

Updated  
Program

THE CONFERENCE BOARD



The 2009

# Executive Compensation Conference

May 5-6, 2009 The Lodge at Torrey Pines, San Diego

June 10-11, 2009 InterContinental The Barclay, New York City

Everything Directors and Senior Executives Need to Know About Effective Pay Strategies for a Changing World



Network and brainstorm with your peers on how to reward the right people for doing the right things



[www.conference-board.org/execcomp2](http://www.conference-board.org/execcomp2)

Sponsored by:



Accredited by:



With the support of:



Trusted  
Insights for  
Business  
Worldwide



# Executive Compensation Conference

**Tuesday, May 5, 2009 – San Diego**  
**Wednesday, June 10, 2009 – New York**

Registration and Continental Breakfast: 8–9 am

Welcome and Opening Remarks: 9–9:30 am



Yale D. Tauber  
Conference Program Director  
**The Conference Board**

## Fall-out from the Bail-out– Re-examining How to Share Risks and Rewards

**A 9:30–10:45 am**

This panel session will examine compensation strategies for sharing risks and rewards fairly between management and shareholders in a dramatically changing political, economic and corporate governance environment.

- What short-term and long-term incentive approaches help reward management for achieving positive outcomes without insulating them from the consequences of negative outcomes for shareholders?
- Analyzing the enterprise risks management might take to meet performance goals
- Re-evaluating clawback, severance and “golden parachute” policies



Panel Moderators  
Pearl Meyer (*New York*)  
**Steven Hall & Partners, Inc.**



Lawrence G. Robinson (*San Diego*)  
Managing Director  
**Steven Hall & Partners, Inc.**

Panelists  
Barbara Cera (*San Diego*)  
Senior Director, Compensation & Benefits  
**Amlylin Pharmaceuticals, Inc.**

Mary Grace Kristian (*San Diego*)  
Vice President, Human Resources  
**Life Technologies Inc**



Jay D. Wickliff (*San Diego*)  
Vice President, Global Human Resources  
**Gerber Scientific, Inc.**

## How to Align Pay and Performance without Losing the Best and Brightest

**B 11 am–12:15 pm**

In this session, a panel of your peers will discuss their companies’ experiences in addressing such critical issues as:

- Incentive and goal setting—to what results should management be held accountable?
- How to set meaningful goals in a rapidly changing business environment
- Dealing with business success that may not translate into stock price appreciation
- Retentive value—what is it and how much is enough?
- Which retention hooks can work when bonuses disappear and equity sinks?
- How can those who have been amply rewarded already be retained and motivated?
- Compensation differentiation at the top—an oxymoron?

Panel Moderator  
Robert J. Centonze (*New York*)  
Director, Global Compensation & International Programs  
**Campbell Soup Company**



Panelists  
Michele A. Carlin (*New York*)  
Corporate Vice President, Global Rewards and Shared Services  
**Motorola, Inc.**



One small step in the right direction:

Consider this, by going paperless on site at our conferences and seminars, in one year The Conference Board will save almost 2 million sheets of paper, preserving hundreds of trees annually.

It’s a start...

Robin Colman (*San Diego*)  
 Vice President, Compensation, Benefits &  
 HR Operations  
**eBay**



James F. Coppens (*San Diego*)  
 Divisional Vice President, Compensation  
**Abbott Laboratories**



Mary Beth DeNooyer (*New York*)  
 Vice President, Compensation and  
 Total Rewards  
**The Pepsi Bottling Group, Inc.**



Harriet K. Harty (*New York*)  
 Assistant Vice President, Human Resources  
 Executive Strategy & Workforce Management  
**Allstate Insurance Company**



David G. Kristoff (*New York*)  
 Director, Executive Compensation  
**Sun Microsystems, Inc.**



Ron T. Miller  
 Corporate Vice President - Global Rewards  
**Applied Materials**



William T. Tompkins  
 Senior Vice President, Total Rewards &  
 HR Operations  
**The Gap, Inc.**



Brit Wittman (*San Diego*)  
 Director, Executive Compensation and  
 Corporate Design  
**Intel Corporation**

**Luncheon Session: The View from the Outside  
 Looking In—Learnings from Recent Proxy Disclosures**

**C 12:15–2 pm**

During the luncheon session, you will have the opportunity to sit at tables with your peers. There will be separate tables for companies in similar industries, for privately held companies and for directors. The discussion is sure to add to your learnings from the conference, and you will make valuable new contacts.

You will also hear analyses of what can be learned from a selection of specific recent proxy disclosures about such currently “hot” issues as enterprise risk

analyses, clawback policies, justifications for severance, “golden parachutes,” deferred compensation, SERPs, perquisites and other benefits, compensation deductibility and use of independent advisers.



David Chun  
 Chief Executive Officer  
**Equilar**



Patrick S. McGurn  
 Special Counsel  
**Risk Metrics Group**  
**ISS Governance Services**

Choose D1 or D2 2–3:15 pm

**Retention Strategies for Turbulent Times**

**D1 2–3:15 pm**

Falling share prices create challenges in designing equity compensation plans to function as long-term retention vehicles. In this session, a panel of your peers will present a range of alternatives their companies considered to improve the effectiveness of their plans in the current financial environment—option exchange programs, supplemental stock or cash plans, as well making no immediate changes.

- Evaluating the pros and cons of various alternatives
- Understanding the expense impact of plan revisions
- Considerations for securing board and investor approval to enact plan changes
- Navigating the necessary internal communications

Panel Moderator

Mathew Roberts (*San Diego*)

Vice President, Financial Reporting and  
 Client Analysis  
 Stock Plan Services

**Fidelity Investments**



Panelists

Renee Sheetz Davies (*San Diego*)

Director, Global Compensation  
**ResMed, Inc.**

Noelle Gumm (*New York*)

Vice President, Compensation & Benefits  
**NCR Corporation**

Salomon Mizrahi (*San Diego*)

Senior Vice President, Total Compensation  
 and Benefits

**First Horizon National Corporation**



# Executive Compensation Conference

Michael Namie  
Senior Compensation Consultant,  
Global Equity  
**Intel Corporation**

Billy Vitense *(New York)*  
Director, Stock & Total Pay  
**Starbucks Coffee Company**

## Attracting, Selecting and Protecting Directors

D2 2–3:15 pm

The current economic crisis has further decreased the number of CEOs and other senior executives willing and able to serve on other companies' boards. In this session, a panel of directors and board advisers will address key questions arising from this critical situation.

- How should we think about future board composition?
- What is happening in director compensation today?
- Should directors be worried about D&O insurance in this financial crisis? What are the safe havens?



Panel Moderators  
Roger M. Kenny *(New York)*  
President  
**Boardroom Consultants**

Larry G Stambaugh *(San Diego)*  
Chairman, President and CEO  
**Cryoport**  
Chairman  
**Ridge Diagnostics**

Panelists  
T. Rosie Albright *(New York)*  
Compensation Committee Member  
**Church & Dwight Co., Inc.** and  
**United Illuminating Holdings Corporation**



Janet M. Clarke *(New York)*  
Compensation Committee Chair  
**ExpressJet Holdings, Inc.** and  
**Asbury Automotive Group.**

Bonnie G. Hill *(New York)*  
Compensation Committee Chair  
**Home Depot**  
Director



**AK Steel Holding Corp., California Water Service Group, Taco Bell and Yum Brands**



Cynthia T. Jamison *(New York)*  
Audit Committee Chair  
**B&G Foods and Tractor Supply Company**



Richard H. Koppes *(San Diego)*  
Of Counsel  
**Jones Day**



Patrick S. McGurn  
Special Counsel  
**RiskMetrics Group,**  
**ISS Governance Services**

## Navigating a Brand New Turning Point in Share-Based Award Design

E 3:45–5 pm

In this session, your peers will discuss how their companies are re-thinking the role of share-based awards in the face of a business downturn and new cost-containment imperatives.

- Are share-based awards an appropriate and economically efficient way to incent executives?
- Do whole share awards provide the best possible alignment between management and shareholders, or will stock options stage a comeback?
- Are stock-settled SARs and performance-based options better alternatives?
- Which types of share-based awards have the most favorable tax treatment?



Panel Moderator  
James F. Reda  
Managing Director  
**James F. Reda & Associates, LLC**

Panelists  
Diana De Walt *(San Diego)*  
Senior Vice President, Human Resources  
**Gen-Probe Inc.**

John W. Gates *(New York)*  
Vice President, Compensation  
**Time Warner, Inc.**

Jim Grenier *(San Diego)*  
Vice President, HR/Rewards and Workforce Solutions  
**Intuit, Inc.**



Miles W. Meyer *(New York)*  
Vice President, International and HR Operations  
**Kellogg Company**



Steven A. Nord *(New York)*  
Global Compensation Leader  
**United Parcel Service, Inc**

Networking Cocktail Reception: 5–6 pm

Hosted by: **Fidelity**  
INVESTMENTS

**Wednesday, May 6, 2009 – San Diego**

**Thursday, June 11, 2009 – New York**

Roundtable Breakfast Session F 8–9 am

**What’s on Your Mind?**

During this session, you will have the opportunity to sit at professionally facilitated discussion tables to brainstorm over breakfast on the topic of your choice, selected based upon an attendee poll on the first day of the conference.

**Welcome Back**

G 9–9:15 am



Yale D. Tauber  
Conference Program Director  
**The Conference Board**

**What Every Employer Should Know About Using Company Stock to Pay Their Global Workforce**

H 9:15–10:15 am

In the past, global grant practices reflected a philosophy that executives throughout the world were part of one team. Today, many firms are altering grant practices to better align with local competitive requirements and customs. In this session, a panel of representatives from global companies will draw from real life experiences and share information that will help you make informed decisions when faced with complex, and sometimes impossible challenges in operating equity plans globally.

- Plan design and grant practices
- Employee education and change management
- Monitoring regulatory changes
- Compliance challenges
- Global plan administration



Panel Moderator  
Carl J. Stegman *(New York)*  
Vice President, Product Development  
Stock Plan Services  
**Fidelity Investments**



Jewon Wee *(San Diego)*  
Managing Director  
**Independent Stock, Plan Advisors, LLC**



Panelists  
Lisa A. Cummings  
Senior Director, International Compensation  
**Wal-Mart Stores, Inc.**



David G. Kristoff *(New York)*  
Director, Executive Compensation  
**Sun Microsystems, Inc.**

Raul Fajardo *(San Diego)*  
Manager, Stock Plan Administration  
**Qualcomm Inc.**

Thaddeus Shepherd  
Vice President, Executive Compensation  
**Marriott International, Inc**

**The Most Pressing Shareholder Relations and Governance Issues**

I 10:30–11:30 am

This inter-active session will give you a chance to brainstorm with your peers on such issues as:

- Succession planning to avoid the necessity of recruiting packages that can end up paying for failure
- When is severance appropriate and what are its limits?
- What should directors do to prepare for contentious annual meetings and shareholder proposals?
- How management and key directors can communicate effectively with shareholders to avoid harsh reactions to disclosures and media coverage
- Is zero tolerance or better disclosure the best fix for adviser conflicts?
- When the Compensation Committee engages an independent adviser, who assists management?



Panel Moderator  
Jill Kanin-Lovers *(New York)*  
Compensation Committees  
**Dot Foods, Inc., Heidrick & Struggles International, Inc., First Advantage Corporation and Bearing Point**

# Executive Compensation Conference

## Panelists



Paul R. Charron (*New York*)  
Compensation Committee Chair  
**Campbell Soup Company**  
Retired Chairman  
**Liz Claiborne Inc.**



Richard Ferlauto (*San Diego*)  
Director, Corporate Governance &  
Pension Investment  
**American Federation of Federal, State,  
County and Municipal Employees**



Paul Hodgson (*New York*)  
Senior Research Associate, Executive and  
Director Compensation  
**The Corporate Library**

Ric Marshall (*San Diego*)  
Chief Analyst  
**The Corporate Library**



Michael McCauley (*New York*)  
Senior Corporate Governance Officer  
**Florida State Board of Administration**



Patrick S. McGurn  
Special Counsel  
**RiskMetrics Group,  
ISS Governance Services**



John C. Wilcox (*New York*)  
Former Senior Vice President and  
Head of Corporate Governance  
**TIAA-CREF**

## How Effective Are Your Equity Compensation Programs?

J 11:45 am–12:30 pm

This wrap-up session highlights findings from recent research surveys of participants in stock option, restricted stock and stock purchase plans across more than 100 companies. The survey results provide meaningful insights into participants' attitudes and behaviors toward their plans, including:

- How well do participants understand their equity compensation?
- The perceived value of these plans and the impact they have on participant loyalty
- Participant actions and decisions in managing their equity compensation plans
- Targeted strategies and tactics to improve participant engagement



Alexa Plenge (*New York*)  
Vice President, Stock Plan Services  
**Fidelity Investments**

Sheila O'Sullivan (*San Diego*)  
Vice President, Plan Sponsor Marketing  
Stock Plan Services  
**Fidelity Investments**

Conference Adjourns: 12:30 pm

## Post-Conference Peer-to-Peer Networking Golf Outing

May 6, 2009

1:30–6 pm

Torrey Pines, San Diego, California

Year after year, attendees tell us that they find tremendous value in networking with their peers at The Executive Compensation Conference. This year, you'll have the opportunity to extend peer-to-peer networking and continue dialogue sparked at the conference over a game of golf.

We'll need 16 participants registered by April 20, 2009 to hold the activity. The cost is \$250 per person and includes lunch.

To register, email [tereza.todorova@conference-board.org](mailto:tereza.todorova@conference-board.org) or call Tereza at 212-339-0261.

### Advisory Board

Patricia Abrego-Santucci  
**OfficeMax Incorporated**

Robert J. Centonze  
**Campbell Soup Company**

James F. Coppens  
**Abbott Laboratories**

Mary Beth DeNooyer  
**The Pepsi Bottling Group, Inc.**

Melanie Filas  
**Anheuser-Busch Companies, Inc.**

Paul J. Gaeto  
**Caterpillar, Inc.**

Harriet K Harty  
**Allstate Insurance Co.**

Ed Johnson  
**Smith Micro Software**

David G. Kristoff  
**Sun Microsystems, Inc.**

Celia Mendelsohn  
**The McGraw-Hill Companies, Inc.**

Miles W. Meyer  
**Kellogg Company**

Ron T. Miller  
**Applied Materials**

Margaret Nelson  
**Merrill Lynch & Co., Inc.**

Jody Oates  
**Johnson Controls, Inc.**

Janet Smith  
**FedEx Corporation**

Anne Szostak  
**Spherion Corporation, Tupperware Brands Corp,  
ChoicePoint Corp.**

Douglas J. Van Tornhout  
**Purdue Pharma, LP**

Dathan Voelter  
**Freescale Semiconductor, Inc.**

Jay D. Wickliff  
**Gerber Scientific, Inc.**

Brit Wittman  
**Intel Corporation**

# To Register

**Online** www.conference-board.org/execcomp2

**Fax** 212 836 9740

**Phone** 212 339 0345 8:30 am to 6 pm ET Mon-Fri

**Mail** The Conference Board  
PO Box 4026, Church Street Station  
New York, NY 10261-4026

## 1 Select Concurrent Sessions and Pricing

### Conference

May 5-6, 2009

The Lodge at Torrey Pines, San Diego, CA (999009-2)

### Post-Conference Golf Outing

To register, email: Tereza.Todorova@conference-board.org

### Conference

June 10-11, 2009

InterContinental The Barclay New York, New York, NY (914009-2)

Choose your preferred Concurrent Session

D1 or  D2 choose one

### Conference

Conference Board Associates . . . . . \$2,195

Non-Associates . . . . . \$2,495

### Post-Conference Golf Outing (San Diego Only)

\$250 including lunch

Contact Tereza.Todorova@conference-board.org to register for the golf outing only.

To register for the conference, contact customer service.

## 2 Payment

Check payable to The Conference Board for \$ \_\_\_\_\_ .

**Charge to my:**  American Express  Discover  MasterCard  Visa

Acct. No. \_\_\_\_\_ Exp. Date \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

## 3 Agenda Code

Please provide agenda code from mail panel.

## 4 Please print or attach a business card; for additional registrants, duplicate this form.

Name \_\_\_\_\_ Title \_\_\_\_\_

Department \_\_\_\_\_ Company \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone ( ) \_\_\_\_\_ Fax ( ) \_\_\_\_\_ E-mail \_\_\_\_\_

### Cancellation Policy

Full refund until three weeks before the meeting. \$500 administration fee up to two weeks before the meeting. No refund after two weeks before the meeting. Confirmed registrants who fail to attend and do not cancel prior to the meeting will be charged the entire registration fee.

### Team Discounts per person

For a team of three or more registering from the same company at the same time, take \$200 off each person's registration.

### Hotel Accommodations

Fees do not include hotel accommodations. For reservations, contact the hotel directly no later than the cut-off date and mention The Conference Board Executive Compensation Conference.

### San Diego

The Lodge at Torrey Pines  
11480 North Torrey Pines Road  
La Jolla, CA 92037  
Tel: 858 777 6700

Hotel Reservations Cut-off Date:  
Monday, April 13, 2009

### New York

InterContinental The Barclay New York  
111 East 48th Street  
New York, NY 10017  
Tel: 212 755 5900

Hotel Reservations Cut-off Date:  
Tuesday, May 19, 2009

### Unconditional Guarantee

For over 90 years, The Conference Board has been providing senior executives worldwide with opportunities to share practical business experience. If for any reason you are not satisfied with this conference, please let us know. We will immediately credit your attendance to another conference of your choice, or, if you prefer, promptly refund 100% of your registration fee.



**Network and brainstorm with your peers as they re-think such executive pay issues as:**

- Re-examining risk and reward sharing between management and shareholders
- Aligning pay and performance without losing the best and brightest
- Re-thinking the role and design of share-based awards
- Retention strategies for turbulent times
- Attracting, selecting and protecting directors
- How to succeed at good shareholder relations and governance
- Effective operation of global equity plans
- Learnings from recent proxy disclosures



[www.conference-board.org/execcomp2](http://www.conference-board.org/execcomp2)

Conference  
May 5-6, 2009 The Lodge at Torrey Pines, San Diego  
June 10-11, 2009 InterContinental The Barclay, New York City



Everything Directors and Senior Executives Need to Know About Effective Pay Strategies for a Changing World

**The 2009 Executive Compensation Conference**



**THE CONFERENCE BOARD**