

Executive Compensation: Best Practices for a Post-Dodd-Frank World

*May 30, 2013
Pentagon City, Virginia*

As executive compensation continues to evolve, chief human resource officers are looking for more opportunities to stay on top of best practices, to discuss the issues with their peers in an off-the-record forum and to hear from provocative and leading thinkers. In response, the Center On Executive Compensation is pleased to offer a new seminar for CHROs and compensation and benefits executives who have previously attended “The Role of the Chief Human Resource Officer in the New Governance Paradigm,” or who would like to discuss the latest trends, best practices and emerging issues from the 2013 proxy season with their peers.

Jeremy Goldstein, a partner with Wachtell, Lipton, Rosen & Katz, will join us for the day, Juan Monteverde, the plaintiffs attorney with Faruqi and Faruqi who has brought several shareholder suits against companies focused on executive compensation disclosure will give his perspective, Professor Charles Elson will discuss his research on peer groups, and we expect Carol Bowie and Pat McGurn of ISS to join us for a proxy season overview. It is an excellent opportunity to learn about key trends and developments heading into summer compensation committee meetings.

7:15 – 8:00 a.m.

Continental Breakfast

8:00 – 8:15 a.m.

Welcome, Introductions and Perspectives

Charles G. Tharp, *Moderator*
Chief Executive Officer
Center On Executive Compensation

8:15 – 8:30 a.m.

2013 Say on Pay Results So Far

Charles G. Tharp and the
Center On Executive Compensation Team

8:30 – 9:30 a.m.

Pay, Performance and Disclosure in the 2013 Proxy Season: The View of Leading Consultants

Charles G. Tharp, *Moderator*

Irv Becker
National Practice Leader, Executive Compensation
The Hay Group

Blair Jones
Managing Principal
Semler Brossy Consulting Group

Ira Kay
Managing Partner
Pay Governance

9:30 – 9:45 a.m.

Break

9:45 – 11:00 a.m.

**Alternative Pay Disclosures:
A Conceptual Framework for Greater Consistency**

A group discussion led by the Center On Executive Compensation team based on a project the Center has participated in to develop more consistent definitions of realized and realizable pay, with reactions, experience and input from Irv Becker, Ira Kay, Blair Jones and our participants.

11:00 a.m. – Noon

**Executive Compensation Litigation:
The Perspective of a Leading Plaintiff's Attorney**

Juan Monteverde
Partner
Faruqi & Faruqi

Noon – 1:00 p.m.

Lunch

1:00 – 2:00 p.m.

The Future of Peer Groups

Charles M. Elson
Director, John L. Weinberg Center for Corporate Governance,
Edgar S. Woolard, Jr. Chair in Corporate Governance
University of Delaware

Craig K. Ferrere
Edgar S. Woolard, Jr. Fellow in Corporate Governance
University of Delaware

2:00 – 3:00 p.m.

Leading Edge Issues in Executive Compensation

Corporate Governance Litigation: What to Watch Out For

Jeremy Goldstein
Partner
Wachtell, Lipton, Rosen & Katz

Roundtable Discussion

The Impact of European and UK Restrictions on Pay Practices: the Perspectives of Two Companies Headquartered Abroad

Noreen Farrell
Vice President, Total Rewards COE
Tyco

Thomas Nykamp
Vice President, Executive Compensation
Eaton Corporation

3:00 – 4:00 p.m. **The Perspective of Institutional Shareholder Services on the 2013 Proxy Season So Far**

Patrick McGurn
Special Counsel
ISS

4:00 p.m. **Adjourn**