

Counseling the Board of Directors During the New Age of Activist Shareholders

Tuesday, May 6, 2014 / 8:30 a.m. to 12:45 p.m.

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Program Chair

Jared L. Landaw

Chief Operating Officer and General Counsel
Barington Capital Group, LP

Keynote Speaker

Myron T. Steele

Former Delaware Supreme Court Chief Justice
Potter Anderson & Corroon LLP

This program will not be taped. You will only have the chance to see it - Live!

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DESCRIPTION

A panel of experts will discuss various issues and legal considerations that should be considered when counseling the Board of Directors of public corporation, with particular attention given to how a Board should respond to demands for changes made by an activist shareholder. Panel discussions will consider the duties and responsibilities of the Board when confronted with an activist investor and provide suggestions on how independent directors can perform their jobs most effectively. The program will also review the latest strategies and defensive mechanisms used by public corporations to facilitate their interaction with activist investors. Finally, an overview will be provided of current trends in shareholder activism and the president of an activist hedge fund who is an experienced director will be interviewed.

FACULTY

William D. Anderson, Jr.

Global Head of Activism
Goldman, Sachs & Co.

Glenn Booraem

Head of Corporate Governance
Vanguard Group

Richard C. Breeden

Former Chairman of the SEC
Breeden Partners

Stephen L. Brown

President & CEO
Society of Corporate Secretaries &
Governance Professionals

Daniel H. Burch

Chairman and CEO
MacKenzie Partners, Inc.

Chris Cernich

Director of Proxy Contest Research
Institutional Shareholder Services

Robert J. Jackson, Jr.

Associate Professor of Law
Columbia Law School

Peter W. May

President & Founding Partner
Trian Fund Management, L.P.

Robert McCormick

Chief Policy Officer
Glass Lewis & Co.

Charles Penner

Chief Legal Officer
Jana Partners, LLC

Paul T. Schnell

Skadden, Arps, Slate, Meagher & Flom LLP

Brian L. Schorr

Chief Legal Officer
Trian Fund Management, L.P.

Peter G. Smith

Kramer Levin Naftalis & Frankel LLP

Marc Weingarten

Schulte Roth & Zabel LLP

Steve Wolosky

Olshan From Wolosky LLP

Christopher L. Young

Head of Takeover Defense
Credit Suisse

AGENDA

- 8:30-8:40 a.m. **Introduction and Overview**
Jared L. Landaw
- 8:40-9:00 a.m. **Keynote Address**
Myron T. Steele
- 9:00-9:55 a.m. **The Role and Responsibility of the Independent Director**
Moderator: Professor Robert J. Jackson, Jr.
Panelists: Glenn Booraem, Richard C. Breeden, Robert McCormick & Peter G. Smith
- 9:55-10:15 a.m. **Overview of Current Trends in Shareholder Activism**
Speaker: Chris Cernich
- 10:15-10:30 a.m. **Break**
- 10:30-11:25 a.m. **Representing the Public Company**
Moderator: Paul T. Schnell
Panelists: William D. Anderson, Jr., Daniel H. Burch & Christopher L. Young
- 11:25-12:20 p.m. **The Responsibility of the Board from the Perspective of Hedge Funds and the Institutional Investor**
Moderator: Steve Wolosky
Panelists: Stephen L. Brown, Charles Penner & Brian L. Schorr
- 12:20-12:45 p.m. **Interview of an Activist Director**
Moderator: Marc Weingarten
Speaker: Peter W. May

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Live Program -

(includes materials):

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- \$455 Nonmember (*Outside Counsel*)
- \$95 Member (*In-House Counsel*)
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Walk-in Registration

(includes materials):

- \$370 Member (*Outside Counsel*)
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- \$120 Member (*In-House Counsel*)
- \$160 Nonmember (*In-House Counsel*)

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