

DRAFT
Agenda - ODX New York
Nov 1 and 2, 2017

DAY 1

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| 11:30 am | Registration and Light Buffet Lunch |
| 12:00 pm | Welcome |
| 12:10 pm | Discussion with Former SEC Chair Mary Jo White <i>Insights into rule-making and revisions, investigations, disclosure and other significant board considerations in today's regulatory environment</i> |
| 12:50 pm | Risk Oversight Revisited: What, Who, How <i>How boards have adjusted the way they handle risk oversight responsibilities across the enterprise in light of new threats, technology and outside pressures</i> |
| 1:40 pm | Networking Break |
| 2:00 pm | Do You Have CEO-Ready Successors on Your Bench? <i>How the board evaluates top talent, the CEO's role in succession, and how things can change despite best laid plans</i> |
| 2:50 pm | Understanding Your Investors <i>Building awareness of investor hot buttons and priorities and using the input to inform board decisions and communications</i> |
| 3:30 pm | Networking Break |
| 3:40 pm | Fireside Chat: Making Good Boards Great <i>How to work towards your ideals, building trust and getting things done along the way</i> |
| 4:30 pm | Champagne Roundtables – Topics TBD <i>Take part in a robust discussion on a topic of interest to you led by a subject matter expert</i> |
| 5:45 pm | Cocktail Reception |
| 6:30 pm | Outstanding Directors Awards Dinner |
| 9:00 pm | End of Day 1 |

Day 2

7:30 am Buffet Breakfast

8:00 am **Independent Board Leadership in the Spotlight**
How to choose the right governance structure – and the right person – so that there is true accountability for performance of the CEO and the board

9:10 am Concurrent Breakout Sessions

- 1. Proxy Season Recap**
Distilling the lessons from 2017 on compensation metrics, disclosure and shareholder support
- 2. Connecting the Dots Between Internal Audit, External Audit and ERM**
Guidance on translating large quantities of data from various audit and risk management functions into vital insights for the enterprise
- 3. Mentoring as a Board Responsibility**
How effectively does your company use the talent in the boardroom to develop key managers and coach new directors?

10:10 am *Networking Break*

10:30 am Concurrent Breakout Sessions

- 1. Comparing Key Governance Trends Here and Abroad**
As more US directors are being approached for foreign directorships, we explore governance practices and the regulatory framework in key international regions
- 2. Paying Yourself in an Era of Increased Scrutiny**
Trends in board pay and comp practices that are both fair to independent directors and acceptable to governance watch dogs
- 3. Audit Committee Composition in Light of Increasing Responsibilities**
Some boards assign new members to the AC as a training ground, whether they are financial experts or not. Others prefer all AC members have financial expertise. What's the right solution and how do you get there?

11:35 pm **Finding and Onboarding First Time Directors**
Hear from veteran board members and newbies about the making the leap of faith and putting safety nets in place for first time public directors

12:30 pm Closing Remarks