

WHAT THE BOARD REALLY EXPECTS FROM THE GENERAL COUNSEL AND CORPORATE SECRETARY

June 8, 2005 ■ Chicago Club ■ Chicago, IL

AGENDA

Tuesday, June 7, 2005

6:00– 7:30 p.m. **Networking Reception** (*Buckingham Room*)

Flying in the night before? Join your fellow seminar registrants for a networking reception on June 7. Cocktails and hors d'oeuvres will be served. Reception attendance is included in your registration fee.

Wednesday, June 8, 2005

7:30-8:30 a.m. **Registration and Continental Breakfast** (*Robert Todd Lincoln*)

8:30-8:40 a.m. **Welcome**

8:40–9:30 a.m. **Overview of the Current Corporate Governance Environment**

What are the key pressures driving corporate governance expectations, and implications for the evolving relationship between the board and the General Counsel and Corporate Secretary? What new developments should General Counsel and Corporate Secretaries be aware of?

Holly J. Gregory, Partner, Weil Gotshal Manges, LLP

9:30–10:30 a.m. **What Directors Really Want from the General Counsel**

From the board's perspective, how can the General Counsel role best support the corporate governance and risk oversight needs of the board and its key committees?

Panelists:

Warren L. Batts, Retired Chairman & CEO, Premark International,

Suzanne M. Hopgood, President & CEO, The Hopgood Group, LLC, Chair, DelGlobal Technologies Corp., Inc., Director, Villa Sistemi Medicali (Milan, Italy), Audit Committee, Acadia Realty Trust

Hal B. Shear, President, Board Assets, Inc.

Facilitator: Stephen P. Norman, Corporate Governance Officer and Corporate Secretary, American Express

10:30–10:45 a.m. BREAK

10:45–11:30 a.m. **The Evolving Role of the General Counsel in Supporting the Board's Informed and Objective Decision Making**

From the General Counsel's perspective, how can the General Counsel best support the board in its fiduciary obligations and help the board meet evolving expectations? What is the General Counsel's role in helping the board hold management accountable; ensuring that the board has the information it requires and is focused on the key issues?

Panelists:

Douglas G. Bain, Senior Vice President & General Counsel, The Boeing Company;

John L. Howard, Senior Vice President & General Counsel, W.W. Grainger, Inc.;

Gloria Santana, Executive Vice President, General Counsel and Secretary, McDonald's Corporation

Facilitator: Holly Gregory, Partner, Weil Gotshal Manges, LLP

11:30 a.m.–12:15 p.m. **Role of the Corporate Secretary**

From the Corporate Secretary’s perspective, how can the Corporate Secretary best assist the board in addressing significant governance issues facing the board today? What impact do ratings, shareholder scrutiny and new regulations have on the Corporate Secretary’s role? What are the key issues emerging in this year’s proxy season?

Stephen P. Norman, Corporate Governance Officer and Corporate Secretary, American Express

12:15–1:30 p.m. **NETWORKING LUNCH – Sponsored by Lex Mundi (*Old Chicago*)**

1:30–3:00 p.m. **BREAKOUTS: An opportunity to share approaches that work**
(Choose One)

Public Company Breakout: Roundtable discussion of the General Counsel/Board relationship and how it plays out on issues involving shareholder relations, up-the-ladder reporting, internal controls and risk, investigations and whistleblowing.

Facilitator: Holly Gregory, Partner, Weil Gotshal Manges, LLP

Private Company and Non-profit Organization Breakout: Building Board Value, Effectiveness and Accountability

Roundtable discussion of the board as a strategic asset; CEO and director succession; board composition; director & board liability; and application of appropriate best public company governance reforms to enhance board accountability.

Facilitators: Ronald W. Peppe, II, Vice President, Law and Technology, ACC and **Hal B. Shear**, President, Board Assets

3:00 – 3:15 p.m. BREAK

3:15– 3:45 p.m. **Board Liability & Reducing Exposure**
Mitigating the emerging risk to directors’ personal assets with D&O Insurance

Paul Rauner, Vice President & General Counsel, NASDAQ Insurance Agency, LLC

3:45 – 4:00 p.m. **Closing Remarks, Evaluation, Wrap-up**

4:00 p.m. **ADJOURN**