

ICSA

EVENTS

NON-EXECUTIVE DIRECTORS' PROGRAMME

1 day · 15% discount with this flyer

Newcastle: 19 September 2007

London: 21 November 2007



Why this course is different

- It is designed specifically for non-executive directors.
- It is an interactive training course, not a collection of talking head presentations.
- Delegates participate in group discussions and exercises.
- It is delivered by expert practitioners from KPMG, Independent Audit Ltd, Hermes, PwC, ICSA, independent governance consultants and experienced trainers.
- It is limited to 35 delegates.
- Delegates receive practice notes on key issues and answers to exercises.

Speakers

Julia Casson, Independent Governance Consultant

Geoffrey Shephard, Director, ICSA Board Performance Unit

Nicola Collins, Manager, Audit Committee Institute, KPMG

Hanif Barma/Richard Sheath, Partner, Independent Audit Ltd

Simon Osborne, Chairman, ICSA Company Secretaries Forum and Director, ICSA Board Performance Unit

Jennifer Walmsley, Associate Director, Governance and Engagement, Hermes

Kevin Abbott, Director, UK Human Resource Services Practice, PwC

Eric Tracey, Senior Independent Director, Chloride Group PLC, Advisory Board Member, Governance for Owners LLP, former Finance Director, Wembley PLC and Amey PLC and Audit Partner, Deloitte & Touche LLP

Background and objectives

Changes in the corporate governance environment have meant that the role and responsibilities of non-executive directors (NEDs) and their training needs have changed over the past decade, and more changes are afoot. The purpose of this practical training course is to provide new and existing NEDs of UK companies with an essential understanding of their role in the company and how they can maximise their effectiveness.

Led by expert speakers, the course will cover the following issues:

- What are the principles of best practice in being an effective NED and how can you apply them to your role in the company?
- How will the revised Combined Code affect your role, duties and responsibilities?
- What lessons can be learnt from recent studies and events in the corporate sector?
- What sort of information should you receive from the company?
- What are your specific functions and responsibilities when sitting on nomination, remuneration and audit committees?
- How should you manage your relationship with the shareholders?
- What is your potential liability and how can you minimise legal risk?

Locations and dates

Newcastle 19 September 2007

London 21 November 2007

Fee

£401.63 + VAT (£471.91) £472.50 (~~£555.19 inc. VAT~~) ICSA Member/student fee · **Quote ref. RPG**

£446.25 + VAT (£524.34) £525.00 (~~£616.88 inc. VAT~~) ICSA Non-member fee · **Quote ref. RPG**

includes refreshments, lunch and comprehensive course materials

Who should attend?

NEDs and Company Secretaries of UK-based companies

CPD

ICSA, Law Society, Bar Council, ILEX and PMI accredited, up to 6 hours

Programme

09.00	Registration and coffee	12.45	A shareholder perspective on the role of the NED Jennifer Walmsley
	Chair: Geoffrey Shephard	13.15	Lunch Including a discussion with Eric Tracey
09.20	Introduction to the course Geoffrey Shephard	14.15	Governance dilemmas for directors Simon Osborne
09.25	Corporate governance – burdens and benefits A review of the corporate governance environment and an analysis of the current debate. What are the benefits and burdens of corporate governance? Julia Casson	15.15	Break
10.00	Legal liability and risk An outline of the role and key tasks of the board, including the common law duties and those proposed under the Companies Act 2006, what is expected of a NED, liability and insurance, due diligence and application of these principles Simon Osborne	15.30	Remuneration: the challenges for NEDs Key aspects of formulating a remuneration policy, legal constraints and best practice issues, an examination of the changing features of remuneration in 2006 and application of these principles to a case study Kevin Abbott
10.45	Break	16.15	Board composition An outline of the issues regarding board composition, including the nomination committee's responsibility for proposing candidates to the board as directors and for succession planning, including skill sets, search and selection Julia Casson
11.00	Audit committees, non-financial reporting and the role of NEDs Composition and role of the committee, ICSA guidance on terms of reference, US influences, non-financial reporting and the Turnbull guidance Nicola Collins, Hanif Barma/Richard Sheath	16.45	Conclusions
	Followed by: Interactive exercise on audit and financial reporting	17.00	Close
12.10	Induction, training and evaluation Simon Osborne		

ICSA assume that delegates have at least a working knowledge of the following:

- The Combined Code (2006)
- Higgs, Smith and Turnbull guidance
- at least an awareness of key points from the Companies Act 2006

EVENTS

Delegate 1:

Mr/Mrs/Ms/Miss/Dr/Other ACIS/FCIS

Forename(s) Surname

Position

Company

Address

Town Postcode

E-mail

Direct phone no. Direct fax no.

Delegate 2:

Mr/Mrs/Ms/Miss/Dr/Other ACIS/FCIS

Forename(s) Surname

Position E-mail

Delegate 3:

Mr/Mrs/Ms/Miss/Dr/Other ACIS/FCIS

Forename(s) Surname

Position E-mail

Dietary requirements:

Please specify any dietary requirements:

Dates:

Newcastle: 19 September 2007 **London:** 21 November 2007

Seminar fees:

Seminar fees are inclusive of refreshments, lunch and a delegate pack. Please complete and return the booking form to the address below with payment.

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No. £446.25 + VAT (£524.34) £525.00 + VAT (£616.88) ICSA Non-member fee · **Quote ref. RPG**

Payment:

Payment available by credit and debit card. All fees must be paid for prior to the seminar.

Please find enclosed a cheque made payable to 'ICSA Corporate Services'.

P. O. no. VAT registration no. GB761207941

Please charge my credit/debit card (American Express and Diners Club cards are **not** accepted).

Credit card: Visa Mastercard **Debit card:** Solo Switch Visa/Delta

Name of card holder (as shown on card)

Card no. Switch only Issue no.

Start date (where present) Expiry date

Security code (last three digits on the signature strip)

I authorise you to charge the following amount to my card: £

Signature of card holder Date

Return form to:

Please return to ICSA Events, 16 Park Crescent, London W1B 1AH or fax your booking form 020 7612 7034. Phone 020 7612 7032 · E-mail events@icsa.co.uk

Overnight accommodation:

If you require overnight accommodation please phone Phil Jackson, M H Forum Link Ltd – www.mhforumlink.com – on 0845 838 7432, fax 0845 838 7433 or e-mail info@mhforumlink.com for special rates. Please state the date of the seminar you are attending.

Seminars documentation:

I am not able to attend the seminar but please send me a set of seminar notes at £150.00. For overseas orders, please add £10.00 for postage and packaging. Documentation will be sent shortly after the seminar. Payment is required beforehand.

Booking conditions:

A refund will be issued on all cancellations received in writing up to 10 working days prior to the event, subject to a £50 + VAT (£58.75) administrative fee. No refunds will be issued for cancellations received after this time which therefore means that the delegate will be liable for the full event fee. The same conditions apply to transfers. A substitute delegate is welcome at no extra charge. The content and timing of the programme and identity of the speakers may be altered for reasons beyond the control of ICSA.