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31ST ANNUAL

Executive Compensation in a Disruptive World

September 16 – 17 2025
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2025 Executive Compensation

September 16 – 17, 2025

New York, NY

DAY ONE Tuesday, September 16, 2025

8:00 AM - 9:00 AM

Registration & Breakfast

8:10 AM - 9:00 AM

Topic Roundtables

Kick off your event value with a deep dive into the executive compensation issue that matters most to you—while forging valuable connections with peers who share your focus and priorities. Whether it's setting performance goals in a volatile business environment, responding to shifting investor expectations around ESG, evolving the content needed by the Board Compensation Committee, or adjusting your executive compensation program for the continued evolution of AI, these conversations will surface real-world challenges and forward-thinking strategies. The insights and findings on each topic will be presented tomorrow morning for further exploration and comments by a distinguished panel of executive compensation leaders.

9:00 AM – 9:10 AM

Our Theme Introduction

"Executive Compensation in a Disruptive World," underscores the complexity of designing pay programs in an environment shaped by geopolitical uncertainty, cultural scrutiny, rapid technological change, and shifting corporate structures. Today's compensation decisions demand more than market benchmarking—they require agility, strategic alignment, and a readiness to respond to forces well beyond the C-suite.

Jo Anne Rioli Moeller, Senior Fellow, Human Capital Center and Program Director, Executive Compensation Event, **The Conference Board**

9:15 AM - 9:55 AM

Navigating Economic Shifts, Policy Change, and Cultural Pressure in Compensation Decisions

Macroeconomic volatility, government intervention, technological change, and cultural headwinds are no longer background noise—they are central forces shaping executive compensation strategy. TCB Leadership will share a forward-looking framework that links external disruption to internal decision-making, offering data-driven insights on the business environment, regulatory shifts, and evolving talent demands that boards must navigate to design resilient and effective pay programs.

Diana Scott, US Human Capital Center Leader, **The Conference Board**

David K. Young, President, Committee for Economic Development (CED), **The Conference Board**

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10:00 AM - 10:45 AM

2025-2026 Challenges for Executive Incentive Growth Metrics in a Volatile Environment – FW Cook

Measuring growth and setting the pay-performance relationship is an annual challenge made more complicated by a volatile business environment. We will explore the selection of the right metrics for measurement to determine payouts while balanced with the need to attract and retain talent. From market shocks and regulatory pivots to shifting company priorities, we will explore how growth metrics must flex with evolving internal structures and external forces.

Steve Cross, Managing Director, **FW Cook**

Dana Etra, Managing Director, **FW Cook**

10:45 AM - 11:05 AM

Networking Break

11:05 AM - 11:50 AM

Scrutiny of Performance Share Units vs. Other Long-term Compensation Vehicle – Pay Governance

We will discuss if the increased uncertainty in the business environment will support a potential shift away from Performance Share Units (PSUs) as the primary vehicle for delivering long-term compensation to other simpler and longer duration vehicles for measuring long-term performance. We will also explore how the long-term vehicle mix needs to evolve with the move between company private and public status – reflecting structural shifts in ownership, investor expectations, and business continuity.

11:55 AM - 12:30 PM

Intertwining Compensation Strategy with Business Strategy

Considerations for executive compensation program updates due to disruptions in the business environment can uncover gaps in underlying premises for rewarding success in business operations and leading to important and deep discussions that clarify strategic intent. From market shocks and regulatory pivots to shifting company priorities, we will explore how metrics must flex with evolving internal structures and external forces.

Greg Arnold, Managing Director, **Semler Brossy**

12:30 PM – 1:30 PM

Lunch

1:35 PM - 2:10 PM

Public Policy Disruption

Significant updates in public policy around social priorities are prompting companies to rethink how cultural values are reflected in executive compensation. We will examine the growing use of cultural metrics in incentive plans and the implications for disclosure in the Proxy CD&A. As stakeholder expectations expand beyond financial outcomes, governance practices must evolve to demonstrate alignment with both cultural accountability and investor priorities.

Ani Huang, President & CEO, **Center On Executive Compensation** and SVP, **HR Policy Association**

Arthur H. Kohn, General Counsel – ERISA, Compensation & Benefits, **Citi**

2:15 PM – 2:50 PM

Legal Update & Potential Challenges – Proskauer Rose LLP

From global tax shifts to DEI litigation and pay transparency laws, legal disruption continues to shape how organizations balance regulatory compliance with innovation in comp design. Our legal experts will provide an update on current and pending legal changes to consider in crafting executive compensation plans and employment agreements.

2:55 PM – 3:30 PM

Being Nimble on the List of Topics for Potential Board Compensation Committee Action – Cleary Gottlieb Steen & Hamilton LLP

Pending tax changes, evolving regulations, and intensifying social activism are rapidly shifting the priorities of Board Compensation Committees. This session explores how boards are determining which emerging issues require action, making real-time adjustments to compensation programs, and applying frameworks that support sound, timely decisions. It will also examine the growing scope of committee responsibilities—including Committee title changes—as boards adapt governance structures to keep pace with a more complex and disruptive operating environment.

3:30 PM – 3:50 PM

Afternoon Break

3:50 PM – 4:25 PM

A CFO's Perspective on Executive Compensation and Financial Reporting

CFOs are deeply involved in the design and governance of executive compensation, shaping plans that must hold up under financial scrutiny and deliver on strategic goals. This conversation will focus on how CFOs evaluate the link between pay and shareholder value, quantify the impact of compensation on earnings, and flag risks for the Audit Committee. The CFO's role is critical in ensuring metrics align executive pay short and long-term performance.

Moderator: **Jo Anne Rioli Moeller**, Senior Fellow, Human Capital Center and Program Director, Executive Compensation Event, **The Conference Board**

4:30 PM – 5:15 PM

Ask the Experts – Pay Governance, FW Cook, Semler Brossy

Bring your toughest questions to a panel of seasoned executive compensation leaders. Whether it's AI-driven forecasting, evolving stakeholder demands, or regulatory uncertainty, no topic is off limits. A running list of questions gathered throughout the conference will shape the discussion—offering direct, practical insights on how to navigate disruption from every angle.

5:20 PM – 5:35 PM

Closing Remarks

Jo Anne Rioli Moeller, Senior Fellow, Human Capital Center and Program Director, Executive Compensation Event, **The Conference Board**

5:35 PM – 6:35 PM

Reception

DAY TWO Wednesday, September 17, 2025

8:00 AM – 8:20 AM

Registration & Breakfast

8:20 AM – 9:00 AM

Panel Discussion on Round Table Reports

Insights from the previous day's roundtable sessions come into focus as executive compensation leaders respond to key findings and expand on emerging themes. Government intervention, cultural dynamics, technological shifts, and structural change intersect across the topics—revealing where disruption is creating momentum, exposing gaps, and raising new questions for boards and compensation committees to tackle. Consolidated topic reports from the prior day round tables will be shared for our panel to add their perspectives and other considerations on the topic.

9:00 AM - 9:15 AM

Opening Remarks

Jo Anne Rioli Moeller, Senior Fellow, Human Capital Center and Program Director, Executive Compensation Event, **The Conference Board**

9:20 AM – 9:55 AM

Executive Compensation Risk Management

Executive compensation risk management is a critical aspect of corporate governance, ensuring that pay structures align with company performance while mitigating potential financial and reputational risks. Topics will include risks associated with stock options, external communications, and incentive plan leverage. Our speakers will also discuss risk mitigation possibilities such as claw back policies, holding periods, and anti-hedging.

10:00 AM – 10:35 AM

Impact of AI on Executive Compensation Design and Management

AI is beginning to influence how executive compensation is analyzed and understood today, with early applications already in use. The focus now turns to how quickly these tools will evolve to predict future compensation trends and support timely, data-driven updates to program design.

10:35 AM – 10:55 AM

Networking Break

10:55 AM – 11:30 AM

Rethinking Executive Compensation when an Organization Restructures

Company restructuring creates immediate disruption and forces a reset of executive compensation strategy. Compensation for new, continuing, and departing leaders must reflect the organization's revised structure, objectives, and leadership model. Key considerations include aligning incentives with the company's next chapter while managing transitions with clarity and consistency.

11:35 AM – 12:10 PM

The Challenge of Crafting Executive Offers

Striking the right balance in executive offers is a constant test—attracting top talent while avoiding backlash from employees, investors, or the public. Insights from both effective and miscalculated offers reveal what works, what doesn't, and why. The focus is on practical strategies for building compelling packages that reflect evolving roles, align with company values, and hold up under scrutiny.

Nancy Ryan, Vice President, Total Rewards, **Cigna**

12:10 PM – 12:20 PM

Program Highlights, What's Next, and Closing Remarks

Jo Anne Rioli Moeller, Senior Fellow, Human Capital Center and Program Director,
Executive Compensation Event, **The Conference Board**