

# COMPENSATION Board Committee Forum **Agenda**

NACD | GLOBAL BOARD LEADERS' SUMMIT | SEPTEMBER 29–OCTOBER 2, 2018 | WASHINGTON, DC  
PRESENTED IN PARTNERSHIP WITH PEARL MEYER

## SUNDAY, SEPTEMBER 30, 2018

10:00 a.m. – 10:05 a.m.

### Welcoming Remarks



**Jesse Rhodes**  
Managing Editor, NACD



**Jannice L. Koors**  
Senior Managing Director, President, Western Region, Pearl Meyer

10:05 a.m. – 10:45 a.m.

### Adaptive Risk Governance: How to Develop Resilient Executive Compensation Programs

Is your compensation committee prepared not just to respond, but to capitalize on a fast-moving, disruptive business environment? Drawing on findings from the 2018 NACD Blue Ribbon Commission initiative, this panel will delve into how executive compensation philosophy, recognition and reward programs, and the firm's overall talent and human capital strategy will all need to evolve in order to keep pace with rapid change.



**Robyn Bew**  
Director, Strategic Content Development, NACD



**Jannice L. Koors**  
Senior Managing Director, President, Western Region, Pearl Meyer



**James Lam**  
Chair, Risk Oversight Committee, E\*TRADE Financial Corp.; Director, RiskLens

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10:45 a.m. – 11:00 a.m.

### Networking Break

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11:00 a.m. – 12:00 p.m.

## Three-Dimensional Pay Analysis: A Data-Driven Approach to Compensation Design

There are three primary pieces of executive compensation plan analysis—target pay, pay opportunity, and pay-for-performance—that when examined together can paint a comprehensive picture of the value and long-term potential of their pay programs. The panel will discuss their experience with this three-dimensional approach and how it has provided a more complete set of insights to aid the compensation committee’s decision-making



***Tonit M. Calaway***

Executive Vice President, Chief Legal Officer and Secretary, BorgWarner Inc.



***Paula Meyer***

Compensation Committee Chair, Mutual of Omaha Insurance; Director, First Command Financial



***Matt Turner***

Managing Director, Pearl Meyer

12:00 p.m. – 2:45 p.m.

## Networking Lunch and Keynote

Please make your way to the ballroom.

2:45 p.m. – 3:45 p.m.

## Peer Exchange & Key Takeaways

Dialogue with your peers in a small group setting. Topics may include:

- Goal Setting and Incentive Design
- Navigating External Influencers (proxy advisors, shareholders, regulators, legislators)
- Gender Pay Equity and the Coming Age of Transparency
- Expanding the Committee’s Purview: Culture, Talent Management, and Succession Planning
- Compensation’s Role in Innovation and Disruption

3:45 p.m. – 4:45 p.m.

## The Future of Executive Compensation in a Post-162m World

Compensation committees are considering what the repeal of 162(m), which has been in place since the early '90s, means in both the short- and long-term. The panel will explore the opportunities this change provides to re-think and possibly re-design pay programs. We will discuss the easing of constraints on the use of discretion, possible options for the pay mix, and adding new strategic or non-financial performance goals.



***Ken Bertsch***

Executive Director, Council of Institutional Investors



***Nora Denzel***

Director, Ericsson Inc., Advanced Micro Devices, Inc., Talend, NACD Northern California Chapter



***Jannice L. Koors***

Senior Managing Director, President, Western Region, Pearl Meyer



***Bob McCormick***

Partner, CamberView Partners; Former Chief Policy Officer, Glass Lewis

4:45 p.m.

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## Forum Concludes

Please make your way to the ballroom.