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Register on-line, print registration form and fax your completed form to (212) 995-4233. Your registration will be confirmed upon receipt of payment.

Registration Deadline

Please register before **May 20, 2005** to secure a seat.

Program Fee

\$1,250 per person

Early Registration Fee (before April 15):

\$975 per person

For Questions about Registration

Please contact the NYU Center for Law & Business at clbevents@stern.nyu.edu or (212) 998-0761.

Space is limited. Register today!

For more information about the NYU Center for Law & Business, please visit our website at <http://www.stern.nyu.edu/clb>.



2005 NYU Directors' Institute

*Understanding and Satisfying the
New Expectations of the
Board of Directors*

*June 1 – 2, 2005
New York City*

NYU CENTER FOR LAW & BUSINESS
NYU SCHOOL OF LAW & LEONARD N. STERN SCHOOL OF BUSINESS

Supported by a grant by
ERNST & YOUNG

NYU CENTER FOR LAW & BUSINESS

2005 NYU Directors' Institute

WEDNESDAY, JUNE 1, 2005

Welcome Reception

6:30 p.m., *Rosenthal Pavilion, Kimmel Center*

Dinner with Keynote Address

7:30 p.m., *Rosenthal Pavilion, Kimmel Center*

Hon. John Snow, United States Secretary of the Treasury.

Introduced by **William T. Allen**, Nusbaum Professor of Law and Business and Director, NYU Center for Law & Business

THURSDAY, JUNE 2, 2005

Registration and Breakfast

8:00 a.m., *Rosenthal Pavilion, Kimmel Center*

Welcoming Remarks

8:45 a.m., *Eisner & Lubin Auditorium, Room 401*

William R. Berkley, Chairman and CEO, W.R. Berkley Corp.

THE BOARD AND THE CEO: THE CRITICAL RELATIONSHIP

9:00 a.m. – 10:30 a.m., *Eisner & Lubin Auditorium, Room 401, Kimmel Center*

Chair:

Martin Lipton, Esq., Senior Partner, Wachtell, Lipton, Rosen & Katz

Panelists:

John H. Biggs, former Chairman, TIAA-CREF; Director, Boeing Co. and J.P. Morgan Chase & Co.

Roger Kline, Director (Senior Partner) McKinsey & Company

Michael A. Miles, former Chairman and CEO, Philip Morris; Director, Time Warner Inc., Morgan Stanley, Sears, Roebuck and Co.

James D. Robinson, III, former Chairman and CEO, American Express; Director, Bristol-Myers Squibb Company, Coca-Cola Company and First Data Corporation.

Break

10:30 a.m. – 10:45 a.m.

CRITICAL GOVERNANCE ROLE OF THE GENERAL COUNSEL

10:45 a.m. – 12:15 p.m., *Eisner & Lubin Auditorium, Room 401, Kimmel Center*

Chair:

Helen Scott, Professor, NYU School of Law

Panelists:

Michael D. Fricklas, Esq., Executive Vice President, General Counsel and Secretary, Viacom Inc.

Andrew D. Hendry, Esq., Senior Vice President, General Counsel and Secretary, Colgate-Palmolive Co.

Simon M. Lorne, Esq., Vice Chairman and General Counsel, Millennium Partners; former General Counsel, U.S. Securities and Exchange Commission

Sara E. Moss, Esq., Executive Vice President, General Counsel and Secretary, The Estée Lauder Companies Inc.

Lunch with Keynote Address

12:15 p.m., *Rosenthal Pavilion, Kimmel Center*
Charles Prince, CEO, Citigroup

AUDIT COMMITTEE AND THE BOARD'S OVERSIGHT OF RISK MANAGEMENT

1:45 p.m. – 3:15 p.m., *Eisner & Lubin Auditorium, Room 401, Kimmel Center*

Thomas F. Flannery, Partner, Americas' Director, Quality Assurance & Advisory Services, Ernst & Young

Chaired by **Roy Smith**, Langone Professor of Entrepreneurship and Finance, Stern School of Business

Break

3:15 p.m. – 3:30 p.m.

DIRECTORS FIDUCIARY DUTY OF CARE: SEC AND JUDICIAL EXPECTATIONS, RISKS AND PROTECTIONS

3:30 p.m. – 5:00 p.m., *Eisner & Lubin Auditorium, Room 401, Kimmel Center*

Chair:

William T. Allen, Nusbaum Professor of Law and Business and Director, NYU Center for Law & Business

Panelists:

Hon. Jack B. Jacobs, Justice, Delaware Supreme Court

Stephen Cutler, Esq., Director, Division of Enforcement, U.S. Securities and Exchange Commission

Adam O. Emmerich, Esq., Partner, Wachtell, Lipton, Rosen & Katz

James C. Morphy, Esq., Partner, Sullivan & Cromwell

Location

The NYU Directors' Institute will be held in the **Kimmel Center**, 60 Washington Square South, on NYU's campus, located on the corner of Washington Square South (West 4th Street) and LaGuardia Place. The School is accessible via the N, R (to 8th Street) A, B, C, D, E, F, (to West 4th Street) or #6 (to Astor Place) subway routes.

CLE Credit

Attorneys who are admitted in New York will receive 6.0 continuing legal education (CLE) credit hours.

ISS Accreditation

The Institute is accredited by Institutional Shareholder Services