



Directors Forum 2010

Directors, Management & Shareholders in Dialogue

Uniquely bringing together:
Institutional Investors • Companies
Academia • Government

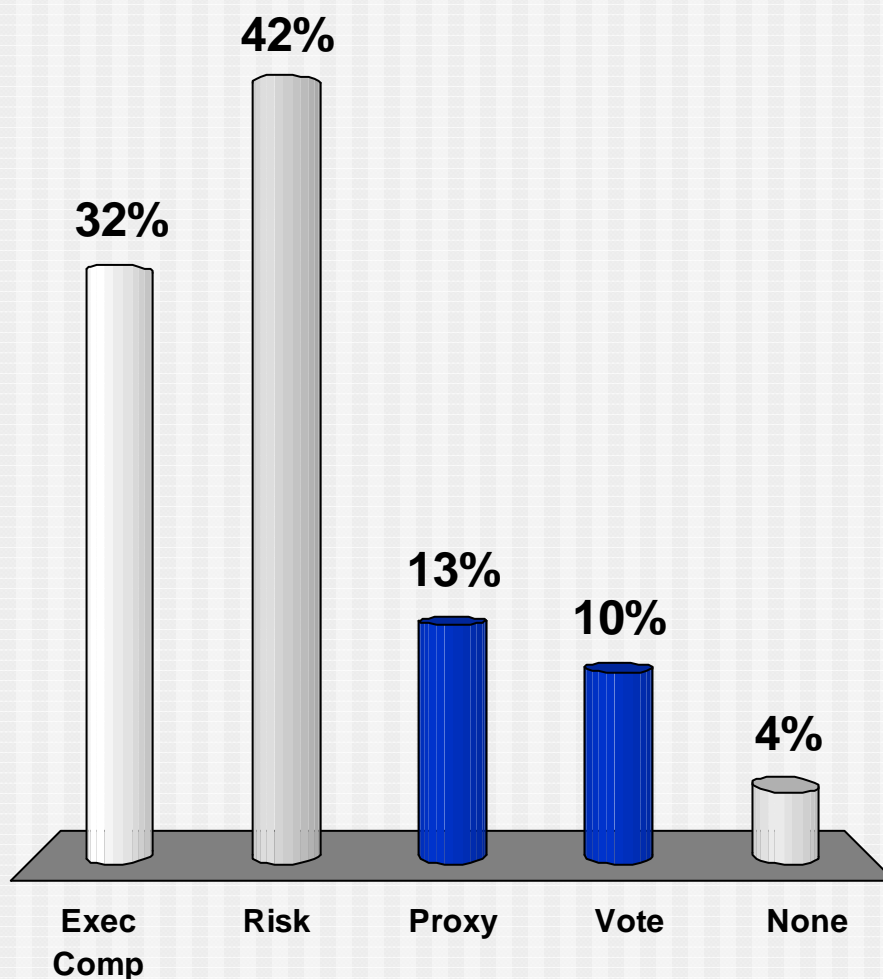
*January 24-26, 2010
University of San Diego*





What do you think are the most important Shareholder Hot Topics in 2010?

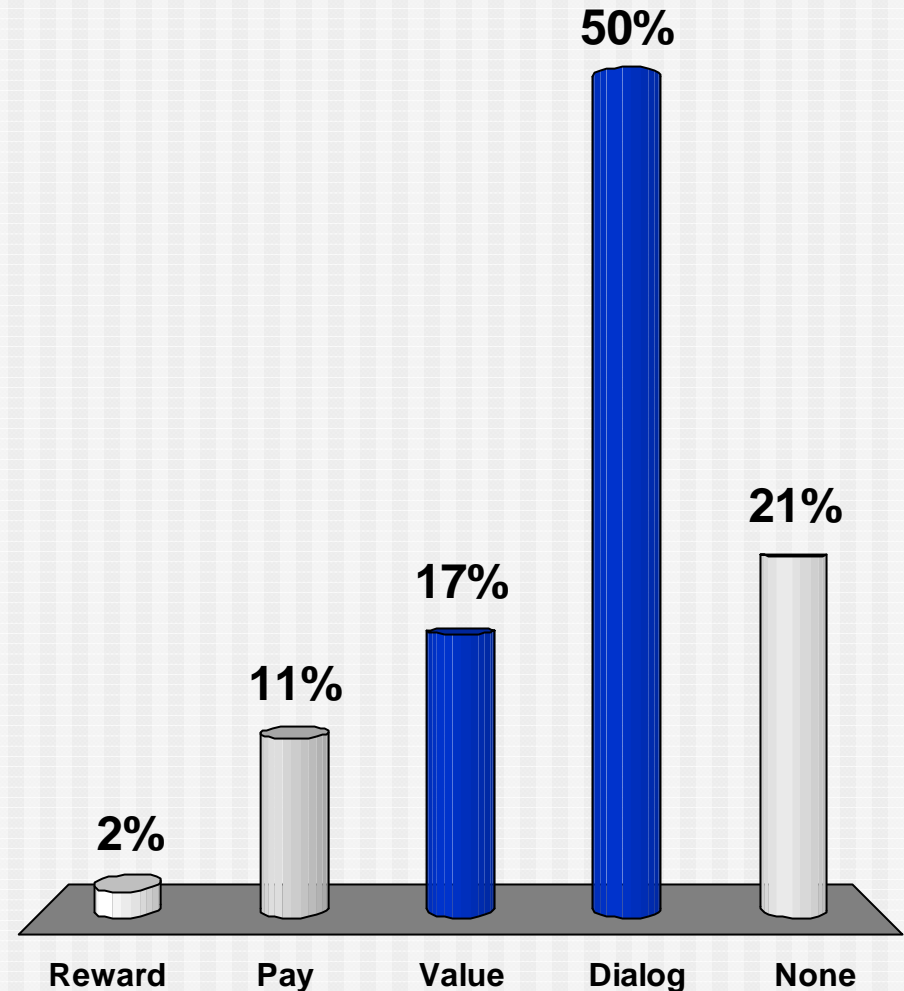
1. Executive compensation
2. More effective risk management (e.g., enterprise-wide stress testing to manage potential large market disruptions like the one that hit world economies in 2008)
3. Shareholder access to the proxy
4. Elimination of the discretionary broker vote in director elections
5. None of the above





Do you think increasing shareowners' rights will...

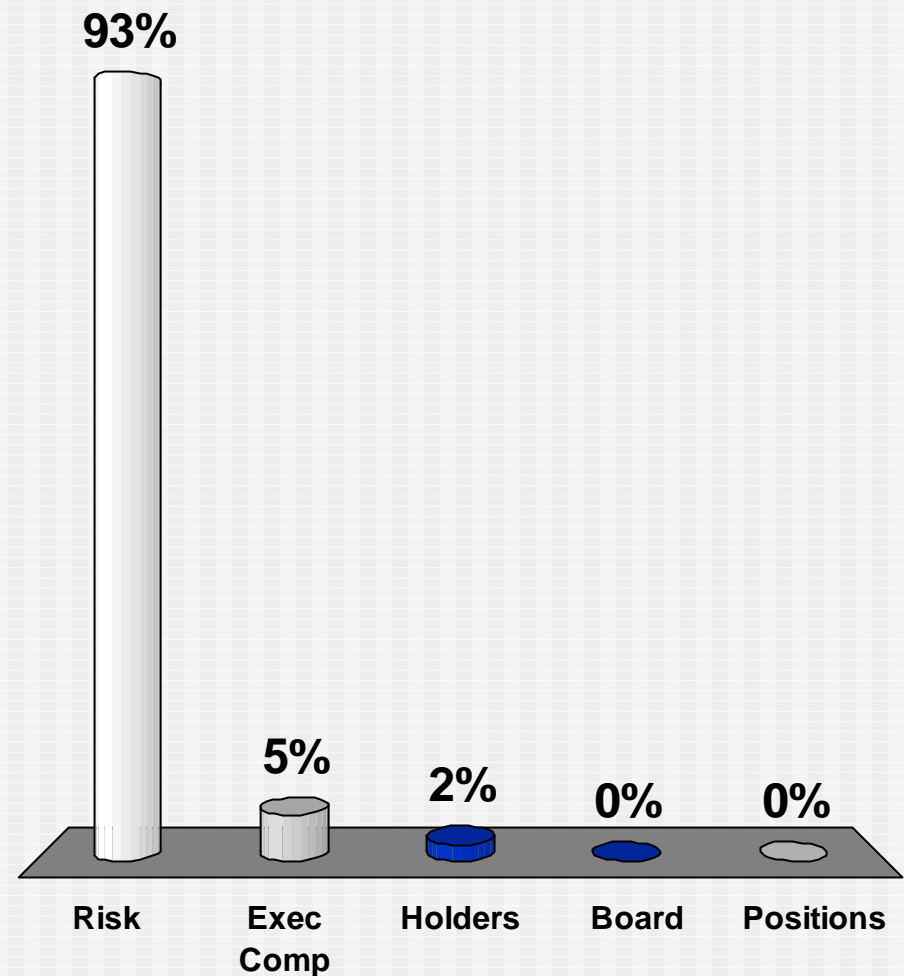
1. Make the board's job more interesting and rewarding
2. Lead to an increase in director pay due to greater time commitment
3. Add long-term value to the company and enhance shareowner relations
4. More constructive dialog between shareowners, directors, and management
5. None of the above





What was the cause?

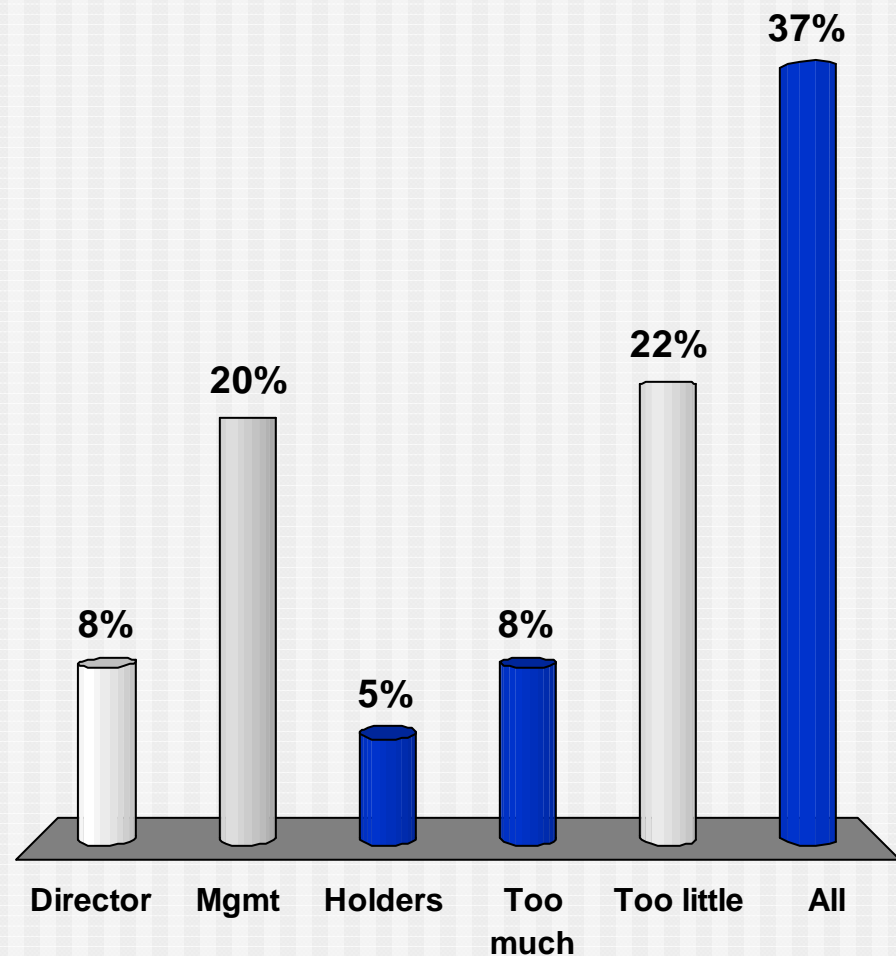
1. Too much leverage / risk
2. Too much executive compensation (or poorly structured)
3. Too little stockholder power
4. Staggered boards
5. Failure to separate CEO and board chair positions





Who to blame?

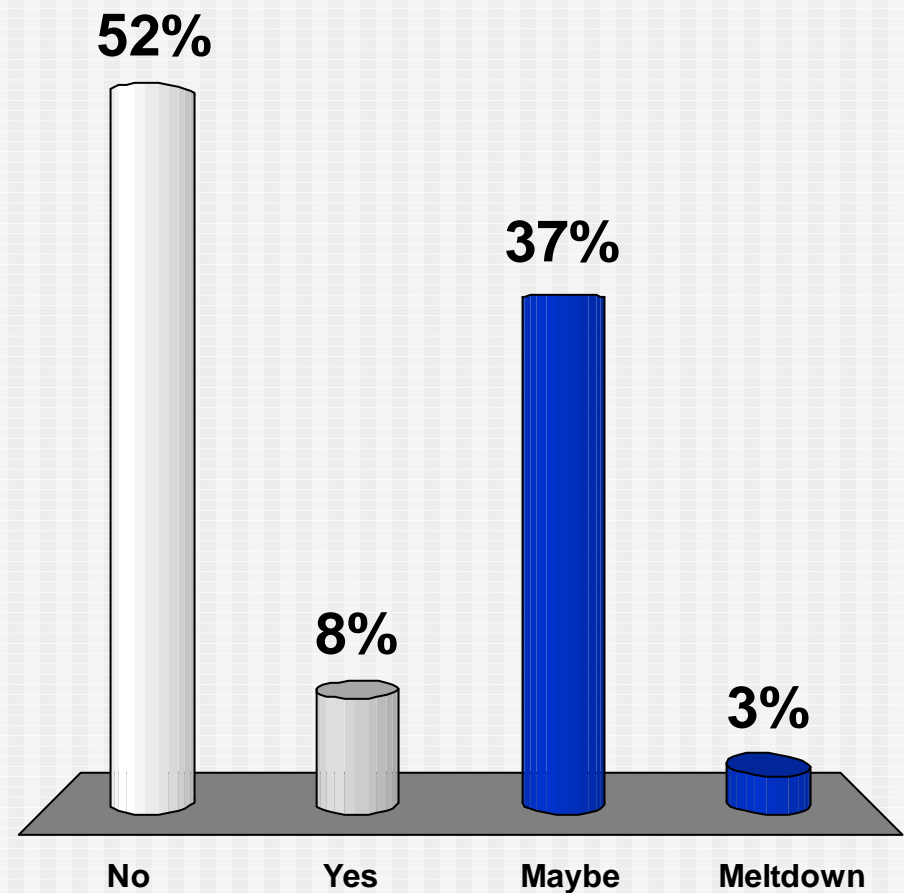
1. Directors
2. Management
3. Stockholders
4. Government regulation--too much
5. Government regulation--too little
6. All the above





Would the reform proposals make another meltdown less likely?

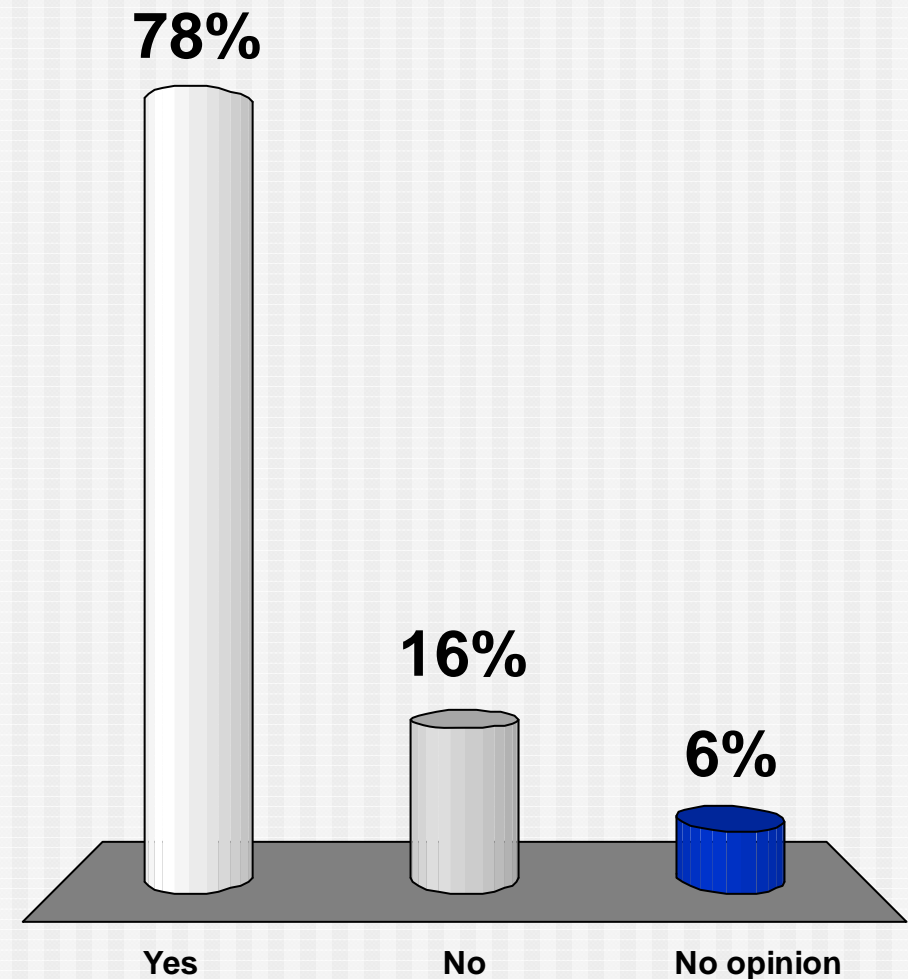
1. No
2. Yes
3. Maybe
4. Would make meltdown more likely





Have you seen an increase in attention to risk management in the past two years in board meetings you attend?

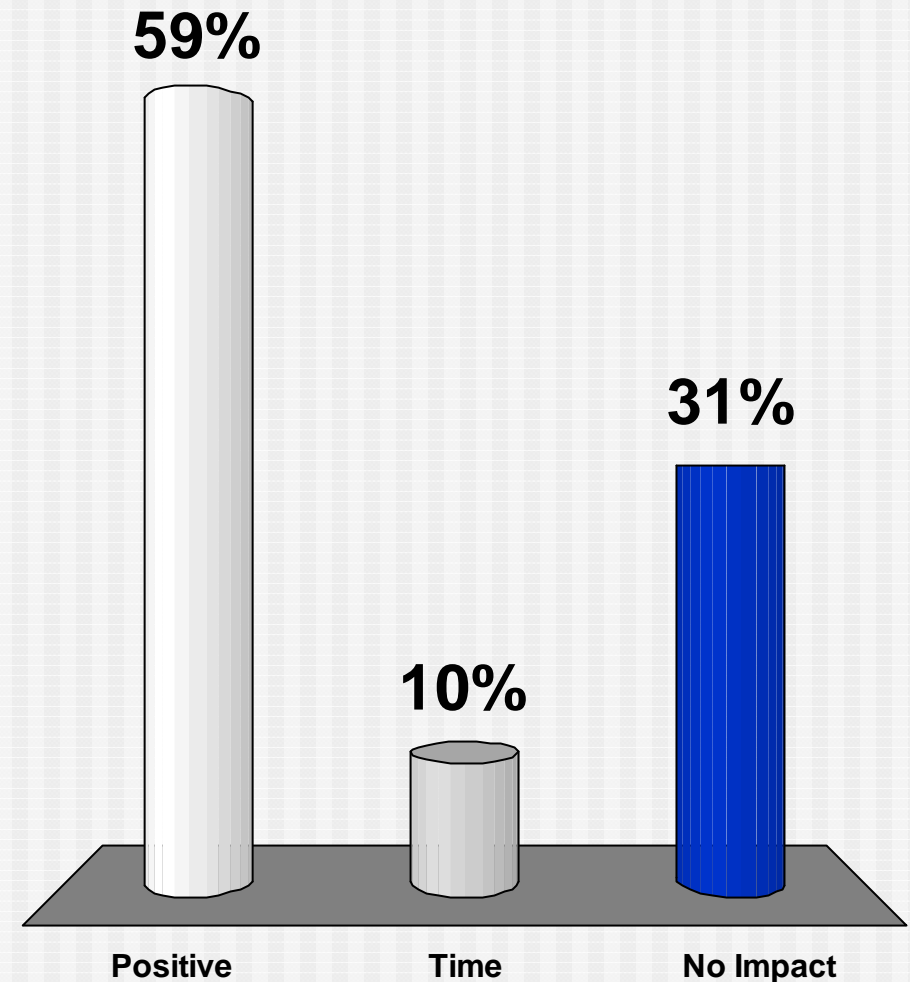
1. Yes
2. No
3. No opinion





What impact has the recent emphasis on risk management by boards had on the oversight of their companies?

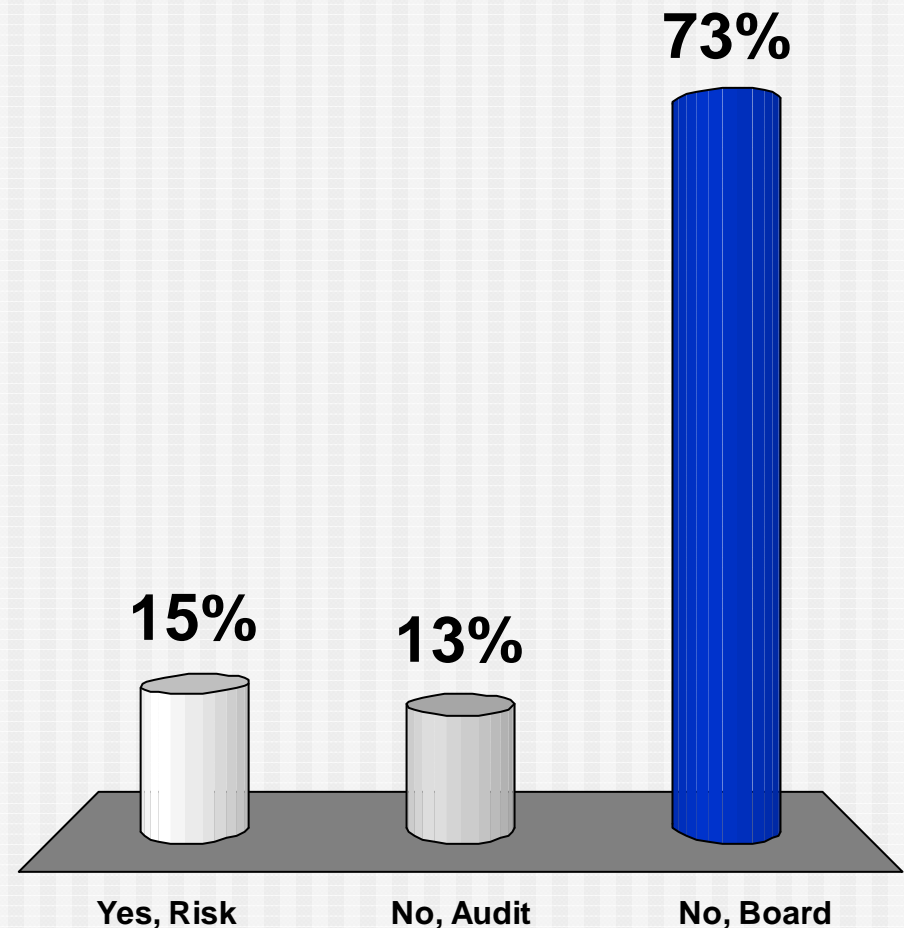
1. It has been positive
2. It has taken up valuable time better spent on company strategy
3. It has had no impact





Should boards create a Risk Committee to deal with risk management issues?

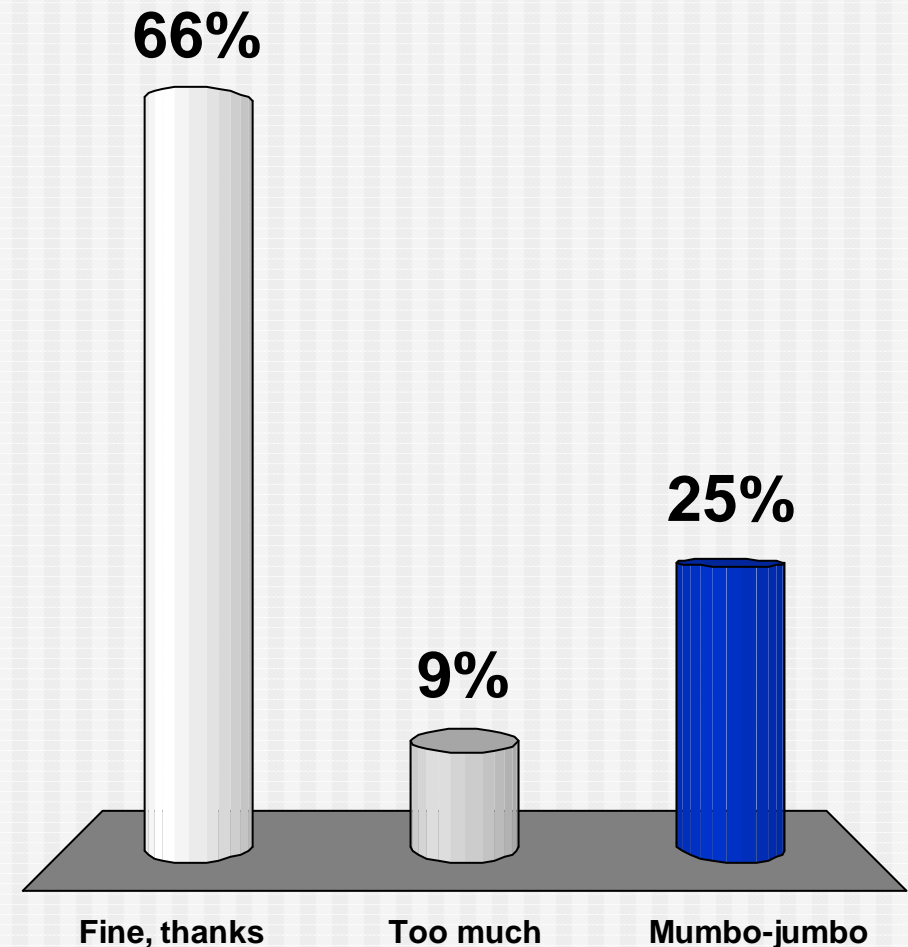
1. Yes, risk issues need special attention
2. No, these issues should be dealt with by the Audit Committee
3. No, these issues should be dealt with by the full Board





How are companies you are familiar with doing in communicating risk assessment to the Board and/or Board Committees?

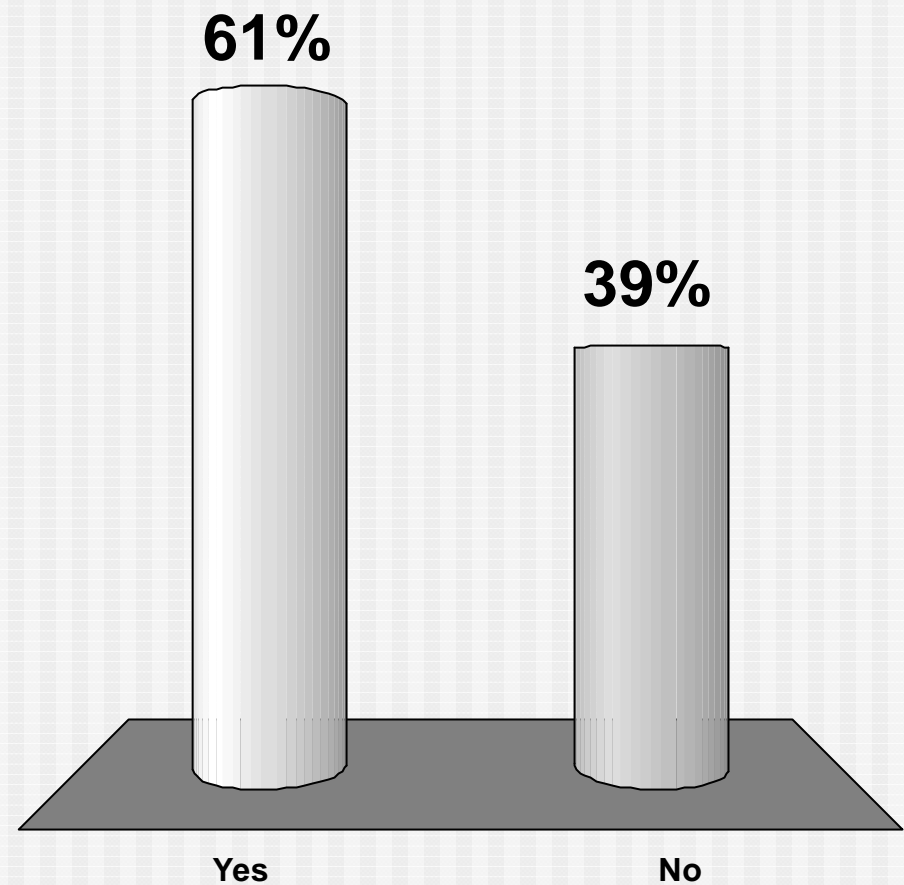
1. Just fine, thank you
2. We're getting way too much on this issue
3. The data we're getting is bureaucratic mumbo jumbo





Did the comp committee make the right decision on:

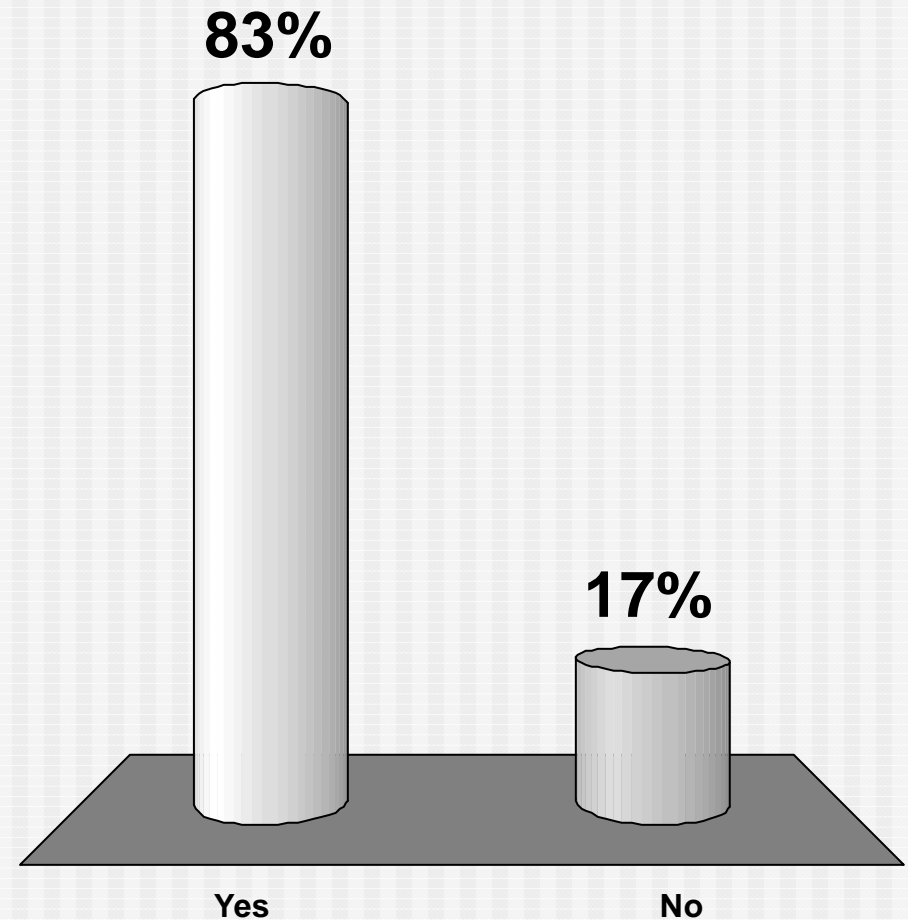
The 2008 Bonus
(yes or no)





Did the comp committee make the right decision on:

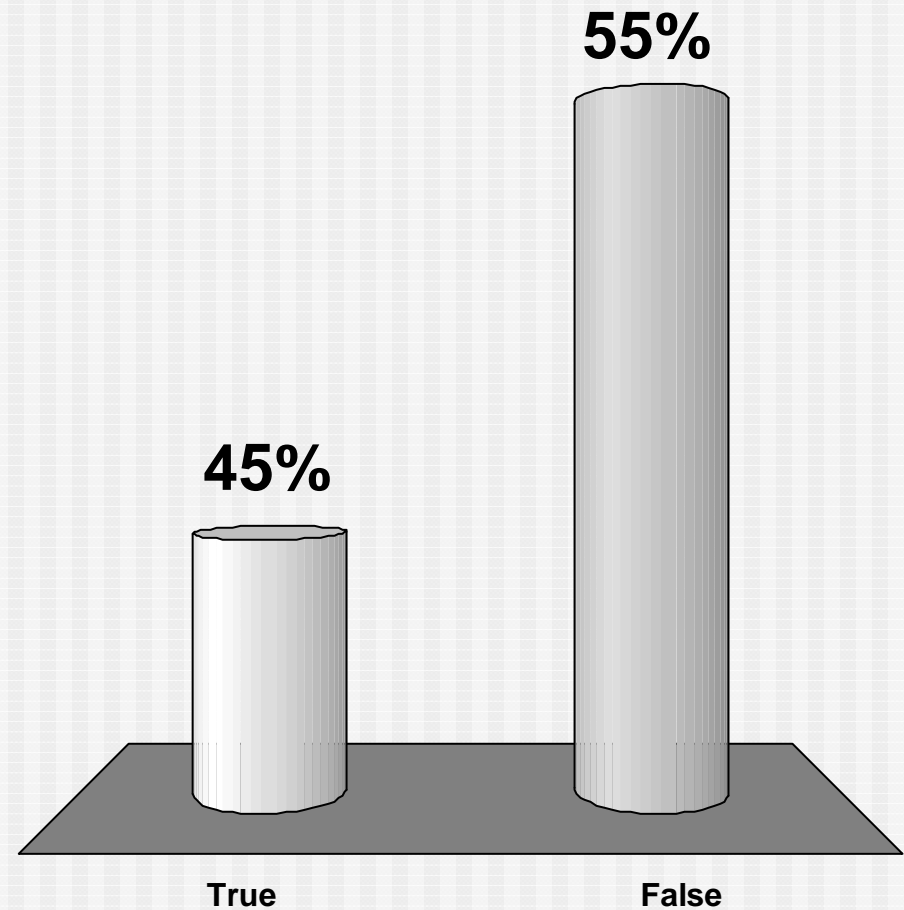
The 2009 Equity Plan
(yes or no)





Shareholders should have regular access to board members?

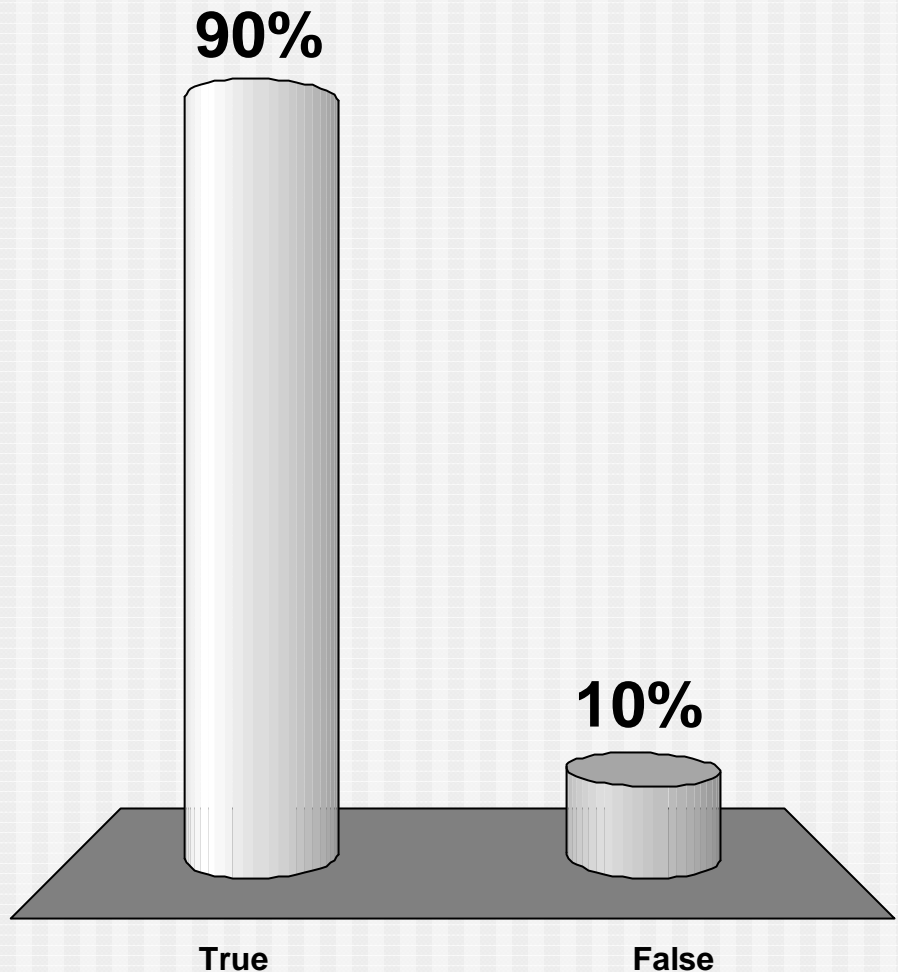
1. True
2. False





A dissident shareholder should state very clearly in their proxy how their strategy would differ from that proposed by management and the incumbent board. This would allow voting shareholders to understand what changes might be expected with a change at the board level.

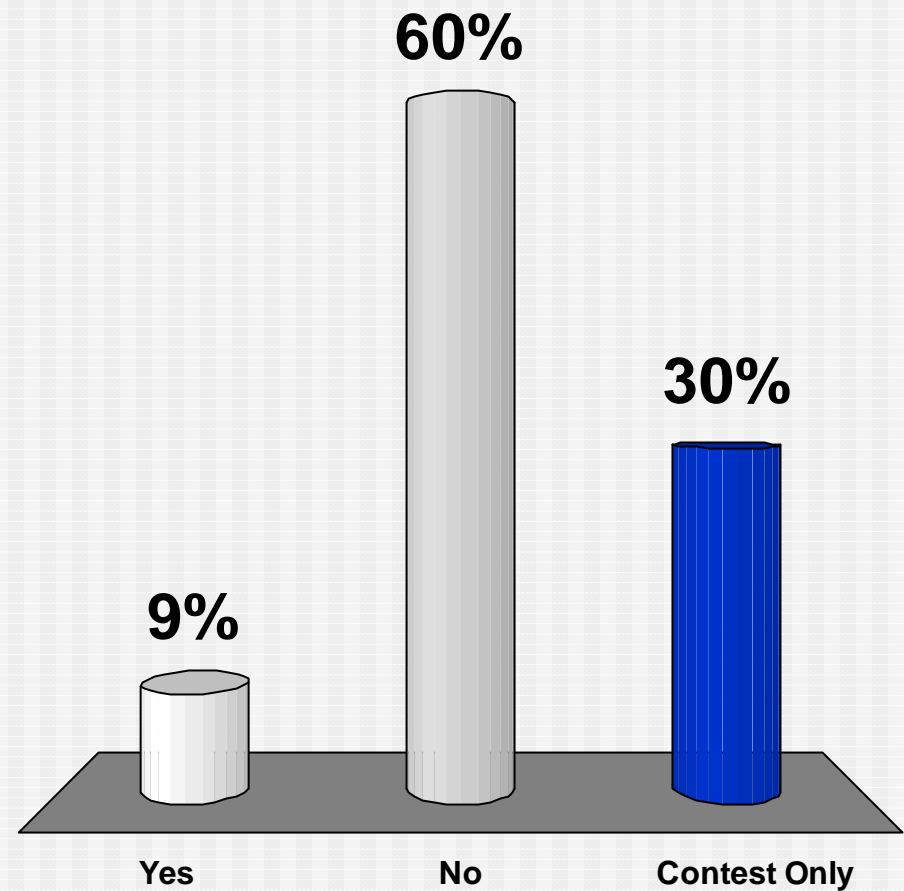
1. True
2. False





Should shareholders be reimbursed for expenses associated with proxy contests?

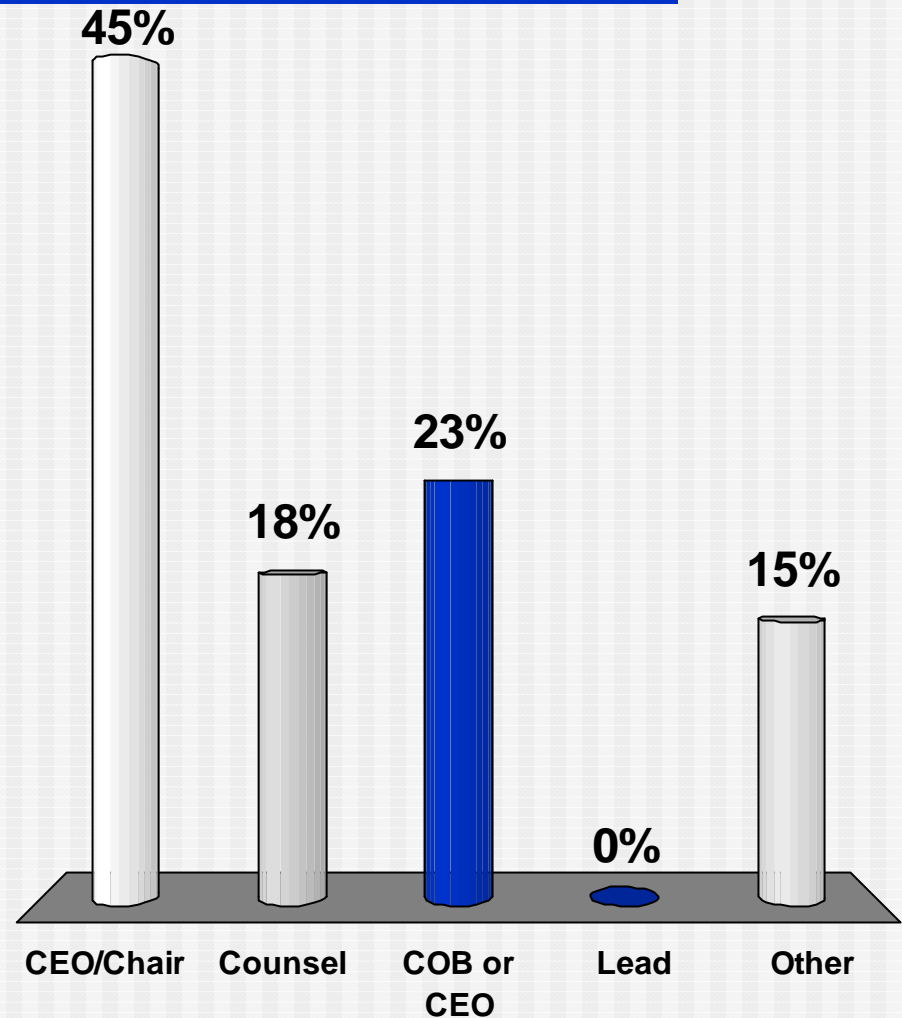
1. Yes
2. No
3. Successful contest only





Who in your organization develops the board agenda?

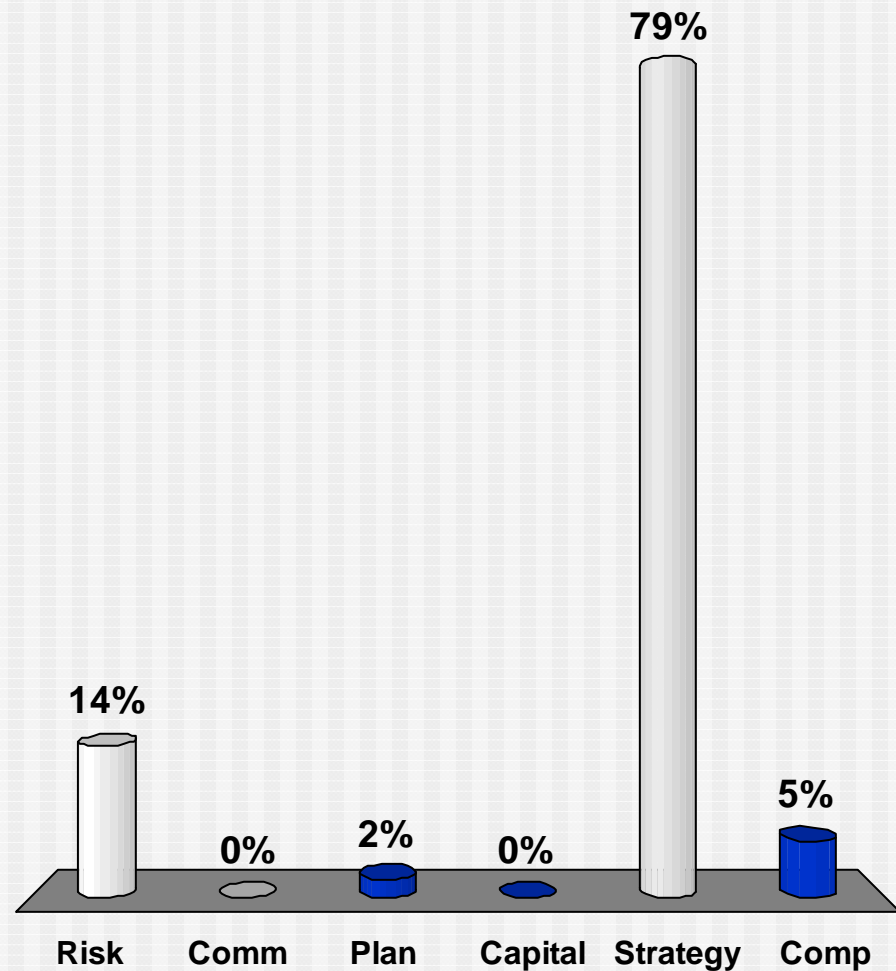
1. CEO/chairman
2. General Counsel/corporate secretary or other management person
3. Board chair, if not CEO
4. Lead Director
5. Other





Other than increasing shareowner value, what should be the top priority of directors in the coming year?

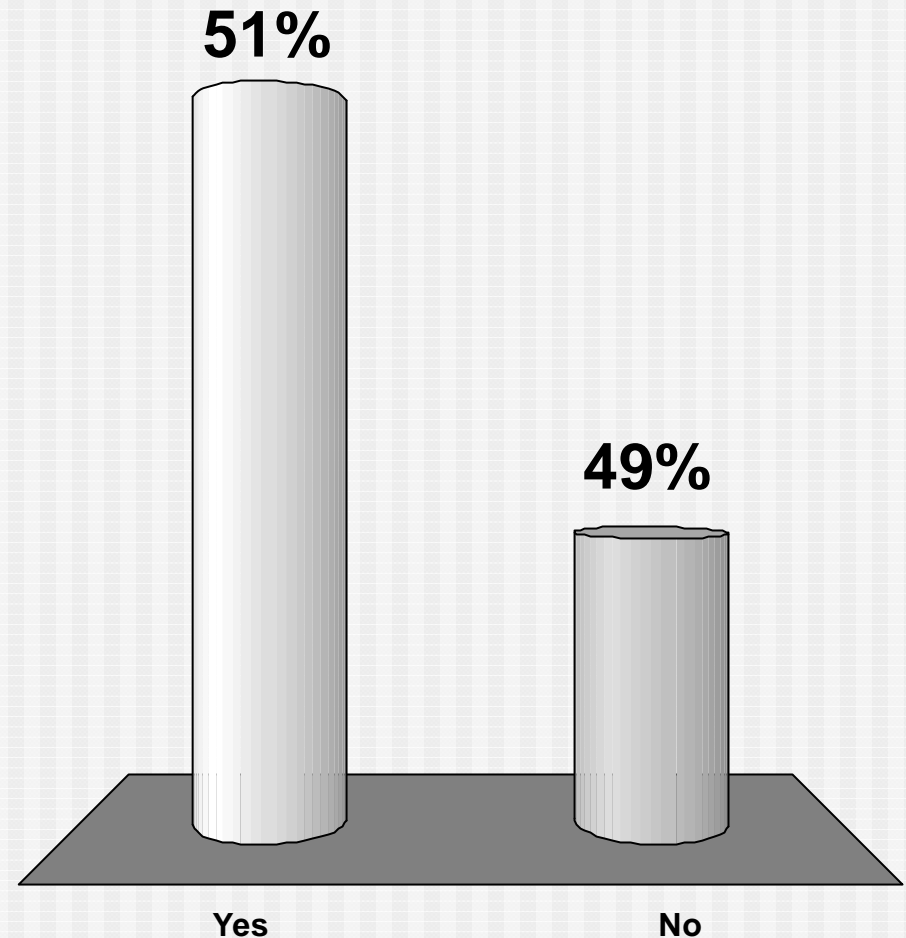
1. Risk management
2. Investor communications
3. Succession planning
4. Capital preservation
5. Strategic planning
6. Executive compensation





Does information received from management engage the board's expertise in planning and executing strategy?

1. Yes
2. No





How satisfied are you with your board's agendas?

1. Very satisfied
2. Satisfied
3. Not satisfied

