

## DIRECTORS DIALOGUE 2010

# Agenda

DATE/TIME	SESSION	MODERATOR/SPEAKER
MONDAY, MARCH 22 6 – 8 p.m.	Welcome Dinner/Speaker The Philadelphia Club	Chuck Pennoni, interim president, Drexel University
TUESDAY, MARCH 23 8:30 – 9 a.m.	Registration and Continental Breakfast	
9 – 10:30 a.m.	Session I — The Board’s Role in Risk Oversight <ul style="list-style-type: none"> <li>• Process of Identifying Emerging Risk and Non-Traditional Risk</li> <li>• What Is Your “Risk Appetite?”</li> <li>• Board Committees’ Role in Risk Oversight</li> </ul>	Teresa Iannaconi, partner in charge, KPMG LLP
10:30 – 10:45 a.m.	Coffee Break	
10:45 a.m. – 12:15 p.m.	Session II — Executive Compensation/Pay for Performance <ul style="list-style-type: none"> <li>• Closing the “Trust” Gap</li> <li>• Aligning Compensation With Strategy</li> <li>• Paying When Performance Is Delivered</li> <li>• Rewarding the Right Level of Risk</li> </ul>	Raj Gupta, former chairman and CEO, Rohm and Haas
12:30 – 2 p.m.	Lunch and Keynote Speaker Governance from the Perspective of Long Term Shareholders	John J. Brennan, chairman of the board, The Vanguard Group, Inc.
2:15 – 4 p.m.	Session III — Outside Stakeholders’ Panel View on Risk <ul style="list-style-type: none"> <li>• Trends</li> <li>• Legislation and Regulation</li> <li>• Proxy Access/Proxy Disclosure</li> <li>• Shareholder Communication</li> <li>• Shareholder Activism</li> </ul>	Ralph A. Walkling, Stratakis Chair in Corporate Governance and Accountability and executive director, LeBow College Center for Corporate Governance
		FEATURED PANELISTS:
		Scott Bauguess, staff economist, Securities & Exchange Commission Office of Economic Analysis
		Patrick McGurn, senior vice president, U.S. Corporate Governance Trends, RiskMetrics
		James P. Dunigan, executive vice president and managing executive, PNC Financial Services Group
		Don Chew, executive director, Morgan Stanley
		Damien J. Park, managing partner, Hedge Fund Solutions, LLC
4 p.m.	Concluding remarks followed by reception	