



The 2015
**Executive
Compensation**
CONFERENCE



**What You Need to Know About
Performance Aligned Compensation**

May 5-6, 2015

The Westin New York
at Times Square
New York, NY

Lead Sponsor:



Associate Sponsors:



www.conference-board.org/Ecomp15

The 2015

Executive Compensation

CONFERENCE

What You Need to Know About Performance Aligned Compensation

This conference offers a valuable opportunity to engage in compensation discussions on assessing pay/performance relationships, balancing external expectations of good governance, investor perspectives and alignment with sound long-term business strategy. When it comes to effective executive compensation programs, achieving and demonstrating pay for performance alignment is critical. But executive compensation is now much more complicated and new issues are constantly confronting chief executive officers, human resource professionals and members of compensation committees.

ATTEND THIS CONFERENCE TO:

ENGAGE in discussions on assessing pay/performance relationships, on peer group analysis, and balancing external expectations of good governance, investor outreach and alignment with business strategy

LEARN the latest in compensation developments, techniques and lasting principles for providing effective compensation to senior executives and communicating these principles in the Proxy and to investors and shareholders

CONNECT with leading directors, senior human resource executives, C-suite officers and investors on practical guidance and actionable ideas for best practices in achieving and demonstrating the best and enduring executive compensation practices

BENEFITS OF ATTENDING

- Meet and listen to well known compensation consultants, professionals and directors
- Clear take-aways the participants can use in his/her job
- Network with speakers and participants.

WHO SHOULD ATTEND

- Compensation Committee members
- Chief Human Resource Officers and Senior HR executives
- Legal and Communications executives who are accountable to shareholders for executive compensation matters.
- Attendees in the past have come from public, private and non-profit companies.

GET INVOLVED!

For sponsorship opportunities, please contact michael.felden@conference-board.org

www.conference-board.org/Ecomp15

ABOUT OUR SPONSORS

The 2015 Executive Compensation CONFERENCE

Lead Sponsor:



Veritas Executive Compensation Consultants ("Veritas") is a nationally recognized consulting firm specializing in compensation plan design and governance guidance for executives, boards of directors and key employees. Since 1991, we have acted as trusted advisors to many of the nation's leading corporations across a broad spectrum of industry sectors. We are independently owned, and have no entangling relationships that may create potential conflict of interest scenarios, or may attract the unwanted scrutiny of regulators, shareholders, the media, or create public outcry.

Visit us online at www.veritasecc.com, or contact our CEO Frank Glassner personally via phone at (415) 618-6060, or via email at fglassner@veritasecc.com.

Associate Sponsors:

CAP COMPENSATION ADVISORY PARTNERS

Compensation Advisory Partners, LLC, an independent executive compensation consulting firm provides a full range of assistance with all executive compensation needs. We work with boards of directors and management teams to develop effective compensation programs, aligned with strong corporate governance standards.

To learn more about CAP, please visit <http://www.capartners.com>



CamberView Partners (CVP) is the leading advisory firm providing independent, investor-led perspectives for management and boards of public companies on how to succeed with their investors. CVP helps clients interact with investors from a position of strength and stay ahead of potential issues. In contested and complex situations, CVP develops the playbook clients use to secure support from investors and win difficult shareholder votes. CVP advises corporate clients on a range of matters including shareholder engagement strategies, activism, proxy fights, contested M&A, shareholder proposals, challenging say-on-pay votes, and IPO governance.

Please visit <http://www.camberview.com> for more information on how we can help you.



Steven Hall & Partners is a totally independent compensation consulting firm, specializing exclusively in the areas of executive compensation, board remuneration and related corporate governance issues. By focusing solely on this critical and complex segment of the human resources arena, we are able to provide our clients with the highest quality expertise and best counsel available on a practical basis. See more at <http://www.shallpartners.com>

Agenda

Day One – Tuesday, May 5, 2015

Registration: 8 – 9 am

Continental Breakfast: 8 – 9 am

Welcome and Introduction: 9 – 9:10 am

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

General Session A: 9:10 – 9:45 am

Current State of Executive Compensation

The current executive compensation climate 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 Boards deal with each of these very real and pressing issues, we are beginning to see a return to the basics in the pursuit of market "competitiveness" and investor approval—how do we best design our compensation program to support attract and retain the management team we need for the long term while properly motivating them to drive our business strategies successfully. The 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.

Frank Glassner, Chief Executive Officer,
Veritas Executive Compensation Consultants, Inc.

General Session B: 9:45 – 10:45 am

Review of 2015 Proxy Season – What are the New Issues?

With the 2015 proxy season in full swing, 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, ISS and Alliance Advisors as they discuss these topics and other insights found from reviews of this year's proxies, and voting trends.

Moderator

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

Panelists

Jack Zwingli Head ISS Incentive Lab

Reid Pearson, Executive Vice President, **Alliance Advisors**

Networking Refreshment Break: 10:45 – 11 am

May 5-6, 2015

General Session C: 11 am – 12 pm

How are Investors Reacting to Executive Compensation Disclosures and Company Outreach?

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.

Moderator

Abe M. Friedman, Managing Partner, **CamberView Partners, LLC**

Panelists

Donna F. Anderson, CFA Vice President and Global Corporate Governance Analyst, **T. Rowe Price Associates, Inc.**

Glenn Booraem, Principal & Fund Controller, **Vanguard Group, Inc.**

Aeisha Mastagni, Investment Officer, **CalSTRS**

General Session D: 12 – 12:45 pm

Identifying, Attracting and Retaining Key Executives

Attracting and retaining top talent requires differentiating your compensation from that of other companies who compete with you for talent. Differentiation can come in many forms, but in today's environment, sticking out from the crowd can lead to scrutiny from shareholders and the advisory firms. In this panel discussion, we will discuss how companies have structured their programs to assist in attracting and retaining talent. We will discuss various elements, including how to balance performance and retention, leverage and vehicle usage.

Moderator

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

Panelists

Cheryl Kennedy, Senior Vice President, Talent & Rewards, **Hasbro**
Dennis Zeleny, Former Senior Vice President, Human Resources and Public Affairs, **Sunoco**

Scott Keyes, Vice President, Compensation and Benefits, **Abercrombie & Fitch**

Luncheon: 12:45 – 2 pm

Perspectives on a Career in Executive Compensation Consulting - Some history, current challenges for Compensation Committees and Executive Compensation Professionals and a look at our future.

Frederic W. Cook, Retired Founder and Chairman, **Frederic W. Cook and Co., Inc.**

General Session E: 2 – 3 pm

Selecting Performance Metrics and Best Practices in the Goal Setting Process

While there is broad consensus that pay should be aligned with performance, many still struggle with how best to achieve this in practice. This session will provide an overview of best practices and practical pointers for the various

phases of the incentive compensation design process. We will discuss how to select appropriate performance metrics, including how to develop a portfolio of complementary performance metrics and vehicles which help achieve important strategic objectives. We will also discuss some of the challenges associated with the goal setting process, and highlight proactive steps that practitioners can take to ensure that potential payouts are aligned with performance.

Moderator

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

Panelist

Jack Zwingli, Head ISS Incentive Lab

General Session F: 3 – 4 pm

This Year's Challenges for Executive Compensation Committees & Best Practices

Review what are considered best practices at today's high performing compensation committee meetings and what is next.

Moderator

Broc Romanek, Editor, **CompensationStandards.com**

Panelists

Eric W. Hilfers, Partner and Head, Executive Compensation and Benefits, **Cravath, Swaine & Moore LLP**

Myron T. Steele, Partner, **Potter Anderson & Corroon LLP**
Former Chief Justice of the Delaware Supreme Court

Mervin Dunn, President and CEO, **Merv Dunn Management & Consulting, LLC**

Member of the Compensation Committee, **TransDigm** Board of Directors

Networking Refreshment Break: 4 – 4:15 pm

General Session G: 4:15 – 5:15 pm

Innovative Long-Term Incentive Compensation Plan Designs

While short-term programs remain relatively stable, many companies are establishing unique and innovative long-term compensation programs reflective of their strategy and performance metrics.

We will discuss how Integra LifeSciences redesigned their compensation program to reflect their strategy and changing industry and competitor fundamentals.

Panelists

Padma Thiruvengadam, CVP, Strategic Initiatives, Operational Excellence and CHRO, **Integra LifeSciences**

Kelly Malafis, Founding Partner, **Compensation Advisory Partners**

5:15 – 5:30 pm

First Day Wrap Up

Networking Reception: 5:30 – 6:30 pm

May 5-6, 2015

Day 2 – Wednesday, May 6, 2015

Registration: 6:45 – 7:45 am

Welcome Back: 7:45 am

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

General Session H: 7:45 – 8:30 am

The Changing Face of Compensation Governance and its Outcomes

A discussion of today's Compensation Governance practices at Boards, Compensation Committees and Senior Management and how they are being impacted by external events including regulations, media/public, tax and advisory services and what is next.

Speaker

Professor Charles M. Elson, Director,
John L. Weinberg Center for Corporate Governance

General Session I: 8:30 – 9:30 am

Telling your Compensation Story in the Proxy

- Executive summaries – What are best practices
- 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
- Dodd – Frank – SEC views on pay ratio, pay for performance and hedging disclosures

Moderator

Mark Borges, Principal, **Compensia**

Panelists

Arthur H. Kohn, Partner, **Cleary Gottlieb Steen & Hamilton LLP**
Frank Glassner, Chief Executive Officer,
Veritas Executive Compensation Consultants, Inc.
Jared Brandman, Securities Counsel, **The Coca-Cola Company**

General Session J: 9:30 – 10:30 am

Ask the Experts on Proxy Disclosure Issues

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

Moderator

Mark Borges, Principal, **Compensia**

Panelists

Arthur H. Kohn, Partner, **Cleary Gottlieb Steen & Hamilton LLP**
Frank Glassner, Chief Executive Officer,
Veritas Executive Compensation Consultants, Inc.
Jared Brandman, Securities Counsel, **The Coca-Cola Company**

Networking Refreshment Break: 10:30 – 10:45 am

General Session K: 10:45 – 11:45 am

The Effect of Private Equity on Executive Compensation

We will discuss how PE investors are impacting executive compensation design and metrics. With growing influence, Compensation Committees and HR professionals need to consider their influence.

Moderator

Scott A. Bontempo, Senior Operating Executive - Human Capital,
Welsh, Carson, Anderson & Stowe

Panelists

Stephen F. O'Byrne, President, **Shareholder Value Advisors Inc.**
Robert J. Jackson, Jr., Professor of Law and Milton Handler
Fellow, **Columbia Law School**
Mervin Dunn, President and CEO, **Merv Dunn Management & Consulting, LLC**; Member of the Compensation Committee,
TransDigm Board of Directors

General Session L: 11:45 am – 12:30 pm

Final Q & A

Moderator

Frank Glassner, Chief Executive Officer,
Veritas Executive Compensation Consultants, Inc.

Wrap Up 12:30 – 12:45 pm

Mark Borges, Principal, **Compensia**

Scott Bontempo, Senior Operating Executive - Human Capital,
Welsh, Carson, Anderson & Stowe

REGISTRATION INFORMATION

Online www.conferenceboard.org/Ecomp15
Email customer.service@conferenceboard.org
Phone 212.339.0345 8:30 AM to 5:30 PM ET Monday through Friday

The 2015 Executive Compensation Conference

What You Need to Know About Performance Aligned Compensation

Conference (999015-2)

May 5-6, 2015

The Westin New York at Times Square

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| Member | \$2,545 |
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| Non-Member | \$2,895 |
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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 2015 Executive Compensation Conference**.

The Westin New York at Times Square

270 W 43rd St.
New York, NY 10036
Tel 212-201-2700

Hotel Reservations Cut-off Date:
April 13, 2015

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.



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