

# NACD Master Class Agenda

JUNE 14–15, 2018 | THE FAIRMONT | AUSTIN, TX

## DAY 1. THURSDAY, JUNE 14

7:00 a.m. – 8:00 a.m.

*Palm Park, Level 7*

### Registration and Breakfast

8:00 a.m. – 8:15 a.m.

*Palm Park A*

### 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 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**

Chief Programming Officer, NACD; Chair, Gandhi Brigade

8:15 a.m. – 9:15 a.m.

*Palm Park A*

### Economic Outlook

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 2018 and beyond and what trends directors need to watch to provide effective oversight of the enterprise.



**Constance L. Hunter**

Chief Economist, KPMG LLC

9:15 a.m. – 9:30 a.m.

---

### Networking Break

9:30 a.m. – 10:30 a.m.

*Palm Park A*

## Navigating Today's Global Risk Environment

Geopolitical risk and a shifting political landscape here at home, combined with new challenges brought on by technological change, create a host of implications for corporate strategy and enterprise risk management. Leading global risk experts and strategists will discuss the World Economic Forum's 2018 Global Risk Report's key findings, leading forces shaping the national and global environment including the implications of GDPR, and the trends directors need to watch to provide effective oversight of the enterprise.



**Joel Whitaker**

Senior Vice President, Chief Research Officer, Frontier Strategy Group; Director, Ducker FSG Holdings, LLC

---

10:30 a.m. – 10:45 a.m.

## Networking Break

10:45 a.m. – 11:45 a.m.

*Palm Park A*

## Staying Competitive in the Digital Revolution

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 an expert in the vanguard of this change to discuss business model strategy, competitive dynamics, investment strategy, and emerging technologies in the digital transformation.



**Bonny Simi**

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

---

11:45 a.m. – 12:00 p.m.

## Networking Break

12:00 p.m. – 12:45 p.m.

*Palm Park A*

## Capital Allocation Strategies for Innovation

Rapid advancements in technology and an array of potential disruptors pose significant risks to businesses—now more than ever before. The current business landscape demands that directors focus with laser-like intensity on ensuring that financial policies and capital-allocation strategies are in place that anticipate disruption, expect innovation, minimize risks, and maximize opportunity. Join this session to discuss leading practices around financial planning in an increasingly volatile business environment.



**John Hotta**

Director, Seattle Foundation, First Washington Robotics



**Hope Taitz**

CEO, Ely Capital Limited; Director, Athene Holding Ltd. (ATH), MidCap Finco Holdings Limited, Greenlight Capital Re, Ltd. (GLRE), Summit Hotel Properties, Inc. (INN)

12:45 p.m. – 2:00 p.m.

*Palm Park B*

---

## Networking Lunch

---

2:00 p.m. – 3:30 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:

*Sunflower, Level 4*

### Audit



**Dave Wilson**

Lead Independent Director and Audit Committee Chair, CoreSite Realty Corp.; Audit Committee Chair, Barnes & Noble Education Inc.



**Dennis Whalen**

Leader, Board Leadership Center, KPMG LLP

*Primrose, Level 4*

### Compensation



**Pete Lupo**

Senior Managing Director and Head of the Atlantic Region, Pearl Meyer

Sage, Level 4

## Nominating and Governance



**Steven R. Walker**

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



**John Wood**

Vice Chair, CEO and Board Practice, Heidrick & Struggles

---

3:30 p.m. – 3:45 p.m.

## Networking Break

---

3:45 p.m. – 4:45 p.m.

Palm Park A

## Shifting Stakeholder Expectations and the Role of the Board

What are the top issues your company’s stakeholders want to see addressed by your organization in the coming years? How are society’s expectations for your organization changing? In this session, a thought leader will explore the evolving role of the board in this age of heightened accountability and discuss emerging areas of concern for investors, such as ESG, diversity, and culture. The way your board approaches these concerns can make or break your company’s reputation and long-term value. How will you respond?



**Donna Anderson**

Vice President and Head of Corporate Governance, T. Rowe Price



**Erin Essenmacher**

Chief Programming Officer, NACD; Chair, Gandhi Brigade

---

5:00 p.m. – 6:30 p.m.

IronWorks Barbecue  
100 Red River St, Austin

## Networking Reception

---

6:30 p.m. – 8:30 p.m.

## OPTIONAL PEER EXCHANGE DINNERS

Space is limited. Onsite registration is required.

*Blue Bonnet, Level 4*

### Option 1: Board Oversight of Organizational Culture

As a keystone provides integrity to an arch structure, culture infuses the shared values and attitudes that frame how an organization thinks and behaves. Good or bad, culture is almost always at the root of all reputation and financial performance outcomes as it is a potent source of strength or weakness for an organization. This session will focus on the board’s role in overseeing culture, and will examine a variety of topics, including:

- How the board extends its understanding of corporate culture beyond the tone at the top
- The expectations the board should set with respect to culture
- The extent to which diversity plays into culture
- The extent to which culture impacts the strategy setting and risk oversight processes
- How companies are evaluating and/or measuring the effectiveness of their cultures
- How a dysfunctional culture is reshaped to reflect more desirable and on-strategy attributes
- How culture is reinforced through the reward system and talent development process



**Brian Christensen**

Executive Vice President – Global Internal Audit, Protiviti



**Jim DeLoach**

Managing Director – Global Thought Leadership, Protiviti

*Firewheel, Level 4*

### Option 2: Preventing and Managing a Crisis

Crises to a company can come in a variety of forms – personnel, financial, regulatory, natural disasters or outside events such as cyber-attacks, product contamination, facility catastrophic events or protests and interference with facilities, to name a few. This peer exchange will focus on the essentials of planning and response. What is the board’s role to prepare for the risks while motivating companies to pursue the opportunities? The conversation will be led by seasoned experts from Weil Gotshal, who will also share recent real world examples that every director can apply to a current or future situation. Discussion topics include:

- Critical considerations and necessary skill sets when managing through a crisis;
- The role of the board in planning for unknown threats; and
- Director’s individual and board responsibilities in responding to a crisis.



**Adé Heyliger**

Partner, Public Company Advisory Group, Weil, Gotshal & Manges LLP



**Ellen Odoner**

Co-Head, Public Company Advisory Group, Weil, Gotshal & Manges LLP

## Day 2. FRIDAY, JUNE 15

7:00 a.m. – 8:00 a.m.

Palm Park B

### Breakfast

8:00 a.m. – 8:10 a.m.

Palm Park A

### Day 2 Introduction

8:10 a.m. – 8:55 a.m.

Palm Park A

### Culture as a Corporate Asset

In this session, we'll discuss the findings from the *Report of the NACD Blue Ribbon Commission on Culture as a Corporate Asset* in the context of innovation, risk, and disruption. What does a culture of innovation look like in practice? What does a risk-resilient culture look like in an era of increased transparency and volatility? And what is the board's role in overseeing both?



**Rachel Feferman**

Steering Committee Member, Culturati Summit; Executive Editor, *The Culture Book*; Assistant Vice President of Sales, Businessolver



**Melissa Frugé**

Chief Legal Officer, Spredfast, Inc.; Director, Austin Technology Council, Texas Civil Rights Project, NACD Texas Tricities Chapter

---

8:55 a.m. – 9:10 a.m.

### Networking Break

9:10 a.m. – 10:25 a.m.

Palm Park A

## Succession Planning and Talent Development for the Next-Generation Boardroom

Just as the cell phones of the 1990s look nothing like today's smartphones, the workforce of the future will bear little resemblance to that of previous generations. How do directors and nominating and governance committees ensure effective CEO-succession planning and meaningful talent acquisition in an era of constant disruption and shifting demographics? The task of retaining and cultivating talent has never been more challenging or more imperative for a company's survival. Meet the future head-on in this engaging session. Ensure that your board has a talent-oversight strategy that will keep your company relevant for years to come.



**Barbara Duganier**

Audit Committee Chair, Buckeye Partners, MRC Global Inc.; Director, Noble Energy, West Monroe Partners, NACD Texas TriCities Chapter, Genesys Works



**Allen Zeman**

President, Center for Human Capital Innovation (CHCI)

---

10:25 a.m. – 10:40 a.m.

## Networking Break

10:40 a.m. – 12:10 p.m.

## Breakouts: Topical Peer Exchanges

Engage in insightful and illuminating discussions with your peers in these small group breakouts. Take a deep dive on a critical area of governance, exchange ideas, discover best practices, and get your questions answered by leading expert facilitators.

Palm Park A

## Blockchain, ICOs and Cryptocurrencies



**Glenn Gow**

Marketing Partner, Clear Ventures; Blockchain Advisor; Director, acutelQ, Blockchain Developers, Inc., Crimson Marketing

Primrose, Level 4

## Board Oversight of Cybersecurity



**James Lam**

Chair, Risk Oversight Committee, E\*TRADE Financial Corp.; Director, RiskLens

Sage, Level 4

## Investing in Innovation



**John Hotta**

Director, Seattle Foundation, First Washington Robotics

12:10 p.m. – 1:20 p.m.

Palm Park B

---

## Networking Lunch

---

1:20 p.m. – 2:20 p.m.

Palm Park A

## 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**

Chair, Risk Oversight Committee, E\*TRADE Financial Corp.; Director, RiskLens



**Dave Wilson**

Lead Independent Director and Audit Committee Chair, CoreSite Realty Corp.; Audit Committee Chair, Barnes & Noble Education Inc.

2:20 p.m. – 2:30 p.m.

---

## Networking Break

---

2:30 p.m. – 3:30 p.m.

Palm Park A

## 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.



**Michelle Applebaum**

Director, Northwest Pipe Company; Trustee, Lake Forest College; Senior Advisor, Republic Partners Inc.; Former Managing Director, Citigroup/Salomon Brothers



**Chad Spitler**

Senior Advisor, CamberView Partners

---

3:30 p.m.

Program Adjourns

---

RESERVE YOUR SEAT TODAY  
[NACDOnline.org/Education](https://NACDOnline.org/Education)

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

