

CEO AND BOARD LEADERSHIP

Insiders' Views of Corporate Governance

Management 550
Spring Quarter 2020

Foster School of Business
University of Washington

Course Syllabus

BASIC INFORMATION

Instructors: Neal Dempsey & Eileen O'Neill Odum
Dempsey: 408-718-6616 or 650-854-1500; neald@uw.edu
Odum: 917-843-9136; eodum@uw.edu
Office hours: By appointment
Class: Thursday 3:30 to 5:10 p.m.
TA: Mike Parrish: mparr20@uw.edu

COURSE OVERVIEW

To be an effective business leader, one must have a good understanding of the role and responsibilities of Boards of Directors whether you work for one, aspire to Board service or are looking for advice and assistance for your start up.

We will explore how an effective board can provide competitive advantage and be a key factor in the long-term success of a business. And, we will also evaluate the other side of board performance – when board governance is asleep at the wheel or otherwise failing to appropriately execute their core responsibilities.

This course will go beyond the textbook and behind the headlines to bring you the perspective of business leaders who serve as Independent Directors and/or CEO's of major corporations and emerging companies in the Seattle area, Silicon Valley and Canada.

WHAT YOU WILL LEARN FROM THIS COURSE

- The roles & responsibilities of management and that of the board
- The characteristics of a high performing board
- How boards hire, assess and fire their CEO
- How boards fulfill their fiduciary responsibilities
- Board's role in: development of strategy; risk oversight; corporate culture; talent development; capital investments; financial structure; M&A
- Distinctions among board roles for publicly-held corporations, privately-owned companies and non-profit organizations
- Distinctions between board roles for early-stage versus more mature companies
- Board culture and "fit"; best practices in board recruitment and succession
- Best practices in board processes, organization and assessment
- Lessons learned from board room challenges, dynamics, success and failure

This course is designed to address these key issues and others related to the roles and relationships of CEO's and their boards as corporate governance continues to experience increasing scrutiny and dramatic changes.

Learning will come through a combination of lectures, readings, team assignments and presentations from practitioners.

This course is held in the Spring Quarter in order to align with most companies' Annual Meeting timeframes which generates media coverage of lively shareholder meetings, contested board elections and shareholder activism on issues such as executive pay, ethics & integrity, diversity & inclusion, board effectiveness in creation of shareholder value and increasing environmental, social & governance (ESG) concerns.

INSTRUCTORS' BIOS

NEAL DEMPSEY is Managing General Partner of Bay Partners, one of the longest-running venture capital firms in Silicon Valley. Forbes has named him as one of the top 100 venture capitalists in the world. Throughout his career, Neal has served on over seventy-five public and private company boards.

Giving back is a cornerstone of Neal's investing philosophy. In addition to being awarded the Gates Volunteer Service Award, he has endowed scholarship funds for students, young assistant professors and athletes at the University of Washington, Willamette University and Claremont McKenna College. Neal provided leadership for the Capital Campaigns for University of Washington's Dempsey Hall and Dempsey Indoor.

A lover of outdoors, Neal serves on the board of ACES, an environmental organization in Aspen, Colorado. He also is the Chair of Uplift Family Services, which helps over 30,000 children and

their family members recover from trauma, such as abuse, severe neglect, addiction and poverty.

EILEEN ODUM is an independent corporate director, board & audit committee chair, who previously held President, COO and Group CEO roles for publicly-held telecom and investor-owned public utility companies, including Verizon, GTE and NiSource, Inc. She has also served in as an interim CEO at the request of her peer directors.

Eileen relocated 14 times during her corporate career fulfilling roles of increasing responsibility in finance, regulatory analysis, strategic planning, marketing, sales leadership, and all aspects of operations. In addition to corporate boards, she has received gubernatorial appointments to public sector boards and served on numerous business sector & non-profit boards across the country.

Neal and Eileen are both proud Foster School alumni and long-serving members of the Foster School of Business Dean's Advisory Council. Neal served as the Frisky Chair for the 2014/15 academic year. Neal is an active supporter of UW athletics and one of the University's most generous donors.

REQUIRED MATERIALS & READING ASSIGNMENTS

Textbook: The Governance Revolution – What Every Board Member Needs to Know Now by Deborah Hicks Midanek.

Reading Assignment for: April 9 – Part II & Chapters 6 - 9
April 16 – Chapters 10 - 14
April 23 – Part III & Chapters 15 - 17
April 30 – Part IV & Chapters 18 - 22
May 7 – Chapters 23 - 28
May 14 – Part V, Chapters 29 – 33 & Conclusion

CLASS PREPARATION Textbook & media reading assignments and preparation of team presentations are required.

CLASS EXPECTATIONS Verbal and written skills are critical for business and board leadership. This class puts a high priority on your attendance, your focus and ability to present your ideas in a clear and concise manner.

CLASS DISCUSSION Active, informed participation is central to success in this course. Discussions will include reflections on guest speaker presentations, response to team presentations and interaction during class discussions and lectures. Active participation by every member of the class is expected and will be reflected in the final grade.

QUIZZES Assessments will be assigned via Canvas and posted on April 16, April 30 and May 14th and due the following Tuesday by 11:59 p.m. Quizzes will be timed for 45 minutes and consist of essay questions related to the textbook assignments, guest speaker remarks.

TERM PAPER Original paper is required to be submitted by May 20th. The paper should be no more than 8 pages, double-spaced. A list of topics for the term paper will be posted the first day of class. If you wish to address a governance topic that is not listed, please discuss with the instructors to gain their approval prior to May 1st.

TEAM NEWS TOPIC PRESENTATIONS are required and will be scheduled for the third week of class and each week thereafter. All students are expected to participate and take part in the team presentation. Teams of 3 to 4 students will be formed via sign up on Canvas. If you have not signed up for a team by April 7th, you will be assigned to one. Your team will make a 10-15-minute video presentation on a current business topic related to corporate governance and post it on Canvas no later than 11:59 p.m. on the Tuesday evening preceding that week's class. Selection of a provocative governance topic, presentation structure and time management are essential for a successful presentation. During the quarter, be aware of current topics that are important, interesting and timely as reported in media. Check the Canvas Team sign-up sheet to ensure that your team's topic has not been selected by another team.

GRADING COMPONENTS

Final grades will be calculated based upon the following:

- Quizzes 30%
- Term paper 25%
- Participation in team presentation 20%
- Class participation 25%

NOTE: Class participation includes participation in class discussion throughout the quarter, participation in Q&A with guest speakers and interaction during class with the instructors and fellow students.

COMMUNICATIONS WITH INSTRUCTORS

COFFEE SESSION -- During the quarter, the instructors look forward to having a virtual "coffee" with each student. The schedule & sign-up will be posted on Canvas the first day of class.

OTHER COMMUNICATIONS – The instructors will make every effort to be available at other times. Please contact them via email for meetings/office hours.

CLASS SCHEDULE

Generally, our class schedule will be as follows:

- 3:30 – 3:40 p.m. Welcome
- 3:45 – 4:10 p.m. Lecture & Class Discussion
- 4:10 – 4:15 p.m. Guest Speaker Introduction
- 4:15 – 5:00 p.m. Guest Speaker, including Class Q&A
- 5:00 – 5:10 p.m. Wrap up & Adjourn
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CLASS ETIQUETTE

We ask for your focus and undivided attention during class sessions while we do our collective best to utilize technology to substitute for in-person engagement. Our guest speakers', instructors', fellow students' and your time is valuable; we ask for your contribution towards maximizing the value of this course to all.

In addition, we ask that all students consistently utilize their cameras so that we can become better acquainted with you over the course of the quarter. This is also requested out of respect for our guest speakers and will impact your class participation grade.

We look forward to an engaging, highly informative, appropriately rigorous, interactive and rewarding quarter. You will be receiving a brief survey at the conclusion of the first 3 classes to aid us in delivering continuous improvement with this new (to us) technology; please provide your candid feedback and advice.

Neal & Eileen

GUEST SPEAKERS

Phyllis Campbell, Chairman, Pacific Northwest, JPMorgan Chase & Co., Director Alaska Air, Diversity Advisory Board Toyota North America	4/2	4:10 pm
Jeff Roe, President & CEO Premera Blue Cross	4/9	4:10 pm
Jim Jiambalvo, Chair Foster School Accounting Department	4/16	4:10 pm
Katherine Regnier, Founder & CEO Coconut Software	4/23	4:10 pm
Ken Denman, Partner Sway Ventures, Director Lending Club, Costco Wholesale, Motorola Solutions	4/30	4:10 pm
Annie Young-Scrivner, CEO Godiva Chocolatier, Director Tiffany, YUM! Brands, Inc.	5/7	4:10 pm
Alex Shootman, CEO Workfront	5/14	4:10 pm
Patty Bedient, Lead Independent Director Alaska Air, Director Suncor Energy, Inc., Park Hotels & Resorts	5/21	4:10 pm
Brad Tilden, Chairman, President & CEO Alaska Airlines, Director, Nordstrom	5/28	4:10 pm