



EXECUTIVE COMPENSATION NATIONAL INSTITUTE



AGENDA

MONDAY • NOVEMBER 14, 2016

- 8:00 **REGISTRATION AND NETWORKING CONTINENTAL BREAKFAST**
- 8:30 **OPTIONAL SESSION: GETTING ORIENTED IN EXECUTIVE COMPENSATION**
The fundamentals of executive compensation including governance, accounting, litigation, and relevant tax rules and codes will be explained in order for those less experienced in the field, to get the most out of the rest of the program.
Daniel B. Lange, *Dentons US LLP*
- 9:20 **WELCOMING REMARKS AND OVERVIEW OF DAY ONE**
Program Co-Chairs:
Andrew C. Liazos, *McDermott Will & Emery LLP*
Martha N. Steinman, *Hogan Lovells US LLP*
- 9:30 **THE SEC SPEAKS**
This session will provide an update on the status of SEC rulemaking and guidance in the area of executive compensation.
Anne M. Krauskopf, *Senior Special Counsel, Office of Chief Counsel, Division of Corporation Finance, U.S. Securities and Exchange Commission*
Ronald O. Mueller, *Gibson Dunn & Crutcher LLP*
- 10:20 **MORNING BREAK**
- 10:30 **PROXY STATEMENT TRENDS**
This session will cover the latest trends and emerging best practices in proxy disclosure. It also will cover highlights from the last proxy season and offer a preview of thoughts for the upcoming proxy season.
Mark A. Borges, *Compensia, Inc.*
- 11:20 **THE PROPOSED 457(F) REGULATIONS AND THEIR IMPACT ON COMPENSATION AT TAX EXEMPT ORGANIZATIONS**
This session will cover the long-awaited proposed regulations under Section 457(f). Panelists will discuss the impact of the proposed regulations on deferred compensation for executives at tax-exempt organizations and key issues raised by the proposed guidance.
Elizabeth E. Drigotas, *Deloitte LLP*
Robert J. Neis, *Benefits Tax Counsel, U.S. Department of the Treasury (Invited)*

12:10 **LUNCH (on your own)**

1:30 **WHAT'S NEW AT IRS AND TREASURY**

Topics to be covered will include:

- Recent IRS guidance of interest to executive compensation practitioners, including
- Highlights from
- Recent legislative proposals

Andrew C. Liazos, *McDermott Will & Emery LLP*

Robert J. Neis, *Benefits Tax Counsel, U.S. Department of the Treasury*

Stephen B. Tackney, *Deputy Associate Chief Counsel (Tax Exempt and Government Entities Division), Office of Chief Counsel, Internal Revenue Service (Invited)*

2:20 **PAY RATIO RULES**

SEC CEO pay ratio rules are now final. This session will address the choices available to public companies when determining the median employee and what steps should be taken now to prepare for the required CEO pay ratio disclosure, including who should be part of the internal compliance team.

Michael S. Kesner, *Deloitte Consulting LLP*

Martha N. Steinman, *Hogan Lovells US LLP*

3:10 **AFTERNOON BREAK**

3:20 **INTERNATIONAL EQUITY COMPENSATION**

This session will cover key issues to cover when granting equity awards to globally mobile employ, US tax issues that arise with non-U.S. equity plans and structuring recharge agreements.

Veena K. Murthy, *Mercer*

4:10 **EMPLOYMENT AGREEMENTS**

Topics to be covered will include:

- Impact of 162(m) on structuring employment agreements
- Severance protection for performance based awards
- Approaches to mitigate golden parachute exposure
- Structuring clawback clauses
- Key 409A provisions

Evan A. Belosa, *McDermott Will & Emery LLP*

Henry I. Morgenbesser, *Katzke & Morgenbesser LLP*

5:00 **QUESTIONS AND ANSWERS**

5:15 **ADJOURN**

TUESDAY • NOVEMBER 15, 2016

- 8:00 **REGISTRATION AND NETWORKING CONTINENTAL BREAKFAST**
- 8:30 **OVERVIEW OF DAY TWO**
Program Co-Chairs
Andrew C. Liazos, *McDermott Will & Emery LLP*
Martha N. Steinman, *Hogan Lovells US LLP*
- 8:40 **PERFORMANCE PLAN DESIGN: 2017 STYLE**
This session will cover things to consider when designing a performance plan, including whether relative TSR is right or just an easy way out.
Bindu M. Culas, *Frederic W. Cook & Co., Inc.*
Jeffrey M. Kanter, *Frederic W. Cook & Co., Inc.*
- 9:30 **MERGERS & ACQUISITIONS – A POTPOURRI OF ISSUES**
This session will address topics of current interest and special challenges in M&A transactions, including the continuing complexity under Section 409A of restructuring executive compensation arrangements and equity compensation.
Andrew Oringer, *Dechert LLP*
- 10:20 **MORNING BREAK**
- 10:30 **CURRENT ISSUES UNDER SECTION 409A**
This session will focus on the recently proposed regulations under Section 409A and other current issues.
George H. Bostick, *Former Benefits Tax Counsel, U.S. Department of the Treasury (2009-2015)*
Susan J. Daley, *Perkins Coie LLP*
- 11:20 **THE VIEW FROM ISS**
This session will cover the latest policy positions and perspectives from ISS as companies consider their 2017 compensation plan designs and proxy disclosures.
John Roe, *Institutional Shareholder Services (ISS)*
Martha N. Steinman, *Hogan Lovells US LLP*
- 12:10 **LUNCHEON ADDRESS**
George H. Bostick, *Former Benefits Tax Counsel, U.S. Department of the Treasury (2009-2015)*
- 1:30 **DIRECTOR AND EXECUTIVE COMPENSATION LITIGATION**
This session will cover the latest developments and trends in litigation with respect to director and executive compensation litigation, including top hat litigation and the Yahoo case.
Andrew M. Johnston, *Morris, Nicols, Arsht and Tunnell, LLP*

- 2:20 **RECENT DEVELOPMENTS IN ACCOUNTING FOR EXECUTIVE COMPENSATION**
This session will address financial accounting changes that may impact both plan design and the administration of executive and equity compensation.
- New rules on revenue recognition may affect incentive and equity-based programs
 - Other accounting changes in consolidations, earnings per share, separate private company rules, and the treatment of equity awards with both service and performance targets may impact equity compensation.
 - Recent developments in executive and equity compensation, such as clawbacks, discretion in Section 162(m) arrangements, and the growing use of performance awards raise a number of accounting issues.
- Alan A. Nadel**, *Strategic Apex Group LLC*
Andrew C. Liazos, *McDermott Will & Emery LLP*
- 3:10 **AFTERNOON BREAK**
- 3:20 **DUAL PARTNER EMPLOYEE ISSUES** This session will cover the complex questions raised by executives providing services to partnerships and LLCs and whether they should be treated as employees, partners or both and recent IRS guidance in this area.
Kurt Lawson, *Hogan Lovells US LLP*
- 4:10 **ETHICAL CONSIDERATIONS: FROM THE C-SUITE TO THE BOARDROOM**
This session will cover a number of important ethics topics, including:
- Identifying the client and clarifying the representation
 - Adviser independence and other considerations
 - Corporate governance, practices and conflicts
 - Overview of relevant ABA Model Rules of Professional Conduct
- Charmaine L. Slack**, *Jones Day*
- 5:10-5:20 **QUESTIONS AND ANSWERS**
- 5:20 **ADJOURN**

NATIONAL INSTITUTE FACULTY

Evan A. Belosa, *McDermott Will & Emery LLP, New York, NY*

Mark A. Borges, *Compensia, Inc., San Francisco, CA*

George H. Bostick, *Former Benefits Tax Counsel, U.S. Department of the Treasury (2009-2015), Washington, DC*

Bindu M. Culas, *Frederic W. Cook & Co., Inc., New York, NY*

Susan J. Daley, *Perkins Coie LLP, Chicago, IL*

Elizabeth E. Drigotas, *Deloitte LLP, Washington, DC*

NATIONAL INSTITUTE FACULTY (Continued)

Andrew M. Johnston, *Morris Nichols Arsht & Tunnell, Wilmington, DE*

Jeffrey M. Kanter, *Frederic W. Cook & Co., Inc. New York, NY*

Michael S. Kesner, *Deloitte Consulting LLP, Chicago, IL*

Anne Krauskopf, *Senior Special Counsel, Office of Chief Counsel, Division of Corporation Finance, U.S. Securities and Exchange Commission, Washington, DC*

Daniel B. Lange, *Dentons US LLP, Chicago, IL*

Kurt L. P. Lawson, *Hogan Lovells US LLP, Washington, DC*

Andrew C. Liazos, *Program Co-Chair, McDermott Will & Emery LLP, Boston, MA*

Henry I. Morgenbesser, *Katzke & Morgenbesser LLP, New York, NY*

Ronald O. Mueller, *Gibson Dunn & Crutcher LP, Washington, DC*

Veena K. Murthy, *Mercer, Washington, DC*

Alan A. Nadel, *Strategic Apex Group LLC, New York, NY*

Robert J. Neis, *Benefits Tax Counsel, U.S. Department of the Treasury, Washington, DC*
(Invited)

Andrew L. Oringer, *Dechert LLP, New York, NY*

John Roe, *Institutional Shareholder Services (ISS), Rockville, MD*

Charmaine L. Slack, *Jones Day, New York, NY*

Martha N. Steinman, *Program Co-Chair, Hogan Lovells US LLP, New York, NY*

Stephen B. Tackney, *Deputy Associate Chief Counsel (Tax Exempt and Government Entities Division), Office of Chief Counsel, Internal Revenue Service, Washington, DC* **(Invited)**