

"Building Value through Strategy, Risk Assessment and Renewal"

An Interactive Workshop Series for Board Members and Senior Management

Learn How Your Board Can Better Manage Change
Build Processes for More Effective Boards and Management.

Attend one or more of the 2006 Board Resources Workshops
Based on the Book: "**Building Value through Strategy, Risk Assessment and Renewal**"
Schedule your Board and/or Senior Team for the
Third Wednesdays (fourth in June) –Even Months- Continuing February 15th

February 15th - Building Value through Effective Compensation Strategies Don Delves, Author, Delves Group

- ◆ Balancing Compensation - The Right Incentives; the Right Oversight ◆ The Impact of Expensing Options: Are Stock Options Dead? ◆ Linking Compensation to Value Creation

April 19th - Board Perspective on Strategic Thinking

Bill Hass & Shep Pryor, Board Resources, Division of TeamWork Technologies, Inc.

- ◆ Strategic retreats ◆ Building the strategy ◆ Motivating and overseeing management ◆ Growth vs renewal strategies ◆ Incorporating Risk

June 28th - Value Creation – Winners and Losers

Dennis Aust & Vern Broders, CharterMast LLP.s Group

- ◆ Drivers of Value ◆ Who's in and Who's out? ◆ Linking strategy to value – empirical evidence

August 16th - Board Oversight of Value Creation and Results: Strategy, Risk Assessment, and Renewal

Bill Hass & Shep Pryor, Board Resources, Division of TeamWork Technologies, Inc.

- ◆ Keeping the Roles of Board and Management in Focus ◆ 12 Principles for Building Value and Value Creation
- ◆ Oversight for Value Creation; Benchmarks & Additional Case Examples ◆ Interpreting the Performance of a Public Company of Your Choice

Each Morning Interactive Workshop Session Includes:

- ◆ A framework for improving decision making, oversight and governance. ◆ Relevant reading material ◆ Tools and best practices for the new environment. ◆ An update on current issues and case examples. ◆ An interactive panel discussion with CPA and/or Legal Experts ◆ Examples of company performance benchmarks.

Presented by - Board Resources

Board Processes, Financial Literacy, Strategy, Risk Management

"Building Value through Strategy, Risk Assessment and Renewal"

An Interactive Workshop Series for
Board Members and Senior Management

Presented by Board Resources

Each program focusing on a key oversight issue. . .

Providing perspective; Providing coverage; Addressing all areas of corporate performance.

Send your questions in advance to help ensure a more effective workshop.

Workshops are conducted from 8:15AM to Noon

**Board Room A, The Illinois CPA Society,
550 W. Jackson, Chicago (convenient to Union Station).**

3 Hours CPE Credits per Session

Dress: Business Casual

Price: \$295 per session; \$595 for four of the series.

[ILCPA Society members rate \$245 per session and \$595 for the series.]

Group rates and In-house custom workshops are available

For registration/information call (847) 372-2151 or (847) 564-5575

Or see Registration Form below.

We thank our workshop sponsors:



Board Resources

E-mail or Fax Back Registration to:

Board Resources

Division of TeamWork Technologies, Inc.

4121 Rutgers - Suite 1000

Northbrook, IL 60062

Fax: 847-564-0605

E-mail to: WJHass@TeamWorkTechnologies.com

Register me for the "**NEW Rules - NEW Practices**" Interactive Workshops:

Feb 15 - Compensation

Jun 28 - Value Creation

Apr 19 - Strategic Thinking

Aug 16 - Board Oversight

Enclosed is my check for \$ _____ for ____ checked sessions

Or

\$595 for the full series of up to 4 sessions.

Charge: my ___ VISA or ___ MC: Number: _____ - _____ - _____ - _____ Exp. Date ___/___

Name: _____ Phone: _____

Title: _____ Company: _____

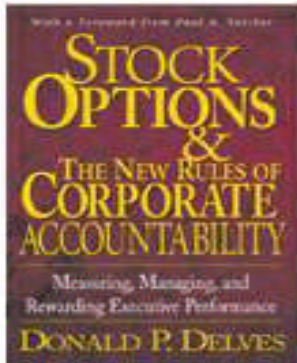
Address: _____ City _____ State _____ Zip _____

Or

Bill me at the above address.

Board Resources . . .

Board Resources is a board/management consulting firm. The main purpose of our workshops is to provide directors and management with a view of specific ideas and best practices to enable better board level decisions and oversight of key management processes.



Interact with Donald P. Delves and a panel of professionals Wednesday, February 15th

Advance Reviews----

“This frank and expert guide to options in the post-bubble, post-Enron, post-expensing future is filled with thoughtful analysis and practical guidance.”

—**NELL MINOW, EDITOR, THE CORPORATE LIBRARY**“

Stock Options and the New Rules of Corporate Accountability should be required reading for everyone involved in executive compensation, especially corporate directors. Not only does it provide a comprehensive analysis of how executive compensation ran awry, it offers a thorough, intelligent approach to arriving at a more balanced, fair, and effective executive compensation system.”

—**WARREN L BATTIS, FORMER CEO, PREMARK,
AND MEMBER OF SEVERAL CORPORATE BOARDS**

Stock Options & the New Rules of Corporate Accountability

By Don Delves

Book Overview

Executive compensation in America is out of control. Among the culprits are corporations that are providing enormous financial rewards for below-average performance through their stock option plans. Changes are needed to bring greater accountability and transparency to executive compensation systems - and to corporate governance itself.

Expensing options is a step in the right direction - but only touches the tip of the iceberg. In *Stock Options and the New Rules of Corporate Accountability*, ***Don Delves pinpoints the problems of the current system and outlines steps that will dramatically improve the weak link between executive pay and performance.*** Drawing on his 20 years of compensation consulting experience, Delves details:

--The underlying causes of the recent executive pay explosion - overuse of stock options and overemphasis on stock price

--The inefficiencies - and damage - to valuable company resources caused by the inappropriate use of options

-- Questions Board members should be asking about executive pay

-- A multifaceted strategy for solving the problems and satisfying key constituencies -- from stockholders to corporations to employees

This is a must-read for Board members, executives, and investors alike.

Foreword By Paul Volcker

Board Resources Workshop Faculty

February 15th, 2006

Board Resources is a board/management consulting firm. The main purpose of our workshops is to provide directors and management with a view of specific ideas and best practices to enable better board level decisions and oversight of key management processes.

Bill Hass is CEO of TeamWork Technologies, Inc. He is a director of the Association of Certified Turnaround Professionals and serves as community leader for the Center for Corporate Financial Leadership a consortium of CPA societies in seven Midwestern states. He is a former chairman of the Turnaround Management Association and a former partner and practice leader of the Midwest Strategic Services Group of Ernst & Young. He was named "Educator of the Year" by the Chicago Chapter of the Turnaround Management Association. He is a frequent speaker and workshop leader for continuing professional education programs conducted by the Illinois CPA Society and Turnaround Management Association. Bill received his M.B.A. in finance from the University Chicago Graduate School of Business and has an undergraduate degree in engineering from the University of Illinois Chicago.

Shepherd Pryor is a managing director of Board Resources and Lead director and audit committee member at two mid-sized manufacturing/retail corporations and a NASD listed bank holding company. He was previously deputy group head for corporate banking at Wells Fargo Bank in Chicago. He serves as consultant and an expert witness and teaches finance at the Graduate School level. Shep received his M.B.A. in finance from the University of Chicago Graduate School of Business and has an undergraduate degree in Economics from Princeton.

Donald P. Delves has over 20 years of compensation and incentive systems consulting experience. Prior to founding The Delves Group, Mr. Delves started and managed the Chicago office of iQuantic, and worked as a Senior Consultant at Sibson and Company and as an executive compensation consultant with Towers Perrin. He also served as a manager in personal financial planning and taxation with Arthur Anderson & Co., and as a financial consultant to middle market companies for Harris Bank. Mr. Delves holds an M.B.A. degree in finance from the University of Chicago and a B.A., summa cum laude, in economics from DePauw University. He is also highly trained in organizational leadership development and sales management. Mr. Delves is a Certified Public Accountant and serves on the boards of the Wright Institute for Life Long Learning and the Chicago Compensation Association.

Special Guest Workshop Panelist:

**Maryann A. Waryjas, Partner
Katten Muchin Rosenman LLP**



Maryann A. Waryjas focuses her practice in the areas of sophisticated corporate, securities and venture capital transactions, corporate governance, and executive compensation. Ms. Waryjas has extensive experience in mergers, acquisitions, divestitures, securities offerings, joint ventures and structuring complex debt and equity investments. She advises members of senior management and boards of directors regarding corporate governance matters, director and officer liability protections, executive compensation and change of control arrangements.

Ms. Waryjas assists Fortune 100 companies, as well as large privately held companies, early stage companies and entrepreneurial start-ups in achieving their business goals and objectives, fulfilling their obligations to their stakeholders, resolving issues and disputes, and ensuring compliance with applicable laws and regulations.

Ms. Waryjas has represented many private equity funds and financing sources of significant national reputation in acquisitions, mergers, debt financings, equity investments and restructurings. In connection with these representations, she has also represented the portfolio companies of these institutional investors in follow-on acquisitions, initial public offerings, and other transactions.

Ms. Waryjas is a past president and former member of the Board of Directors of the Chicago Finance Exchange. She is a member of the Business Law Committee of the American Bar Association, including the Negotiated Acquisitions Committee, the Director and Officer Liability Task Force, the Corporate Governance Committee and the Venture Capital and Private Equity Subcommittee; The Economic Club of Chicago; the National Association of Corporate Directors; The National Investor Relations Institute; the Society of Corporate Secretaries and Governance Professionals; and the Association for Corporate Growth. She is also a member of the Board of Governors of The Mid-America Club.

She is a frequent chair and presenter at national and regional conferences of significant reputation, on mergers, acquisitions, corporate governance, director and officer liability, and securities laws matters, including on behalf of the Practising Law Institute, the Society of Corporate Secretaries and Governance Professionals, the National Association of Corporate Directors, the Nasdaq Stock Market, Glasser LegalWorks, and the National Investor Relations Institute.

Prior to joining the Firm, Ms. Waryjas was a partner of Jenner & Block, Chicago, and Kirkland & Ellis, Chicago. She received her B.S. degree, magna cum laude, from Loyola University and her J.D. degree, cum laude, in 1983 from Northwestern University Law School.

Board Resources Workshop Faculty
February 15th, 2006 - Workshop Series

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