

Corporate Governance Workshop

London, 12 - 13 November 2015

Understanding your responsibilities



London
Stock Exchange Group



Academy

Who we are

The educational model of the Academy is that of a "Corporate University" where the traditional classroom is replaced by an interactive approach to all open enrolment programmes so as to:

- Facilitate the exchange of experiences and expertise among the professionals attending.
- Actively encourage the transfer of knowledge and skills gained back into the workplace.

All our open enrolment courses are designed to analyse and explore developments in the international financial markets in order to improve delegates' technical and operational skills.

Our Strengths

Academy clients are able to benefit from two particular advantages when working with the Academy:

- Our faculty, encompassing experts from across London Stock Exchange Group and experienced UK, Italian and international financial market practitioners. On occasion, where appropriate we are also able to draw on the insights of leading academics from the most respected universities.
- Our innovative methodology, centred on the value of group learning, a collaborative approach and creating an active learning environment.

The Course

Overview

The delivery of best practice corporate governance continues to be a central focus in every board room. The combined pressures of unyielding media scrutiny and increasing demands of shareholders underline the need for a thorough understanding of good governance processes and also how to improve performance at the top of business.

This two-day workshop uses interactive exercises, group work and case studies to give delegates an in-depth understanding of the corporate governance framework in the UK and reviews current governance hot topics.

Why attend?

The global financial crisis and continuing corporate scandals have focused attention on the performance of those at the top of business and corporate governance standards are now in the spotlight more than ever before.

The topics covered in this course include:

- The impact and implementation of the UK Corporate Governance and Stewardship Codes
- Leadership and teamwork around the boardroom table
- The changes around executive remuneration
- The role of audit and the EU proposals for reform of the audit market
- Aspects of boardroom behaviour, including challenge, scrutiny and the impact of diversity following the Davies Report
- Improvements to financial reporting
- The key contribution of poor governance, risk management shortfalls and cultural problems to the failure of large organisations

Location

The course will be held at London Stock Exchange's headquarters located next to St. Paul's Cathedral at 10 Paternoster Square, London EC4M 7LS.

Who should attend

This two-day course has been designed to appeal to the following professionals:

- Chairmen
- Chief executives
- Company secretaries
- Executive and non-executive directors
- Directors of newly quoted AIM companies
- Heads of internal audit, compliance and risk management
- Institutional investors such as pension funds and insurance companies
- New entrants to investor relations
- All those individuals responsible for implementing best practice corporate governance in their organisation.

Trainer: Stephen Giles

Stephen Giles has 15 years of experience in managing corporate governance, risk management and fraud assignments.

He qualified as a chartered accountant with Deloitte & Touche in 1983 and transferred to Forensic Services in the early 1990s. Whilst there, he specialised in a variety of high profile and sensitive risk management and corporate fraud cases, including investigating the circumstances surrounding the collapse of Polly Peck International plc.

Stephen left Deloitte in 1997 to establish a consultancy which provides specialist services in risk management, corporate governance and best business practice. He holds an MA from Christ Church, Oxford and is a member of the Institute of Chartered Accountants in England and Wales.

The Course

Day 1

8:30 - 8:55 – Registration and coffee

9:00 - 09:20 – Welcome and Introduction to course objectives

9:20-10:30 – Understanding the UK corporate governance framework

- The 20th century governance background
 - Examining the development of the UK Corporate Governance Code
 - Evaluating traditional roles, responsibilities and structures
 - Establishing the benefits of improved governance
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10:30 - 10:45 – Coffee

10:45 - 12:30 - Directors' duties and the legal risks

- Duties – general and specific
 - Reporting – shareholders and stakeholders
 - Risks – shareholder litigation, regulator prosecution and disqualification
 - Protections – systems and resources, and indemnity and insurance
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12:30 - 13:30 - Lunch

13:30 - 15:15 – Implementing an effective risk management strategy

- What is risk?
- Analysing important risks facing businesses in the 21st century
- Examining the essentials for an effective risk management process, including strategy, risk mapping, transparency and accountability and how to embed risk awareness into corporate culture
- Overview of modern risk models – Turnbull, COSO, Basel II

Risk fitness test:

- Take the risk fitness test and evaluate how well your organisation's risk management process shapes up in terms of best practice
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15:15 - 15:30 – Coffee

15:30 - 17:00 – Highlighting the scandal factor, corporate integrity and how directors should behave

- Examining headline cases
- Key areas of concern – effectiveness of audit, scrutiny of executives, design of remuneration packages
- Fraud in focus – how to take a strategic, risk based approach
- Controls framework – control environment, prevention and detection

Fraud awareness quiz

The Course

17:00 – Close

Day 2

09:00 - 10:30 – Developing an effective and talented board post - Higgs

- Board basics – governance process model
- Leadership – the crucial role of the Chairman
- Non-executive directors – independence criteria and scrutiny requirements
- Board and committee structures

Board analysis – how does your board compare to others in terms of the performance drivers built into the Code?

10:30 - 10:45 – Coffee

10:45 - 12:30 – Examining the different approaches to Governance Issues

- Other UK governance models – AIM, public sector, GOCO
- The US perspective (Sarbanes-Oxley Act 2002 and recent developments)
- Other governance models around the world
- Key governance issues – performance evaluation, training and development, diversity

Discussion forum – through short presentations, delegates will discuss how the key governance issues of the day are handled

in practice

12:30 - 13:30 – Lunch

13:30 - 15:15 – Understanding latest issues surrounding the key board committees (remuneration and audit)

- Remuneration committee – tying remuneration to performance
- Elements of total pay & transparency of directors' remuneration
- Responsibilities and composition of the audit committee
- Relationship with internal and external audit and evaluating the audit process

13:15 - 13:30 – Coffee

15:15 - 17:00 – Business ethics – how to match values and behaviours

- Definitions and scope – examining “grey areas” of business conduct
- Individual characteristics and corporate culture – the key drivers of behaviour
- The modern business ethics toolkit
- Practical model for making business ethics work

17:00 – Summary and close

Terms & Conditions

12-13 November 2015

Registration fee: £ 1,330 + VAT

Joining instructions

Joining instructions will be confirmed by email 7 days prior to the course date. Please contact us if you do not receive any written registration confirmation. This registration form must be received by London Stock Exchange no later than seven days in advance of the course start date and submitted to Academy UK mail to academy_uk@lseg.com. All registrations are subject to the data protection policy and terms and conditions listed below.

Payment

The course fee includes all supporting documentation supplied by London Stock Exchange to the delegates in relation to the course. Delegates are responsible for their own travel and accommodation arrangement. Once your registration has been confirmed, London Stock Exchange shall issue you with an invoice. Full payment of the fees must be received by London Stock Exchange 28 days after receipt of such invoice.

Cancellation

Substitutions may be made, however you must notify London Stock Exchange of such changes at least 48 hours in advance of the course start date. If you are an organisation, you must provide London Stock Exchange with details of all delegates at least 48 hours in advance of the course start date. A full refund will be given for cancellation requests received at least 15 working days before the course. Cancellations must be made in writing (post, email or fax) and must be received by London Stock Exchange before the 15 working day deadline. Delegates who cancel 10-14 working days prior to the course will receive a refund equal to 50% of the fee. No refund will be given for cancellations received less than 10 working days before the course. London Stock Exchange reserves the right to change or cancel the course or any part of its published programme due to

unforeseen circumstances; in such circumstances London Stock Exchange will use reasonable endeavours to contact the delegate or organisation.

Liability

Whilst every effort is made by London Stock Exchange to ensure that the contents of the course are accurate and up to date, London Stock Exchange shall not be liable whatsoever to the delegate or the organisation participating in the course for any inaccuracy or misleading information, nor for any consequential damage or expense or any loss of profit or any liability to third parties incurred as a result of reliance on such information which is provided for educational purpose only. London Stock Exchange's total liability under this agreement shall be limited to the total fees payable under this Agreement. Nothing in this Agreement shall limit the liability for death, fraud or personal injury caused by its negligence.

Intellectual property rights

The delegate agrees that all intellectual property rights held in all documentation supplied by London Stock Exchange to the delegate in relation to the course are and shall remain property of London Stock Exchange and therefore any exploitation, copying or distribution in any form of the same is strictly prohibited. The delegate or organisation (whichever is applicable) shall not at any time use the name, logo, or trademark of London Stock Exchange without the written consent of London Stock Exchange.

Organisations

This section shall only be applicable to organisations who have booked their delegates on the course detailed below. You shall at no time publicly refer to the training which London Stock Exchange shall provide to your delegates, without the written consent of London Stock Exchange. Our training is not and will not be an endorsement of your organisation and the services you offer. London Stock Exchange does not endorse any training provided by Academy, London Stock Exchange Group.

Terms & Conditions

Data Protection

London Stock Exchange takes your privacy seriously. We collect and use personal information to provide services, conduct market research and inform you about relevant products and services.

Please confirm your preference below:

- I do NOT wish to receive information about products or services from the Academy of London Stock Exchange
- I do NOT wish to receive information about products and services from carefully selected third parties
- YES, I would like to receive information via electronic communication about future programmes from the Academy of London Stock Exchange

We will not disclose your data outside London Stock Exchange unless we have your permission except to business partners and to third party suppliers for processing purposes under normal business practice.

I have read and understand the booking terms and conditions.

SIGNATURE:

NAME:

DATE:

Terms & Conditions

Please complete the details below and sign to confirm acceptance of the terms and conditions. Completed forms should be returned to Academy, London Stock Exchange Group by email to: academy_uk@lsegroup.com. For any further information please contact the Academy Customer Care at: +44 (0) 207 797 1821.

Date of course: 12-13 November 2015 Registration fee: £1,330+VAT Total to be invoiced £_____ (Incl VAT)

Participant Information			
Title	Name	Surname	
Job Title		Company name	
Address Line 1		Address Line 2	
City	Post/Zip code	Country	
Email		Tel:	Fax

Position within company: <i>(please tick)</i>		Nature of business <i>(please tick)</i>	
Board/Senior Management	<input type="checkbox"/>	Listed/private Company <i>(please delete as appropriate)</i>	
General Management	<input type="checkbox"/>	Law	<input type="checkbox"/>
HR & Training	<input type="checkbox"/>	Accountancy	<input type="checkbox"/>
Planning & Control	<input type="checkbox"/>	Banking	<input type="checkbox"/>
IT	<input type="checkbox"/>	Consultancy	<input type="checkbox"/>
Legal	<input type="checkbox"/>	Funds	<input type="checkbox"/>
R&D	<input type="checkbox"/>	Investment Bank	<input type="checkbox"/>
Tax	<input type="checkbox"/>	Intermediary	<input type="checkbox"/>
Finance	<input type="checkbox"/>	Private Equity	<input type="checkbox"/>
Other	<input type="checkbox"/>	Other	<input type="checkbox"/>

*If you are registering a **multiple places**, please, complete the following:*

Company name		
Address Line 1		Address Line 2
City	Post/Zip code	Country
Contact email		Contact telephone number
Delegate 1: Name and email		
Delegate 2: Name and email		
Delegate 3: Name and email		
Delegate 4: Name and email		

Signature:

Name:

Date:

Academy

Comprehensive, quality education is fundamental in the development and growth of the economic financial system. Established in 2000, Academy, the educational centre of the London Stock Exchange Group, delivers on this aim by developing and offering a variety of seminars and training courses relevant to the financial, legal and corporate management community.

www.lseg.com/academy

Contact Details

E: academy_uk@lseg.com

T: +44 (0) 207 797 1821



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