

Non-executive directors' programme



A one-day course offering non-executive directors a thorough grounding in the role

The Non-Executive Directors' Programme offers both new and more experienced NEDs an essential understanding of their role and how they can maximise their effectiveness. The *Programme* looks at all aspects of the role in the context of legal and regulatory frameworks and established best practice. Issues such as board composition, liability and reporting are covered in detail, as are topics such as director development and remuneration. A 'Governance dilemmas for directors' session encourages directors to test their experience with a range of real-world scenarios.

The programme is delivered by course directors, Simon Osborne and Julia Casson, together with a range of guest speakers. Recent guest speakers have included Tim Goodman, Manager at Hermes Equity Ownership Services Ltd and Roz Crawford, Senior Manager at PricewaterhouseCoopers LLP.

Programme

8.45 Registration

Welcome and introduction

Corporate governance in the new financial climate

A review of the corporate governance environment and an analysis of the current debate. What are the benefits and burdens of corporate governance?

Legal liability and risks

An outline of the role and key tasks of the board, including the common law duties and those under the Companies Act 2006; what is expected of a NED; liability and insurance; due diligence and application of these principles; Bribery Act

Tea/coffee

Risk management, audit committees and the role of NEDs

Composition and role of the committee; ICSA guidance on terms of reference

Induction, training and evaluation

Importance of effective and planned induction; ongoing training and updating programmes; and the case for board evaluation.

A shareholder perspective on the role of NEDs

Lunch

Governance dilemmas for directors

Tea/coffee

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 and the new focus on diversity.

Board communication and technology

The importance of good communication for optimal board effectiveness and how technology can help

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; and application of these principles to practical examples.

4.30 Close