The 2009 Executive Compensation Conference

May 5–6, 2009  The Lodge at Torrey Pines, San Diego
June 10–11, 2009  InterContinental The Barclay, New York City

Everything Directors and Senior Executives Need to Know About Effective Pay Strategies for a Changing World

Network and brainstorm with your peers on how to reward the right people for doing the right things

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Executive Compensation Conference

Tuesday, May 5, 2009 – San Diego
Wednesday, June 10, 2009 – New York

Registration and Continental Breakfast: 8–9 am
Welcome and Opening Remarks: 9–9:30 am

Yale D. Tauber
Conference Program Director
The Conference Board

Fall-out from the Bail-out—
Re-examining How to Share Risks and Rewards
A 9:30–10:45 am
This panel session will examine compensation strategies for sharing risks and rewards fairly between management and shareholders in a dramatically changing political, economic and corporate governance environment.

- What short-term and long-term incentive approaches help reward management for achieving positive outcomes without insulating them from the consequences of negative outcomes for shareholders?
- Analyzing the enterprise risks management might take to meet performance goals
- Re-evaluating clawback, severance and “golden parachute” policies

Panel Moderators
Pearl Meyer (New York)
Steven Hall & Partners, Inc.

Lawrence G. Robinson (San Diego)
Managing Director
Steven Hall & Partners, Inc.

Panelists
Barbara Cera (San Diego)
Senior Director, Compensation & Benefits
Amylin Pharmaceuticals, Inc.

Mary Grace Kristian (San Diego)
Vice President, Human Resources
Life Technologies Inc

Jay D. Wickliff (San Diego)
Vice President, Global Human Resources
Gerber Scientific, Inc.

How to Align Pay and Performance without Losing the Best and Brightest
B 11 am–12:15 pm
In this session, a panel of your peers will discuss their companies’ experiences in addressing such critical issues as:

- Incentive and goal setting—to what results should management be held accountable?
- How to set meaningful goals in a rapidly changing business environment
- Dealing with business success that may not translate into stock price appreciation
- Retentive value—what is it and how much is enough?
- Which retention hooks can work when bonuses disappear and equity sinks?
- How can those who have been amply rewarded already be retained and motivated?
- Compensation differentiation at the top—an oxymoron?

Panel Moderator
Robert J. Centonze (New York)
Director, Global Compensation & International Programs
Campbell Soup Company

Panelists
Michele A. Carlin (New York)
Corporate Vice President, Global Rewards and Shared Services
Motorola, Inc.

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Consider this, by going paperless on site at our conferences and seminars, in one year The Conference Board will save almost 2 million sheets of paper, preserving hundreds of trees annually.
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Robin Colman (San Diego)
Vice President, Compensation, Benefits & HR Operations
eBay

James F. Coppens (San Diego)
Divisional Vice President, Compensation
Abbott Laboratories

Mary Beth DeNooyer (New York)
Vice President, Compensation and Total Rewards
The Pepsi Bottling Group, Inc.

Harriet K. Harty (New York)
Assistant Vice President, Human Resources Executive Strategy & Workforce Management
Allstate Insurance Company

David G. Kristoff (New York)
Director, Executive Compensation
Sun Microsystems, Inc.

Ron T. Miller
Corporate Vice President - Global Rewards
Applied Materials

William T. Tompkins
Senior Vice President, Total Rewards & HR Operations
The Gap, Inc.

Brit Wittman (San Diego)
Director, Executive Compensation and Corporate Design
Intel Corporation

analyses, clawback policies, justifications for severance, “golden parachutes,” deferred compensation, SERPs, perquisites and other benefits, compensation deductibility and use of independent advisers.

Choose D1 or D2 2–3:15 pm

Retention Strategies for Turbulent Times

D1 2–3:15 pm

Falling share prices create challenges in designing equity compensation plans to function as long-term retention vehicles. In this session, a panel of your peers will present a range of alternatives their companies considered to improve the effectiveness of their plans in the current financial environment—option exchange programs, supplemental stock or cash plans, as well making no immediate changes.

• Evaluating the pros and cons of various alternatives
• Understanding the expense impact of plan revisions
• Considerations for securing board and investor approval to enact plan changes
• Navigating the necessary internal communications

Panel Moderator
Mathew Roberts (San Diego)
Vice President, Financial Reporting and Client Analysis
Stock Plan Services
Fidelity Investments

Panelists
Renee Sheetz Davies (San Diego)
Director, Global Compensation
ResMed, Inc.

Noelle Gumm (New York)
Vice President, Compensation & Benefits
NCR Corporation

Salomon Mizrahi (San Diego)
Senior Vice President, Total Compensation and Benefits
First Horizon National Corporation

Luncheon Session: The View from the Outside Looking In—Learnings from Recent Proxy Disclosures

C 12:15–2 pm

During the luncheon session, you will have the opportunity to sit at tables with your peers. 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, and you will make valuable new contacts.

You will also hear analyses of what can be learned from a selection of specific recent proxy disclosures about such currently “hot” issues as enterprise risk
Attracting, Selecting and Protecting Directors
D2 2–3:15 pm
The current economic crisis has further decreased the number of CEOs and other senior executives willing and able to serve on other companies’ boards. In this session, a panel of directors and board advisers will address key questions arising from this critical situation.

- How should we think about future board composition?
- What is happening in director compensation today?
- Should directors be worried about D&O insurance in this financial crisis? What are the safe havens?

Panel Moderators
Roger M. Kenny (New York)
President
Boardroom Consultants

Larry G Stambaugh (San Diego)
Chairman, President and CEO
Cryoport
Chairman
Ridge Diagnostics

Panelists
T. Rosie Albright (New York)
Compensation Committee Member
Church & Dwight Co., Inc.
United Illuminating Holdings Corporation

Janet M. Clarke (New York)
Compensation Committee Chair
ExpressJet Holdings, Inc.
Asbury Automotive Group.

Bonnie G. Hill (New York)
Compensation Committee Chair
Home Depot

AK Steel Holding Corp., California Water Service Group, Taco Bell and Yum Brands

Navigating a Brand New Turning Point in Share-Based Award Design
E 3:45–5 pm
In this session, your peers will discuss how their companies are re-thinking the role of share-based awards in the face of a business downturn and new cost-containment imperatives.

- Are share-based awards an appropriate and economically efficient way to incent executives?
- Do whole share awards provide the best possible alignment between management and shareholders, or will stock options stage a comeback?
- Are stock-settled SARs and performance-based options better alternatives?
- Which types of share-based awards have the most favorable tax treatment?

Panel Moderator
James F. Reda
Managing Director
James F. Reda & Associates, LLC

Panelists
Diana De Walt (San Diego)
Senior Vice President, Human Resources
Gen-Probe Inc.

John W. Gates (New York)
Vice President, Compensation
Time Warner, Inc.

Jim Grenier (San Diego)
Vice President, HR/Rewards and Workforce Solutions
Intuit, Inc.

Miles W. Meyer (New York)
Vice President, International and HR Operations
Kellogg Company
Networking Cocktail Reception: 5–6 pm

Hosted by: Fidelity

Wednesday, May 6, 2009 – San Diego
Thursday, June 11, 2009 – New York

Roundtable Breakfast Session F 8–9 am

What’s on Your Mind?

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

G 9–9:15 am

Yale D. Tauber
Conference Program Director
The Conference Board

What Every Employer Should Know About Using Company Stock to Pay Their Global Workforce

H 9:15–10:15 am

In the past, global grant practices reflected a philosophy that executives throughout the world were part of one team. Today, many firms are altering grant practices to better align with local competitive requirements and customs. In this session, a panel of representatives from global companies will draw from real life experiences and share information that will help you make informed decisions when faced with complex, and sometimes impossible challenges in operating equity plans globally.

- Plan design and grant practices
- Employee education and change management
- Monitoring regulatory changes
- Compliance challenges
- Global plan administration

The Most Pressing Shareholder Relations and Governance Issues

I 10:30–11:30 am

This inter-active session will give you a chance to brainstorm with your peers on such issues as:

- Succession planning to avoid the necessity of recruiting packages that can end up paying for failure
- When is severance appropriate and what are its limits?
- What should directors do to prepare for contentious annual meetings and shareholder proposals?
- How management and key directors can communicate effectively with shareholders to avoid harsh reactions to disclosures and media coverage
- Is zero tolerance or better disclosure the best fix for adviser conflicts?
- When the Compensation Committee engages an independent adviser, who assists management?

Panel Moderator
Jill Kanin-Lovers (New York)
Compensation Committees
Dot Foods, Inc., Heidrick & Struggles International, Inc., First Advantage Corporation and Bearing Point
Panelists

Paul R. Charron (New York)
Compensation Committee Chair
Campbell Soup Company
Retired Chairman
Liz Claiborne Inc.

Richard Ferlauto (San Diego)
Director, Corporate Governance & Pension Investment
American Federation of Federal, State, County and Municipal Employees

Paul Hodgson (New York)
Senior Research Associate, Executive and Director Compensation
The Corporate Library

Ric Marshall (San Diego)
Chief Analyst
The Corporate Library

Michael McCauley (New York)
Senior Corporate Governance Officer
Florida State Board of Administration

Patrick S. McGurn
Special Counsel
RiskMetrics Group, ISS Governance Services

John C. Wilcox (New York)
Former Senior Vice President and Head of Corporate Governance
TIAA-CREF

How Effective Are Your Equity Compensation Programs?

J 11:45 am–12:30 pm
This wrap-up session highlights findings from recent research surveys of participants in stock option, restricted stock and stock purchase plans across more than 100 companies. The survey results provide meaningful insights into participants’ attitudes and behaviors toward their plans, including:

• How well do participants understand their equity compensation?
• The perceived value of these plans and the impact they have on participant loyalty
• Participant actions and decisions in managing their equity compensation plans
• Targeted strategies and tactics to improve participant engagement

Alexa Plenge (New York)
Vice President, Stock Plan Services
Fidelity Investments
Sheila O’Sullivan (San Diego)
Vice President, Plan Sponsor Marketing
Stock Plan Services
Fidelity Investments

Conference Adjourns: 12:30 pm

Post-Conference Peer-to-Peer Networking Golf Outing

May 6, 2009
1:30–6 pm
Torrey Pines, San Diego, California

Year after year, attendees tell us that they find tremendous value in networking with their peers at The Executive Compensation Conference. This year, you’ll have the opportunity to extend peer-to-peer networking and continue dialogue sparked at the conference over a game of golf.

We’ll need 16 participants registered by April 20, 2009 to hold the activity. The cost is $250 per person and includes lunch.

To register, email tereza.todorova@conference-board.org or call Tereza at 212-339-0261.
Advisory Board

Patricia Abrego-Santucci
OfficeMax Incorporated

Robert J. Centonze
Campbell Soup Company

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Anne Szostak
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Purdue Pharma, LP

Dathan Voelter
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Brit Wittman
Intel Corporation
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Online  www.conference-board.org/execcomp2
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☐ May 5–6, 2009
The Lodge at Torrey Pines, San Diego, CA (999009-2)

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To register, email: Tereza.Todorova@conference-board.org

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☐ June 10–11, 2009
InterContinental The Barclay New York, New York, NY (914009-2)

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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 $200 off each person’s registration.

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

San Diego
The Lodge at Torrey Pines
11480 North Torrey Pines Road
La Jolla, CA 92037
Tel: 858 777 6700
Hotel Reservations Cut-off Date: Monday, April 13, 2009

New York
InterContinental The Barclay New York
111 East 48th Street
New York, NY 10017
Tel: 212 755 5900
Hotel Reservations Cut-off Date: Tuesday, May 19, 2009

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Network and brainstorm with your peers as they re-think such executive pay issues as:

- Re-examining risk and reward sharing between management and shareholders
- Aligning pay and performance without losing the best and brightest
- Re-thinking the role and design of share-based awards
- Retention strategies for turbulent times
- Attracting, selecting and protecting directors
- How to succeed at good shareholder relations and governance
- Effective operation of global equity plans
- Learnings from recent proxy disclosures