



THE CONFERENCE BOARD

## Governance Center

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Society of Corporate Secretaries and Governance Professionals  
New York Chapter

### **A Two-Day Corporate Governance & Compliance Directors Institute: What You Need to Know About Governance Today**

June 13 – 14, 2013

Hosted by:

Wachtell, Lipton, Rosen & Katz | 51 West 52nd Street | New York, NY 10019 | 212-403-1000

Co-Chairs:

**Robert Lamm**, Senior Fellow, The Conference Board Governance Center and Chair, Securities Law Committee, Society of Corporate Secretaries and Governance Professionals

**Jane Whitt Sellers**, Partner, McGuireWoods LLP; sponsor, The Conference Board Governance Center

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Thursday, June 13, 2013

1:45 - 2:00 PM

#### **Registration**

2:00 - 2:15 AM

#### **Welcome and Introductions**

**Donna Dabney**, Executive Director, The Conference Board Governance Center

Session 1  
2:15 - 3:00 PM

#### **Delaware Corporate Law—is the bedrock shifting?**

The session provides a framework for understanding corporate governance, including state laws addressing the roles of shareholders, boards and management and answers the question whether fundamental principles are shifting.

**Adam O. Emmerich**, Partner, Wachtell, Lipton, Rosen & Katz

Session 2  
3:00 - 4:15 PM

#### **2013 Proxy Season—lessons learned so far**

A panel of experts on shareholder proposals will discuss what is happening in the 2013 proxy season.

*This Conference Board program is held under the Chatham House Rule: Participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.*

**Matthew Lepore**, Corporate Secretary and Chief Governance Officer, Pfizer Inc.

**William Ultan**, Senior Managing Director—Corporate Governance, Morrow & Co.

**Peter G. Reali**, Senior Corporate Governance Analyst, TIAA-CREF

**Beverly L. O'Toole**, Managing Director and Associate General Counsel, Goldman Sachs & Co.

**Moderator: Robert Lamm**

Session 3  
4:30 - 6:00 PM

**Directors Speak**

This session will feature a group of seasoned directors from a mix of large and smaller companies talking about how governance issues play out in the board room—what governance issues are really important to directors and how board dynamics affect decision-making.

**Gail D. Fosler**, Director, Baxter International, Swiss Re America Holding Corp; Frm. Director, Caterpillar Inc., the Unisys Corporation, H.B. Fuller Company and DBS Holdings; President, The GailFosler Group LLC

**Nina Henderson**, Director, CNO Financial Group, Walter Energy Inc.; Frm. Director, AXA Financial Inc., Del Monte Foods, Hunt Corporation, Pactiv Corporation, & Royal Dutch Shell plc; Managing Partner, Henderson Advisory

**Anne Whittemore**, Director, T. Rowe Price Group, Albemarle Corp., Owens & Minor, Inc.; Frm. Chair of the Federal Reserve Bank of Richmond; Partner, McGuireWoods LLP

**Moderator: Donna Dabney**

6:15 - 7:00 PM

**Reception**

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Friday, June 14, 2013

8:30 - 9:00 AM

**Continental Breakfast**

Session 4  
9:00 - 10:15 AM

**Hot Topics for Compensation Committees**

This session will focus on Compensation Committee issues—the use of peer groups in setting CEO compensation, structuring compensation and dealing with reputational issues related to executive compensation.

**Wendy J. Hilburn**, Principal, Frederic W. Cook & Co., Inc.

**Steven D. Kittrell**, Partner, McGuireWoods LLP

**Linda E. Rappaport**, Partner, Shearman & Sterling LLP

**Moderator: Glenn H. Booraem**, Controller, Vanguard funds; Principal, Vanguard Group, Inc.

Session 5  
10:15 - 11:30 AM

**Hot Topics for the Audit Committee**

This session focuses on the Audit Committee and current issues in governance, including the movement to rotate outside auditors.

**Maureen P. Errity**, Director, Center of Corporate Governance, Deloitte LLP

**Frederick D. Lipman**, Partner, Blank Rome LLP

**Carol V. Schwartz**, Secretary and Corporate Governance Officer, American Express Company

**Moderator: Michael R. Young**, Partner, Willkie Farr & Gallagher LLP

Session 6  
11:30 - 12:15 PM

**Hot Topics for the Governance and Nominating Committee**

This session will focus on current issues affecting the Governance and Nominating Committee including the call for term limits, increased scrutiny of director qualifications and compensation and dealing with activist investors.

**Catherine T. Dixon**, Partner, Weil, Gotshal & Manges LLP

**Eileen McCarthy**, Corporate Counsel, JetBlue Airways Corporation

**Paul F. Washington**, Senior Vice President, Deputy General Counsel & Corporate Secretary, Time Warner, Inc.

**Moderator:** Jane Whitt Sellers

Session 7  
12:15 - 1:30 PM

**Keynote Lunch: Regulatory Outlook**

**Meredith Cross**, Partner, Wilmer Cutler Pickering Hale and Dorr LLC; former Director, Corporate Finance, Securities and Exchange Commission

Lunch will be available for all participants.

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