



THE CONFERENCE BOARD

# The Governance Center Annual Member Meeting

November 12 & 13, 2012 | New York, NY

Meeting: Intercontinental New York Barclay | 111 East 48th Street, New York, NY 10017 |  
+1 (212) 755-5900

## AGENDA

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Monday, November 12

1:00 - 1:15 PM

### **Welcome and Agenda Review**

**Robert B. Lamm**, Assistant General Counsel & Assistant Secretary,  
Pfizer, Inc.; Program Chair

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

1:15 - 1:30 PM

### **Global Governance and an Update from China**

China is on everybody's mind these days, and for many different reasons. At The Conference Board, we've been following the economic and political environment and the pending power transition closely and we are fortunate to have our China lead in NY to provide a briefing on current events in China and what governance professionals should be aware of.

**David Hoffman**, Vice President & Managing Director,  
The Conference Board China Center for Economics and Business

1:30 - 2:45 PM

### **What's In It for Me? – Is There a Value Proposition for Corporate Governance and Shareholder Engagement?**

Do companies with better governance perform well? How about companies that engage with their owners? If not, why do we care about corporate governance or shareholder engagement? And how does this impact discussions concerning individual corporate governance characteristics, such as Chair/CEO separation, or corporate social policy matters?

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

**Charles M. Nathan**, Partner, RLM Finsbury

**David Schilling**, Director of Human Rights and Resources Programs,  
Interfaith Center on Corporate Responsibility

2:45 - 4:00 PM

**Turnabout Is Fair Play – Shouldn't Investors Engage with Companies?**

One of the principal stated purposes of "Say on Pay" was to induce companies to engage with their owners; in fact, ISS evaluates companies' responses to low Say on Pay votes based in part on the extent to which they have engaged with their owners. So what's a company to do when an investor refuses to talk?

**Ann Yerger**, Executive Director, Council of Institutional Investors

**Lisa Lindsley**, Director of Capital Strategies, AFSCME (*Invited*)

**William Ultan**, Senior Managing Director, Morrow & Co., LLC

4:00 - 4:15 PM

**Break**

4:15 - 5:30 PM

**Taking the Law into Their Own Hands – Proxy Advisory Firms as Regulators**

Increasingly, proxy advisory firms' positions on matters force companies to disclose more than is required by SEC rules; one example is disclosure of de minimis related party transactions in the context of assessing director independence. Is this an appropriate role for proxy advisory firms, particularly given our concerns with disclosure overload?

**Marc S. Gerber**, Partner, Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates

**Pat McGurn**, Executive Vice President & Special Counsel, Institutional Shareholder Services

5:30 - 6:30 PM

**Break**

6:30 - 7:00 PM

**Cocktail Reception**

7:00 - 9:00 PM

**Dinner and Keynote Speaker**

Known for the US Consumer Confidence Index and its Global Leading Economic Indicators, Bart van Ark, Chief Economist of The Conference Board, will discuss the global economy, including the European debt crisis and the US "fiscal cliff", and what it all means for business in 2013. While we can't promise that it will be rosy, in the very least, you'll be prepared.

**Bart van Ark**, Executive Vice President and Chief Economist, The Conference Board

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Tuesday, November 13

8:00 - 8:30 AM

**Breakfast**

*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.*

8:30 - 9:00 AM

**Center Business**

Will review the latest on the Governance Center, including its new focus and some of the new benefits members receive.

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

**Jeffrey Jackson**, Executive Director, Leadership & Experiential Program,  
The Conference Board

9:00 - 10:00 AM

**Rule Britannia – But Far Away from Us**

Why do some people think that every governance reform in the UK and Europe must be brought over here – despite the fact that our systems are very different in so many respects? And do our British and European counterparts feel the same way about US governance reforms? What countries/regions should be role models?

**Dr. Carolyn Kay Brancato**, Council Director, Council on Corporate Governance in Europe and South Asia Corporate Governance & Risk Management Council, Founder and Senior Advisor, Governance Center and Directors' Institute, The Conference Board

**Holly J. Gregory**, Corporate Partner, Weil, Gotshal & Manges LLP

10:00 - 10:30 AM

**Break**

10:30 - 11:30 AM

**Center Roundtable and Member Updates**

We'll pass around the Yama hat and pull participants names out. They will speak on a topic of their choice.

Initial topics include:

- Nothing Succeeds Like Success – The Results of Shareholder Engagement on Political Contributions
- A Modest Proposal – Doing Away with Annual Meetings
- Other issues?

11:30 - 12:00 NOON

**Why Can't We All Get Along – The Future of Shareholder Engagement**

Closing remarks, follow-ups, etc.