

# 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