



The Private Company Governance Summit 2017

May 10-12, 2017 • Swissôtel, Chicago

To learn more, and register: www.privatecompanydirector.com/PCGS17

**"The quality of the attendees and the speakers was incredible!
The collective experience in that room was very humbling."**

"This conference may be the best thing I've done all year!"

"Top notch. Organized, great content, well managed."

**"Excellent conference—the best! Quality and valuable content,
excellent networking. Everyone was engaged and engaging."**

**"Loved the focus on private versus public company issues. It is often
hard to benchmark in this area—but here, you could talk directly with those
similarly situated."**

"The conference completely changed my view on how a board is conducted and run."

CONFIRMED SPEAKERS



Paul C. Darley
Chairman, CEO & President, W.S. Darley & Co.



Cheryl Mayberry McKissack
Chief Executive Officer, Nia Enterprises, LLC; Director, PrivateBanc Corp, Deluxe Corporation



Rajan Sheth
CEO and Chairman of the Board, Mead & Hunt Companies, Inc.



Venita E. Fields
Partner, Pelham S2K Managers, LLC, and Director, Derry Enterprises, Inc.



Dennis Chookaszian
Retired Chairman and CEO, CNA Insurance Companies



Robin Letchinger
Chief Legal Officer, and former Director, Sasser Family Holdings, Inc.



Jim McHugh
Director, Southworth International Group Inc. and Kennebec Technologies Inc.



Kenneth Gorman
Senior Vice President, Power Construction Company. Chairman/CEO, Power Wellness Management LLC



Michael R. Kiolbassa
President, Kiolbassa Provision Company Inc.



David W. Juday
Director, and retired Chairman, IDEAL Industries Inc.



Joanna Peters
Managing Principal, StratConGlobal, Inc.



Charles E. Shepard
Board Member, Menasha Corporation



Milton Pinsky
CEO, Banner Apartments LLC



Drew Everett
Chairman of the Board, Bush Brothers & Company

THE EVOLVING ROLE OF THE PRIVATE COMPANY BOARD

The **Private Company Governance Summit**, now in its fifth year, is the only national conference focused exclusively on the unique governance challenges of privately-owned businesses, including closely-held companies, family-owned companies and private equity-owned companies.

Expert briefings on:

- Getting Board Composition Right
- The Board's Role in CEO Succession and Talent Oversight
- Board Compensation: What and How Much?
- CyInterviewing Potential Directors
- Risk Management and the New Volatility
- Funding Growth and Shareholder Liquidity
- The board's role in talent oversight and development

PREMIERE CONFERENCE PARTNER

Deloitte.

GOLD CONFERENCE PARTNERS



Diligent



KORN FERRY
| HayGroup

KIRKLAND & ELLIS LLP

SILVER CONFERENCE PARTNERS



BRIGHTWOOD



BRONZE CONFERENCE PARTNERS



SUPPORTING PARTNERS



CONFERENCE PROGRAM

WEDNESDAY, MAY 10, 2017

3-8 p.m. **Registration Open**

4-5:15 p.m. **Preconference Session: Lessons on Starting and Building the Private Company Board**

Where do you start? A special session for owners/shareholders of privately owned companies who are at the early stages of designing, launching or building a fiduciary or advisory board. The focus will be on best practices and the role of independent directors, and will feature case studies from companies that have exhibited best practices in private company governance—how they got started, how they evolved and where they are today.

Speakers: **Rajan Sheth**, CEO and Chairman of the Board, Mead & Hunt Companies, Inc.; **Kenneth Gorman**, Senior Vice President, Power Construction Company and Chairman/CEO, Power Wellness Management LLC, **Drew Everett**, Chairman of the Board, Bush Brothers & Company

Moderator: **Jennifer Pendergast**, Senior Consultant, The Family Business Consulting Group

5:15-5:45 p.m. **Networking Break**

5:45-6:45 p.m. **Opening Session: Getting the Composition of the Board Right**

Who should be asked to serve on your board? Do you currently have the right mix of directors? How do you calibrate the board to best serve a family or closely held business, while earning buy-in from family members and shareholders? This session will look at evaluating and expanding the skillsets and brainpower that directors bring to the private board, building collegiality without group-think, and the value that diversity (whether age, gender or ethnic) can bring.

Speakers: **Michael R. Kiolbassa**, President, Kiolbassa Provision Company, Inc.; **Robin Letchinger**, Chief Legal Officer, Sasser Family Holdings, Inc.; **David W. Juday**, Director, retired Chairman, IDEAL Industries Inc.

Moderator: **Dottie Schindlinger**, Vice President and Governance Technology Analyst, Diligent

6:45-7:15 p.m. **Keynote Interview: The Governance Journey**

An in-depth look at a private company's development of effective governance.

7:15-9 p.m. **Networking Reception & Buffet Dinner**

THURSDAY, MAY 11, 2017

7:30-8:30 a.m. **Breakfast**

8:30-8:45 a.m. **Conference Introduction**

Speaker: **Deborah DeHaas**, National Managing Partner, Center for Board Effectiveness, Deloitte

8:45-9:15 a.m. **Keynote Interview: From Public to Private**

Dennis Chookaszian, Retired Chairman and CEO, CNA Insurance Companies

9:15-9:30 a.m. **Networking Break**

9:30-10:30 a.m. **Session: The Board's Role in CEO Succession and Talent Oversight**

In public companies, the board's principal role is often to hire and fire the CEO. In family-owned and closely held companies, a board can take the emotion and potential negative dynamics out of internal succession for the CEO or other senior roles, and help shareholders make collegial decisions on leadership change, whether within or outside the family. This session will also focus on the board's role in general talent oversight and development within the company, and its impact on family employment policies and procedures.

Speakers: **Milton Pinsky**, CEO, Banner Apartments LLC; **Charles E. Shepard**, Director, Menasha Corporation

Moderator: **Damien Dwin**, Co-CEO and Co-Founder, Brightwood Capital Advisors

10:30-11 a.m. **Networking Break**

11 a.m.-12 noon **Session: Board Compensation: What and how much?**

The biggest question on the minds of most owners and shareholders is: What do we pay directors? While there remains no national benchmark for director compensation (as there is with the filings of public companies), this session will bring together new data from DIRECTORS & BOARDS Magazine and other sources, to provide guidance for companies and directors on cash and non-cash compensation programs for internal and independent directors.

Speaker: **Paul C. Darley**, Chairman, CEO and President, W.S. Darley & Co.

Moderator: **Daniel Moynihan**, Partner, Korn Ferry Hay Group

12 noon-12:15 p.m. **Networking Break**

12:15-1:30 p.m. **Lunch and Keynote Conversation CEO Conversation/Interview**

Cheryl Mayberry McKissack, Chief Executive Officer, Nia Enterprises, LLC; Director, PrivateBanc Corp, Deluxe Corporation

1:30-3 p.m. **Expert Briefings (Repeated Twice)**

- The Board's Role in Exponential Change, Innovation and Disruption
- Dealing with Related Party Transactions/Conflicts of Interest
- Private Board Basics—From No Board to a Board: **Jim McHugh**, Director, Southworth International Group, Inc., Kennebec Technologies Inc.
- Family Enterprise Governance: **Sarah Hamilton**, Founder, Family Office Exchange
- Onboarding Independent Non-Family Directors
- Dealing with Non-Performing Directors
- Cybersecurity and the Board: **Simone Petrella**, Chief Cyberstrategy Officer, CyberVista
- The Dynamics of Family Members on the Board: **Doug Baumol**, Founding Partner, Continuity LLC
- The Pre-IPO Company

3-3:15 p.m. **Networking Break**

3:15-3:45 p.m. **Workshop: How to Interview a Potential Director**

A live interview with a potential director, designed to show best practices in getting the right information to make a decision.

Interviewer: **Dale Jones**, President and CEO, Diversified Search

3:45-4:45 p.m. **Session: Risk Management and The New Volatility: the Board's Contribution**

Balancing risk and reward requires a sophisticated view of what the board can do to help a company's management and ownership navigate volatile times—with new laws, regulatory rollback, trade rules and tax structures either here or coming. This session will also look at the board's role in cybersecurity, disaster planning and corporate social responsibility.

Speaker: **Joanna Peters**, Founding Principal, StratConGlobal

Moderator: **Simone Petrella**, Chief Cyberstrategy Officer, CyberVista

6-9 p.m. **Group Dinner and Private Company Board of the Year Award**

The Signature Room at the 95th, John Hancock Tower

FRIDAY, MAY 12, 2017

8-9 a.m. **Breakfast**

9-9:45 a.m. **Keynote Interview: From Private to Public**

9:45-10:30 a.m. **Workshop: Improving the Board**

You have a board—make sure it's the best it can be for the business and shareholders it serves.

This workshop session will address ways in which family-owned and closely held companies have improved their existing boards, whether through changes in board membership, better board preparation and processes or development of committees.

Session Leader: **Maureen Bujno**, Managing Director, Center for Board Effectiveness, Deloitte

10:30-10:45 a.m. **Networking Break**

10:45-11:45 a.m. **Session: Funding Growth and Shareholder Liquidity**

A key challenge for family-owned and closely held companies is managing cash flow to fund both growth and adequate shareholder return. The board can play a major role in helping the company think through its options—private equity, venture capital, other funding, or even an IPO. This session will look at options that include maintaining control of the business.

Speaker: **Venita E. Fields**, Partner, Pelham S2K Managers, LLC, Director, Derry Enterprises, Inc.

11 a.m. **Conference Summary and Close**

REGISTRATION INFORMATION

Standard registration rates

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

\$1,895 First attendee

\$1,395 Additional attendees from the same company/board

Past attendees of the Private Company Governance Summit or the Transitions Conferences qualify for an additional discount on their registration fees:

\$1,705.50 First Attendee

\$1,255.50 Additional attendees from the same company/board

All other attendees: advisers, consultants, others allied to the field:

\$2,350 Each attendee

Cancellation Policy: All conference cancellations must be made in writing and emailed to Justine Wood, PCGS Events Director, at jwood@familybusinessmagazine.com. Registrants who cancel more than four weeks prior to the program date are entitled to a full refund of the registration fee less an administrative fee of \$150 per registrant; if canceled within four weeks, but more than 10 business days prior to the conference date, 50% of the conference registration fee will be refunded less an administrative fee of \$150 per registrant; within ten business days of the conference date and no shows, no refund is possible. PCGS may cancel the program if attendance does not meet required levels; in case of cancellation or rescheduling, full refunds of registration fees will be made. Travel fares and hotel deposits cannot be reimbursed.

To learn more and to register, visit: privatecompanydirector.com/PCGS17

CONFERENCE LOCATION AND HOTEL

SWISSÔTEL CHICAGO

323 EAST UPPER WACKER DRIVE, CHICAGO • IL 60601-9722

Swissôtel Chicago, designed by renowned Chicago architect Harry Weese, is an award winning, four-diamond, all-glass triangular luxury hotel.

Ideally situated in the confluence of the Chicago River and Lake Michigan and just steps away from exclusive shopping on The Magnificent Mile in downtown Chicago, with fabulous wrap-around views from Navy Pier to Millennium Park, Swissôtel Chicago offers an exclusive setting with one of the city's most prestigious addresses.

A limited number of rooms are available at the reduced Private Company Governance Summit rate of \$289 single or double occupancy, plus state and local taxes. Rooms at these special rates are available on a first-come, first-serve basis, and reservations may be made by calling hotel reservations at 1-888-737-9477 and requesting the Private Company Governance Summit rate before Friday, April 14, 2017. After this date, reservations may be made based on room availability at the prevailing hotel rate.

In addition to the reservation phone number provided above, reservations may also be made online at www.swissotel.com/hotels/chicago.



Questions?

**Call Justine Wood, PCGS Events Director
at (703) 850-5497 or email her at
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