



In response to great success: "Your personal invitation to the second international executive seminar on board effectiveness presented by Intrabond Capital, The Decision Institute and renowned Harvard Business School faculty members."

MAXIMIZE YOUR BOARD'S POTENTIAL

THE 2ND EXECUTIVE SEMINAR ON CORPORATE GOVERNANCE AT
THE HARVARD FACULTY CLUB, JANUARY 23-26, 2012

Jan van Baars, ABN-AMRO Director General: "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."

Gerard Paulides, SHELL International Europe CFO | Vice President Strategy & Finance: "This class does an excellent job for senior business leaders to understand new corporate governance, the dynamics between the CEO, the Chairman and other members of the Board and to understand how audit, corporate governance nominating & compensation and risk management committees can function best. It makes it easy to appreciate board, executive team and shareholder perspectives in a US and European setting."

Christine Westland, BROCADE Director: "I highly encourage any board of directors, board members or those aspiring to serve on boards to work with these professionals. In its agenda this program demonstrates elegantly the use and effectiveness of board assessment instruments. An outstanding behavior-based board governance and leadership program that rightly prepares women for board positions."



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 governance in the world's capital markets and in various national jurisdictions.
- In-depth insight in how US boards function formally and informally as compared to the rest of the world when extending your business into the US.
- One tier and two tier boards. Executive and non-executive board roles and responsibilities.
- The professionalization of boards. Engagement. Behavior-based boards. Self-assessments of boards.
- Board interactions: inside the boardroom, CEO and Chairman, the board committees, shareholders, stakeholders, the public and the government.
- Challenges in audit, remuneration, corporate governance and risk management committees.
- Corporate misalignments and signs of failure. Executive compensation. CEO succession planning.
- Compliance, transparency and disclosure. New requirements in legal and regulatory settings.
- Economic governance. Transnational institutions. ESG Principles and responsible investments.

A commitment to governance excellence

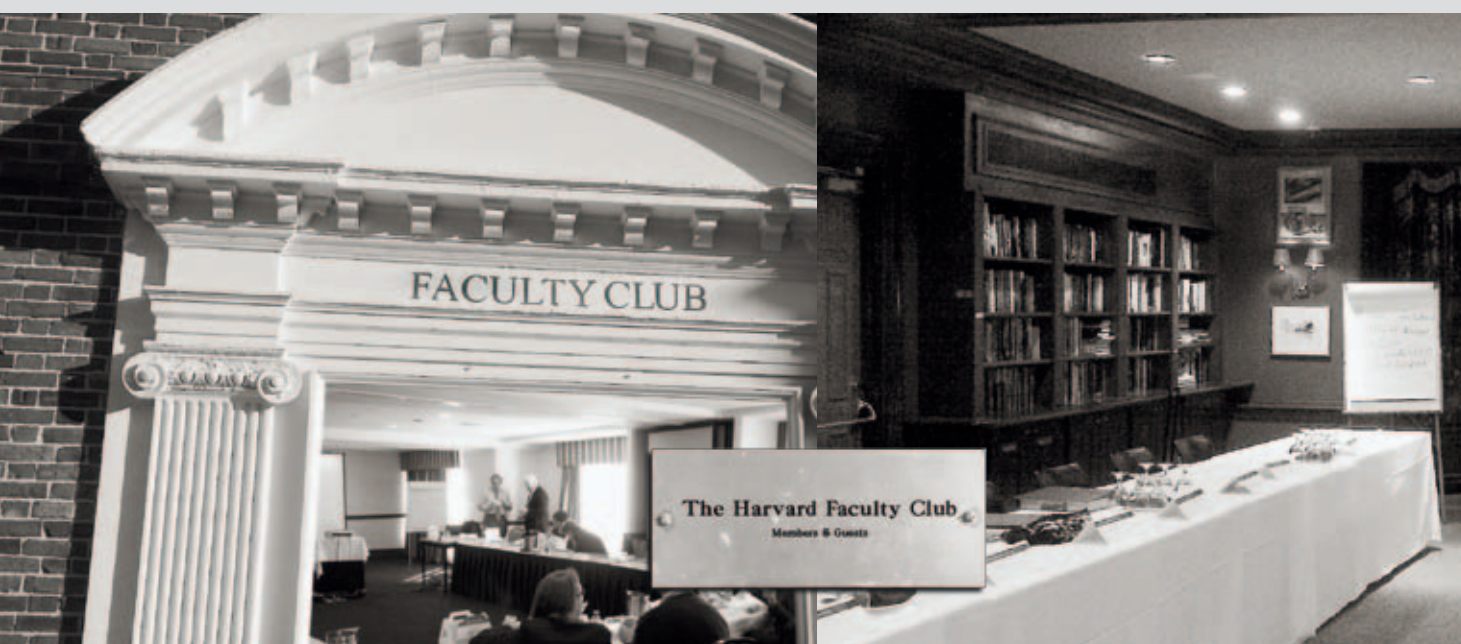
The event takes place at the Harvard Faculty Club, where you will meet with top international business leaders and academics to discuss the most relevant corporate governance topics in today's business landscape.

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: Medtronic, Hewlett-Packard, Morgan Stanley Dean Witter, Target Corporation, Reckitt Benckiser, Entergy Corporation, Ahold, Deutsche Börse Group and Lehman Brothers.



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

2012	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	<p>The Washington Update. The Current Environment</p> <p>Key agreed principles to strengthen corporate governance for U.S. Publicly Traded Companies. The Dodd-Frank Wall Street Reform and Consumer Protection Act.</p> <p>Functional and dysfunctional boards. Board Styles and Board Dynamics. The self-assessment of boards.</p>	<p>Board Composition, Roles and Responsibilities</p> <p>The corporate governance and board leadership challenge.</p> <p>Boards in different forms of corporations.</p> <p>Structuring boards. The role of the board in strategy and risk oversight.</p> <p>Building reputation by being prudent. Effective directors for effective boards.</p>	<p>Effective Meetings and Informed Decisions</p> <p>Providing information and metrics that boards require to understand and monitor strategy.</p> <p>Transparency, reporting and financial disclosure. The Audit Firm Governance Code.</p> <p>The board's agenda in complex situations. The board's internal and external interactions. Integrity, ethics, values, norms, standards and reputation.</p>	<p>Monitoring, Measurement and Compensation</p> <p>CEO performance and director compensation.</p> <p>The board's audit, remuneration, corporate governance and risk management committees.</p> <p>Stay ahead of the curve on international corporate governance issues and key best practices. The international Corporate Governance Codes and path dependencies.</p>	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.intrabondcapital.com or www.decisioninstitute.org.

Alternatively, for information about registration, attendance fees and the program, contact:

EUROPE

Barbara Mees, T. +31 346 574 942
b.mees@thedecisioninstitute.org

EUROPE

Brandy Goldman, T +31 6 1219 9289
brandy.goldman@intrabondcapital.com

UNITED STATES OF AMERICA

Donna Hamlin, T +1 415 513 0903
donna.hamlin@intrabondcapital.com

ASIA | CHINA

Stephanie Chen Gu, +86 21 2402 8105
cgu@cifalshanghai.org

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 is subject to change. Management reserves the right to change the program 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 does not entitle participants to any form of refunding or exemption from the cancellation policy.

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THE PROGRAM 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.



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

Fred van Eenennaam is Professor of Strategy and Dynamics of Strategy. Professor van Eenennaam has personal and in-depth knowledge of family-led business and boards, with over 20 years of strategy and governance consulting experience and holds a board position in various European and technology companies. 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.




INTRABOND CAPITAL
Rodria Laline

Dr. Rodria Laline
Intrabond Capital, Chair Board of Directors

Rodria Laline has been CEO of research and development collaborations with IBM, ING, Hewlett-Packard, Digital Equipment Corporation, KPN, Bull, Elsevier, Oracle and Philips and is a former member of related managing and supervisory boards. She lived and worked for more than 15 years in Japan, China, Korea, Taiwan, Hong Kong, Singapore, Indonesia, Malaysia, Australia, India, the Netherlands, America, and Spain. At present she works with institutional investors, private equity and long-term investment firms as a professional board advisor in global corporate, economic and technology governance: "The executive and permanent education of boards, the international registry of certified board directors, and the board evaluation tools to measure overall performance, guide the way to key issues in business value, competitive advantage, and board engagement - and with the change over time - in the functioning of effective boards". Her company has offices in Hong Kong, Shanghai, Amsterdam and San Francisco. Rodria Laline is member of her political party finance committee, supporting her party members in the House of Representatives, the Senate, and the European institutions. She holds a doctoral degree in chemical physics from the University of Amsterdam. Rodria Laline holds various board directorships.

THE DECISION INSTITUTE

Straatweg 130a
3621 BV Breukelen
The Netherlands

Tel +31 (0)346 574 942
Fax +31 (0)346 266 138

b.mees@thedecisioninstitute.org
www.decisioninstitute.org

INTRABOND CAPITAL HONG KONG Ltd.

Suite 3201, Jardine House
Central, Hong Kong
P.R. China
Tel +852 252 318 19

CHINA CENTER FOR CORPORATE GOVERNANCE, CIFAL SHANGHAI

7F Zhonghuan International Building
No.161 Songhu Road, Shanghai 200433
P.R.China
Tel +86 21 2402 8105

cgu@cifalshanghai.org
www.cifalshanghai.org

INTRABOND CAPITAL U.S., Inc.

525 Market Street, 25th floor
San Francisco, CA 94105
United States of America
Tel +1 415 513 0903

INTRABOND CAPITAL B.V.

Tommaso Albinonistraat 144
1083 HM Amsterdam
The Netherlands
Tel +31 (0)6 1219 9289

management@intrabondcapital.com
www.intrabondcapital.com

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, research, education and thought leadership on best practices in board governance. Its proprietary tools and assessment services evaluate overall board effectiveness, assess individual and group dynamics and determine the impact of governance on corporate performance over time. Its rating system accelerates governance and corporate performance and improves investor understanding of potential for investments.

Renzo Taal, DELL | Public EMEA, Managing Director Netherlands & Director Healthcare/Life Sciences EMEA
"Last week was fantastic! The course at Harvard is very insightful and makes clear the importance about why board governance is critical. It teaches how to transform companies from good to exceptional. To top it off, it was an opportunity to share ideas with a wonderful combination of people with great group dynamics. Programs don't get better than this one!"

Maarten Hage, DNB Central Bank of the Netherlands, Head of Governance and Accountancy: "The program was very insightful and inspiring. The combination of practical case studies and academic learning points were very useful to bring back home to my daily profession. Meeting the other participants and the professors was also an enriching experience."



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