"2010 Executive Compensation Strategies and Trends"
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Panelists:

- Susan Nowakowski, CEO, AMN Healthcare
- Michael Berthelot, Director, Fresh Del Monte Produce
- Lawrence Robinson, Principal, RCG|Executive Compensation
- David Lynn, Co-Chair, Global Public Companies Practice, Morrison & Foerster

Summary of Key Discussion Points:

1. Comp Plan should balance needs of shareholders and need to retain key executive management.

2. Comp Plan should contain three components:
   (a) salary;
   (b) short term incentives (annual cash bonus); and
   (c) long term incentives (SARs and RSUs)

3. Comp Plan should meet peer compensation percentile goal for key executive management set by Comp Committee (i.e., 50th peer comp percentile).

4. Salary component may contain "catch-up" raises for underpaid member(s) of key executive management.

5. Short term incentive component may contain discretionary bonuses in addition to objective bonuses measured against numerical goals.

6. Discretionary bonuses from 20-50% are consistent with best governance practices but consider submitting these discretionary bonus plans to ISS/Risk Metrics to discover if this shareholder advisory service will be recommending a "no" vote to its clients on the matter.

7. SARs are stock appreciation rights used in long term incentive compensation plans and have performance based vesting.

8. RSUs are restricted stock units used in long time incentive compensation plans and have time based vesting.

9. If long term incentive plan is 100% SARs and most SARs are underwater, consider adding RSUs to change the mix of the plan.

10. Long term incentive plan should include incentives based on improving shareholder return.