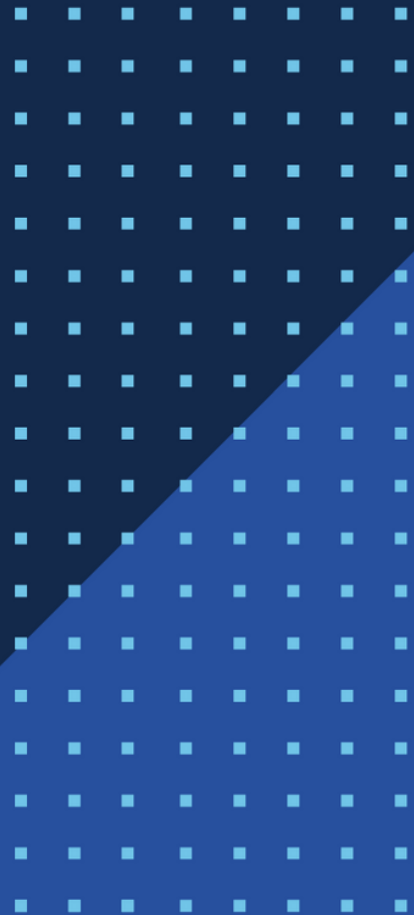




ADVANCED TOPICS FOR EXPERIENCED DIRECTORS

Foley & Lardner
111 Huntington Ave, Boston
Thursday, June 15, 2023
7:30 am – 6:00 pm



AGENDA

7:00 – 7:30 AM	REGISTRATION
7:30 – 8:30 AM	ADVANCED TOPICS IN CORPORATE GOVERNANCE Key issues in corporate governance today to include disruption (geopolitical and technological), M&A, disclosure (transparency with stakeholders/helping to build bridges), innovation and the role of the board, digital disruption/transformation, and climate.
8:30 – 9:30 AM	FIDUCIARY DUTIES The latest court cases that impact fiduciary responsibilities, shareholder rights, or director risks (including how to know if you have enough D&O coverage).
9:30 – 9:40 AM	BREAK
9:40 – 10:40 AM	CULTURE / HUMAN CAPITAL / TALENT MANAGEMENT Topics to include DE&I, shifts in labor needs/availability, and the role of the board.
10:40 – 11:35 AM	HOT TOPICS FROM THE AUDIT COMMITTEE What every director needs to know, the latest updates.
11:40 AM – 12:40 PM	PANEL ON CYBER Identifying threats, the best ways to protect your company, and handling unforeseen crises.
12:40 – 1:00 PM	LUNCH AND NETWORKING
1:00 – 1:55 PM	LESSONS LEARNED FROM THE BOARDROOM, THE MOST CURRENT AND BIGGEST ISSUES
1:55 – 2:55 PM	RISKS Identifying risks (including discussion of known risks today), preparing for them, and handling an unidentified risk that results in a crisis.
2:55 – 3:10 PM	BREAK
4:10 – 5:10 PM	COLLABORATIVE SESSION: ENGAGING YOUR STAKEHOLDERS Table discussion and output to the group.
3:10 – 4:10 PM	COMPENSATION: THE LATEST ON COMPENSATION ISSUES (Executive and Director) Current focus of ISS/Glass Lewis and Shareholders.
5:10 – 6:00 PM	NETWORKING

ADVANCED TOPICS IN CORPORATE GOVERNANCE

AMY ROJIK



Amy has spent 19 years with BDO as part of the National Professional Practice. She founded and directs BDO's Center for Corporate Governance, designed for those charged with governance of both public and private companies. She is responsible for the development and presentation of a significant volume of BDO's continuing professional education (CPE)-worthy webinar, on-demand and podcast programs and thought leadership pieces on a variety of matters related to corporate governance, including cybersecurity, fraud, succession planning, and audit quality. She further develops certain of our firm's board of director forums as well as participates in external events for corporate directors.

She also participates in the development and implementation of BDO's national strategies and initiatives that support industry, business, technical, and client service goals and serves on BDO's ESG Executive Leadership Team. She is responsible for publication and issuance of BDO's annual voluntary Audit Quality Report as well as tools and templates supporting communications with our client Audit Committees.

Amy currently serves as BDO's Policy Lead to and participates on the Center for Audit Quality's (CAQ) Advisory Council and has assisted in CAQ initiatives, including audit committee communications and audit quality indicators.

She fully supports BDO initiatives aimed at flexibility, development, and career progression, and serves the BDO's Women's Inclusion initiative and the Virtual Parenting Network as well as BDO's focus on the audit of the future.

Amy has a combined 11 years of prior Big Four firm public accounting experience serving manufacturing and high technology companies as well as private companies, primarily in the wholesale distribution and biotechnology markets. Such experience included assisting clients with public debt offerings and acquisition transactions.

FIDUCIARY DUTIES

BETH BOLAND



Beth I.Z. Boland is chair of Foley & Lardner's Securities Enforcement & Litigation Practice and vice chair of the Litigation Department. She represents clients in shareholder suits, SEC, and Attorney General investigations and consumer class actions. Recently named one of the most "influential" attorneys in the Commonwealth by Massachusetts Lawyers Weekly, Boland regularly represents corporations and institutional investors in connection with insider trading issues, Ponzi schemes, accounting fraud, corporate control issues, and derivative actions. She advises corporate boards and leads internal investigations and the defense of government enforcement actions involving whistleblower claims, government contracts, corporate governance issues, and disputes involving executive compensation and strategic business transactions.

Boland also defends some of the nation's largest financial institutions and retailers in connection with class-action litigation and multi-agency enforcement actions involving privacy, fraudulent sales practices, and other statutory violations. She has won numerous class actions, including a case with industry-wide ramifications in front of the Massachusetts Supreme Judicial Court. Her clients operate in a wide range of industries, including financial services, retail, high technology, and manufacturing.

Prior to joining Foley, Boland was a partner at Bingham McCutchen LLP, where she was in the firm's Securities Litigation practice in Boston. Earlier in her career, she served as a clerk to the Honorable Milton Pollack in the U.S. District Court for the Southern District of New York while he was assigned to the Ivan Boesky and Michael Milken insider trading litigations.

FIDUCIARY DUTIES

CLYDE TINNEN



Clyde Tinnen is a corporate partner with Foley & Lardner LLP. His practice concentrates on representing fund sponsors in connection with the formation and operation of private investment funds, securities law reporting and compliance (e.g., Securities Act, Exchange Act, Investment Company Act and Investment Advisers Act); public corporations in Exchange Act reporting and public and private corporations in negotiating and structuring complex business transactions, including domestic and cross-border mergers and acquisitions, secured and unsecured finance arrangements, public offerings and private placements; and general corporate counseling.

Clyde's clients compete in a myriad of industries including manufacturing, metals and mining, specialty chemical, nanotechnology, retail, lending and private investment management. He has also represented family offices and limited partner investors in connection with investments in private investment funds.

Clyde is the Vice Chair of the State of Wisconsin Investment Board (SWIB) of Trustees. As of Dec. 31, 2022, SWIB had more than \$143 billion of total assets under management, which makes it the 10th largest public pension fund in the U.S. Trustee responsibilities include establishing asset allocation, investment guidelines, and performance benchmarks on behalf of more than 660,000 current and former employees of state agencies.

Clyde is also the Vice Chair of the Greater Milwaukee Urban League and Wellpoint Care Network.

Before joining Foley & Lardner LLP, Clyde was a partner at two other large international law firms. Prior to working as a lawyer, Clyde was a senior financial analyst for two public corporations.

CULTURE, HUMAN CAPITAL AND TALENT MANAGEMENT

LISA BISACCIA



Lisa Bisaccia has unique experience as a former CHRO of a Fortune 5 company with over 300,000 employees providing health solutions across more than 100 countries, a demonstrated leader in Social Responsibility & Philanthropy, a current board member of a \$2 billion market cap public company and a \$1.85 billion national not-for-profit organization, the Chair of the Board of Trustees of her alma mater, and a classically trained pianist.

Before she retired from CVS Health in 2021, Bisaccia drove multiple strategic initiatives that enabled the company's transformation to a full-service health solutions organization. Her focus was on redefining

organizational culture, enhancing employee engagement, launching enterprise-wide talent management and leadership development systems, redesigning total rewards for all employees, managing large-scale acquisitions, and ensuring organizational diversity and inclusion. In this role, she provided direct support to the Board during two CEO successions, multiple C-suite searches, and executive compensation. Bisaccia also oversaw CVS Health's Corporate Social Responsibility and Philanthropy Department including the CVS Health and Aetna Foundations with assets exceeding \$150 million.

Bisaccia's forty-year career in Human Resources included leadership roles in banking/financial services, health care, and retail industries. She has deep experience in executive compensation and managing employee programs for companies with complex global operations. She worked for the global Fortune 87 company, Fleet/BankBoston (now Bank of America) before she joined CVS in 2004.

Bisaccia is the Chair of the Board of Trustees of Trinity College in Hartford, CT. She also currently serves on the board of the \$2 billion market cap Chesapeake Utilities Corporation and is a former board member of the \$10 billion market cap Aramark Corporation. She is a member of the Board of Governors and Chair of the Compensation Committee of the Board of the National Boys and Girls Clubs of America. She formerly served in board, executive compensation and health care leadership positions at Human Resources Policy Association, the lead public policy organization of chief Human Resources officers representing the largest employers doing business in the United States and globally.

Bisaccia holds a BA from Trinity College, an MBA from the University of Connecticut, and an honorary Doctorate in Business Administration from Bryant University. Bisaccia and her husband, Robert Naparstek, MD, live in Providence and Narragansett, RI. In her spare time, she plays the piano and travels.

CULTURE, HUMAN CAPITAL AND TALENT MANAGEMENT

ANDREW DREYFUS



Andrew Dreyfus is a health care executive and expert in health care system change. He served from 2010 to 2022 as President and Chief Executive Officer for Blue Cross Blue Shield of Massachusetts (BCBSMA), a plan with over \$9 billion in revenue and three million members. Under his leadership, BCBSMA was known as an innovator on payment models, quality improvement, mental health, and health equity. He is currently serving as a Menschel Sr. Leadership Fellow at Harvard University's T.H.Chan School of Public Health, and has been a frequent guest lecturer in graduate programs in public policy, law, and business. His writing has appeared in The Boston Globe, The Washington Post, STAT, Politico, and The Hill.

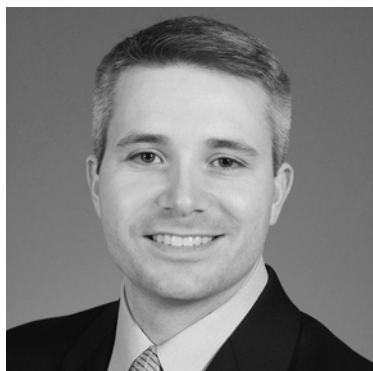
Andrew joined BCBSMA in 2005 as Executive Vice President of Health Care Services, where he led the creation of the Alternative Quality Contract, one of the largest commercial payment reform programs in the nation. He previously served as founding President of the Blue Cross Blue Shield of Massachusetts Foundation, where he oversaw the initiative that led to the passage of Massachusetts 2006 Health Reform Law, which later became the model for the Affordable Care Act.

Andrew serves on the boards of Ironwood Pharmaceuticals, The Joint Commission, and the BCBSMA Foundation, which he chairs. He serves on the advisory boards of Ariadne Labs, Arsenal Capital Partners, Lumanity, SemCap Health, and Vanna Health. Over the last two decades, Andrew has helped lead the creation of several collaborative health organizations in Massachusetts, including the Schwartz Center for Compassionate Care, RIZE Massachusetts, Massachusetts Health Quality Partners, and the Massachusetts Coalition for Serious Illness Care.

Prior to Blue Cross, Andrew was Executive Vice President of the Massachusetts Hospital Association and held numerous senior health and regulatory positions in Massachusetts state government.

HOT TOPICS FROM AUDIT COMMITTEE

KEVIN CASEY



Kevin Casey is an audit partner in EY's Cambridge office and has over 25 years of experience working closely with both public and private companies in the technology and life science industries, including 15 years as a Partner. Kevin principally serves large, multi-national, publicly traded companies, and has extensive experience in assisting his clients prepare for and consummate IPOs, secondary offerings, debt offerings and other filings with the SEC. In serving these clients, Kevin frequently consults on a range of issues including revenue recognition, business combinations, joint ventures and licensing arrangements, equity and compensation, and taxation.

Kevin has served as the lead audit partner on Boston Scientific, Vertex Pharmaceuticals, Unifirst Corporation, Mediatech, Haemonetics and Analogic. Kevin has also served in other roles on Novell, Hologic, Cytoc, Philips Healthcare and Smith & Nephew. Kevin also serves as the lead audit partner on Fenway Sports Group, which owns the Boston Red Sox, NESN, Liverpool Football Club and the Pittsburgh Penguins.

Kevin has managed multiple global audits over his career, including the coordination and resolution of international tax issues, statutory audits, and audits of shared service centers and foreign manufacturing operations.

Kevin has significant M&A experience, given the acquisitive, growth-oriented nature of many of his clients. His work in this area has included due diligence, valuation, restructuring, pro formas and carve out transactions.

Kevin is a CPA in Massachusetts, and a member of the AICPA. Kevin is a graduate of the College of the Holy Cross (BA) and Northeastern University (MS/MBA). A New England native, Kevin lives in Andover with his wife and two children.

CYBER

GARY EVEE



Gary Eevee is the founder and Chief Executive Officer of Eevee Security Consulting Group, a trusted cyber security services and technology provider focused on keeping organizations safe from bad actors and the ever-evolving threat landscape.

He has over 25 years of information technology experience, most recently serving as an executive inside of IBM's Cybersecurity Business Unit, where he led global sales, business development and go market functions for IBM's mobile and financial services cyber security solutions. Before this, he was the Executive chief operations leader for IBM Security unit, where he helped to support the creation of IBM's cyber security division.

Over his 22-year career at IBM, Mr. Eevee had established a proven leadership of helping Fortune 500 clients solve technology and business challenges across the globe. In his spare time, he has been a technology and cybersecurity advisor to a number of institutions of higher learning and was the creator of the very first Cybersecurity and Technology Diversity Conference in the Commonwealth of Massachusetts.

He holds a B.A. in Political Science from Hampton University and is a current member of the board of trustees for a number of organizations including Dedham Savings Bank and Mass Insight.

In 2020, he became a visiting fellow to the National Security Institute at George Mason University. Gary was appointed by Governor Baker to The Massachusetts STEM advisory council and Workforce Competitiveness Trust Fund Advisory Board.

Mr. Eevee was recently appointed a board director of Aware, a Nasdaq publicly traded Massachusetts based leading provider of biometrics products and solutions.

LESSONS LEARNED FROM THE BOARDROOM

ROBYN DAVIS



Robyn Davis serves as a Director at Azenta Life Sciences (AZTA), a leading provider of sample management and exploration solutions in life sciences. Ms. Davis also serves as a Director of Psychomedics Corp. (PMD), the leader in laboratory services for the detection of drugs of abuse and Akston Biosciences Corp., a privately-held company with a novel fusion protein platform for biologics. Robyn is a Managing Director of AngelHealthcare Investors leading early-stage investments from inception to successful exit and an Executive Coach at The Leadership Consortium. Robyn has over three decades of experience advising global corporations, financial institutions, and non-profits on growth strategies and organizational transformation. Earlier in her career, she worked as a Director at Barents, LLC and a strategy consultant at Bain & Co. She earned her B.A. from Tufts University in International Relations and her M.B.A. from Harvard University and holds an Executive Silver Masters from the American College of Corporate Directors.

LESSONS LEARNED FROM THE BOARDROOM

ANTHONY GOODMAN



Anthony advises public and private company boards, including large nonprofits, mutual funds and family influenced businesses on a range of confidential matters. He is an experienced advisor to non-executive directors and C-suite executive teams in the United States and Europe on oversight of Environmental, Social and Governance (ESG) opportunities and risks, and improved relationships with stakeholders.

Anthony's prior experience includes six years as a leader in the Board Effectiveness Practice at Russell Reynolds Associates. Anthony spent more than 12 years as a partner at Tapestry Networks, an organization convening board directors, investors, and regulators for peer learning and mutual understanding. He was the founder and co-chair of the Shareholder-Director Exchange (SDX), which developed the first protocol for board-shareholder engagement in the United States. For five years from 2009-2014, Anthony wrote the Leading View column for the Financial Times.

Before joining Tapestry, Anthony was CEO of Omnicom Group subsidiary Smythe Dorward Lambert, Inc (SDL), a boutique consultancy specializing in change management, culture change, and employee communication.

Anthony was Co-Chair of The Conference Board ESG Center Human Capital Oversight & Disclosure Working Group in 2019-20. He co-authored a chapter on board leadership in *The Handbook of Board Governance 2nd Edition* (Wiley) in 2020 and a chapter on board-shareholder engagement in the first edition in 2016.

Anthony is a board director of Boston Scores, a nonprofit providing after-school programs in public schools. He is a member of the National Association of Corporate Directors (NACD) and the International Corporate Governance Network (ICGN).

Anthony holds an MA in Politics, Philosophy, and Economics from Oxford University, where he was also elected President of the Oxford Union.

RISKS

RON McCRAY



Ron McCray is a corporate director and former senior executive. He possesses a broad range of capabilities that have helped lead a strategic transformation, improved financial and operating performance, legal, corporate governance, and executive development of senior leaders of consumer facing companies.

Currently, Ron serves as an advisor to RLJ Equity Partners, a private equity firm and 645 Ventures, an early stage venture capital firm.

He is a qualified financial expert and serves on the boards of Dallas News Corporation, Meta Financial Group, Inc. and PowerSchool, LLC.

Ron has served on a number of corporate boards, including as chairman of the board, and as chairman of each of the audit, compensation, and nominating and governance committees. Those companies include TESSCO Technologies Incorporated, Career Education Corporation, EveryWare Global, Inc., Knight Ridder, Inc. and Kimberly-Clark de Mexico.

Ron also has served in senior executive roles such as interim ceo and president, chief administrative officer, and chief legal officer. As ceo and president of Career Education, Ron led a strategic transformation which resulted in industry leading top line, margin and profit growth. Prior to that, as the chief administrative officer at Nike, he had oversight responsibilities for the company's global strategy, subsidiary brands, pension investments, internal audit, legal and other administrative functions. In his role as a member of the global strategic leadership team at Kimberly-Clark, Ron helped the company transform from a North American focussed business to a global enterprise.

Ron served as a Senate-confirmed, presidential appointee on the FRTIB, which oversees the world's largest pension fund, and served as vice chairman of the board of trustees of Cornell University, where he is Trustee Emeritus and a Presidential Councillor. He is the vice chairman of Charleston Jazz, a member of the board of the Newport Festivals Foundation, and Life Member of the Council on Foreign Relations.

Ron previously served on the governing boards of Harvard Law School and Jazz at Lincoln Center. He also was member of the Boston Celtics ownership group.

Ron graduated from Cornell University, where he earned several academic and athletics honors. He then attended Harvard Law School, where he served as the editor and business manager of the Harvard Civil Rights/Civil Liberties Law Review, and has been named Traphagen Distinguished Alumnus.

RISKS

SALLY WASHLOW



Sally currently serves on the boards of public (NASDAQ listed) and private companies in the various capacities such as Board Chair, Audit Committee member, Compensation Committee Chair and Nominating and Governance Committee Chair.

Sally is active in many organizations such as the Past President of the Private Directors Association, Chicago Chapter and previously on the Board of Industry Leaders for the Consumer Technology Association. She also belongs to Women Corporate Directors, the the National Association for Corporate Directors and Milwaukee Women Inc.

Sally also leads the Midwest Practice for the International Center for Executive Options, a boutique practice within LHH, a global talent advisory firm, serving C-suite executives in career advisory services.

In prior roles, Sally was President and an Officer of Cobra Electronics (COBR), and CEO of Cedar Electronics a PE backed holding company for the Cobra and Escort Brands and held various management positions at Motorola and LG (Zenith) Electronics.

Sally has an MBA in Marketing from DePaul University, and a BA in Supply Chain Management from Michigan State University.

She lives in Northbrook, Illinois with her husband, two teenagers and two dogs. Sally enjoys tennis, running and golf and loves to be outdoors!

ENGAGING YOUR STAKEHOLDERS

MAUREEN WOLFF



Maureen Wolff is the Chief Executive Officer, of Sharon Merrill Associates and an accomplished visionary in the fields of investor relations and corporate communications with more than 30 years of success counseling C-level executives and directors to raise the level of their communications, build credibility and maximize shareholder value. As a nationally recognized expert in the complex and everchanging landscape of corporate governance and investor relations, Maureen is regularly called upon to bridge the intersection between the two fields. She has earned a reputation for providing clients with stellar advice on implementing best-in-class Environmental, Social and Governance (ESG) strategies; navigating through proxy contests and activism campaigns; elevating proxy communications; raising capital and developing crisis communication strategies.

Maureen has a longstanding track record of leadership within the National Investor Relations Institute (NIRI) including serving as chairman and a board member and spearheading the development of NIRI's standards of practice. She also served as chairman of the NIRI IR Certification Council. In 2021, Maureen was recognized with the Lifetime Achievement Award from Investor Relations Magazine. She also has been recognized as a NIRI Fellow and with a seat at the NIRI Senior Roundtable. Prior to joining Sharon Merrill Associates in 1985, Maureen held positions in the investor relations and corporate communications departments at Lotus Development Corporation.

COMPENSATION

AUBREY BOUT



Aubrey Bout is a Managing Partner in the Boston office of Pay Governance LLC and serves on the firm’s Leadership Committee. Aubrey actively consults on all aspects of executive compensation. He has a strong track record of helping boards and management teams develop pay programs that are aligned with company business strategy, performance and risk appetite. He advises and helps Compensation Committees strike a balance between motivating senior management while developing shareholder friendly incentive programs in a Say on

Pay environment. Aubrey has advised numerous global companies over his 25+ year career helping them address complex issues while increasing shareholder value.

Aubrey’s clients span the globe from U.S., Canada, Europe and Asia. Many of his clients are premier S&P 500 companies in high-growth industries that are dependent on human capital talent. He works across many industries and geographies and extensively works with leading consumer products, financial services, healthcare, life sciences, professional/ business services and technology companies. He has helped numerous companies develop creative incentive programs that are aligned with their growth or turnaround strategies and has significant high-profile IPO experience.

He is an industry thought leader, a featured speaker, and author on the topic of executive compensation and corporate governance. He has published dozens of articles and been quoted in various journals such as Directors & Boards, People & Strategy, Harvard Law School Forum on Corporate Governance, Rotman International Journal of Pension Management, Workspan, WorldatWork Journal, The Corporate Board and various industry trade magazines. He has authored several chapters in the Pay Governance books “Executive Pay at a Turning Point” and “Balancing the Tension—Current Topics in Executive Compensation”. He regularly speaks on executive compensation and human resource matters and is actively involved with the National Association of Corporate Directors (NACD).

Aubrey formerly served as New England Practice Leader, Executive Compensation for Willis Towers Watson. Prior to that, Aubrey was VP of Human Resources & Customer Satisfaction for Covad Communications, a Silicon Valley technology headquartered company focused on broadband expansion, where he was responsible for developing and executing the company’s overall HR strategy and significantly improving customer experience and retention.

Aubrey holds a B.S. in Engineering from Cornell University and a M.S. in Engineering and Management from the University of Southern California.

