

*Practical Solutions for Key  
Committee Challenges:*

AUDIT  
COMPENSATION  
GOVERNANCE/NOMINATING

**A program by and for  
corporate directors**

**June 7, 2005**

TIAA-CREF  
730 Third Avenue  
17<sup>th</sup> Floor  
New York, NY

THE THIRD ANNUAL INSTITUTE ON  
**BOARD/COMMITTEE  
INDEPENDENCE AND  
EFFECTIVENESS**



PACE LAW SCHOOL  
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**REGISTRATION/BREAKFAST** – 8:00 a.m. – 9:00 a.m.

**WELCOMING REMARKS** – 8:15 a.m.

**WHAT IT TAKES TO BE A DIRECTOR TODAY:  
 Perspectives from Shareholders, the  
 Regulatory Scene and the Boardroom**

8:30a.m. – 9:30a.m. (Open Mike at 9:15 a.m.)

MODERATOR:

**John J. Castellani**, President-The Business Roundtable

PANELISTS:

**E. Norman Veasey**, Former Chief Justice-Delaware  
 Supreme Court

**Edward M. Kangas**, Chair-Tenet Healthcare and Director-  
 EDS, Hovnanian Enterprises and Eclipsys

**James D. Robinson III**, Co-Founder and General Partner-  
 RRE Ventures; Former CEO-American Express; Director of  
 Bristol-Myers Squibb, Coca-Cola, First Data, and Novell

**Robert E. Weissman**, Former CEO-IMS Health;  
 Lead Director-State Street Corporation, Presiding Director at  
 Pitney Bowes and Director-Cognizant Tech Solutions

**BREAK-OUT SESSIONS ON THE THREE KEY  
 INDEPENDENT COMMITTEES** – 9:30 a.m. – 10:30 a.m.

**Break-Out Reports and Open Mike**

10:30 a.m. – 11:00 a.m.

**The Audit Committee:  
 Re-Establishing Equilibrium**

DISCUSSION LEADERS:

**James E. Copeland, Jr.**, Former CEO-Deloitte Touche  
 Tohmatsu and Director-Coca-Cola Enterprises, ConocoPhillips  
 and Equifax

**Ellen R. Marram**, Former CEO-Tropicana and Director-Eli  
 Lilly, Ford and New York Times

**Scott A. Reed**, Partner-KPMG's Audit Committee Institute

**The Compensation Committee:**

**Changing the Culture of Executive Compensation/  
 How to Implement New Guidelines**

DISCUSSION LEADERS:

**John H. Biggs**, Former CEO-TIAA-CREF; Director of  
 Boeing and J.P. Morgan Chase

**Peter C. Clapman**, Executive Director-Pace  
 Directors Institute

**Robert J. Kamerschen**, Former CEO-ADVO; Lead Director at  
 R.H. Donnelley and Chair of 3 Compensation Committees

**Daniel J. Ryterband**, Managing Director-Fred W. Cook & Co.

**The Evolving Governance Committee:**

**Choosing A Board Leader/Effective Evaluation/  
 Finding New Directors and Skills**

DISCUSSION LEADERS:

**Warren L. Batts**, Former CEO-Tupperware; Chair-Methode  
 Electronics and Former Director-Cooper Industries, Sears,  
 Roebuck and Sprint

**Alfred C. DeCrane, Jr.**, Former CEO-Texaco and Former  
 Director-CIGNA, Corn Products and Harris Corp.

**Roger M. Kenny**, Boardroom Consultants

**BREAK** – 11:00 a.m.

**FASHIONING AN EFFECTIVE AND ETHICAL  
 CORPORATE CULTURE**

11:15 A.M. – 12:15 pm. (Open Mike at Noon)

MODERATOR:

**Tyler Mathisen**, Anchor, CNBC

PANELISTS:

**John H. Biggs** (see above)

**Edward D. Breen, Jr.**, Chairman & CEO-Tyco International  
 Ltd., and Director-McLeodUSA

**Warren L. Batts** (see above)

**LUNCHEON AND KEYNOTE**

► **HONORING JOHN A. KROL**

Former CEO-E.I. du Pont de Nemours and Director-ACE Limited,  
 Meadwestvaco, Tyco International

12:15 p.m. – 1:15 p.m.

**BREAK-OUT SESSIONS ON THE THREE KEY  
 INDEPENDENT COMMITTEES**

*\*Repeat of Morning Sessions\**

1:30 p.m. – 2:30 p.m.

**Break-Out Reports and Open Mike**

2:30 p.m. – 3:00 p.m.

**NEW RELATIONSHIPS/HIGHER EXPECTATIONS:  
 What Directors Need from Key Members of  
 Management**

3:00 p.m. – 4:15 p.m. (Open Mike at 4:00 p.m.)

MODERATOR:

**Margaret M. Foran**, VP-Corporate Governance-Pfizer Inc.,  
 and former Director-MONY

PANELISTS:

**Robert Holland, Jr.**, Former CEO-Ben & Jerry's and  
 Director-Carver Bankcorp, Lexmark, Neptune Orient Lines, YUM  
 Brands

**Judith Richards Hope**, Director-General Mills, Russell  
 Reynolds, ThyssenKrupp Budd and Union Pacific

**John A. Krol** (see Luncheon Keynote)

**Stephen P. Norman**, Secretary and Corporate Governance  
 Officer-American Express

**Gary M. Pfeiffer**, SVP & CFO-E.I. du Pont de Nemours and  
 Director-Quest Diagnostics and Talbots, Inc.

**CLOSING REMARKS** – 4:15 p.m. – 4:30 p.m.

**RECEPTION** – 4:30 p.m.

*Accredited by Institutional Shareholder Services (ISS)*

**REGISTRATION INFORMATION**

Please make check payable to Pace Directors' Institute.

**Enclosed payment:** \$ \_\_\_\_\_

AMEX/Discover/Visa/MasterCard #:

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Cardholder's Signature \_\_\_\_\_

**PREREGISTRATION IS REQUIRED.  
 RETURN FORM AND PAYMENT TO:**

You may register by PHONE: 914-422-4062  
 FAX: 914-422-4039 or by mail.

Pace Directors' Institute – Pace Law School,  
 78 North Broadway, White Plains, NY 10603

FAX YOUR CREDIT CARD REGISTRATION:  
 914-422-4039

For Questions About the Program Please Contact Sarah Stewart at Boardroom Consultants: 212-328-0440

**Registration fees must be paid in advance.**

Registration will be confirmed upon receipt of payment.

The Pace Director Education Institute accepts the  
 following credit cards: AMEX, Discover, Visa/MasterCard.

**Program Fee\***

\$1,400 per individual

\$1,200 for early registration (by May 20<sup>th</sup>)

\*Includes program, meals, reception, and valuable  
 take-away references.