



SEC Proxy Access Rules and Related Dodd-Frank Wall Street Reform

Table of Contents

SECTION 1

- Agenda

SECTION 2

- Committee on Corporate Laws of the American Bar Association Section of Business Law—Report on the Roles of Boards of Directors and Shareholders of Publicly Owned Corporations

SECTION 3

- An Historical Perspective of the Current Balance of Power Between Shareholders and Boards of Directors by Allen C. Goolsby

SECTION 4

- Hunton & Williams Commentary: SEC Adopts Final Rules on Proxy Access and Facilitation of Nominations of Directors by Shareholders

SECTION 5

- Hunton & Williams Commentary on the Dodd-Frank Act
 - Executive Compensation, Corporate Governance and Enforcement Provisions of the Dodd-Frank Act Affecting Public Companies
 - OTC Derivatives Reform: Wall Street Transparency and Accountability Act of 2010
 - Dodd-Frank Act Impacts Private Fund Advisers
 - Volcker Rule Will Impact Private Fund Industry
 - Impact of the Dodd-Frank Act on Main Street
 - Financial Reform: What Employers Can Expect
 - Timeline for Implementation of Dodd-Frank Corporate Governance and Executive Compensation Provisions

SECTION 6

- Recent Trends in Stockholder's Meetings and Proxy Solicitation by Scott S. Winter, Innisfree M&A Incorporated



SECTION 7

- Towers Watson Client Updates
 - Survey Finds Companies Sharpening Their Focus on Pay for Performance
 - Mandated Clawbacks Will Create New Tensions Between Executives and the Board
 - Answers to Common Questions About How Dodd-Frank Levels the Playing Field for Consultant Independence
 - With Say on Pay Looming, Companies Move to Further Tighten the Link Between Executive Pay and Performance

SECTION 8

- Dodd-Frank Provisions Relating to Corporate Governance (Excerpted from the Dodd-Frank Act)

SECTION 9

- Final Proxy Access Rules (Excerpted from Final Release)

SECTION 10

- Overview of the 2010 Amendments to the Virginia Stock Corporation Act

SECTION 11

- Section 13.1-624 of the Virginia Stock Corporation Act

SECTION 12

- Speaker Biographies
 - Allen C. Goolsby
 - Steven M. Haas
 - Christopher F. Hamilton
 - Louanna O. Heuhsen
 - James S. Seevers, Jr.
 - Scott S. Winter