

# The Private Company Governance Summit 2016

Westin City Center, Washington, D.C. • May 11-13, 2016

Produced by:

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## The High-Performing Private Company Board

Reserve your seat at the governance conference for directors, owners and advisers of family-owned, closely held and private equity-owned businesses of all sizes.

### PCGS 2016 will focus on:

- Dealing with Conflicts of Interest on Private Company Boards
- Crisis Communications for Private Boards
- Recruiting New Directors
- Cybersecurity Case Study
- Preparing for the Board Meeting
- Private Company Capitalization, Liquidity and Shareholder Return

### Ideal For:

- Private and public company directors and advisory board members
- Private company and family-owned company owners and executives
- Private equity-owned company investors and managers

### What Attendees Say About The Private Company Governance Summit

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

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

"A unique place to get a lot of good information and be exposed to new ideas. I left inspired and curious about bringing some ideas back to our board."

"Outstanding value for time invested. Fantastic speakers, so well qualified. I'm so impressed that these experts are willing to share and give back, and pay it forward."

"It is a wonderful buffet of ideas. Some fit, some don't, but the ones that fit are gems."

# CONFIRMED SPEAKERS



**Anne Eiting Klamar, M.D.**  
Chair of the Board, Midmark Corporation



**Howard Brod Brownstein**  
President, Brownstein Corporation; Director, P&F Industries



**Admiral Bobby R. Inman, USN (Ret.)**  
Managing Director, Gefinor Ventures and Limestone Capital Advisors



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



**Daniel Korschun**  
Associate Professor of Marketing and Fellow, Center for Corporate Governance, Drexel University



**Pascal Levensohn**  
Director, C. Mondavi & Family, Inc.; Chairman, ShotSpotter Inc.; Mixed Dimensions 3D, Cure Network Dolby Acceleration Partners LLC



**Eileen C. McDonnell**  
Chairman, President & Chief Executive Officer, Penn Mutual



**Mary E. Landry**  
Director of The United Services Automobile Association; Rear Admiral (Ret.), United States Coast Guard



**Mary Tanner**  
Senior Managing Director, Evolution Life Science Partners



**Ernest M. (Bud) Miller Jr.**  
Director, A. Duda & Sons, DKH Incorporated, D&K Insurance Agency, ECI Inc.



**Barbara Hackman Franklin**  
Director, Aetna Inc., Pathway Genomics; Former U.S. Secretary of Commerce



**Steven R. Walker**  
General Counsel, Secretary, and Director of Board Advisory Services, National Association of Corporate Directors



**Challis Lowe**  
Director, Seaway Bank & Trust



**Grant Lundberg**  
CEO, Lundberg Family Farms



**Ken Baker**  
CEO, NewAge Industries



**Dennis Chookaszian**  
Retired Chairman and CEO, CNA Insurance Companies



**Larry Siff**  
CEO, Neptune Advisors



**Gerry Czarniecki**  
Director, State Farm Insurance, MAM Software Group, Inc.

## THE ONLY NATIONAL GOVERNANCE CONFERENCE FOCUSED EXCLUSIVELY ON PRIVATELY OWNED COMPANIES

### Expert briefings on:

- The IPO/M&A-ready board
- Onboarding independent/non-family directors
- Board liability and risk
- Board strategy
- Board diversity
- The dynamics of family members on the board
- Private board committees
- Director and board evaluations
- The board's role in talent oversight and development

### Session topics include:

- The Board's Role in a Crisis
- Dealing with Conflicts of Interest on Private Company Boards
- How to Interview Director Candidates
- Cybersecurity and the Private Board
- Preparing for the Board Meeting
- Private Company Capitalization, Liquidity and Shareholder Return

### Special Pre-Conference Session:

Starting and Building the Private Company Board

# CONFERENCE PROGRAM

## WEDNESDAY, MAY 11, 2016

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

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

Where do you start? A special session for owners/shareholders of privately held 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. Case studies from companies that have recently launched their boards will be featured.

**Speakers:** Larry Siff, CEO, Neptune Advisors; Steven R. Walker, General Counsel, Secretary, and Director of Board Advisory Services, National Association of Corporate Directors; Pascal Levensohn, Director, C. Mondavi & Family, Inc.; Chairman, ShotSpotter Inc., Mixed Dimensions 3D, Cure Network Dolby Acceleration Partners LLC

### 6-7:15 p.m. Opening Session: The Board's Role in a Crisis

While publicly owned companies in crisis dominate the news cycle, privately owned companies also face crises—cyber attacks, product recalls, public relations disasters and more. This session will focus on the board's role in crisis communications and actions for the privately held company—establishing a crisis plan; communicating with shareholders, employees, community and customers; and overseeing the company's path to resolving the issue before permanent damage is done.

**Speakers:** Howard Brod Brownstein, President, Brownstein Corporation; Director, P&F Industries; Daniel Korschun, Associate Professor of Marketing and Fellow, Center for Corporate Governance, Drexel University; Mary E. Landry, Director, The United Services Automobile Association, Rear Admiral (Ret.), United States Coast Guard; Challis Lowe, Director, Seaway Bank & Trust

### 7:15-9 p.m. Networking Reception and Buffet Dinner

## Thursday, May 12, 2016

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

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

### 8:45-9:15 a.m. Keynote Interview

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

### 9:30-10:45 a.m. Panel: Dealing with Conflicts of Interest on Private Company Boards

Private company boards have many opportunities to create conflicts of interest—family members on the board, favored attorneys or consultants, and more. This session will focus on how to create a clear distinction between directors' role on the board and other roles they may play within or for the company, and how private boards define and use truly independent directors.

**Speakers:** Grant Lundberg, CEO, Lundberg Family Farms; Jim McHugh, Director, Southworth International Group Inc. and Kennebec Technologies Inc.; Ernest M. (Bud) Miller Jr., Director, A. Duda & Sons, DKH Incorporated, D&K Insurance Agency, ECI Inc.

### 10:45-11:15 a.m. Networking Break

### 11:15 a.m.-12:15 p.m. Panel: Preparing for the Board Meeting

How do you ensure that the board meeting provides maximum value to the private company's ownership, management and board members? It's all in the preparation. This session will look at the best practices of high-performing private boards, from pre-meeting materials, the board meeting agenda and binder, and effective follow-through after the board meeting. Attendees will be encouraged to submit their own board meeting materials for (anonymous) review by a panel of serving directors and board chairs.

**Speakers:** Anne Eiting Klamar, M.D., President and CEO, Midmark Corporation; Eileen C. McDonnell, Chairman, President & Chief Executive Officer, Penn Mutual; Dennis Chookaszian, Retired Chairman and CEO, CNA Insurance Companies

### 12:15-12:30 p.m. Networking Break

### 12:30-1:45 p.m. Lunch and Keynote Address

### 1:45-2 p.m. Networking Break

### 2-2:45 p.m. Case Study: Cyber Security and the Private Board

In a world where hackers—either on their own, or sponsored by foreign governments—can bring a company to its knees, the private company board must be prepared to deal with cyber attacks and cyber security breaches. This case study will focus on preparing a cyber plan, and on executing that plan in the event of a cyber attack.

### 2:45-4 p.m. Expert Briefings

- The IPO/M&A-ready board
- Onboarding independent/non-family directors

- Board liability and risk
- Board strategy
- Board diversity
- The dynamics of family members on the board
- Private board committees
- Director and board evaluations
- The board's role in talent oversight and development

### 4-4:15 p.m. Networking Break

### 4:15-5 p.m. Recruiting Directors for the Private Board

Building an effective private company board can depend on the "fit" of prospective directors, in addition to their skillsets, talents and experiences. This session will focus on what to look for in recruiting directors, from the discovery process, to interviewing and securing commitment.

**Speaker:** Barbara Hackman Franklin, Director, Aetna Inc., Pathway Genomics; Former U.S. Secretary of Commerce

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

## FRIDAY, MAY 13, 2016

### 8-9 a.m. Breakfast

### 9-9:45 a.m. Keynote Interview

Admiral Bobby R. Inman, USN (Ret.), Managing Director, Genfor Ventures and Limestone Capital Advisors

*Interviewed by Dennis Cagan, Director, Copper Mobile, Acorn Technologies, Truston, HeartStories, Tavros Technology*

### 9:45-11 a.m. Panel: Private Company Capitalization, Liquidity and Shareholder Return

One of the most pressing issues facing a private company is capitalization and liquidity, and the ability to fund both growth and shareholder dividends. How do you raise money without losing control? This session will focus on where and how the board can assist the company in generating alternative capitalization strategies, and raise capital for growth, M&A and shareholder liquidity.

**Speakers:** Mary Tanner, Senior Managing Director, Evolution Life Science Partners; Ken Baker, CEO, New Age Industries; Gerry Czarnecki, Director, State Farm Insurance, MAM Software Group, Inc.

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



# REGISTRATION INFORMATION

## Early Registration Rates

*(Through March 18, 2016)*

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

**\$1,525** First attendee

**\$1,100** Additional attendees from the same company/board

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

**\$1,375** First attendee

**\$1,000** Additional attendees from the same company/board

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

**\$2,250** Each attendee

## Standard Registration Rates

*(After March 18, 2016)*

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

**\$1,795** First attendee

**\$1,295** Additional attendees from the same company/board

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

**\$1,615** First attendee

**\$1,165** Additional attendees from the same company/board

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

**\$2,250** Each attendee

***To learn more and to register, visit: [privatecompanydirector.com/PCGS16](http://privatecompanydirector.com/PCGS16)***

## CONFERENCE LOCATION AND HOTEL

### **THE WESTIN WASHINGTON, D.C. CITY CENTER** 1400 M STREET NW, WASHINGTON, DC, 20005

Located in the heart of our nation's capital, The Westin Washington, D.C. City Center is a vibrant hotel that captures the city's dynamic spirit. The hotel has recently completed a multimillion-dollar transformation that has included dramatically-redesigned accommodations; public areas, including the lobby and a new 24-hour fitness center; meeting venues; and Fringetree, the new signature restaurant. Every room also offers wireless High Speed Internet Access and 24-hour room service.

The Westin Washington D.C. City Center's central location makes it easy to appreciate the world-renowned buildings and historical monuments found throughout the city. The hotel is served by two metro stations: McPherson Square on the Blue/Orange lines and Farragut North on the Red line. The White House is five blocks south, and shops, restaurants, and nightclubs are just four blocks west on Connecticut Avenue.

A limited number of rooms are available on a first come, first served basis at the PCGS 2016 special group rate of \$289 per night which includes complimentary guest room internet, plus taxes which are presently 14.5% and subject to change. To qualify for the group rate, reservations must be made prior to the cut-off date of Tuesday, April 18, 2016



## Questions?

**Call Justine Wood, Conference Manager**  
**at (703) 850-5497 or email her at**  
**[jwood@familybusinessmagazine.com](mailto:jwood@familybusinessmagazine.com)**