



SMU | DEDMAN  
SCHOOL OF LAW

# Corporate Directors' Institute



*February 28, 2008*



## Program Overview

The SMU Dedman School of Law is pleased to invite you to attend the Spring 2008 Corporate Directors' Institute. The Institute is designed to address issues of corporate governance currently faced by directors and executives of publicly traded companies. The Spring program will be held at the Omni Mandalay Hotel at Las Colinas on February 28, 2008 and will offer two discussion panels, entitled "Audit Committee Effectiveness" and "The New Corporate Governance," respectively.

The keynote address will be delivered by Edward S. Knight, Executive Vice President and General Counsel of The NASDAQ Stock Market, Inc. Other Institute speakers include experienced corporate board members, shareholder spokespersons, judges and attorneys who excel in the fields of corporate governance and auditing.

In light of the current corporate environment, all directors of publicly traded companies need to understand their legal, fiduciary and ethical oversight responsibilities. Now more than ever, being an informed and educated director is a necessity. By attending the Institute, directors will gain practical insights into new rules and policies that affect publicly listed companies and their board members.

## Keynote Speaker

**EDWARD S. KNIGHT**  
*EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL*  
*THE NASDAQ STOCK MARKET, INC.*

Since 2000, Mr. Edward S. Knight has served as Executive Vice President and General Counsel of the NASDAQ Stock Market, Inc. Mr. Knight served as the Chief Legal Officer of the National Association of Securities Dealers from June 1999 until becoming NASDAQ General Counsel. In his role as General Counsel, Knight is responsible for providing legal counsel to senior management and for overseeing the quality of legal services across the organization. He is also responsible for government relations, listing qualifications and market regulation.

Prior to joining the NASD, Knight served as General Counsel of the U.S. Department of the Treasury from September 1994 to June 1999, where he was the Department's longest-serving General Counsel since the position was created in 1934. Upon his departure, Knight received from Treasury Secretary Robert Rubin the Alexander Hamilton Award, the Department's highest award, for exemplary service to the Department and also received the Honor Award from the Secret Service, which the Department oversees. Before being named General Counsel, Knight served as Executive Secretary and Senior Advisor to the Secretary of the Treasury.

Knight's accomplishments at the Treasury Department include his critical involvement in the United States' provision of bilateral assistance to the Government of Brazil in the fall of 1998 and to the Government of Mexico in 1995. He also led the legal team that successfully privatized the U.S. Enrichment Corporation in July 1998, the largest privatization in U.S. history. He also was on the commission that restructured the Internal Revenue Service in 1996 and led the legal team that advised Treasury Secretary Rubin in 1995 and 1996 on the debt limit crisis.

# Corporate Directors' Institute Program Schedule

Thursday, February 28, 2008

Omni Mandalay Hotel at Las Colinas

## 2:30 – 3:00 p.m. Registration

## 3:00 – 3:15 p.m. Welcoming Remarks

*John B. Attanasio*, Dean and Atwell Professor of Law  
SMU Dedman School of Law

## 3:15 – 4:30 p.m. Audit Committee Effectiveness

**Moderator:** *Kim Rucker*, Senior Vice President, Secretary and Chief Governance Officer, Energy Future Holdings Corp. (formerly named TXU Corp.)

**Panelists:** *Dan Busbee*, Chair, Audit Committee, Atmos Energy, Inc.

*Daniel L. Goelzer*, Board Member, The Public Company Accounting Oversight Board; Former SEC General Counsel

*Danny Goldberg*, Director of Internal Audit, Tyler Technologies, Inc.

*Stanley Sporkin*, Ombudsman, BP; Former U.S. District Court Judge; Former SEC Enforcement Director; Former CIA General Counsel

## 4:30 – 4:45 p.m. Break

## 4:45 – 6:00 p.m. The New Corporate Governance

**Moderator:** *Marc I. Steinberg*, SMU Radford Professor of Law and Founding Director of the SMU Dedman School of Law Corporate Directors' Institute

**Panelists:** *Alan D. Feld*, Director, Clear Channel Communications, Inc.; Director, Center-Point Properties, Inc.; Trustee, American Beacon Mutual Funds; Partner, Akin Gump Strauss Hauer & Feld, LLP

*H. Stephen Grace, Jr.*, Ph.D., President, H.S. Grace & Company, Inc.

*Pat McGurn*, Vice President, RiskMetrics Group (formerly named Institutional Shareholder Services)

*The Honorable Donald F. Parsons*, Vice Chancellor, Delaware Court of Chancery

## 6:00 – 7:00 p.m. Cocktail Reception

## 7:00 – 9:00 p.m. Dinner and Keynote Address

### Keynote Address

*Edward S. Knight*, Executive Vice President and General Counsel, The NASDAQ Stock Market, Inc.

## Registration Information

**Location and Parking:** All program sessions will be held on Thursday, February 28, 2008 at the Omni Mandalay Hotel at Las Colinas. Valet or complimentary self-parking is available.

**Conference Fee:** The program cost is \$395 for each participant and includes admittance to all conference sessions, program materials, the cocktail reception and dinner. The cost for dinner only is \$175, which includes the preceding cocktail reception. Please be advised that reservations may not be available for dinner only if the number of program participants reaches capacity.

**Cancellation Policy:** Written notification of cancellation must be received no later than February 18, 2008 for an applicant to receive a refund, less a \$100 processing fee. Cancellations received after February 18, 2008 will require the applicant to forfeit the entire program fee. Substitute attendees will be accepted with the approval of the Institute Director.

## Hotel Accommodations

### Omni Mandalay at Las Colinas

Hotel accommodations will be provided at a group rate by the Omni Mandalay Hotel. The hotel invites guests to experience all the elegance of a luxurious hotel. Located in the prestigious Las Colinas Urban Center on the Mandalay Canal, this Mobil Four-Star, AAA Four-Diamond hotel feels like a resort, yet provides all the contemporary amenities for business and leisure travelers alike. The hotel is conveniently located only 10 minutes from the Dallas/Fort Worth International Airport. When making your reservation, please call the hotel directly at (972) 556-0800 and ask for in-house reservations or 1-800-400-1700. To receive the group rate, please refer to the Catering Event Rate. <http://www.omnihotels.com>



SMU Corporate Directors' Institute  
Dedman School of Law  
PO Box 750116  
Dallas, Texas, 75275-0116  
<http://www.smu.edu/lra/Symposia/CDIS/Overview.asp>

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## Application Information

Please complete all sections of this application. Incomplete applications cannot be processed for registration. Identifying information provided in your registration form will be distributed only to seminar attendees. Each participant must complete a separate registration form.

Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ Preferred name (for badge): \_\_\_\_\_

Company: \_\_\_\_\_ Position title: \_\_\_\_\_

Company street address (no PO boxes): \_\_\_\_\_

City: \_\_\_\_\_ State/province: \_\_\_\_\_ Zip/postal code: \_\_\_\_\_

Business telephone: \_\_\_\_\_ Business fax: \_\_\_\_\_ E-mail: \_\_\_\_\_

Program Choice:  \$395 Program and Dinner  \$175 Dinner Only

### Billing Information:

Please make checks payable to: SMU – Corporate Directors' Institute

### Mail checks to:

SMU Dedman School of Law  
Corporate Directors' Institute  
Attn: Sharon Johnson  
PO Box 750116  
Dallas, Texas, 75275-0116

Billing street address (no PO boxes): \_\_\_\_\_ City: \_\_\_\_\_

State/province: \_\_\_\_\_ Zip/postal code: \_\_\_\_\_

### Credit Card Type (check one):

Visa  Mastercard Credit card number: \_\_\_\_\_ Expiration date: \_\_\_\_\_

Name on card: \_\_\_\_\_ Authorized signature: \_\_\_\_\_

### Special Requirements (check any that apply)

wheelchair meals:  vegetarian  kosher  allergies: \_\_\_\_\_

### Fax application with credit card information to:

Corporate Directors' Institute, Attn: Sharon Johnson, fax number (214) 768-3946

Copies of the application may be obtained online at: <http://www.smu.edu/lra/Symposia/CDIS/Registration.asp>

*For all inquiries, please contact the Institute Editor, Benton Lewis, by phone at (214) 768-4927, or email at [wlewis@smu.edu](mailto:wlewis@smu.edu).*