



2006 NATIONAL DIRECTORS INSTITUTE PROGRAM AGENDA MARCH 9, 2006

Time	Topic	Location	Materials
7:15 a.m.	Registration and Continental Breakfast	Outside Grand Ballroom 8 th Floor	
8:00 a.m.	Program Introduction Steven Barth, Program Chair Foley & Lardner LLP	Grand Ballroom 8 th Floor	
8:10 a.m.	Foley Welcome Ralf-Reinhard Böer, Chairman & CEO, Foley & Lardner LLP	Grand Ballroom 8 th Floor	
8:20 a.m.	Director and Officer Liability Trends Gordon Davenport III, Foley & Lardner LLP Tony Galban, Chubb Specialty Insurance Phillip Norton, Arthur J. Gallagher & Co.	Grand Ballroom 8 th Floor	Panel Materials Tab
9:15 a.m.	Institutional Shareholder Issues for the 2006 Proxy Season Patrick McGurn, Institutional Shareholder Services	Grand Ballroom 8 th Floor	Panel Materials Tab
10:15 a.m.	BREAKOUT/ROUNDTABLE SESSION I		
	Audit Chairperson Role and Responsibilities Arthur Bill, Foley & Lardner LLP Patrick Condon, Deloitte & Touche LLP Cynthia Feldmann, Jetty Lane Associates David Stuebe, Alpha Natural Resources, Inc. David Vitale, Chicago Public School System	La Salle A 7 th Floor	Tab 1
	Board Duties in the Face of a Hostile Offer Cary Kochman, UBS Patrick Quick, Foley & Lardner LLP Richard Grubaugh, D.F. King & Co. Craig Wadler, UBS	Superior 46 th Floor, Rm 4604	Tab 2



Time	Topic	Location	Materials
	Board Evaluations Stacy Fox, Collins & Aikman Corp. John Howard, W.W. Grainger, Inc. Jessica Lochmann, Foley & Lardner LLP Logan Robinson, Delphi Corporation Yvette VanRiper, Foley & Lardner LLP	Oak 7 th Floor	Tab 3
	Boardroom Diversity Best Practices and Initiatives Linda Bollinger, Boardroom Bound Roland Burris, Burris, Wright, Slaughter & Tom LLC / Burris & Lebed Consulting LLC John Rogers, Ariel Mutual Funds Glenda Thornton, Foley & Lardner LLP	Michigan 34 th Floor, Rm 3404	Tab 4
	Corporate Governance Road Shows Sylvia Groves, Nexen Inc. James Nappo, UBS Brendan Sheehan, <i>Corporate Secretary</i> Martin Traber, Foley & Lardner LLP	Ontario 35 th Floor, Rm 3504	Tab 5
	Executive Compensation Trends Liz Fallon, Eversheds LLP Michael Kesner, Deloitte Consulting LLP Thomas Kissinger, The Marcus Corporation Jay Rothman, Foley & Lardner LLP Daniel Steininger, Catholic Knights	State B 8 th Floor	Tab 6
	How a General Counsel/Corporate Secretary Can Keep Their Board Out of Trouble Eric Blanchard, United Stationers Inc. John Dul, Anixter International, Inc. William Gotimer, Trailer Bridge, Inc. Deepak Nanda, Foley & Lardner LLP	State A 8 th Floor	Tab 7



Time	Topic	Location	Materials
	Independent Chairperson/Lead Director Role and Responsibilities James Duffy, NYSE Christine Marx, The St. Joe Company Patrick McGurn, Institutional Shareholder Services John Wilson, Foley & Lardner LLP	Huron 33 rd Floor, Rm 3304	Tab 8
	Internal Corporate Investigations: Effective and Efficient Strategies Jarett Decker, U. S. Securities and Exchange Commission John Landis, Foley & Lardner LLP Amy Lown, McDonald's Corporation William Pollard, Deloitte Financial Advisory Services LLP Lisa Tharpe, Foley & Lardner LLP David Webster, DeVry Inc. Andrea Zopp, Sears Holdings Corporation	La Salle B 7 th Floor	Tab 9
	Private Company Corporate Governance Best Practices Tom Boldt, The Boldt Companies Paul Broude, Foley & Lardner LLP Patty DeDominic, PDQ Personnel Services, Inc. Scott Hurwitz, Deloitte & Touche LLP Edwin Mason, Foley & Lardner LLP Edward Pendergast, Pendergast Co	Delaware 7 th Floor	Tab 10
	Roles and Responsibilities of Special Committees James Brennan, UBS Jeffrey Brown, Motorola, Inc. Peter Underwood, Foley & Lardner LLP Osamu Watanabe, UBS	Deluxe Suite 45 th Floor, Rm 4527	Tab 11
	SOX Impact on Rating Agency Ratings Christopher Cain, Foley & Lardner LLP Greg Jonas, Moody's Investors Service Jim Pajakowski, Protiviti Jason Wortendyke, UBS	Erie 32 nd Floor, Rm 3204	Tab 12



Time	Topic	Location	Materials
	What to Ask and Know Before Becoming a Director Christie Hefner, Playboy Enterprises Inc. Michelle Hooper, The Directors Counsel Pamela McElvane, P&L Group, Ltd. Eric Newsom, Foley & Lardner LLP	Walton 7 th Floor	Tab 13
11:30 a.m.	BREAKOUT/ROUNDTABLE SESSION II		
	A CFO's Changing Relationship with Auditors and Audit Committee Roland Burris, Burris, Wright, Slaughter & Tom LLC / Burris & Lebed Consulting LLC John Gimpert, Deloitte & Touche LLP David Stuebe, Alpha Natural Resources, Inc. J. Per Brodin, Centene Corporation Ken Minor, Sonic Foundry, Inc Mark Plichta, Foley & Lardner LLP	Delaware 7 th Floor	Tab 14
	Board Oversight of Hedging, Derivatives, and Trading Risks Ellen Carnahan, Williams Blair Capital Partners John England, Deloitte & Touche LLP Joseph Glace, Exelon Sandy Williams, Foley & Lardner LLP	Superior 46 th Floor, 4604	Tab 15
	Director Duties When Entering "The Zone of Insolvency" David Di Rita, Tower Automotive John Horne, Navistar Andrew Kramer, UBS Donald MacKenzie, Conway MacKenzie & Dunleavy William McKenna, Foley & Lardner LLP Judy O'Neill, Foley & Lardner LLP Osamu Watanabe, UBS	State A 8 th Floor	Tab 16



Time	Topic	Location	Materials
	Evolving Disclosure Trends for Environmental Risks Linda Benfield, Foley & Lardner LLP Douglas Clark, Foley & Lardner LLP P.J. DiStefano, Deloitte & Touche LLP James Redwine, Shaw Environmental Liability Solutions, L.L.C. Matthew Tanzer, Tyco International (US) Inc.	Erie 32 nd Floor, Rm 3204	Tab 17
	Foreign Corrupt Practices Act Patrick Brady, Deloitte Financial Advisory Services LLP Sharie Brown, Foley & Lardner LLP Christine Castellano, Corn Products International, Inc. Israel Floyd, Hercules Inc Eric Hinton, Caterpillar Inc.	Walton 7 th Floor	Tab 18
	Governance, Compliance and the Changing Face of Investor Relations Fred Bratman, Hyde Park Financial Communications Curt Creely, Foley & Lardner LLP David Dolezal, UBS Linda Kelso, Foley & Lardner LLP Martha Lindeman, Playboy Enterprises, Inc. Brendan Sheehan, <i>Corporate Secretary</i>	Grand Ballroom 8 th Floor	Tab 19
	The Increasing Role of Independent "Standby" Board Counsel Adela Cepeda, A. C. Advisory, Inc Matt Parr, UBS Steve Vazquez, Foley & Lardner LLP	Ontario 35 th Floor, Rm 3504	Tab 20
	Issues Facing Public Nanotechnology Companies & Those Planning to Go Public Gabor Garai, Foley & Lardner LLP Ed Moran, Deloitte & Touche LLP Sean Murdock, NanoBusiness Alliance Leon Radomsky, Foley & Lardner LLP Scott Rickert, NanoFilm Mike Weiner, Biophan Technologies, Inc.; NaturalNano	Michigan 34 th Floor, Rm 3404	Tab 21



Time	Topic	Location	Materials
	Lobbying in DC and State Capitols: How to Make it Work and Stay Out of the Headlines Thomas Adams, Association of Clinical Research Professionals Myles Berman, Foley & Lardner LLP Scott Klug, Foley & Lardner LLP Fidel Marquez, Commonwealth Edison Company	LaSalle B 7 th Floor	Tab 22
	Majority Voting for Directors - Trends and Alternatives Jeffrey Brown, Motorola, Inc. Richard Grubaugh, D. F. King & Co. Patrick Quick, Foley & Lardner LLP James Reddinger, UBS	Oak 7 th Floor	Tab 23
	Nominating Committee Chairperson Role and Responsibilities Patrick Daugherty, Foley & Lardner LLP John Howard, W.W. Grainger, Inc. Patrick McGurn, Institutional Shareholder Services Cheryl McKissack, Nia Enterprises, LLC Cheryl Shavers, Global Smarts, Inc.	LaSalle A 7 th Floor	Tab 24
	Responding to SEC Inquiries Kevin Condon, Deloitte & Touche LLP Dan Corkery, UBS Steven Cruise, UBS Jarett Decker, U. S. Securities and Exchange Commission Phillip Goldberg, Foley & Lardner LLP Elizabeth Gray, Foley & Lardner LLP Julie Smith, Foley & Lardner LLP	State B 8 th Floor	Tab 25
	SOX and Attorney-Client Privilege Jennifer Huffman, Credit Suisse Securities (USA), LLC Seth Levine, Foley & Lardner LLP Eileen Ridley, Foley & Lardner LLP Thomas Scherer, Swiss Re	Huron 33 rd Floor, 3304	Tab 26



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	SOX Impact on Capital Formation James Duffy, NYSE James Glerum, UBS Todd Pfister, Foley & Lardner LLP Robert Skandalaris, Quantum Value Management, LLC Robert Metzger, William Blair & Company Robert Zimmerman, Foley & Lardner LLP	Deluxe Suite 45 th Floor, 4527	Tab 27
12:30 p.m.	Survey Reveal/Lunch Paul Broude, Foley & Lardner LLP	Grand Ballroom 8 th Floor	
1:30 p.m.	Keynote Speech William Donaldson, Former United States Securities and Exchange Commission Chairman	Grand Ballroom 8 th Floor	Panel Materials Tab
2:15 p.m.	Boardroom Best Practices William Donaldson, Former United States Securities and Exchange Commission Chairman Ben Garmer, Foley & Lardner LLP Christie Hefner, Playboy Enterprises Inc. Randall Hogan, Pentair, Inc. Cary Kochman, UBS Stephen Marcus, The Marcus Corporation Robert Skandalaris, Quantum Value Management, LLC	Grand Ballroom 8 th Floor	Panel Materials Tab
3:15 p.m.	Closing Remarks Steve Barth, Foley & Lardner LLP	Grand Ballroom 8 th Floor	
3:30 p.m.	Cocktail Reception	Outside Grand Ballroom 8 th Floor	