



## Program Year

### January 10, 2012

Breakfast 7:00 am  
Key Board Issues for 2012  
The Wharf Room,  
Boston Harbor Hotel

### February 14, 2012

Breakfast 7:00 am  
The Board Meets the Court  
Newton Marriott Hotel

### March 13, 2012

Breakfast 7:00 am  
Founders and their Boards  
Newton Marriott Hotel

## SAVE THE DATE

MARCH 29, 2012  
Sixth Annual Director of the Year  
Awards Dinner  
Seaport Hotel, Plaza Ballroom

### April 10, 2012

Breakfast 7:00 am  
Executive and Board Compensation  
Newton Marriott Hotel

### May 8, 2012

Breakfast 7:00 am  
What Keeps Directors Up at Night?  
Newton Marriott Hotel

### June 12, 2012

Breakfast 7:00 am  
Governance for Non-Profit Boards  
Newton Marriott Hotel

**TO REGISTER FOR AN EVENT:**  
Visit us at [www.nacdne.org](http://www.nacdne.org) and  
select the Events Button. The  
online registration process is se-  
cure and you will receive an elec-  
tronic confirmation and receipt.

### **JANUARY 10, 2012 – BREAKFAST 7:00 AM**

## **Key Board Issues for 2012**

As public scrutiny and economic uncertainties continue in 2012, corporate boards will need to refocus on the fundamental issues of corporate governance, generating growth and sustained profitability. What are the hot issues that will rise to the top of mind for directors? From new regulations, to investing in growth, to international concerns - join a board-level discussion with board leaders of New England based companies, who will share what they consider to be the top issues of 2012.

### **FEBRUARY 14, 2012 – BREAKFAST 7:00 AM**

## **The Board Meets The Court**

See if your board skills will get you in legal trouble at our February meeting. After hearing introductory remarks from Justice Jack Jacobs of the Delaware Supreme Court (the Court where the Chancery decisions that determine director liabilities get reviewed), each table will sit as a board and consider a complex acquisition proposed by management, and Judge Jacobs will critique our board decisions. Full Q&A will follow. Justice Jacobs sat on the Delaware Chancery Court before his elevation to the Supreme Court in 2003.

### **MARCH 13, 2012 – BREAKFAST 7:00 AM**

## **Managing Growth - Founders and their Boards**

Join us for a discussion of how Boards and Founders work together to manage growth from the founding to the IPO and beyond – going from private to a public to the multi-\$B corporation. What are the major issues and inflection points in the growth process? What decisions and challenges will boards face? What are the implications for the Board composition and governance?

### **APRIL 10, 2012 – BREAKFAST 7:00 AM**

## **Executive and Board Compensation**

The news reported recently that executive pay is up 27% this year. Given the increased say-on-pay input and this pay increase, we can expect more pressure this year from shareholders. Each year we focus one program on the issues of compensation – executive and Board. Pat McGurn of ISS will join us for a lively discussion of the hot issues of compensation.

### **DATE TO BE ANNOUNCED – PEER-TO-PEER PROGRAM 7:30 – 11:00 AM**

## **Risk Management and Information Technology**

Social networking, the cloud, cyber security, Board information portals – it is all changing so rapidly. This is a special discussion for Directors only on the new IT landscape and what Directors need to know to be able to ask the right questions and make informed decisions on strategic and security issues. Date and location will be announced soon.

### **MAY 8, 2012 – BREAKFAST 7:00 AM**

## **What Keeps the Directors Up at Night?**

Join a special panel of Directors for their insights on the issues facing Boards.

### **JUNE 12, 2012 – BREAKFAST 7:00 AM**

## **A New World of Governance and Fundraising for Non-Profit Boards - Continuing the Dialogue**

By popular demand, we are continuing our program from 2011 on the new world of nonprofit governance and fundraising. Join us for the conversation on the changing oversight environment for nonprofits and how this is impacting their Boards - new regulations, requirements for financial acumen, pressure for strategic planning and fundraising challenges.



NACD New England Chapter  
10 Back River Rd.  
Amesbury, MA 01913

## 2012 Event Calendar

**SAVE THE DATE**



### 2012 Director of the Year 6th Annual Award Program

March 29, 2012

Last year we honored Samuel Bodman, Thomas May, and John Fish and the Board of Directors of both The TJX Companies, and The Orvis Company as leaders in their field and deeply committed to excellence in the boardroom. The 2012 honorees will be announced in January. Stay tuned...

#### LETTER FROM THE PRESIDENT

Dear NACD Members and Community:



Welcome to 2012. With the continued scrutiny of boards and the potential for increased shareholder activism, we are presenting opportunities for Directors to join colleagues to discuss the most pressing issues of board leadership. Starting the year with our January program on “Key Board Issues for 2012”, you can join in a candid conversation with Karen Kaplan, Gary DiCamillo and John Mahoney. In the next few months, we will cover board liabilities in our annual meeting with a Delaware Justice, managing growth, and executive compensation.

Again this spring we will hold one of our new Peer-to-Peer programs that offer a unique opportunity for directors to have in depth discussions in a small group. Our next Peer-to-Peer program will be risk management and information technology.

We are excited about our opportunities for supporting excellence in the boardroom and look forward to seeing you this year.

Sincerely,

William A. Earon, President, NACD New England Chapter

#### Chapter Sponsors

