



The Private Company Governance Summit 2013

May 16-17, 2013 • The Fairfax at Embassy Row, Washington, D.C


The only national conference focused on the unique board and governance challenges of privately owned businesses, including:

- Closely held businesses
- Family-owned businesses
- Private Equity-owned businesses

The Private Company Governance Summit 2013 is a gathering of company owners/shareholders and their directors for a high-level discussion on best governance practices for private company boards. Meet with fellow private company directors and owners/shareholders in an environment dedicated to learning, sharing and networking.

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Premiere Partner: **Deloitte.**

Gold Partners: **HEIDRICK & STRUGGLES**  **Diligent**

PRODUCED BY

Directors & Boards AND **Family Business**

KEYNOTE SPEAKERS



NORMAN R. AUGUSTINE
Former Chairman and CEO,
Lockheed Martin



HARRY KRAEMER JR.
Executive Partner,
Madison Dearborn



DENNIS CAGAN
High-technology entrepreneur
and board member

CONFERENCE AGENDA

Wednesday, May 15, 2013

5:30-7 p.m. Welcome Reception

Thursday, May 16, 2013

8-8:30 a.m. Breakfast

8:30-9:15 a.m. Welcome and Keynote Address

9:15 -10:45 a.m. Private Company Boards — One Size Doesn't Fit All

What are the different governance approaches taken by private companies, and what are the advantages and disadvantages of various types of boards — advisory, non-independent, independent? Who should serve on the board? What differences in governance are there, or should there be, with controlling-shareholder, family-owned, and private equity-owned companies? How dependent is board governance on the company's lifecycle stage and size? How important is specific expertise and cultural fit?

Speakers: Jim Ethier, Chairman and CEO, Bush Bros. & Co.; Margaret Pederson, President & CEO, Amirexx (director: Viad, TextureMedia); Conor Boden, Head of Portfolio Board Development, Advent International

11:15 a.m.-12:45 p.m. Private Board Roles, Committees and Independence

Because of the differing longer-term goals of private companies (exit or succession, for example), clearly defining the role of the private company director can be a challenge. What do owners want from their board, and what they should ask of their directors/advisers? Conversely, what do directors want from their private company board service in terms of input and independence? What committees should a private company board have? Are there standards for board composition? Should private companies consider having lead directors?

Speakers: David C. Phillips, chairman, Midmark Corporation; Richard M. Clarke, CEO Perspective Group

12:45-2 p.m. Lunch with Keynote Address

Speaker: Harry Kraemer, executive partner, Madison Dearborn, will discuss private equity's perspective on directors' role and responsibilities.

2- 3:30 p.m. Breakout Sessions

Three breakout sessions (each 45 minutes long) will feature governance case studies of three different types of privately held companies, based on company goals and exit strategy: Legacy/Succession (the family-controlled company); Private Equity- and Growth Capital-owned; Closely held with an eventual intent to sell/go public.

4-5:30 p.m. The Effective Private Board

Private boards don't face the issues of ISS ratings and other outside reviews of performance, but this doesn't mean that owners and directors can't use a variety of tools to keep the board fresh and focused. This session will focus on measuring and ensuring board effectiveness, and on the best practices for board meeting and committee meeting agendas.

Speakers: Henry Wolfe, Chairman; De La Vega Occidental & Oriental Holdings; Jill Kanin-Lovers, board member, Dot Foods, Heidrick & Struggles; Lowell Robinson, Chairman, American Consolidated Media Holdings, Endurance Business Media and director, The Jones Group

7- 9 p.m. Group Dinner & Keynote Address

Friday, May 17, 2013

8-8:30 a.m. Breakfast

8:30-9:15 a.m. Keynote Interview

DIRECTORS & BOARDS editor Jim Kristie interviews Dennis Cagan, Chairman and CEO of the Santa Barbara Technology Group, LLC. The conversation will focus on a variety of private board issues, leveraging Cagan's experience on

more than 43 high-tech and start-up boards.

9:15 -10:15 a.m. Private Company Director Service: Risks and Responsibility

The potential liabilities associated with public company board service are well known, but studies have found that directors of private companies are also exposed to personal liability risks in connection with their service. What kind of liabilities can a private company director face, and how can this be mitigated?

Speakers: Gary Sutton, director, Pro-curo, AgileNano, Social Fabric, Light-Source Renewables, the Clear Brook Industrial Park, SSI and Websense; Robert Holland Jr., director, Yum! Brands and Carver Bancorp, Inc.

10:30 - 11:45 a.m. Identifying, Securing and Paying the Best Private Company Board Members

How does a private company identify the best possible directors? How important are the "soft issues," such as compatibility, in selecting great board members? What benchmarks should be used in for compensating private company board members? What role do diversity and independence play in the selection of a high-performing private company board? What is the role of search firms and compensation consultants in assembling a board?

Speakers: Dan Hatzenbuehler, Chairman, E. Ritter & Company; Allan Grafman, President, All Media Ventures and Operating Partner and Principal, Mercury Capital Partners; Bernard H. Tenenbaum, Managing Partner, China Cat Capital LLC

12 noon-1:15 p.m. Closing Lunch & Keynote Address: "Lessons for Private Boards from the Public Company World"

Speaker: Norman R. Augustine, Retired Chairman and CEO, Lockheed Martin Corp.

PRIVATE COMPANY GOVERNANCE SUMMIT 2013

CONFIRMED SPEAKERS



Gary Sutton

Director, Procuero, Agile-Nano, Social Fabric, LightSource Renewables, the Clear Brook Industrial Park and SSI



Jill Kanin-Lovers

Director, Dot Foods, Heidrick & Struggles



Dan Hatzenbuehler

Chairman, E. Ritter & Company



Jim Ethier

Chairman, Bush Brothers & Company



Henry D. Wolfe

Chairman, De La Vega Occidental & Oriental Holdings



Allan Grafman

President, All Media Ventures



David C. Phillips

Chairman, Midmark Corporation; Director, Cintas, Meridian Bioscience



Margaret Pederson

Director, Viad, Xamax Industries, TextureMedia



Richard M. Clarke

Chairman, Thermotech Company and Simona America Inc.



Bernard H. Tenenbaum

Managing Partner, China Cat Capital LLC



Robert H. Rock

President & CEO, MLR Holdings LLC



Conor Boden

Head of Portfolio Board Development, Advent International

YOUR CONFERENCE HOSTS



Jim Kristie
Editor and Associate
Publisher,
Directors & Boards



Barbara Spector
Editor-in-Chief and
Associate Publisher,
Family Business Magazine

WHO SHOULD ATTEND

The Private Company Governance Summit 2013 is ideal for:

- Private and family-owned company shareholders and investors
- Private equity-owned company investors and managers
- Public and private company directors and advisory board members
- Corporate governance advisers, experts and academics

CONFERENCE LOCATION AND HOTEL

**The Fairfax at Embassy Row,
2100 Massachusetts Ave., N.W., Washington, DC 20008**

The Fairfax at Embassy Row, Washington, D.C. is a proud recipient of the prestigious Forbes Five Star Award and the AAA Four Diamond Award, bestowed only upon luxury hotels with impeccable service, refined accommodations and exemplary amenities. Nestled among world-class boutiques and dining in the heart of the vibrant Dupont Circle neighborhood, the hotel is located less than two blocks from the Metro station.



A limited number of guest rooms are available at the special *Directors & Boards* room rates of \$259 single or double occupancy, plus taxes. For reservations, call 1-888-627-8439 and request the *Directors & Boards* Magazine Meeting rate no later than Monday, April 22, 2013.

REGISTER TODAY FOR BEST RATES

Early registration discount (*expires March 14, 2013*)

*Private company owners, shareholders, managers and investors,
and public and private company board members*

First attendee from the company: \$1,495

Each additional attendee from the same company: \$1,045

All other attendees: \$1,995 each

Standard registration (*March 15, 2013 and later*)

*Private company owners, shareholders, managers and investors,
and public and private company board members*

First attendee from the company: \$1,795

Each additional attendee from the same company: \$1,295

All other attendees: \$2,250 each

**Questions,
and to register by
phone/email:**

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Conference Manager**

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(703) 850-5497

**For more information, and to register, visit:
mlr.cvent.com/pcgs2013 or www.directorsandboards.com**