

Master Class

August 20-21, 2012

The Montage Laguna Beach
Laguna Beach, CA



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Agenda & Course Outline

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

Day 1 – Monday, August 20, 2012

7:00 AM – 8:00 AM REGISTRATION AND BREAKFAST

8:00 AM – 8:05 AM **Program Welcome and Introductions**
Erin Essenmacher, Director of Education, NACD
Peter Gleason, Managing Director & CFO, NACD

8:05 AM – 8:30 AM **The Current Economic Environment**
Tony Crescenzi, Executive Vice President, PIMCO

Industry expert and market strategist Tony Crescenzi provides an exclusive briefing on the latest economic outlook—everything from what the upcoming election means for the U.S. economy to how continued fallout from the financial woes in Greece, Spain and elsewhere will affect markets here at home.

8:30 AM – 9:00 AM **Legislative and Regulatory Update**
Peter Gleason, Managing Director & CFO, NACD
Holly Gregory, Senior Partner, Weil, Gotshal & Manges

Great strategy depends first on great information. Explore emerging financial reporting challenges, learn where Congress and the Administration are likely to go in the next year and assess how it may affect your industry—and your board work.

9:00 AM – 9:15 AM BREAK

9:15 AM – 10:00 AM **The Board/Shareowner Relationship**
Glenn Booraem, Principal, Vanguard
Holly Gregory, Senior Partner, Weil, Gotshal & Manges
Richard Koppes, Director, Investor Responsibility Research Center Institute, NutraCea, NACD

We will spend most of the day talking about new and persistent pressures on boards from institutional investors. Take this opportunity to hear directly from an investor to better understand how to explain board action and company strategy to those who hold company stock.

10:00 AM – 10:15 AM BREAK

10:15 AM – 11:15 AM **Building Better Boards**
Richard Goeglein, Chairman, Pinnacle Entertainment, Inc.
Steve Walker, NACD General Counsel, Secretary & Director of Board Advisory Services

What tools do you use to determine the combination necessary to provide effective oversight and strategic input? Take this time to consider the skills, backgrounds, outlooks and experiences that could provide vital intelligence to your company. Also consider whether the board you have today is the board you need for the future.

- 11:15 AM – 11:30 AM **BREAK**
- 11:30 AM – 12:15 PM **What Key Questions Should Boards Ask CIOs?**
Peter Gleason, Managing Director & CFO, NACD
Steve Weber, Vice President, Executive Partner, Gartner Executive Programs
Tom Murphy, Former Senior Vice President and CIO, AmerisourceBergen
- The dizzying transformation in information technology presents both sobering risk and potential rewards that can drive shareowner value. Is your company both protecting its tech assets *and* making smart investments in IT? Learn and discuss the critical role your CIO can play in shaping the strategy that can both protect—and cultivate—the business.
- 12:15 PM – 1:15 PM **NETWORKING LUNCH**
- 1:15 PM – 2:00 PM **The Compensation Committee: A Survivor’s Guide**
Beth L. Bronner, Director, Jamba Juice; Managing Director, Mistral Equity;
Former Compensation Chair, Assurant, The Hain Celestial Group
Jannice Koors, Managing Director, Pearl Meyer & Partners
- Learn how your compensation committee can stand strong in the new era of say on pay. Discuss meaningful metrics and smart shareowner communications with a subject matter expert who can help your committee prepare for proxy access, and with an experienced compensation chair who can help you shape compensation culture within the board and company.
- 2:00 PM – 3:45 PM **BREAKOUTS: COMMITTEE DEEP DIVES**
- Examine a key issue affecting your committee. Each confidential discussion will be facilitated by an audit, compensation or nominating and governance subject matter expert, but the success of these exchanges depends on each participant sharing his or her experiences, challenges and practices. Please come prepared to speak candidly and provide concrete examples of your own committee experience.
- Choose one:**
- Audit Committee**
Dennis Whalen, Partner in Charge and Executive Director, KPMG Audit Committee Institute
Ann Nelson, Partner, KPMG LLP
- Nominating and Governance Committee**
Richard Goeglein, Chairman, Pinnacle Entertainment, Inc.
Steve Walker, NACD General Counsel, Secretary & Director of Board Advisory Services
- Compensation Committee**
Beth L. Bronner, Director, Jamba Juice; Managing Director, Mistral Equity;
Former Compensation Chair, Assurant, The Hain Celestial Group
Jannice Koors, Managing Director, Pearl Meyer & Partners
- 3:45 PM – 4:00 PM **BREAK**
- 4:00 PM – 4:30 PM **Social Media and Corporate Reputation Risk**
Fay Feeney, CEO, Risk for Good
- In a connected world companies have a unique platform to listen and communicate with their clients, employees, fans and critics. This session will be a show and tell for directors in the digital age. We will look at sites where your company is being discussed and rated and then wrap up with what boards need to know, questions to ask and key areas for governance monitoring and controls.
- 5:00 PM – 6:30 PM **Cocktail Reception**

Day 2 – Tuesday, August 21, 2012

7:00 AM – 8:00 AM BREAKFAST

8:00 AM – 9:00 AM

Risks and Rewards of Doing Business Abroad

Michele Hooper, Director, PPG Industries, UnitedHealth Group, NACD
Robert A. Kapp, Chairman, China Committee—Pacific Council on International Policy; Senior China Advisor, K&L Gates LLP; President, Robert A. Kapp & Associates, Inc.

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.

9:00 AM – 9:15 AM

BREAK

9:15 AM – 10:15AM

Innovating for Long Term Sustainability

Jeremy Dann, MBA Professor, Lecturer in Innovation
Bud Mathaise, Director, e2open; Owner, Consilium Business and Technology Strategy
Dennis Whalen, Partner in Charge and Executive Director, KPMG Audit Committee Institute

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.

10:15 AM – 10:30 AM

BREAK

10:30 AM – 11:45 AM

When Trouble Finds You: Case Study and Discussion

Bonnie Hill, Director, The Home Depot, Yum! Brands, AK Steel Holding Corp., California Water Service Group
Richard Levick, President and CEO, Levick Strategic Communications

Building on our conversation about technology and social media, we will discuss what to do when something goes bump in the night—how will your board respond? Hear from a seasoned director as well as a communications expert who represents countries and companies in the highest-stakes global communications matters—from the Wall Street crisis and the Gulf oil spill to Guantanamo Bay and the Catholic Church.

11:45 AM

PROGRAM ADJOURNS

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