

Lead Director Network Fact Sheet

January 2012



Overview

The Lead Director Network (LDN) brings together a select group of approximately 20 lead directors, presiding directors, and non-executive chairmen of Fortune 500 companies for private discussions about how to improve the performance of their corporations and earn the trust of their shareholders through more effective board leadership.

The group will meet on a continuing basis to allow personal relationships, mutual trust, and candor to develop over time.

King & Spalding sponsors the LDN. Tapestry Networks convenes the network and ensures that its discussions lead to enduring impact.

Membership

The LDN comprises lead directors, presiding directors, and non-executive chairmen, typically representing complex, global enterprises with approximately \$5 billion+ in annual revenue. LDN members must serve in their capacities as lead directors for longer than one year.

LDN membership is by invitation only and currently includes:

- **Frank Blount** – Lead Director at KBR
- **Roy Bostock** – Non-executive Chairman at Yahoo! Inc.
- **Jim Breyer** – Presiding Director at Wal-Mart
- **Peter Browning** – Lead Director at Nucor
- **Dan Carp** – Non-executive Chairman at Delta Air Lines
- **Dan Feehan** – Non-executive Chairman at RadioShack
- **Gene Fife** – Presiding Director at Caterpillar
- **Ray Gilmartin** – Presiding Director at General Mills
- **Dick Goldstein** – Presiding Director at Interpublic Group
- **Ann Maynard Gray** – Lead Director at Duke Energy Corporation
- **Bonnie Hill** – Lead Director at The Home Depot
- **Karen Horn** – Lead Director at Eli Lilly
- **Phil Humann** – Presiding Director at Coca-Cola Enterprises and Equifax and Non-executive Chairman at Haverty Furniture Companies
- **Ed Kangas** – Non-executive Chairman at Tenet Healthcare
- **Bob Kidder** – Lead Director at Morgan Stanley
- **Linda Fayne Levinson** – Lead Director at NCR Corporation
- **Jack O'Brien** – Lead Director at TJX and Non-executive Chairman at Cabot
- **Jim Robinson** – Presiding Director at The Coca-Cola Company
- **Wes von Schack** – Lead Director at Bank of New York Mellon and Edwards LifeSciences
- **Stephanie Shern** – Presiding Director at GameStop

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Member Value

Membership in the LDN is free of charge and includes the following benefits:

- Private peer-to-peer dialogue on personally relevant challenges and opportunities facing lead directors
- Unique source of best practice sharing and insights
- Access to content based on LDN discussions
- Contributions to defining and understanding the roles and responsibilities of the lead director
- Privileged conversations with third parties who members may choose to invite as guests to the LDN meeting

Network Overview

Members commit to a total of three days per year to participate in the LDN network meetings. The annual time commitment is:

- 3 half-day meetings per year, beginning with an optional education session hosted by King & Spalding on a specific topic of members' choosing, followed by the network meeting discussion, cocktails and dinner
- 6 x 30-45 minute telephone calls to contribute to setting the agenda for meetings and debrief on progress

The format of the network meetings is informal, boardroom discussions in which peers exchange perspectives and develop insight on shared challenges.

Face-to-face meetings commence at approximately 3:00 pm, followed by cocktails and dinner.

Content

Members receive network-related content from Tapestry Networks before and after each meeting.

- *PreView* – preparation document distributed to network members in advance of network meeting to confirm the agenda and stimulate dialogue.
- *ViewPoints* – primary document containing shared insights (non-attributed) following network meetings, publicly available and distributed to network members, their board and management colleagues, their advisors, and the sponsor's partners.

Confidentiality

The LDN uses a modified version of the Chatham House Rule whereby names of members and their company affiliations are a matter of public record, but comments made before and after the meetings are not attributed to individuals or companies.

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