

ICSA

CORPORATE SERVICES

NON-EXECUTIVE DIRECTORS' PROGRAMME

1 day · £475/525

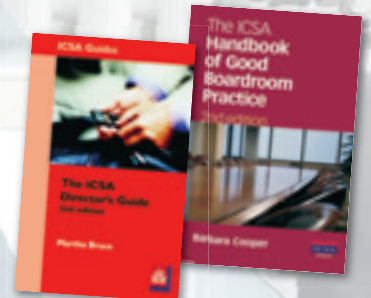
London: 13 March, 14 June and 21 November 2007

Manchester: 2 May 2007

Newcastle 19 September 2007



Register and receive a copy of:
The ICSA Director's Guide
Martha Bruce · RRP £24.95 or
The ICSA Handbook of Good Boardroom Practice
Barbara Cooper · RRP £44.95



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

Giles Peel, Director, Policy and Development, ICSA

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

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

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

Sir Malcolm Bates, Hon DLitt MSc FCIS FRAeS CCMI

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

London	13 March, 14 June and 21 November 2007
Manchester	2 May 2007
Newcastle	19 September 2007

Fee

£475 (£558.13 inc. VAT) ICSA Member/Student

£525 (£616.88 inc. VAT) non-member

includes refreshments, lunch, comprehensive course materials and evening reception

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

08.45	Registration and coffee	12.35	A shareholder perspective on the role of the NED Jennifer Walmsley
09.00	Introduction to the course Giles Peel	13.05	Lunch Including a discussion with Sir Malcolm Bates Hon DLitt MSc FCIS FRAeS CCMI
09.10	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	14.05	Governance dilemmas for directors Simon Osborne
09.40	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. Giles Peel	15.15	Break
10.15	Break	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
10.35	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 Followed by: Interactive exercise on audit and financial reporting	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
11.45	The nature and characteristics of boards (a) Changing nature of boardrooms in the wake of the revised Combined Code. How matters reserved for the board are evolving. Giles Peel (b) Development of directors. Induction, training and board evaluation. Simon Osborne	16.45	Conclusions
		17.00	Close

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

- The Combined Code (2006)
- Higgs, Smith and Turnbull guidance
- Key points from the Companies Act 2006 (formerly Companies Bill and Company Law Reform Bill)

SEMINAR BOOKING FORM

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 _____

Delegate 3:

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

Forename(s) _____ Surname _____

Position _____

Dates

London: 13 March 2007 14 June 2007 21 November 2007

Manchester: 2 May 2007 **Newcastle:** 19 September 2007

Seminar fees are inclusive of refreshments and delegate pack. Please complete and return the booking form to the address below clearly stating your method of payment. **Quote ref. RPG**

No. _____ £403.75 + VAT (£474.40) ~~£475.00 + VAT (£558.13)~~ ICSA Member/Student fee

No. _____ £446.25 + VAT (£524.34) ~~£525.00 + VAT (£616.88)~~ ICSA non-member fee

ICSA Guides

Seminar fees include either: (Please indicate clearly which book you would like included by marking the check-box)

The ICSA Director's Guide, 2nd edition, Martha Bruce, RRP £24.95

The ICSA Handbook of Good Boardroom Practice, 2nd edition, Barbara Cooper, RRP £44.95

Payment available by credit card – phone 020 7612 7032. All cheques must be made payable to 'ICSA Corporate Services Ltd'. Receipts will be issued for all non-invoiced payments. All fees must be paid for prior to the seminar.

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

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

Please invoice my company.

Make invoice out to: _____

Please specify any dietary requirements: _____

Overnight accommodation

If you require overnight accommodation please phone Phil Jackson, M H Forum Link Ltd (www.mhforumlink.com) on 0845 838 7432, e-mail info@mhforumlink.com or fax 0845 383 7433 for special rates. Please state the date of the seminar you are attending.

Seminar Documentation

I am not able to attend the seminar but please send me a set of seminar notes at £70.00.
For overseas orders, please add £10.00 for postage and packaging.

Booking Conditions

A refund will be issued on all cancellations received in writing up to 10 working days prior to the seminar, 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 seminar fee.

