

NACD *Advanced* Director Professionalism® Agenda

JUNE 11–12, 2018 | THE FAIRMONT | AUSTIN, TX

DAY 1. MONDAY, JUNE 11

7:00 a.m. – 8:00 a.m.

Registration and Breakfast

8:00 a.m. – 8:10 a.m.

Program Welcome and Introductions

You have recently or plan to take on a committee leadership or lead director role in your boardroom. You want to feel confident that you can lead your board into the future. The materials we will cover together over the next two days will equip you with the needed skills and expertise to enhance your board's performance. The NACD Advanced Director Professionalism Course is built on 40 years of research and refreshed on a regular basis to ensure content is relevant. The course also follows [NACD's Director Education Framework](#), which maps core responsibilities of the board to critical areas of director knowledge. Each session is led by experienced faculty who are corporate directors or subject-matter experts, and you have the opportunity to engage in small-group specialized training for lead director or committee chair roles.



Erin Essenmacher

Director, Gandhi Brigade; Chief Programming Officer, NACD

8:15 a.m. – 9:45 a.m.

Case Study: A Price Worth Paying?

Using the dramatic film, *A Price Worth Paying?* as a case study, we will walk through a series of governance crises facing a board. We will view the film in several parts, with a guided discussion after each segment. The film will serve as a shared example to illustrate those core boardroom operations and responsibilities that we will take a deeper dive into during this course. Key topics include

- Executive compensation
- Risk evaluation of acquisitions in emerging markets
- Scope of responsibilities of the audit committee
- Responding to whistleblower allegations



D'Anne Hurd

Independent Trustee, Pax World Funds, Pax Ellevate (PXWIX); Chair, Monzite Corp.; Governance Chair, EILEEN FISHER, Inc.; Audit Committee Chair, Peckham Industries, Inc., Camp Dudley

9:45 a.m. – 10:00 a.m.

Networking Break

10:00 a.m. – 11:15 a.m.

Onboarding Essentials

When a director joins a new board he or she will likely have many questions, despite previous board experience. In fact, savvy directors begin asking questions at the start of the recruiting process and continue to ask them through the onboarding process and beyond. This natural inquisitiveness will prove indispensable, since many challenges to new board members include receiving what seems like too much information and a lack of understanding around what truly matters for the health of the enterprise. In this session, nominating and governance chairs will share leading onboarding practices based on four cornerstones of an effective onboarding framework. Key topics include

- Boardroom practices and dynamics
- Role of the nominating and governance chair
- Clarifying your role on the board

11:15 a.m. – 11:30 a.m.

Networking Break

11:30 a.m. – 12:45 p.m.

A Year in the Life of Your Board: Planning and Pivoting

While it may sound cliché to say the work of a director is a part-time job with full-time responsibilities, most board members would be quick to nod their heads in agreement with that statement. And that list of responsibilities is growing continuously as the risks and opportunities that companies face evolve, underscoring how important your board meetings are to the health and sustainability of your company. How do you ensure your meetings are making appropriate use of available time, that you are covering the necessary topics, and that you have access to information and sources critical to decision making? Key topics include

- Building the agenda
- Setting board priorities
- Meeting efficiency



Robert M. Galford

Lead Independent Director, Forrester Research Inc.; Director, Sakonnet Point Club;
Managing Partner, Center for Leading Organizations

12:45 – 2:00 p.m.

Networking Lunch

2:00 p. m. – 2:45 p.m.

Enhancing Compliance and Ethics Oversight

While there is no shortage of risks that require a high level of oversight, one that deserves increased attention is the company's corporate compliance and ethics program. A robust program is essential to preventing, detecting, and mitigating the risk of individual wrongdoing. This session will provide an overview of the role of the board in compliance oversight and outlines key questions directors can ask management which will help the board to assess whether their company's compliance and ethics programs have a real impact on business conduct. Key topics include

- Roles and responsibilities of a director in overseeing compliance and ethics
- Regulatory guidelines pertaining to corporate compliance and ethics programs
- The future of data privacy including GDPR



Andrea Bonime-Blanc

Founder & CEO, GEC Risk Advisory; Ethics Advisor, Financial Oversight & Management Board for Puerto Rico; Governance Chair, Epic Theatre Ensemble; Chair Emeritus, Ethics & Compliance Association



Myrna Soto

Director, Spirit Airlines Inc., CMS Energy Corp., Consumers Energy, the Hispanic IT Executive Council; Senior Vice President and Global CISO, Comcast Corp.

2:45 p.m. – 3:00 p.m.

Networking Break

3:00 p.m. – 4:15 p.m.

The Future of Shareholder Activism

The resurgence of shareholder activism is requiring boards to seriously evaluate their readiness to respond to an increasing number of shareholder demands. Activist campaigns frequently impact or push for M&A transactions and the potential for such a campaign requires all companies to have sound corporate governance practices and a readiness plan in place. Learn about what areas of vulnerability could make your company a potential target, the best practices to prepare for activism, and what other resources are available to directors to do their jobs effectively if a known activist builds a position in your company. Key topics include

- Activist focus on corporate governance vs. strategic, operational, and management changes
- Impact of activism on board-shareholder communications
- Steps directors can take to prepare for shareholder activism
- Working constructively with activists

4:15 p.m. – 5:30 p.m.

Networking Reception

5:30 p.m. – 7:30 p.m.

OPTIONAL PEER-EXCHANGE DINNER

Space is limited. Onsite registration is required. Topics to be announced.



Tom McNeill
Partner, Meridian Compensation Partners LLC



Jon Szabo
Lead Consultant, Meridian Compensation Partners LLC

DAY 2. TUESDAY, JUNE 12

7:00 a.m. – 8:00 a.m.

Breakfast

8:00 a.m. – 9:00 a.m.

Applied ERM to Cyber Risk

In the aftermath of massive data breaches and heightened regulatory standards, boards increasingly consider cybersecurity as one of their top concerns. The scope, scale, and complexity of this challenge will continue to grow with the digital economy. However, cyber risk should not be addressed as a technology issue in isolation, but also in the context of enterprise risk management (ERM) and business opportunities. This session will provide a practical, solution-oriented discussion of the board's role in cyber risk oversight. Key topics include:

- Evaluating the risks and opportunities of competing in the digital economy
- Applying ERM principles and tools to cyber risk, including the role of the board
- Implementing a more effective and proactive approach to cyber security



James Lam

Chair, Risk Oversight Committee, E*TRADE Financial Corp.

9:00 a.m. – 9:15 a.m.

Networking Break

9:15 a.m. – 10:45 a.m.

Strategy From a Board Perspective

Think of the board as your corporate strategy's mechanic. The directors are there to kick the tires on the current strategy and determine if it needs to be tuned up, overhauled, or scrapped completely. In addition to assessing the current strategy, directors and management must also take into account the emergence of new risks—ranging from economic volatility to geopolitical tensions to the rise of new competitors—any of which could dramatically shift your company's strategy. Key topics include

- Adjusting strategy when disruption hits
- The board's active involvement in the strategy-setting process
- The board's ability to test management assumptions underlying strategy
- Considering alternative options



D'Anne Hurd

Independent Trustee, Pax World Funds, Pax Ellevest (PXWIX); Chair, Monzite Corp.; Governance Chair, EILEEN FISHER, Inc.; Audit Committee Chair, Peckham Industries, Inc., Camp Dudley

10:45 a.m. – 11:00 a.m.

Networking Break

11:00 a.m. – 11:45 a.m.

Talent Oversight

The role of the board in talent oversight is crucial in ensuring long-term sustainability for the organization. While CEO succession planning is undoubtedly one of the most critical jobs a board has, there is a broader role for the board to play in talent programs. As globalization, digitization, and demographic shifts continue to reshape business, the gap between talent needs and talent resources often widens, and the board must ensure that the company's talent development efforts support its strategy and risk profile.

Key topics include

- The role of the board and its standing committees in overseeing talent development and retention
- Elements of an effective talent development program
- Ongoing assessment and reporting on the company's talent development efforts.
- CEO and C-level succession



Lynn Clarke

CEO, Olive Brands Holdings; Director, Abarta Coca-Cola Beverages, Nielsen-Massey Flavorings, NACD Atlanta Chapter

11:45 a.m. – 12:00 p.m.

Networking Break

12:00 p.m. – 12:45 p.m.

Corporate Turnarounds and Transformations

Many companies will face a turnaround at some point in their life cycle. A turnaround can be brought on by a sudden crisis, a shift in the economic or competitive landscape, or simply the need to review and revamp internal processes. Seasoned directors and subject-matter experts who have experienced turnarounds discuss the critical role the board plays—through strategy oversight, planning, and key financial decision making—in helping the company through turbulent times. Their practical takeaways will not only give you tools to help you weather the storm once a turnaround begins, but also will help you to prepare your company for a turnaround while the skies are still clear. Key topics include

- How a board can act as an early alert system to management
- The role of a chief restructuring officer and how to determine if you need one
- Board composition moving forward



Eric McCarthy

CEO, Shelty-Viking Capital Group; Chair, NACD Atlanta Chapter; Audit Committee Chair, SPAR Group Inc.; Director, Interra International, Saulsbury Industries Inc., Crestlight Ventures, Healthstore Foundation

12:45 p.m. – 1:45 p.m.

Networking Lunch

1:45 p.m. – 3:00 p.m.

LEAD DIRECTOR AND KEY COMMITTEE CHAIR TRAINING

Serving as the lead director or key committee chair of the board is a tremendous responsibility and not one that should be taken lightly. These leaders must be objective, skilled in building relationships and facilitating dialogue, and be willing to address tough issues in a constructive manner.

LEAD DIRECTORS: Are you currently or soon-to-be a lead director? The right leadership is critical to board effectiveness. Explore recommendations from Report of the NACD Blue Ribbon Commission on The Effective Lead Director. Examine ways in which you can enhance communication and performance across the board and company, ensuring board independence, fortitude, and effectiveness along the way.

KEY COMMITTEE CHAIRS: Are you in line to become a committee chair? Learn directly from seasoned committee chairs how to get the most from the talent on your committee, what information you should share with the full board, how to establish a collegial committee environment, and other leading practices.

OPTION 1

Lead Director Training

OPTION 2

Key Committee Chair Training: Audit



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OPTION 3

Key Committee Chair Training: Compensation



Tom McNeill

Partner, Meridian Compensation Partners LLC



Jon Szabo

Lead Consultant, Meridian Compensation Partners LLC

OPTION 4

Key Committee Chair Training: Nominating and Governance



Lynn Clarke

CEO, Olive Brands Holdings; Director, Abarta Coca-Cola Beverages, Nielsen-Massey Flavorings, NACD Atlanta Chapter



Steven R. Walker

General Counsel and Managing Director of Board Advisory and Recruitment Services, NACD; Director, ContractRoom, Objective Interface Systems

3:00 p.m.

Program Adjourns

Optional Post-Event Programming:

3:30 p.m. – 7:00 p.m.

Capital Factory Experience

Immediately following Advanced Director Professionalism, NACD *Fellows*® are invited to a behind-the-scenes tour of Austin’s start-up incubator [Capital Factory](#). You’ll meet resident entrepreneurs and learn about the disruptive technologies they are implementing to change how we live and work. Following the tour, enjoy a cocktail reception with a keynote speaker. *Space for the tour is limited; advanced registration is required. Please contact Meghan Metzbower at mmetzbower@NACDonline.org for information on registering.*

RESERVE YOUR SEAT TODAY
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Attendance at the entire course is mandatory for NACD Fellowship® credit.

