills to enhance your risk oversight.

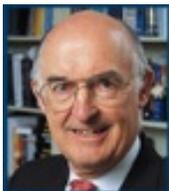
OPTION 1

Astor C/D

Advanced Finance: The Board's Role in Utilizing Financial Statements to Drive Long-Term Value Creation

Examine a framework for tying financial statements to value creation, explore traditional and value-based performance metrics, and discuss the major decisions that drive value, as well as financial risks and red flags. Key topics include

- Important metrics
- Framework for tying financial statements to long-term value creation
- Financial risks and red flags



Robert A. Howell

Director, Spectra Group Ltd.; Senior Partner, The Howell Group LLC

OPTION 2

Astor A

Intermediate Finance: Identifying Issues in Financial Statements

Directors from every background are responsible for protecting shareholder value. Sharpen your financial oversight skills and learn the right questions to ask the CFO. Key topics include

- Overview of key financial documents
- Proxy
- 10-K
- 10-Q
- 8-K
- S1
- Interpreting financial statements
- Important metrics
- Capital structure and allocation



John C. Fletcher

Managing Director, Delta Control Group LLC; Director, Headquarters Consulting Group LLC, Zenia Business Services; Former Commissioner Mayor Pro Tem, Audit Committee Chair, Town of Holden Beach, NC

3:15 p.m. – 3:30 p.m.

Networking Break

3:30 p.m. – 4:45 p.m.

Astor C/D

The Board's Operating Model

How you approach board service, and how the board as a whole approaches its work, is critical to success. Ensuring you get the most out of your board service and your board gets the most out of your knowledge for board meetings, explore best practices for agenda setting, and prioritize the various critical issues that compete for the board's attention. Key topics include

- Components of an effective meeting
- Components of effective executive sessions
- The board calendar
- Onboarding
- Voting
- Board dynamics



D'Anne Hurd

Independent Trustee, Pax World Funds; Independent Trustee, Pax Ellevest (PXWIX); Governance Chair, EILEEN FISHER, Inc.; Audit Committee Chair, Peckham Industries, Inc.; Board Chair, Monzite Corporation; Audit Committee Chair, Compensation, Finance, Legal Committees, Camp Dudley, Inc.



Steven R. Walker

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

5:00 p.m. – 6:30 p.m.

Astor Foyer

Networking Reception

6:30 p.m. – 8:30 p.m.

Carnegie, Level 5

OPTIONAL PEER-EXCHANGE DINNER

Space is limited. Onsite registration is required.

Positioning Yourself for Boardroom Service

An overview of how to think about your skills and experience in the context of potential board service, how to best position yourself to serve on a board, best practices for creating board résumés, and how to evaluate a potential board opportunity.



Rochelle Campbell

Director, Child Steps International; Senior Manager, Board Recruitment Services, NACD



Mary Beth Vitale

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

DAY 2. WEDNESDAY, MARCH 7

7:00 a.m. – 8:00 a.m.

BREAKFAST SESSIONS

OPTION 1

Astor C/D

Private Company: Developing Effective Boards

During this fast-paced, peer-to-peer director exchange and Q&A we will examine the key issues affecting today's private-company boards and review resources, tools, and tips that help make these boards effective.



Thomas Bakewell

CEO & Board Counsel, Bakewell & Co.; Author, *Claiming Your Place at the Boardroom Table: The Essential Handbook for Excellence in Governance and Effective Directorship*

OPTION 2

Astor A

Nonprofit Governance: Notable Trends and Best Practices

We'll take a look at notable governance trends in the nonprofit world, review several best practices, and wrap with a lively open discussion, including questions, answers, and conversation.



Sharon Rossmark

CEO & Founder, Women and Drones; Vice Chair, Special Olympics Illinois; Audit Committee Chair, BoardSource; Director, National Children's Center Inc.

8:00 a.m. – 8:15 a.m.

Networking Break

8:15 a.m. – 9:45 a.m.

Astor C/D

Best Practices for Investor and Shareholder Engagement

Investors and shareholders play a critical role in ensuring the company's long-term health and success, and effectively engaging with these constituencies is a critical part of board strategy. In this session, we will discuss best practices for engaging with these groups, including how to create a strong, effective, and proactive communication plan. Key topics include

- Areas of focus for proxy season
- Executive compensation
- Board composition and director tenure
- Strategy and risk oversight and disclosure
- Political spending/lobbying
- Sustainability and risks
- Talent development and succession planning
- Growth of shareholder activism
- Themes of activist campaigns



Michele J. Hooper

Director, PPG Industries, UnitedHealth Group, the Center for Audit Quality; President & CEO, The Directors' Council

9:45 a.m. – 10:00 a.m.

Networking Break

10:00 a.m. – 11:15 a.m.

Astor C/D

Key Committees

The next few sessions are devoted to giving you a solid grounding in the responsibilities of each of the key committees of the boardroom: nominating and governance, compensation, and audit.

The Nominating and Governance Committee: New Challenges and Opportunities in Board Composition

Recent regulation has broadened the scope and importance of the work of the nominating and governance committee. All aspects of the committee charter are examined and characteristics of the ideal board are outlined, including director recruitment and evaluations. Key topics include

- Board succession planning
- Leading practices for director evaluations
- Director recruitment
- Onboarding



Sharon Rossmark

CEO & Founder, Women and Drones; Vice Chair, Special Olympics Illinois; Audit Committee Chair, BoardSource; Director, National Children's Center Inc.



Mary Beth Vitale

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

11:15 a.m. – 11:30 a.m.

Networking Break

11:30 a.m. – 12:45 p.m.

Astor C/D

Compensation Committees: Navigating the Six Seas

This is a comprehensive overview designed to make sure your committee charter, philosophy, procedures, decisions, and disclosures meet compliance requirements. We sum it all up with a look at pertinent action steps that include training and retaining high performers, the use of independent consultants, benchmarking issues, performance criteria, and benefits and perquisites. Key topics include

- Compensation landscape
- Primer on pay
- Key steps for the full board
- Key steps for the compensation committee



Robert M. Galford

Lead Independent Director, Forrester Research Inc.; Director, Sakonnet Point Club; Board Advisor, Shepley Bulfinch; Managing Partner, Center for Leading Organizations



Joe Mallin

Partner, Pay Governance LLC

12:45 p.m. – 2:00 p.m.

Astor B

Networking Lunch

2:00 p.m. – 3:15 p.m.

CONCURRENT AUDIT SESSIONS

Audit Committee: Effectiveness in the New Environment

Choose from one of two sessions that provide an overview of the role and responsibilities of the audit committee—one focused on public-company directorship and the other focused on private-company directorship.

OPTION 1

Astor C/D

Public Company Audit Committee

An overview of the role and responsibilities of the audit committee at publicly traded companies, including its composition and its keys to effectiveness. The session will examine core areas of oversight—financial reporting and controls and risk oversight. Discussion includes managing interactions with other participants in the financial reporting process. Key topics include

- Overview of responsibilities
- Role of financial experts
- Overseeing financial reporting and controls
- Risk oversight



Ken Daly

Director, Powerlytics, Lutheran Services in America, Reinvestment Fund; Former CEO, NACD; Former Audit Partner, KPMG LLC

OPTION 2

Astor A

Audit Oversight for Private Companies

An overview of the role and responsibilities of the audit committee, including its composition and its keys to effectiveness. The session will explore core issues of oversight but also discuss issues unique to audit oversight at private companies. Key topics include

- Overview of responsibilities
- Essentials for audit committee effectiveness
- How the audit committee supports the CFO
- Audit challenges and how to overcome them



D'Anne Hurd

Independent Trustee, Pax World Funds; Independent Trustee, Pax Ellevest (PXWIX); Governance Chair, EILEEN FISHER, Inc.; Audit Committee Chair, Peckham Industries, Inc.; Board Chair, Monzite Corporation; Audit Committee Chair, Compensation, Finance, Legal Committees, Camp Dudley, Inc.

3:15 p.m. – 3:30 p.m.

Networking Break

3:30 p.m. – 5:00 p.m.

Astor C/D

Talent Oversight

Having a strong bench is critical to a company's short- and long-term success. The board is responsible for hiring, evaluating, and compensating the CEO, but should also have an eye toward overseeing talent management at other critical levels of the business. Hear seasoned nom/gov chairs discuss best practices for talent management and oversight. Key topics include

- Leading practices for CEO evaluation, selection, and succession planning
- Management talent pipeline



Robyn Bew

Director of Strategic Content Development, NACD



Michele J. Hooper

Director, PPG Industries, UnitedHealth Group, the Center for Audit Quality; President & CEO, The Directors' Council

6:30 p.m. – 8:30 p.m.

OPTIONAL PEER-EXCHANGE DINNERS

Space is limited. Onsite registration is required.

Vanderbilt, Level 5

The Crisis of Disengagement

More than two-thirds of the American workforce do not fully engage in their jobs. As a board member, you should find that statistic troubling: disengagement at work negatively affects a company's morale, capacity for innovation, corporate culture, and value over the long term. Join us for an open, intimate discussion about the key culprits that lead to employee disengagement, the dangers presented by a disengaged workforce, and the steps that you as a leader can take to reverse disengagement and reignite drive across your entire organization.



Andrew J. Sherman

Partner, Seyfarth Shaw LLP; Director, Trend Nation; Author, *The Crisis of Disengagement: How Apathy, Complacency, And Selfishness Are Destroying Today's Workplace*

Rockefeller, Level 5

Societal Expectations and Your Board

What role do directors play in the community? Does it include doing well by doing good? Join a chief counsel from Nasdaq as he tackles tough questions like, "Are boards using behavioral finance to prepare workers for retirement?" and, "How should the board communicate on ESG with the CEO and other stakeholders?" Join your peers to discuss leading practices around managing your company's impact on the environment, creating a diverse workforce, adapting to technological change, and providing the right retraining opportunities.



David Strandberg

Chief Counsel, Listing Qualifications, Nasdaq, Inc.

DAY 3. THURSDAY, MARCH 8

7:00 a.m. – 8:00 a.m.

Astor C/D

BREAKFAST SESSION

Cyber-Risk Oversight

As the quantity and complexity of cyber-threats continue to increase and evolve, the need for rigorous cyber-risk oversight has never been more imperative for boards. In this engaging breakfast, industry experts will take a look at disruptive trends, leading best practices around cyber-risk, and the questions your board needs to be asking of management in order to keep your company relevant and protected.



Casey Fleming

CEO and Chair, BLACKOPS Partners Corp.

8:00 a.m. – 9:00 a.m.

Astor C/D

Risk Oversight

Risk oversight is a critical part of the board's fiduciary responsibility. In this session, we will explore the board's role in risk oversight, key attributes of effective risk reporting, the importance of balancing risk with strategic growth, and best practices for board/C-suite communication around risk. Key topics include

- Board risk governance and oversight
- Strategic risk management
- Risk policy, appetite, and reporting
- Case study: E*TRADE Financial



James Lam

Chair, Risk Oversight Committee, E*TRADE Financial Corp.; President, James Lam & Associates

9:00 a.m. – 9:15 a.m.

Networking Break

9:15 a.m. – 10:15 a.m.

Astor C/D

Corporate Transformation

A key part of board responsibility is overseeing strategy and risk. Perhaps nowhere are these two responsibilities more intertwined than in corporate transformation. Boards might have to consider questions of growth through acquisition, whether the company should engage in a joint venture, and even ultimately the sale of the enterprise. In this session, we will discuss the role of the board in corporate transformation and consider how to evaluate various strategies at different points in the company's lifecycle. Key topics include

- M&A
- Changes in corporate status
- Restructurings



Howard Brod Brownstein

President, The Brownstein Corp, NACD Philadelphia Chapter; Director, NHS Human Services, Inc., P&F Industries, Inc.



Nader Tavakoli

Chair and CEO, EagleRock Capital Management; Chair, Risk and Strategy Committee, MagnaChip Semiconductor Corp.; Independent Director, MF Global Holdings; Former Chair, CEO, Ambac Financial Group, Inc.; Director, Montclair State University Foundation

10:15 a.m. – 10:30 a.m.

Networking Break

10:30 a.m. – 12:00 p.m.

Astor C/D

Strategy From a Board Perspective

Strategy is the key component of a board's responsibility, but what does that mean as a practical matter, and how can you and fellow directors function as true assets to the company during the strategy-setting process? In this highly interactive exercise, you will be stepping into the shoes of the Ajax Company board at their strategy offsite, and helping the management team identify game-changing opportunities as well as potential risks associated with key disruptive trends facing the industry.



Robyn Bew

Director of Strategic Content Development, NACD



D'Anne Hurd

Independent Trustee, Pax World Funds; Independent Trustee, Pax Ellevest (PXWIX); Governance Chair, EILEEN FISHER, Inc.; Audit Committee Chair, Peckham Industries, Inc.; Board Chair, Monzite Corporation; Audit Committee Chair, Compensation, Finance, Legal Committees, Camp Dudley, Inc.

12:00 p.m. – 1:00 p.m.

Astor A/B

Networking Lunch

1:00 p.m. – 2:00 p.m.

Astor C/D

New Era Case Study

An opportunity to apply some of the course learnings in a lively, interactive exercise led by an experienced nonprofit and private company director who is both an attorney and a CPA.



Thomas Bakewell

CEO & Board Counsel, Bakewell & Co.; Author, *Claiming Your Place at the Boardroom Table: The Essential Handbook for Excellence in Governance and Effective Directorship*

2:00 p.m. – 2:15 p.m.

Networking Break

2:15 p.m. – 3:00 p.m.

Astor C/D

Tying It All Together: Habits of Highly Effective Boards

In today's ever competitive and evolving business environment, boards must be at the top of their game to become strategic assets to management and stakeholders. We will review the key takeaways from the previous sessions and share practical applications of these principles in boardrooms around the world.



Michele J. Hooper

Director, PPG Industries, UnitedHealth Group, the Center for Audit Quality; President & CEO, The Directors' Council

3:00 p.m.

Program Adjourns

RESERVE YOUR SEAT TODAY
NACDOnline.org/Education



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