

Whether you are a Compensation Committee Member or simply a company leader who needs to stay informed of technical issues surrounding *Executive Compensation*, this is an event not to be missed.

THURSDAY, JANUARY 27TH 2011
WILLIS CONFERENCE CENTER
26 CENTURY BOULEVARD
NASHVILLE, TENNESSEE 37214

8:00 AM *Breakfast, Registration and Networking*
9:00 AM - 12:00 PM *Executive Compensation Workshop*

\$50 Registration. Parking is free.

This workshop qualifies for three hours of Business Management and Organization CPE credit as well as General CLE credit and HRCI credit*

**(General CLE credit and HRCI credit applied for)*

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BEARMAN, CALDWELL
& BERKOWITZ, PC

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For our out of town guests, a pre-negotiated rate of \$129 is available at Music City Sheraton until January 10th. Call 1(888)627-7060 for reservations and ask for the Executive Compensation Workshop rate.

– WHAT YOU WILL LEARN –

- How to address the key shareholder concern: pay for performance
- Assessing your program against today’s best practices – the influence of Institutional Shareholder Services and institutional investors on executive compensation design and the new shareholder advisory votes
- The impact of the Dodd-Frank Act and SEC rulemaking on executive compensation strategies and disclosures
- Developing a recommendation for the frequency of future “Say on Pay” votes – strategies and implications
- The exception to the shareholder advisory vote on “golden parachute” compensation – strategies and implications
- How the looming corporate governance and executive compensation requirements of the Dodd-Frank Act will affect compensation committees, their advisors and executive compensation disclosure in 2011 and beyond
- “Proxy access” – its prospects in 2011 and implications for the future in 2011 and beyond

– ABOUT THE SPEAKERS –



**BAKER
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& BERKOWITZ, P.C.

Gary M. Brown, shareholder in Baker, Donelson’s Nashville office, focuses his practice on advising public companies and their officers and directors on corporate governance, securities and other compliance issues. Since 1994, he has been listed in Best Lawyers in America and is also listed in Chambers – America’s Leading Business Lawyers. He serves as general counsel to the Ethics and Compliance Officer Association, the world’s largest organization of ethics and compliance professionals.

During 2002, Gary served as Special Counsel (Minority) to the U.S. Senate’s Governmental Affairs Committee in the Enron investigation and also worked with the Committee’s Permanent Subcommittee on Investigations (“PSI”), providing advice on aspects of the Sarbanes-Oxley Act while the legislation was being debated in the Senate. During 2010, he was retained to assist PSI in its investigation, “Wall Street and the Financial Crisis,” which formed some of the backdrop for the Dodd-Frank Wall Street and Consumer Protection Act.

Since 1994, Gary has taught corporate and securities law at the Vanderbilt Law School and co-chairs two national securities programs for the Practising Law Institute. He is the author of numerous publications including “PLI’s Guide to the SEC’s New Executive Compensation Disclosure Rules,” and PLI’s book, Soderquist on the Securities Laws (formerly Understanding the Securities Laws). He received both his undergraduate and law degrees from Vanderbilt University, where he graduated Order of the Coif in 1980.



Mark Borges is a principal for Compensia, after having recently left Mercer Human Resource Consulting. Mark provides assistance and advice to consultants and clients regarding *legislative, regulatory, and judicial developments* that affect *corporate benefits, compensation* and other human resource consulting programs.

Compensia

Previously, Mr. Borges was a Special Counsel in the Office of Rulemaking, Division of Corporation Finance with the United States Securities and Exchange Commission. Before that, he was *General Counsel* for ShareData, Inc., the leading provider of software for employee stock plan administration, prior to its acquisition by E*TRADE Group, Inc. in 1998. Mr. Borges practiced law with the firms of Ware & Friedenrich (now Gray Cary Ware & Freidenrich) from 1987 to 1992 and Pillsbury, Madison & Sutro from 1982 to 1987, specializing in *equity compensation* and *insider trading* matters as well as venture capital finance.

From 1981 to 1982, he served as law clerk to the Honorable Marion T. Bennett of the United States Court of Claims in Washington, D.C. A California native, Mr. Borges graduated from Humboldt State University in 1976. He received his J.D. from Santa Clara University in 1979 and an L.L.M. in Taxation from New York University in 1981. He is a member of the American Bar Association.



Gregory Stoeckel, Managing Director in the Atlanta office, joined the firm in 2008. Mr. Stoeckel has consulted for nearly

15 years on executive compensation programs, with a focus on peer group development, pay and performance alignment, new share requests and proxy disclosure issues. He has worked with a wide range of organizations, from pre-IPO to mature public companies, and in a variety of industries including high-tech, life

sciences, financial services, business services and manufacturing.

Prior to joining Pearl Meyer & Partners, Mr. Stoeckel was a Principal in the Human Capital Advisory Services business at Mercer. He also served in consulting positions at Ernst & Young LLP and Hewitt Associates LLC.

Mr. Stoeckel holds an MBA from Indiana University and a BBA from the University of Michigan. He also speaks regularly on the topics of executive and outside director compensation, and is an active member of several leading industry associations.

