2015

NACD Fellowship

NACD Director Professionalism®

NACD Advanced Director Professionalism®

NACD Master Class

NACD Global Board Leaders’ Summit

NACD Strategy & Risk Forum

NACD Directorship 2020®

NACD Peer Exchanges and Webinars

NACD Chapter Events

NACD Custom In-Boardroom Programs

NACD Board Evaluations
Dear Colleague,

As we survey the environment for corporate leadership, the challenges confronting the boardroom have never been more complex. That means the ability to manage an intricate mix of opportunities, risks, and responsibilities must be the foremost attribute of an effective board.

NACD’s mission has remained unchanged since its launch in 1977: to support and inspire boards and directors to perform as strategic assets for their enterprises and to champion the enduring principles of exemplary board leadership. Our focused work is for directors, by directors.

NACD is the largest membership organization of board directors—more than 15,000—and we operate as a nonprofit 501(c)(3). I invite you to engage with your peers who not only believe strongly in boardroom excellence, but also take actions to follow through on that belief.

This catalog compiles all of the services NACD offers, all in one place—so you can use them as signposts for navigating the challenges confronting boards and directors in these complex times.

Sincerely,

Reatha Clark King
Chair, NACD

NACD Board of Directors

Reatha Clark King, PhD
NACD Board Chair; Former President, General Mills Foundation; Former Vice Chair, Board Leadership Fellowship, NACD; Former Chair, Minnesota Board of Regents, University of Minnesota; Emeritus, University of Minnesota, Masonic Children’s Hospital

Dennis R. Berson
Executive in Residence—J. M. Tull School of Accounting, Terry College of Business, University of Georgia; Former Chairman, Financial Accounting Standards Board

Kathryn Daly
CEO, NACD

The Honorable Carol M. Dominguez
Director, Mortgage Giants and Nolo 5 Fund: Management; Former Chair of the U.S. Equal Employment Opportunity Commission

Raymond V. Galvin
Director, General Mills, Inc.; Former Chairman, President & CEO, General Mills, Inc.; Former Chairman, Marvis America

Karen M. Horn, PhD
Former, Bank Capital Group; Director, E.I. du Pont de Nemours and Company, and Former Director, UniFirst Corporation; Vice Chair, U.S. Russia Foundation

Richard H. Kopf
Program Fellow, Stanford Law School, Rock Center for Corporate Governance; Director, IRRC Institute

Gregory C. Lau
Managing Director—Board of Directors Practice, RSM Partners; Former Executive Director of Global Corporate Governance and Corporate Responsibility, General Motors

William E. McDermott
Former CEO, C4 Technologies; Director, BBY Enterprises

Charles H. Noz
Senior Associate, Allen & Company, Inc.; Former Vice-Chairman, Bank of America; Former Director, HCA Healthcare

William J. White
Professor, Northwestern University; Director, Payless, Inc.; Former Chairman, CEO, Bell & Howell Co.

2015 Calendar of Events

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NACD Board Evaluations
NACD Participants

Learn more at: NACDonline.org

Welcome to NACD
NACD Fellowship
Director credentials that count.

Do you want to make a strong statement about your value as a director?
A commitment to continuous learning is the hallmark of a serious director—and your stakeholders demand it of you.
NACD Fellowship indicates that a director is engaged in an ongoing, comprehensive program of study and is dedicated to boardroom excellence.

Showcase your expertise and value by becoming an NACD Governance or Board Leadership Fellow, and make a powerful statement to your investors, director peers, and the public.

“NACD Fellowship allows me to remain on the cutting edge, set a standard, and clearly illustrate my ongoing commitment to investor interests.”

The Honorable Carlos C. Campbell
Director
PICO Holdings, Resource America; President
Global 21, Initiative Films

Be recognized for your commitment.

- NACD Fellowship translates commitment into a reputable, tangible director credential.
- Active NACD Fellowship keeps directors ahead of the curve on today’s corporate governance best practices, issues, and innovations.
- Backed by more than 35 years of authority and research, NACD Fellowship is the definitive boardroom credential.
- NACD Fellows can clearly illustrate their value to investors, regulators, and peers—especially on proxy disclosures.

NACD offers two credential options:

- For directors focused on boardroom fundamentals and corporate governance best practices
- For experienced public company directors focused on board leadership competencies

NACD Fellowship
Complete a foundation course
Director Professionalism**
None

4 Skill-Specific or Collaborative Credits
Become an NACD Governance Fellow

Advanced Director Professionalism**
Master Class

6 Skill-Specific Credits + 4 Collaborative Credits
Become an NACD Board Leadership Fellow

NACD Fellows receive:
- Mention in an NACD press release announcing new fellows
- A customizable press-release template for use by you or your company
- Suggested copy for your company’s proxy statement
- A course transcript to share with your board
- A digital NACD Fellow signature badge
- An official certificate of NACD Fellowship

Additionally, NACD Fellows receive special recognition at NACD events and invitations to exclusive programming and networking functions.

NACDonline.org/Fellowship
NACD Director Professionalism®

The gold standard in boardroom fundamentals.

Sample Agenda Topics:
- Board excellence: responsibility and strategy
- Fiduciary duties and corporate boards
- The board as a strategic asset
- The role and function of the key committees
- Board/C-suite communications

Breakout Session Options Include:
- Audit committee: effectiveness in the new environment
- Audit strategies for private companies
- Nonprofit governance: notable trends and best practices
- Unique challenges of small- and mid-cap governance
- Private company governance
- Positioning yourself for board service

Who Should Attend:
Designed for experienced C-suite officers, and aspiring or sitting directors who are:
- Looking to increase effectiveness of board/C-suite interactions
- Seeking an in-depth foundation or review on board roles and responsibilities
- Wanting to learn—or refresh—the fundamentals of boardroom effectiveness

BOB AYERS
Former Director, Watts Water Technology Inc.

"It's a very insightful overview of the major issues confronting directors."

Price for Members: $3,995
Individual Membership + Event Registration: $4,770

Dates and Locations:
March 23-24, 2015
Mandarin Oriental
Miami, FL

August 17-18, 2015
Montage Resort
Laguna Beach, CA

November 9-10, 2015
Four Seasons Hotel
Washington, DC

Also available as a custom program in your boardroom. See page 22.

Credits:
Foundation course for NACD Governance Fellowship. CPE credits are available.

Learn more at: NACDonline.org/DP
NACD Advanced Director Professionalism®

An intermediate course for directors seeking to apply or enhance their current board leadership knowledge.

Sample Agenda Topics:
- Board dynamics and crisis management
- Cyber risk and technology
- Creating effective board agendas
- Best practice communications with the C-suite
- Board and CEO succession planning
- Key committee effectiveness
- Training for new key committee, lead directors, and board chairs

Who Should Attend:
Designed for experienced directors who are:
- Looking to apply boardroom fundamentals to real world challenges
- Seeking to build on their directorship knowledge and experience
- Preparing for lead director and/or key committee chair roles

Price for Members:
$4,350

Individual Membership + Event Registration:
$5,125

Dates and Locations:
- June 1-2, 2015
  Westin Hotel
  Philadelphia, PA
- December 7-8, 2015
  Four Seasons Hotel
  Scottsdale, AZ

Also available as a custom program in your boardroom. See page 22.

Credits:
Foundation course for NACD Board Leadership Fellowship.
CPE credits are available.

This course is the perfect bridge between understanding boardroom fundamentals and applying them to real world challenges.

KEN DALY
CEO, NACD
NACD Master Class
An advanced thought-leadership forum designed exclusively for seasoned, public company directors.

Sample Agenda Topics:
- Evaluating and leveraging business intelligence
- Proactive directorship
- Next generation board composition and dynamics
- Rethinking the risk agenda
- Cyber risk and technology
- Global business marketplace
- The role of the lead director

Breakout Session Options Include:
- Shareholder activism
- Cyber risk
- Audit, nom/gov, risk or compensation committee

Who Should Attend:
Experienced public company directors, chairmen, lead directors, and committee chairs with eight or more years of directorship experience, who are:
- Seeking to heighten their advanced acumen and knowledge
- Looking to foster thought-leadership on the latest topics and trends affecting the boardroom
- Seeking to utilize the latest tools, metrics, and strategies to analyze key boardroom issues

Price for Members:
$4,995
Individual Membership + Event Registration:
$5,770

Dates and Locations:
March 26-27, 2015
Mandarin Oriental
Miami, FL
June 4-5, 2015
Westin Hotel
Philadelphia, PA
August 20-21, 2015
Montage Resort
Laguna Beach, CA
December 9-10, 2015
Four Seasons Hotel
Scottsdale, AZ

Credits:
Foundation course for NACD Board Leadership Fellowship. CPE credits are available.
NACD’s trademark annual conference offers all elective credits necessary to earn or maintain either NACD Fellowship.

NACD Global Board Leaders’ Summit

The premier event on the corporate governance calendar.

This annual conference brings together more than 1,200 of the world’s leading directors and industry experts for three days of peer-to-peer dialogue around the most pressing issues shaping the boardroom agenda.

Programming will include keynote addresses, board committee forums, dynamic panel discussions, interactive sessions, and networking opportunities.

The conference is specifically designed to give directors the insights, connections, and tools they need to make a powerful difference in the boardroom and to advance exemplary board leadership.

Who Should Attend:
Directors, executives, governance professionals, and leading industry experts

Sample Agenda Topics:
- Leading practices for audit, compensation, and nominating and governance committees
- Board/C-suite expectations
- Investor insights
- Future trends
- Emerging technology
- Geopolitical risk
- CEO succession planning
- Cybersecurity and the boardroom
- Talent management

Self-select breakouts include:
- Private company forums
- Nonprofit board responsibilities
- Reputation risk and crisis management
- Acquisitions: Selecting the right targets
- Analytics: Turning information into insights
- Growth strategies for the small-cap director

It brings out the best of the best: speakers, practices, and format for stimulating discussion—all at one event.

THE HONORABLE CARI M. DOMINGUEZ
Director, ManpowerGroup and Triple-S Management; Former Chair, U.S. Equal Employment Opportunity Commission

2015 Price for Members*:
- $2,995 (January 15, 2015)
- $3,495 (January 15–March 31, 2015)
- $3,995 (April 1–July 31, 2015)
- $4,495 (August 1–August 31, 2015)
- $4,995 (September 1–September 25, 2015)

*Receive a 20% savings when groups of three or more directors from the same board register together.

Dates and Locations:
- September 26-29, 2015
  Marriott Marquis
  Washington, DC
- September 17-20, 2016
  Marriott Marquis
  Washington, DC

Credits:
12 collaborative elective credits for NACD Fellowship.
6 skill-specific elective credits for NACD Fellowship (if attending a Board Committee Forum session).
CPE credits are available.

Learn more at: NACDonline.org/Summit
NACD Strategy & Risk Forum

Gain the tools and knowledge you need to enhance your company’s strategy and risk oversight processes.

Ensuring an organization has the right strategy and safeguards to mitigate and manage risks posed by a changing marketplace is one of the greatest challenges management and corporate directors face.

No matter what your role is in the organization, this two-day event will provide you and your colleagues with the information, skills, and insights you need to help your organization survive and thrive during uncertain times—and to determine whether you have the appropriate strategy and metrics in place.

Who Should Attend:
C-suite executives, general counsels, and directors looking for a deep dive into emerging cyber risks and role-specific risk management

Topics Include:
- Social, mobile, cloud
- Internal controls/defining security priorities
- Key threat areas
- Critical infrastructure protection and global trends
- Director/CIO peer-exchange working groups
- The board’s role in reputation risk and crisis management
- The Internet of things
- The board’s role in strategy
- The risk and reward of globalization

JOHN BUTLER
Former Director, Anadarko Petroleum Corp.

“I can take what I learn straight back to the boardroom and use it while it still matters.”

2015 Price for Members:
$2,495 (through February 13, 2015)
$2,995 (February 14, 2015–May 1, 2015)

Date and Location:
May 12-13, 2015
Manchester Grand Hyatt
San Diego, CA

Credits:
6 collaborative elective credits for NACD Fellowship.
6 skill-specific elective credits for NACD Fellowship.
NACD Directorship 2020®

Half-day symposiums seeking director input to help shape the future of board leadership.

These interactive sessions are part of NACD Directorship 2020®, a multi-year initiative designed to help corporate directors prepare for emerging issues and opportunities that are likely to impact boardrooms in the future.

NACD Directorship 2020® focuses on the broad, external forces that are likely to disrupt companies’ operations in the years to come, helping directors see beyond the horizon, and understand the potential implications on board leadership, composition, culture, and processes.

Who Should Attend:
Corporate directors who serve on audit, compensation, governance, or risk committees

Sample Discussion Topics:
- Bridging economic complexity and volatility
- Capitalizing on demographic and social trends
- Understanding environmental risk and opportunities
- Navigating an uncertain geopolitical environment
- Anticipating competitive disruption and technological innovation

Price for Members:
$595

Dates and Locations:
March 3, 2015
Grand Hyatt
New York, NY
April 13, 2015
St. Regis Hotel
Atlanta, GA
July 17, 2015
Hyatt Olive 8
Seattle, WA

Credits:
4 collaborative elective credits for NACD Fellowship.

NACD helps directors stay in front of emerging issues before they become issues in the boardroom.

GREG PRATT
Chairman, Carpenter Technology Corp.
Director, Amerigas Propane Inc.

Offers 4 collaborative credits towards earning or maintaining NACD Fellowship.
Both exchanges and webinars offer variable elective credits towards earning or maintaining NACD Fellowship.

NACD Peer Exchanges

Connect with the real experts—other directors—in an intimate and confidential setting.

These private, invitation-only events provide a unique forum to network with leading boardroom directors, as well as unparalleled access to leading experts from top global professional services firms. Events range from intimate power breakfasts for 8-10 directors, to half-day forums for up to 100 boardroom influencers.

Learn more at: NACDonline.org/PeerExchange

Topics Include:

- Industry-specific discussions on
- Risk management
- Key committee-related issues
- C-suite/board alignment
- Diversity in the boardroom
- and many more

Price for Members: Complimentary

Credits:
Fellowship credits vary per event.

NACD Webinars

Learn when and where you want.

Join directors from all over the world for the timeliest updates on governance issues affecting your board. Tune in for live events at your desktop or download discussions at your convenience. NACD offers online learning designed to inform your board practices and help you perform most effectively. Webinar topics are added throughout the year. Check online for updates.

Webinar Series:
- Audit Committee
- Boardroom Excellence
- Compensation Committee
- Emerging Risks

Price for Members: Complimentary

Credits:
Live webinars qualify for 1 skill-specific credit toward NACD Fellowship. (Archived webinars and videos do not confer fellowship credits.)

Learn more at: NACDonline.org/Webinars

NACD is the premier provider of director education, peer-to-peer exchange, and leading practices.

THE HONORABLE CARI M. DOMINGUEZ
Director, ManpowerGroup and Triple-S Management;
Former Chair, U.S. Equal Employment Opportunity Commission

Both exchanges and webinars offer variable elective credits towards earning or maintaining NACD Fellowship.
NACD Chapter Events

Raise your awareness and expand your network through programs close to where you live, work, and travel.

Every NACD member has access to all 22 NACD Chapters across the country. Each chapter offers engaging, peer-to-peer forums designed to elevate your boardroom know-how while providing you the opportunity to share leading practices, hear from subject-matter experts, and network with your fellow directors at the local level.

Whether you live in New York and winter in Florida, or work on the west coast and travel often to the east, all chapters welcome you to their events.

Most chapter events offer variable elective credits towards earning or maintaining NACD Fellowship.

“A great benefit of membership is exceptional programs at the local chapter level.”

Who Should Attend:
All directors interested in tapping into the experience of other board members in the communities where they live, work, or travel.

Dates and Locations:
Over 300 chapter events per year across the country. Visit NACDonline.org/Chapters to learn about events at specific chapters.

Credits:
Please check the specific chapter event for the number and type of credits applicable.

NACD members have access to all 22 chapters—regardless of their home base. Participate in any chapter program in the United States.
NACD Custom In-Boardroom Programs

Equip your board with next practices that anticipate emerging issues.

The NACD advisors who develop our customized, confidential education programs are all experienced directors who will design a session that meets the specific needs of your board and deliver it at the time and place of your choice.

Sample in-boardroom programs include Insider’s Guide to the Boardroom, Advanced Director Professionalism®, Cybersecurity, and board evaluations tailored to your company (see page 24).

PATRICK N. SHAFFNER
Chair, Corvesta, Inc.

“The program presented by NACD was everything we expected—and more.”

NACD Custom In-Boardroom Programs

Insider’s Guide to the Boardroom

What is it?
This program helps the executive team to better understand the role of the board and effectively engage with directors to meet their expectations.

Topics can include:
- Understanding the board’s fiduciary, legal, and regulatory responsibilities
- Ensuring presentations to the board deliver the information directors need
- Drawing out board members’ expertise to optimize their contribution in the company

In-Boardroom NACD Director Professionalism®

What is it?
This is a customized version of our cornerstone Director Professionalism course, tailored to your board’s needs and schedule.

Who is this for?
This interactive course is for boards who could benefit from an in-depth dive into the fundamentals of boardroom effectiveness, utilizing today’s best practices.

Fellowship credit
In-Boardroom NACD Director Professionalism satisfies the foundation course requirement for the NACD Governance Fellowship.

In-Boardroom Advanced Director Professionalism®

What is it?
This is a customized version of our Advanced Director Professionalism course, tailored to your board’s needs and schedule.

Who is this for?
For boards who have already participated in Director Professionalism, this course is designed to exercise a board’s fundamentals through discussion around today’s real world corporate leadership challenges.

Fellowship credit
In-Boardroom Advanced Director Professionalism satisfies the foundation course requirement for the NACD Board Leadership Fellowship.

In-Boardroom Cybersecurity Program

What is it?
NACD’s customized, in-boardroom cyber-risk programs help boards to address their complex cyber oversight responsibilities.

Topics can include:
- Your company’s exposure to cyber risks
- Appropriate oversight role for the board
- Planning for and responding to attacks

Topic-Specific Customized Programs

What are they?
Custom programs that address core practices, emerging issues, transition challenges, and special topics—for both whole boards and boardroom committees.

Topics can include:
- Futurecasting
- Committee-specific issues
- Fiduciary responsibilities
- CEO succession
- Risk oversight
- Board dynamics
- Board composition
- Strategy and development
- Mergers and acquisitions
- NACD Directorship 2020®
- Global opportunities and risks
NACD Board Evaluations

Only NACD evaluations are facilitated by active directors.

NACD confidential board evaluations transform a potentially sensitive exercise into a positive learning experience. They’re led by a faculty of your peers—experienced, active directors with C-suite expertise across a wide range of industries.

Our faculty members understand the nuances of the boardroom and appreciate the sensitivity of the evaluation process, so they’re uniquely qualified to lead a candid, confidential engagement that produces concrete action plans.

Types of Evaluations:
- Full board
- Peer/self
- Committees
- Board composition
- CEO
- Senior management/board alignment

NACD’s Customized Evaluation Process

Assessment
NACD identifies pressing issues and opportunities through confidential surveys and individual interviews.

Analysis
NACD benchmarks results against leading practices and delivers them in data-driven reports for board leaders.

Action Plan
Building on the assessment results, NACD facilitates strategic discussions that provide the foundation for producing a strategic plan of action.

Schedule a complimentary consultation:
Call: 202-572-2081
E-mail: inboardroom@NACDonline.org

“NACD facilitated a highly professional approach to the evaluation process.”

KEITH CAMPBELL
Chair, Compensation Committee, South Jersey Industries (SJI)
NACD 2015 Calendar of Events

To register, call 202-572-2088 or visit NACDonline.org/Events.

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Your NACD Concierge is at your service.

Every NACD member is paired with a dedicated concierge whose mission is to identify the NACD resources, research, and educational offerings that best address the specific needs of you and your board.

Working in concert with NACD’s entire professional staff, your concierge can suggest which programs and events may be most appropriate—whether in the classroom or in the boardroom. Connect with your board’s concierge to learn more. Call 202-775-0509 or e-mail Concierge@NACDonline.org.

Not yet a member of NACD? Contact NACD’s Membership Development Officer, Kelly Dodd, at 202-380-1891 or kdodd@NACDonline.org.