

America's top directors step into the spotlight

A one-day seminar: Being prepared
for challenges and opportunities
in the corporate boardroom



Florida Directors' Institute | October 30, 2017 | The University of Tampa

Hosts:



Sponsors:



Co-Host:



The ninth Florida Directors' Institute is an intensive one-day program offering seasoned perspectives on best boardroom practices with a focus on practical real-life solutions essential to your role.

The 2017 program will feature:

Developments in Shareholder Activism – Featuring lessons from the CEO of a company targeted for a proxy fight, this panel addresses the growing role and shifting power of activists, and offers advice on strategies for shareholder relationships.

View from Delaware: Best Practices for Directors – Highlighted by comments from Vice Chancellor Sam Glasscock of the Delaware Chancery Court, this panel addresses best practices in a range of areas.

Gaining Strategic Value from Your Board of Directors – This panel provides insights from four directors with both CEO and director experience on securing strategic value from the board of directors.

Audit Committee Roundtable – With viewpoints from all perspectives – audit committee member, counsel, CFO, and auditor – this panel gives directors insights regarding best practices for Audit Committees.

Who should attend?

Our highly acclaimed program is designed exclusively for directors of public and large private companies. A limited number of registrations are also available to senior executives. Acceptance into the institute is contingent on meeting the above qualifications.

Accreditation and Continuing Education

The Florida Directors' Institute is approved for six NACD continuing credits. We anticipate the program will also be approved for CPA continuing professional education credits and continuing legal education credits.

Faculty

The faculty is drawn from throughout the United States and includes a Vice Chancellor of the Delaware Chancery Court, leading governance experts, directors and executives of companies recognized for governance excellence, and representatives of institutional investors active in the governance arena.

Location

The Florida Directors' Institute will be held in the Vaughn Center at The University of Tampa, which is located a short distance from downtown Tampa. More information on hotel accommodations is on page 8.

The University of Tampa
Vaughn Center, Ninth floor
401 West Kennedy Boulevard
Tampa, FL 33606
(813) 253-3333

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 J. Brennan, Tampa Managing Partner,
Ernst & Young

8:00 – 9:30 a.m. (9:30 – 9:45 a.m. Q&A)

Developments in Shareholder Activism

- **John F. Olson**, Partner, Gibson Dunn & Crutcher, Washington, DC, Moderator
- **Ken Bertsch**, Executive Director, Council of Institutional Investors, Washington, DC
- **Shelley G. Broader**, Chief Executive Officer, President and Director, Chico's FAS, Inc. (NYSE: CHS), Fort Myers, FL; Director of Raymond James Financial, Inc.
- **Patrick J. Dooley**, General Counsel, Corvex Management LP New York, NY
- **Margaret ("Peggy") Foran**, Senior Vice President, Chief Governance Officer and 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

- **David S. Felman**, Shareholder, Hill Ward Henderson, Tampa, FL, Moderator
- **Paul A. Fioravanti, Jr.**, Director, Prickett, Jones & Elliott, P.A., Wilmington, DE
- **Sam Glasscock III**, Vice Chancellor, Delaware Court of Chancery, Georgetown, DE

- **Gregory P. Williams**, Partner, Richards, Layton & Finger, 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: 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.
- **Janice L. 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 of Teleflex Incorporated and Hexcel Corporation
- **Elizabeth A. Smith**, Board Chair and CEO, Bloomin' Brands, Inc., Tampa, FL, Director of Hilton Worldwide Holdings, Inc.

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, LLP, Tampa, FL, Moderator
- **Sherrill W. Hudson**, Chairman, NACD Florida; Director of CBIZ Inc., United Insurance Holdings Corp. and Lennar Corporation
- **John F. Olson**, Partner, Gibson Dunn & Crutcher, Washington, DC
- **Russell T. Tiejema**, Executive VP and CFO, Masonite International Corporation (NYSE: DOOR), Tampa, FL
- **Donald P. Zimmerman**, Global Vice Chair - Professional Practice, Ernst & Young Global Limited, London

3:15 – 5:00 p.m.

Networking Reception



Shelley G. Broader
Chief Executive Officer,
President and Director,
Chico's FAS, Inc.
Director, Raymond James
Financial, Inc.



Sam Glasscock III
Vice Chancellor,
Delaware Court
of Chancery



Robert M. Dutkowsky
Chairman, Chief Executive
Officer and Director,
Tech Data Corporation
Director, US Foods
Holding Corp.



Ken Bertsch
Executive Director,
Council of Institutional Investors



John F. Olson
Partner, Gibson Dunn &
Crutcher, Washington, D.C.
Counsel to Coca-Cola Audit
Committee



Jeffrey A. Graves, Ph.D.
President, Chief Executive
Officer and Director, MTS
Systems Corporation
Director, Teleflex Incorporated
and Hexcel Corporation



Margaret ("Peggy") Foran
Senior Vice President, Chief Governance Officer
and Corporate Secretary, Prudential Financial, Inc.

Sherrill W. Hudson
Chairman, NACD Florida
Director, CBIZ Inc., United
Insurance Holdings Corp.
and Lennar Corporation



Elizabeth A. Smith
Board Chair and Chief
Executive Officer,
Bloomin' Brands, Inc.
Director, Hilton Worldwide
Holdings, Inc.

**Ken Bertsch**

Executive Director, Council of Institutional Investors (Washington, DC)

Serving as Executive Director of the Council of Institutional Investors since March 2016, Ken has more than 30 years of experience across a range of investment, consulting, management and corporate governance roles. He served as a Partner at CamberView Partners, and also as President and CEO of the Society of Corporate Secretaries & Governance Professionals; Executive Director for corporate governance and proxy voting at Morgan Stanley Investment Management; Managing Director for corporate governance analysis at Moody's Investors Service; and Director of the governance engagement program at TIAA-CREF.

**Shelley G. Broader**

CEO, President and Director, Chico's FAS, Inc. (Fort Myers, FL); Director, Raymond James Financial, Inc.

Shelley serves as President, CEO and director of Chico's FAS, Inc. She previously served in senior leadership roles with Walmart, Michaels, the world's largest retailer of arts and crafts, Delhaize Group, a supermarket retailer, and the Kash n' Karry chain. Shelley is a member of the Board of Directors of Raymond James Financial, Inc. and Moffitt Cancer Center's National Board of Advisors.

**Patrick J. Dooley**

General Counsel, Corvex Management LP (New York, NY)

Patrick is the general counsel and chief legal officer of Corvex Management LP, an investment adviser focused on long/short value-driven investing in public companies with identifiable catalysts for growth. Patrick was previously a partner in the New York office of Akin Gump Strauss Hauer and Feld, where he provided advice to hedge and private equity funds on transactional, securities and trading issues.

**Robert M. Dutkowsky**

Chairman, Chief Executive Officer and Director, Tech Data Corporation (Clearwater, FL); Director, US Foods Holdings Corp.

Bob serves as Chairman and CEO of Tech Data, a company specializing in the distribution of IT products with over \$35 billion of annual revenue. Bob began his career with IBM, where during his 20-year tenure, he served in several executive management positions. Prior to joining Tech Data, Bob served as President, CEO, and Chairman of the Board of Egenera, Inc. and as President, CEO, and Chairman of the Board of J.D. Edwards & Co., Inc. Bob also is a Director for the United Way Suncoast, Moffitt Research Committee and serves on the advisory board of the University of South Florida Business School.



David S. Felman

Shareholder and Practice Group Co-Chair, Corporate and Tax Group, Hill Ward Henderson (Tampa, FL)

Dave represents companies in financings, acquisitions, securities law compliance, and corporate governance. His clients include a broad base of public and private companies, private equity and venture capital firms, and their portfolio companies. Dave's recent transactions include representing Global Software in its acquisition by Thomson Street Capital Partners and Florida Foods in its acquisition by Kainos Capital. He is one of only seven Florida lawyers to have the highest Tier 1 ranking in mergers and acquisitions in Chambers USA.



Janice L. Fields

Former President, McDonald's USA (Oak Brook, IL); Director, Chico's FAS, Inc., Monsanto Company and Buffalo Wild Wings, Inc.

Janice served as President of McDonald's USA, LLC, a subsidiary of McDonald's Corporation, and in a variety of other senior leadership positions with McDonald's. She is a director of Chico's FAS, Inc., Monsanto Company and Buffalo Wild Wings, Inc.



Paul A. Fioravanti, Jr.

Director, Prickett, Jones & Elliott, P.A. (Wilmington, DE)

Paul practices in the areas of corporate and business litigation, and concentrates his practice on corporate and commercial litigation in the Delaware Court of Chancery. He represents clients in a wide range of business disputes, including corporate mergers and acquisitions, fiduciary duty litigation, corporate governance, books and records demands, officer and director advancement and indemnification, special committee investigations, and statutory appraisal litigation. Paul co-authored *The Delaware Court of Chancery 1992-2017*.



Margaret ("Peggy") Foran

Senior Vice President, Chief Governance Officer and Corporate Secretary, Prudential Financial, Inc. (Newark, NJ); Director, Occidental Petroleum Corporation

Peggy is Chief Governance Officer, Senior VP and Corporate Secretary of Prudential Financial. She has been a corporate governance leader throughout her career at Sara Lee Corporation, Pfizer, and J.P. Morgan & Co. Peggy is a director of Occidental Petroleum Corporation. She has served as chair of the Society of Corporate Secretaries and Governance Professionals. Peggy has been recognized as one of the Most Influential People in Corporate Governance by Directorship Magazine for five consecutive years and was named by Corporate Secretary Magazine Governance Professional of the Year.



Sam Glasscock III

Vice Chancellor, Delaware Court of Chancery (Georgetown, DE)

The Honorable Sam Glasscock III was appointed as Vice Chancellor in 2011 after having served as Master in Chancery from 1999 to 2011. Before joining the Court of Chancery, Sam worked as a judicial clerk, as an associate at Prickett, Jones, Elliott, Kristol & Schnee in the litigation section, as a Superior Court special discovery master and as a Deputy Attorney General in the Appeals Unit of the Department of Justice.



Jeffrey A. Graves, Ph.D.

President, Chief Executive Officer and Director, MTS Systems Corporation (Eden Prairie, MN); Director, Teleflex Corporation and Hexcel Corporation

Jeff serves as President, CEO and director of MTS, a global supplier of high-performance test systems and sensors with over \$650 million of annual revenues. He previously served in various executive positions at Kemet Electronics Corporation including Chief Executive Officer. Jeff serves as a director of Teleflex Incorporated and Hexcel Corporation.



Duncan M. Herrington

Managing Director, Head of Activism Response & Contested Situations, Raymond James (New York, NY)

Duncan leads Raymond James' efforts in the fields of Activism Response & Contested Situations. He previously served in Credit Suisse's contested situations practice, where he advised both domestic and international clients on shareholder activism, takeover defense, contested M&A transactions and corporate governance matters. Duncan was an M&A lawyer based in the London office of Paul Weiss Rifkind Wharton & Garrison, where he specialized in structuring and executing cross-border transactions.



Sherrill W. Hudson

Chairman, NACD Florida (Coconut Grove/Miami, FL); Director, CBIZ Inc., United Insurance Holdings Corp. and Lennar Corporation

Sherrill serves on the boards of CBIZ Inc., Lennar Corporation and United Insurance Holdings Corporation. He is also Chairman of the Florida Chapter of the National Association of Corporate Directors. Until its sale in July 2016, he served as the Chairman of the Board of TECO Energy Inc., and was previously its CEO. Sherrill retired from Deloitte & Touche, LLP in August 2002, after 37 years of service.



Charles H. King

Managing Director, Diversified Search (New York, NY)

Chuck is a Managing Director in the New York office of Diversified Search, responsible for board of director assignments and corporate governance consulting. Prior to joining Diversified Search, he served as Managing Director of the CEO and Board Practice at Korn/Ferry International. He has recruited over 600 directors for many of the top companies in the world in industries that include manufacturing, oil and gas, retail, consumer packaged goods, technology, financial services, and more.



John F. Olson

Partner, Gibson Dunn & Crutcher (Washington, DC)

John represents business organizations in corporate governance, corporate securities, corporate finance, and merger and acquisition matters. He has counseled many boards of directors and board committees of leading public companies in the United States and abroad on governance issues and the conduct of internal investigations. He has represented firms and individuals before the SEC and other federal agencies in both regulatory matters and enforcement investigations. He is Chair of the Board of Trustees of the American College of Governance Counsel. His clients include a number of Fortune 500 companies located throughout the U.S., including Intel and the Audit Committee of Coca-Cola.



Elizabeth A. Smith

Board Chair and Chief Executive Officer, Bloomin' Brands, Inc. (Tampa, FL); Director, Hilton Worldwide Holdings, Inc.

Liz is CEO and Chair of the Board of Directors of Bloomin' Brands, Inc., one of the world's largest casual dining companies. Its brands include Outback Steakhouse, Carrabba's Italian Grill, Bonefish Grill, and Fleming's Prime Steakhouse & Wine Bar. Liz was previously President of Avon Products, Inc. She is also a director of Hilton Worldwide Holdings, Inc.



Russell T. Tiejema

Executive Vice President and Chief Financial Officer, Masonite International Corporation (Tampa, FL)

Russ serves Masonite International Corporation as Executive VP and CFO. He previously served as CFO of LII Residential, the largest reporting segment of Lennox International. Russ spent 20 years with General Motors in a variety of financial leadership roles across several operating units and staffs, including Finance Director for GM Fleet & Commercial and Director of Financial Planning and Analysis.



Gregory P. Williams

Partner and Corporate Department Chair, Richards, Layton & Finger (Wilmington, DE)

Greg is widely recognized as one of the leading corporate litigators in Delaware, and has served as President of Richards, Layton and chair of its Corporate Department. Greg primarily represents corporations and their directors and officers. He provides non-litigation advice and counseling to his clients and represents them in courts in Delaware and across the country. Greg has been named in Lawdragon's Top 500 Lawyers in America for ten consecutive years. He has been lead counsel in many major Delaware litigations, including, most recently, the Dell and Petsmart appraisal actions. He also has represented numerous board committees created to investigate alleged wrongdoing.



Gregory C. Yadley

Partner and Corporate Practice Co-Chair, Shumaker, Loop & Kendrick, LLP (Tampa, FL)

Greg has extensive experience representing business entities of all sizes, including closely-held and family businesses and large and small public companies. He regularly represents these clients in financing transactions, mergers and acquisitions, contract negotiations and disputes, strategic planning, legal compliance and general corporate matters. Greg is a member of the U.S. Securities and Exchange Commission's Advisory Committee on Small and Emerging Businesses.



Donald P. Zimmerman

Global Vice Chair Professional Practice, Ernst & Young Global Limited (London, England)

Don is the EY Global Vice Chair of Professional Practice and a member of the firm's Global Assurance Executive Committee. Don has worked for EY for more than 37 years in many roles inside and outside of the US, including as the Global Professional Practice Director and Global Capital Markets Director as well as the Global Coordinating Audit Partner (signing partner) for two Fortune 10 companies.

Registration information

Enrollment is limited and each applicant must be approved. To submit your application for the program, register online at www.ut.edu/centers/fdi.

Program Fee

The program fee is \$500 per participant and includes admission to the Florida Directors' Institute, program materials, breakfast and lunch. The fee must be paid in advance and received by Monday, October 16, 2017.

Cancellation Policy

To receive a full refund, cancellations must be made by Wednesday, October 18, 2017. No refunds will be issued after this date. Refunds will not be given for no-shows. Substitutions may be accepted subject to the application guidelines.

For additional information

Visit www.ut.edu/centers/fdi or call (813) 257-3782.

Hotel accommodations

Rooms are available at the hotels listed below. To make a reservation, ask for the Florida Directors' Institute group rate. Reservations should be made no later than October 6.

Hilton Tampa Downtown
211 North Tampa Street
Tampa, FL 33602
(813) 204-3000

Epicurean Hotel
1207 South Howard Avenue
Tampa, FL 33606
(813) 999-8700

Hosts:



Co-hosts:



Sponsors:



sponsors

FLORIDA
DIRECTORS' INSTITUTE
A forum for business leaders

The University of Tampa
401 West Kennedy Boulevard, Box O
Tampa, Florida 33606