

# The Conference Board Governance Center Customized, In-House Directors' Education Program



## Current issues and practices to inform and prepare you

### We Bring a Tailored Program to Your Location

As a corporate director, you are being challenged as never before with vastly increased, and quickly changing, responsibilities and accountability. Our customized, in-house directors' education program provides you with a convenient way to stay current on the latest developments materially affecting your fiduciary responsibilities.

### How it Works

Our team of directors and practitioners works with you to customize the program to your needs.

- We develop an intensive agenda that focuses on your company's and industry's current challenges.
- Sessions take place at your designated location and within your timeframe, and can be dovetailed with scheduled Board meetings, offsite retreats, or other events.
- Programs can vary in focus and length—full day or half day—depending on the particular needs of your board.
- We use a highly interactive and relevant format, featuring topical matters that are confronting boards today, and including practical “real-world” and “red flag” issues.
- Our approach is enterprise-wide; we address governance issues in a multi-functional fashion, covering not only compensation, audit, and liability, but also the legislative and regulatory environment, plus developments in ethics, enterprise risk management, and sustainability.

### How You Benefit

Our in-house program enables directors' education to be accomplished more quickly and cost-effectively than through a variety of off-site programs. There are several additional advantages:

- All of your sitting directors get up-to-speed, and on the same page about the latest governance developments
- Real-world boardroom situations offer practical perspectives on the most current issues and practices, so you leave with the best tools to meet your oversight responsibilities.
- The highly interactive format facilitates a robust discussion, deepens your understanding and enables you to resolve conflict points and forge consensus on issues of major import.
- Because our program is ISS accredited, a total of eight hours of programming enables you to receive an upward adjustment in your company's corporate governance rating.

Accredited by



## Interested in a Customized, In-House Directors Program for your company?

We're happy to provide you with further information about scheduling an in-house directors' education program. To find out more, please use whichever means is most convenient:

**Call** Brandi Mathis, Center Manager at +1 212 339 0241 (9:00AM-5:00PM Eastern Time)

**Email** brandi.mathis@conference-board.org, and tell her the best time and phone number to reach you.

[www.conference-board.org](http://www.conference-board.org)

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A representative one-day program agenda may include discussions on:

### EXECUTIVE COMPENSATION LEVEL AND DESIGN

- Ensuring compensation is linked to company strategy and to key financial and extra-financial performance indicators
- Responding to investors seeking “Say on Pay”
- How boards avoid paying excessive CEO compensation, yet retain the talent they need

### MANAGING MAJOR CHANGES IN OWNERSHIP AND INSTITUTIONAL INVESTOR RELATIONSHIPS

- Engaging and communicating with hedge funds, private equity, governmental entities, and other key institutional investors on corporate policy
- Successfully integrating dissident directors to the board

### AUDIT COMMITTEE ISSUES

- Recognizing “red flags” that indicate the potential for financial fraud
- Preparing a crisis plan for launching and managing a major internal investigation

### ENTERPRISE RISK MANAGEMENT

- Organizing board committees to provide effective ERM oversight
- Shifting from compliance to strategic oversight after Sarbanes-Oxley

### ETHICS AND COMPLIANCE

- Aligning company culture with ethics processes to ensure the “tone at the top” permeates the company
- Organizing international oversight to achieve best practice levels in global ethics and compliance

### SUSTAINABILITY

- Balancing the need for long-term value creation with the pressures of climate change, commodity costs, escalating energy costs, and uncertain financial markets
- Governing for value creation and sustainability simultaneously

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