

## **“Tackling Your 2013 Compensation Disclosures: The 7th Annual Proxy Disclosure Conference”**

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## **“Say-on-Pay Workshop: 9th Annual Executive Compensation Conference”**

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**October 8–9 in New Orleans  
and  
via Live Nationwide Video Webcast**

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Now that mandatory say-on-pay is here, executive compensation is in the cross-hairs like never before. With Congress, the SEC Staff, investors and the media scrutinizing all executive compensation disclosures, it is critical to have the best possible guidance. This pair of full-day Conferences will provide the latest essential—and practical—implementation guidance that you need.

With say-on-pay in full swing, all eyes will be focused on executive compensation practices (and the resulting disclosures) and you will need to keep up during a year of incredible change. As a result, these Conferences—with the most respected experts in the field—will be a “must” for anyone who has any role in setting/approving compensation or the preparation or review of proxy statements.

Like last year’s blockbuster conferences, an archive of the entire video for both Conferences will be right there at your desktop to refer back to—and refresh your memory when you are actually grappling with drafting the disclosures and involved with an executive’s pay package.

**Who Should Attend:** Every person responsible for preparing and reviewing compensation disclosures—and every person responsible for implementing executive and equity compensation plans or who counsels or advises boards—including CEOs, CFOs, directors, HR staff, lawyers, corporate secretaries, accountants and consultants.

**Where:** You have two choices: you can attend the Conferences at the Hyatt Regency New Orleans or via Nationwide Live Video Webcast to desktops, boardrooms and conference rooms. [If you plan to attend in New Orleans, make your reservations for the Hyatt Regency as soon as possible online or call 888.421.1442. Be sure to mention the NASPP Conference to receive reduced rates.]

**Do not delay. Hold your place. Register today!**

**Go to [CompensationStandards.com](http://CompensationStandards.com) now—or contact us  
at [info@CompensationStandards.com](mailto:info@CompensationStandards.com) or 925-685-5111 with questions.**

# “Tackling Your 2013 Compensation Disclosures: 7th Annual Proxy Disclosure Conference”

**Monday, October 8, 2012**

## **Full-Day Agenda and Schedule**

*(Times are Central—but all panels will be archived and available at your discretion)*

8:30 – 9:10 am	<b>“Say-on-Pay Disclosures: The Proxy Advisors Speak”</b> <b>Speakers:</b> Carol Bowie, ISS; Bob McCormick, Glass Lewis
9:10 – 9:40 am	<b>“The Executive Summary &amp; Other Ways for Disclosure to Facilitate Solicitation”</b> <b>Speakers:</b> Mark Borges, Compensia; Howard Dicker, Weil Gotshal & Manges Keith Higgins, Ropes & Gray; Scott Spector, Fenwick & West
9:40 – 10:45 am	<b>“The Latest SEC Actions &amp; CD&amp;A Developments: Compensation Advisors, Clawbacks, Pay Disparity &amp; More”</b> <b>Speakers:</b> Mark Borges, Compensia; Keith Higgins, Ropes & Gray Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster Ron Mueller, Gibson Dunn & Crutcher; Laura Thatcher, Alston & Bird
10:55 – 11:45 am	<b>“Refining Your Pay-for-Performance Message &amp; Addressing the Impact of Your Vote”</b> <b>Speakers:</b> Mark Borges, Compensia; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Ron Mueller, Gibson Dunn & Crutcher; Martha Steinman, Hogan Lovells
11:45 – 12:15 pm	<b>“An Interview with Meredith Cross, Director of the SEC’s Division of Corporation Finance”</b> <b>Speakers:</b> Meredith Cross, SEC’s Division of Corporation Finance Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster
1:15 – 2:00 pm	<b>“Getting the Vote In: The Proxy Solicitors Speak”</b> <b>Speakers:</b> Rhonda Brauer, Georgeson; Art Crozier, Innisfree M&A Reid Pearson, Alliance Advisors
2:00 – 2:25 pm	<b>“Dealing with the Complexities of Perks”</b> <b>Speakers:</b> Mark Borges, Compensia; Alan Dye, Hogan Lovells
2:25 – 2:45 pm	<b>“Conducting—and Disclosing—Pay Risk Assessments”</b> <b>Speakers:</b> Mike Kesner, Deloitte Consulting; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster; Laura Thatcher, Alston & Bird
3:00 – 3:30 pm	<b>“Overcoming Form 8-K Challenges”</b> <b>Speakers:</b> Ning Chiu, Davis Polk & Wardwell; Alan Dye, Hogan Lovells Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster Martha Steinman, Hogan Lovells
3:30 – 4:00 pm	<b>“Handling the Golden Parachute Requirement”</b> <b>Speakers:</b> Mark Borges, Compensia; Mike Kesner, Deloitte Consulting Scott Spector, Fenwick & West
4:10 – 4:30 pm	<b>“Challenges for Smaller Companies: Their First Year”</b> <b>Speakers:</b> Mark Borges, Compensia Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster
4:30 – 4:50 pm	<b>“How to Handle Preliminary Proxy Statements”</b> <b>Speakers:</b> Ning Chiu, Davis Polk & Wardwell Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster
4:50 – 5:30 pm	<b>“How to Handle the ‘Non-Compensation’ Proxy Disclosure Items”</b> <b>Speakers:</b> Carol Bowie, ISS; Bob McCormick, Glass Lewis; Ning Chiu, Davis Polk & Wardwell; Howard Dicker, Weil Gotshal & Manges; Beth Ising, Gibson Dunn & Crutcher; Dave Lynn, TheCorporateCounsel.net and Morrison & Foerster

# “Say-on-Pay Workshop: 9th Annual Executive Compensation Conference”

**Tuesday, October 9, 2012**

## **Full-Day Agenda and Schedule**

*(Times are Central—but all panels will be archived and available at your discretion)*

8:00 – 8:30 am **“Nell Minow Speaks on Executive Pay”**

8:30 – 9:30 am **“The Investors and Proxy Advisors Speak”**

**Speakers:** Nell Minow, GMI Ratings  
Donna Anderson, T. Rowe Price Associates  
Carol Bowie, ISS  
Anne Chapman, Capital Research and Management  
Bob McCormick, Glass Lewis

10:00 – 11:15 am **“How to Work with the Proxy Advisors: Navigating the Say-on-Pay Minefield”**

**Speakers:** Mark Borges, Compensia  
Yvonne Chen, Pearl Meyer & Partners  
Ed Hauder, Exequity  
Wendy Hilburn, Frederic W. Cook & Co.

11:45 – 1:00 pm **“Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass”**

**Speakers:** Blair Jones, Semler Brossy  
Ira Kay, Pay Governance  
Mike Kesner, Deloitte Consulting  
James Kim, Frederic W. Cook & Co.

2:15 – 3:30 pm **“Say-on-Pay Shareholder Engagement: The Investors Speak”**

**Speakers:** Donna Anderson, T. Rowe Price Associates  
Anne Chapman, Capital Research and Management Company  
Michelle Edkins, BlackRock  
Don Delves, The Delves Group

4:00 – 5:15 pm **“Say-on-Pay: How to Tackle All the Hot Button Issues”**

**Speakers:** Carol Bowie, ISS  
Michelle Edkins, BlackRock  
Ed Hauder, Exequity  
Mike Kesner, Deloitte Consulting  
Bob McCormick, Glass Lewis

**Register Now!**

## Register Today!

To accommodate the different needs of our community, we offer the following attendance alternatives:

**I. Yes, I will attend in New Orleans for the 7th Annual Proxy Disclosure & 9th Annual Executive Compensation Conferences (two categories of attendees):**

\_\_\_ \$795 per person if you are also registered to attend the 3-Day “20<sup>th</sup> Annual NASPP Conference”

\_\_\_ \$1595 per person

Remember that attending in New Orleans also allows you to access the video archive of the entire Conference for when you are drafting/reviewing proxy disclosures later!

**II. Yes, I will attend via the video webcast (three categories of attendees):**

A. Single User

\_\_\_ \$1595 per person

B. Single Office Location, Unlimited Users (*i.e.*, Unlimited)

\_\_\_ \$3895 for Unlimited use by all persons in a single office location

C. Unlimited Locations, Unlimited Users (*i.e.*, Firmwide)

\_\_\_ \$4195 for Firmwide use by all persons in multiple locations

If you do not wish to register online, you can register by faxing/ mailing this order form. The fax number and mailing address is at the bottom of this form. If you need any assistance, please contact us at [info@thecorporatecounsel.net](mailto:info@thecorporatecounsel.net) or 925-685-5111 (8 am–4 pm West Coast time).

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*All registrations are non-refundable. CLE Credit available for select states.*

**You can order online faster for these Conferences on [TheCorporateCounsel.net](http://TheCorporateCounsel.net) or [CompensationStandards.com](http://CompensationStandards.com)!**