

Board of Directors – Training Agenda

April 17, 2009, 8:15 a.m. – 4 p.m.

Grand Hyatt Hotel
345 Stockton Street
Theatre Level, San Francisco Rooms
San Francisco, CA 94108

BOARD MEMBERS

Jeanne L. Cain, Chair
Sheryl A. Chalupa
Daniel M. Curtin
Senator Michael J. Machado
Vincent E. Mudd
Francis E. Quinlan
Steven L. Rank
Thomas E. Rankin

(Ex-officio)

John Duncan

- 7:30 to 8:15am** **Private Continental Breakfast (not open to public)**
- 8:15 to 8:30am** **Opening Comments**
Jeanne Cain, Board Chairman
- 8:30 to 10:00am** **Information Technology**
Presented by
Margaret Keane, Partner
John Kennedy, Partner
Dewey & LeBoeuf LLP
- ◆ **Overview of Information Technology today and in the future**
 - ◆ **IT Governance and Controls**
 - Compliance/Control Practices
 - Performance Metrics
 - ◆ **Privacy and Security**
 - Role of IT
- 10:00 to 10:15am** **BREAK**
- 10:15 to 11:45am** **Board Duties, Obligations and Legal issues**
Presented by
Ashley Dunning, Partner
Randy Keen, Partner
Manatt, Phelps & Phillips, LLP
- ◆ **Board Form and Function**
 - Key Functions (Oversight, Compensation, etc)
 - Aligning the Board and Senior Management
 - Committee use to maximize Board productivity
 - ◆ **Fiduciary Duties (Care, Loyalty, and Disclosure)**
 - Board Responsibilities – Impact of legislation, regulation, and litigation.
 - Director Vulnerability – New and raised expectations
 - Business Judgment Rule

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11:45 to 12:45pm Private LUNCH (not open to public)

12:45 to 2:15pm **ETHICS**

Presented by

Ashley Dunning, Partner

Randy Keen, Partner

Manatt, Phelps & Phillips, LLP

◆ **Conflicts of Interest**

- Fair Political Practices Commission (FPPC)
- Gifting (meals, miscellaneous items, vacations, money, etc)
- Recusal rules and procedures

◆ **Board of Director Ethics**

- Fostering an ethical culture through leadership
- Improving communications and the Ethics investigation processes
- Audit of Ethics processes

◆ **SB1145 Requirements**

- Bagley-Keene Open Meeting Act
- California Public Records Act (CPRA)

2:15 to 2:30pm **BREAK**

2:30 to 4:00pm **Corporate Governance**

Presented by

Ashley Dunning, Partner

Randy Keen, Partner

Manatt, Phelps & Phillips, LLP

◆ **Enterprise Risk Management (ERM)**

- Best Practices for establishing strategy
- Integration of Governance with Risk Management
- Driving to a “risk awareness” corporate culture

◆ **Best Practices**

- Governance Committee role and responsibilities
- Governance in relationship to Compliance
- Minimum legal and financial policy oversight and reporting
- Emerging Requirements and Needs
- Audit Process