

The Conference Board Governance Center Corporate Governance & Compliance Crash Course



Learn the latest in Corporate Governance developments from industry leaders and peers

Limited to 30 highly qualified participants, this two-day course is designed for those who oversee and implement governance processes in their organizations. Whether you are new to the governance function or an experienced governance executive, the crash course will get you up to speed on evolving developments in this volatile area.

Good governance is more vital than ever in today's regulatory and economic environment, where compliance issues affect every corporate function and pose difficult and complex questions:

- What duties to shareholders are companies now required to fulfill?
- What can we expect from the SEC?
- Given recent risk oversight failures, how do we strengthen the corporate boards' role in risk management?
- Does board oversight include political action expenditures?
- How do companies avoid becoming targets of shareholder activism?

Upcoming programs:

January 13-14, 2010 New York

June 23-24, 2010 New York

Fee

Non-Members \$2,150

The Conference Board Members \$1,550

Register now!

Call +1 212 339 0347

Online www.conference-board.org/crashcourse

Our Crash Course Programs are thought-provoking and interactive

Hear about recent developments from other governance professional and subject experts

Engage in candid, confidential dialogue about important issues in small groups

Share your experiences, compare lessons-learned, and network with your peers

Participate in discussions of topical, real-world case studies

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
- Internal Audit

The Conference Board staff will assist participants in obtaining CLE credits for attendance.

In collaboration with



SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS





If you are having these conversations in your company, you should also be having them with us, and with your peers.

The Crash Course addresses governance issues through expert presentations and through peer exchange. Your critical questions are answered with a meaningful level of detail, and the advice you get is practical and actionable. The course will cover:

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 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 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?

Upcoming programs:

January 13-14, 2010 New York

June 23-24, 2010 New York

Fee

Non-Members \$2,150

The Conference Board Members \$1,550

Register now!

Call +1 212 339 0347

Online www.conference-board.org/crashcourse

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.

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.

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

The 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.

Doing Well by Doing Good 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.

Executive Compensation 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.”

Audit Committee Challenges and Priorities This session will consider some of the challenges facing audit committees today. Among the challenges: Understanding how management is addressing the significant financial risks impacting the company as a result of the economic crisis. The session will also explore how audit committee oversight has changed over the past year or two, with a greater focus and intensity devoted to understanding the business and its risks, knowing the people, and ensuring accountability.

The Conference Board is a global, independent business-membership and research association working in the public interest. Our mission is unique: To provide the world's leading organizations with the practical knowledge they need to improve their performance AND better serve society. The Conference Board is a non-advocacy, not-for-profit entity holding 501 (c) (3) tax-exempt status in the U.S.

