

Directors and their Duties

A one-day seminar



Wednesday 8 February 2006
Thursday 14 September 2006

The Institute of Chartered
Secretaries and Administrators
16 Park Crescent
London W1B 1AH

**Introductory/
Intermediate Level**

Get up to speed with ICSA Seminars practical 1 day seminar and avoid damages against directors and ruinous adverse publicity, highlighted in such cases as Equitable Life. Experienced speakers from the DTI, HSE and practitioners will impart practical advice on directors' duties, liabilities, corporate governance, insurance requirements and health and safety legislation.

Programme

09.00 Registration

09.30 **Recent Developments in Corporate Governance** – FRC's new Combined Code on Corporate Governance, the Company Law Review, Higgs, Smith, changes in constitutional document and an end to ultra vires?

10.15 **Director Types, Appointments, Induction and Disqualification** – Differences between the various categories of Director, from SIDs to Alternates. A checklist of issues to be tackled, the sanctions imposed by the Stock Exchange and the FSA's UK Listing Authority, and the situations which can lead to disqualification

11.00 Tea/coffee

11.15 **Directors' Powers and their Delegation** – Directors' powers outside the Company and their internal powers, matters reserved to the Board and those commonly delegated to committees and to individual Directors

12.00 **Directors' Duties – avoiding and dealing with conflicts of interest?**
The extent of the fiduciary duties, the duty of care and skill in practice and other duties plus recent developments in this area. The legal position and how this is commonly varied by the Articles of Association, some practical examples, related party transactions

12.45 Lunch

14.00 **D & O Insurance**
What is D & O? A brief history of the product. Types of cover available. Typical exclusions. How the product meets the risks. Buying a policy. Common problems.

14.45 **Restricting Directors' Liability** – Ways to avoid/reduce liability, from indemnities to insurance to self-help

15.15 Tea/coffee

15.30 WORKSHOP

16.30 Questions

16.45 Close

Who Should Attend?

- Company Secretaries
- Directors and aspiring Directors
- Managing Directors
- Bankers
- HR and Personnel Directors
- Consultants and advisors

Speakers

Richard Bagley BA FSA (Scot), former Legal Advisor & Company Secretary who has also spent time as a policy advisor on company affairs generally. He has over 15 years experience of working at a senior level in public & statutory companies and is also a Director of companies in the small business and charitable sectors

James Mee

James Mee is a partner in Reynolds Porter Chamberlain's Corporate Department. James' practice covers international and UK mergers and acquisitions, corporate finance (IPOs and secondary offerings), private equity/venture capital and joint ventures. James advises the boards of various UK listed and quoted plcs in relation to their corporate activity, corporate governance and compliance matters.

Mike Penry

Company Law Reform Bill Team, DTI

**CPD: ICSA, ILEX & Law
Society Accredited 6 Hours**

