



**MEETING OF THE  
ROCKY MOUNTAIN CHAPTER OF THE  
SOCIETY OF CORPORATE SECRETARIES AND GOVERNANCE PROFESSIONALS**

You are invited to attend a *video conference luncheon meeting* of the Rocky Mountain Chapter of the SCSGP.

**DENVER**

**OMAHA**

<b>DATE:</b>	Thursday, March 20, 2008	Thursday, March 20, 2008
<b>TIME:</b>	11:30 am MDT – Register, lunch available 12:00 – 1:00 PM MDT Program	12:30 am CDT - Register, lunch available 1:00 – 2:00 PM CDT Program
<b>PLACE:</b>	Xcel Energy 1225 Seventeenth Street, 9th Floor	The Gallup Organization 1001 Gallup Drive, Omaha
<b>TOPIC:</b>	<b>Corporate Governance Developments for Non-public and Non-profit Companies: "Avoiding Internal Paralysis: SOX Creep and Bureaucracy"</b>	

**SPEAKERS:** **Karl Barnickol**, Partner, Husch Blackwell Sanders, St. Louis, former Senior Vice President, General Counsel and Secretary of Solutia, Inc., and former national Chairman of the Society.

In the wake of Enron and the other notorious corporate scandals, Congress adopted the Sarbanes-Oxley Act of 2002 establishing new, higher standards for the governance of publicly-traded companies. Now SOX is impacting the governance of privately-owned companies, nonprofits, and ex-US companies. New case law, enforcement actions, and regulatory initiatives are applying SOX standards to organizations whose boards and managements thought they were largely exempt from this law. This program will examine the "Creeping SOX" phenomenon and suggest steps to protect boards and managements of private companies and nonprofits.

Craig Kamins, Senior Consultant with the Gallup Organization.

The Gallup Organization has for the past several years studied different types of "barriers" organizations create that limit their success. These barriers are self-imposed, and tend to protect or further the needs of one group while creating damage elsewhere in the organization. One of the most common sets of barriers relate to harmful bureaucratic practices. In studying different types of bureaucracies, Gallup has identified a hierarchy or pyramid of different types of bureaucracy, why they evolve, and how to avoid the collateral damage that they create for customers and employees.

The presentation will provide a brief overview of the three levels of bureaucracy, the behavioral root causes, and the barriers that occur as a result.



### **ReadyTalk Audioconference/Webconference:**

If you are unable to attend this meeting in person, we are pleased to offer our members and guests the opportunity to participate in this meeting via webcast, courtesy of ReadyTalk. To join the meeting, please do both of the following by **1:00 CDT / 12:00 MDT**:

**Audioconference:** Dial 866-740-1260; follow prompts; enter **7-digit** access code 9645027 and press #. You will be placed on music hold until the chairperson starts the conference call.

**Webconference:** Go to [www.readytalk.com](http://www.readytalk.com); enter **7-digit** access code 9645027 under the "Participant Login" heading and click Join. Enter Registration information, and then press Register button.

You will be able to see the slide presentation and listen to the speakers. Due to the potential high volume of participants, you will be on "mute" when you enter the call. The question and answer session will be managed through the web conference.

To ask a question, you may type in your question through the chat feature after you log onto the web portion of the conference. Further directions will be available once you have successfully logged on. If you experience any technical issues, please contact ReadyTalk Customer Care at: (800) 843-9166 or (303) 209-1600.

### **UPCOMING MEETINGS:**

National Conference, June 25-29, 2008, Boca Raton Resort & Club, Boca Raton, FL  
Western Fall Conference, September 17-19, 2008, Argonaut Hotel, San Francisco, CA  
Rocky Mountain Annual Meeting, November 2008, TBD

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**RESERVATION FORM  
March 20, 2008**



\_\_\_\_\_ **I WILL ATTEND IN PERSON (please order lunch!)**

MEMBER: \_\_\_\_\_

COMPANY: \_\_\_\_\_

TITLE: \_\_\_\_\_

E MAIL ADDRESS: \_\_\_\_\_

GUEST: \_\_\_\_\_

COMPANY: \_\_\_\_\_

TITLE: \_\_\_\_\_

**Please indicate if you have special needs for the lunch.**

**PLEASE NOTE: The cost for members and guests is \$15.00.** Lunch will be provided. Payment is due at the meeting - make checks payable to "Society of Corporate Secretaries and Governance Professionals." *No shows will be billed.*

**For Denver Members/Guests: PLEASE FAX RESERVATION FORM TO ANNA NORCIA AT 303.205.2519**

**For Omaha Members/Guests: PLEASE FAX TO DAVID GARDELS AT 402.964.5050.**

**PLEASE RSVP BY MONDAY, MARCH 17.**

**WE ENCOURAGE YOU TO BRING A GUEST**  
The Chapter has applied for CLE credit for this program.