

# DIRECTOR

# PEER EXCHANGE

A UNIQUE FORUM FOR ALL BOARD COMMITTEE MEMBERS

CORPORATE  
BOARD MEMBER<sup>®</sup>  
MAGAZINE

 NYSE Euronext<sup>SM</sup>



**NOVEMBER 18 - 19, 2009**

**WASHINGTON, D.C.**

**Ronald Reagan Building and International Trade Center**

## THE PREMIER BOARD EDUCATION EVENT

- Audit Committees
- Compensation Committees
- Nominating/Governance Committees
- **Plus** a Special Peer Exchange for Chief Executive Officers



### PEER EXCHANGE PARTNERS



PM  
& Pearl Meyer & Partners  
Comprehensive Compensation<sup>®</sup>

SpencerStuart

# Now All Board Members Can Benefit from Corporate Board Member's Heralded Peer Exchange

Five years ago, *Corporate Board Member* magazine held a peer exchange for chairs of board committees...audit, compensation, and nominating/governance. That was the beginning of what is today the most respected and reasonably priced form of board education available to directors. In the past, our Peer Exchange sessions have been limited to committee chairs, with the sessions designed to provide a forum for participants to exchange their views on board committee leadership. The peer exchanges have been so successful that chairs have expressed the desire to attend peer sessions for the other committees on which they are members, and they want their fellow committee members to also benefit from the unique experience. So based on this demand, we are proud to announce that *Corporate Board Member* will now offer the **Director Peer Exchange** in addition to its ongoing Board Committee Chair Peer Exchanges.

Now every audit, compensation, and nominating/governance committee board member can benefit from the unique opportunity to interact and exchange valuable information in closed-door, off-the-record sessions with their peers who face similar challenges in performing their duties in today's challenging environment. No lectures, no sales pitches—just in-depth discussions with your peers that will validate your current efforts and/or send you back to your board with logical yet proven solutions to today's boardroom challenges.

## New Special Feature by Request: CEO Peer Exchange

Yes... CEOs have also called and asked for a peer exchange to privately participate in their own discussions centered on CEO/board relations and challenges. So, whether it involves learning from others how to handle difficult directors or simply how other CEOs deal with various governance issues, the **CEO Peer Exchange** will provide a great opportunity for chief executives as well. The boardroom is changing and it behooves all CEOs to remain as current as possible.

*Corporate Board Member's* Peer Exchange programs have been copied by others, but the valuable experience we offer cannot truly be replicated. Ask any participant from one of our past Peer Exchanges, and they will tell you that you won't want to miss this valuable opportunity to obtain real take-aways to improve your role as a director or CEO!



**TK Kerstetter**  
President & CEO  
Board Member Inc./  
*Corporate Board Member* magazine

***"This is the most beneficial forum for director information. I know of no other peer dialogue like it."***

*— Pat Hammick, Director, CONSOL Energy Inc. and Dynegy Inc.*

## Companies Represented at Past Corporate Board Member Peer Exchange Programs

Aetna Inc.  
Air Products and Chemicals Inc.  
VF Corp.  
The Home Depot Inc.  
Yum! Brands Inc.  
Morgan Stanley  
Microsoft Corp.  
Colgate-Palmolive Company  
Barnes & Noble Inc.  
Campbell Soup Co.  
Capital One Financial Corp.  
CarMax Inc.  
ConAgra Foods Inc.  
Reynolds American Inc.  
CVS/Caremark Corp.  
Advance Auto Parts Inc.  
Lowe's Companies Inc.  
Eli Lilly and Co.  
Kimberly-Clark Corporation  
Chevron Corp.  
Del Monte Foods Co.  
Callaway Golf Co.  
General Mills Inc.  
Tyson Foods Inc.  
The Washington Post Co.  
Humana Inc.  
Louisiana-Pacific Corp.  
Marriott International Inc.  
Altria Group Inc.  
Morningstar, Inc.  
Nordstrom Inc.  
OfficeMax Inc.  
SunTrust Banks Inc.  
Pitney Bowes Inc.

Polo Ralph Lauren Corp.  
PPG Industries Inc.  
Ross Stores Inc.  
Schering-Plough Corp.  
Sprint Nextel  
Stein Mart Inc.  
The Charles Schwab Corp.  
The Dow Chemical Co.  
Whirlpool Corp.  
The J. M. Smucker Co.  
The Kroger Co.  
The Principal Financial Group  
WellPoint Inc.  
Virgin Mobile USA Inc.  
Wachovia Corp.  
Waste Management Inc.  
Wendy's/Arby's Group Inc.  
Weyerhaeuser Company  
Whole Foods Market Inc.  
AFC Enterprises Inc.  
Sunoco Inc.  
AirTran Holdings Inc.  
AK Steel Holding Corp.  
Alaska Air Group Inc.  
Novell Inc.  
RadioShack Corp.  
American Eagle Outfitters Inc.  
American Electric Power Inc.  
Hubbell Inc.  
AnnTaylor Stores Corp.  
ArvinMeritor Inc.  
Automatic Data Processing Inc.  
AutoZone Inc.  
HealthSouth Corp.

Bank of New York Company Inc.  
Coach Inc.  
Haverly Furniture Companies Inc.  
Collective Brands Inc.  
Baxter International Inc.  
BearingPoint Inc.  
LeapFrog Enterprises Inc.  
Bed, Bath & Beyond Inc.  
The Dress Barn  
Big Lots Inc.  
Limited Brands Inc.  
Select Comfort Corporation  
BMC Software Inc.  
Brightpoint Inc.  
Pacific Sunwear of California Inc.  
The Pantry Inc.  
Loews Corp.  
Halliburton Co.  
The Goodyear Tire & Rubber Co.  
Chiquita Brands International  
Medco Health Solutions Inc.  
Circuit City Stores Inc.  
Columbus McKinnon Corp.  
Northrop Grumman Corp.  
Cooper Tire & Rubber Co.  
Corning Inc.  
Sovereign Bancorp Inc.  
Deckers Outdoor Corp.  
Delphi Financial Group, Inc.  
Universal American Financial Corp.  
DiamondRock Hospitality Co.  
IHOP Corp.  
Dollar Financial Corp.  
Dover Corp.

PetSmart Inc.  
Dr Pepper Snapple Group Inc.  
DSW Inc.  
Duke Energy Corp.  
Dynegy Inc.  
El Paso Corp.  
EMC Corp.  
Express Scripts Inc.  
Genworth Financial Inc.  
Family Dollar Stores Inc.  
Fannie Mae  
Norfolk Southern Corp.  
Fifth Third Bancorp  
First Commonwealth Financial Corp.  
First Merchants Corporation  
Fiserv Inc.  
Fleetwood Enterprises Inc.  
Friedman, Billings, Ramsey Group Inc.  
General Maritime Corp.  
Herman Miller Inc.  
Great Plains Energy Inc.  
Green Mountain Coffee Roasters Inc.  
Group 1 Automotive Inc.  
Jo-Ann Stores Inc.  
ING Direct Bank  
Sunrise Senior Living Inc.  
Harsco Corp.  
Hayes Lemmerz International Inc.  
Health Net, Inc.  
HealthSpring Inc.  
Luminex Corp.  
MBIA Corp.  
Becton, Dickinson and Co.  
Harsco Corp.

# DIRECTOR PEER EXCHANGE AGENDA

## WEDNESDAY, NOVEMBER 18, 2009

4:00 p.m. - 6:30 p.m.

**Registration**

**Keynote Address**

**Welcome Reception**

## THURSDAY, NOVEMBER 19, 2009

8:00 a.m. - 9:00 a.m.

**Breakfast and Registration**

**Welcome**

9:00 a.m. - 11:30 a.m.

**First Set of Exchanges**

*Participants will be broken into peer groups:*

- *Audit Committee*
- *Compensation Committee*
- *Nominating/Governance Committee*
- *Chief Executive Officers*

11:30 a.m. - 12:30 p.m.

**Lunch**

12:30 p.m. - 3:00 p.m.

**Second Set of Exchanges**

Attendees who sit on multiple committees will have the opportunity to participate in a different category. CEOs who sit on outside boards can participate in one of the committee sessions in the afternoon.

3:00 p.m. - 3:45 p.m.

**General Session**



Participants will be broken into peer groups based on their board role and company size. There will be sessions for each of the following categories: audit committee members, compensation committee members, nominating/governance committee members, and chief executive officers.

Participant numbers will be limited for each session to ensure an effective forum, and there will be an adviser present in each group to serve as an expert resource for the discussions as needed. Topic outlines will be developed for each group based on input received from participants in advance of the event.

Participants at the Director Peer Exchange will have the opportunity to participate in two different committee Peer Exchange sessions—one in the morning and one in the afternoon.

### Why Past Participants Say They Attend *Corporate Board Member's* Peer Exchange Programs

- Networking on key issues
- Benefiting from peer experiences
- Excellent forum for candid discussion
- Very useful exchange of ideas with top-flight group of directors



# REGISTRATION FORM & FEES

**Visit:** [www.boardmember.com/conference.aspx](http://www.boardmember.com/conference.aspx)

**Call:** (800) 452-9875 **Fax:** (615) 309-3256

**E-mail:** [conferences@boardmember.com](mailto:conferences@boardmember.com)

**Mail:** 5110 Maryland Way, Suite 250, Brentwood, TN 37027

NAME	BOARD REPRESENTED	
PRIMARY COMPANY	PRIMARY COMPANY TITLE	
ADDRESS		
CITY	STATE	ZIP
PHONE	E-MAIL	

## I WOULD LIKE TO PARTICIPATE IN THE FOLLOWING SESSION(S) (SELECT UP TO 2)

- Audit Committee Member Peer Exchange
- Compensation Committee Member Peer Exchange
- Nominating/Governance Committee Member Peer Exchange
- Chief Executive Officer Peer Exchange

## PAYMENT INFORMATION

### Registration Fee \$195

VISA     MASTERCARD     DISCOVER     AMERICAN EXPRESS     BILL ME     CHECK ENCLOSED \$ \_\_\_\_\_

CARD NUMBER \_\_\_\_\_ EXP. DATE \_\_\_\_\_

NAME ON CARD \_\_\_\_\_ SIGNATURE \_\_\_\_\_

## PEER EXCHANGE CANCELLATION POLICY

Cancellations after October 2, 2009: \$95 processing fee. After October 31, 2009: No refund. Substitute participants are always welcome. Board Member Inc. assumes no liability for any nonrefundable travel, hotel, or related expenses incurred by registrants.

**NOTE:** Board Committee Chairs, Lead Directors, and General Counsel can register for the Board Committee Peer Exchange on September 30, 2009 in New York. Call (800) 452-9875 or email [conferences@boardmember.com](mailto:conferences@boardmember.com) for details.



### EVENT VENUE:

#### RONALD REAGAN BUILDING AND INTERNATIONAL TRADE CENTER

1300 Pennsylvania Ave NW • Washington, D.C. 20004  
(202) 312-1300 • [www.itcdc.com](http://www.itcdc.com)



### SUGGESTED HOTEL

#### J.W. Marriott Hotel, Washington D.C.

1331 Pennsylvania Avenue, NW • (202) 393-2000

We have secured a limited number of rooms at a discounted rate of \$399. The J.W. Marriott Hotel is located across the street from the Ronald Reagan Building where the event will be held. Contact the hotel directly and mention the "Director Peer Exchange."



### OTHER NEARBY HOTELS

**Hamilton Crown Plaza** - 14th and K Streets, NW • (202) 682-0111 • Standard rate starts at \$261

**Sofitel Lafayette Square** - 806 15th Street, NW • (202) 737-8800 • Standard rate starts at \$255