

FT Outstanding Directors Exchange
The Metropolitan Club, New York, NY
November 13 & 14, 2018
Tentative Agenda

Tuesday, November 13

11:30 am **Registration and Buffet Lunch**

12:00 pm **Welcome**

Heather Wolf, ODX Program Director, *Financial Times Live*

12:10 pm **FT Swamp Notes "Live"**

In the tradition of their twice weekly newsletter, Rana and Ed will exchange opinions on the top economic and political issues of the day, including the results of the prior week's midterm elections and what they are likely to mean for corporate America. They are hungry for your questions and views, as well.

Rana Foroohar, Global Business Columnist and Associate Editor, *Financial Times*

Edward Luce, Washington Commentator, *Financial Times*

12:50 pm **Proxy Season 2018 Recap**

Exchange your experiences and views on top issues, such as trends in withhold votes, shareholder proposals, compensation matters, and the role the proxy advisors played. Experts will add their insights throughout the session.

1:50 pm **Networking Break**

2:15 pm **The Board's Critical Role in a Frothy M&A Market**

With slim margins between success and failure, directors should not back away from their responsibility to take a long-term view of a deal's potential value. Experienced panelists share experiences evaluating assumptions, risks, potential competitive advantage and the company's ability to execute.

3:05 pm **Corporate Social Responsibility 3.0: Are We Seeing Real Impact?**

Younger generations are more focused on working for and buying from companies with "purpose" than their baby boomer parents and grandparents. But what does that really mean and are corporations effectively directing their CSR resources?

3:45 pm **Serving on International Boards**

Americans are increasingly being asked to join foreign boards, which can be interesting, mind-broadening and rewarding when expectations are aligned. Hear how to make sure they are.

4:30 pm **Champagne Roundtables** (Expert facilitated peer exchanges)

5:45 pm **Cocktail Reception**

6:30 pm **Outstanding Directors Awards Dinner**

9:00 pm **End of Day 1**

Wednesday, November 14

7:30 am **Buffet Breakfast**

8:00 am **Working with Activists on Your Board**

Whether gained through proxy contests or settlements, activists occupy seats in many US boardrooms. Hear about proactive approaches to making them assets rather than disruptors.

9:10 am **Concurrent Breakout Sessions**

1. How New Tax Laws Affect Public Corporations

Understanding the major implications and decisions resulting from new tax legislation including investment decisions, executive pay and more.

2. Conducting Board Evaluations with Teeth

Term and age limits aren't needed if directors join and leave boards according to the skill sets and combinations needed in a given period. But how?

10:10 am **Networking Break**

10:30 am **Concurrent Breakout Sessions**

1. Issues Facing Comp Committees as They Finalize 2019 Plans

Compensation risks and complexities show no signs of abating. Hear about critical regulatory trends, the first year of compulsory pay ratio reporting, and how companies are handling pay equity issues.

2. Audit Committee Composition and Execution in the Face of Increased Responsibilities

Financial reporting, compliance, and the internal control environment will continue to be put to the test in 2019. Hear how ACs are thinking about membership, exercising judgment about what does and does not belong on the committee's agenda and answering the call for professional skepticism.

11:30 am **The Future of CEO Succession**

In a perpetually disruptive environment, it is critical the board be confident it has the right strategy, the right CEO and the right successors. Hear how these deliberations and decisions are changing as business cycles are accelerating.

12:30 pm **Closing Remarks**