



THE CONFERENCE BOARD

The Corporate Governance Academy

The Strategic Role of the Governance Professional and the Governance Team 11-12-13 June 2014 | Hosted by The Conference Board| Brussels, Belgium

Meeting: The Conference Board, Chaussée de La Hulpe 178, B-1170 Brussels

Hotel: Hotel Boutique Chatelain, Rue du Chatelain 17, B-1050 Brussels

Dinner: Notos, rue du livourne 154, B-1000 Brussels

This Conference Board meeting 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.

Meeting Agenda

Wednesday, 11 June 2014

8.15	<i>Meet in the Hotel lobby for transfer to the meeting location</i>
8.30	<i>Welcome Coffee</i>
09.00	1.1 Meeting Opening and Course Orientation Faculty: Dr Carolyn Kay Brancato, Director, Governance Academy, The Conference Board <ul style="list-style-type: none">a. Governance Academy Objectivesb. What are Your Present Responsibilities and Capabilities and How Can You Add More Strategic Value to the Company?c. Your Goals for this Program
09:50	<i>Coffee Break</i>
10:10	1.2 Board Fiduciary Duties Faculty: Peter King, Partner, Weil Gotshal & Manges, Bruno Heynen, Secretary to the ECN and Head Governance, Novartis International AG, <ul style="list-style-type: none">a. Fiduciary Duties of the Board of Directors for Unitary and Two-Tier Boards Duties of Care, Loyalty and Good Faithb. Responsibilities of the Board<ul style="list-style-type: none">i. Oversight Duties of the Board (Supervisory) versus Operating Duties of Management (Executive Board)ii. For Unitary Boards, duties of Executive Directors versus Non-Executive Directors (NEDs)



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	<ul style="list-style-type: none">c. Responsibilities and Interaction of Board Members with “Special” Board Members, such as Majority/Minority Large Block Shareowners, Regulators, Customers (as in the case of a “Mutual”)d. The Key Role of the Board in Choosing the Chairman and CEO Succession
11.15	<i>Coffee Break</i>
11.30	<p>1.3 Board Organisation and Leadership: Improving Board Decision-Making to Add Greater Value to the Company</p> <p>Faculty: Bruno Heynen and Carolyn Kay Brancato</p> <ul style="list-style-type: none">a. Director Selection Criteria and Service<ul style="list-style-type: none">i. Independence of Directorsii. Qualifications to Serveiii. Terms of Serviceiv. Global/Gender Diversityb. Board Structure: Audit, Remuneration, Strategy Committees, etcc. Board Leadership Roles including Selecting Committee Chairs, Members, etc.d. Board Operations including Interaction between Boards, Committees, CEO and Managemente. Board Renewal and Succession Planningf. Role and Effectiveness of the AGMg. Role of the Corporate Secretary in the Above
12.30	<i>Networking Luncheon</i>



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13.30	1.3 Board Organisation and Leadership (Concluded)
	1.4 Board Evaluation and Effectiveness Faculty: Carolyn Kay Brancato, Bruno Heynen and Peter Doerr <i>SVP and Secretary to the Board, Holcim</i> a. Who Runs the Process? Role of the Corporate Secretary b. How to Benchmark and Evaluate Director Contributions c. Use of Surveys versus One-on-One Meetings with Directors d. Feedback to Board Members and to the Chairman e. Use of Independent Third Party Evaluators <i>Coffee Break</i>
14.15	1.5 Communications, Reputational Risk and Crisis Management Faculty: Peter Firestein , <i>Founder, Global Strategic Communications, Inc.; formerly Managing Director, Thomson Financial (now Thomson Reuters); former Financial Communications Advisor, Government of Brazil in privatization and NYSE listing of its national telecommunications monopoly, Telebrás;</i> and Carolyn Kay Brancato a. Structuring an Effective Presentation to Your Board b. Communications and Reputational Risk c. Crisis Management Before, During and Following a Crisis
15:30	<i>Meeting Adjourns for the day. Transfer to Hotel</i>
19.00	<i>Meet in the Hotel Lobby and walk to the restaurant</i>
19.10	<i>Dinner at Notos, rue du livourne 154, 1000 Brussels</i>



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Thursday, 12 June 2014

8.15	<i>Meet in the Hotel Lobby and transfer to the meeting location</i>
8.30	<i>Welcome Coffee</i>
9.00	2.1 Drilling Down: Improving the Effectiveness of the Corporate Secretary's/Governance Team Member's Role and Influence Faculty: Peter Doerr , <i>SVP and Secretary to the Board, Holcim</i> and Carolyn Kay Brancato <ul style="list-style-type: none">a. Mandatory Roles of the Corporate Secretary versus Development of Additional Roles taken on by Corporate Secretariesb. Procedures and Template for Preparing Agendas, Keeping Board Members Notified, Preparing Meeting Minutes and other Technical Filingsc. Duties to Link Board and Management Communicationsd. Improving the Effectiveness of the Corporate Secretary's/Governance Team Member's Role and Influencee. The Career Path of the Corporate Secretary and Governance Professional
10:15	<i>Coffee Break</i>
10:30	2.2 The Strategic Direction of the Company Faculty: Peter Doerr and Carolyn Kay Brancato <ul style="list-style-type: none">a. The Oversight Role of the Supervisory/Unitary Board in Determining the Company's Strategy and Overseeing the Company's Risk Management Systemb. The Operational Role of Management in Strategy and Risk Managementc. The Strategic Retreatd. Keeping Abreast of Strategic Developments in Real Timee. Management's Role in Developing a Risk Management Systemf. The Board's Role in Overseeing the Risk Management Systemg. Management and Board Roles in Sustainability



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12.15	<i>Networking Luncheon</i>
13.15	<p>2.3 Comparative Corporate Governance</p> <p>Faculty: Rebecca C. Grapsas <i>Rebecca C. Grapsas, Comparative Corporate Governance Specialist, Corporate Department, Weil Gotshal & Manges</i></p> <ul style="list-style-type: none">a. Comparative Governance/Board Structures in Europe, UK, US, India, the Middle Eastb. Current EC and EU Governance Initiativesc. Other Key International Trends in Corporate Governance
14.30	<i>Coffee Break</i>
14.45	<p>2.4 Key Trends in Remuneration</p> <p>Faculty: Tamsin Sridhara, <i>Compensation Consultant, Towers Watson, UK</i> with John Wilcox, <i>Chairman, Sodali and Former Head of Corporate Governance at TIAA-CREFF</i></p> <ul style="list-style-type: none">a. Evolving Trends in Variable, Fixed and Bonus Elements of Remunerationb. Constructing Pay for Performance for Executive and Non-Executive Director (NED) Remunerationc. Say-on-Pay Voting Issuesd. Restricted Remuneration (Options, Clawbacks, etc.)e. Equality and other “Hot Button” Issues, such as Gap Between Highest and Lowest Paidf. Role of Remuneration Consultants in the Process



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16.00	<i>Coffee Break</i>
16.15	2.5 The Global Company: Organisation, Compliance and Disclosure in Multiple Stock Markets Faculty: Rebecca C. Grapsas and Carolyn Brancato a. Subsidiary and Joint Venture Governance Issues b. Transnational Issues Including Brief Overview of Key Developments: i. Company Law Developments in the U.K. ii. Sarbanes-Oxley and Dodd-Frank in the U.S. and potential extra-territorial jurisdiction which may be exerted by the U.S. such as conflict mineral disclosure c. Cross Border Issues in M&A
18.00	<i>Meeting Adjourns and transfer to the Hotel</i>
19.00	<i>Dinner: On Your Own - Time for Preperation of Final Presentation</i>



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Friday, 13 June 2014

8.15	<i>Meet in the Hotel Lobby and transfer to the meeting location</i>
8.30	<i>Welcome Coffee</i>
9.00	3.1 The Changing Nature of Capital Markets Faculty: John Wilcox , <i>Chairman, Sodali and former Head of Corporate Governance, TIAA-CREF</i> and Carolyn Kay Brancato <ul style="list-style-type: none">a. Institutional Investors and Their Evolving Role in the Equity and Bond Marketsb. New Players: Hedge Funds and Dark Pools of Capital, Sovereign Wealth Fundsc. “Short-Termism” in the Markets and the Ability of Companies to Raise “Patient Capital”d. Developing “Anchoring” Shareholders to Provide Stability to the Company’s Shareholding Base
10.15	<i>Coffee Break</i>
10.30	3.2 Corporate-Shareowner Communications with Institutional Investors Faculty: John Wilcox and Valeria Piani , <i>Head of Investor Engagements, UNPRI</i> <ul style="list-style-type: none">a. Structuring Board-Institutional Investor Communicationsb. Issues for Board-Investor Investor Communicationsc. Dealing with Key Sustainability Constituents<ul style="list-style-type: none">i. Integrating Sustainability and External Constituency Issues with the Company’s Strategyii. Human Rights Issuesiii. Environmental Activistsiv. Other Social Issue Groups
12.00	<i>Networking Lunch</i>
13.00	3.3 Proxy Voting and Relations with Shareowners and Institutional Investors Faculty: John Wilcox <ul style="list-style-type: none">a. Key Proxy Voting Issuesb. The Global Proxy Voting Systemc. The Role of Proxy Advisors and Proposed Reforms



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14.00	<i>Coffee Break</i>
14.15	Final Projects – John Wilcox, Chairman, Sodali and Former Head of Corporate Governance at TIAA-CREF and Carolyn Kay Brancato Final Project Presentations: 5 minute presentation followed by 5 minute discussion for each participant
17.00	<i>Conclude Academy</i>

Webcast I - Wednesday 28 May 2014 at 1500 CET - Overview of Corporate Governance

Faculty: **Dr Carolyn Kay Brancato**, *Director, Governance Academy, The Conference Board*

- a. Key Players in the Corporation's System and Constituent Base
- b. Internal and External Benefits to the Corporation of Good Corporate Governance
- c. Origins and Development of the Corporate Governance Movement
- d. Description of Final Project

Webcast II - Monday 2 June 2014 at 1500 CET – Ethics, Bribery, Fraud and Corruption

Faculty: **Peter King**, *Partner, Weil Gotshal & Manges*

- a. Ethics Issues, Tone at the Top
- b. Foreign Corrupt Practices Act
- c. U.K Bribery Act
- d. Money Laundering

Webcast III - Date TBA - Post Academy Progress Reports from Delegates

Faculty: **Dr Carolyn Kay Brancato**, *Director, Governance Academy, The Conference Board*