

November 9 – 10, 2016 | Westin River North Chicago | Chicago, Illinois  
AGENDA AS OF NOVEMBER 9, 2016

**Wednesday, November 9**

5:30 p.m. – 6:30 p.m. **Cocktails and Hors d'oeuvres** (Westin River North)

6:30 p.m. – 8:30 p.m. **Dinner** (Westin River North)

**Presentation of Board of the Year Awards (Public Company and Private Company)**

**Thursday, November 10**

7:00 a.m. – 8:00 a.m. **Registration and Breakfast**

8:00 a.m. – 8:10 a.m. **Welcome**

**Steve Barth** and **Jessie Lochmann Allen**, Foley & Lardner LLP

8:10 a.m. – 9:00 a.m. **Featured Speaker – Key Governance Trends in 2016 and 2017**

**Patrick McGurn**, Executive Director, Institutional Shareholder Services

9:10 a.m. – 10:10 a.m. **Breakout Session I**

**A. Private Company Corporate Governance Best Practices**

**Ed Mason**, Partner, Foley & Lardner LLP | **Paul Broude**, Partner, Foley & Lardner LLP | **Jeff Mueller**, Partner, Grant Thornton LLP | **Rajan Sheth**, Chief Executive Officer, Mead & Hunt | **Barry Cain**, Managing Partner, Amuleto Advisory LLC | **John Dwyer**, President, Global Alzheimer's Platform Foundation | **Gary Gardner**, President and Co-Founder, PFG, LLC

**B. Public Company Executive Compensation Hot Topics**

**Jessie Lochmann Allen**, Partner, Foley & Lardner LLP | **Joshua Agen**, Partner, Foley & Lardner LLP | **Patrick McGurn**, Special Counsel, Institutional Shareholder Services | **Eric Gonzaga**, Partner, Compensation and Benefits Consulting, Grant Thornton LLP | **Amy Jennings**, Partner, Aon Hewitt LLC | **Pete Underwood**, Senior Vice President, General Counsel, and Secretary, Fortive Corporation

**C. Preparing Your Board to Deal With Activist Shareholders**

**Phillip Goldberg**, Partner, Foley & Lardner LLP | **Benjamin F. Garmer III**, Partner, Foley & Lardner LLP | **Rick Grubaugh**, Senior Vice President, D.F. King & Co. | **Chris Hodges**, CEO & Founder, Alpha IR Group | **Mark Brady**, Managing Director, Global Head of Mergers & Acquisitions, William Blair | **Denise Cade**, Senior Vice President, General Counsel, and Corporate Secretary, IDEX Corporation | **John Palmer**, Principal, PL Capital, LLC | **Jim Snyder**, President, Global Mobile, LLC

**D. Non-Profit Organizations: Leading Through Transformational Change**

**Jason Kohout**, Partner, Foley & Lardner LLP | **Renee Herzing**, President and Chief Executive Officer, Herzing University | **James Rauh**, Director, Wealth Management Strategies, Marietta Investment Partners, and Director, Director, Versiti/BloodCenter of Wisconsin | **Dorri McWhorter**, Chief Executive Officer, YWCA Metropolitan Chicago | **Michael Schamberger**, Audit Partner, Grant Thornton LLP/Ronald McDonald House Chicago | **Paul Melville**, Principal, Transaction Services, Grant Thornton LLP

**E. Maximizing ROI in Your Cybersecurity Program**

**James Kalyvas**, Partner, Foley & Lardner LLP | **Dan Daul**, Managing Director, Co-Head of Financial Technology & IT Security, William Blair | **Johnny Lee**, Managing Director Forensic, Investigative and Dispute Services, Grant Thornton LLP | **John Dempsey**, Managing Director and Global Practice Leader, Aon Hewitt LLC

**F. The Role of the Board in Talent Development and Site Selection**

**Steve Hilfinger**, Partner, Foley & Lardner LLP | **Jesse Panuccio**, Partner, Foley & Lardner LLP | **Joy Rothschild**, Chief Human Resources Officer for Omni Hotels | **Meredith O'Connor**, International Director, Jones Lang LaSalle | **Mike Eickhoff**, Managing Director of Property Tax & Incentives, Grant Thornton LLP | **Karen McDonald**, Head of Talent Management, Zurich North America

**G. The Board's Oversight Over FCPA Risks**  
**David Simon**, Partner, Foley & Lardner LLP | **Adam Lurie**, Partner, Linklaters | **Satindar Dogra**, Partner, Linklaters | **Kevin Bennett**, Partner, Forensic and Valuation Services, Grant Thornton LLP | **Mark Sifferlen**, Vice President – Ethics and Compliance, Cummins, Inc.

**H. Board Committee Structure, Responsibilities and Composition**  
**Anne Ross**, Partner, Foley & Lardner LLP | **Dan Rashke**, Chief Executive Officer, TASC, Inc. | **Ann Wenzel**, Assistant Secretary, Associate General Counsel, American Family Mutual Insurance Company

10:20 a.m. – 11:20 a.m. **Breakout Session II**

**A. Private Equity Portfolio Company Corporate Governance**  
**Todd Boudreau**, Partner, Foley & Lardner LLP | **Daniel Weintraub**, Managing Director and General Counsel, Audax Group | **Venita Fields**, Partner, Pelham S2K Managers LLC | **Mike Condrón**, Managing Director, Newport Board Group

**B. Audit Committee Hot Topics**  
**Mark Plichta**, Partner, Foley & Lardner LLP | **Frank Burke**, Partner, Foley & Lardner LLP | **Ellen Richstone**, Current Independent Board Director | **Bert Fox**, Partner-in-Charge, Professional Standards, Midwest Market Territory, Grant Thornton LLP | **Janet Malzone**, Practice Leader, Audit Services, Grant Thornton LLP | **M. Shan Atkins**, Co-Founder and Managing Director, Chetrum Capital LLC

**C. Evaluating Acquisitions in the Boardroom**  
**Steve Vazquez**, Partner, Foley & Lardner LLP | **Scott Sonnenblick**, Partner, Linklaters | **Paul McNicholl**, Partner, Linklaters | **Jeffrey Bradford**, Wisconsin Office Managing Partner, Grant Thornton LLP | **Margaret Kelsey**, Vice President, Legal and Corporate Communications, General Counsel, and Secretary, Modine Manufacturing Company | **Frank Jaehnert**, President and Chief Executive Officer, Brady Corporation (retired), Board Member | **Brent Smith**, Managing Director, Head of Consumer and Retail Mergers & Acquisitions, William Blair

**D. How to Recruit New Directors**  
**Steven Barth**, Partner, Foley & Lardner LLP | **Maureen Hurd**, President, Beal Associates | **Ellen-Blair Chube**, Managing Director, Client Service Officer, William Blair | **Sheila Ronning**, Chief Executive Officer and Founder, Women in the Boardroom | **Bill Blackmore**, Board Member/ Operating Partner

**E. Investment Fund Boardroom Fiduciary Duties**  
**Peter Fetzer**, Partner, Foley & Lardner LLP | **Stuart Fross**, Partner, Foley & Lardner LLP | **John Stomper**, Partner, Audit Services, Grant Thornton LLP | **George Gorman**, Board of Trustees, Eaton Vance | **Adela Cepeda**, Founder, A.C. Advisory, Inc.

**F. The Supply Chain as a Corporate Asset: Managing Risks and Enhancing Value**  
**John Trentacosta**, Partner, Foley & Lardner LLP | **Rob Tague**, Managing Director, Advisory Services, Grant Thornton LLP | **Nanette Dudek**, Director of Legal Affairs & Compliance and Corporate Secretary, Tower International, Inc. | **Michael Martini**, President, OE Division, Bridgestone Americas

**G. What Do the Election Results Mean to Your Board?**  
**Scott Klug**, Director, Public Affairs, Foley & Lardner LLP | **Dennis Cardoza**, Director, Public Affairs, Foley & Lardner LLP

**H. Investor Relations – Key Do's and Don'ts**  
**Patrick Quick**, Partner, Foley & Lardner LLP | **Chris Hodges**, Chief Executive Officer and Founder, Alpha IR Group | **Brian Lantz**, Vice President – Investor Relations and Corporate Communications, Fortune Brands Home & Security | **Patrick Davidson**, Vice President, Investor Relations, Oshkosh Corporation

11:30 – 12:30 p.m. **Breakout Session III**

- A. Corporate Venture Capital Programs**  
**David Kantaros**, Partner, Foley & Lardner LLP | **John Rockwell**, Senior Counsel, Foley & Lardner LLP | **Rumi Morales**, Executive Director, CME Ventures, CME Group | **Lily Yeung**, Director of Corporate Development, Molex | **Matt Baker**, Vice President, Strategy and Planning, Dell EMC
  
- B. Investigating Whistleblower Allegations Reported to the Board**  
**Bryan House**, Partner, Foley & Lardner LLP | **Scott Shaffer**, Forensic & Valuation Services Wisconsin Practice Leader, Grant Thornton LLP | **Alice Peterson**, President, Loretto Group | **Jodi Caro**, General Counsel and Corporate Secretary, Ulta Beauty | **William Hall**, Procyon Advisors
  
- C. Shareholder Engagement and Proxy Access**  
**John Wilson**, Partner, Foley & Lardner LLP | **Patrick McGurn**, Special Counsel, Institutional Shareholder Services | **Rick Grubaugh**, Senior Vice President, D.F. King & Co. | **Patrick Davidson**, Vice President, Investor Relations, Oshkosh Corporation | **Eric Nelson**, Senior Vice President and Associate General Counsel, Fiserv, Inc.
  
- D. The Board’s Role in Patent and IP Strategy**  
**Jeanne Gills**, Partner, Foley & Lardner LLP | **Toni Hickey**, Deputy General Counsel & Chief IP Counsel, Cummins Inc. | **H. Carol Bernstein**, Vice President, Secretary, and General Counsel, Cabot Microelectronics Corporation | **Mark Henning**, President and Chief Executive Officer, ANGUS Chemical Company | **Alfreda Bradley-Coar**, Vice President and General Counsel, GE Healthcare
  
- E. When Disaster Strikes (Crisis Management)**  
**Beth Boland**, Partner, Foley & Lardner LLP | **David Sanders**, Partner, Foley & Lardner LLP | **Rebecca Wing**, Chief Operating Officer and General Counsel/Corporate Secretary, LW Lands, Inc. | **Chris Hodges**, Chief Executive Officer and Founder, Alpha IR Group | **Patricia Diaz Dennis**, Board Member, U.S. Steel, Entravision, and Massachusetts Mutual Life Insurance Company | **Jim Snyder**, President, Global Mobile, LLC
  
- F. Strategy and Governance for Global Companies: Asia, Europe and Emerging Markets**  
**Zhu Julie Lee**, Partner, Foley & Lardner LLP | **Scott Sonnenblick**, Partner, Linklaters | **Paul McNicholl**, Partner, Linklaters | **Warren Stippich**, Partner and Co-Leader, Global Business Risk Services, Grant Thornton LLP | **Christopher Lee**, Independent Director, Asian Masters Fund
  
- G. What the Board Needs to Know About the Capital and Financing Markets**  
**Patrick Daugherty**, Partner, Foley & Lardner LLP | **Carolyn Long**, Partner, Foley & Lardner LLP | **Brett Paschke**, Managing Director, Head of Equity Capital Markets, William Blair | **Kelly Martin**, Managing Director, Head of Leveraged Finance Group, William Blair | **Dee O’Dell**, Senior Vice President, Group Head, National Corporate Banking, U.S. Bank

12:30 p.m. – 1:30 p.m. **Lunch**

**Board of the Year Recap**

12:45 p.m. **Closing Remarks Steve Barth** and **Jessie Lochmann Allen**, Foley & Lardner LLP