

NACD 2004 Honor Roll of Seattle Northwest NACD Programs: Panelists and Moderators

Programs Originally Presented 2003-04

Executive Compensation: The New Board Battleground

Evelyn Cruz Sroufe--Moderator

Evelyn Cruz Sroufe is past director of Willamette Industries, Inc., Portland, OR, and Past President and CEO of The WebSea Group, Inc. She was a Vice President with Microsoft Corporation and a Senior Vice President of Worldwide Operations with Visio Corporation. Ms. Sroufe is a securities partner with the law firm Perkins Coie, and a frequent speaker and author on corporate governance issues. Ms. Sroufe also serves as a board member of the Virginia Mason Healthcare System and of The South Downtown Foundation.

Sally Narodick

Sally Narodick was one of the early software entrepreneurs in Washington State, serving as Chief Executive Officer for two venture-backed educational technology companies. Sally served for 7 years as CEO of Edmark Corporation, a publicly held educational software company known for the very high educational quality of its multimedia products. She serves on the board of directors of four publicly held companies, including Puget Sound Energy, Penford Corporation, Solutia, Inc. and Click2Learn Corporation. She is Chair of the Compensation Committee for Penford Corporation and serves on the Compensation Committee for Puget Sound Energy.

Bill Taylor

Bill Taylor consults in the area of Strategic Pay and Personnel Issues, and works exclusively with the Boards of Directors and CEOs of privately-held, for-profit, Pacific Northwest companies. As a co-founder of Donworth, Taylor & Co., a Seattle based personnel and labor relations management consulting firm, he consulted in that capacity for 13 years from 1975 through 1987. Past commercial board experience includes Adams News Co., Inc. and Predictive Systems, Inc. Non-profit board experience includes Edmonds in Bloom Association, the Institute of Management Consultants, ACT Theater, the Seattle Center Foundation, the Boy Scouts of America.

Carolyn Harper

Carolyn Harper is with the Executive Compensation Group at Towers Perrin, one of the world's largest global management consulting firms, assisting organizations in managing people, performance and risk. The firm has provided innovative advice and assistance to large organizations in both the private and public sectors for more than 60 years. The firm's clients include three quarters of the world's 500 largest companies and three-quarters of the Fortune 1000 largest U.S. companies. Towers Perrin has over 9,000 employees and 78 offices in 23 countries.

Your Organization's Ethics: Code of Conduct, Whistleblowers and Your Responsibilities

Catherine Walker, Panel Co-Moderator

Catherine Walker is Vice President for Administration/University Counsel for Seattle University. She has served as a member of the Board of Directors of Recreational Equipment, Inc. (REI) since 1998. Prior to joining Seattle University, she was chief legal officer, senior vice president, company ethics office and corporate secretary for Westin Hotels & Resorts.

John Dienhart, Panel Co-Moderator

John Dienhart is the Boeing Frank Shrontz Chair for Business Ethics and Director of the Global Business Ethics Center at Seattle University, Albers School of Business and Economics. He has a Ph.D. in Philosophy from the University of Illinois at Urbana, and has done graduate work in business at the New York University and the University of Minnesota.

Nancy Higgins

Nancy Higgins was recently named executive vice president of Ethics and Business Conduct and Chief Ethics Officer for MCI (formerly Worldcom). She is past Vice President of Ethics and Business Conduct for Lockheed Martin Corporation, and past head of the Office of Ethics and Business Conduct for Boeing Company.

Bill Prachar

Bill Prachar has over thirty years experience in Compliance and Ethics and related fields. Bill has recently joined Compliance Systems Legal Group (CSLG) as an attorney. For the last three years Bill Prachar was the Vice President of Business Ethics and Compliance for Waste Management, the world's largest private provider of waste services. Craig Cole

Craig Cole is President and CEO of Brown & Cole Stores, a regional supermarket chain that is one of Washington's largest privately-held companies. A graduate of Western Washington University's Fairhaven College, he was the 18th person to be named a Distinguished Alumnus in over 100 years of Western's history.

Marie Gunn

Marie Gunn is the Northwest Banking Consumer Executive for Bank of America. She is responsible for Consumer Banking in Idaho, Oregon and Washington. She also serves as President of Bank of America in Washington State.

All in the (Extended) Family: New Rules and Best Practices for Closely Held and Family Controlled Company Boards

Timothy P. Leybold

Tim Leybold is the Chief Financial Officer for the Port Blakely Companies. He previously held CFO and board positions with RLC Industries and The Cutler Investment Group. Tim is chair-elect of the board of the Boys and Girls Clubs of King County, a director of Blakely Pacific Ltd., and a founding director of the Seattle-Northwest Chapter of NACD.

Scott Fivash

Scott Fivash is CEO and Editor-in-Chief of CEO Media. He has served on various non-profit boards and now serves on the World Trade Center Seattle's board of directors and continues to serve on the board of directors for CEO Media.

C. James Judson

C. James Judson is a partner in the Seattle, Washington office of Davis Wright Tremaine where his practice is limited to business advisory matters. He is a member of Eagle River Investments, LLC, a board member of China Unicom Limited, Sonata Capital, Airbiquity, the family owned companies of Port Blakely Tree Farms, LP., Garrett and Ring, Inc., and The Joshua Green Corporation, as well as several non-profits including The Pacific Northwest Ballet, Yosemite National Institutes, and the Pacific Northwest Science Center.

John C. Moore

Mr. Moore is a Manager of the Frank W. Moore, LLC, and served on the Board of Directors of Benjamin Moore & Company. He also serves as Past President of the Capital Area Chapter of the NACD.

Laura Oberto

Laura Oberto serves on the Board of Directors as Co-Chair and Vice Chair of Oberto Sausage Company, and served as president for seven years. She also serves on the Board of National Frozen Foods, and previously served on the Board of Directors of the National Meat Association.

How are we doing? Developing and Evaluating an Effective Board

Paul Goodrich, Panel Co-Moderator

Paul Goodrich is a founder and Managing Director of the Madrona Venture Group, a \$250 million early stage, technology venture capital firm. He serves as a director for Sharebuilder Corporation, Photoworks, Ontain Corporation and Rulespace. Prior to cofounding Madrona Investment Group in 1995, Mr. Goodrich was a Partner at the Seattle law firm of Perkins Coie, and a general partner in the Environmental Venture Fund, a Chicago-based venture capital fund started in 1987. Mr. Goodrich is a graduate of Amherst College and the University of Utah School of Law.

Betty Woods, Panel Co-Moderator

Betty Woods is past president and chief executive officer of Premera Blue Cross. She has more than 20 years of experience as a leader in health care. She chairs the Board of Trustees at Western Washington University. Woods is active in several corporate and civic boards in the region. She is founding director of the National Institute of Health Care Management, is on the Board of Directors of Beckman Coulter, Inc, a biomedical company, and on the Board of Directors of Pacific Northwest Bank. Woods holds a Bachelor of Arts in Psychology from Seattle University, has attended the National Health Care Institute at the University of Michigan, and has completed programs of graduate study at Stanford University and the Wharton School of the University of Pennsylvania

Jack Creighton

Jack Creighton is a Strategic Director of Madrona Venture Group, appointed in 1998. Mr. Creighton is also the former President and CEO of Weyerhaeuser Company, a former Chairman and current Vice Chairman and Director of Unocal Corporation, and a Director of Saltchuk Resources Inc. He serves on the boards of the National Council of the Boy Scouts of America and the Oregon Shakespeare Festival, and is co-chair of the World Trade Center in Seattle, and past chair of the Washington State University Foundation. Mr. Creighton is also a trustee of the University of Puget Sound in Tacoma, WA. Following the tragedy of 9-11, Mr. Creighton served as interim Chairman and CEO of UAL Corporation (United Airlines) for eleven months. He received his undergraduate degree from Ohio State University and a law degree from Ohio State University Law School. Mr. Creighton also earned an MBA from the University of Miami (Florida).

Bob Felton

Bob Felton is a Director in McKinsey & Company, Inc. Seattle office and has been with the Firm for 29 years. He manages the Seattle location. Prior to his move in early January 2001 to Seattle, Bob led McKinsey's Korean practice and before that he was a senior partner in the Firm's Los Angeles office. During his time with the Firm, Mr. Felton has served companies in a number of industries, most notably energy, industrial, consumer, and banking. He has helped these companies on a wide range of issues including sustaining profitable growth, business restructuring, operations improvement, strategy, organization, international growth, compensation/incentive systems, and board/corporate governance.

The Board and Corporate Strategy: Noses in, Fingers out--How and Why the Board Must Be Involved

Jim Garrison, Moderator

Jim Garrison recently retired as the President and Chief Executive Officer of Washington Dental Service (WDS), a member plan of the Delta Dental Plans Association (DDPA). WDS is a \$600 million not-for-profit, healthcare services

contractor. He served as the Chairman of the Delta Dental Plans Association from 1998-2000. DDPA is a national organization of member plans from all 50 states and Puerto Rico, who provide more than \$8 billion of dental care services per year to 35 million people. Previously, Mr. Garrison spent 13 years in the recreational products business worldwide. He was the President and CEO of K2 Corporation, a manufacturer of alpine skis and snowboards. Later he also served as the President of Shakespeare Fishing Tackle Equipment.

Hal Shear

Hal Shear is President and CEO of Board Assets, Inc., which provides governance services for directors and boards throughout the U.S., Europe, the Middle East, and Latin America. He has served on more than 12 boards, and currently serves as an independent director of two privately-held companies, the largest U.S. manufacturer of paper-handling automation equipment for the high-speed laser printing industry and the premier developer of software for managing successful on-line marketing campaigns.

Sandra Rorem

Ms. Rorem is past Chief Executive Officer of ClearMedical, Inc., and serves on the Board of Directors of Flow International (NASDAQ: FLOW). Prior to joining ClearMed, Sandra served as Chief Executive Officer of Medalia HealthCare, LLC, a medical practice of 350 doctors in 50 clinics with a \$189 million operating budget and \$40 million capital budget. Before joining Medalia, Sandra served 17 years with the Providence Health System where she held numerous key executive positions. She is a Board Certified member and Diplomat in the American College of Health Care Executives, and a member of the American College of Medical Practice Administrators. She holds an MBA from the University of Washington.

Arnie Prentice

Arnie Prentice founded Kibble & Prentice with Ted Kibble in 1972 and currently serves as chairman and CEO. He serves on the Board of Directors of Flow International, Northland Telecommunications, and Starbucks Corporation, and is a general partner at Chartwell Capital Fund II. He is chair of the Seattle Northwest Chapter, National Association of Corporate Directors.

Board Service and the Public Good: Best Practices for Non-Profit Boards

Jeff Seely-Moderator

Jeff Seely is Chairman and CEO, ShareBuilder Corporation. Mr. Seely is a Trustee on the Washington State Investment Board, which oversees the management of over \$50 billion of retirement assets for state employees. He is also Vice President, Board of Trustees of The Seattle Opera, and President of the Board at Meany Hall for the Performing Arts, University of Washington. Seely is the President of the broker/dealer subsidiary, ShareBuilder Securities Corporation, Member NASD/SIPC.

Scott Oki

Scott Oki is the Founder, Chairman, and CEO of Oki Developments, Inc. and is a professed entrepreneur, venture capitalist, philanthropist, and community activist. His personal mission statement is *"to marry my passion for things entrepreneurial with things philanthropic in a way that encourages others to do the same."* Oki Developments, Inc. is an investment company with diverse interests in real estate, golf course development and management, restaurants, a professional soccer team, and early to development stage information technology companies. Prior to founding Oki Developments, Inc., Mr. Oki retired after 10 years with Microsoft Corporation where he served in a variety of executive positions. Mr. Oki serves on dozens of advisory boards and boards of directors for both for-profit and not-for-profit companies. He has founded or co-founded over a dozen non-profit organizations.

Jon Fine

Jon Fine joined United Way of King County as its president and chief executive officer September 2000 following a successful tenure as the CEO of the Seattle/King County Chapter of the American Red Cross. Mr. Fine has served as a board member of the Group Health Cooperative, the Group Health Foundation and Jewish Family Services. Among his other current civic affiliations, Mr. Fine serves on the boards of the Washington Health Foundation, the Alliance for Education, Leadership Tomorrow and Seattle Repertory Theatre, and on the advisory boards to the Puget Sound Blood Center, the University of Washington Nonprofit Management Program and Seattle Community Colleges. Under Mr. Fine's leadership, United Way of King County raised \$93 million in 2002, making it the largest campaign out of the 1,400 United Ways nationwide

John Nesholm

John Nesholm is recognized for his leadership in community organizations, including President of the Nesholm Family Foundation (1987-present), the Rainier Club (1993- 1994) and Seattle Opera (1993-present), as well as a Board Member of the Seattle Parks Foundation. John was also a founding Board Member (1989-present) and served as President (1992-1994) on the University of Washington Meany Hall for the Performing Arts Advisory Board. John Nesholm is also a founding partner of LMN Architects, a 100-person, award-winning design firm providing services in architecture, planning, and interior design. Since its establishment in 1979, LMN has won more than 100 design awards, and has become nationally prominent in the planning and design of civic facilities, which include more than 90 performance venues, convention centers, and libraries across the country. In addition, LMN is a regional leader in the design and delivery of higher education facilities, laboratories, retail, office, and urban planning assignments.

What the CEO Wants (Needs) from the Board

Betty Woods, Moderator

Betty Woods chairs the Board of Trustees at Western Washington University and is past president and chief executive officer of Premera Blue Cross. She is founding director of the National Institute of Health Care Management, is on the Board of Directors of Beckman Coulter, Inc, a biomedical company, and on the Board of Directors of Pacific Northwest Bank. She also serves on the Board of NACD's Seattle-Northwest Chapter.

Wally Walker

Wally Walker is President and CEO of The Basketball Club of Seattle LLC, owner of the Seattle Sonics & Storm professional basketball teams. Walker became a member of the Sonics as a player in 1977 and was a member of Seattle's NBA Championship team. After his NBA career, Walker earned an MBA from Stanford University's Graduate School of Business in 1987. He joined Goldman, Sachs and spent seven years with the company. Walker serves on the board of directors of Advanced Digital Information Corporation and Drexler Technology Corporation.

Peter van Oppen

J Peter van Oppen has served as a director of Advanced Digital Information Corporation since 1984, and has served as Chairman of the Board and Chief Executive Officer since 1994, overseeing ADIC's transition to an independent, publicly traded company in 1996. He serves as a director of several public and private entities, including Western Wireless Corporation, Key Technology, Inc., the Seattle Branch of the Federal Reserve Bank of San Francisco and The Basketball Club of Seattle.

Stephen R. Light

Stephen Light became President and Chief Executive Officer of Flow International and was appointed to Flow's Board of Directors in January of 2003. Prior to Flow, Mr. Light was President and Chief Executive Officer of Omnicorp Texttron Group Inc. Mr. Light has served on the boards of Cardinal Stritch University, Children's Hospital of Wisconsin and Junior Achievement of Wisconsin.

Bob Felton

Bob Felton is a director in the McKinsey & Company Inc. Seattle office. During his 27 years with the firm, he has worked worldwide in a wide range of industries, most notably, energy, industrial, aerospace, and banking. Bob writes and speaks on a range of subjects with a recent focus on board governance.

What's New in the New Regulatory Environment? What Directors Need to Know about Emerging Best Practices***Special Feature: When and How to Keep Notes and Minutes*****Scott Greenburg**

Scott Greenburg is a corporate/securities partner at the national law firm Wilson Sonsini Goodrich & Rosati, with more than 20 years experience in venture capital, public offerings, intellectual property and technology issues, mergers and acquisitions, complex commercial transactions and international product distribution. Among the companies that he has represented in well over 100 corporate transactions are Starbucks Corporation; Aventail Corporation; Maveron LLC; VoiceStream Wireless Corporation; Westin Hotel Company; Seattle SuperSonics; Western Wireless Corporation; Oh Boy! Oberto; and Cucina! Cucina!, Inc. He is President of the Seattle-Northwest Chapter of NACD and serves as a director for LockStream Corporation.

Neil McReynolds

Neil McReynolds is currently President of McReynolds Associates, Inc., a corporate governance consulting firm that advises corporations, non-profits, and trade associations on how to increase the effectiveness of their board. He is also a Strategic Director with Buerk Dale Victor LLC, a Pacific Northwest venture capital and private equity firm, and serves as an adjunct professor for the University of Washington MBA program, teaching Corporate Governance. Neil has served on nearly 50 boards throughout his career. He currently serves on the board of directors for Adinfonitum, a BDV portfolio company. He is also the Board Chair of Washington Dental Service and board member for HomeStreet Bank.

Barry Kaplan

Barry Kaplan is a litigation partner at Perkins Coie and is Co-Chair of the Firm's Securities and Corporate Governance Litigation Practice Group. For over 15 years, his practice has been focused on representing public and private companies and their directors and officers in securities class actions and shareholder derivative litigation. He has represented many public and private companies in securities litigation in the Pacific Northwest and elsewhere including local companies such as Boeing, Immunex, Itron, US West, Alaska Airlines, Omega, Egghead, Digital Systems, Avenue A, and Primus. Barry serves as Chair of Perkins Coie's Sarbanes Oxley Committee. He has taught Securities Regulation at the University of Washington Law School. He is co-author (with Stewart Landefeld and Steve Yentzer) of Washington Corporate Law: Corporations and LLCs (LexisNexis/Matthew Bender).

Emerging Audit Committee Best Practices: *Surviving Sarbanes - Key Insights and Actions for Audit Committees***Larry Hile**

Larry Hile is a partner with Deloitte & Touche, with more than 27 years of experience in the Technology, Media and Telecommunications (TMT) practice group. Larry currently leads the Seattle TMT practice and has consulted on financial reporting controls for his clients. Larry also serves as audit partner on public and private companies and recently has been involved in several 404 Readiness Engagements. Larry also chairs the Washington State Fast 50 Program, the Venture

Capital practice group, and the CEO Accelerator Program for Deloitte. In addition, Larry serves on the Executive Committee for the WSA.

Chuck Horne

Chuck Horne is Vice President of Internal Audit at Safeco Corporation. Safeco is a Fortune 500 financial services corporation based in Seattle. Chuck joined Safeco in 2002 from Dell Computer where he was Finance Director for Dell's Worldwide Procurement and Supply Chain Organization. He had previously held Audit and Line of Business Finance roles at Dell. Prior to Dell, he re-built and led the Internal Audit function at Silicon Graphics, and worked in both finance and audit positions at other technology companies based in Northern California. These roles included Controller for South America and Asia-Pacific Finance Director for Raychem Corporation. A CPA, Chuck began his career serving insurance companies and other clients with Coopers & Lybrand in New York and San Francisco. He graduated from the University of California at Davis and earned an MBA from New York University.

Todd Keeney

Todd Keeney is currently Manager of Financial Reporting at Weyerhaeuser. Todd had previously worked at KPMG prior to joining Weyerhaeuser. He currently leads his company's effort to design and implement company-wide processes to comply with the new Sarbanes-Oxley, SEC and PCAOB requirements. Additionally, he is leading the company's effort to redesign and organize the company's Corporate policy manual; developing company-wide policies in the following areas: Document Retention Standards, Account Reconciliation Standards, and Authorization Standards. His prior experience includes; public and private debt offerings, acquisition assistance and improving internal processes.

How to Serve on an Audit Committee and Sleep at Night (June 2003)

Jim Garrison (Moderator)

Jim Garrison recently retired as the President and Chief Executive Officer of Washington Dental Service. Previously, Mr. Garrison spent 13 years in the recreational products business worldwide. He was the President and CEO of K2 Corporation, a manufacturer of alpine skis and snowboards. Later he also served as the President of Shakespeare Fishing Tackle Equipment.

Jim Parkin

Jim Parkin is Co-Chair of the Deloitte & Touche Pacific Northwest Practice Sarbanes-Oxley Act Task Force. In this role he oversees the Firm's response in addressing the myriad of issues facing our clients in responding to Sarbanes-Oxley including internal control attestation and corporate governance matters.

Richard Earnest

Richard Earnest is on the strategic advisory Board of Apex Ventures, and serves as the Deputy Mayor of Del Mar, California. He is past CEO of Peregrine Systems, President of VM Software, Inc., and the founder and CEO of AdvantEdge Systems. He serves on the board Accessline Communications Corporation and has served on the boards of seven other technology companies, whose applications range from help desk management and security to education and telephony. Earnest has also directed the activities of ADAPSO, the premier industry trade association for technology companies,.

Rick Fox

Rick Fox is a Principal, Ravenfire LLC and has more than 30 years of financial expertise in the high-technology industry. Rick is past President and COO at CyberSafe Corp., an Internet security software company, and was CFO and a member of the Board of Directors of Wall Data. Before Wall Data, Rick was a Senior VP at PACCAR, where he was actively involved in M&A work and management of European operations. Rick also spent 28 years with Ernst & Young, last serving as Managing Partner of the Seattle Office.

Doug Bevis

Doug Bevis invests in Northwest technology companies via his Washington Park Ventures LLC. He served as Chief Financial Officer for two Puget Sound technology companies for their Initial Public Offerings in the late 1990s: Apex PC Solutions in 1997 and Infospace in 1998. He currently serves on various not-for-profit boards.