**Corporate Governance Next Practices & General Counsel Forum**

(October 23rd and 24th, 2014 Las Vegas Event at the MGM Grand Conference Center)

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| **Program Description:** | The half day on the 23th will focus on the legal issues board directors face, including the legal investigations, forensics and anti-money laundering. The full day on the 24th will focus on pathways to the board room, trends in director compensation and director responsibilities. Academic and Shareholder perspectives will be discussed. Solutions to director case studies will be shared.  |
| **Program Location:** | MGM Grand Conference Center, 3799 Las Vegas Blvd, Las Vegas, Nevada 89109 |
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| **Program Dates:** | Thursday, October 23, 2014 | **Time:** | 02:00pm – 05:00pm |
|  | Friday, October 24, 2014 |  | 08:30am – 05:00pm |
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| **Time** | **Activity Description** | **Speakers** |
| **Thursday, October 23rd** |  |  |
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| 01:30pm – 02:00pm | Registration | --------------------- |
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| 02:00pm – 02:15pm | Welcoming Remarks | Larry Taylor (NACD SoCal) and John Davis (KPMG/NACD SocCal) |
| 02:15pm – 03:30pm | Investigations & Forensic Panel | Douglas Farrow (KPMG), Rocco deGrasse (KPMG), Marc Fagel (Gibson Dunn) |
|  03:30pm – 03:45pm | Break | ---------------------- |
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| 03:45pm – 05:00pm | Anti-Money Laundering Panel | John Davis (KPMG), Teresa Pesce (KPMG), George Brown (Gibson Dunn) |
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| 05:00pm – 06:30pm | Cocktail Hour | ---------------------- |
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| **Friday, October 24th** |  |  |
|  07:30am - 08:30am | Continental Breakfast & Registration |  ---------------------- |
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| 08:30am – 08:40am | Welcome  | Rose McKinney-James (NACD SoCal & Energy Works) |
| 08:40am – 08:50am | Acknowledgements & Description of Program  | Scott Hamilton (Executive Next Practices) |
| 08:50am – 09:00am | Program Review  | Larry Taylor, Overview of Program and Comments  |
| 09:00am – 10:00am | Fiduciary and Advisory Boards  | Bill Hawfield (The Board Group) interviews Rafael Pastor (Vistage International) |
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| 10:00am – 10:15am |  -- Break -- | ---------------------- |
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| 10:15am – 11:00am | Corporate Governance: The Academic Perspective | Brent Hathaway (UNLV) |
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| 11:00am – 12:00pm | Investor-Issuer Alignment | Moderator, Brian Barnier (Value Bridge Advisors): Anna Marie Guirmareas (Brazilian Corporate Governance), Julie Garland McLellan (Australian The Director’s Dilemma), Brent Hathaway (UNLV). |
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| 12:00pm – 01:30pm |  -- Lunch -- | ----------------------  |
|  | Sports and Corporate Governance Interviewduring dessert  | Larry Taylor (NACD SoCal) interview of Anita DeFrantz (International Olympic Committee Board) |
|  01:30pm - 03:00pm | The Boardroom Next Practices Exercise | Scott Hamilton (Executive Next Practices) and Larry Cabaldon (The Boardroom Performance Group) |
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| 03:00pm – 03:15pm |  -- Break -- | ---------------------- |
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| 03:15pm – 03:35pm | C-Suite and Corporate Director Compensation Trends, including pay and performance | Ryan Harvey (Meridian Compensation Partners) |
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| 03:35pm – 03:55pm | Corporate Reporting Trends & Integrated Reporting | Eric Israel, (Global Reporting Initiative) |
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| 03:55pm – 04:15pm | The Board’s Role in Data Security | John Toney (KPMG LLP) |
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| 04:15pm – 05:00pm | Corporate Director Case Study | Julie Garland McLellan (Australian The Director’s Dilemma) Anna Maria Guirmaraes (Brazilian Corporate Directors) |
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| **Sponsors:** |
| 1) Meridian Compensation Partners | 3) KPMG LLP | 5) Executive Next Practices |
| 2) Vistage International | 4) Gibson Dunn | 6) UNLV |
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| **Other Details** |
|  | Member Cost: | $125.00 |  | Non-Member Cost: | $195  |
|  | Who Should Attend: | Directors, C-Suite Executives, Potential Directors, Shareholders, Advisors, etc. |
|  | Comments: | Attendees can register only through NACD website |