
THE UNIVERSITY OF TAMPA
JOHN H. SYKES
COLLEGE OF BUSINESS
 Home of the Florida
 Directors' Institute

America's top directors step into the spotlight.

Florida Directors' Institute
 One-day workshop:
 Being prepared for challenges and opportunities in the
 corporate boardroom

Friday, October 28, 2011
 The University of Tampa

Hosted by:

Quality In Everything We Do


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NACD™
 NATIONAL ASSOCIATION OF
 CORPORATE DIRECTORS
 FLORIDA CHAPTER

“Of the many corporate governance programs I have attended as a director, this is among the best.”

– Loretta Penn,
*President of Spherion Staffing Services
and Director of TECO Energy
McLean, VA
Previous Institute Attendee*



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Program Overview

In its seventh year, the Florida Directors' Institute is an annual, intensive one-day program. The Institute offers seasoned perspectives on best boardroom practices, with a focus on practical real-life solutions essential to your role. The 2011 program will feature:

- Best Governance Practices — Discussion of say-on-pay, say-on-performance, and dealings with activist shareholders, combined with a wide-ranging overview of recent corporate governance developments and practices being used effectively at the best-run public companies
- Responding to a Hostile Approach and Selling a Public Company — Veteran takeover professionals offer insight on strategy, tactics, and responsibilities in handling a public company sale
- Gaining Strategic Value from Your Board of Directors — Insights from directors with both Board and CEO experience on securing strategic value from the Board of Directors
- Unique Governance Challenges of Non-Profit Boards — Advice on negotiating the practical challenges posed by serving on non-profit boards

Who Should Attend?

The Florida Directors' Institute is designed for directors of publicly traded and significant private corporations. A limited number of registrations will also be available for senior executives who work directly with the Board of Directors. Acceptance into the Institute is contingent on meeting these qualifications.

The Faculty

The faculty is drawn from throughout the United States and consists of leading governance experts, directors, and executives of companies recognized for governance excellence, as well as representatives of institutional shareholders active in the governance arena.

Location

The Florida Directors' Institute will be held in the Vaughn Center on the campus of The University of Tampa, which is located a short distance from downtown Tampa. Hotel accommodations are available at the Tampa Marriott Waterside Hotel and Marina.

Tampa Marriott Waterside
Hotel and Marina
700 South Florida Ave.
Tampa, FL 33602
(813) 221-4900

The University of Tampa
Vaughn Center,
Ninth Floor
401 W. Kennedy Blvd.
Tampa, FL 33606
(813) 253-3333

Accreditation and Continuing Education

About the Florida Directors' Institute:

- Approved for six hours of NACD continuing education credits
- We also expect this program to qualify for continuing legal education and CPA continuing professional education credit



Agenda

Friday, October 28

7:00 a.m.–7:45 a.m.

Continental Breakfast and Registration

The University of Tampa
Vaughn Center, Ninth Floor

7:45 a.m.–8:00 a.m.

Welcoming Remarks

- **Ronald L. Vaughn**, President of The University of Tampa

Introductions

- **Marion Albanese**, Tampa Office Managing Partner, Ernst & Young LLP, Tampa, FL

8:00 a.m.–10:00 a.m.

(9:45–10:00 a.m. questions and answers)

Recent Corporate Governance Developments and Best Governance Practices

Experts and directors of respected companies discuss best governance practices and recent developments, including federal mandates.

- **John F. Olson**, Partner, Gibson Dunn & Crutcher, Washington, DC, Moderator
- **Honorable Mary K. Bush**, Director of Marriott International, Inc. (NYSE: MAR), Discover Financial Services, Inc. (NYSE: DFS), ManTech International Corporation (NasdaqGS: MANT), and UAL Corporation (NasdaqGS: UAU), Washington, DC
- **Margaret (“Peggy”) Foran**, Vice President, Chief Governance Officer, and Corporate Secretary, Prudential Financial, Inc. (NYSE: PRU), Newark, NJ
- **Roy Katsovicz**, Chief Legal Officer, Pershing Square Capital Management, L.P., New York, NY
- **Robert Kindler**, Vice Chairman, Global Head of Investment Banking, Morgan Stanley, New York, NY
- **Greg Williams**, Partner and Corporate Department Chair, Richards Layton & Finger, Wilmington, DE

10:00 a.m.–10:30 a.m.

Coffee break

10:30 a.m.–11:45 a.m.

Break-Ups, Bear Hugs, and Go-Shops: Responding to a Hostile Approach and Selling a Public Company

- **David S. Felman**, Partner and Corporate Department Chair, Hill Ward Henderson, Tampa, FL, Moderator
- **Paul “Page” Hoepfer**, Chairman, Versar, Inc. (AMEX: VSR); former United States Assistant Secretary of the Army for Acquisition, Logistics, and Technology

10:30 a.m.–11:45 a.m. (continued)

Break-Ups, Bear-Hugs, and Go-Shops: Responding to a Hostile Approach and Selling a Public Company

- **Robert Kindler**, Vice Chairman, Global Head of Investment Banking, Morgan Stanley, New York, NY
- **Trevor S. Norwitz**, Partner, Wachtel Lipton Rosen & Katz, New York, NY
- **Greg Williams**, Partner and Corporate Department Chair, Richards Layton & Finger, Wilmington, DE

Noon–2:15 p.m.

Lunch

- Greetings from **Dr. F. Frank Ghannadian**, Dean and Professor of Finance, The University of Tampa, John H. Sykes College of Business

Luncheon Panel: Beyond Compliance: Gaining Strategic Value from Your Board of Directors

- **Charles H. King**, Managing Director, CEO and Board Services, Korn/Ferry International, New York, NY, Moderator
- **David F. Dyer**, Director, President, and Chief Executive Officer of Chicos FAS (NYSE: CHS); Director, Zale Corporation (NYSE: ZLC), Ft. Myers, FL
- **Jerry Fowden**, Director and Chief Executive Officer, Cott Corporation (NYSE: COT); Director, Constellation Brands (NYSE: STZ), Tampa, FL
- **Brian D. Jellison**, Chairman, President, and CEO, Roper Industries, Inc. (NYSE: ROP), Sarasota, FL
- **John B. Ramil**, Director, President, and CEO, TECO Energy, Inc. (NYSE: TE), Tampa, FL

2:15 p.m.–2:35 p.m.

Coffee Break

2:35 p.m.–4:00 p.m.

The Unique Governance Challenges of Non-Profit Boards

- **Amy Goodman**, Partner, Gibson Dunn & Crutcher, Washington, DC, Moderator
- **Barry M. Alpert**, Director and former Chairman of the Board, WEDU; Director and former Chairman of the Board, Ruth Eckerd Hall; Managing Director, Investment Banking of Raymond James & Associates, Inc., St. Petersburg, FL
- **Jack Kolosky**, Executive VP/COO, H. Lee Moffitt Cancer Center & Research Institute; President, Moffitt Hospital; Director and Audit Committee Chair, Lifepath Hospice, Tampa, FL
- **Tracy A. Leinbach**, Lead Director, Blue Cross/Blue Shield of Florida, Retired CFO of Ryder System, Inc. (NYSE: R); Director of Hasbro Inc. (NYSE: HAS), Key Biscayne, FL
- **Michael C. Poland**, Partner, Ernst & Young LLP; Chairman of the Board for the Hillsborough Education Foundation, Tampa, FL

The Faculty

Barry M. Albert

*Managing Director, Investment Banking,
Raymond James & Associates, Inc.
St. Petersburg, FL*

As a senior investment banker with Raymond James, Barry is an experienced advisor to companies in their strategic planning and transactions. Barry has served in leadership positions with many non-profits, including as a director and immediate past chair of WEDU, Inc., the public television station, and director and immediate past chair of Ruth Eckerd Hall. Barry has served as an executive of a number of financial services companies, including Pioneer Western Corporation, Western Reserve Life Assurance Company, and Colony Savings Bank.

The Honorable Mary K. Bush

*President
Bush International, LLC
Chevy Chase, MD*

Mary is recognized for her expertise in global financial markets, business strategy, and corporate governance. She served three U.S. Presidents as U.S. representative on the International Monetary Fund Board, as head of the Federal Home Loan Bank System during the savings and loan clean-up, and as a board member of Sallie Mae. Mary now serves on the boards of Discover Financial Services (NYSE: DFS), ManTech International (NYSE: FDO), Marriott International Inc. (NYSE: MAR), United Airlines (NASDAQ: UAA), and The Pioneer Family of Mutual Funds.

David F. Dyer

*Director, President, and CEO
Chico's FAS, Inc.
Fort Myers, FL*

David serves as CEO and as director of Chico's FAS, Inc. (NYSE: CHS), the highly successful women's clothing retailer. David has long experience as a senior executive in retail companies, including as President and CEO of Tommy Hilfiger Corporation and Lands' End, and with Sears, Federated Department Stores, and Home Shopping Network. David is also a director of Zale Corporation (NYSE: ZLC).

The Faculty

David S. Felman

*Shareholder and Practice Group Leader, Corporate 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 the acquisition of Technology Research Corporation (Nasdaq: TRCI) by Coleman Cable, Inc. (Nasdaq: CCIX) and the purchase of Dispensing Solutions, Inc. by PSS World Medical, Inc. (Nasdaq: PSSI).

Margaret M. ("Peggy") Foran

*Vice President, Chief Governance Officer, and Corporate Secretary
Prudential Financial, Inc.
Newark, NJ*

Peggy serves Prudential (NYSE: PRU) as its officer principally responsible for corporate governance. Her responsibilities include corporate governance, M&A, capital raising, disclosure, derivatives, shareholder services, and the office of the corporate secretary. Peggy has served as co-chair of the Council of Institutional Investors and Chair of the American Society of Corporate Secretaries and Governance Professionals, as well as a director of MONY Group, Inc. (NYSE: MNY). She is a member of the Standing Advisory Group of the Public Company Accounting Oversight Board and the NYSE Stockholder Approval Policy Task Force.

Jerry Fowden

*Director and CEO
Cott Corporation
Tampa, FL*

Jerry was appointed Chief Executive Officer in 2009 of Cott Corporation (NYSE: COT), after holding leadership positions with its international and UK operating segments. He has served as CEO of Trader Media Group Ltd., a media company, and as a member of its parent, Guardian Media Group PLC's Board of Directors, as well as in leadership roles with AB InBev S.A. Belgium, an alcoholic beverage company, including as CEO of Bass Brewers Ltd, its subsidiary.

The Faculty

Amy Goodman

Partner

Gibson Dunn & Crutcher

Washington, DC

Amy is a Partner in Gibson, Dunn & Crutcher's Washington, DC office, where she co-chairs the firm's Securities Regulation and Corporate Governance practice group and is a member of its Executive Compensation and Corporate Transactions groups. She advises clients on securities law disclosure and regulatory issues and in corporate governance matters, including the representation of independent board committees. Amy previously worked for 11 years in leadership positions with the Division of Corporation Finance of the Securities and Exchange Commission.

Paul "Page" Hoepfer

Chairman of the Board

Versar, Inc.

Springfield, VA

Page is Chairman and a director of Versar (NYSE: VSR), a global project management company. Page previously was the Assistant Secretary of the Army for Acquisition, Logistics, and Technology, where he was head of acquisition for the Army, science advisor to the Secretary of the Army, and policy lead for Army Logistics. Page advises companies in the high technology and aerospace industries on programs, strategic issues, and corporate restructurings. He served as a director of Technology Research Corporation (NASDAQ: TRCI) until its acquisition earlier in 2011.

Brian D. Jellison

Chairman, President, and CEO

Roper Industries, Inc.

Sarasota, FL

Brian serves as Chairman, CEO, and a director of Roper Industries, Inc. (NYSE: ROP), which designs, manufactures, and distributes energy systems and controls, scientific and industrial imaging products, and other products and services. He was previously a senior executive with Ingersoll-Rand, a global diversified industrial company, serving in both the United States and Europe.

The Faculty

Roy J. Katzovicz

Chief Legal Officer

Pershing Square Capital Management, L.P.

New York, NY

Roy Katzovicz is the Chief Legal Officer of Pershing Square Capital Management, L.P., a SEC-registered investment advisor to domestic and non-U.S. investment funds. As part of his role as Chief Legal Officer of the firm, Roy directs Pershing Square's efforts relating to corporate governance and securities market reform, including OTC derivatives, shareholder proxy access, and short selling rules. He also serves as the firm's representative in leading industry groups, including the International Swaps and Derivatives Association (ISDA), the Coalition of Private Investment Companies (CPIC), and the Managed Funds Association (MFA).

Robert A. Kindler

Vice Chairman and Global Head of Mergers and Acquisitions

Morgan Stanley

New York, NY

Rob leads the global mergers and acquisitions practice for Morgan Stanley, the investment banking firm. His recent transactions include representing Continental Airlines in its \$12.9 billion merger with United Airlines, Qwest in its \$23 billion merger with CenturyLink, and Barnes & Noble in its successful defense of a proxy fight. Before joining Morgan Stanley, Rob served as global head of M&A for J.P. Morgan and as a senior partner with Cravath, Swaine & Moore, where he specialized in mergers and acquisitions for over 20 years.

Charles H. King

Managing Director, CEO and Board Services

Korn/Ferry International

New York, NY

Chuck is responsible for board of director assignments and corporate governance consulting with Korn/Ferry (NYSE: KFY). He leads CEO recruiting assignments, primarily for large public companies. He has successfully recruited more than 450 directors for many of the top companies in the world and is highly regarded for his ability to identify and recruit diversity candidates for board service. Earlier, Chuck was a Managing Director of Donaldson Enterprises, a New York-based private equity firm.

The Faculty

Jack Kolosky

Executive VP/COO

H. Lee Moffitt Cancer Center & Research Institute

Tampa, FL

As Executive Vice President/Chief Operating Officer of the Moffitt Cancer Center, Jack oversees its Operations, Information Technology and Financial areas, as well as its Affiliate and International programs. Jack previously served as Associate Vice President and Chief Financial Officer of the University of Texas M.D. Anderson Cancer Center. He also serves on the boards of the Tampa Bay Partnership, the Nevada Cancer Institute, and LifePath Hospice & Palliative Care, where he chairs the Audit Committee.

Tracy A. Leinbach

Lead Director

Blue Cross/Blue Shield of Florida

Key Biscayne, FL

Tracy serves as Lead Director of Blue Cross and Blue Shield of Florida, Inc. and is also a director of Hasbro Inc. (Nasdaq: HAS). She is a Director and the Treasurer of The College of William & Mary Foundation. Tracy was previously Executive Vice President and Chief Financial Officer of Ryder System Inc. (NYSE: R), where she was responsible for treasury, financial planning, accounting, and corporate finance.

Trevor S. Norwitz

Partner

Wachtel Lipton Rosen & Katz

New York, NY

Trevor focuses primarily on mergers and acquisitions and corporate governance. His recent transactions include representing Danaher in its \$7 billion acquisition of Beckman Coulter and Novartis in its \$13 billion acquisition of the public interest in Alcon. Born in Cape Town, South Africa, Trevor teaches a course in M&A at the Columbia University Law School. He was a member of an international advisory group to the South African government on company law reform, and he serves on several non-profit boards.

The Faculty

John F. Olson

Senior Partner

Gibson, Dunn & Crutcher

Washington, DC

John has extensive experience as a corporate lawyer in the general representation of business organizations in corporate governance, corporate securities, corporate finance, and merger and acquisition matters. John's clients include a number of Fortune 500 companies located throughout the United States, including Intel and the Audit Committee of Coca-Cola. He has chaired the Committee on Corporate Governance of the American Bar Association and its Committee on Federal Regulation of Securities.

Michael C. Poland

Partner

Ernst & Young LLP

Tampa, FL

Mike has served a variety of health sciences organizations, retailers, and companies in other industries and has extensive experience in serving companies in all stages of growth, from start-ups to large publicly held companies. He is also experienced in public offerings, acquisition and joint venture strategies, due diligence assistance, managed care reporting, and pricing strategies. His clients have included non-profit hospitals, health systems, and foundations. Mike is the Chairman of the Hillsborough Education Foundation Board of Directors.

John B. Ramil

Director, President, and CEO

TECO Energy, Inc.

Tampa, FL

John serves as President, CEO, and a director of TECO Energy, Inc. (NYSE: TE), the holding company for Tampa Electric Company and a number of other energy-related subsidiaries. John has worked for TECO in a variety of capacities since 1976. John also serves as a director of Blue Cross and Blue Shield of Florida, Inc. and is Chairman of the Board of Trustees of the University of South Florida.

The Faculty

Gregory P. Williams

Partner

Richards Layton & Finger

Wilmington, DE

Greg represents corporations and their directors and officers in significant litigation matters. His recent cases include successfully representing the director group in the *Disney* litigation. Greg also provides non-litigation advice and counseling to clients, and he represents committees of boards of directors formed to negotiate transactions or investigate alleged corporate wrongdoing. Greg chairs his firm's Corporate Department, which includes the Corporate Litigation Group. He has served as president of the firm.

Florida Directors' Institute 2010



UT students receive awards for their research papers on governance practices, at lunch.



The "Managing a Crisis Situation" Panel: (L-R, standing) John F. Olson, Robert Shimberg, Bobby O'Neill (seated), Andy Brimmer and Suzanne Hopgood.

Principal Organizers of the Florida Directors' Institute:

Marion Albanese

Tampa Managing Partner

Ernst & Young LLP

Tampa, FL

Marion has served as Office Managing Partner of the Ernst & Young Tampa office since 2005. She provides advice on tax matters, including accounting and disclosure matters, as well as tax effective structuring. Marion has more than 20 years of experience serving SEC registrants and high-growth companies with multistate and multinational operations.

David S. Felman

Shareholder and Practice Group Leader, Corporate 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 the acquisition of Technology Research Corporation (Nasdaq: TRCI) by Coleman Cable, Inc. (Nasdaq: CCIX) and the purchase of Dispensing Solutions, Inc. by PSS World Medical, Inc. (Nasdaq: PSSI).

F. Frank Ghannadian, Ph.D.

Dean and Professor of Finance

The University of Tampa, John H. Sykes College of Business

Tampa, FL

Frank serves The University of Tampa as the Dean and Professor of Finance at the John H. Sykes College of Business. He specializes in corporate and international finance. Frank has served on editorial boards of major business journals, and his publications have appeared in more than 50 academic journals and outlets.

FLORIDA
DIRECTORS' INSTITUTE
A forum for business leaders

Hotel Accommodations

Rooms are available at the Tampa Marriott Waterside Hotel and Marina at the rate of \$149 per night, based on availability. To make a reservation, call the hotel at (813) 221-4900 and ask for the Florida Directors' Institute rate. Reservations should be made no later than October 7.

For More Information

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



The 2010 lunch panel: Chuck King of Korn/Ferry; Mindy Grossman of HSN, Inc.; Gary Corless, CEO and Director of PSS World Medical, Inc., and Steven Raymund, Chairman of Tech Data, Inc. and director of Jabil Circuit, Inc. and WESCO International, Inc.



Andy Brimmer of Joele Frank, Wilkinson Brimmer Katcher shares thoughts on dealing with a crisis situation, in the fourth panel at the 2010 Florida Directors' Institute.

Registration Information

Enrollment is limited, and each applicant must be approved. To submit your application for the program, select one of the following registration options:

- Online** Register online at:
www.ut.edu/centers/fdi
- Fax** Fax the registration form to:
(813) 253-6260
Attention: Florida Directors' Institute
- Mail** Mail the registration form and payment to:
Florida Directors' Institute
John H. Sykes College of Business
The University of Tampa
401 West Kennedy Blvd., Box O
Tampa, FL 33606

Registration Deadline

Registration and payment of the program fee are required by Friday, October 14, 2011.

Program Fee

The program fee is \$500 per participant and includes admission to the Florida Directors' Institute, program materials, and breakfast/lunch on October 28. The fee must be paid in advance and received by Friday, October 14, 2011.

Cancellation Policy

To receive a full refund, cancellations must be made by Friday, October 7, 2011. No refunds will be issued after this date. Refunds will not be given for no-shows after the seminar. Substitutions may be accepted subject to the application guidelines.

All applications to attend are subject to acceptance by the Florida Directors' Institute.

Registration Form

Attendee Information:

Name: _____

Company: _____

Title: _____

Mailing address: _____

City: _____

State: _____ Zip: _____

Phone: _____

Fax: _____

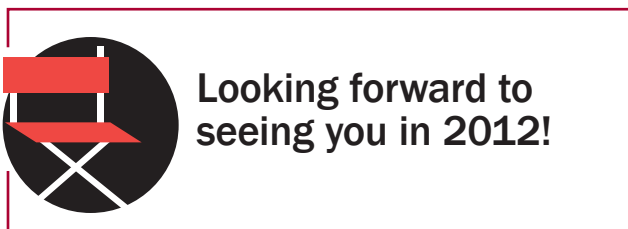
E-mail address: _____

Please list corporate boards on which you serve:

1. _____

2. _____

3. _____



Payment

The program fee is \$500 per participant and includes admission to the Florida Directors' Institute, program materials and meals.

Registration fee includes a one-year subscription to Florida Trend magazine valued at \$29.95. Current subscribers will have the 12 monthly issues added to their existing subscription. This cost is part of the registration and not separately deductible.

By Check:

Check

- Payable to The University of Tampa
- Please write the attendee's name on the check

Mail Payment to:

Florida Directors' Institute
c/o The University of Tampa
401 West Kennedy Blvd., Box O
Tampa, FL 33606
Phone: (813) 257-3782 Fax: (813) 253-6260

By Credit Card:

Visa

MasterCard

Name on Card: _____

Credit Card Number: _____

Expiration Date (month/year): _____

Cardholder's Signature: _____



The University of Tampa
401 West Kennedy Blvd., Box O
Tampa, FL 33606