

The Private Company Governance Summit 2018

May 16-18, 2018

Westin City Center • Washington, DC



BUSINESS DISRUPTION AND THE EFFECTIVE PRIVATE AND FAMILY COMPANY BOARD

Directors & Boards

PRIVATE COMPANY
DIRECTOR
THE MAGAZINE FOR PRIVATE COMPANY GOVERNANCE

Family Business

How **private and family businesses** build an engaged and effective board of directors to copilot through today's turbulence — blockchain, sexual harassment, cybersecurity, the 'Amazon' effect and more.

Directors & Boards, Family Business Magazine and Private Company Director invite owners, shareholders and board members of privately held companies to the **Private Company Governance Summit 2018**, May 16-18, 2018, at the Westin City Center, Washington, D.C.

The sixth annual **Private Company Governance Summit** 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. Learn from directors, business owners, investors and experts who can guide you on the governance path to success.



TO LEARN MORE, AND REGISTER, visit: www.privatecompanydirector.com/PCGS18

QUESTIONS ABOUT THE PROGRAM? Contact Peter Begalla, Conference and Education Director, pbegalla@familybusinessmagazine.com or (703) 850-5497

CONFIRMED SPEAKERS



McKeel Hagerty
Chief Executive Officer,
Hagerty



Julia H. Klein
Chairwoman and CEO,
C.H. Briggs Co.; Director,
Eastern States Group



Craig J. Duchossois
Chairman and Chief
Executive Officer, The
Duchossois Group



Ashley D. Joyce
President, The Duchossois
Foundation



Eric L. Motley, PhD
Executive Vice President,
The Aspen Institute;
Board Member, Barry-
Wehmiller Companies



Jon M. Peterson
Chief Executive Officer,
The Peterson Companies



Timothy E. Ellsworth
Director, Chair, Corporate
Governance and Nominating
Committee, Ensign-Bickford
Industries, Inc.



David W. Henderson
President and CEO,
Samaritan Medical Center



Ronda Ritter Ray
Lead Family Director,
E. Ritter & Company



Roger Koch
Principal and Co-Chairman,
Koch Development
Company



Joanna Peters
Managing Principal,
StratConGlobal, Inc.



Larry Putterman
Member, Board of
Advisors, IPC Global
Solutions



Ivy Silver
Director, Fulton Bank,
CIMG



Manuel Diez
Chairman of the Board,
President and CEO,
Diesco Ltd.



Deborah L. DeHaas
Vice Chairman, Chief
Inclusion Officer, and
National Managing
Partner, Center for Board
Effectiveness, Deloitte LLP



Andrew D. Pitcairn
Chair, Pitcairn Family
Council; Board Member,
Pitcairn



Robert E. Chappell
Former Chairman and
CEO, Penn Mutual;
Director, Quaker Chemical,
The South Chester Tube
Company, CSS Industries



Chris Herschend
Vice Chairman, Herschend
Entertainment



Maureen Bujno
Managing Director, Center
for Board Effectiveness,
Deloitte LLP



**Rebecca Sasser
Peterson**
Board Member and Family
Council Member, Sasser
Family Holdings



Roberta Sydney
Board Chair, Sydney
Associates, Inc.

CONFERENCE PROGRAM

WEDNESDAY, MAY 16, 2018

4-5 p.m. Preconference Session

Starting and Building the Private Company Board: Getting ahead of business disruption

Business disruption is fast and furious today, and boards can play a key role to help private companies manage and capitalize on the turbulence. Get practical and actionable advice from those who know this firsthand.

This session spotlights past Private Board of the Year honorees who will share how boards bolstered their success. They will also offer practical steps they took to build their boards and how they managed the transition from a family/insider board to a professional board. Learn the nuts and bolts of their board journeys, including:

- What board structures they choose (advisory or fiduciary, fully or partially independent).
- How they find and compensate directors.
- Lessons they learned and how they adjusted to create high-functioning, strategic boards.

Speakers: David W. Henderson, President and CEO, Samaritan Medical Center; Roger Koch, Principal and Co-Chairman, Koch Development Company; Jon Peterson, CEO, The Peterson Companies

5:30-6:30 p.m. Opening Session

Board Dynamics in Private Company Governance: Moving beyond “yes men.”

Private company boards are only as effective as company owners and shareholders allow them to be.

This session offers practical advice and real examples of how to build collegiality and effectiveness without “yes men” or disengaged directors. It will answer a host of board dynamic questions:

- How do you create the best ABCs — attitude, behavior and candor — within your board?
- How do you teach directors about the history of your business and shareholder and dynamics?
- How do you interact with the board most effectively?

Speakers: Julia Klein, Chair and CEO, C.H. Briggs Co., Director, Eastern States Group; Robert E. Chappell, Former Chairman and CEO, Penn Mutual; Director, Quaker Chemical, The South Chester Tube Company, CSS Industries; Chris Herschend, Vice Chairman, Herschend Entertainment

Moderator: Dottie Schindlinger, Vice President and Governance Technology Evangelist, Diligent Corporation

6:30-7:15 p.m. Keynote Interview

Lessons from Government Service and Private Company Board Membership

Speaker: Eric L. Motley, Executive Vice President, The Aspen Institute; Board member, Barry-Wehmiller Companies

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



THURSDAY, MAY 17, 2018

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

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

Business Disruption Shaping Private Company Governance for the Next Five Years

Speaker: Deborah DeHaas, Vice Chairman, Chief Inclusion Officer, and National Managing Partner, Center for Board Effectiveness, Deloitte LLP

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

Succession Strategies and Governance of a 102 year old Business

Speakers: Craig J. Duchossois, Charman and CEO, the Duchossois Group; Ashley D. Joyce, President, the Duchossois Foundation

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

9:30-10:30 a.m. Session

Best Practices in Private Company Governance

What makes a successful private company board? There's no one answer, and one approach doesn't work for everyone. That creates complexity as owners and directors strive for the best possible governance that meets the needs of the company.

This session will look at three different board structures that work for their private companies, and explore how those board structures serve their governance and growth needs.

Speakers: Timothy E. Ellsworth, Director, Chair, Corporate Governance and Nominating Committee, Ensign-Bickford Industries, Inc.; Manuel Diez, Chairman of the Board, President and CEO, Diesco Ltd.; Roberta Sydney, President, CEO and Board Chair, Sydney Associates, Inc.

Moderator: Theo Sharpe, Senior Client Partner, Korn Ferry Hay Group

10:30-11 a.m. Networking Break

11:00 a.m.-12 noon Workshop

The Private Board's Role in Shaping Corporate Culture

Tone at the top, the culture of management and the culture of the company are all areas where the private company board can and should have significant impact. Successful private boards establish a culture that allows the company to deal successfully with reputational risk, the impact of key social issues, and crises.

- The culture spectrum, from good to toxic. Understanding red flags and warning signs of cultures at risk.
- Organizational metrics and information sources that create a tangible view of corporate culture.
- Leading practices for effective director oversight and committee responsibilities, including supporting tone at the top, establishing clear governance channels and reporting requirements, and guiding the organization's culture.

Host: Bob Rosone

Presenters: Maureen Bujno and Carey Oven

12-12:15 p.m. Networking Break

12:15-1:30 p.m. Lunch and Keynote Conversation

1:30-3 p.m. Expert Briefings

- **Defining board roles: Chairman, corporate secretary, lead director, committee chairs** Who does and should do what on the private company board?
- **Private board compensation: Theo Sharpe, Senior Client Partner, Korn Ferry Hay Group** How do you adequately compensate private company directors for their service?
- **Engaging private equity and other outside investments** When and how to sell all or part of the business to build shareholder and corporate liquidity.
- **What private company directors need to know about cybersecurity** How do private

company directors protect themselves, and the shareholders they serve, in case of cyberbreach?

- **The Mechanics and Dynamics of the Effective Board Meeting: Dottie Schindlinger, Diligent Corporation** Create a successful meeting structure that gets at the real issues facing the company
- **The Board and Succession Planning**
The board's role in building a solid CEO and senior executive succession plan.
- **What's Blockchain, and why should I care?**
Ah, Blockchain. Everyone's talking about it and few know what it is. Should it matter to the company you serve?

3-3:15 p.m. Networking Break

3:15-4:15 p.m. Session

The Owner-Board Relationship: Creating effective shareholder/family, management and board interaction.

A private company board can be effective only with trusted and solid relationships between company management/owners, family members and directors.

This session will present real-world best practices for creating effective family or owner governance (through family and owners' councils) and developing systems for effective communication between shareholders and the board. Solid business governance needs solid ownership governance.

Speakers: Ronda Ritter Ray, Lead Family Director, E. Ritter & Company; Andrew D. Pitcairn, Chair, Pitcairn Family Council, Board Member, Pitcairn; Rebecca Peterson, Board Member and Family Council Member, Sasser Family Holdings

4:15-5:15 p.m. Concurrent Workshops

Preparing the Next Generation for Board Service

Identifying, developing and training management and family members for board roles.

The Evolution of Ownership and Governance in a Family Enterprise

When a successful family business evolves into a sophisticated family enterprise, the complexity of what the family owns increases as the family grows or the entities expand. Family decisions about complexity and about ownership will affect how you structure the governance process and how decisions get made that are trusted by the family. Board members must understand these ownership structures when making board decisions, since the shareholders could be individuals, family trusts, holding companies, investment partnerships or philanthropic entities with future rights to ownership.

This session will show you how governance evolves through the generations for complex families,

and why a variety of governance structures are used by sophisticated families whose members have different goals and financial commitments. This session helps family members look into the future so they can understand better where their family enterprise may be heading.

Session Leader: Sara Hamilton, Founder and CEO, Family Office Exchange

Board Performance, Evaluation and Re-nomination

How to refresh your board and build the most effective diversity of experiences and backgrounds. What should your board look like? What skills do you need — M&A experience, technology, strategy or more? How diverse should your board be in terms of gender and ethnicity?

6:30-9 p.m. Group Dinner and Private Boards of the Year Awards

FRIDAY, MAY 18, 2018

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

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

Our Board Journey, and Why I Hired My Own "Boss"

Speaker: McKeel Hagerty, Chief Executive Officer, Hagerty

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

9:30-10:30 a.m. Workshop

Setting your Private Board's Priorities

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

10:45-11:45 a.m. Session

The Private Board's Role in Digital Disruption: Your copilot through turbulence.

All private companies must push management to address the impact of digital disruption on their companies, whether it's the "Amazon" effect, cybersecurity or such emerging technologies as blockchain.

This session will offer real-world guidance on how the board can maintain "noses in, fingers out" with management, and still reassure the shareholders they represent that they have solid strategies for the digital future.

Speakers: Joanna Peters, Managing Principal, StratConGlobal; Ivy Silver, Director, Fulton Bank, CIMG; Larry Putterman, Member, Board of Advisors, IPC Global Solutions

11:45 a.m. Conference Close

CONFERENCE REGISTRATION RATES

Standard Pricing

(after March 18, 2018)

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

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