

ACI's Forum on Minimizing Legal Risks  
in the Design, Implementation & Administration of

# Executive Compensation



July 22-23, 2010 | Sutton Place Hotel | Chicago, IL

## Special Address By:

**David Frohlich**  
Assistant Director  
Division of Enforcement  
U.S. Securities and Exchange  
Commission

**No other executive compensation program allows you to network and benchmark with leading in-house compensation counsel. Hear from:**

**Keith D. Bilezerian**  
Senior Compensation  
and Benefits Counsel  
Covidien

**Kelli Christenson**  
Senior Counsel, Benefits  
Kraft Foods Global, Inc.

**Aegis J. Frumento**  
Managing Director & Senior Counsel  
Executive Financial Services  
Morgan Stanley Smith Barney LLC

**Millicent Lundburg**  
General Counsel  
Comprehensive Care Corporation

**Peter M. Varney**  
Counsel, Employee Benefits / ERISA  
Lowe's Companies, Inc.

**Derek J. Windham**  
Associate General Counsel  
Del Monte Foods Company

**Judy Lindquist**  
General Counsel  
H-E-B

**Eric R. Powers III**  
Corporate Counsel  
Crawford & Company

..... plus many more

**Leading outside counsel, in-house professionals and key regulators will provide you with up-to-the minute practical information on:**

- The **key enforcement** and **legislative actions** that will continue to change the scope of executive compensation practices for 2010 and beyond
- Identifying common design issues and problem areas under **Section 409A**
- **The Corrections Process:** Structuring **non-exempt deferred compensation** arrangements to comply with 409A's requirements in both form and in operation
- **IRS Audits:** Preparing for one of the agency's **biggest audit campaigns in more than 25 years**
- The **SEC Proxy Disclosure Enhancements:** Key risk management issues related to the **enhanced guidelines and compensation policies and practices**
- Using the latest trends on **clawbacks, restrictive covenants, and "good reason" terminations to craft clear and concise employment agreements** that reduce ambiguity and protect the interests of your company and your clients
- The limits, exceptions, and special nuances associated with **performance-based awards**
- **What's next for "Say on Pay"?:** Preparing for new developments so your company/client is equipped to create effective plans
- The **changing role of compensation committees**
- Overcoming the challenges that arise in the **global market:** Crafting compensation packages for **non-US companies or multinational corporations**

**Be sure to also register for the Master Class:**

**Crafting Effective Narrative Disclosures  
in Response to the SEC's New Requirements**

*July 23, 2010; 2:15 p.m.-5:00 p.m.*

This class will serve as a "best practice" guide for creating risk narratives. Don't miss this unique benchmarking opportunity!



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“ Executive compensation reforms must align compensation practices with sound risk management and long-term growth...By outlining these principles now, we begin the process of bringing compensation practices more tightly in line with the interests of shareholders and reinforcing the stability of firms and the financial system. ”

— U.S. Treasury Secretary Tim Geithner

After sweeping changes in the global economic market, the launch of a new administration and the start of a new era of enhanced scrutiny of corporate governance, **all eyes are on executive compensation.**

More pay packages of directors and officers are being investigated as our government calls for greater transparency. The slow recovery from the subprime crisis and the increased wave in securities litigation also adds to the heightened scrutiny faced by all public companies. **In addition, as of this year, companies have to disclose to investors how they structure pay packages, and whether employee compensation packages are “reasonably likely to have a material adverse effect on the company” by encouraging excessive risk taking.** And this year, the IRS will launch *comprehensive tax examinations of approximately 6,000 random U.S. companies* as part of its National Research Program on employment tax compliance (one of the agency’s biggest audit campaigns in the area in more than 25 years).

## ARE YOU PREPARED TO MINIMIZE LEGAL RISKS IN THIS HIGH STAKES ARENA? AND ARE YOU PREPARED FOR ONE OF THE BIGGEST AUDIT CAMPAIGN IN MORE THAN 25 YEARS?

With no room for error, attend **American Conference Institute’s Advanced Forum on Minimizing Legal Risks in the Design, Implementation, and Administration of Executive Compensation**, which will provide emerging best practices and the current reactions to the changing landscape in ensuring that companies institute fair and informed packages that go out to their executives. **The SEC, the Treasury Department and the IRS all have revised rules and requirements** that attorneys and advisors alike must know inside and out in order to properly advise and represent their corporate clients.

No other executive compensation program allows you to network and benchmark with leading in-house compensation counsel, **including from Kraft, Covidien, Lowe’s, Del Monte, H-E-B, Crawford & Company, Morgan Stanley Smith Barney and many others.** Even the most seasoned executive & equity compensation lawyers will gain **clarity and certainty on today’s key risk minimization issues.**

## BE SURE TO ALSO REGISTER FOR THE MASTER CLASS: Crafting Effective Narrative Disclosures in Response to the SEC’s New Requirements

July 23, 2010; 2:15 p.m. – 5:00 p.m.

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## Who You Will Meet

- In-House Counsel Specializing in Compensation, Employee Benefits and ERISA
- Regulators and Government Officials
- Law Firm Attorneys Specializing in:
  - Executive Compensation
  - Payroll Taxes & Information Reporting
  - Tax Controversy
  - Employee Benefits
  - Policy and Legislation
  - Plan Design and Taxation
  - ERISA and Global Benefits
  - Securities Regulation and Enforcement

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## DAY ONE: Thursday, July 22, 2010

7:30 **Registration and continental breakfast**

8:15 **Welcoming Remarks from Conference Co-Chairs**



**Brigen L. Winters**

Principal  
Groom Law Group, Chartered



**Peter M. Varney**

Counsel, Employee Benefits/ERISA  
Lowe's Companies, Inc.

8:30 **In-House Think Tank on Minimizing Legal Risks in the Design, Implementation, and Administration of Executive Compensation Packages**

**Keith D. Bilezerian**

Senior Compensation and Benefits Counsel  
Covidien

**Kelli Christenson**

Senior Counsel, Benefits  
Kraft Foods Global, Inc.

**Aegis J. Frumento**

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General Counsel  
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Comprehensive Care Corporation

**Peter M. Varney**

Counsel, Employee Benefits/ERISA  
Lowe's Companies, Inc.

Hear from in-house counsel on the front lines at leading companies. Gain perspectives on how they craft compensation packages, deal with the new wave of regulatory changes, and what they expect from outside counsel.

10:00 **Morning Coffee and Networking Break**

10:15 **The Key Enforcement and Legislative Actions That Will Continue to Change the Scope of Executive Compensation Practices for 2010 and Beyond**

**David Frohlich**

Assistant Director  
Division of Enforcement  
U.S. Securities and Exchange Commission



**J. Mark Poerio**

Partner  
Chair of the Global Executive Compensation Practice  
Paul Hastings

- Spotlight on Enforcement Actions: A closer look at Tyco & Refco

- What reforms are already on the books and what does Congress have waiting on deck?
- Proliferation of health care legislation, regulation and initiatives, and the potential effects on executive compensation
- Beyond the *Corporate and Financial Institution Compensation Fairness Act of 2009* (CFICFA)
- The interplay between proxy advisory services and key policy initiatives
- What are the key takeaways from these and other policy initiatives?
  - How will public companies continue to respond?
  - TARP and beyond
  - Focus on transparency issues
- How the Federal Reserve Board (FRB) proposed guidance on incentive compensation plans in the Federal Register will cause banks to review and rethink their incentive compensation
- Responding to red flags: Using the example of PricewaterhouseCoopers and increased audit risk
- What does President Obama's Working Group on Financial Markets consider an excessive risk?

11:15 **Performance-Based Awards: The Limits, Exceptions, and Special Nuances Associated With These Programs**



**J. B. Friedman, Jr.**

Partner  
Fulbright & Jaworski L.L.P.



**Amy Pocino Kelly**

Partner  
Morgan, Lewis & Bockius LLP



**Joseph M. Yaffe**

Partner  
Skadden, Arps, Slate, Meagher & Flom LLP

- IRS position on fixing backdated discount options-162(m)
- Section 162(m) transition relief: what can you still do?
- Risk assessment and incentive-based equity awards: preventing an unintended "windfall"
- Unraveling the definition of "performance-based" compensation and SEC disclosure requirements
- New rules affecting restricted stock
- Selecting equity based awards
  - Shareholder concerns (including dilution effects and re-approval of certain incentive compensation arrangements)
  - Capping bonuses
  - Replacing defective options
- Recovery of bonuses that were paid based on "materially inaccurate" performance information
- Vesting performance based awards upon termination of employment now linked to meeting performance expectations
- Application of Section 457A to deferred compensation, equity packages, and appreciation rights
- Considerations for whether or not performance goals within should be re-approved by their shareholders

12:15 **Networking Lunch for Speakers and Delegates**

1:15 **How Non-Exempt Deferred Compensation Arrangements Must be Structured in Order to Comply with 409A's Requirements in Both Form and in Operation**



*Joseph S. Adams*  
Partner  
McDermott Will & Emery LLP



*Barry L. Klein*  
Partner  
Blank Rome LLP



*Renée W. O'Rourke*  
Shareholder  
Greenberg Traurig LLP

- Guidance on correcting plan document failures (Notice 2010-6)
  - How to use the employee paid tax requirements for 409A corrections to your advantage
- Reviewing the scope of this relief: identifying the types of defects that can be corrected
  - impermissible definitions of permissible payment events
  - impermissible payment periods following properly designated events
  - designated impermissible payment events and schedules
  - public companies failure to require a six-month delay in the case of specified employees
  - noncompliant initial deferral elections
- Identifying opportunities to correct certain document failures:
  - with limited Section 409A Penalties
  - with no Section 409A Penalties
- Clarification of how to calculate the amount that must be repaid when an early payment has been made in the form of property (such as stock)
- **Timelines: what you need to know about Notice 2010-6 and when you need to act**
  - potential risks in delaying corrective actions until year-end
  - how to advise your clients to respond
- Operational failures: Compliance problems resulting from the failure to operate the plan in accordance with the Code section 409A
  - Problems due to the retroactive nature of the amendments
  - Highlighting special transition relief for certain plan failures
  - Identifying common operational failures associated with correction requirements
- Information and reporting requirements in order to obtain relief under Notice 2010-6

2:30 **Dissecting Common Design Issues and Problem Areas Under Section 409A Guidance and Using Clarifications Offered by the Corrections Process to Your Advantage When Advising Clients and Drafting Future Plans**



*Adam Cantor*  
Partner  
Fox Rothschild LLP



*Edmund Emerson III*  
Partner  
Bryan Cave, LLP



*Debra J. Linder*  
Partner  
Fredrikson & Byron, P.A.



*Brigen L. Winters*  
Partner  
Groom Law Group, Chartered

- Identifying the most common design problems under 409A
- What the corrections process can teach us about what exemptions exist
- Changing practices in change-in-control and severance
- Exclusions from plan corrections relief such as document errors related to stock rights and plans that have to be "linked" to elections under qualified plans
- Ambiguous plan terms ("as soon as reasonably practicable")
- Clarification of the subsequent year correction method for late payment
- 409A deferred compensation issues for severance plans
  - What are the different meanings of the phrase "termination of employment"?
- Clarification of calculation of payment amounts
- Determining whether alternatives to the operational and document correction programs exist
- Correcting substantially similar provisions in other plans
- What is your "check list" for future action?
- Ways to correct or avoid 409A issues outside of the correction programs

3:45 **Afternoon Coffee and Networking Break**

4:00 **IRS Audits: Preparing for One of the Agency's Biggest Audit Campaigns in More Than 25 Years**



*Thomas J. Cryan, Jr.*  
Member  
Miller & Chevalier



*Anne E. Moran*  
Partner  
Stephoe & Johnson LLP



*Matthew J. Renaud*  
Partner  
Jenner & Block LLP

This year, the IRS will launch comprehensive tax examinations of approximately 6,000 random U.S. companies as part of its National Research Program on employment tax compliance. This is one of the agency's biggest audit campaigns in the area in more than 25 years.

This session will drill down the process and get you the specific information you need to be prepared.

- A closer look at documents currently being drafted by the IRS to increase coordination for mass audits:
  - lead sheet to provide audit steps
  - framework for information document requests (IDRs)
- What are courses of action for companies to take in preparing for the audits?
  - How to defend a company's positions regarding the exempt or compliant status of these plans
  - Best practices — a case study example
- How can you look out for weaknesses in your programs?
- Which "fringe benefits" and employment tax issues are likely targets?
- How this information can be used proactively?
  - Internal Audits
  - When are voluntary disclosures recommended?
- Protecting attorney-client privilege throughout the audit preparations
- Awareness of the issues surrounding misclassification of employees as independent contractors

5:30 **Day One Concludes**

**DAY TWO: Friday, July 23, 2010**

7:30 **Continental Breakfast**

8:15 **Co-Chair's Recap and Remarks**

8:30 **The SEC Proxy Disclosure Enhancements: Key Risk Management Issues Related to the Enhanced Guidelines and Compensation Policies and Practices**



**Sean Feller**

Partner  
Gibson, Dunn & Crutcher LLP



**Robin L. Struve**

Partner  
Latham & Watkins LLP

**Derek J. Windham**

Associate General Counsel  
Del Monte Foods Company

- Regulation S-K: what does 402(s) require?
  - What is meant by "reasonably likely to have a material adverse effect"?
  - What are the SEC and other interested parties looking for with these disclosures & how to advise your clients?
- A balancing act: what do companies need to be mindful of regarding the extent to which risk is involved in incentivizing employees?
  - SEC focus on a company's overall compensation approach
- Monitoring compensation policies and practices to determine whether its risk management objectives are being met

- Potential conflicts of interest by compensation consultants, including disclosure of relationships between the consultants and the company and their affiliates
  - disclosure relating to fees paid in those instances when management has engaged a compensation consultant
- Other changes regarding director nominees, including their experience and qualifications to serve on the board or on particular board committees and why a board has chosen its particular leadership structure
- Shareholder activism in the executive compensation arena
- Recent developments and trends on shareholder proposals
- Monitoring the effect of changes in voting requirements

9:15 **Using Clawbacks, Restrictive Covenants, "Good Reason" Terminations and Other Related Trends in Compensation Law to Craft Clear and Concise Employment Agreements That Reduce Ambiguity and Protect the Interests of Your Company and Your Clients**



**Gretchen Harders**

Member of the Firm  
Epstein Becker & Green, P.C.



**James P. McElligott, Jr.**

Partner  
McGuireWoods, LLP



**David E. Rubinsky**

Partner  
Willkie Farr & Gallagher LLP

- "Clawbacks" of Executive Compensation and other methods of protection — what are the potential risks with these programs?
  - What type of compensation should be covered by a recoupment policy?
  - What are potential risks with these programs?
  - Should you have a "fault trigger"?
  - What to do when the assets are not recoverable
  - What does the *Interim Final Rule* on the Troubled Assets Relief Program (TARP) Standards for Compensation and Corporate Governance mean for "clawbacks", golden parachutes, and more?
- Examining "Hold Through Retirement" provisions
- The latest on non-competes and other restrictive covenants
- How to craft protective severance and termination clauses
  - Defining material terms
- Overcoming challenges in enforcement with change in control agreements, incentive compensation and bonus programs
- Resolving ambiguity related to change in control of a public company
  - do payments accelerate or vest?
  - what to do with the possibility of a double trigger?

10:15 **Morning Coffee and Networking Break**

10:30 **What is Next for “Say on Pay”?: Preparing For New Developments So Your Company/Client Is Equipped to Create Effective Plans**



**Bonita Hachett**  
Partner  
K&L Gates LLP



**Howard J. Levine**  
Partner  
Drinker Biddle & Reath LLP



**Christine McCarthy**  
Partner  
Orrick, Herrington & Sutcliffe LLP



**Marc R. Trevino**  
Partner  
Sullivan & Cromwell LLP

- Moving beyond a nonbinding vote on executive compensation
- Determining whether say on pay is more than just an answer to public outrage
- A closer look at recent developments in corporate governance as it relates to say on pay programs
- Market benchmarking practices – how they affect your company and the market as a whole
- How “Say on Pay” affects TARP companies and all other public companies
- How to use “plain English” to achieve greater transparency and coherence in policies
- What exactly can we learn from independent compensation committees?
- How to effectively manage information and communications required by say on pay programs
- Determining the viability of institutional investors (including mutual funds and pension funds) acting as watchdogs
- Determining whether “Say on Pay” programs will effectively accomplish the purpose for which they are created?
  - looking at the larger problem of incentives and bonuses
- How to approach the use of a third-party certifier

11:30 **The Changing Role of Compensation Committees: How Understanding the Process Will Help Your Company and Your Clients Streamline Compensation Practices**



**Pamela Baker**  
Partner  
Employee Benefits and Executive Compensation  
Sonnenschein Nath & Rosenthal LLP



**Andrew L. Oringer**  
Partner  
Ropes & Gray LLP

**Eric R. Powers III**  
Corporate Counsel  
Crawford & Company

- A thorough evaluation of the scope of authority of the compensation committee

- Looking at the *Interim Final Rule* on the Troubled Assets Relief Program (TARP) as well as requirements for all public companies
- To what extent can a compensation committee delegate any authority?
  - what authority may be so delegated and to whom?
- What is the role of executive officers in this process?
- A closer examination of the role of compensation consultants in determining or recommending the amount or form of executive and director compensation
  - Important questions: was the decision to engage the consultant for these additional services made or recommended by management and did the compensation committee of the board approve such other services of the consultant?
- The use of “guidelines” from corporate risk advisors
- How will the repercussions of perceived excess compensation shape how compensation committees act?
- Maintaining professional and ethical standards when representing the interests of compensation committees or corporate clients

12:30 **Overcoming the Challenges That Arise in the Global Market: Crafting Compensation Packages for Non-US Companies or Multinational Corporations**



**Narendra Acharya**  
Partner  
Baker & McKenzie LLP



**Maureen J. Gorman**  
Partner  
Mayer Brown LLP



**Marc W. Sciscoe**  
Partner  
Ice Miller LLP

INTERNATIONAL

- Tax and other legal compliance in non-U.S. jurisdictions for equity-based compensation programs — including stock options, stock purchase rights, restricted stock and restricted stock units
- The modification of existing U.S. compensation programs and plans to address non-U.S. implementation issues
- The application of 409A, 402(b) and 457A to US citizens and residents working in foreign countries
- Recent developments in Australian taxation of equity compensation and Chinese foreign exchange control requirements, among others
- Special concerns of a multi-national company listed on NYSE and NASDAQ
- The use of offshore trusts in connection with global equity-based compensation programs
- The global use of cash based programs as an alternative

1:15 **Conference Concludes – Lunch for Master Class Participants**

# Post-Conference Master Class

July 23, 2010 • 2:15 p.m. - 5:00 p.m.

## Crafting Effective Narrative Disclosures in Response to the SEC's New Requirements



*James H. Landon*  
Partner  
Jones Day

How do companies measure risk in their executive compensation programs? How does this need to change? The Securities and Exchange Commission amendments (the New Amendments) to its disclosure requirements relating to executive compensation and corporate governance **are now in effect**. Among other things, the New Amendments require companies to include a **narrative disclosure** about the company's compensation policies and practices for all employees, including non-executive officers, if the risks arising from such policies and practices "are reasonably likely to have a material adverse effect on the company." It is **essential for companies and advisors alike**

*Derek Windham*

Associate General Counsel  
Del Monte Foods Company

**to determine what must go in to this narrative.** This master class will serve as a **benchmarking session** where delegates can hear from the experts and trade strategies and ideas regarding situations where compensation programs may raise red flags, and analyze different examples of what would be considered a material risk. Be aware of vague terms and definitions, find key ways to protect your interests and drill-down on examples of issues that would be fitting and necessary for a company to address when disclosure is required. The delegates also will have the chance to create a hypothetical risk narrative and use this as a "best practice" guide.



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in the Design, Implementation & Administration of

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## Experienced faculty from:

Covidien, Kraft Foods, H-E-B, Crawford & Company, Lowe's, Del Monte Foods, CompCare, Morgan Stanley Smith Barney ... and many more

## Plus Hear From:

**David Frohlich**  
Assistant Director  
Division of Enforcement  
U.S. Securities and Exchange Commission

## Be sure to also register for the Post-Conference Master Class:

**Crafting Effective Narrative Disclosures in Response to the SEC's New Requirements,**  
July 23, 2010; 2:15 p.m.-5:00 p.m.

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