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Reserve Your Place Today!

November 3, 2005

Welcome reception on the evening of November 2

The Fairmont Hotel
San Francisco, CA

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SONNENSCHN NATH & ROSENTHAL LLP

The General Counsel's Role in Empowering the Board

Join your peers for an exciting new seminar that delves into the General Counsel's and Corporate Secretary's role in empowering the board. This course is a natural successor to "What the Board Expects from the General Counsel and Corporate Secretary."

The General Counsel and Corporate Secretary play evolving roles in the boardroom, far beyond helping the board check compliance boxes. In fact, today's corporate governance rules provide boards with powerful new tools for enhancing risk oversight. It is the General Counsel and Corporate Secretary who can best empower the board to wield those tools.

From the General Counsel and Corporate Secretary's perspective, examine leading practices and processes for empowering the board to:

- exercise its independence
- hold management accountable
- focus on strategic issues
- enhance its relationships with shareholders/stakeholders

Public and private company breakout sessions will address challenges specific to each.

PROGRAM AGENDA

The General Counsel's Role in Empowering the Board

November 2

6:00-7:30 p.m. Welcome Reception

November 3

7:30-8:30 a.m. Registration and Breakfast

8:30-8:40 a.m. Welcome

8:40-9:45 a.m. **Opportunities and Liabilities in the Current Governance Environment**

Evaluate the key issues driving corporate governance expectations of the Board, management, and shareholders, including: greater perceived liability for board members; the pressures of compliance with Sarbanes-Oxley; increased shareholder interest in board matters; and corporate governance ratings.

9:45-10 a.m. BREAK

10-11 a.m. **What Directors Need and Want from the General Counsel**

The General Counsel can help the board exercise its independence, but the Board sees you as their “lawyer,” and you’re employed by the CEO. This panel of corporate directors and board committee chairs will discuss how a number of tensions between board and management can be resolved. It also will explore the board’s reliance on the General Counsel as an “information gatekeeper” who provides the right information versus all the information.

11 a.m.-12 p.m. **Key Issues for General Counsel in Supporting the Board**

A panel of in-house counsel and corporate secretaries will examine leading practices and processes for: helping the board go beyond “compliance” to “independent-mindedness; utilizing executive sessions to help management; keeping the board focused on key strategic issues; engaging outside advisors when necessary; encouraging board evaluation and education initiatives; and implementing the right governance processes at the board and committee level to minimize risk and increase the board’s value to the corporation.



FACULTY WILL INCLUDE:

Lydia I. Beebe, Corporate Secretary, Chevron Corporation.

Robin M. Edwards, Partner, Sonnenschein, Nath & Rosenthal LLP.

Holly J. Gregory, Partner, Weil, Gotshal & Manges LLP, Corporate Governance Group.

Marie Oh Huber, Vice President, Assistant General Counsel, Agilent Technologies, Inc.

Richard H. Koppes, Of Counsel, Jones Day; Director, Apria and Valeant Pharmaceuticals, International.

Marilyn R. Seymann, Founding Partner, The Directors' Council; Chairman of the Board, NorthWestern Corporation; Director, Beverly Enterprises; and Associate Dean, The College of Law at Arizona State University.

Kristina Veaco, Assistant General Counsel and Assistant Secretary, McKesson Corporation.

... along with other corporate directors, general counsel, and governance officers from both large and small corporations.

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November 3

NETWORKING LUNCHEON 12-1 p.m.

A Perspective from the Corporate Secretary 1-2 p.m.

Two corporate secretaries discuss their changing roles and increased responsibilities in today's governance environment.

BREAKOUT SESSIONS

PUBLIC COMPANY BREAKOUT SESSION 2-3 p.m.

The General Counsel/Corporate Secretary's Role in Board–Shareholder Relations

Discuss best practices for transparency, independence, board recruitment, and oversight of executive compensation practices. We'll also investigate the meaning of corporate governance ratings to the investor community and how boards and counsel can work together to avoid shareholder lawsuits.

PRIVATE COMPANY BREAKOUT SESSION 2-3 p.m.

Building Board Value

This session will focus on why many private companies are applying the best of public company governance reforms to enhance board accountability; the governance issues unique to private-equity situations; the importance of board and committee agenda-setting; and strategic issues such as CEO and director succession.

BREAK 3-3:15 p.m.

What to do When a Crisis Occurs 3:15-4 p.m.

How can the General Counsel keep boards informed and prepared for major events such as mergers & acquisitions, fraud, and financial or physical crises? We'll discuss how board agendas and regular information flow can ensure better decision-making by the board in the event of trouble. We will also look at the value of well-documented CEO and director succession plans, as well as corporate ethics practices.

HOTEL INFORMATION

Fairmont Hotel
950 Mason Street
San Francisco, CA 94108

Phone: 415-772-5000
Fax: 415-772-5013
Email: sanfrancisco@fairmont.com

Rates: Single \$259.00; Double \$259.00
Make your reservations online at the Fairmont by entering the code below.
GROUP CODE: GRNCD1

Website:
<http://www.fairmont.com/sanfrancisco>

REGISTER TODAY

Registration form on reverse side
Register online: www.nacdonline.org
Register by phone: 202-775-0509

Flying in the night before? Join us for a networking reception on November 2. Reception attendance is included in your registration fee.

See www.nacdonline.org for faculty and program description. Program is subject to change at the discretion of NACD and ACC. Regular program updates can be found at www.nacdonline.org/seminars.

CANCELLATION POLICY

See registration form.

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Fairmont Hotel
950 Mason Street
San Francisco, CA 94108

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WHO SHOULD ATTEND?

Every general counsel and corporate secretary charged with providing corporate governance guidance and updates to the board. Especially valuable if your board is re-examining its roles, director accountability, and fiduciary duties with respect to new rules and shareholder expectations.

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FAX this form along with your credit card information to:
202.775.4857

MAIL this form along with your payment to:
Two Lafayette Centre,
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QUESTIONS?

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Please complete the following information:

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\$795 Sign me up for the "The General Counsel's Role in Empowering the Board" Seminar.

Registration deadline: Tuesday, October 25, 2005.
Payment must be received by this date. Only walk-in registrations will be accepted after October 25.

I am not a member. Please send me membership information on:

ACC NACD

CLE CREDIT

Please indicate your need for CLE credit:

JURISDICTION _____ BAR # _____ JURISDICTION _____ BAR # _____

PAYMENT INFORMATION

Bill my credit card for the following amount: \$ _____

Visa MasterCard American Express

CARD # _____ EXP. DATE _____

CARDHOLDER NAME _____

CARDHOLDER SIGNATURE _____

My check (payable to NACD) is enclosed for \$ _____

SEMINAR REGISTRATION FEES

Fees must be paid in advance and include registration fee, course manual, reference materials, instruction fees, and lunch. Travel, hotel accommodations, and incidental expenses are not included.

CANCELLATION POLICY

All cancellation or substitution requests must be in writing on company letterhead. For a refund, a written cancellation must be received by NACD via fax or mail at least 10 business days before the start of the seminar. A \$100 processing fee will be deducted from the refund. Cancellations postmarked or fax-dated 5 business days prior to the start of the seminar will be assessed 50% of the seminar fee. No refunds will be made less than 5 business days before the seminar start date.

SPECIAL ASSISTANCE

Please indicate here if you require special assistance because of disabilities and attach a list of your requirements.

Please indicate here if you have special dietary requests and attach an explanation of those needs. We will contact you prior to the event to discuss your requirements.

HOTEL ACCOMMODATIONS

Seminar participants are responsible for making their own hotel reservations. A limited block of rooms has been reserved at the The Fairmont Hotel with room rates of \$259. For reservations, call **415-772-5000** and indicate you are attending the NACD/ACC meeting. We encourage you to make your hotel reservations as soon as possible as the hotel will sell out.

NOTE: The sponsoring organizations reserve the right to change faculty when necessary without advance notification to participants.