



The 2010

Executive Compensation Conference

Everything Directors and Senior Executives Need to Know
About Effective Risk and Reward Sharing



May 5–6, 2010 InterContinental Hotel, Chicago, IL
June 9–10, 2010 InterContinental Hotel The Barclay New York

Sponsored by:



Presented with assistance from:

JAMES F. REDA
& ASSOCIATES, LLC

Keynote Speakers You'll Learn from at The Executive Compensation Conference



Paul R. Charron
Chairman of the Board
Campbell Soup Company



Jonathan Spector
Chief Executive Officer
The Conference Board

Network and brainstorm with your peers as they explore such issues as:

- Risk and reward sharing between management and shareholders
- The role and design of various pay elements
- Keys to improving risk management and incentive compensation design
- Staying competitive in a volatile market
- Succeeding in shareholder relations and corporate governance
- Learnings from a new round of proxy disclosures
- How to make say-on-pay meaningful

Call Customer Service at 212 339 0345

Wednesday, May 5, 2010 – Chicago Wednesday, June 9, 2010 – New York

Registration and Continental Breakfast 8–9 am

Welcome and Opening Remarks 9–9:15 am

Yale D. Tauber, Conference Program Director, **The Conference Board**

Keynote Address: What the Board Needs/Wants from HR

A 9:15–10 am

Paul R. Charron, Chairman of the Board, **Campbell Soup Company**

More Fall-out from the Bailout: Likely Effect of Government and Guru Activity on Best or Required Practices

B 10–11 am

Where is this all headed? How are general industry companies balancing their business strategy needs with the need to look good?

- Are they adopting cookie-cutter plans with long-term performance contingencies?
- How have companies successfully transitioned away from controversial pay practices?
- Should boards adopt clawback policies not just for restatements, but also regarding performance results that prove short-lived?

Panel Moderator

Michael S. Sirkin, Partner, **Proskauer Rose**

Panelists

Michele A. Carlin, Senior Vice President, Human Resources, **Motorola, Inc.**

Gregory P. Taxin, Chairman, **Soundboard Review Services, LLC**

Improving Compensation Risk Sensitivity and Risk Management Controls and Related Corporate Governance Practices

C 11:15 am–12:15 pm

How have financial and non-financial companies been approaching the task of assessing, controlling and reporting on risk in their compensation programs?

- How to conduct a meaningful risk audit
- How a proactive process can provide information and insight that helps boards to identify, evaluate and control potential risks rather than react to problems
- How are companies measuring, projecting and controlling risk in their compensation programs?

Panel Moderator

James F. Reda, Managing Director, **James F. Reda & Associates, LLC**

Panelists

Mark M. Azzarello, Director, Global Compensation & Benefits,
International Paper Company

Jane Liston, Director of Executive Compensation, **Lockheed Martin Corporation**

Allison McBride, Manager, Executive Compensation, **International Paper Company**

Steven A. Nord, Global Compensation Leader, **United Parcel Service, Inc.**

www.conference-board.org/execcomp2

The View from the Outside Looking In – Learnings from a New Round of Proxy Disclosures

D 12:15–1 pm

This session will focus on analyses of specific recent proxy disclosures about such currently “hot” issues as risk analysis and control, clawback policies, justifications for severance, “golden parachutes,” deferred compensation, SERPs, “golden coffins,” perquisites and other benefits, compensation deductibility and adviser independence.

Patrick S. McGurn, Special Counsel, **Risk Metrics Group, ISS Governance Services**

Luncheon Roundtable Discussion Groups

1:15–2 pm

During the luncheon session, there will be separate tables for companies in similar industries, for privately held companies and for directors. The discussion is sure to add to your learnings from the conference, providing you with valuable new contacts.

Choose E1 or E2: 2:15–3:30 pm

Staying Competitive in a Volatile, Changing Market

E1 2:15–3:30 pm

How are companies managing their positioning in a changing, volatile market?

- Should annual benchmark studies continue to guide and shape your compensation design?
- Are cost of management ratios and “internal equity” comparisons more useful than traditional benchmarking in setting executive pay levels?
- Selecting peer groups while companies are downsizing and combining
- Are varying market targets being set for key positions?

Panel Moderators

Robert J. Centonze, Director, Global Compensation & International Programs,

Campbell Soup Company

Harriet K. Harty, Assistant Vice President, Human Resources, Executive Strategy & Workforce Management, **Allstate Insurance Company**

Panelists

Miles W. Meyer, Vice President, International and HR Operations, **Kellogg Company**

Douglas J. Van Tournhout, Executive Director, Compensation and Benefits, **Purdue Pharma L.P.**

How to Succeed in Shareholder Relations and Governance

E2 2:15–3:30 pm

The Do’s and Don’ts of today’s “SOX on Steroids” governance environment

- Ensuring that compensation committees have and understand the relevant information
- How companies effectively communicate to investors the link between their business strategy and their compensation plans
- Justifying controversial pay elements (e.g., severance, “golden parachutes,” deferred compensation, SERPs, perquisites and other benefits)

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Panel Moderators

David G. Kristoff, Vice President, Compensation, **Newmont Mining Corporation**
Margaret M. Foran, Chief Governance Officer and Corporate Secretary,
Prudential Financial, Inc.

Panelists

Michele A. Carlin, Senior Vice President, Human Resources, **Motorola, Inc.**
J. Michael Cook, Compensation Committee Chair, International Flavors & Fragrances,
Audit Committee Chair, **Comcast Corporation**
Nancy A. Reardon, Compensation and Audit Committee Member, **Warnaco Group. Inc.**,
Senior Vice President, Chief Human Resources and Communications Officer,
Campbell Soup Company
Gregory P. Taxin, Chairman, **Soundboard Review Services, LLC**

Choose F1 or F2: 3:45–5 pm

How to Make Say-on-Pay Meaningful

F1 3:45–5 pm

The lessons learned so far from say-on-pay and the new disclosure regimes and the evolving best practices

- What are optimum “rules of engagement”?
- How to encourage a desirable level of communication
- What’s next? What will the activists and Washington do next?

Eric Scoones, Group Head of Compensation & Benefits, **SABMiller plc**

How Boards Can Engage with Management to Improve Risk Management and Incentive Compensation

F2 3:45–5 pm

The process for constructing incentive plans that link pay to sustained value creation, motivate management and balance short and long term goals

- Ensuring that performance metrics and compensation goals align with the business activities needed to achieve long term business objectives
- Practical methods for encouraging, rewarding, and retaining executives following bad news (e.g., salary freezes, low incentive payouts and stock price)

Panel Moderator

Jill Kanin-Lovers, Compensation Committee Chair, **Heidrick & Struggles International, Inc.**, **First Advantage Corporation** and **Dot Foods, Inc.**

Panelists

Michael J. Berthelot, Compensation Committee Chair, **Fresh Del Monte Produce Inc.**,
Compensation Committee Member, **Pro-Dex Inc.**
Janet M. Clarke, Compensation Committee Chair,
ExpressJet Holdings, Inc. and **Asbury Automotive Group**
J. Michael Cook, Compensation Committee Chair, International Flavors & Fragrances,
Audit Committee Chair, **Comcast Corporation**
Cynthia T. Jamison, Compensation Committee Member, **B&G Foods**
and **Horizon Organic Holdings**, Director, **Tractor Supply Company**
Neil S. Novich, Compensation Committee Chair, **W.W. Grainger, Inc.** and
Analog Devices, Inc., Director, **Hillenbrand, Inc.**

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Networking Cocktail Reception 5–6 pm

Hosted by:  **Fidelity**
INVESTMENTS

JAMES F. REDA
& ASSOCIATES, LLC

Thursday, May 6, 2010 – Chicago

Thursday, June 10, 2010 – New York

Roundtable Breakfast Session: What's on Your Mind?

G 8–9 am

During this session, you will have the opportunity to sit at professionally facilitated discussion tables to brainstorm over breakfast on the topic of your choice, selected based upon an attendee poll on the first day of the conference.

Welcome Back

H 9–9:15 am

Yale D. Tauber, Conference Program Director, **The Conference Board**

Keynote Address: Guiding Principles for Executive Compensation

I 9:15–9:45 am

The Conference Board Task Force on Executive Compensation recently recommended guiding principles which it believes, if appropriately implemented by companies across all industries, could restore corporate credibility with shareholders and other stakeholders and trust in executive compensation and oversight. These principles will be discussed.

Jonathan Spector, Chief Executive Officer, **The Conference Board**

New Pay Mix Palettes -

Re-thinking the Role and Design of Various Pay Elements

J 9:45–10:45 am

What actions have companies recently taken to change the total executive pay mix in the face of declining stock prices and performance?

- Determining the mix of long-term compensation elements that produce the highest level of employee engagement
- Right-sizing share-based awards in a tenuous market
- Achieving balance among share usage, accounting expense, and competitive position
- The best way to value stock ownership to meet the expectations of shareholders while being fair to senior management

Panel Moderators

Matt Nash, Senior Vice President, Service Delivery, Stock Plan Services,
Fidelity Investments

Carl J. Stegman, Senior Vice President, Product Development, Stock Plan Services,
Fidelity Investments

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Panelists

Patricia Abrego-Santucci, Vice President, Compensation,
OfficeMax Incorporated

Harriet K. Harty, Assistant Vice President, Human Resources, Executive Strategy, &
Workforce Management, **Allstate Insurance Company**

Miles W. Meyer, Vice President, International and HR Operations, **Kellogg Company**

Keys to Designing Effective Incentives

K 11 am–12 noon

Setting performance metrics that stand up to both internal and external scrutiny, given the prospects for recovery over the next 3-5 years

- Do relative measures make for good governance but terrible incentives?
- What happens to relative metrics if the market doesn't bounce back?
Will shareholders accept large payouts if TSR is flat or negative?
- What happens to internal measures and stock options when the market eventually recovers? Will windfall rewards be generated for mediocre performance?
- The pros and cons of discretionary plans and financial vs. non-financial performance goals

Panel Moderator

Brit Wittman, Director, Executive Compensation and Corporate Design, **Intel Corporation**

Panelists

Elizabeth Bastoni, Group Director, Global Compensation and Benefits,
The Coca-Cola Company

John W. Gates, Vice President, Compensation, **Time Warner, Inc.**

Jane Liston, Director of Executive Compensation, **Lockheed Martin Corporation**

Conference Adjourns 12 noon

Advisory Board

Patricia Abrego-Santucci
OfficeMax Incorporated

Barbara Allen
**Maytag, Tyson, Converse, Charthouse
and RLI Corp.**

Elizabeth Bastoni
The Coca-Cola Company

Dr. Carolyn Kay Brancato
The Conference Board

Kody R. Braisted
Advanced Energy Industries, Inc

Robert J. Centonze
Campbell Soup Company

Mary Beth DeNooyer
The Pepsi Bottling Group

Melanie Filas
Smurfit-Stone Container Corporation

Harriet K. Harty
Allstate Insurance Company

Randolph Keuch
H.J. Heinz Company

Dennis T. Leonard
Western Union

Jane Liston
Lockheed Martin Corporation

Alfonso E. Martinez
NII Holdings

Miles W. Meyer
Kellogg Company

Ron T. Miller
Applied Materials

Suzan Morno-Wade
Hess Corporation

Margaret Nelson
Merrill Lynch & Co., Inc.

Jody Oates
Johnson Controls, Inc.

John Ritchie
Microsoft Corporation

William Summers
**Developers Diversified Realty Corp.,
RPM International Inc., and
Greatbatch Inc.**

William T. Tompkins
The Gap, Inc.

Edgar Vanagas
**Massachusetts Mutual Life
Insurance Co.**

Douglas J. Van Tornhout
Purdue Pharma L.P.

Dathan Voelter
Freescale Semiconductor, Inc.

Brit Wittman
Intel Corporation

Registration Information

The 2010 Executive Compensation Conference

Online www.conference-board.org/execcomp2
Email customer.service@conference-board.org
Fax 212 836 9740
Phone 212 339 0345
8:30 am to 5:30 pm ET Monday through Friday

Cancellation Policy

Full refund until three weeks before the meeting. \$500 administration fee up to two weeks before the meeting. No refund after two weeks before the meeting. Confirmed registrants who fail to attend and do not cancel prior to the meeting will be charged the entire registration fee.

Team Discounts per person

For a team of three or more registering from the same company at the same time, take \$300 off each person's registration.

One discount per registration. Multiple discounts may not be combined.

Hotel Accommodations

Fees do not include hotel accommodations. For discounted reservations, contact the hotel directly no later than the cut-off date and mention The Conference Board Executive Compensation Conference.

InterContinental Hotel
505 North Michigan Avenue
Chicago, IL 60611
Tel 312 944 4100

Hotel Discount Cut-off Date: Friday, April 16, 2010

InterContinental The Barclay New York
111 East 48th Street
New York, NY 10017
Tel 212 755 5900

Hotel Discount Cut-off Date: Tuesday, May 18, 2010



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Registration Form

The 2010 Executive Compensation Conference Conference (choose one)

May 5-6, 2010

InterContinental Hotel
Chicago, IL (999010-2)

June 9-10, 2010

InterContinental Hotel The Barclay New York
New York, NY (914010-2)

Please print or attach a business card; for additional registrants, duplicate this form.

Name _____

Title _____

Functional Area _____

Company _____

Address _____

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Telephone () _____ Fax () _____

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Please choose your preferred Concurrent Sessions.

Wednesday, May 5, 2010 – Chicago / Wednesday, June 9, 2010 – New York

E1 or E2 choose one

F1 or F2 choose one

Registration Fees payable in advance in U.S. currency Conference

Conference Board Associates\$2,445

Non-Associates\$2,745

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Promotion Code