



# FT-ODX

## Outstanding Directors Exchange

**NOVEMBER 13 - 14, 2018**  
The Metropolitan Club, New York

Partners

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**AlixPartners**

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**GLADSTONE PLACE  
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Supporting Publication

**AGENDA**

## DAY 1

### TUESDAY, NOVEMBER 13, 2018

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#### 11:30am Registration and Buffet Lunch

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*Presidents Foyer, Third Floor*

#### 12:00pm Welcome

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*Presidents Ballroom, Third Floor*

**Heather Wolf**, ODX Program Director, *Financial Times Live*

#### 12:10pm FT Swamp Notes “Live”

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Prominent FT journalists will exchange opinions on the top economic and political issues of the day, including the results of the prior week's midterm elections, and what they are likely to mean for corporate America. They are hungry for your questions and views, as well.

**Andrew Edgecliffe-Johnson**, US Business Editor, *Financial Times*

**Rana Foroohar**, Global Business Columnist and Associate Editor,  
*Financial Times*

#### 12:50pm Proxy Season 2018 Recap

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Exchange your experiences and views on top boardroom issues, such as macro-economic and political concerns, succession planning and disclosure decisions, and how to engage with proxy advisors and investors. Experts will add their insights throughout the tabletop session.

**Ed Batts**, Partner, *Orrick*

#### 1:40pm Networking Break

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**2:00pm    The Board's Critical Role in a Frothy M&A Market**

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With slim margins between success and failure, directors should not back away from their responsibility to take a long-term view of a deal's potential value. Experienced panelists share their approaches to evaluating assumptions, risks, potential competitive advantage and the company's ability to execute.

**Chuck Davis**, Founder and CEO, *Stone Point Capital*

Chairman: *The Hershey Company*

Director: *Axis Capital, Progressive*

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**Jon Foster**, Managing Director, *Current Capital Partners*

Director: *Berry Plastics, Five Point Holdings, Lear, Masonite*

**David Garfield**, Managing Director, *AlixPartners*

**MODERATOR: Sujeet Indap**, US Lex Editor, *Financial Times*

**2:50pm    A View From the Chair: Stockholder vs. Stakeholder Primacy**

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After decades of focus on maximizing shareholder value, boards are increasingly considering the interests of other stakeholders, such as employees, suppliers, customers and communities. Where is this leading and are corporations actually tying CSR to strategy?

**Dave Dorman**, Chairman, *CVS Health*

Director: *Dell Technologies, PayPal Holdings*

**Outstanding Director 2012**

**Tony Guzzi**, Chairman and CEO, *Emcor Group*

Director: *Hubbell*

**Heidi Miller**, Chairman, *HSBC North America*

Director: *First Data, General Mills, HSBC Holdings*

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**MODERATOR: Rana Foroohar**, Global Business Columnist and Associate Editor, *Financial Times*

**3:40pm Board Level Oversight of Workforce Transformation**

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The future of work, including the challenge of re-skilling vast numbers of current employees, is fast approaching as AI and other technologies become reliable and scalable. Learn how companies have tackled large-scale human-machine collaboration projects, and how the board got involved from planning stages through successful execution.

**Tim Bernlohr**, Founder and Managing Member, *TJB Management Consulting*  
Chairman: *Skyline Champion*

Director: *Atlas Air Worldwide Holdings, International Seaways, WestRock*

**Marge Magnier**, Partner, *Brysam Global Partners*

Retired Chairman: *Tegna*

Director: *Accenture, Ally Financial*

**MODERATOR: Eva Sage-Gavin**, Senior Managing Director, *Accenture*

**4:30pm Champagne Roundtables**

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**(1) What Boards Need to Know About The Human Side of Cybersecurity**

**Kelly Bissell**, Global Managing Director, *Accenture Security*

*Governors Room, Second Floor*

**(2) Never Let a Good Crisis Go to Waste – How to Capitalize on Activist Involvement**

**David Garfield**, Managing Director, *AlixPartners*

*James Room, Second Floor*

**(3) The New Wave of Employment Claims: #Metoo, Gender Pay Equity and Post-employment Restrictions**

**Mike Delikat**, Partner, *Orrick*

*James Room, Second Floor*

**(4) Overcoming Barriers to Robust CEO Succession Planning**

**Justus O'Brien**, Managing Director, *Russell Reynolds*

*Library, Second Floor*

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## 5:45pm Cocktail Reception

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*Presidents Foyer, Third Floor*

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## 6:30pm Outstanding Directors Awards Dinner

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*Presidents Ballroom, Third Floor*

Please join us as we congratulate the class of 2018 Outstanding Directors:  
**Chuck Davis, John Luke, Heidi Miller and Dick Swift.**

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## 9:00pm End of Day 1

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## DAY 2

## WEDNESDAY, NOVEMBER 14, 2018

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## 7:30am Buffet Breakfast

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*Presidents Foyer, Third Floor*

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## 8:00am Board Accountability for CEO Succession

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It is critical boards take ownership for having the right strategy, the right CEO to execute it, and a succession process that covers both emergencies and planned transitions. Hear what is most important to key constituents, including the sitting CEO, the talent bench, the board's independent leader and institutional investors.

**John Luke**, Chairman, *WestRock*

Director: *BNY Mellon (until June 2018), Dominion Midstream Partners, FM Global, Timken*

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**Mylle Mangum**, Chairman and CEO, *IBT Holdings*

Chairman: *Express*

Director: *Barnes Group, Haverty Furniture, PRGX Global*

**MODERATOR: Dean Stamoulis**, Managing Director, *Russell Reynolds*

## 9:10am Concurrent Breakout Sessions

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### (1) Self Evaluations: Can a Board Really Be Its Own Activist?

*Morgan, Third Floor*

Term and age limits aren't needed if directors join and leave boards according to the skill sets and combinations needed in a given period. But how?

**Rhonda Brauer**, Director of Corporate Engagement, *Office of NY City Comptroller*

**Erin Lantz**, VP and GM Mortgages, *Zillow Group*  
Director: *TrueCar*

**MODERATOR: Sujeet Indap**, US Lex Editor, *Financial Times*

### (2) Serving on International Boards

*James Room, Second Floor*

Americans are increasingly being asked to join foreign boards, which can be interesting, mind-broadening and rewarding when expectations are aligned. Hear how to make sure they are.

**Rose Crane**, Retired CEO, *Mela Sciences*  
Director: *Catalent, Edge Therapeutics, Teva Pharmaceuticals, Zealand Pharma*

**Linda Lorimer**, Retired VP, Global and Strategic Initiatives, *Yale University*  
Director: *Pearson*  
Former Presiding Director: *McGraw-Hill*

**MODERATOR: Heather Wolf**, ODX Program Director, *Financial Times Live*

## 10:10am Networking Break

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**10:30am Concurrent Breakout Sessions**

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**1. Issues Facing Comp Committees as They Finalize 2019 Plans**

*Morgan, Third Floor*

Compensation risks and complexities show no signs of abating. Hear about critical regulatory trends, the first year of compulsory pay ratio reporting, and how companies are handling pay equity issues.

**Duncan Hennes**, Co-founder and Managing Member, *Atrevida Group*  
Director: *Citigroup, Renaissancere*

**Dan Ryterband**, CEO, *FW Cook*

**Phoebe Wood**, Former Vice Chair and CFO, *Brown-Forman*  
Director: *Invesco, Leggett & Platt, Pioneer Natural Resources, PPL*

**MODERATOR: Melissa Anderson**, Managing Editor, *Agenda, a Financial Times company*

**2. Crisis Planning and Execution at Its Best**

*James Room, Second Floor*

High stakes events such as large-scale M&A, activist attacks and all manner of crisis require fast and effective mobilization of many parties, including the board. Learn from those who have been on the firing line about the best and the worst moves they made.

**Bob Bostrom**, SVP and Special Counsel, *Abercrombie & Fitch*

**Steve Lipin**, CEO, *Gladstone Place Partners*

**Sally Susman**, EVP, *Corporate Affairs*, Pfizer  
Director: *WPP*

**MODERATOR: Sujeet Indap**, US Lex Editor, *Financial Times*

## 11:40am Who's Remaking Your Board?

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*Presidents Ballroom, Third Floor*

Board “refreshment” is happening in many forms across corporate America, from planned and orderly to abrupt and barely contested. Hear how historic levels of shareholder activism, the burgeoning role of passive investors, and your boards’ actions are redefining investors relations before our eyes.

**Bill Anderson**, Senior Managing Director, *Evercore*

**Gaby Sulzberger**, General Partner, *Rustic Canyon/Fontis Partners*  
Director: *Brixmor Property Group*

**Dick Swift**, Retired Chairman and CEO, *Foster Wheeler*  
Director: *CVS Health, Hubbell, Ingersoll-Rand, Kaman, PSEG*  
**Outstanding Director 2018**

**MODERATOR: Heather Wolf**, ODX Program Director, *Financial Times Live*

## 12:30pm Closing Remarks

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