



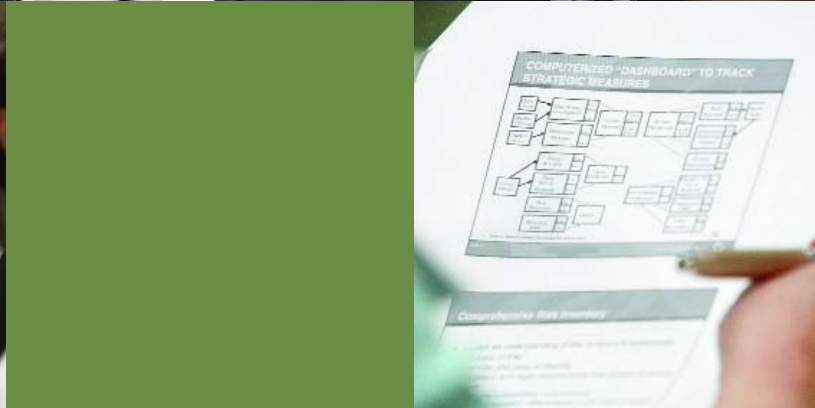
THE CONFERENCE BOARD GOVERNANCE CENTER

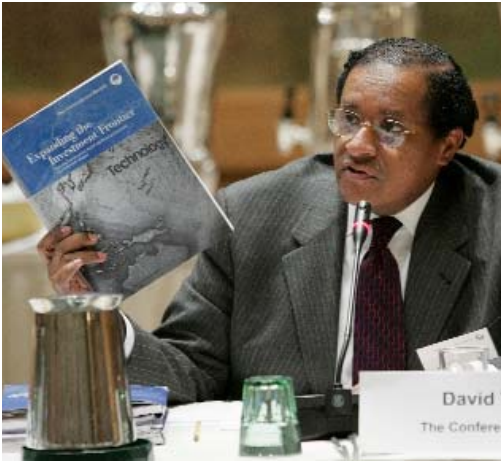
Corporate Governance & Compliance Crash Course

Navigating Crisis
and Change



June 9–10, 2009
New York City





Corporate Governance and Compliance Crash Course Navigating Crisis and Change

June 9-10, 2009
The Conference Board
845 Third Ave
New York, NY

In collaboration with



SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS

Who should attend:

Executives who work in/with the following offices and functions:

- Board of Directors, CEO
- CFO, Chief Counsel
- Corporate Secretary
- Ethics & Compliance
- Risk Management

*The Conference Board staff will assist participants in obtaining CLE credits for this workshop.

Dear Colleagues,

Altered business environments and new legal requirements continually challenge boards of directors and others working in the governance arena. What are some of the key challenges that boards today face? When can these circumstances turn into crisis? How can boards and corporate staffs keep contentious situations from blowing up into crises? This program will explore these and other issues facing boards and corporate staffs today.

Our discussions will examine the following questions:

- What are the emerging contours of directors' duty of loyalty, including good faith?
- What kind of oversight is required to prevent crises such as those arising from contaminated products, human rights violations, environmental degradation, etc.?
- How should boards prepare to keep contentious issues from becoming full blown crises?
- How should boards manage an unforeseen crisis?
- Do board oversight and monitoring responsibilities include oversight of political action expenditures?
- What can we expect from the SEC?
- What are the latest developments in CEO and other executive compensation?

The program will venture into some uncharted waters, as well as review practices that have become part of the corporate governance fabric. The program is designed for corporate staff – general counsels and corporate secretaries (and others who work in those offices), auditors, and IR and communications professionals. For those new to the governance function, course materials will include a comprehensive look at the scope of the governance function. For all participants, the program will feature current, topical matters that confront boards and corporate staffs. Our program format is highly interactive. Enrollment is limited to ensure that all participants can engage in robust discussion with our experienced faculty.

We look forward to seeing you at the Crash Course.

Alan A. Rudnick
Program Chair

Corporate Governance and Compliance Crash Course

The Legal Framework

Directors have fiduciary obligations to the corporation. The duties of care and loyalty, including good faith conduct, guide all director conduct. Increasingly good faith has provided the framework in which director conduct is judged. This session examines how the law of fiduciary duty is evolving with respect to boards' obligations to oversee and monitor management in times of crisis and turbulence.

Enterprise Risk Management The Board's Understanding and Handling of the Company's Risk Profile

Understanding the company's risk profile is the key to the board's ability to oversee the management's activities and the execution of corporate strategies. This session will explore enterprise risk management (ERM) concepts and techniques. It will also focus on how boards should deal with ERM as external circumstances change quickly and profoundly.

Organizing for the Board Lowering Risk and Improving Board Performance

As the board's job becomes increasingly demanding and complicated, good organization is crucial to efficient, effective board performance. What kinds of practices and procedures work best in a global business environment? How can boards best oversee and monitor management? What is an optimal relationship between independent boards and management?

The Board and Crisis When the Crisis Hits

Even the best boards face extraordinary circumstances. Whether the potential crisis involves unforeseen regulatory action, an unsolicited takeover, challenges to the company's reputation, or a proxy fight, boards must be prepared to act.

The Crystal Ball Whither the Economy?

Everyone is struggling with the uncertainties of the economy. A member of The Conference Board's renowned economic team will discuss the economy and where it is headed.

Sustainability The Business Case

Sustaining the earth's resources has become a global mandate. This session examines how an orientation toward and action upon sustainability help a company prosper and grow into the future.

The Legislative and Regulatory Environment

Regardless of political leanings, a consensus has emerged that failures of regulatory oversight were factors in the country's financial crisis. This session will examine the post-election legislative and regulatory environments impacting corporate governance and finance.

Ethics, Corporate Culture, and Value Creation

An effective ethics program creates incentives for long-term value creation. This session explores ethics as a motivating force for corporate success and the use of ethics programs to create positive incentives for productive behavior.

The Shareholders Ownership in a Contemporary Environment

The once staid and compliant shareholder world is no more. Shareholders nominate their own slates of candidates. Derivative securities result in a separation of the share franchise from economic ownership, with the potential to leave voting rights in the hands of those who have no economic interest in the company. What role do shareholders play in today's turbulent economic environment? How can shareholders and the board develop a relationship that builds long-term value? What role are shareholders taking in executive compensation decisions?

The Board's Role in Political Accountability

Candidates and political causes seek funding in many ways, some in which donors are named and others in which donor sources are blended anonymously into other funds. How do boards oversee and monitor political action contributions, particularly considering their potential impact on reputational risk, and compliance with the law?

Executive Compensation What's Now and What's Next

No other issue in corporate governance has struck such a discordant chord in American society as the levels and types of compensation that top executives, particularly CEOs, receive. This session focuses on today's developments in the compensation arena – from performance and accountability to “say on pay.”

What Audit Committees Can Expect

This session delves into what's coming next and challenges attendees to be ready. IFRS, audit standards for small cap companies, and the future of the audit industry are among the topics for discussion. The session will also explore when and how audit committees undertake special investigations.

To register by phone 212 339 0347

To register online

www.conference-board.org/gov_crashcourse

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Online www.conference-board.org/gov_crashcourse

Call Nicole Esposito at +1 212 339 0347

The Conference Board
845 Third Avenue, New York, NY 10022-6600

Fees

The Corporate Governance & Compliance Crash Course is **complimentary** for members of **The Conference Board Governance Center**. Center members are also entitled to send two executives to this program.

The Conference Board Members or Members of the Society of Corporate Secretaries & Governance Professionals	\$1,550
Non-Associates	\$2,150



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