

Corporate Directors Enterprise 2008 Conference:

Effective Corporate Governance by the Haas School of Business



RiskMetrics Group

ISS Governance Services
Accredited Director Education Program

Dates:

June 16-17, 2008 (two days)

Program Fees:

University of California
Berkeley Alumni \$2000

Program Location:

Center for Executive Development
Haas School of Business
University of California, Berkeley
2220 Piedmont Ave.
Berkeley, CA 94720-1900

Who Should Attend:

- Directors of public companies and non-profits
- Executives seeking to become qualified Directors
- Members of private boards considering an IPO process
- Members of foreign boards considering listing on a US stock exchange

Learn more:

Email corporatedirectors@haas.berkeley.edu

Call 877-UCB-EXEC (822-2932) or
510-642-9167

Or visit our website at:

<http://execdev.haas.berkeley.edu/>

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Program Description

The UC Berkeley Corporate Directors Enterprise is a valuable resource for Directors and potential Directors of public, private and non-profit boards offering the opportunity to update their skills and knowledge. In a post-Sarbanes-Oxley environment, where increased visibility and shareholder activism prevail, it is vital that those who serve on boards reflect "best practices" knowledge to maximize their organization's performance and to protect themselves and their organization from liabilities and lawsuits.

Our ISS accredited comprehensive program brings together an outstanding faculty from both the academic and corporate communities. Finance and accounting faculty from the Haas Graduate School of Management; faculty from UC Berkeley School of Law; prominent Directors and Chief Executives of major corporations; and distinguished partners of accounting and corporate governance firms address important regulatory, accounting, legal and corporate governance issues facing Directors.

This multi-day conference will empower you to reflect on your increasingly visible role as a Board Director and assures you, upon successful completion of the program, **ISS Certification**. Such certification distinguishes current and potential Directors and may qualify them for discounted D&O insurance.

ISS Certification

ISS Certification will be available to conference participants. Networking opportunities for those seeking Board positions will be facilitated during our hosted conference breaks. Resumes of conference participants who wish to seek additional Director opportunities will be made available through the Corporate Directors Enterprise. This conference will empower you to reflect on your increasingly visible role as a Board Director and assures you, upon successful completion of the program, ISS Certification.

Program Benefits

You will:

- Comprehend the Board's role in the development of corporate strategy.
- Understand the fiduciary responsibilities of Corporate Boards – Audit Committee effectiveness and prevention of fraud.
- Learn the key principles of executive development, compensation and CEO succession.
- Manage Director liability exposure, assess litigation risk, and evaluate D&O insurance.
- Examine the Board's role in mergers and acquisitions, joint ventures, and private equity.
- Identify effective Board strategies for enterprise risk and crisis management issues.
- Examine the trends of shareholder activism, Board leadership and effective Board communication.
- Develop a strong network with other executives and Directors to enhance best Boardroom practices.

Corporate Directors Enterprise 2008 Conference

Effective Corporate Governance by the Haas School of Business



Faculty Director and Speaker

Dr. Kathleen Connell is a Professor of International Finance and Corporate Governance at the U.C. Berkeley Haas Graduate School of Business. She is currently President of the Connell Group, an investment advisory firm located in Washington, D.C.

Dr. Connell served as California State Controller from 1995-2003. Previously, she was a Director at a New York investment banking firm and Founder and Chair of the Center for Finance and Real Estate at the UCLA Anderson School of Business.

Dr. Connell is the author of "Moving Up To Millions: The LifeCalculator Guide To Wealth" and creator of LifeCalculator, a online financial planning tool available at: www.LifeCalculator.Net. Kathleen Connell writes a weekly financial column for the Christian Science Monitor. She has served as a Director on numerous public and private Boards and holds five securities licenses. Dr. Connell has a Ph.D from UCLA.

Methodology

Through a series of highly interactive sessions, conference participants will enhance the skills needed to serve actively on Corporate Boards; gaining exposure to state-of-the-art practices on auditing, compensation, risk-management, and succession planning; and developing their abilities to fulfill fiduciary responsibilities. Conference participants will have frequent opportunities to engage in collegial discussions with seasoned Directors, experienced executives, and distinguished faculty.

Speakers*

David J. Berger	Partner, Wilson Sonsini Goodrich & Rosati
Dr. Tom Campbell	Bank of America Dean & Professor, UC Berkeley, Haas School of Business
Dr. Kathleen Connell	Faculty Director, UC Berkeley, Haas School of Business, Corporate Directors Enterprise 2008
Jeffrey M. Cunningham	Chairman and CEO, NewsMarkets LLC; Chairman, Sapient; Director Countrywide Financial Corporation, TheStreet.com
John Deosaran	Vice President, ESG Analytics Group, Riskmetrics
Theodore L. Dysart	Managing Partner, Heidrick and Struggles
Rick Funston	Principal and National Practice Leader, Deloitte & Touche LLP
Penny Herscher	President and CEO, FirstRain and Director, Rambus
Dick Kramlich	General Partner/Co-Founder, New Enterprise Associates, Director, 3Com, Healtheon/WebMD, Juniper Networks
Louis J. Lavigne, Jr.	Former CFO, Genentech, Director, Allergan, Inc., BMC Software
Wade W. Loo	Partner, KPMG
Dr. Eric Talley	Professor, UC Berkeley, Boalt School of Law
Dan Wetzel	Managing Director, Pearl Meyer & Partners
Latham Williams	Senior Vice President, Legal Affairs and Administration, Corporate Secretary, Hudson Highland Group

Program Schedule and Topics*

June 16th - Day One

- Duties of Directors and Effective Board Leadership
- Sarbanes-Oxley and Corporate Governance Rules
- Luncheon: Effective Crisis Management
- Director and Executive Recruiting and Board Composition
- Litigation and Director Liability Issues
- Networking Reception and Dinner hosted by Center for Executive Development

June 17th – Day Two

- Audit Committee
- Compensation Committee
- Luncheon: Corporate Social Responsibility and Shareholder Activism
- Enterprise Risk Management: The Board's First Priority
- Succession Planning

**Subject to change*