



**DIRECTOR RECRUITING**

**8:30 AM**

James Glerum, UBS Securities LLC

Charles King, Korn/Ferry International

Christine Marx, The St. Joe Company

Kevin Robinson, Claymore Group, Inc.

Adam Ross, NASDAQ – Directors Desk

Stephanie Streeter, Kohl's Corporation

Peter Underwood, Foley & Lardner LLP



**JAMES T. GLERUM, JR.**  
MANAGING DIRECTOR  
UBS Securities LLC

James T. Glerum, Jr. is a Managing Director in the Investment Banking Department of UBS based in Chicago and is a member of the Firm's Investment Banking Department Executive Committee. As Co-Head of the Chicago Office and Midwest Region, Mr. Glerum is responsible for managing one of UBS' largest regional offices and the investment banking coverage of several of the Firm's most important corporate relationships in the Midwest. In addition, as Head of the Diversified Industrial Sector of UBS' Global Industrial Group, Mr. Glerum is responsible for the Firm's investment banking coverage of a wide array of industrial manufacturing and service clients in industry sectors including construction and agricultural equipment, aerospace, factory automation equipment, flow control equipment, machinery, equipment rental services and engineering and construction services.

Prior to joining UBS in 2004, Mr. Glerum spent 15 years in the Investment Banking Department of Credit Suisse First Boston in Chicago, New York and Dallas and four years in the Investment Banking Department of PaineWebber in Dallas and Boston. Mr. Glerum holds an M.B.A. from the Harvard Business School and a B.A. in Economics and Mathematics from Denison University.

Mr. Glerum is involved in several civic and charitable organizations including: the Civic Committee of the Commercial Club of Chicago, the Executive Committee of The Ravinia Festival, the Board of Trustees of Denison University, and the Economic Club of Chicago.



**CHARLES KING**  
MANAGING  
DIRECTOR/CEO  
Korn/Ferry  
International

Mr. King has responsibility for board of director assignments and corporate governance consulting within the firm. He also leads CEO recruiting assignments, primarily for large public companies.

Mr. King came to Korn/Ferry from another New York-based executive recruiting firm, where he established that firm's board practice. He has successfully recruited directors for many of the top companies in the U.S., including Aetna, Daimler-Chrysler, Circuit City, Con Edison, Exxon-Mobil, Goodyear, Nordstrom, Southern Company and numerous others, and is particularly well known for his ability to identify and recruit diversity candidates for board service. A frequent speaker on the governance circuit, he has addressed audiences in the U.S., Europe and Latin America. Earlier, Mr. King was the Managing Director of Donaldson Enterprises, a New York-based private equity firm.

A graduate of the United States Coast Guard Academy with a BS in electrical engineering, Mr. King earned his MBA in finance from the Yale School of Management. Mr. King served as an officer in the United States Coast Guard, holding a variety of high visibility command and staff assignments, including duty as military aide to Vice President George Bush.



Christine M. Marx is the General Counsel and Corporate Secretary of The St. Joe Company, one of Florida's largest real estate development companies and the owner of over 800,000 acres in Northwest Florida. Prior to joining JOE in 2003, Chris had been in private practice with Duane Morris LLP (2 years), Edwards & Angell LLP (17 years) and Sullivan & Cromwell (5 years), concentrating her legal practice in securities and corporate law and corporate governance. As such, she has advised boards of varying-sized public companies in a variety of industries on their duties and responsibilities and has worked on numerous public offerings, mergers and acquisitions and going private transactions. Chris is a graduate of the University of Dayton (BS, Accounting) and Columbia University School of Law.

**CHRISTINE MARX**  
GENERAL COUNSEL,  
CORPORATE SECRETARY  
The St. Joe Company



**KEVIN ROBINSON**  
SENIOR MANAGING  
DIRECTOR, GENERAL  
COUNSEL AND  
CORPORATE SECRETARY  
Claymore Group Inc.

As General Counsel, Kevin oversees the firm's legal, compliance and governance efforts. Kevin was most recently at NYSE Euronext, Inc., where he acted as Associate General Counsel for its Corporate Practice Group. He previously worked at ABN Amro Inc., where he was responsible for corporate and regulatory matters, and he served as Senior Counsel in the Enforcement Division of the U.S. Securities and Exchange Commission.

Kevin earned a JD from the University of Iowa College of Law, and a BA from Coe College. He is a member of the American Bar Association, the American Corporate Counsel Association and the Society of Corporate Secretaries and Governance Professionals.



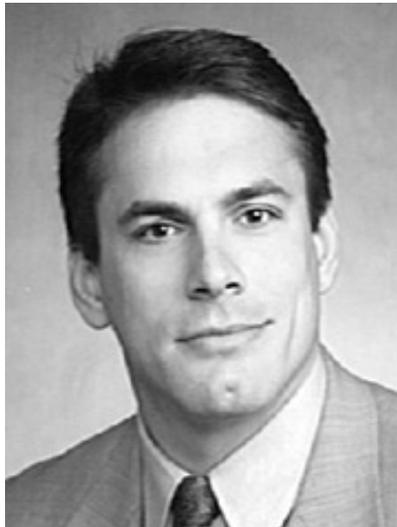
**ADAM ROSS**  
ASSOCIATE VICE  
PRESIDENT  
NASDAQ – Directors  
Desk

Adam joined NASDAQ in 2005 and is an associate vice president with the Corporate Client Group. Having managed NASDAQ's New Listings business on the East Coast for two years, he now oversees the Board Tools initiative including both Directors Desk and BoardRecruiting.com. Prior to joining NASDAQ, Adam was a global business manager at Bloomberg LP from 2000 to 2005, where he launched Bloomberg's Equity Trading Platform and grew the business to become one of the international leaders in the space. From 1995 to 2000, Adam worked as in-house legal counsel for several Investment Banks including Robert W. Baird, Raymond James and Volpe Brown Whelan. Adam graduated with Distinction from the University of Wisconsin and received his JD from the University of Alabama.



**STEPHANIE STREETER**  
DIRECTOR  
Kohl's Corporation

Stephanie Streeter is the former Chairman, President and CEO of Banta Corporation (NYSE:BN), a global technology and market leader in printing and supply-chain management with more than 8,000 employees worldwide and \$1.6 billion in annual revenue. Banta operated as an independent Fortune 1000 publicly traded company until its acquisition by RR Donnelley in January, 2007, after successfully fending off a hostile takeover by Cenvéo in 2006. Stephanie joined Banta in 2001 as President and Chief Operating Officer, and was named CEO in October of 2002 and Chairman in April 2004. During her tenure Banta had industry leading financial performance and the stock price more than doubled. Previously, she was Group Vice President for Worldwide Office Products at Avery Dennison, where she led a team of 6,500 employees with 41 operations in 27 countries. She was also COO for idealab, an internet incubator and holding company. A former four-year-starter and captain of the Stanford University women's varsity basketball team, Stephanie serves on the boards of Kohl's, the United States Olympic Committee, Chicago 2016 and the Green Bay Packers. She is also a board member of Catalyst, the leading professional women's research and advisory organization. Stephanie and her husband Ed are the parents of twins born October, 2007.



**PETER UNDERWOOD**  
PARTNER  
Foley & Lardner LLP

Peter C. Underwood is a partner with Foley & Lardner LLP and a member of the Transactional & Securities Practice and the Energy Industry Team.

Mr. Underwood has experience representing both underwriters and issuers in public debt and equity offerings, effecting private placements and working with venture capitalists, investment banks and other financing sources to raise capital for start-up companies. He also has structured and negotiated numerous acquisitions and divestitures for both public and private clients.

Mr. Underwood received his bachelor's degree in international relations (Soviet Area studies) from the University of Wisconsin - Madison in 1992, where he was *Phi Beta Kappa* and named to the Academic All Big Ten football team. He earned his J.D. degree, *cum laude*, from Harvard Law School in 1996.

Director Recruitment

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Process

- Preliminary Steps
  - When a New Director is Needed
  - Board Evaluation Matrix
- Positioning
- Desired Qualities and Skills
- Responsibility for Recruiting
  - Level of Involvement of CEO

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Process

- Search Method
  - Network vs. Search Firm
  - Search vs. Fetch
- Narrowing the List of Candidates
- Interviewing
  - Number of Candidates
  - Effective Questions
  - Goal of Interview Process
- Background Check

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**Impediments/Obstacles**

- Regulatory
  - Sarbanes-Oxley
  - Executive Compensation Disclosure
- Perception of Risk

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**Impediments/Obstacles**

- Independence Requirements
  - Best Practices
- Increased Time Commitment
- Limiting Involvement on Multiple Boards

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**Diversity Recruiting**

- Define Diversity
- Diversity Guidelines
- Recruiting Diverse Candidates
- Obstacles

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Common Mistakes

- General
- Diversity Recruiting
- Avoiding Mistakes

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**SKILLS EVALUATION**

**NAME:** \_\_\_\_\_

Please complete the second column of the matrix with respect to your own skills and experience using the following scale:

- 1 - No or limited application – no or limited direct or relevant experience or knowledge
- 2 - Basic application – some limited experience or knowledge in the area but not at a Senior Executive level and / or not in the oil and gas industry
- 3 - Skilled application – significant operational experience and knowledge in the area but not at a Senior Executive level
- 4 - Expert application – Senior Executive experience in function, role or knowledge area

<b>Director Skill Table</b>	
<b>Skill / Experience Description</b>	<b>Level</b>
<b>Managing / Leading Growth</b> - Senior executive experience driving strategic insight and direction to encourage innovation and conceptualize key trends to continuously challenge the organization to sharpen its vision while achieving significant organic growth.	
<b>International</b> - Senior executive experience working in a global organization where we are or may be active. Has a thorough understanding of different cultural, political and regulatory requirements.	
<b>CEO / Senior Officer</b> - Experience working as a CEO or senior officer for a major organization with international operations.	
<b>Exploration</b> - Experience as a senior executive or top functional authority leading an exploration department in a major upstream or integrated exploration and production company. May have formal education in geology, geophysics, or engineering.	
<b>Human Resources</b> - Senior executive experience or board Compensation / Human Resources Committee participation with a thorough understanding of compensation, benefit and pension programs, legislation and agreements. This includes specific expertise in executive compensation programs including base pay, incentives, equity and perquisites.	
<b>Oil and Gas</b> - Senior executive experience in the oil and gas industry combined with a strong knowledge of our strategy, markets, competitors, financials, operational issues, regulatory concerns and technology.	
<b>Governance / Board</b> - Prior or current experience as a board member for a major Canadian organization (public, private or non-private sectors) with international operations.	
<b>Financial Acumen</b> - Senior executive experience in financial accounting and reporting, and corporate finance, especially with respect to debt and equity markets. Familiarity with internal financial controls.	
<b>Safety, Environment and Social Responsibility (SESR)</b> - Thorough understanding of industry regulations and public policy related to workplace safety, environment and social responsibility. May have had an active leadership role in the shaping of public policy in Canada and abroad. Demonstrated commitment to our SESR values.	
<b>Diversity</b> - Contributes to the board in a way that enhances perspectives through diversity in gender, ethnic background, geographic origin, experience (industry and public, private and non-profit sectors), etc.	
<b>Marketing Expertise</b> - Senior executive experience in the energy marketing industry combined with a strong knowledge of our strategy, markets, competitors, financials, operational issues and regulatory concerns.	



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## SKILLS EVALUATION MATRIX

This chart on the following page sets out the skills of the board of directors. Each of the parameters was measured by the individual director, using the following scale:

- 1 No or limited application - no or limited direct or relevant experience or knowledge
- 2 Basic application - some limited experience or knowledge in the area but not at a Senior Executive level and / or not in the oil and gas industry
- 3 Skilled application - significant operational experience and knowledge in the area, but not at a Senior Executive level
- 4 Expert application - Senior Executive experience in function, role or knowledge area

On each parameter, the board as a whole can have a maximum score of [4 times number of directors]. Higher scores indicate high levels of experience already present on the board. Lower scores identify areas in which the board may wish to obtain additional expertise over time, via recruitment or education.

The following factors are notable:

- The board has exceptionally strong experience in the areas of [areas at 90+ percentile].
- There is strong experience in the areas of [areas at 80+ percentile].
- There is good experience in the areas of [areas at 70+ percentile].
- Opportunities to strengthen the board are greatest in the areas of [areas at lower percentiles].

The board, as a whole, is at the [number] percentile. [Can add year-over-year information here, if applicable.]



## SKILLS EVALUATION MATRIX

Skill	A	B	C	D	E	F	G	H	I	J	K	L	Totals	%
Growth														
International														
CEO														
Exploration														
HR														
Oil and Gas														
Governance														
Financial														
SESR														
Diversity														
Marketing														
<b>TOTALS</b>														

**Managing / Leading Growth** - Senior executive experience driving strategic insight and direction to encourage innovation and conceptualize key trends to continuously challenge the organization to sharpen its vision while achieving significant organic growth.

**International** - Senior executive experience working in a global organization where we are or may be active. Has a thorough understanding of different cultural, political and regulatory requirements.

**CEO** - Experience working as a CEO or senior officer for a major organization with international operations.

**Exploration** - Experience as a senior executive or top functional authority leading an exploration department in a major upstream or integrated exploration and production company. May have formal education in geology, geophysics, or engineering.

**Human Resources** - Senior executive experience or board Compensation / Human Resources Committee participation with a thorough understanding of compensation, benefit and pension programs, legislation and agreements. This includes specific expertise in executive compensation programs, including base pay, incentives, equity and perquisites.

**Oil and Gas** - Senior executive experience in the oil and gas industry combined with a strong knowledge of our strategy, markets, competitors, financials, operational issues, regulatory concerns and technology.

**Governance / Board** - Prior or current experience as a Board member for a major Canadian organization (public, private or non-private sectors) with international operations.

**Financial Acumen** - Senior executive experience in financial accounting and reporting, and corporate finance, especially with respect to debt and equity markets. Familiarity with internal financial controls.

**Safety, Environment and Social Responsibility (SESR)** - Thorough understanding of industry regulations and public policy related to workplace safety, environment and social responsibility. May have had an active leadership role in the shaping of public policy in Canada and abroad. Demonstrated commitment to our SESR values.

**Diversity** - Contributes to the board in a way that enhances perspectives and experiences through diversity in gender, ethnic background, geographic origin, experience (industry and public, private and non-profit sectors), etc.

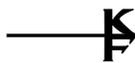
**Marketing Expertise** - Senior executive experience in the energy marketing industry combined with a strong knowledge of our strategy, markets, competitors, financials, operational issues and regulatory concerns.

# THE SEVENTH ANNUAL NATIONAL DIRECTORS INSTITUTE

## XYZ International Board of Directors Skills Matrix

Director	Operations Experience	Compensation Expertise	Industry Experience	Regulatory Experience	US Public Board Experience	IPO Experience (US)	Financial Expert	M&A Experience	Active/Retired	Independent	Global	Diversity
Name	✓		✓	✓	✓	✓		✓	Retired		✓	
Name			✓	✓				✓	Active		✓	
Name							✓		Retired	✓		
Name	✓		✓	✓				✓	Retired	✓	✓	
Name								✓	Active	✓	✓	
Name	✓		✓	✓					Retired	✓	✓	✓
Name	✓		✓	✓	✓		✓	✓	Retired	✓	✓	

 Shaded areas merit attention



KORN/FERRY INTERNATIONAL