

The Private Company Governance Summit 2015

May 13-15, 2015 • Grand Hyatt, Washington, D.C.

THE ONLY NATIONAL GOVERNANCE CONFERENCE FOCUSED EXCLUSIVELY ON PRIVATELY OWNED COMPANIES

What Attendees Say About The Private Company Governance Summit

"Excellent conference—the best! Quality and valuable content, excellent networking. Everyone was engaged and engaging."

"Top notch. Organized, great content, well managed."

"A unique place to get a lot of good information and be exposed to new ideas. I left inspired and curious about bringing some ideas back to our board."

"Outstanding value for time invested. Fantastic speakers, so well qualified. I'm so impressed that these experts are willing to share and give back, and pay it forward."

"It is a wonderful buffet of ideas. Some fit, some don't, but the ones that fit are gems."

"Excellent conference—one of the best I've attended. Great speakers, topics and breakout sessions."

"What a great conference! I enjoyed meeting people from varied industries and geographies."

"I came away with more than I expected—the amount of information was dense and there were no wasted presentations."

"The Summit did a nice job of discussing the major issues involved in private company governance. The speakers were obvious subject experts."

"The conference far exceeded expectations with quality content, speakers and attendees."

PRODUCED BY

**PRIVATE COMPANY
DIRECTOR**
THE MAGAZINE FOR PRIVATE COMPANY GOVERNANCE

Directors&Boards FamilyBusiness

Join private and family company owners, shareholders, directors, advisory board members and experts for "one of the best conferences I have ever attended. Contacts, networking and resources, all here in a day and a half."*

**PCGS 2014 attendee*

- All speakers are serving directors and owners of privately-held companies, sharing real-world insights, ideas and lessons learned
- Discussions and topics for family-owned, closely-held and private-equity owned companies
- Intimate environment for networking and benchmarking
- Collaborative discussion sessions on important private company governance issues
- Maximum value for time and money

Session topics include:

- How private and family CEOs work with their boards
- The private board's role in company strategy
- Refreshing the board
- Onboarding the new director
- Private company governance in the real world
- Case studies and solutions for difficult board situations
- Special Pre-Conference Session—Private and Family Company Governance Basic

Facilitated peer discussions on:

- Board evaluations
- CEO mentoring and evaluation
- Role of the chairman/lead director
- Starting a board
- Increasing shareholder communications and satisfaction
- Director liability
- Private board committees

CONFERENCE PROGRAM

Wednesday May 13, 2015

3-8 pm Registration Open

4:00-5:15 pm PRECONFERENCE SESSION

Private and Family Company Governance Basics

This session will provide nuts-and-bolts information on how a board can help a private company to grow and thrive. Panelists will offer insights on determining whether a fiduciary or advisory board is right for you, the optimal number of board members, director recruitment, board composition and managing concerns about director liability.

Moderator: Steve McClure, Principal Consultant, The Family Business Consulting Group

Speakers: Darcy Howe, Director, Heatron, Advisory Board Member, The Bama Companies; Jim McHugh, Director, Southworth International Group Inc. and Kennebec Technologies Inc.; Dennis Cagan, Director, Copper Mobile, Acorn Technologies, Truston, HeartStories, Inc., New Law Technology, Inc.

6:00-7:15 pm How Private and Family Company CEOs Work With Their Boards

What do private and family company CEOs expect from their boards, and how can the board help a CEO lead his or her company most effectively? Sitting private company CEOs will discuss their working relationships with their boards and how their boards have been a guiding force for providing discipline, accountability, strategic guidance and expertise.

Moderator: F. Douglas Raymond III, Partner, Drinker Biddle & Reath LLP

Speakers: Julia H. Klein, Chairwoman and CEO, C.H. Briggs Co.; Paul Bartelt, President and CEO, The Vollrath Company; Keith E. Williams, President, Underwriters Laboratories Inc.; Secretary-Treasurer, U.S.-China Business Council; Director, National Fire Protection Association

7:15-9 pm Networking reception and buffet dinner

Thursday May 14, 2015

7:30 am Registration Open

7:30-8:30 am Breakfast

8:30-8:45 am CONFERENCE INTRODUCTION

Growth, Technology and Risk: 2015 Issues and Opportunities for Private Companies

Speaker: Roger Nanney, Vice Chairman, Deloitte LLP

8:45-9:15 am Keynote Interview

Jim Kristie interviews John "Jack" Brennan, chairman emeritus, Vanguard; Director, General Electric Company, Guardian Life Insurance Company of America, LPL Financial Holdings, Inc.

9:15-9:30 am Networking Break

9:30-10:45 am Strategy and the Private and Family Company Board

What the board needs to know in order to help formulate and drive a private company's strategy. How a board sets strategy. Company strategy is perhaps the key role a private company board plays. Does that

board set strategy or oversee the company strategic plans? What's the right balance? And how does a board's role evolve as a company strategy is pursued over time?

Speakers: Meghan Juday, Director and Family Council Chair, IDEAL Industries; B. Joseph White, President Emeritus, University of Illinois and Director, Gordon Food Service; Howard Brod Brownstein, President, Brownstein Corporation; Director, P&F Industries

10:45-11:00 am Break

11:00-12:15 pm Refreshing the Board

Competitive circumstances change—but board membership often doesn't. As the shifting marketplace, new technologies and globalization create new demands on management and the CEO, how can a private company ensure that its board is composed of engaged members who have the expertise and energy the company needs currently and in the future? How can the board balance new perspectives with the institutional memory and valuable insights of long-serving directors? How can a board prevent groupthink? Panelists will discuss age and term limits, board evaluations, finding new talent and new skills, and tactfully asking ineffective directors to leave.

Moderator: John Wood, Vice Chairman, Heidrick & Struggles

Speakers: Steven R. Walker, General Counsel, Secretary, and Director of Board Advisory Services, National Association of Corporate Directors; Gerry Czarnecki, Director, State Farm Insurance, MAM Software Group, Inc.; Challis Lowe, Director, Seaway Bank & Trust

12:15-12:30 pm Break

12:30-1:45 pm Lunch and Keynote Address

Speaker: Seth Goldman, President & CEO, Honest Tea

1:45-2 pm Break

2-3:30 pm Breakout Sessions

(45 minute sessions, repeated once. Attendees may select two sessions to attend).

- CEO mentoring/evaluation—Anthony W. Schweiger, CEO & Managing Principal, The Tomorrow Group, LLC, Director, Marketcore
- Board evaluations—Edward J. Smith, President, Barnegat Bay Capital, Inc. and Robert Rosone, Director, Deloitte LLP
- Private board committees—Margaret Pederson, President, Amirexx, Director, Viad, Xamax Industries and TextureMedia and Maureen Bujno, Deloitte
- Role of the chairman/lead director—Stanley W. Silverman, Director, Drummond Scientific, Femco Holdings, LLC, Exocor, Inc.
- Starting a board—Dennis Cagan, Director, Copper Mobile, Acorn Technologies, Truston, HeartStories, Tavros Technology
- Increasing shareholder communications and satisfaction—Deborah Hicks Midanek, CEO & Chairman, Solon Group, Inc., Advisory Board Member, The Biltmore Company, Independent Director Representative, Richcourt Funds and Mike Ronson, Deloitte

- Director liability—Allan Grafman, President, All Media Ventures, Chairman, Majesco Entertainment, Director, Live Technology, Big Tent, Pixfusion and Jennifer Riley, Chubb

3:30-3:45 pm Networking Break

3:45-5:00 pm Onboarding the New Director

In bygone days, a new director would serve for at least a year before being expected to contribute in a meaningful way. But today's competitive environment puts pressure on private companies to appoint board members who can hit the ground running. This session will focus on best practices for new director orientation. What kinds of documents and training sessions should be provided to bring the new director up to speed? What is the role of the board chair, the lead director, the CEO and key managers in this process? And what can reasonably be expected of new directors?

Moderator: Jeffrey Powell, Executive Vice President, Sales, Diligent Board Member Services Inc.

Speakers: Bernard H. Tenenbaum, Advisory Board Member, Diesco, Woldenberg Group; Nina Henderson, Director, CNO Financial Group, Regus plc, Walter Energy; Janet Morrison Clarke, Director, Cox Enterprises, Forbes Media Holdings

6:00-9:00 pm Group Dinner

Old Ebbitt Grill, a Washington, DC landmark. Cocktails on the observation deck, with panoramic views of the White House, Washington Monument, Lincoln Memorial, National Cathedral and the Potomac River.

Friday May 15, 2015

7:30-8:30 am Breakfast

8:30-9:15 am Keynote Address

Speaker: Lansing Crane, Chairman Canal Insurance Company, SOG Specialty Knives & Tools and Wells' Enterprises; Former Chairman and CEO, Crane & Co. Inc.

9:15-10:00 am Table Discussions

Working to a case study, conference attendees will work in small groups to discuss potential solutions.

10:00-10:15 am Networking Break

10:15-11:15 am Private Company Governance in the Real World

This session will focus on boardroom challenges—when theory meets reality. How can a board manage dissident shareholders, a rogue director or a difficult CEO? What happens when an ownership group won't heed the board's recommendations, or when a faction of the board members favors advice that's off-target? Panelists will share their war stories and offer advice. There will be time for hardball questions from the audience.

Moderator: Jennifer M. Riley, Vice President and Global Private Commercial Specialty Manager, Chubb Group of Insurance Companies

Speakers: Edward D. Horowitz, Co-Founder and Board Member, U.S. Space LLC; George Isaac III, Director, Findley-Davies, The Isaac Group; Cynthia Watts, Director, Furst-McNess Company

Conference Close

CONFIRMED SPEAKERS



John J. "Jack" Brennan
Chairman Emeritus, Vanguard Group; Director, General Electric Company, Guardian Life Insurance Company of America, LPL Financial Holdings, Inc.



Lansing Crane
Chairman, Canal Insurance Company, SOG Specialty Knives & Tools and Wells' Enterprises; Former Chairman and CEO, Crane & Co., Inc.



Julia H. Klein
Chairwoman and CEO, C.H. Briggs Co.



Deborah Hicks Midanek
CEO & Chairman, Solon Group, Inc., Advisory Board Member, The Biltmore Company, Independent Director Representative, Richcourt Funds



Meaghan Juday
Director and Family Council Chair, IDEAL Industries



Gerry Czarnecki
Director, State Farm Insurance, MAM Software Group, Inc.



Darcy A. Howe
Director, Heatron; Advisory Board Member, The Bama Companies



George Isaac III
Director, Findley-Davies, The Isaac Group



D. Roger Nanney
Vice Chairman, Deloitte LLP



Edward D. Horowitz
Co-Founder and Board Member, U.S. Space LLC



Jim McHugh
Director, Southworth International Group Inc. and Kennebec Technologies Inc.



Cynthia Watts
Director, Furst-McNess Company



B. Joseph White
President Emeritus, University of Illinois; Director, Gordon Food Service



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Director, Copper Mobile, Acorn Technologies, Truston, HeartStories, Tavros Technology



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Director, Seaway Bank & Trust



Paul Bartelt
CEO and President, The Vollrath Company



Anthony W. Schweiger
CEO & Managing Principal, The Tomorrow Group, LLC, Director, Marketcore



Steve McClure
Principal Consultant, The Family Business Consulting Group



Nina Henderson
Director, CNO Financial Inc., Regus PLC, Walter Energy Inc.



Janet Morrison Clarke
Director, Cox Enterprises, Forbes Media Holdings



Seth Goldman
President & CEO, Honest Tea



Jennifer M. Riley
Vice President and Global Private Commercial Specialty Manager, Chubb Group of Insurance Companies



Howard Brod Brownstein
President, Brownstein Corporation; Director, P&F Industries, LMG2



Stanley W. Silverman
Director, Drummond Scientific, Femco Holdings, LLC, Exocor, Inc.



Allan Grafman
CEO of All Media Ventures, Advisor at Mercury Capital, Director Big Tent



Robert Rosone
Director, Deloitte LLP



Edward J. Smith
President, Barnegat Bay Capital, Inc.



Jeffry Powell
Executive Vice President, Sales, Diligent Board Member Services Inc.



Keith E. Williams
President, Underwriters Laboratories, Inc.; Secretary-Treasurer, US-China Business Council; Director, National Fire Protection Association



F. Douglas Raymond III
Partner, Drinker Biddle & Reath LLP



Steven R. Walker
General Counsel, Secretary, and Director of Board Advisory Services, National Association of Corporate Directors



Margaret Pederson
President, Amirexx, Director, Viad, Xamax Industries and TextureMedia



John Wood
Vice Chairman, Heidrick & Struggles



Maureen Bujno
Director, Deloitte LLP's Center for Corporate Governance

REGISTRATION INFORMATION

Early registration rates (Before March 30, 2015)

Private company owners, shareholders, managers and investors, and public and private company board members:

\$1,525 First attendee

\$1,100 Additional attendees from the same company/board

Past attendees of the Private Company Governance Summit or the Transitions Conferences qualify for an additional discount on their registration fees:

\$1,375 First Attendee

\$1,000 Additional attendees from the same company/board

All other attendees: advisers, consultants, others allied to the field:

\$2,250 Each attendee

Standard registration rates (After March 30, 2015)

Private company owners, shareholders, managers and investors, and public and private company board members:

\$1,795 First attendee

\$1,295 Additional attendees from the same company/board

Past attendees of the Private Company Governance Summit or the Transitions Conferences qualify for an additional discount on their registration fees:

\$1,615 First Attendee

\$1,165 Additional attendees from the same company/board

All other attendees: advisers, consultants, others allied to the field:

\$2,250 Each attendee

For more information, and to register, visit: mlr.cvent.com/pcgs2014 or www.directorsandboards.com



CONFERENCE LOCATION AND HOTEL

GRAND HYATT WASHINGTON

1000 H STREET NORTHWEST, WASHINGTON, DC 20001

Stay at the Grand Hyatt Washington and experience the upscale elegance of this premier hotel, centrally located in Penn Quarter across from CityCenter DC in the heart of downtown Washington, D.C., near popular attractions. The Grand Hyatt Washington has a host of world-class services, amenities and well-appointed hotel rooms which feature an in-room safes, coffee makers, mini-refrigerators and iHome® stereo with alarm clock.

The hotel is located close to three airports: Reagan National Airport, 4 miles; Dulles International Airport, 27 miles; and Baltimore Washington International Airport, 32 miles.

A limited number of rooms are available at the PCGS 2015 special group rate of \$329 per night, plus 14.5% taxes. To qualify for the group rate, reservations must be made prior to the cut-off date of Tuesday, April 14, 2015.

Questions, and to register by phone/email:

Justine Wood, Conference Manager

justineawood@me.com or (703) 850-5497