



What you need to know before designing your 2016 incentive grant



A ROUNDTABLE DISCUSSION ON **Executive Compensation**

Trends and Developments in Executive Compensation
– How the Present Informs the Future

September 17-18, 2015
JW Marriott Santa Monica Le Merigot
Santa Monica, CA

Sponsored by:



Veritas
EXECUTIVE COMPENSATION CONSULTANTS™

www.conferenceboard.org/ecom15

Agenda

Thursday, September 17, 2015

Registration: 8:00 – 9:00 am

Continental Breakfast: 8:00 – 9:00 am

Welcome and Introduction: 9:00 – 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 attracting and retaining the management team we need for the long-term while properly motivating them to drive our business strategies successfully. The Seminar 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.

Speaker

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

General Session B: 9:45 – 10:45 am

Review The Conference Board’s 2015 CEO and Executive Compensation Practices report

The session will present the key findings from the new edition of The Conference Board’s CEO and Executive Compensation Practices research, a review of 5 years of data on compensation disclosure across the Russell 3000 and the S&P 500. The presentation will illustrate detailed benchmarking, with data segmentations by market index, industry and company size.

Speaker

Greg Lau, Head Board Advisory Practice, **RSR Partners**

Networking Refreshment Break: 10:45 – 11:00 am

General Session C: 11:00 am – 12:00 pm

Effective Disclosure and Shareholder Outreach on Executive Compensation Topics

Effective executive compensation programs must incent and reward top talent, but in today’s environment they must also garner shareholder approval through proxy votes. Join the discussion as investors and leading industry experts share their perspectives on:

- Crafting effective CD&A disclosure for the proxy statement
- Determining how and when to use supplemental disclosure documents

- Structuring a productive shareholder outreach program, including decisions about:
- What investors and other entities should be included in the outreach?
- Who from the company should attend – directors, management, both?
- When should the outreach take place?
- What should we talk about during our outreach?

Moderator

Christopher Wightman, Partner, **CamberView Partners, LLC**

Panelists

Gwen Le Berre, Director, Proxy & Governance, **Charles Schwab Investment Management**

Chad Norton, Senior Manager, Governance and Proxy, **Capital Research and Management Company**

General Session D: 12:00 – 1:00 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 proxy 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**

Panelist

Brit Wittman, Director Executive Compensation,
Intel Corporation

Luncheon: 1:00 – 2:00 pm

General Session E: 2:00 – 3:00 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.

Speakers

Nora McCord, Managing Director, **Steven Hall & Partners**
Janice Uhlig, Executive Director, Global Compensation and Benefits, **General Motors Company**

General Session F: 3:00 – 4:30 pm

Telling your Compensation Story in the Proxy:

Each year brings a new set of issues with respect to the disclosure of the executive compensation program in the proxy statement. This session will provide a review of the leading compensation disclosure trends and issues during the 2015

proxy season – the last before several sweeping new disclosure provisions begin to take effect. Among the issues to be explored are the growing attention being given to shareholder engagement and how investor feedback is influencing the form and content of executive compensation disclosure. The panel will also look at the latest results from the fifth year of “Say-on-Pay,” as well as how this advisory vote is likely to be impacted by the SEC’s proposed “pay versus performance” rules. Finally, we will look at the SEC’s CEO pay ratio rules, which are scheduled to be adopted in early August, as well as the pending compensation recovery (“clawback”) and hedging disclosure rules. We will also discuss how these rules will likely change the approach to your executive compensation disclosure over the next two years as they are gradually integrated into the current disclosure system.

Moderator

Mark Borges, Principal, Compensia

Panelist

Amy M. Wood, Partner, Compensation & Benefits Practice Group, Cooley LLP

Networking Refreshment Break: 4:30 – 4:45 pm

General Session G: 4:45 – 5:30 pm

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. Will discuss how compensation professionals should react.

Speaker

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

First Day Wrap Up 5:30 – 5:45 pm

Networking Reception: 5:45 – 6:45 pm

Friday, September 18, 2015

Breakfast & Registration: 7:00 – 7:55 am

Welcome Back: 7:55 – 8:00 am

Greg Lau, Conference Program Director, The Conference Board

General Session H: 8:00 – 9:00 am

Activist-Proof Long-Term Incentive Design

Activist investors have become an increasingly large and influential shareholder constituency over the last few years. Not all activists are created equal – we’ve seen different styles and approaches, and certainly different investment horizons and expectations. These differences influence activist views on what makes for effective and responsible executive pay, generally, and long-term incentive design, more specifically. In this session, we’ll examine the influence of shareholder activism on executive pay, and we’ll share specific lessons on long-term incentives – from fundamental program design, to the ‘right’ performance measures, through to appropriate performance goals. In the end, you’ll be better equipped to ensure your company’s pay programs do not become an easy target.

Speakers

Greg Arnold, Principal, Semler Brossy

Barry Sullivan, Managing Director, Semler Brossy

General Session I: 9:00 – 10:00 am

What Every Compensation Professional Should Know About Recent Judicial Decisions and Regulatory Developments

For forty years, no plaintiffs had prevailed in litigation over excessive compensation. However, the mood of the country and the judiciary began to change during the early 2000s and the *In re Walt Disney Derivative Litigation* case. Now some judges seem to be looking for any excuse to allow plaintiffs’ complaints over executive compensation to go forward and the plaintiffs’ bar has grown more sophisticated in its understanding of the tax and securities law requirements that apply to compensation plans. We will survey the most common sources of litigation over executive compensation and discuss strategies for companies and their counsel to reduce the risk of being victimized. And the SEC’s new clawback rules under Dodd-Frank Act Section 954, will only add to the litigation explosion.

Speaker

Michael S. Melbinger, Partner, Winston & Strawn LLP

Networking Refreshment Break: 10:00 – 10:15 am

General Session J: 10:15 – 11:15 am

The Influence of Private Equity Ownership on Executive Pay in the Public Sector

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

Mervin Dunn, President and CEO,
Merv Dunn Management & Consulting, LLC
Member of the Compensation Committee
TransDigm Board of Directors

Panelist

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

General Session K: 11:15 am – 12:15 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

George B. Paulin, Chairman, Head – Los Angeles Office, **Frederic W. Cook**

Speaker

Marc Buchsbaum, Senior Vice President, Total Rewards & Operations, AECOM

Final Q & A

General Session L: 12:15 – 12:45 pm

Wrap Up: 12:45 – 1:00 pm

REGISTRATION INFORMATION

Online www.conferenceboard.org/ecompl5

Email customer.service@conferenceboard.org

Phone 212.339.0345
8:30 AM – 5:30 PM ET, Monday – Friday

Pricing:	Register by 8/8/2015	Register After 8/8/2015
Members	\$2,445	\$2,245
Non-Members	\$2,745	\$2,895

Fees do not include hotel accommodations.

Location

JW Marriott Santa Monica Le Merigot
Santa Monica, CA

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.

