

West LegalEdcenter and the Daily Journal present

CORPORATE GOVERNANCE 2013

Today's Best Practices and Practical Advice for Private Companies

MAY 16, 2013

The City Club
San Francisco, CA
Price - \$595



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CORPORATE GOVERNANCE 2013

Corporate Governance 2013 is the preeminent event for in-house and outside counsel, venture capitalists, financial professionals, corporate investors and outside board members with regard to key governance issues that impact strategic decision-making for private corporations. Attendees will leave the event with valuable insights and best practices to effectively tackle the most pressing conflicts and issues affecting boards today. Key focal points of the event will zero-in on:

- + Best practices that private companies should consider
- + Best public company practices that private companies should consider
- + Duty of care and building a record of deliberative decision making
- + Litigation activity in 2013
- + Venture capital backed businesses
- + Investor dominated boards
- + Conflicts, 'pay to play,' and disinterested decisions
- + Significant investors and the inevitable conflicts that arise
- + Private company M&A Activity
- + The special case of family-held businesses
- + ...and much more!



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CO-CHAIRS:

Thomas W. Kellerman – Managing Partner
Palo Alto, Morgan Lewis & Bockius LLP

Ronald H. Star – Corporate and Securities
Partner, Arnold & Porter LLP

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PANELISTS:

Norman Allen – Senior Vice President, Woodruff-Sawyer & Company

Stephanie W. Coutu – Partner, Arnold & Porter LLP

Philip Dur – Managing Director, Investor Growth Capital

Rick Fink – CEO and Managing Director, Fortis Advisors

Jay B. Hunt – Principal, The Development Group

Gary Kaplan – Special Counsel, Farella Braun + Martel LLP

Pascal Levensohn – Managing Partner, Levensohn Venture
Partners LLC

Susan D. Resley – Partner, Morgan Lewis & Bockius LLP

PROGRAM AGENDA

8 – 8:15 AM

Welcome and Introduction

8:15 – 9:30 AM

Litigation and Insurance Reports: Setting the Stage for Making the Right Choices

- How much litigation do we see against directors and officers in private companies?
- What causes of action are most prevalent?
- What insurance is typically carried, what is recommended and what is the cost?
- Best governance practices from a litigator's perspective
- Handling special investigations

Moderator: TBD – Title, Company Name

Panelists: *Norman Allen* – Senior Vice President, Woodruff-Sawyer & Company
Susan D. Resley – Partner, Morgan Lewis & Bockius LLP

9:30 – 9:45 AM

Networking Coffee Break

9:45 – 11 AM

Best Public Company Practices That Private Companies Should Consider

- Board size and composition
- The use and role of independent directors and counsel
- Use of audit and other committees
- When to use a special committee
- Whistleblower processes
- Advisory boards

Moderator: *Ronald H. Star* – Corporate and Securities Partner, Arnold & Porter LLP

Panelist: *Jay B. Hunt* – Principal, The Development Group

11 AM – 12:15 PM

Private Company M&A

- Applicability of Revlon duties to private companies
- Board duties in light of Trados and possible responses
- Use of management carve-out plans
- Effective non-compete agreements
- The rise of “acquihires” and allocation of purchase price to retention
- The governance challenges of earn-outs

Moderator: TBD – Title, Company name

Panelist: *Rick Fink* – CEO and Managing Director, Fortis Advisors

12:15 – 1:15 PM

Networking Luncheon

1:15 – 2:30 PM

Venture Capital Backed Businesses: The Special Case of Investor Dominated Boards

- Conflicts between Investors and Founders
- Handling interested director transactions, including ‘Pay to play’ financings
- Fiduciary duty waivers
- Board observers

Moderator: *Thomas W. Kellerman* – Managing Partner Palo Alto, Morgan Lewis & Bockius LLP

Panelists: *Stephanie W. Coutu* – Partner, Arnold & Porter LLP
Philip Dur – Managing Director, Investor Growth Capital

2:30 – 2:45 PM

Networking Break

2:45 – 4 PM

The Special Case of Family Controlled and Other Closely Held Businesses

- Structuring effective Boards of Directors and Advisory Boards
- Attracting, incentivizing and involving outside directors
- Addressing family agendas that are other than profit maximizing
- Issues related to non-family members of management; Family governance vs. company governance
- Best practices in two person “partnerships”

Moderator: *Ronald H. Star* – Corporate and Securities Partner, Arnold & Porter LLP

Panelist: *Pascal Levensohn* – Managing Partner, Levensohn Venture Partners LLC

4 – 5:15 PM

Insolvency: Board/Management Liability for Employment and Tax Claims

- Exposure to employment/labor liabilities
- Tax
- Bankruptcy

Moderator: TBD – Title, Company Name

Panelist: *Gary Kaplan* – Special Counsel, Farella Braun + Martel LLP

5:15 – 5:30 PM

Closing Comments and Conclusion of Conference

