



The Directors Roundtable Invites You to Attend a Program
For Boards of Directors and Their Advisors

**STRATEGIES FOR EXECUTIVE COMPENSATION
IN TODAY'S "SAY ON PAY" ENVIRONMENT**

**Wednesday, June 12, 2013, 8:30 – 10:30 A.M. (8:00 Registration)
Offices of Bingham McCutchen, One Federal Street, Boston**

There is no fee to attend and continental breakfast will be served.

Executive compensation continues to be a critical issue both for Board Compensation Committees determining compensation packages and for executives receiving them. The evolving regulatory environment and the rise of executive compensation litigation mean continued scrutiny on this topic. Executives are focused on total compensation, salary, bonuses, clawbacks, performance incentives, benefits, retirement, severance, and risk. Boards and Compensation Committees are challenged with balancing the need to attract and retain talented top management with the demands of investors, and in an ever-increasing disclosure, litigation and enforcement environment. These Distinguished Speakers will share their expertise regarding these and other key issues and will recommend strategies and best practices based on their experiences with Compensation Committees, Boards, and management teams.

Hay Group will present its findings from *The Wall Street Journal/Hay Group CEO Compensation Study* and will make available this material at [link](#). Bingham McCutchen will make its thought leadership materials available at [link](#). The Directors Roundtable is a civic group which organizes the preeminent worldwide programming for Directors and their advisors.

DISTINGUISHED SPEAKERS

Prof. Jay Lorsch

Louis Kirstein Professor of Human Relations
Harvard Business School

Irv Becker

National Practice Leader - Executive Compensation,
Hay Group

Laurie A. Cerveney

Deputy Managing Partner, Boston Office,
Bingham McCutchen

Rick Williams, President of The Equity Company, Inc.
Representing the Directors Roundtable

REGISTRATION: To register, log on to our Website www.directorsroundtable.com and click on "Current Events and Registration". To contact us, call Karen Todd at (727) 493-2067 or e-mail to Jack Friedman, Chairman of the Directors Roundtable, at karen.f.todd@gmail.com.



**The Directors Roundtable Institute Invites You to Attend a Program
For Corporate Directors & Sponsors of 401(k) and Other Retirement Plans**

**DEALING SUCCESSFULLY WITH
COMPLIANCE & ENFORCEMENT PROGRAMS
FOR 401(K) & OTHER RETIREMENT PLANS
Under the IRS Compliance Check Questionnaire Program**

**Tuesday, July 13, 2010, 8:30 – 11:00 A.M. (8:00 A.M. Registration)
The Yale Club, 50 Vanderbilt Avenue, New York**

**There is no fee to attend and continental breakfast will be served.
2.5 hours of New York CLE & CPE credits is pending.**

The Distinguished Speakers will discuss key issues including:

- A Senior IRS Official's discussion of the new 401(k) Compliance Check Questionnaire Project designed to provide a "snap shot" of your 401(k) plan and its use as an internal audit tool to identify and correct compliance problems.
- Expert practitioners will demonstrate how to use the IRS questionnaire to assess operational compliance and evaluate internal controls to avoid IRS audit penalties and other sanctions.
- A review of fiduciary governance procedures for 401(k) and other retirement plans to mitigate risk of personal liability.
- How a financial statement audit differs from a tax compliance audit and what are the implications of deficiencies in your plan's internal controls to the IRS, DOL and SEC reporting requirements.

The Directors Roundtable Institute is a not-for-profit which organizes worldwide programming for Directors and their advisors.

Keynote Speaker: 8:30 – 9:15 AM

Monika Templeman, Director of Employee Plan Examinations, Internal Revenue Service

Panel: 9:15 – 11:00 AM

Jeffrey Mamorsky, Greenberg Traurig, LLP; Scott Reed & John Hubbe, KPMG LLP; Candace Quinn & Terry Moore, Greenberg Traurig, LLP

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CPE: You may qualify for up to approximately 2.5 continuing professional education credits when you attend this program. KPMG is registered with the National Association of State Boards of Accountancy as a sponsor of continuing education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on acceptance of individual course credits. No advanced preparation or prerequisite is required for this program.

CLE: 2.5 General/Professional Practice hours pending approval in: AZ, CA, CO, FL, GA, IL, NJ, NY, NV, TX & VA. Greenberg Traurig has been certified by the New York State CLE Board as an Accredited Provider of CLE in the State of NY, November 2007 - November 2010. This program is approved for experienced and newly admitted 'transitional' attorneys in room with speaker(s).