

**CORPORATE  
BOARD MEMBER®**

**15th Annual**

# **BOARDROOM SUMMIT**

**AND BOARD COMMITTEE  
PEER EXCHANGE**

**STRATEGIC  
GOVERNANCE  
IN THE AGE  
OF DISRUPTION**



**APRIL 1-3, 2019  
SHERATON NEW YORK TIMES SQUARE**

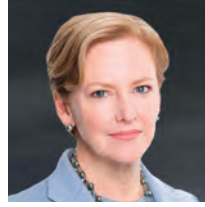
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[BoardMember.com/BoardroomSummit](http://BoardMember.com/BoardroomSummit)**

# FEATURED SPEAKERS



**ILENE GORDON**  
*Presiding Director*  
International Paper  
*Board Member*  
Lockheed Martin



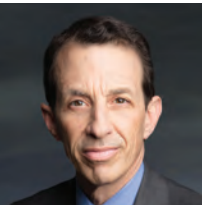
**ELLEN KULLMAN**  
*Board Member*  
United Technologies,  
Dell Technologies,  
Amgen and Goldman Sachs



**JOHN LUNDGREN**  
*Board Member*  
Visa and Callaway Golf



**STEVE ODLAND**  
*Board Member*  
General Mills and Analogic  
*President and CEO*  
The Conference Board



**JONATHAN FOSTER**  
*Board Member*  
Berry Global, Five Point,  
Lear Corp. and Masonite



**KATE BUGGELN**  
*Lead Director*  
Ascena Retail Group  
*Board Member*  
Five Below and  
Noble Biomaterials



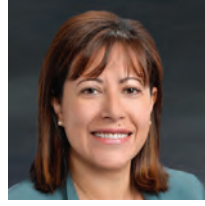
**DON SLAGER**  
*President and CEO*  
Republic Services



**MICHAEL SMITH**  
*Chairman of the Board*  
Zebra Technologies



**DARYL BREWSTER**  
*Chief Executive Officer*  
CECP: The CEO Force  
for Good



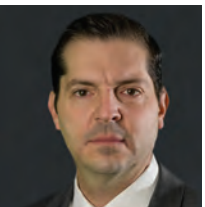
**WAFAA MAMILLI**  
*Chief Information  
Security Officer*  
Eli Lilly and Company



**FRED CRAWFORD**  
*Senior Vice Chair  
and Former CEO*  
AlixPartners



**JULIE DAUM**  
*Co-Leader, North American  
Board & CEO Practice*  
Spencer Stuart



**ANDREW GRATZ**  
*Associate General Counsel*  
LyondellBasell



**GEORGE CASEY**  
*Global Co-Managing Partner*  
Shearman & Sterling



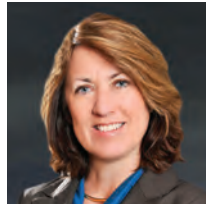
**DAVID BERGER**  
*Partner*  
Wilson Sonsini  
Goodrich & Rosati



**DOTTIE SCHINDLINGER**  
*Vice President of Governance  
and Technology Evangelist*  
Diligent



**CYRUS TARAPOREVALA**  
*President and CEO*  
 State Street Global Advisors



**LAURIE BRLAS**  
*Board Member*  
 Albemarle, Exelon and Perrigo



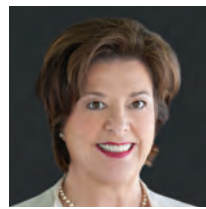
**DAVID JAFFE**  
*Chairman and CEO*  
 Ascena Retail Group



**LUCINDA BAIER**  
*President, CEO and Director*  
 Brookdale Senior Living



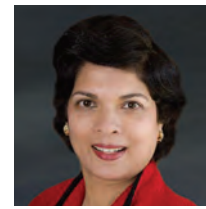
**ALICE SCHROEDER**  
*Board Member*  
 Prudential and Quorum Health



**DANY ST-PIERRE**  
*Board Member*  
 Boralex



**KELVIN WESTBROOK**  
*Board Member*  
 Archer Daniels Midland,  
 Camden Property Trust,  
 The Mosaic Company  
 and T-Mobile



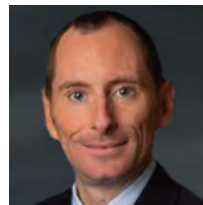
**SHEILA HOODA**  
*Board Member*  
 Mutual of Omaha and  
 Virtus Investment Partners



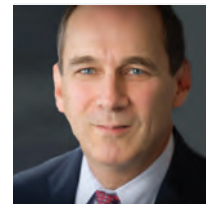
**VEENA RAMANI**  
*Program Director*  
 Capital Markets Systems,  
 Ceres



**KT RABIN**  
*Chief Executive Officer*  
 Glass, Lewis & Company



**DREW HAMBLY**  
*Executive Director,*  
*Corporate Governance*  
 Morgan Stanley  
 Investment Management



**GARY RETELNY**  
*President and CEO*  
 Institutional Shareholder  
 Services



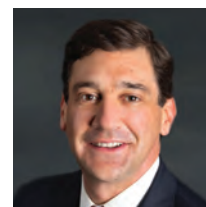
**RACHEL LOUI**  
*International Growth*  
 Google



**BENITO CACHINERO-SÁNCHEZ**  
*Former Chief Human*  
*Resources Officer*  
 DuPont and Automatic  
 Data Processing



**PAULA LOOP**  
*Leader*  
 PwC's Governance  
 Insights Center



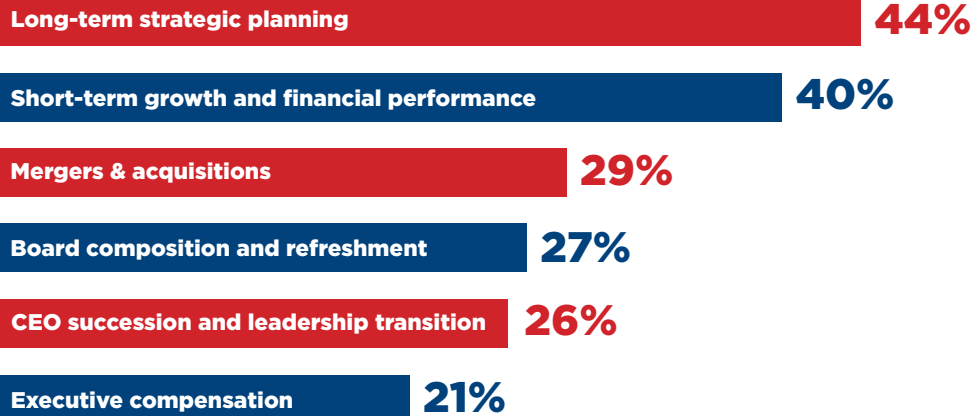
**MARC ULLMAN**  
*Partner*  
 Meridian Compensation Partners

# WHY YOU SHOULD ATTEND

## Distinctive Insights.

The Summit will provide invaluable perspectives from experienced board members and governance thought leaders to help your board address shareholders' most pressing questions.

According to Corporate Board Member and Grant Thornton's 2019 What Directors Think study, boards indicate that shareholders' most requested discussion topics for engagement meetings are:



Gain actionable guidance on all of these topics through engaging panels, interactive breakouts and collaborative workshops. We promise you'll leave the Summit with new ideas to improve your board's performance.

## Unparalleled Networking.

Exchange ideas and experiences and connect with an elite mix of public company directors. Some past attendees include board members from the following organizations:

Acuity Brands	Cardtronics	Home Depot	Six Flags Entertainment Corp
Advance Auto Parts	Carnival Cruise Line	HubSpot	Skechers USA
Akamai Technologies	CenterPoint Energy	Huntington Ingalls Industries	Spirit Airlines
Allergan	Cisco Systems	Kansas City Southern	Tech Data Corp.
American International Group	Commercial Metals Co.	Kennametal	TEGNA
American Tower Corporation	Compass Diversified Holdings	KeyCorp	Teladoc
American Water Works	Danaher Corporation	La-Z-Boy	The Greenbrier Companies
AmerisourceBergen	DaVita	Lowe's Companies	The Hershey Company
Amgen	Del Taco Restaurants	Meritage Corporation	Tiffany & Co.
Aramark	Delta Air Lines	Mondelēz International	Tractor Supply Co.
Atlas Air Worldwide Holdings	Deluxe Corp.	MoneyGram International	Ulta Beauty
Automatic Data Processing	Dover	NRG Energy	Universal Corp.
BB&T Corporation	Essendant	ON Semiconductor	Unum Group
Brookfield Property Partners	Fiserv	Oshkosh Corporation	Vulcan Materials Company
Cabot Oil & Gas	Francesca's Holdings Corp.	Penn National Gaming	Walmart Inc.
Caesars Entertainment	Fresh Del Monte Produce	Pitney Bowes Inc.	Waste Management
Cameco	Genworth Financial	PulteGroup	Wendy's
Campbell Soup	H&R Block	Republic Services	Xerox Corporation
Capital One Financial	Harris Corporation	Rosetta Stone	Yum! Brands



# ADD-ON OPPORTUNITIES MONDAY, APRIL 1

## BOARD COMMITTEE PEER EXCHANGE

Committee chairs, lead directors, chairmen of the board and general counsel can take advantage of the original and most popular Peer Exchange format the day before the Summit. Obtain firsthand insights and candid perspectives in an off-the-record, peer-driven format unmatched by any other program.

**11:30 am - 12:15 pm**  
**Registration and Lunch**

**12:15 - 4:30 pm**  
**Peer Exchange Welcome and Sessions\***

(\*All sessions run concurrently)

- Audit Committee Chairs
- Compensation Committee Chairs
- Nominating/Governance Committee Chairs
- Lead Directors and Chairmen of the Board
- General Counsel

Participants will be divided based on company size, and each group will be limited to 12 participants.

Prior to the event, Corporate Board Member will solicit input from confirmed participants to develop a custom agenda for each committee session.

SELECT  
ONE

## NEW DIRECTOR WORKSHOP

This focused, half-day workshop will discuss the challenges, best practices and strategies to not only help get new directors quickly up to speed in the boardroom but also to continue to grow, provide value and stay current amid corporate governance development.

**11:30 am - 12:15 pm**  
**Registration and Lunch**

**12:15 - 4:30 pm**  
**New Director Workshop**

- Establishing a Strong Foundation
  - Role and responsibilities of independent directors
  - Independence by definition vs. fact/appearance
  - Distinctions between management and governance
- Owning the Onboarding Process
  - New director responsibilities vs. board responsibilities
  - "How do I have an impact?"
  - Raising questions
- Developing a Deeper Understanding of the Board
  - Board organization and operations
  - What the company needs
  - What shareholders want
  - Current regulatory environment
- Creating a Mentorship Program
- Focusing on Board Culture

4:30 - 5:30 pm

### Opening Summit Keynote

#### Boardroom 2030: What it Will Take to Lead in the Next Decade

**Steve Odland**, Board Member, General Mills and Analogic; President and CEO, The Conference Board; Former CEO, Office Depot

As the world of corporate governance continues to evolve, we'll consider where the pendulum will land in the next decade. What will the average board composition look like? What impact will shareholder activism, labor markets, economic cycles and disruptive technologies have on the way boards lead their organizations? As head of The Conference Board, the most widely cited source of business intelligence, a CNBC contributor, a current member of two public company boards and a former public company CEO, Steve Odland is uniquely positioned to share predictions and provocative perspectives.

5:30 - 7:00 pm

### Networking Cocktail Reception

Open to all Peer Exchange, New Director Workshop and Boardroom Summit attendees.



# SUMMIT AGENDA TUESDAY, APRIL 2

8:00 – 8:45 am **Registration and Networking Breakfast**

8:45 – 9:00 am **Welcome**

9:00 – 9:50 am

## **Keynote**

### **The Next Big Investor Push**

**Cyrus Taraporevala**, President and Chief Executive Officer, State Street Global Advisors

**Moderator: Julie Daum**, Co-Leader, North American Board & CEO Practice, Spencer Stuart;  
Board Member, Seacoast Banking Corporation of Florida

In 2017, State Street's Fearless Girl shined a light on diversity. In 2018, Larry Fink warned CEOs to serve a social purpose. What message will institutional investors send in 2019? We'll sit down with State Street Global Advisors' new CEO to hear where investors will plant their focus with boards in the year ahead.

9:50 – 10:40 am

## **Why Culture and Human Capital Management Could Be Your Board's Greatest Risk—or Opportunity**

**John Lundgren**, Board Member, Visa and Callaway Golf; Former Chairman & CEO, Stanley Black & Decker

A company's culture can make or break even the most significant strategy—producing innovation and growth on the one hand, or eroding business performance and discouraging employee engagement on the other. Organizational culture is tightly aligned with talent management, and together they can be a fundamental differentiator in driving a business's successful competition. This session will look at how boards can better assess the health of the corporation's culture and ensure management is forging a culture that supports the right human capital strategy to improve business performance and, in turn, shareholder value.

10:40 – 11:10 am

## **Networking Break**

11:10 a.m. – 12:00 pm

## **Concurrent Breakouts** *(select one)*

### **ONE**

#### **Workforce of the Future—Is Your Board Prepared?**

**Ted Billilies**, PhD., Managing Director and Chief Talent Officer, AlixPartners

**Benito Cachinero-Sánchez**, Former Chief Human Resources Officer, DuPont and Automatic Data Processing

Automation and “thinking machines” are changing the skills workers need, while demographic changes promise a talent shortage, longer lifespans and other significant shifts that will affect the workplace. Is your board having the right strategic discussions to ensure organizational success? Find out the questions your board should be asking to prepare for the future.

### **TWO**

#### **A New Approach to Evaluating the Chief**

**Kate Buggeln**, Lead Director, Ascena Retail Group; Board Member, Five Below and Noble Biomaterials

**David Jaffe**, Chairman and CEO, Ascena Retail Group

**Steven Madenberg**, Senior Partner, RHR International

**Deb Rubin**, Senior Partner & Co-Head of Board & CEO Services, RHR International

Recognizing and interpreting weak signals in the context of CEO performance is a gift for boards and their CEOs. This session will give you a bird's-eye view of how to implement a more effective process for evaluating your CEO to identify and interpret early signals and help bring his/her best performance to the role, the organization and stakeholders.

### **THREE**

#### **Succeeding at Global Expansion**

**Sheila Hooda**, Board Member, Mutual of Omaha and Virtus Investment Partners

**Rachel Loui**, International Growth Lead, Google

This session will evaluate key elements of a successful go-to-market global expansion strategy, including how to incorporate e-commerce, Big Data and AI, the importance of understanding culture differences and how to leverage partnerships to create more informed local business strategies. A case study on winning the China market will be included.

# SUMMIT AGENDA TUESDAY, APRIL 2

12:00 – 1:30 pm

## Networking Lunch and Presentation of **Board Leadership Awards**



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The Board Leadership Awards will honor outstanding individuals and boards in three categories: Independent Director of the Year, Courage in the Boardroom and Greatest Impact in the Boardroom. Gain important governance and leadership insights and lessons from the award winners.

1:30 - 2:10 pm

### **Bridging the Gap: Understanding the Role of Proxy Advisors in Today's Governance Environment**

**KT Rabin**, Chief Executive Officer, Glass, Lewis & Company  
**Gary Retelny**, President & CEO, Institutional Shareholder Services

Proxy advisory firms have come under fire for issues such as conflict of interest and undue influence. But how much influence do they really have? Institutional investors maintain they use the recommendations to complement, not substitute for, their own decision-making processes. We'll bring together executives from ISS and Glass Lewis to hear their perspectives on how their firms positively impact the corporate governance environment, dispel common myths of proxy advisory firm voting and discuss the evolution of how they are engaging with both investors and issuers to impact positive change.

2:10 - 3:00 pm

### **Inside the Boardroom: The Realities of Shareholder Engagement**

**Laurie Brlas**, Board Member, Albemarle and Perrigo  
**Drew Hambley**, Executive Director, Corporate Governance, Morgan Stanley Investment Management  
**Paula Loop**, Leader, PwC Governance Insights Center

Reflecting on earlier sessions in the day about investors' hot-button issues for 2019 and how proxy advisors view their role in the governance environment, this panel will delve into the practicalities of how voting decisions are made and how the rules of engagement between issuers and institutional investors are evolving. Gain an understanding of the different ends of the spectrum—from active managers to passive—to avoid common mistakes.

3:00 - 3:20 pm

### **Networking Break**

3:20 - 4:10 pm

### **Concurrent Breakouts** *(select one)*

#### ONE

##### **The Board's Role in Executing a Cybersecurity Strategy that Wins**

**Wafaa Mamilli**, Chief Information Security Officer, Eli Lilly

**Dottie Schindlinger**, VP, GRC and Technology Evangelist, Diligent

The consequences for getting cybersecurity wrong are dire. This session will help your board put cybersecurity in the greater business context to identify risks, understand the gaps and create a plan to execute a stronger cyber risk oversight strategy. Learn the key questions your board should be asking and of whom they should be asking them: the CISO, CTO, GC, other internal stakeholders and external advisers.

#### TWO

##### **Behind the Numbers: Connecting Strategic, Non-Financial Metrics to CEO Pay for Performance**

**Kathryn Neel**, Managing Director, Semler Brossy

**Daniel Hanrahan**, Compensation Committee Chair, Cedar Fair Entertainment

This session will explore how boards can adopt non-financial, strategic types of metrics in their short- and long-term incentive plans. Learn how some boards have designed their compensation plans to include metrics around business imperatives related to culture, values, customers, strategic objectives and pipeline goals, how these metrics are measured or evaluated, and how the compensation story is clearly communicated to stakeholders.

#### THREE

##### **Board Evaluations: A 360 Simulation Exercise**

**Michael Smith**, Chairman of the Board, Zebra Technologies

##### **Additional speakers to be announced**

This interactive breakout will involve attendees actively participating in scenario-based planning. Gain tips to help unlock the value of your board, in different situations, with a more effective approach to the assessment process that strengthens individual directors' contributions to the board.

# SUMMIT AGENDA TUESDAY, APRIL 2

4:10 - 4:20 pm

**Networking Break**

4:20 - 5:10 pm

**Concurrent Breakouts** *(select one)*

## ONE

### **M&A Rules of Engagement for the Board**

**George Casey**, Global Co-Managing Partner, Shearman & Sterling

**Jonathan Foster**, Board Member, Berry Global, Five Point, Lear Corp. and Masonite

**Andrew Gratz**, Associate General Counsel, LyondellBasell

Almost 90% of shareholder litigation results from public company M&A transactions. Learn best practices for managing the complexity of deals at the board level in order to stay out of the crosshairs of opportunistic plaintiffs and successfully execute a transaction that is a win-win for all parties. Gain insights to improve your due diligence efforts, including how to resolve M&A disputes and when to walk away from a deal.

## TWO

### **The Multiple Dimensions of Building a Diverse Boardroom**

**Dany St-Pierre**, Board Member, Boralex

**Lucinda Baier**, President, CEO and Director, Brookdale Senior Living

There is still much progress to be made in improving the overall diversity of today's boards. But beyond just the recruitment aspect, there are other factors for boards to address to ensure diversity has the intended positive impact, including successful onboarding and creating a board culture that supports a genuine desire to improve performance by leveraging a diversified set of perspectives at the board table.

## THREE

### **The Elephant in the Room: Why Every Board Must Address Sustainability**

**Daryl Brewster**, Chief Executive Officer, CECP: The CEO Force for Good

**Veena Ramani**, Program Director, Capital Markets Systems, Ceres

**Don Slager**, President and CEO, Republic Services

**Moderator: David Berger**, Partner, Wilson Sonsini Goodrich & Rosati

Investors are becoming more and more vocal about climate change and other environmental, social and governance disclosures. Does your board understand the materiality considerations? Which ESG matters should you convey to shareholders and how/where? This session will explore the operational and investment implications of ESG and how best to measure and evaluate sustainability in the board's oversight role.

5:15 - 6:30 pm

**Networking Reception**

Enjoy a cocktail and culinary delights while connecting with fellow attendees in a casual setting to end the day.



**“The conference was simply outstanding—from the agenda, to the participants, to the organization. I have already started implementing some ideas I took away from the conference.”**

*—Adina Storch, Esq., EVP, General Counsel and Corporate Secretary, Cedar Realty Trust*



# SUMMIT AGENDA WEDNESDAY, APRIL 3

7:00 - 8:00 am

## Networking Breakfast

7:00 - 7:45 am

### Concurrent Peer Roundtables *(select one)*

Small, focused groups will delve into specific topics with peer-driven discussions on challenges, opportunities and solutions.

- 1. The Nuts and Bolts of Strategic Planning**
- 2. Sound the Alarm: Board Best Practices when a Crisis Hits**
- 3. Transparency and Accountability in the Boardroom: The SEC's New Expectations for Cyber-Related Disclosures**
- 4. D&O Liability: How Exposed Are You?**

8:00 - 9:00 am

### Behind-the-Scenes: Keys to Effective CEO-Board Relations

**Ilene Gordon**, Presiding Director, International Paper Co.; Board Member, Lockheed Martin; Retired Chairman & CEO, Ingredion

**Ellen Kullman**, Board Member, United Technologies, Dell Technologies, Amgen and Goldman Sachs; Former Chairman & CEO, DuPont

The best CEO/board relationships consistently contribute to higher performance and superior results. Learn the essential elements of an effective CEO/board relationship, how to ask the right questions, maintain the right attitude and communicate and collaborate with each other more effectively.

9:00 - 10:40 am

### Interactive Committee Workshops *(select one)*

ONE	TWO	THREE	FOUR
<b>Audit Committee</b> <i>Facilitated by PwC</i> <ul style="list-style-type: none"><li>Hot topics and latest trends impacting audit committees</li><li>Keeping up with rulemaking: What's new on the agendas at the SEC, FASB and PCAOB?</li><li>Committee effectiveness: How do audit committees best address everything on their plate?</li></ul>	<b>Compensation Committee</b> <i>Facilitated by Meridian Compensation Partners</i> <ul style="list-style-type: none"><li>Outside director pay and governance developments</li><li>Regulatory requirements and future legislative expectations</li><li>Shareholder outreach on executive compensation: who, what and when</li><li>Executive pay philosophy: objectives and peer groups</li></ul>	<b>Nominating/Governance Committee</b> <i>Facilitated by Spencer Stuart</i> <ul style="list-style-type: none"><li>Director tenure: what's the right approach?</li><li>Board accountability: what will the 2019 proxy season bring?</li><li>Welcoming a new class: How do you successfully onboard a new director?</li></ul>	<b>General Counsel</b> <ul style="list-style-type: none"><li>Changing regulatory and compliance environments</li><li>Recent developments in Delaware corporate law</li><li>Role of legal department in today's crisis of trust</li><li>Improving people and processes to unlock the value of your legal team</li></ul>

10:40 - 11:00 am

## Networking Break

11:00 am - 12:00 pm

### Executing on Innovation and Succeeding at Digital Transformation

**Alice Schroeder**, Board Member, Prudential and Quorum Health

**Kelvin Westbrook**, Board Member, Archer Daniels Midland, Camden Property Trust, The Mosaic Company and T-Mobile

**Moderator: Fred Crawford**, Senior Vice Chair, Former CEO, Axi Partners

Virtually every industry and every organization feels the effects of digital transformation, whether from its own initiatives or due to pressure from competitors. As businesses reimagine and reinvent how they operate, boards cannot be left playing catch-up. This panel will help boards take an agile approach to assessing strategic business transformation opportunities, while effectively monitoring the associated balance of risk, reward and growth.

# SUMMIT PARTNERS AND SPONSORS

## PARTNERS



Meridian Compensation Partners has a singular focus: to provide the most effective solutions and independent advice in executive compensation and corporate governance consulting. With over 70 associates in eleven offices in the US and Canada, Meridian provides top management, boards and compensation committees at public and private corporations with core services that include board level advisory services, compensation program design, research and competitive market intelligence on executive pay and governance matters. [www.meridiancp.com](http://www.meridiancp.com)



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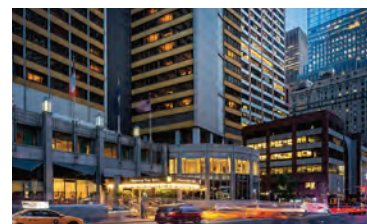
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