Greater insights for best-in-class boards: "Your personal invitation to the fourth international executive seminar on board effectiveness presented by Intrabond Capital, The Decision Institute, and leading Harvard Business School faculty members."

MAXIMIZE YOUR BOARD'S POTENTIAL

THE 4TH EXECUTIVE SEMINAR ON CORPORATE GOVERNANCE AT

THE HARVARD FACULTY CLUB, OCTOBER 6-9, 2014

Emma FitzGerald, Director, Gas Distribution at National Grid:
"[2012] A stimulating and energizing experience. The Harvard case approach really supported practical discussion of the dilemmas facing Boards and reinforced the importance of culture and human interaction in the way that corporate governance is evolving and being applied. I have plenty of insights to take back and apply to the boards I am sitting on!"

Gerard Berghuis, SVP Corporate Affairs & General Counsel, Mexx Europe Holdings
"[2013] In its essence this is a board program emphasizing the fundamental questions that a Board needs to address. Those questions are about strategy to govern effectively, managing CEO succession, executive compensation and board dynamics. The MYBP and Harvard Business School case learning method gives excellent guidance in learning to ask the right questions within a Board, essential for any Board member acting in today's global environment."

Fer Amkreutz, Chief Financial and Risk Officer at APG US Inc.:
"[2012] Insightful and complete. Very inspiring environment with new thoughts and dynamic interactions guided by an inspiring case method approach in analyzing the specific case studies I received. Deep intellectual thoughts and analytic thinking are presented in a very pragmatic way and presented with expertise and experience by these professionals in business and science."

INTRABOND CAPITAL
Rodria Laline

The Decision Institute

A UNIQUE EVENT

Key topics - including the latest cases and insights

The seminar covers a wide-ranging variety of corporate governance topics that address virtually all important aspects of board governance ranging from governance inside the top layers of corporations and family businesses to external governance in global finance, legal and regulatory institutional frameworks.

The new corporate governance agenda covers a selection of the latest cases and actual insights:

- Corporate and economic governance in the world's capital markets and in various national jurisdictions.
- The changing governance climate in the U.S. Indepth insight in how U.S. corporate boards function formally and informally as compared to the rest of the world when extending your business into the U.S.
- One tier, two tier and multilevel tier boards. Joint venture, subsidiary and pre-IPO governance. Executive and non-executive board roles and responsibilities.
- The professionalization of boards. Board engagement. Board leadership dealing with uncertainty and risk.
- Board Dynamics. CEO and Chairman, shareholders, stakeholders, the public and the government.
- The board committees. Audit, remuneration, corporate governance and risk management committees.
- Corporate misalignments and signs of failure. Executive compensation. CEO succession planning.
- Investment company governance. Institutional investors. Compliance, transparency and disclosure.
- Corporate Social Responsibility and Sustainability. ESG integration and SRI principles.

A commitment to governance excellence

The event takes place at the Harvard Faculty Club, where you will meet with top international business leaders and academics to discuss the most relevant corporate governance topics in today's business landscape.

Participation in this seminar offers many benefits:

- Discover how to strengthen your own contribution and overall board effectiveness.
- Make a powerful statement to your investors, management team and the public about your commitment to governance excellence.

The Case Method - real life situations

- The curriculum is based on learning by the Case Method, group work and personal reflection sessions. The Case Method calls for discussion of real-life situations that business executives have faced.
- Sample cases: Goldman Sachs, Lehman Brothers, Morgan Stanley Dean Witter, New Century Financial, Reckitt Benckiser, Medtronic, Target Corporation, Entergy Corporation, Deutsche Börse Group, Ahold, Hewlett-Packard, Yahoo!, and more.

Seminar schedule

The seminar begins on Day 1 with the Current Board Environment and Role of the Board. The event then moves on to focus on a three-fold approach to tackling current board issues in specific, concrete and constructive ways.

DAY 1 | THE CURRENT BOARD ENVIRONMENT AND THE ROLE OF THE BOARD IN STRATEGY AND RISK OVERSIGHT

Boards require prospective, new and seasoned directors who are able to stay ahead of the curve on key governance issues and leading practices. The Current Board Environment module will not only address leading practices in developed nations but will also include a spotlight on the corporate governance challenges that corporate boards and the board of trustees of institutional investor's councils face in emerging markets investments. When emerging markets exhibit mid-cycle characteristics such as higher inflation, rising food prices, and vulnerable profit margins, it becomes a challenging task to deploy micro-driven over macro-driven strategies and to select companies with a degree of comfort in risk-return tradeoffs and corporate governance transparency.

Afternoon BOARD STYLE AND BOARD DYNAMICS

In an interactive session, we discuss ideas for an optimum board dynamics environment and obtain insight into board governance behavior, style and effectiveness, using a proprietary psychometric model. Participants will complete a self-assessment online tool to identify their own personal governance style and explore the factors which contribute to functional and dysfunctional board behavior.

DAY 2 | BOARD COMPOSITION, ROLES, AND RESPONSIBILITIES

This part of the program addresses ways to maximize the effectiveness of the board's individual member contributions. Topics include designing the board's structure, the board's role in strategic planning and goal setting, choosing directors and understanding their legal responsibilities, designing optimal strategies for external reporting and disclosure, and using committees.

DAY 3 | EFFECTIVE MEETINGS AND INFORMED DECISIONS

This section of the executive seminar focuses on how to lead dynamic, constructive board meetings with time-efficient agendas. It deals with the benefits of structuring different types of meetings, and ways to identify exactly which information and metrics boards need to understand and monitor company strategy.

DAY 4 | MONITORING, MEASUREMENT, AND COMPENSATION

The area of evaluation and compensation can be highly charged in today's economic climate. This section of the seminar deals with evaluating CEO performance and compensation, planning management succession, evaluating the board and its members, and determining director compensation and stock ownership.

MAXIMIZE YOUR BOARD'S POTENTIAL PROGRAM OVERVIEW

2014	DAY 1	DAY 2	DAY 3	DAY 4	
	THE CURRENT BOARD ENVIRONMENT	"MAKING BOARDS MORE EFFECTIVE"	"MAKING BOARDS MORE EFFECTIVE"	"MAKING BOARDS MORE EFFECTIVE"	
TRAVEL AND ARRIVAL IN BOSTON, MA, USA	**The Washington Update. The Current Environment** Key agreed principles to strengthen corporate governance for U.S. Publicly Traded Companies. The Dodd-Frank Wall Street Reform and Consumer Protection Act. Implications of the JOBS Act for corporate governance. Functional and dysfunctional boards. Board Styles and Board Dynamics. The self-assessment of boards.	**Board Composition, Roles and Responsibilities** The corporate governance and board leadership challenge. Boards in different forms of corporations. Structuring boards. The role of the board in strategy and risk oversight. Building reputation by being prudent. Effective directors for effective boards.	**Effective Meetings and Informed Decisions** Providing information and metrics that boards require to understand and monitor strategy. Transparency, reporting and financial disclosure. The Audit Firm Governance Code. The board's agenda in complex situations. The board's internal and external interactions. Integrity, ethics, values, norms, standards and reputation.	**Monitoring, Measurement and Compensation** CEO performance and director compensation. The board's audit, remuneration, corporate governance and risk management committees. Stay ahead of the curve on international corporate governance issues and key best practices. The international Corporate Governance Codes and path dependencies.	RETURN HOME

LEARNING BY THE CASE METHOD, GROUP WORK AND PERSONAL REFLECTION SESSIONS

DELEGATION VENUE

Harvard Faculty Club, 20 Quincy Street,
Cambridge, MA 02138, USA. Tel +1 617 495 5758

Registration and attendance fees

Participation requires company registration.

To register, please go to: www.decisioninstitute.org or www.intrabondcapital.com. Alternatively, for information about registration, attendance fees and the program, contact:

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Brandy Goldman Tel +31 20 2600991	Amy Zeegelaar Tel +31 34 6574942
brandy.goldman@intrabond.com	a.zeegelaar@thedecisiongroup.nl

Cancellation policy

If you cancel less than 30 days before the start date of the program we will charge a cancellation fee equivalent to the cost of the tuition fee.

Changes in program

The program including its faculty and speakers, is subject to change. Management reserves the right to change those without any prior notification, or cancel the program if the number of participants is deemed insufficient to proceed effectively. A change in part(s) of the program including its faculty and speakers does not entitle participants to any form of refunding or exemption from the cancellation policy.

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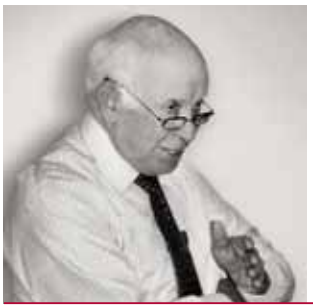
MYBP CLIENT ROSTER

APG Group
APG Asset Management
Shell International
Aegon
Cap Gemini
MEXX Europe Holding
U.S. Commercial Service, Embassy Beijing
Progress Software
Big Band Networks
SAP
Ernst & Young, EY
Deloitte
DELL
CISCO Systems
MSD Merck, Sharpe & Dohme
DNB Central Bank of the Netherlands
ABN AMRO Bank
NIBC
Intrabond Capital
Rabobank
ASR Nederland
MERCURIA Delta Hydrocarbons
Brocade
LPM LLC
Erasmus School of Economics
Woman Capital
USG People
LTP
AMROP Executive Search
The Decision Institute
Hitachi
Trivium Corporate Solutions
Spruit Transmissions
UNISYS
Governance Support
Atlowa Holding
GITP
Corebrand
Peerco Beheer
RE-CM Regarding Capital Management
TRAG Performance Intelligence Group
Maes & Lunau
San Francisco 49ers
Asyst Technologies
Trident Microsystems

THE ACADEMIC DIRECTORS



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Prof. Jay Lorsch, PhD
Harvard Business School

Jay W. Lorsch is the Louis Kirstein Professor of Human Relations at the Harvard Business School. Having taught in all of Harvard Business School's educational programs, he is currently Chairman of the Harvard Business School Global Corporate Governance Initiative, Faculty Chairman of the Executive Education Corporate Governance Series and director of the successful HBS program "Making Corporate Boards More Effective". As a consultant, he has had as clients such diverse companies as Applied Materials, Berkshire Partners, Biogen Idec, Citicorp, Cleary Gottlieb, Steen & Hamilton LLP, Deloitte Touche, DLA Piper Rudnick, Goldman Sachs, Kellwood Company, MassMutual Financial Group, Tyco International, Shire Pharmaceuticals and Sullivan & Cromwell LLC. He formerly served on the boards of Benckiser (now Reckitt Benckiser), Blasland Bouck & Lee Inc., Brunswick Corporation, Sandy Corporation and CA, Inc.; he also served on the Advisory Board of the U.S. Foodservice. He is a graduate of Antioch College (1955) with a M.S. degree in Business from Columbia University (1956) and a Doctor of Business Administration from Harvard Business School (1964). At Columbia, he was a Samuel Bronfman Fellow in Democratic Business Administration. Professor Lorsch is a Fellow of the American Academy of Arts & Sciences.

Prof. Krishna G. Palepu, PhD
Harvard Business School

Krishna G. Palepu is the Ross Graham Walker Professor of Business Administration and Senior Associate Dean for International Development, at the Harvard Business School. Professor Palepu's current research and teaching activities focus on strategy and governance. In the area of strategy, his recent focus has been on the globalization of emerging markets, particularly India and China, and the resulting opportunities and challenges for western investors and multinationals, and for local companies with global aspirations. He is a co-author of the book on this topic – Winning in Emerging Markets: A Road Map for Strategy and Execution. Professor Palepu chairs the HBS executive education programs, "Global CEOs Program for China" and "Building Businesses in Emerging Markets". In the area of corporate governance, Professor Palepu's work focuses on board engagement with strategy. Professor Palepu teaches in several HBS executive education programs aimed at members of corporate boards: "Making Corporate Boards More Effective", "Audit Committees in a New Era of Governance", and "Compensation Committees: New Challenges, New Solutions". He has served on a number of public company and non-profit Boards. Professor Palepu has a doctorate in management from the Massachusetts Institute of Technology and an Honorary Doctorate from the Helsinki School of Economics and Business Administration.

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Rodria Laline

Prof. Dr. Fred van Eenennaam
Founder and Board Member, The Decision Group

Fred van Eenennaam is Professor of Strategy and Dynamics of Strategy. With ir. Maarten Koomans he founded: The Decision Group on strategy consulting, The Decision Institute for state of the art executive and in house/ real action learning programs, and investment fund Decision Ventures. He created the leading educational platform for non-executive board members of non-public companies in the Netherlands, and advises and designs educational and Real Action Learning Programs™. Prof van Eenennaam is the co-founder of the successful New Board Program and the NCD-Nyenrode Commissarissencyclus. At present he is serving as a member of the board of the NICG (Netherlands Institute of Corporate Governance). He works with Prof. Lorsch on different corporate governance and boardroom cases. He is co-chairman of the Global Impact Council of the Microeconomics of Competitiveness Initiative under the leadership of Prof. Michael Porter at his Institute of Strategy and Microeconomics of Competitiveness at Harvard Business School, Boston, MA. The center is known for its work on competitive strategy, clusters and competitiveness. He works closely with colleagues at St. Gallen University, Harvard Business School, The George Washington University, North Carolina State University and the University of Maryland as well as other universities on corporate governance and strategy topics and the life sciences and healthcare sectors.

Prof. Dr. Rodria Laline
Intrabond Holdings Asia Ltd.

Rodria Laline has been CEO of research and development collaborations with IBM, ING, Hewlett-Packard, Digital Equipment Corporation, KPN, Bull, Elsevier, Oracle, Siemens and Philips. Rodria has a doctoral degree in chemical physics. She is assistant professor at the faculty of economics and business of the University of Amsterdam and program director of the "Next Governance Convergence" board program about global political economic agendas affecting corporate boards. She lived and worked for more than 25 years in Japan, China, Korea, Taiwan, Hong Kong, Singapore, Indonesia, Malaysia, Australia, India, the Netherlands, America, and Spain. As a professional board adviser in corporate and global political economic governance she works with institutional investors and private equity firms in the investment industry aligning top-down and bottom-up strategies affecting company-specific risk. Rodria Laline was the corporate governance programs director of Nyenrode University and is visiting professor at IESE Business School, ESAA Erasmus University, ASRE Governance and Real Estate, ICLIF Financial Institution Director's Education (FIDE) Malaysia, Asea Brown Boveri SCM Excellence and KADIN Indonesia. Rodria Laline is elected member of the liberal party finance committee in the Netherlands supporting her party members in the House of Representatives, the Senate, and international institutions. She holds various board directorships.

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The Maximize Your Board's Potential program is a cooperative between Intrabond Capital and The Decision Institute.

The Decision Institute offers high-end education programs and tailor-made in-company Real Action Learning Programs™ used to solve complex problems while simultaneously developing leadership skills.

Intrabond Capital Corporation provides global services, tools, research, education, and thought leadership on best practices in board governance.

Jan van Baars, Director General, ABN AMRO Bank NV:
"[2011] The lectures are dynamic, to the point and effective. Delivery is exciting and inspiring. Many complex governance issues in corporate governance finance, legal and regulatory environments are elegantly and effectively demystified. Very enjoyable board dynamic interactions."

Sonja Schasfoort, Vice President Professionals at USG People:
"[2012] A very practical program, in an international context that provides a real opportunity for intense dialogue with peers from different industries and cultures. A must if you aspire to be an active and responsible board member."

William Zarit, Minister for Commercial Affairs, U.S. Embassy Beijing, China:
"[2013] Terrific program for learning about board director challenges and responsibilities, and how to address them."

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