



**KEY ISSUES FACING BOARDS OF
DIRECTORS: CHALLENGES OF
SECURITIES REGULATION,
RISK MANAGEMENT & LIABILITY**

Wednesday, August 19, 2009

Cincinnati Hilton Netherland Plaza, Fourth Floor Pavilion Ballroom

Sponsored By:



Agenda and Speaker Biographies

8:00 a.m. Registration & Continental Breakfast

8:30 a.m. Opening Comments
Mark Reuter

Mark Reuter is a partner in the securities regulation practice area of Keating Muething & Klekamp's (KMK's) Business Representation and Transactions Group. Mark represents clients in Securities Act and Exchange Act matters and regularly advises companies on corporate and securities law issues, including disclosure and reporting obligations under U.S. federal securities laws, corporate governance issues, state corporate law issues, listed company obligations and issues in connection with mergers and acquisitions, other strategic transactions and corporate investigations.

8:45 a.m. Developments in Securities Regulations Panel
Martin Dunn & Mark Weiss

Martin Dunn is a partner in O'Melveny's Washington, DC office and a member of its Corporate Finance Practice. Prior to joining O'Melveny, Marty was Deputy Director, and former Acting Director, of the U.S. Securities and Exchange Commission's Division of Corporation Finance. In addition, while at the SEC, Marty held other positions in the Division of Corporation Finance, including Associate Director (Legal and Operations) and Chief Counsel. Before he joined O'Melveny, Marty spent 20 years in various positions at the SEC where he was responsible for a wide range of rulemakings.

Mark Weiss is co-leader of KMK's Business Representation and Transactions Group and is the head of our KMK's securities regulation practice. Mark represents clients in all areas of Securities Act and Exchange Act matters, and has extensive experience as corporate counsel in public registered offerings of debt and equity securities as well as Rule 144A and registered exchange offers of debt securities, proxy fights, mergers and acquisitions.



9:30 a.m. Break

9:35 a.m. Risk Management Panel

Daniel Fagin, Stephen Wagner, Mark Reuter

Dan Fagin is a Managing Director and the practice leader for the Cincinnati, Columbus, Dayton and Kentucky markets for Protiviti, Inc. He has more than 20 years experience in risk management, specializing in IT & internal audit, risk assessment, enterprise risk management, corporate governance and project risk management. Dan is a certified Project Management Professional and previously served as Manager of Information Systems for a Cincinnati-based company and spent several years working in the information systems departments of healthcare organizations in Cincinnati and Dayton, Ohio, and Orlando, Florida.

Steve Wagner is recently retired as the managing partner for Deloitte's Center for Corporate Governance, where he led the firm's integrated strategy for corporate governance services. Deloitte's Center for Corporate Governance provides a platform for education, dialogue, and thought-leadership to help advance collaborative efforts among corporations, the accounting profession, academia, and government in the area of corporate governance. Previously, Steve was the co-leader of Deloitte's Sarbanes-Oxley service area. Steve has also served as the U.S. Deputy Managing Partner for innovation for Deloitte's Audit and Enterprise Risk Services practice.

10:35 a.m. Break

10:40 a.m. Director Liability Panel

Sue Erhart, Kevin Gadbois, Mark Weiss

Sue Erhart is a partner in KMK's Litigation Group where she has had significant experience representing companies in the analysis and litigation of insurance policy coverage issues. She helps clients resolve disputes between policy holders and insurers over coverage provided by a variety of different types of insurance policies including commercial and business policies, director and officer liability policies, professional liability policies, among others. Ms. Erhart's practice also includes review and analysis of policies and coverages before any claims or suits are filed to help clients decide whether they are adequately protected and have the right coverages before the problems arise.

Kevin Gadbois is Executive Vice President responsible for claims, compliance, and regulatory matters for The Executive Liability Division of Great American Insurance Company. He joined Great American in 1992 as a senior claims attorney responsible for handling Directors' & Officers' Liability and Insurance Company Professional Liability claims. In 1995, Kevin moved to the underwriting side of the business with oversight for all financial institutions business. From 1997 through 1999, he was Vice President of Financial Services for Starr Excess Liability Insurance Co., a subsidiary of American International Group, Inc., in Hamilton Bermuda, where he underwrote D&O, E&O, EPL and other management liability coverages. Kevin rejoined Great American in 2000. He has been a frequent speaker at conferences throughout the U.S., including the PLUS International Conference, the PLUS D&O Symposium and RIMS.

11:25 a.m. Closing Comments

Mark Reuter

11:30 a.m. Program Concludes

