

ESSENTIALS: SUMMARY OF PROGRAM (draft as of 9/25/2013)

WEDNESDAY, JANUARY 29

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| 8:00 – 8:10 | Welcome |
| 8:10 – 9:00 | Fundamentals of Corporate Governance |
| 9:00 – 9:50 | Internal Sources of and Limits on Governance Authority |
| 9:50 – 10:15 | Break |
| 10:15 – 11:45 | Boards of Directors |
| 11:45 – 1:00 | Lunch: How to Get the Most from Your Society |
| 1:15 – 2:10 | Board and Committee Meetings |
| 2:10 – 3:05 | Board Materials Preparation |
| 3:05 – 3:20 | Break |
| 3:20 – 4:15 | Corporate Entity Management |
| 4:15 – 5:10 | The Society Mentoring Program |

THURSDAY, JANUARY 30

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| 8:00 – 9:00 | BREAKOUTS
I: Regulation and Disclosure Basics for Public Companies
II: Peer Group Breakfast for Private Companies, Nonprofits and Quasi-Governmental Agencies: Open Forum |
| 9:00 – 9:50 | PLENARY: Staffing/Creating the Office of the Corporate Secretary/Corporate Governance |
| 9:50 – 10:15 | Break |
| 10:15 – 11:10 | BREAKOUTS
I: Overview of Types of Commercial Products and Services to Support You
II: Enterprise Risk Management |
| 11:15 – 11:50 | BREAKOUTS
I: Public Company Governance Litigation: What You Need to Know
II: Private Company Governance: The Legal Landscape
III: Nonprofit Governance: The Legal Landscape |

- 11:50 – 1:00 LUNCH
- 1:00 – 1:50 BREAKOUTS
 I: Records Management and Privacy Issues
 II: Nonprofit Boards and Management
- 2:00 – 2:50 BREAKOUTS
 I: Large-Cap Companies: Shareholders
 II: Small and Mid-Cap Companies: Shareholders
 III: Private and Family-Owned Companies: Boards, Shareholders and Managerial and Ownership Transition
 IV: Nonprofits: Issues in Accountability to Members and/or the Public
- 3:00 – 3:50 BREAKOUTS
 I: Public Companies: Annual Shareholders Meeting – Part One
 II: Private Company Compliance
 III: Nonprofits: Regulations and Financial Management
- 3:50 – 4:15 BREAK
- 4:15 – 5:05 BREAKOUTS
 I: Public Companies: Annual Shareholders Meeting – Part Two
 II: Public Companies: Section 16, Forms, 10b5-1 Plans and More
 III: Private Companies: Going Public
- 5:05 – 6:30 RECEPTION

FRIDAY, JANUARY 31

- 7:30 – 8:15 Continental Breakfast
- 8:15 – 9:30 Minutes
- 9:30 – 9:45 BREAK
- 9:45 – 10:50 Hot Issues: Shareholder Activism, Proxy Developments, and SEC Update
- 10:50 – 11:50 Secretary, Director, HR, IR, Audit: A Conversation
- 11:50 – 1:00 Buffet Lunch
- 1:00 – 2:30 CONCURRENT WORKSHOPS
 Board Portals
 Board Education
 Financial Literacy
 Governance Roles for Non-Lawyers
 One-on-One Q&A