



SOCIETY
of Corporate Secretaries
& Governance Professionals

*67th National
Conference*

GOVERNANCE | *wired*



*July 10-13, 2013
Sheraton Seattle Hotel
Seattle, WA*

KEY TOPICS

- What We Have Learned on Say-on-Pay
- How Should Outside Directors Interact with Shareholders?
- The Crisis in Nonprofit Board Governance
- The Plane! The Plane!: Best Practices in Executive and Director Perquisites
- Unique Challenges of Small-Cap Governance
- Minutes: The Key Issues Now
- Capital-Raising and Governance: Issues and Opportunities for Emerging Companies
- Texts, Lies, and Twitter Feeds: Disclosure Through Social Media
- Conflict Minerals Reporting

KEY DATES *to remember*

June 5, 2013

Last day to cancel Conference registration (written notification only) to receive a full refund, less \$100.

June 7, 2013

Childcare forms must be received in order to guarantee participation in the Society's childcare program.

June 10, 2013

Deadline for registration discounts – Conference registration forms must be received at the National Office by this date to obtain the early registration discount.

Last day to cancel Spouse Programs and Golf (written notification only) to receive a refund.

June 14, 2013

Conference Registration Forms accompanied by appropriate remittance must be received at the National Office by this date, to assure listing in the Conference Program Book.

June 19, 2013

Last day to cancel Conference registration to receive 50% refund, minus \$100. (Written notification only).

June 21, 2013

Society's hotel room block expires at Sheraton Seattle. Any remaining sleeping rooms unsold will return to the hotel for its normal sale and reservations will be accepted only as long as rooms are available. Negotiated rates may no longer apply. For hotel reservations call: 206-621-9000 and mention the Society of Corporate Secretaries.

CONFERENCE *schedule*

Wednesday

8:00 AM – 9:30 AM Membership Committee Meeting
8:00 AM – 9:30 AM Educational Programs Committee Meeting

9:30 AM – 12:00 PM Board of Directors Meeting
12:30 PM – 3:45 PM **Pre-Conference Workshops**

☞ Ethics Workshop
☞ Mock Proxy Battle

4:00 PM – 5:15 PM Corporate Practices Committee Meeting
5:15 PM – 6:30 PM Securities Law Committee Meeting
6:00 PM – 7:30 PM Opening Reception
8:00 PM – 10:00 PM Board of Directors Dinner

Thursday

7:00 AM – 8:00 AM
8:15 AM – 9:30 AM

July 10, 2013

Chapter Officers Meeting
Welcome, Introductions and Opening Session

Social Technology, The Future of Business and Implications for Governance,
BOB ZUKIS, Chairman and CEO,
Saaskwatch Systems

8:30 AM – 11:45 AM Spouse Tour: Tastes of Pike Place Market
8:45 AM – 9:30 AM CEO Succession, Management Development and the Board:
A Dialogue with **JON A. BOSCIA**,
Former CEO, Lincoln Financial Group and
MICHELLE EDKINS, Managing Director,
BlackRock

10:00 AM – 11:00 AM **Concurrent Breakout Sessions**

☞ What We Have Learned on Say-on-Pay
☞ Pledging, Hedging and 10(b)5-1 Plans
☞ Cross Border Entity Management
☞ The PCAOB and Auditor Skepticism

11:05 AM – 12:05 PM **Concurrent Breakout Sessions**

☞ SEC Enforcement: Where Is It Headed Now?
☞ Securities Escheatment in an Era of Hungry Governments
☞ Private and Nonprofit Governance: What Public Company Practices Apply?
☞ Institutional Voting and Proxy Advisory Firms: What Works, What Doesn't

12:10 PM – 1:30 PM Annual Conference Luncheon and Address

1:30 PM – 2:30 PM **Concurrent Breakout Sessions**

☞ Large-Caps: How Should Outside Directors Interact with Shareholders (If At All)?

☞ Small- and Mid-Caps: A Shareholder Engagement Primer
☞ Leadership/Ownership Transition at Private and Family Owned Companies

☞ The Crisis in Nonprofit Board Governance

2:35 PM – 3:35 PM **Concurrent Breakout Sessions**

☞ The Plane! The Plane!: Best Practices in Executive and Director Perquisites

☞ Unique Challenges of Small-Cap Governance

☞ The Corporate Secretarial Function at Private Companies

☞ Hiring and Firing Nonprofit Management

4:00 PM – 5:15 PM Plenary Panel: SEC Corp Fin Heads Speak

5:30 PM – 7:00 PM Reception for Society Leaders & First-Time Attendees

7:00 PM Vendor and Client Dinners

Free Evening

Friday

7:00 AM – 8:00 AM
8:00 AM – 8:15 AM
8:15 AM – 8:30 AM
8:30 AM – 9:10 AM

July 12, 2013

Small- and Mid-Cap Companies Committee
Annual Meeting of Members

Society Update
WILLIAM S. AYER, Chairman Alaska Air Lines, Speaks with **PETER A. KRAUS** of Microsoft

9:10 AM – 10:00 AM Delaware Law Update:
Delaware Supreme Court Chief Justice
MYRON T. STEELE

10:30 AM – 11:30 AM **Concurrent Breakout Sessions**

☞ Citizens United: Politics | *Wired*

☞ Minutes: The Key Issues Now

☞ Capital-Raising and Governance:

Issues and Opportunities for Emerging Companies

☞ Text, Lies and Twitter Feeds: Disclosure Through Social Media

11:35 AM – 12:35 PM **Concurrent Breakout Sessions**

☞ Who Is Using Big Data to Watch You

☞ International Corporate Governance from Shareholder

Spring to Spill Elections: What's Next?

☞ Advanced Issues in Board Portal Management

☞ Pursuing, Paying and Protecting the Public Company Board

12:35 PM – 1:35 PM Exhibitor Sponsored Luncheon:

Chapter Networking

1:30 PM – 4:30 PM Spouse Tour: Seattle Icons

1:35 PM – 2:35 PM **Concurrent Breakout Sessions**

☞ Shareholder Voting, Shareholder Myths: Portfolio Turnover, Retail Voting, Share Lending, Empty Voting

☞ Section 16 Primer

☞ Non-Lawyers in Governance Roles

☞ The Debate Over Integrated Reporting

2:40 PM – 3:40 PM **Concurrent Breakout Sessions**

☞ Shareholder Activism

☞ Enhancing the Role of the Corporate Secretary

☞ Shareholder Proposals and the No Action/Exclusion

Process 2013

☞ Conflict Minerals Reporting

4:10 PM – 5:10 PM SEC Update with **LONA NALLENGARA**,

Acting Director, Corporation Finance

6:00 PM – 10:00 PM Closing Event at the Museum of Flight

(children are welcome)

Saturday

7:30 AM – 8:30 AM
8:30 AM – 10:00 AM
10:00 AM – 11:00 AM
Update

July 13, 2013

Policy Advisory Committee Meeting

Plenary Panel

Plenary Panel: Governance Litigation

Update

11:00 AM – 12:00 PM Closing Address and Brunch:

STEVEN M. DAVIDOFF,

Law Professor and Author

12:00 PM – 1:30 PM **Post Conference Workshops**

☞ Financial Literacy for the Corporate Secretary

☞ Board Education: A Wide Range of Providers and Possibilities

☞ Small- and Mid-Cap Annual Meetings: From Soup to Nuts

12:00 PM – 1:30 PM Working Group Meeting:

Fundamental SEC Disclosure Reform

12:15 PM – 4:30 PM Golf Outing

*The Society's
67th National Conference
July 10 – 13, 2013
Sheraton Seattle Hotel
Seattle, WA*

THE BUSINESS | *program*

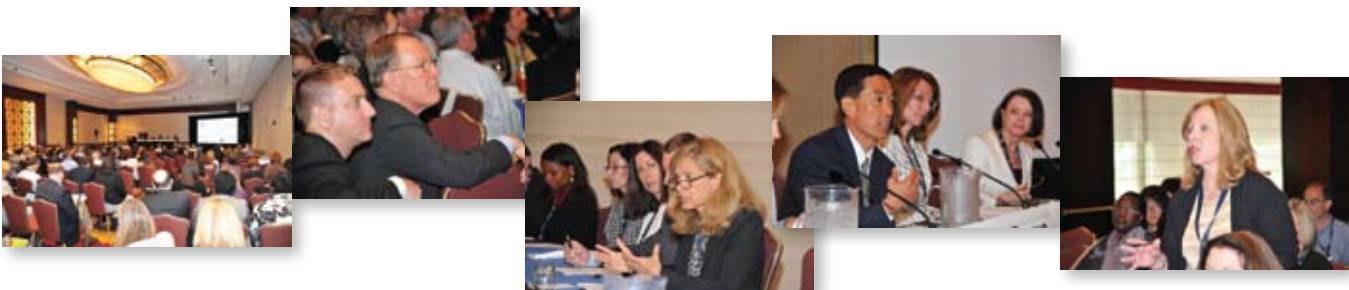














CONNECT WITH YOUR PEERS, with forward thinking on key issues and practices, and with technology trends affecting you.

GOVERNANCE | *wired*, at the Seattle Sheraton, provides an unparalleled opportunity for learning in one of America's most beautiful cities, at the best time of year.

THIS YEAR'S NATIONAL CONFERENCE offers a rich program including 30 breakout sessions on a wide variety of matters, from nuts and bolts to the hottest topics. Speakers will include Alaska Air Chairman BILL AYER, Delaware Supreme Court Chief Justice MYRON T. STEELE, New York Times "Deal Professor" STEVEN M. DAVIDOFF, Former Lincoln Financial CEO, JON A. BOSCIA in a dialogue with MICHELLE EDKINS of BlackRock, a panel of former heads of the SEC Division of Corporation Finance, and current SEC leaders, among many other diverse experts.

OUR SESSIONS ARE DESIGNED for governance professionals at public companies of all sizes, as well as private and nonprofit entities.



KEY TOPICS INCLUDE: Leading Through Turbulence 
Text, Lies and Twitter Feeds: Disclosure Through Social Media
 New Directions at the SEC  Minutes: Key Issues Now 
Lessons from Say-on-Pay Round 3  International Governance
Trends from Shareholder Spring to Spill Elections  Cross Border
Entity Management  Advanced Issues in Board Portals 
Pursuing, Paying and Protecting the Public Company Board 
Capital-Raising and Governance: Issues and Opportunities
for Emerging Companies  Unique Challenges of Small-Cap
Governance  The Crisis in Nonprofit Board Governance
 Non-Lawyers in Governance Roles; and much more.

ON WEDNESDAY, JULY 10, we will offer a Mock Proxy Battle, as well as a Legal Ethics seminar led by highly-regarded Professor David McGowan of the University of San Diego, on the theme, “Reasonably Stubborn.” Consideration of state corporation law and federal disclosure rules will feature prominently throughout the conference, designed to maximize legal education opportunities and CLE credits.

THE SOCIAL SCHEDULE will include a Friday evening event at the legendary Museum of Flight, the birthplace of Boeing. The setting is gorgeous, from Mount Rainier to the Cascades to the Olympic Mountains, on the beautiful Puget Sound. Seattle in July typically features great weather (sunny and temperatures averaging 75 degrees). It is the perfect location to begin a vacation in the Pacific Northwest and British Columbia.

WE WILL CLOSE THE CONFERENCE Saturday with a series of optional workshops on board education, financial literacy for the corporate secretary and a workshop on annual meetings for small- and mid-cap companies.

PLEASE JOIN YOUR PEERS for this exciting event.



ETHICS WORKSHOP This discussion-based workshop led by David McGowan, Lyle L. Jones Professor of Competition and Innovation Law at the University of San Diego School of Law, will focus on teaching us how to be “reasonably stubborn.” That is, how to keep your company and executives out of trouble without saying “yes” every time and without saying “no” every time you are asked a question. Participants will discuss a series of problems within and among small groups based on actual cases and address strategies for keeping your company out of trouble.

The program will qualify for specialized legal ethics credits in most states. Please be sure to note your participation on the registration form if you plan to attend this session so that we can have copies of printed materials available for all participants.

MOCK PROXY BATTLE What is a “mock proxy battle” and why should you attend? This interactive program is designed to help boards and corporate managers understand the issues, anticipate the threats and prepare to respond to activist shareholders. Participants will play the role of a board member to better understand the causes, effects and complexities of shareholder activism; wrestle with key fiduciary and legal issues; and “vote” to determine how the company should proceed.

This program has been developed by Hedge Fund Solutions and will be led by their team of experts who will help prepare you to deal with the potential demands of activist shareholders.

This program will qualify for continuing legal education credits in most states. If you plan to attend this workshop please note your participation on the registration form so that we can have adequate seating and materials on hand. (Please note: space is limited to the first 200 registrants.)

BOARD AND NATIONAL COMMITTEE MEETINGS Once again, the Society’s national committees will hold meetings at the Conference to continue working on 2013 – 2014 initiatives. If you have signed up to serve on a national committee, here is your opportunity to get to work. Committee chairs will send their members agendas and additional materials prior to the Conference. Please review the conference schedule included on the brochure’s inside cover for the meeting schedule.

CONTINUING LEGAL EDUCATION CREDIT Many state bars and CLE boards regularly grant continuing legal education credits to conference attendees. Prior to the conference the Society will apply to several states (including California, Colorado, Florida, Georgia, Indiana, Minnesota, Missouri, New York, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Washington and Wisconsin) for CLE accreditation of the Ethics Workshop, Mock Proxy Battle and National Conference business sessions.

Be sure to list the state(s) for which you want CLE credit on your conference registration form. **IMPORTANT NOTE:** Attendees must sign in for CLE credit on site at the

Ethics, Mock Proxy and/or conference registration desks since each program will be reviewed and approved individually. Also, verification of all sessions attended over the course of the conference must be reported at the CLE desk. However, please be advised that CLE approval notices are not always received prior to the conference. The conference is also often eligible for CPA or paralegal credits. Please check with your individual jurisdiction.

EXHIBIT HALL The National Conference is a great way to do some “one-stop shopping” with a variety of vendors who offer products and services for corporate secretary and legal department offices. This once a year opportunity allows you to evaluate the array of technologies, products and services available to streamline your work. As always, leading service providers in areas of proxy solicitation, executive compensation, financial printing, board communications and more will convene in the Exhibit Hall ready to discuss how they can support you. The Exhibit Hall will be the location of Wednesday’s Opening Reception and will be open all day Thursday and Friday so that you will have ample time to visit each of the conference exhibitors.

CONFERENCE REGISTRATION FEES

MEMBER OR EXHIBITOR MEMBER

If received by June 10, 2013 – Single \$1145, Couple \$1395

If received after June 10, 2013 – Single \$1295, Couple \$1545

HONORARY MEMBER

If received by June 10, 2013 – Single \$895, Couple \$1145

If received after June 10, 2013 – Single \$1045, Couple \$1295

EXHIBITOR NONMEMBER

If received by June 10, 2013 – Single \$1145, Couple \$1395

If received after June 10, 2013 – Single \$1295, Couple \$1545

NONMEMBER

If received by June 10, 2013 – Single \$1395, Couple \$1645

If received after June 10, 2013 – Single \$1545, Couple \$1795

Child/guest age 19-21 \$250 each

Additional Guest/Family Member age 22 and older \$500 each

SPECIAL MEMBERSHIP OFFER If you are thinking about joining the Society, think no more - this is the time! Under this special offer nonmembers are invited to join the Society at the discounted rate of \$200 for the first year. This is a \$400 savings off of one year membership. Take advantage of this offer and immediately enjoy the benefits of membership including access to the member’s only sections of the Society website and great educational and networking opportunities. Note that this offer is not available in conjunction with the Exhibitor Nonmember rate.

SINGLE OR COUPLE REGISTRATION? If your spouse/significant other is traveling to the conference with you, we encourage you to register your spouse/guest. A registered spouse/guest can sign up for social programs and spouse tours, enjoy breakfast and coffee breaks in the Exhibit Hall, Wednesday's opening reception, attend the lunches on Thursday and Friday, attend Saturday's brunch, and Friday night's event at the Museum of Flight. Of course they are also welcome to attend any business sessions if interested. Those who are not registered will not be permitted to attend any of the conference programs, including spouse tours, meals or other social events.

Conference registration fees cover all business sessions, including the Wednesday Ethics and Mock Proxy programs, continental breakfasts on Thursday, Friday and Saturday, coffee breaks, Saturday's closing brunch, attend Saturday afternoon workshops, and all materials distributed at the sessions. Also included are the Wednesday evening opening reception, the Annual Conference Luncheon, subsidized childcare, and the Friday night dinner event at the Museum of Flight (open to all ages). In addition, on Friday afternoon there will be a buffet luncheon in the Exhibit Hall. Subsidized spouse tours will be offered at nominal fees.

CANCELLATIONS AND REFUNDS Conference registration fees paid to the Society will be at the rate of a full refund less \$100 with written cancellation (e-mail, fax or mail) received by the Society on or before Wednesday, June 5, 2013. For written cancellations received on or before Wednesday, June 19, 2013 refunds of Conference registration fees will be at the rate of one-half less \$100. No refunds will be given after June 19, 2013.

Cancellations for spouse tours and golf must be received in writing (e-mail, fax or mail) on or before Monday, June 10 in order to receive a refund. No refunds will be given after that date unless we can resell your space, after all others have been sold.

All written cancellations should be sent to Ophelia King at oking@governanceprofessionals.org.

SEATTLE | *wired* For more than 50 years, the Space Needle has been the emblem of the port city of Seattle. The iconic building was constructed as the landmark for the futuristic themed 1962 World's Fair. Now, 50 years later, Seattle itself has become the landmark for many cultural and corporate institutions and offers something for everyone. The city and the conference will have you "wired" in more ways than one!

Seattle is the birthplace of the ubiquitous neighborhood coffee bar, serving the beverage in its several forms. If you're wired for busy conference days, maybe a dose of caffeine will help? Seattle is also wired for sound and offers great entertainment options. With a vibrant music scene, the city is the birthplace of grunge music, and previously gave rise to notable folk and jazz performers. Of course, Seattle is also home to technology and internet based companies that have us wired in our homes, at work – and at the conference.

Whether or not this is your first trip to Seattle, be sure to take advantage of the area's unique places of interest. As with other major US cities, Seattle has its share of museums (such as EMP Museum, Northwest Railway Museum, Nordic Heritage Museum); art exhibits (Seattle Art Museum, Olympic Sculpture Park, Chihuly Garden and Glass); theatres and shopping districts – most notably Pike Place Market on the Waterfront. Outdoor activities include harbor cruises, wine country tours, ferries to nearby Bainbridge and San Juan Islands. Using Seattle as your base you may also want to explore a rain forest in Olympic National Park or cascade volcanoes, hike Mt. Rainier National Park or visit Canada's Victoria Island and spend a day at the world-famous Butchart Gardens followed by "high" tea at the Fairmont Empress Hotel.

We recommend when planning your Conference travel, consider coming early or extend your stay to explore this unique area. Please visit our website at www.governanceprofessionals.org/Conference2013/Home/ for information on Seattle Tours Discount Options and to review recommended things to see and do while in the Seattle area.

CLIMATE AND DRESS CODE Our National Conference will take place during Seattle's driest and warmest month. While famous for being a rainy city, Seattle's average July rainfall is less than one inch and average temperature is 75 degrees. We recommend business casual attire for all conference functions.

THE SHERATON SEATTLE HOTEL The Sheraton offers a blend of cosmopolitan Seattle style and high-tech hospitality for a unique hotel experience. In addition, the hotel has a fitness center, pool and spa. Conveniently located downtown, the hotel is just a short walk from the waterfront, shopping and Pike Place Market.

HOTEL RESERVATIONS The Society has reserved a block of rooms at the Sheraton Seattle at rates beginning at \$229 per night for single or double occupancy. For reservations call 206-621-9000 and mention the Society of Corporate Secretaries in order to receive the conference rate. Or, reserve online by following the link on the Society's website at www.governanceprofessionals.org. Be sure you take note of the hotel's cancellation policy when making your room reservations.

The Society's room block will be held until Friday, June 21, 2013. After this date guestrooms will be returned back to the hotel's general inventory, and the negotiated rate may no longer be available. The Society's room block has sold out for previous conferences, often before the room block deadline, so please make your hotel reservations early.

Sheraton Seattle
1400 Sixth Avenue
Seattle WA 98101
206-621-9000
www.sheratonseattle.com

SPECIAL CONFERENCE ACTIVITIES Our Conference officially begins on Wednesday evening with the Opening Reception in the Exhibit Hall. This welcoming event provides you with an opportunity to introduce yourself or reconnect with Society members as well as get acquainted with service providers in a casual setting. The Opening Reception is open to all adult registrants and their registered spouses/guests, including exhibitors.

For those attending with children and teens, please note that we will offer childcare and a special teen reception to coincide with this event.

For our early risers, we will offer Pilates classes Thursday and Friday morning beginning at 7:00 AM. Society member, Carolyn Coffey, of Corporation Service Company and owner of Kerr Gulch Pilates LLC, will teach the daily mat classes. Comfortable, loose-fitting clothes are recommended. Exercise mats will be provided. No prior experience necessary.

Our Thursday Annual Conference Luncheon and Address, always a program highlight, will also include recognition of our *Bracebridge H. Young Distinguished Service Award* recipient. This luncheon is open to all registered conference attendees and their registered spouses/guests. We wish to acknowledge our luncheon sponsor Ernst & Young.

On Thursday evening, beginning at 5:30 PM, the Society's Chairman Ken Wagner, will host a reception for Society leaders and First-Time Conference Attendee members and their spouses/guests. Society Board members, Committee chairs, Chapter Presidents, Leadership Council members, Past Chairman, B.H.Y. Distinguished Service Award recipients, Quarter Century Club members and their spouses are invited to attend.

On Friday evening, we invite you to attend our closing night event at the "Museum of Flight." This Society event is something you will not want to miss as we "take flight" at the largest air and space museum on the West Coast. Take an opportunity to explore an outstanding collection of more than 150 historically significant air and spacecraft, interactive exhibits, virtual reality simulators and hands-on activities. The evening will also include dinner and entertainment. Children of all ages are welcome to attend. You must be registered for the conference to attend this event.

On Saturday morning the Conference will end with a closing brunch and address. During the brunch we will honor our Society leaders, our chapters and the many individual achievements we've made this past year. Following the brunch and for those not participating in one of the afternoon workshops, we will give attendees an opportunity to play golf at Harbour Pointe Golf Club.

Throughout the Conference, we will share special conference moments with a daily slide show sponsored by Bridgeway Software. Presentations will be located in the Exhibit Hall near the Bridgeway booth with a final "screening" during Saturday's closing brunch.

SPOUSE PROGRAMS In addition to the many things you can do on your own, the Society has organized two tours especially for spouses and other registered conference guests.

TASTES OF PIKE PLACE MARKET

Thursday, July 11, 8:30 AM – 11:45 AM

On Thursday morning visit one of Seattle's culinary landmarks as we explore the oldest continually-operating farmers' market in the United States, Pike Place Market. The market known for its exciting sights, sounds and aromas features 600 local farmers and merchants who offer a diverse array of products. The tour includes delicious tastings as well as a "behind-the-scenes" tour, and an opportunity to spend some time exploring the market on your own. Please note space is limited, so register early.

SEATTLE ICONS

Friday, July 12, 1:30 PM – 4:30 PM

The Seattle Center, created for the 1962 World's Fair is home to the Space Needle and the Chihuly Garden and Glass Museum and other local landmarks. The tour begins with a short walk to the monorail, which will transport guests to the park. Spouses and registered guests will have an opportunity to explore the Space Needle and visit the Observation Deck with views of Puget Sound, Mount Rainier, Cascade and Olympic mountain ranges, and the city of Seattle. The tour includes time to explore the Chihuly Garden and Glass Museum, which houses the most comprehensive collection of Dale Chihuly's artwork including glass chandeliers, towers, and unique installations. Please note space is limited, so register early.



REGISTRATION *form* 67th National Conference



Name _____

I am a (check all that apply) Member Exhibitor Nonmember

Title _____ Company _____

Address _____ City _____ State _____ Zip _____

phone # _____ fax # _____ e-mail: _____

Also register my spouse/guest (age 19 or older) who will accompany me:
First Name _____ Last Name _____

Print FIRST and LAST NAMES as you wish them to appear on your BADGES:
Yours _____ Spouse/Guest _____

Names and ages of children/guests age 18 and younger _____

Names and ages of children/guests age 19 - 21 _____

Additional guests age 22 and older not listed above _____

Is this your first National Conference as a Society member? Yes No
(membership is held by individual, not by company)

Will you be working in your company's exhibit booth? Yes No

For CLE credits, indicate for which state(s) you file : _____

Do you plan on staying at the Sheraton Seattle? Yes No

Wednesday, July 10
12:30 - 3:45 pm

I will attend the Ethics workshop Yes No
I will attend the Mock Proxy Battle Yes No

Will any of your teens ages 12 or older attend the Teen Reception (6:30 – 9:00 pm)? If yes, list names: _____

Thursday, July 11

If you are a Society member and are attending the National Conference for the first time, you and your registered spouse are invited to a reception hosted by Society leaders scheduled from 5:30 – 7:00 pm. Will you attend? Yes #___ attending No

Please mark your first topic preference for each of the following groups of concurrent panels: (You're not obligated to attend any of the panels you select. This provides an attendance estimate.)

10:00 - 11:00 am

- What We Have Learned on Say-On-Pay
- Pledging, Hedging and 10(b)5-1 Plans
- Cross Border Entity Management
- The PCAOB and Auditor Skepticism

11:05 am - 12:05 pm

- SEC Enforcement: Where Is It Headed Now?
- Securities Escheatment in an Era of Hungry Governments
- Private and Nonprofit Governance: What Public Company Practices Apply?
- Institutional Voting and Proxy Advisory Firms: What Works, What Doesn't.

1:30 - 2:30 pm

- Large-Caps: How Should Outside Directors Interact with Shareholders (If At All)?
- Small & Mid-Caps: A Shareholder Engagement Primer
- Leadership/Ownership Transition at Private and Family Owned Companies
- The Crisis in Nonprofit Board Governance

2:35 - 3:35 pm

- The Plane! The Plane!: Best Practices in Executive and Director Perquisites
- Unique Challenges of Small-Cap Governance
- The Corporate Secretarial Function at Private Companies
- Hiring and Firing Nonprofit Management

Friday, July 12
10:30 - 11:30 am

- Citizens United: Politics | Wired
- Minutes: The Key Issues Now
- Capital-Raising and Governance: Issues & Opportunities for Emerging Companies
- Text, Lies and Twitter Feed: Disclosure Through Social Media

11:35 am - 12:35 pm

- Who Is Using Big Data to Watch You
- International Corporate Governance from Shareholder Spring to Spill Elections: What's Next?
- Advanced Issues in Board Portal Management
- Pursuing, Paying & Protecting the Public Company Board

1:35 - 2:35 pm

- Shareholder Voting, Shareholder Myths: Portfolio Turnover, Retail Voting, Share Lending, Empty Voting
- Section 16 Primer
- Non-Lawyers in Governance Roles
- The Debate Over Integrated Reporting

2:40 - 3:40 pm

- Shareholder Activism
- Enhancing the Role of the Corporate Secretary
- Shareholder Proposals and the No Action/Exclusion Process 2013
- Conflict Minerals Reporting

Are you planning to attend the final night dinner event at the Museum of Flight? This event is included in the registration fee and is open to registrants of all ages. Yes #___ attending No

Saturday, July 13

Are you planning to attend the closing brunch and address? Yes #___ attending No

12:00 - 1:30 pm

Are you planning to attend a post-conference workshop? If yes, please mark your preference: (You're not obligated to attend the workshop you select. This provides an attendance estimate.)

- Financial Literacy for the Corporate Secretary
- Board Education: A Wide Range of Providers and Possibilities
- Small & Mid-Cap Annual Meeting: From Soup to Nuts

REGISTRATION *fees*

Name _____

Member or Exhibitor Member	If received by June 10, 2013	Single \$1145	Couple \$1395	\$
	If received after June 10, 2013	Single \$1295	Couple \$1545	
Honorary Member	If received by June 10, 2013	Single \$895	Couple \$1145	\$
	If received after June 10, 2013	Single \$1045	Couple \$1295	
Exhibitor Nonmember	If received by June 10, 2013	Single \$1145	Couple \$1395	\$
	If received after June 10, 2013	Single \$1295	Couple \$1545	
Nonmember	If received by June 10, 2013	Single \$1395	Couple \$1645	\$
	If received after June 10, 2013	Single \$1545	Couple \$1795	
Special Offer	Nonmembers are invited to join the Society at a discounted rate: Add \$200 to Nonmember registration for one year membership dues and entrance fee. This offer is not available in conjunction with the Exhibitor Nonmember rate.			\$
Child/guest age 19-21		\$250 each		\$
Additional Guest/Family Member age 22 and older		\$500 each		\$
Special Programs & Tours (spouse tours/programs occur during conference business sessions)				
I/We plan to participate in the 7:00 am Pilates Class	#	Thursday	#	Friday @ no charge
Golf at Harbour Pointe (Saturday, 12:15 pm – 4:30 pm)	#		@ \$150 =	\$
Please add your US PGA Index for each player	#			
Golf club rental, indicate type and quantity	#		@ \$55/each	\$
men/R men/L	women/R		women/L	
Spouse Tour A: Tastes of Pike Place Market (Thursday, 8:30 am – 11:45 am)	#		@ \$30 =	\$
Spouse Tour B: Seattle Icons (Friday, 1:30 pm – 4:30 pm)	#		@ \$30 =	\$
Children's Tour				
Tour C: Seattle Aquarium (Thursday, 10:00 am – 3:00 pm) Age 6 – 12	#		@ \$30 =	\$
REGISTRATION AND PROGRAM FEE TOTAL				\$

CANCELLATION & REFUND POLICY Refunds of any registration fees paid will be at the rate of a full refund less \$100 with written notification (e-mail, fax, mail) received by the Society on or before June 5, 2013, half refund less \$100 on or before June 19, and NO REFUND after June 19.

REGISTRATION QUESTIONS?

Contact Ophelia King, Director of Meeting Administration at 212-681-2009 or oking@governanceprofessionals.org

I enclose a CORPORATE check payable to Society of Corporate Secretaries in the amount of _____ \$

Charge my CORPORATE American Express Visa MasterCard card # _____

expires _____ in the amount of \$ _____ Signature _____

I enclose a PERSONAL check payable to Society of Corporate Secretaries in the amount of _____ \$

Charge my PERSONAL American Express Visa MasterCard card # _____

expires _____ in the amount of \$ _____ Signature _____

If paying by credit card you may email your form to Ophelia King at oking@governanceprofessionals.org.
Please note "2013NC registration form attached" in the subject line.

Please return this entire form with payment to:
Society of Corporate Secretaries and
Governance Professionals
240 West 35th Street, Suite 400
New York NY 10001

You may fax your form to Ophelia King at 212-681-2005.

do not
print
place
scan box
here



GOLF Join your Society colleagues on Saturday afternoon, July 13 for a round of Northwest-style golf at the acclaimed Harbour Pointe Golf Club, located just a drive and a 9-iron from downtown Seattle. Enjoy evergreen-lined fairways and views of the breathtaking Olympic Mountains and Puget Sound on a challenging but very enjoyable layout. The cost to participate is \$150 per person and includes round-trip transportation, greens fees, golf cart and post-round refreshments.

Please visit www.harbourpointegolf.com if you require additional information.

Cancellations for golf must be received in writing on or before Monday, June 10 for a full refund. After that date refunds will be available only if your space can be filled, after all others have been sold.

YOUNGER CHILDREN Children ranging in age from 6 months through 12 years will have their own “agenda” right at the hotel provided by KiddieCorp, bonded and qualified convention childcare experts. The professional staff members of KiddieCorp have once again designed a program especially for the Society. They offer a variety of activities for each age group, including arts and crafts, toys, games and entertainment – including daily outside activities. The Society will subsidize much of the cost of this service to encourage members with children to attend the conference. Snacks will be provided but parents will be responsible for all meal and tour costs. A specially planned tour of the Seattle Aquarium is scheduled for Thursday, July 11 from 10 AM – 3 PM at the cost of \$30 per child. This tour is for children ages 6 – 12 and will include lunch. Space is limited.

A special Childcare Registration form is enclosed for your use. Please be sure to return this form to us by email to oking@governanceprofessionals.org (include subject line: NC2013 Childcare Form) or fax 212-681-2005, or send along with your registration form on or before Friday, June 7, 2013, to guarantee enrollment. Receiving your childcare form on or before June 7, 2013 will also help us determine if we have enough interest to provide the service this year. Childcare registration is limited and will be reserved on a first-come, first-served basis after that date.

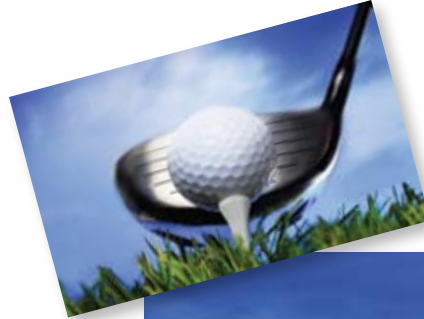
TEENS AT THE NATIONAL CONFERENCE

We look forward to welcoming this year’s teen contingent a Teen Reception on Wednesday night. This year we have planned a fun evening at a nearby arcade for dinner and play. With a wide range of activities to choose from – old school darts to prize games to the latest video games, there is sure to be something for everyone. (Parent/guardian permission required to attend.)

During the conference teens may want to visit one of the many museums or go shopping at the nearby mall or Pike Place. We’ll also have a “Teen Room” set up at the Sheraton so teens will have their own place to meet and hang out. This room will be unsupervised for most of the time and a signed parent permission slip is required.

CONSENT TO USE OF NAME/

REPRESENTATION Registration, attendance or participation in the Society’s National Conference and related activities indicates consent to the Society’s use and distribution (both now and in the future) of the participant’s name, image, audio/video recording, or other electronic reproduction without compensation of any kind.



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