

## Monthly Dinner Meeting

NOVEMBER 10<sup>TH</sup> MEETING:

**Panel Discussion:**

**Gwen Le Berre - Director of Proxy & Governance, Charles Schwab Investment Management**

**Kai Liekefett - Head of V&E's Shareholder Activism Response Team**

**Jeffrey E. Curtiss, CFA, CPA, J.D., L.L.M. (Taxation)**

**H. Stephen Grace, Jr., Ph.D. - President of H.S. Grace & Company, Inc.**

## "The Shareholder Activist Playbook and How to Take Actions that May Reduce the Likelihood of a Disruptive and Costly Activist"

2015 has been a new record year for shareholder activism with more than 250 campaigns and more than 100 proxy contests to date. As commodity prices continue to be depressed, activist hedge funds appear to be turning their attention to the energy sector and starting to build stakes in oil and gas companies. Recovering oil prices could entice even more activists into attacking energy companies, and activism experts expect a hot winter in the oil patch and elsewhere. The panel will give an overview of the current shareholder activism landscape, explain the activist's playbook and discuss how to take actions that may reduce the likelihood that your company will incur a disruptive and costly activist.



Gwen Le Berre, Director of Proxy & Governance, leads the corporate governance research efforts of Charles Schwab Investment Management, Inc. (CSIM), the investment advisor to Schwab Funds, Laudus Funds, and Schwab ETFs™. She is responsible for the development of CSIM's corporate governance policy and provides oversight for the implementation of its proxy voting guidelines. She also serves on the firm's Proxy Committee.



Vinson & Elkins is the No. 2 in the U.S. activism defense league tables for 2015 YTD (Source: SharkRepellent) and Kai is the head of V&E's Shareholder Activism Response Team. He is a corporate partner with 15 years of experience practicing law in New York, Houston, London, Germany, Hong Kong and Tokyo. Prior to joining V&E in Houston, Kai was with Cravath, Swaine & Moore in New York and London and with Linklaters in Germany, London, Hong Kong and Tokyo. Kai holds a Ph.D., magna cum laude, from Freiburg University; an Executive MBA, summa cum laude, from Münster Business School; and an LL.M., James Kent Scholar, from Columbia Law School. He is admitted to practice in New York, Texas and Germany.



Jeffrey E. Curtiss is a member of the Board of Directors of KBR, Inc., a NYSE listed \$6 billion engineering and construction company with 25,000 employees and \$3 billion of market capitalization. He serves as Chairman of its Audit Committee and serves on its Nominating and Corporate Governance Committee. He also served as a member of its Independent Committee which evaluated aspects of the KBR split-off from Halliburton and served on KBR's Compensation and Social Responsibility Committees in past years.



H. Stephen Grace, Jr., Ph.D. is President of H.S. Grace & Company, Inc., a firm which provides specialized financial and operational advisory services to healthy and troubled companies, assists in complex commercial litigation, and advises on issues of corporate governance, oversight and control. He was the named Corporate Governance Expert for the Officers and Directors in the First Energy litigation, related to the "blackout" that affected over 50 million people in the Northeast. H.S. Grace & Company served as Consultant to the Directors and Officers Insurance Carriers on the Walt Disney Shareholder Derivative litigation and served as consultant with a mutual fund alleged to have permitted "market timing."

Professional Development Session - Continued on Page 2

## Monthly Dinner Meeting

Tuesday, November 10th, 2015

**LOCATION:**

**Houston Country Club**

1 Potomac Drive

Houston, TX 77057

**AGENDA:**

Professional Development Session (4:30pm)

Social hour (5:30pm)

Dinner (6:30pm)

**MEETING SPONSORS:**



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### FEI Houston Chapter

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info@feihouston.org

Chapter Manager: Logan Beszterda

# A Letter from the President



I look forward to seeing everyone at our November 10th dinner meeting which follows an interesting meeting in October with Tim Keith, the CEO of Texas Central Partners, the company developing the controversial proposed high speed train from Houston to Dallas. Our November dinner meeting will feature a panel discussion on shareholder activism and the governance practices to avoid it. This should be highly informative and relevant to all executive officers and board directors. The panel will consist of two highly accomplished FEI members, Stephen Grace and Jeff Curtiss, as well as one of the leading legal advisors in the field, Kai Leikefett of Vinson & Elkins, and a shareholder representative, Gwen LeBerre, the director of Proxy and Governance at Charles Schwab Investment Management.

Sincere thanks go to our November Platinum Sponsor, Robert Half/Protiviti, and our Gold Sponsor, Enterprise Fleet Management. Protiviti will present an interesting panel discussion on supply chain cost management at the PD session. Our PD Committee will be raffling an assorted meat and cheese basket to a PD session attendee as an added inducement to attend. I also want to extend a special thanks to our sponsor, Siegfried Group, who is offering three \$100 restaurant gift certificates that will be awarded to the 3 members who recruit the most new members by next May's meeting. Further thanks go to Pappas Restaurants and Ernie Pekmezaris personally for supporting our membership effort. Without the generous support of our sponsors we could not accomplish all that we undertake. Please consider our sponsors when assessing the business services your companies require.

If you have not attended a meeting in a while, please come to a meeting and see what you are missing. The Chapter continues to attract interesting speakers and add new events to benefit our members. Let's share the benefits of membership with others by inviting your colleagues and business acquaintances who qualify for membership to one of our meetings. I want to encourage every member to bring 3 prospective members to meetings this year. Win one of the above-mentioned gift certificates, and make a difference to your Chapter. Also, please consider volunteering to serve on a committee this year. It only takes a bit of time, and the more you put into the organization, the more you will get out of it. A list of committee chairs can be found on the side panel of this letter and on our website at [www.fei-houston.org](http://www.fei-houston.org). Reach out to any of us or Logan if you are interested! Finally, as you consider year-end charitable contributions, please consider the FEI Houston Scholarship Foundation, a 501 (c)(3) charitable organization that awards \$48,000 of scholarships annually to juniors at 12 universities in Southeast Texas. You can make a donation online through the website or by delivering a check to Logan.

I hope you take advantage of all that FEI has to offer. See you on November 10th.

Regards,  
Joe Abell

President, Houston Chapter of Financial Executives International

*FEI: The primary resource for financial executive education and leadership development and the principal avenue to influence financial matters in Houston.*

## Monthly Dinner Meeting (continued from page 1)

NOVEMBER 10<sup>TH</sup> PROFESSIONAL DEVELOPMENT SESSION:

**Chris Monk- Managing Director - Supply Chain, Protiviti**

**Sponsored by Robert Half**

### "A CFO's Toolkit for Strategic Cost Management"



Chris is a Managing Director and founding member at Protiviti where he serves as one of the leaders of the Global Supply Chain Solutions practice. He has over fifteen years' experience in supply chain, both within industry and serving clients as a consultant. He has a proven track record of analyzing, improving, and transforming organizations and processes and delivering sustainable cost savings for clients in Oil and Gas, Utilities, Healthcare, and Financial Services. His areas of focus include S&OP, Sourcing and Procurement, Category Management, Contract Lifecycle Management, and Supplier Management.

Chris was also recently recognized as a "Supply Chain Pro to Know" by Supply and Demand Chain Executive Magazine.

## FEI Houston Officers and Committee Chairs

### President

Joe Abell, Entropy Modulation

### President-Elect

Frances Hawes

### Programs Chairs

Rob Schmitz, Flotek Industries

### Membership Chair

Mike Kinney, ERS of Greater Houston

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Stephen Grace, H.S. Grace & Company, Inc.

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## FEI Houston Chapter Directors

Bob Baumgartner

Jeff Curtiss, KBR

Phil Denning, Shell Oil Company

M. Colleen Estes, Sirius Solutions, LLLP

Chuck Fischer

Eric Khan, Mercantil Commercebank

Bruce Misamore, Yukos Oil Company

Ernie Pekmezaris, Pappas Restaurants

Michael J. Vitek, 212 Resources

## 2015 - 2016 FEI Houston Mission Statement and Goals

### MISSION:

Be the premier resource for Houston financial executives by offering high quality educational and leadership development programs and resources to inquisitive leaders that help advance their careers and allow them a voice in financial matters important to Houston businesses.

### GOALS:

- Maintain and enhance the value of the FEI brand by focusing on quality – quality members, programs and sponsors
- Be relevant to members
- Offer high quality programs and resources that help develop current and future financial officers
- Develop high quality and engaged sponsors to assist the Chapter financially, help identify programs and speakers, and help recruit new members
- Make FEI relevant and known in the community through involvement in Houston financial matters; be the voice of the financial community
- Run an effective, professional, and fiscally sound Chapter operation
- Give back to the community through our own foundation and in other ways in which our members personally choose



## New Members

Donald Helmer

Dale T Wilson

Rick Allen Zachardy

## Upcoming Events 2015- 2016 Season Meetings

November 10, 2015 - Monthly Meeting - *Panel Discussion*

December 8, 2015 - Sponsorship Appreciation Reception

January 19, 2016 - Monthly Meeting - *Jay Bryson, Wells Fargo*

February 13, 2016 - Annual Wine Dinner

February 16, 2016 - Monthly Meeting and Academic Honors Day - *TBD*

March 15, 2016 - Monthly Meeting - *Dan Pickering*

March TBD - New and Prospective Member Social

April 12, 2016 - Monthly Meeting - *Andy Agosto, Carrizo*

April - TBD - Annual Golf Tournament

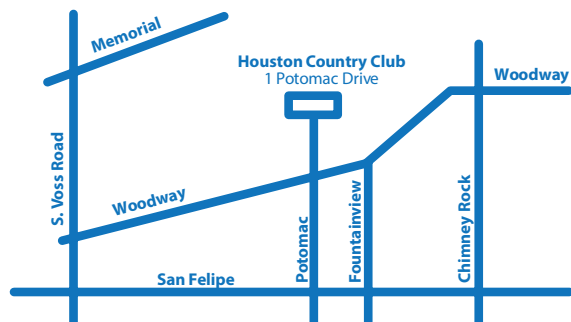
May 17, 2016 - Monthly Meeting - *Sally Sargent*

June 21, 2016 - Summer Breakfast Series 1

July 19, 2016 - Summer Breakfast Series 2

August 16, 2016 - Summer Breakfast Series 3

## Meeting Information



### LOCATION:

**Houston Country Club**  
1 Potomac Drive  
Houston, TX 77057

### AGENDA:

Professional Development  
Session (4:30pm)  
Social hour (5:30pm)  
Dinner (6:30pm)



## 2015-2016 Strategic Partners

### PLATINUM MEETING SPONSORS

Alvarez and Marsal  
BDO  
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Wells Fargo  
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### GOLD GOLF SPONSORS

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### ACADEMIC HONORS DAY

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Noble Energy  
RR Donnelly

### Secure your FEI Sponsorship today!

#### Contact:

Tony Maresca  
tmaresca@bepms.com

## Attend the Professional Development Session and WIN!



**Congratulations to Maurice Nassar who won the Oktoberfest Beer Basket at the October PD Session!**

**Would you like the chance to win gift basket too?**

**Attend the Monthly Meeting's Professional Development Session to be entered for our prize drawing. Must be present to WIN!**

**Look forward to seeing you at the next Professional Development Session!**