

2017 FLORIDA DIRECTORS' INSTITUTE

TENTATIVE PROGRAM

MONDAY, OCTOBER 30, 2017

- 7:00 - 7:45 a.m. **Continental Breakfast & Registration**
The University of Tampa
Vaughn Center, ninth floor
- 7:45 – 8:00 a.m. **Welcoming Remarks** – [Ronald L. Vaughn, President of The University of Tampa]
Introductions – Mike Brennan, North Florida Managing Partner, Ernst & Young, Tampa, FL
- 8:00 – 9:30 a.m.
(9:30 – 9:45 a.m. Q&A) **Developments in Shareholder Activism**
(The growing role and shifting power of shareholder activists; being proactive in shareholder relationships)
- **John F. Olson**, Partner, Gibson Dunn & Crutcher, Washington, DC, Moderator
 - **Ken Bertsch**, Executive Director, Council of Institutional Investors, Washington, DC
 - **Shelley Broader**, Chief Executive Officer, President and Director, Chico's FAS, Inc. (NYSE: CHS), Fort Myers, FL; Director of Raymond James Financial, Inc.
 - **Margaret ("Peggy") Foran**, Vice President, Chief Governance Officer, & Corporate Secretary, Prudential Financial, Inc. (NYSE: PRU), Newark, NJ; Director of Occidental Petroleum Corporation.
 - **Duncan M. Herrington**, Managing Director, Head of Activism Response and Contested Situations, Raymond James, New York, NY
- 9:45 – 10:10 a.m. **Coffee Break**
- Welcoming Remarks** - David F. Walker, Board member – NACD Florida
- 10:10 – 11:30 a.m.
(11:30 – 11:45 a.m. Q&A) **View from Delaware: Best Practices for Directors**
(Fiduciary responsibility of boards of directors and best practices with respect to board processes)
- **Dave Felman**, Shareholder, Hill, Ward & Henderson, P.A., Tampa, FL, Moderator
 - **Sam Glasscock III**, Vice Chancellor, Delaware Court of Chancery, Georgetown, DE

- **Gregory P. Williams**, Partner, Richards, Layton & Finger, Wilmington, DE
- **Paul Fioravanti**, Director, Prickett, Jones & Elliott, P.A., Wilmington, DE

11:45 – 1:15 p.m.
 (1:15 – 1:30 p.m.
 Q&A)

Lunch – Greetings from **Barry Scott** of Aon and **Dr. F. Frank Ghannadian**, Dean and Professor of Finance, The University of Tampa College of Business

Lunch Panel: The CEO Perspective: Gaining Strategic Value from Your Board of Directors

- **Charles H. King**, Managing Director, Diversified Search, New York, NY, Moderator
- **Robert M. Dutkowsky**, Chairman, Chief Executive Officer and Director, Tech Data Corporation (NASDAQ: TECD), Clearwater, FL; Director of US Foods Holding Corp.
- **Elizabeth A. Smith**, Chief Executive Officer and Chair, Bloomin' Brands, Inc. (NASDAQ: BLMN), Tampa, FL; Director of Hilton Worldwide Holdings, Inc.
- **Janice Fields**, former President, McDonald's USA (NYSE: MCD), Oak Brook, IL; Director of Chico's FAS, Inc., Monsanto Company and Buffalo Wild Wings, Inc.
- **Jeffrey A. Graves**, Ph.D., President, Chief Executive Officer and Director, MTS Systems Corporation (NASDAQ: MTSC), Eden Prairie, MN; Director, Teleflex Incorporated and Hexcel Corporation

1:30 – 1:45 p.m.

Break

1:45 – 3:00 p.m. (3:00
 – 3:15 p.m. Q&A)

Audit Committee Roundtable

- **Gregory C. Yadley**, Partner, Shumaker Loop & Kendrick, Tampa, FL Moderator
- **Russell T. Tiejema**, Executive Vice President and Chief Financial Officer, Masonite International Corporation (NYSE: DOOR), Tampa, FL and Concord, ON
- **John F. Olson**, Partner, Gibson Dunn & Crutcher, Washington, DC
- **Donald P. Zimmerman**, Global Vice Chair - Professional Practice, Ernst & Young Global Limited, London
- **Sherrill Hudson**, Chairman – NACD Florida; Director of CBIZ Inc., United Insurance Holdings Corp. and Lennar Corporation