

## Dates

March 3 - 5, 2010

3-day Tuition: \$7,500

Optional Finance Day:  
March 2, 2010

4-day Tuition: \$8,700

## Application Deadline

February 1, 2010

## Tuition

See website

Tuition includes meals and materials. Please visit the website for information on accommodations.

# THE DIRECTORS' CONSORTIUM

A JOINT OFFERING WITH THE STANFORD LAW SCHOOL, THE UNIVERSITY OF CHICAGO BOOTH SCHOOL OF BUSINESS, AND THE TUCK SCHOOL OF BUSINESS AT DARTMOUTH

Corporate board members face new challenges and have an increased recognition of their responsibilities since the wave of governance reform swept in. The Directors' Consortium goes beyond compliance to explore how directors can best represent shareholders and other stakeholders in their advising and oversight roles. The program gives participants the frameworks and strategies to understand the current governance environment and to carry out their responsibilities. Directed by distinguished faculty members, this program provides frameworks, strategies, and best practices for structuring decisions in the key policy areas that directors face.

## KEY TAKEAWAYS

- Increased understanding of your role in the corporate governance environment
- Frameworks and strategies to help you effectively manage the critical issues confronting board members today
- Overview and development of key frameworks for legal and prudent strategies to help boards navigate in today's litigious environment

tive pay, the changes in compensation over the past two decades, and current trends in the features of compensation packages.

### CEO Selection and Evaluation

Identifying an effective CEO and providing the CEO with appropriate incentives and evaluations are among the greatest challenges facing boards. This session will address how boards should answer fundamental questions about their CEO: Do we have the right CEO? What incentives are appropriate? How should talent be assessed? What board processes are effective in planning for CEO succession?

## CONTENT OVERVIEW

This comprehensive program focuses on strengthening participants' understanding of the board's oversight and advisory roles and explores ways to serve these roles more effectively. The program draws on the research and practical knowledge of world-class faculty and leading experts in governance practice. Participants will learn about board structure and processes, financial policy, financial reporting, compensation, fiduciary duties, litigation risk, CEO performance evaluation, and succession. This unique three-day program is intimate in size to foster interactions among participants, faculty members, and leading governance practitioners. Directors will develop a deeper understanding of business and governance to apply to the issues facing their boards.

## WHO SHOULD ATTEND

The Directors' Consortium is a dynamic, cross-disciplinary, research-based executive program focusing on the role of directors in driving and sustaining corporate success even in uncertain times. The program is specifically designed for those who already are, or are about to become, members of a board of directors of a public company. Board members of companies that aspire to become public in the near future will also benefit, as will those who serve on boards of foreign corporations that are listed or aspire to be listed on U.S. exchanges. The disciplines covered will have applicability to private or family company boards and nonprofit organizations, but not all of the specific regulations and processes of public companies will apply. Participants will gain leading-edge strategies, frameworks, and best practices for making crucial board decisions in a changing environment.

## HIGHLIGHTED SESSIONS

### Executive Compensation and Incentives

This session focuses on the motivation behind, and the process of, aligning incentives via compensation. Participants examine the incentive properties of execu-



## SAMPLE DAILY SCHEDULE

- ① **Breakfast**  
Full breakfast
- ① **Morning Session I**  
Role of the Board in Corporate Strategy
- ② **Morning Session II**  
Director Liability
- ③ **Morning Session III**  
The Board's Role in Financial Transactions
- ④ **Lunch**  
Buffet lunch
- ⑤ **Afternoon Session**  
How Effective Directors Influence Boards
- ⑥ **Group Activity**  
Optional architectural walking tour of the Stanford campus
- ⑦ **Dinner**  
Cocktail reception followed by a served dinner
- ⑧ **Dinner Presentation**  
Business leaders speak on relevant topics

[www.gsb.stanford.edu/exed/directors](http://www.gsb.stanford.edu/exed/directors)



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“The program emphasized the responsibilities and risks that every board member should be aware of. The instructors had a thought provoking style that made a real impact on my thinking. I left with a framework and understanding of best practices that will make me a more effective board member.”

\* EDWARD R. BONIFAS / DIRECTOR / OLD SECOND BANCORP

## FACULTY DIRECTOR



**David F. Larcker**, the James Irvin Miller Professor of Accounting at the Stanford Graduate School of Business and Director of the Corporate Governance Research Program, is a leading researcher in executive compensation and corporate governance. He specializes in the design of compensation contracts and the evaluation of governance choices by firms. He is Codirector of the Arthur and Toni Rembe Rock Center for Corporate Governance at Stanford.

## OTHER FACULTY DIRECTORS

### Sydney Finkelstein

*Steven Roth Professor of Management, Tuck School of Business at Dartmouth, and Faculty Director, Tuck Executive Program*

Professor Finkelstein is an expert in the areas of strategic leadership, corporate governance, top management teams, corporate crises and mistakes, and managing mergers and acquisitions. He has participated in numerous CEO forums, has been interviewed or had his work appear in numerous leading media outlets, and has served as a consultant and speaker for major companies in the U.S., Canada, Europe, and Mexico.

### Steven N. Kaplan

*Neubauer Family Professor of Entrepreneurship and Finance, the University of Chicago Booth School of Business*  
Professor Kaplan teaches advanced MBA and executive courses in entrepreneurial finance and private equity, corporate financial management, corporate governance, and wealth management and has consistently been ranked as one of the best instructors at Chicago Booth. *Business Week* named him one of the top 12 business school teachers in the country. In addition, Professor Kaplan is the faculty director of Chicago Booth's Polsky Entrepreneurship Center. He has testified to the U.S. Senate Finance Committee and the U.S. House Financial Services Committee about his research. Professor Kaplan is a research associate at the National Bureau of Economic Research and an associate editor of the *Journal of Finance* and the *Journal of Financial Economics*. He serves on the boards of directors of several companies, including Morningstar, Accretive Health, and Columbia Acorn Funds.

### Michael Klausner

*Nancy and Charles Munger Professor of Business and Law and Associate Dean for Research and Academics, Stanford School of Law, Stanford University*

Professor Klausner specializes in the areas of corporate law and corporate governance. He has conducted in-depth empirical studies of outside director liability and takeover defenses in firms at their initial public offering. He also has done theoretical work on the overall structure and function of corporate law and on various topics in nonprofit law. He teaches and writes in the areas of corporate and banking law, anti-takeover protection provided to spin-offs, and anti-takeover defenses in IPOs. His recent scholarship has focused on securities litigation, directors' and officers' liability insurance, and the liability risk of outside directors. Previously, Professor Klausner served as a White House Fellow in the Office of Policy Development. He is currently engaged in a study of outside director liability in the United States and abroad with Bernard Black of Stanford University and Brian Cheffins of Cambridge University.

### Roman L. Weil

*V. Duane Rath Professor Emeritus of Accounting, the University of Chicago Booth School of Business*

Professor Weil's research and teaching focus on financial accounting, forensic accounting, and regulation. He has coedited four professional reference books, coauthored 12 textbooks, and published more than 100 articles in academic and professional journals. Professor Weil served on the Securities and Exchange Commission (SEC) Advisory Committee on Replacement Cost Accounting. Professor Weil has consulted to governmental agencies, including the U.S. Treasury Department and the Securities and Exchange Commission. He currently serves on the board of directors of mutual funds affiliated with New York Life Insurance Company and chairs the Audit Committee.

