



THE CONFERENCE BOARD

Governance Center

In Collaboration with



**SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS**

Presents

**A Two-Day Corporate Governance & Compliance Crash Course:
Governance in a Changed Business Environment**

January 13-14, 2010

**The Conference Board's Offices
845 Third Avenue
New York, NY 10022**

Preliminary Agenda

Wednesday, January 13, 2010

8:30 – 9:00 a.m. **Registration and Continental breakfast**

9:00 – 9:15 a.m. **Welcome**

Paul DeNicola

*Director, Governance Center & Directors' Institute
The Conference Board*

Session 1

9:15 – 10:15 a.m.

Directors' Fiduciary Duties: An Update on Developments of the Doctrine of Good Faith for Director Conduct

Fiduciary duty characterizes directors' obligations to the corporation. The evolving fiduciary doctrines of care and loyalty, including the requirements for good faith conduct, increasingly have become the framework in which director conduct is judged. The contours of good faith and their application by courts to director conduct have evolved significantly over the past few years. This session examines how fiduciary duties are evolving with respect to conflicts of interest, definitions of independence, charitable contributions, and other key areas of oversight responsibility.

Alan A. Rudnick

*Program Chair, Governance Center and Directors' Institute
The Conference Board*

10:15 – 10:30 a.m.

Break

Session 2

10:30 – 11:30 a.m.

Assessing Risk in an Uncertain Climate: How Can the Board Do It Effectively?

Viewing corporate health through the lens of risk has become ever more important. How can boards prepare for what they do not know? How can boards and managements identify the major, often not obvious risks to their companies?

Olivia F. Kirtley

Director

U.S. Bancorp; Papa John's International; ResCare

Former Chairman of the Board

American Institute of Certified Accountants

Donna C. Dabney

Vice President, Corporate Secretary and Corporate Governance Counsel

The Conference Board

Ellen S. Hexter

Senior Advisor, Enterprise Risk Management

The Conference Board

Session 3

11:30 a.m. – 12:30 p.m.

The Audit Committee: New Developments; New Challenges

This session will focus on the oversight priorities for audit committees, the committee's interactions with auditors and other participants in the financial reporting process and keys to audit committee effectiveness and efficiency. The session will also consider the extra challenges that current economic conditions have placed on audit committees and will discuss committees' need to plan in advance for unexpected crises.

Olivia F. Kirtley

Director

U.S. Bancorp; Papa John's International; ResCare

Former Chairman of the Board

American Institute of Certified Accountants

Thomas Duffy

Partner

KPMG LLP

Session 4

12:30 – 2:00 p.m.

Working Luncheon

Gazing in the Crystal Ball: The Economy to Come

Ken Goldstein

Economist

The Conference Board

Session 5

2:00 – 3:15 p.m.

The Compensation Committee: Paying for Performance and Strategic Accomplishment

No other issue in corporate governance has struck such a discordant note in American society as the compensation that top executives, particularly CEOs, receive. This session focuses on today's developments in the compensation arena – from proposed regulations with a “say on pay,” to “pay for performance,” to compensation clawbacks. Looking forward, the session will also explore compensation plans that create long-term value that hold senior executives accountable for their activities.

Todd Gershkowitz*Senior Vice President*

Farient Advisors LLC

3:15 – 3:30 p.m.

Break**Session 6**

3:30 – 4:30 p.m.

The Regulatory Picture Today: Changed Economic Environment and a New Administration

A new administration in Washington brings new regulations and regulatory enforcement. This session discusses highlights of the regulatory agenda, looking carefully at developments at the SEC.

Catherine T. Dixon*Partner*

Weil, Gotshal & Manges LLP

Session 7

4:30 – 5:30 p.m.

Aligning the Board and CEO: Using the Assessment Process to Build an Effective Strategy

Annual board and committee assessments of effectiveness have become an integral part of the corporate landscape. How can these assessments themselves make the greatest contribution to the board and the company? How can assessments be a powerful tool to align boards and their senior managements?

Alan A. Rudnick*Program Chair, Governance Center and Directors' Institute*

The Conference Board

Carol V. Schwartz*Senior Assistant Secretary, Corporate Governance*

American Express Company

5:30 – 6:30 p.m.

Networking Reception

Friday, January 14, 2010

8:00 – 8:30 a.m. **Continental Breakfast**

Session 8

8:30 – 9:00 a.m.

Trends in Corporate Governance: Findings from The Conference Board's Research

Paul DeNicola

Director, Governance Center & Directors' Institute
The Conference Board

Matteo Tonello

Director, Corporate Governance Research
The Conference Board

Session 9

9:00 – 9:45 a.m.

Ethics: A Pop Quiz

“Tone at the top” is the key to ethical behavior throughout the corporation. What is the board’s role with respect to corporate ethics and ethics programs? What does “tone at the top” mean, and how do boards and CEOs establish models for ethical behavior? How can boards monitor whether compliance programs are working effectively?

Paul DeNicola

Director, Governance Center & Directors' Institute
The Conference Board

9:45 – 10:00 a.m.

Break

Forum on Shareholders' Matters (10:00 a.m. – 12:15 p.m.)

Session 10

10:00 – 11:00 a.m.

Identifying and Connecting the Dots: The Evolving Corporate Electoral Picture

The contours of corporate elections are rapidly changing. Loaned shares, shareholder sponsored bylaws, broker vote, majority voting, and shareholder access to the proxy alter the landscape of board accountability to shareholders. This session explores the ramifications of the various changes that have occurred or are pending in the nomination and election of directors.

Maryellen F. Andersen

Vice President, Corporate and Institutional Relations
Broadridge Financial Solutions, Inc.

Lydia I. Beebe

Corporate Secretary and Chief Governance Officer
Chevron Corporation

Lawrence R. Samuels

Partner

McGuireWoods LLP

Session 11

11:00 a.m. – 12:15 p.m.

Shareholders and Corporate Governance: The Changing Balance

Institutional shareholders demand increasing accountability from corporate boards of directors. This session focuses on key governance issues from shareholders' perspectives.

Hye-Won Choi

Senior Vice President

and Head of Corporate Governance

TIAA-CREF

Janice Hester-Amey

Portfolio Manager

California State Teachers' Retirement System (CalSTRS)

Session 12

12:15 – 1:30 p.m.

Responsibility and Risk in Electronic Records Management

Kevin F. Brady

Partner

Connolly Bove Lodge & Hutz LLP