



The 2014

Executive Compensation Conference

What You Need to Know About Performance

Aligned Compensation

May 8–9, 2014

The Westin New York Grand Central

New York, NY



Directors and senior executives from major corporations will connect and take away practical guidance and actionable ideas on how to:

- Assess pay/performance relationships
- Balance external standards of good governance, investor expectations and concerns and sound business strategy for the organization
- “Brand” executive compensation through effective communications with all constituents

Sponsored by:  **Pay Governance**
Advisory Services to Compensation Committees

 **Veritas**
EXECUTIVE COMPENSATION CONSULTANTS

TOWERS WATSON 

Save \$200
register by 4.15.14!

Benefits of attending

When it comes to effective executive compensation programs, achieving and demonstrating pay for performance alignment is critical. Each company needs to develop a clear and detailed understanding and acceptance of what senior executives really earn and how and why they earn it. Attend this conference to:

- **ENGAGE** in discussions on assessing pay/performance relationships and balancing external expectations of good governance, investor expectations and concerns and sound business strategy
- **LEARN** the latest in developments, techniques and enduring principles for providing effective compensation to senior executives
- **CONNECT** with leading directors, senior executives and investors on practical guidance and actionable ideas for best practices in achieving and demonstrating pay for performance alignment

Who should attend

Compensation Committee Members and Senior Executives who are accountable to shareholders of corporations, senior HR and Legal executives and executive compensation directors who are accountable to senior management, compensation committees and shareholders of public corporations.

Previous participants of Executive Compensation

American Century Investments

Assurant, Inc.

Barclays

BNY Mellon

Bristol-Myers Squibb Company

Campbell Soup Company

Capital One

Cigna Corporation

General Mills

General Motors

Google

KPMG

Lockheed Martin Corporation

Marathon Oil Corporation

Pearson, Inc.

PepsiCo, Inc.

PwC

QVC, Inc.

T. Rowe Price Group, Inc.

The Home Depot

TIAA-CREF Financial Services

Thursday, May 8, 2014

REGISTRATION AND CONTINENTAL BREAKFAST 8-9 AM

WELCOME AND INTRODUCTIONS 9-9:15 AM

Greg Lau, Program Director, The Conference Board

A 9:15-10 AM

Where Are We Now? Where Are We Going?

The current executive compensation climate in recent years has been driven by company efforts to attract and retain top talent, investor concerns regarding the relationship between pay and shareholder returns, and legislative and regulatory responses to concerns about corporate governance and the 2008-2009 financial sector meltdown. Further, the adoption of Say on Pay has resulted in an intense external focus on all of our executive compensation policies and practices. As companies continue to enhance their pay practices through target pay level setting and better pay and performance alignment, new dimensions are continually being added to the equation, most recently the proposed pay ratio rules, evidence of a public concern with income inequality. As Boards deal with each of these very real and pressing issues, we are beginning to see a return to the basics which have sometimes been forgotten in the pursuit of market “competitiveness” and investor approval—how do we best design our compensation program to support attracting and retaining the management team we need for the long term while properly motivating them to drive our business strategies successfully. This conference will focus on dealing with the pressing issues of managing pay in an increasingly complex regulatory and disclosure environment, and will also provide ideas for the future direction of connecting pay programs to executive talent management and longer term business strategy.

David Swinford, President and CEO, Pearl Meyer Partners

B 10-10:45 AM

The CEO Pay Ratio Requirement

- What it is and how compensation committees should respond.
- The new disclosure requirements. The possible effect on director legal duties.
- How companies should craft their disclosure to most effectively explain their pay ratio to shareholders and other constituents.
- The collateral effects of the new disclosure - will lead to a reformulation of how executive pay is designed? Will it cause a reassessment of the peer group benchmarking process?

Professor Charles M. Elson, University of Delaware

John L. Weinberg Center for Corporate Governance

Craig K. Ferrere - Edgar S. Woolard, Jr., Research Fellow, University of Delaware

NETWORKING REFRESHMENT BREAK 10:45-11 AM

Call Customer Service at 212 339 0345

C 11–11:45 AM

Taking a Look Back: 2014 Proxy Season Review

With the 2014 proxy season behind us, we take a look back at the substantive developments in executive pay and related corporate governance issues. We'll examine the latest trends and hot topics that will be at the forefront of governance discussions throughout the year including CEO pay trends, Say on Pay, Realizable Pay/supplemental pay calculations, and shareholder proposals. Join experts from Equilar and ISS as they discuss these topics and other insights found from reviews of this year's proxies.

Aaron Boyd, Director, Governance Research, **Equilar, Inc.**

Patrick McGurn, Special Counsel, **Institutional Shareholder Services**

D 11:45 AM–12:45 PM

Inside the Investor's Perspective

Your company has spent countless hours formulating your long-term strategy and identifying where to invest your limited corporate resources to increase shareholder value? Have your efforts paid off? Join the discussion as investors and leading industry experts share their perspectives on what is most important to them, the factors that influence their voting decisions, and what they look for in your disclosures. Gain the insider's perspective on what is critical to include in your proxy statements and find out the most effective way to engage directly with shareholders.

Dave Chun, CEO and Founder, **Equilar, Inc.**

Bob Schifellite, President, Investor Communications Solutions, **Broadridge**

NETWORKING LUNCHEON 12:45–2 PM

Fiduciary Duties and Executive Compensation

Honorable Myron Steele, retired Chief Justice, **Supreme Court of Delaware**

E 2–3 PM

Telling Your Compensation Story in the Proxy Statement

- Executive summaries
- Current disclosure issues in the CD&A and the compensation tables
- The rise of supplemental pay disclosure
- The SEC's review of all disclosure rules including executive compensation – what to expect
- How your compensation disclosures impact shareholder engagement outcomes
- Selling Say on Pay – lessons learned

Mark Borges, Principal, **Compensia, Inc.**

Arthur H. Kohn, Partner, **Cleary Gottlieb Steen & Hamilton LLP**

Frank Glassner, Chief Executive Officer, **Veritas Executive Compensation Consultants**

F 3–4 PM

Ask the Experts

Ask this distinguished panel your questions on legal issues, SEC and compensation, proxy questions, compensation committee governance, investor outreach, fiduciary duties and more.

- Legal

Arthur H. Kohn, Partner, **Cleary Gottlieb Steen & Hamilton LLP**

- SEC

Mark Borges, Principal, **Compensia, Inc.**

- Compensation Committee

Frank Glassner, Chief Executive Officer, **Veritas Executive Compensation Consultants**

NETWORKING REFRESHMENT BREAK 4-4:15 PM

G 4:15-5:15 PM

Aligning Pay with Performance

Boards and management continue to strive to insure their executive compensation programs are delivering value for the “right” performance. This panel discussion will provide perspectives on how to appropriately set performance targets, insure programs are aligned with the company’s strategy and deliver value when we perform. We will discuss how to design programs that effectively balance the need to have a strong performance orientation while being able to attract and retain talent all in the light of good governance.

Moderators

Dan Laddin, Partner, **Compensation Advisory Partners**

Brit Wittman, Director, Executive Compensation, **Intel Corporation**

FIRST DAY WRAP UP 5:15-5:30 PM

- Summarizing what we heard
- Identifying any issues participants would like to discuss further

NETWORKING RECEPTION 5:30-6:45 PM

Friday, May 9, 2014

ROUNDTABLE BREAKFAST SESSION H 7:30-8:30 AM

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

WELCOME BACK 8:30 AM

Greg Lau, Program Director, **The Conference Board**

I 8:30-9:30 AM

Long-Term Incentive Compensation

Every company is establishing unique long-term compensation programs reflective of their strategy and performance metrics. We will discuss cash vs equity programs and selecting the right mix of vehicles. And, what LTI designs may be in our future.

Moderator

John D. England, Managing Partner, **Pay Governance LLC**

Conference KeyNotes

Registration includes this summary of conference highlights
and a post-conference interactive webcast

J 9:30-10:15 AM

Enduring High Performing Pay Practices

Executive pay design requires striking a balance between conformity and tailored approaches. Pressures from talent markets, regulators, proxy advisors and macro-economic shocks call for some degree of conformity. At the same time, a company should tailor executive pay design to support its unique strategy, talent objectives, culture and value proposition, business life-cycle stage and investor interests. Towers Watson has conducted a detailed study of executive pay design among 50 U.S.-based companies with sustained high performance – and what these companies do differently from broader corporate America in how they design their pay programs. This presentation will combine key findings from this research with a panel discussion featuring Human Resources executives from a number of the companies studied to explore how high-performing companies differentiate their executive pay programs.

Speaker

Steven H. Hinden, Director, Executive Compensation, **Towers Watson**

NETWORKING REFRESHMENT BREAK 10:15-10:30 AM

K 10:30-11:30 AM

The Future – Look to the East

- Positioning your Pay Program for 2015 and Beyond
- A look at global executive compensation trends that could impact the United States – Switzerland, the EU and the UK are limiting compensation and France has imposed a 75% new Millionaire Tax – how successful have they been and what variations could come to the U.S.
- Beyond CEO succession, Board oversight of talent development should be a priority for every Board.

Steve Hall, Managing Partner, **Steven Hall Partners**

Nina Henderson, Director of **CNO Financial Group** and **Walter Energy**

L 11:30 AM-12:15 PM

What Would You Like to Ask?

Panel of Compensation Consultants and Compensation Committee Members

Steve Hall, Managing Partner, **Steven Hall Partners**

Nina Henderson, Director of **CNO Financial Group** and **Walter Energy**

John D. England, Managing Partner, **Pay Governance LLC**

Frank Glassner, Chief Executive Officer, **Veritas Executive Compensation Consultants**

WRAP UP 12:15-12:30 PM

Presentations

Available online in advance of the conference



Registration Information

Online www.conferenceboard.org/EComp

Email customer.service@conferenceboard.org

Phone 212 339 0345 8:30 am to 5:30 pm ET Monday through Friday

The 2014 Executive Compensation Conference

What You Need to Know About Performance Aligned
Compensation

The Westin at New York Grand Central

Conference (999014-1)

May 8-9, 2014

Save \$200, register by 4.15.14

Associates **\$2,345** (\$2,545 after 4.15.14)

Non-Associates **\$2,645** (\$2,845 after 4.15.14)

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**

The Westin at New York Grand Central

212 East 42nd Street

New York, NY 10017

Tel 212 490 8900

Hotel reservations cut-off date:

Monday, April 7, 2014

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.



Printed on New Leaf Insight (FSC®), which is made with 100 percent recycled fiber and 100 percent post-consumer waste, processed chlorine free, and designated Ancient Forest Friendly™. Printed and bound by Sheridan Communications Inc., Alpha, NJ. No films or film-processing chemicals were used in the printing.

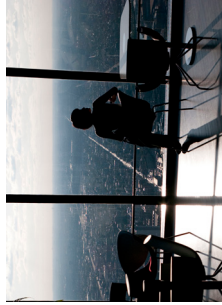
© 2014 The Conference Board, Inc. All rights reserved.
Program subject to change. March 2014



THE CONFERENCE BOARD
Trusted Insights for Business Worldwide

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

**The 2014
Executive Compensation Conference**
What You Need to Know About Performance
Aligned Compensation



Conference
May 8-9, 2014
The Westin New York Grand Central, NY

Promotion Code