



# Corporate Governance

This modular programme has been designed for analysts, investors, middle management, board members, lawyers, regulators and legislators.

Module one features topics designed for management, analysts and others, including:

- Corporate governance principles
- Legislative requirements
- Integrating good corporate governance
- The role of HR and IT departments
- The cost of compliance
- Governance in context
- Corporate governance and emerging markets
- How to analyse and assess corporate governance

Module two features topics designed for board members, including:

- The board's responsibilities
- The role of independent and non-executive directors
- Relationship with internal and external auditors, the role of the audit committee
- Defining the CEO and evaluating his performance
- The practicalities of good board governance
- The requirements of shareholders; investor meetings and corporate reporting best practices

Course Director: **Nicholas Krasno**

These programmes are available in-house. For further information please call +44 207 779 8085 or e-mail [inhouseemea@euromoneytraining.com](mailto:inhouseemea@euromoneytraining.com)

Date 1: 28 - 31 January, 2008  
Date 2: 30 September - 3 October, 2008  
Venue: Budapest, Hungary

## COURSE OBJECTIVES

Designed for both directors and senior/middle management, this practical training course examines current best practices of all aspects of corporate governance and their implementation. Directors will be briefed on the new role of board committees and directors' responsibilities and powers: management will learn how to implement governance in their day to day activities, as well as how to assess the governance principles in other companies and institutions. The costs and benefits of best practices governance will be examined – including the benefits to company valuations and the share price. Practical guidance will be given on issues such as the relationship with shareholders and other stakeholders, and managing and meeting the expectations of the market, international investors, and local governmental and regulatory authorities. Directors will also be guided on the appointment and performance appraisal of CEOs and the management of other board-level appointments and board committees. The course will discuss the challenges of implementing best practice corporate governance in emerging markets, and will focus on the specific requirements of banks and financial institutions. Practical presentations on formulating and implementing modern international corporate governance principles will be blended with case studies drawn from recent international precedents, together with workshop projects utilising the experience and skills of seminar participants in exercises that simulate real-life experiences.

## OBJECTIVES

- Learn the current state and direction of best practices in corporate governance.
- Understand how to implement and embed best practices within your organisation/institution.
- Structure board committees and institutional policies and procedures to conform to international requirements and expectations.
- Communicate governance procedures to outside stakeholders – including shareholders, governments, and communities.
- Implement governance directives within the management of the institution.
- Analyse the governance of other institutions.
- Analyse the cost, and identify and maximise the financial benefit, from improved corporate governance and procedures within your organisation.

## COURSE DIRECTOR

**Nicholas Krasno** has more than thirty years of experience in the banking and financial world. In 2003, after over ten years with **Moody's Investors Service**, he established his own financial consulting practice, to advise banking institutions and governments in Europe, the United States and East Asia. His specialisations include strategic development, risk analysis and metrics, credit portfolio and capital management for banks and financial institutions, the development of securitisation markets, and prudential bank supervision and regulation.

From 1992 to 2003 Mr Krasno was **Senior Vice President of Moody's Investors Service, in the rating agency's Financial Institutions, Banking & Sovereign Risk Group**. He was Moody's lead analyst for banks and financial institutions in the emerging markets of East and South Asia including China, Korea, Thailand, Malaysia, Hong Kong, Singapore, Taiwan, Indonesia and India. As lead banking analyst he also contributed to Moody's analysis and sovereign ratings of countries and governments. This included the period before, during, and after the turmoil of the East Asian financial crisis. Mr Krasno was also responsible for the ratings of major international banks headquartered in the United States, as well as those in several European countries including the United Kingdom. As a senior executive of Moody's, Mr Krasno chaired the rating committees, and represented the company with bank managements and governments throughout the world, and with major international investors.

Mr Krasno is well known as a challenging and entertaining presenter and, in addition to his training programmes, is a regular contributor to international investor conferences in New York, London, and Asia. Prior to his career with Moody's, Mr Krasno was a banker with international and domestic North American responsibilities for firstly, **Mellon Bank, N.A.** and, subsequently, **Bank of Montreal**. He has lived and worked in London, Toronto, and New York, in roles covering corporate, financial institution, and country credit analysis, project finance lending, and loan syndication. Mr Krasno is a graduate of Oxford University.

## MODULE ONE

### DAY ONE

#### Introduction, codes of practice, implementation, costs and benefits

##### The basis of corporate governance principles

- Definitions
- The functions and purposes of the corporation
- The role of the board; executive vs. non-executive directors
- Assigning responsibility for corporate governance within the institution
- Recent regulatory trends in corporate governance
- Importance of the right culture within the institution
- The role of corporate greed
- How capital markets impose corporate governance requirements:
  - ownership reporting requirements
  - related party transactions
  - takeover code
  - shareholder voting

##### Legislative requirements, international regulatory standards - the level playing field

- An overview of international best practices and regional variations
- The international perspective - divergence or convergence?
- US-style legislation vs. UK-style voluntary code
  - The US SEC, Sarbanes Oxley Act, Patriot Act, AML legislation
  - EU recommendations
  - World Bank/IMF requirements
- The SRO dimension: principles of effective self-regulation
- The development of banking regulation and supervision and its impact on corporate governance: Basel II, International Accounting Principles/IASB
- Understanding and measuring corporate risk; the importance of 'compliance risk'

##### Integrating good corporate governance throughout the institution

- The importance of clear and defined roles and relationships for board, senior executives, and management
- The functions of the Human Resources and IT departments
- Communication and compliance: top-down vs. bottom-up
- Using technology to spread good corporate governance
- Relationships with communities and with governments
- The place and principles of social responsibility
- The practicalities of investor relations: communicating with the market
- Data and information retention and management
- Decision-making and transparency
- The role of the "whistle blower"
- Setting up internal hot-lines

##### Corporate governance – towards a cost-benefit analysis

- The costs of compliance

##### Case study: the impact of internal complaints mechanisms

- The rewards: a study of share performance metrics
- Corporate performance and boardroom practices - the link
- Good governance – the economic development dividend

5 easy ways to register and obtain further information

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4 web: [www.euromoneytraining.com/europe](http://www.euromoneytraining.com/europe) 5 mail to: Euromoney Training EMEA, Nestor House, Playhouse Yard, London EC4V 5EX, UK

## Budapest, Hungary

**DAY TWO****Governance in context: industry specifics, the special problem of emerging markets, corporate governance analysis****Industry specifics: banks and other financial institutions**

- Banks and other lending institutions
- Governance in banks - the agency problem
- Financial institutions – opacity and its problems and risks; “rogue traders” (Barings, AIB/Allfirst, National Australia Bank)
- Asset management companies and NPLs: governance in impaired loan recoveries and work-out

**Case study:** China and the state banks AMCs

- The role of government-owned financial institutions: public sector governance and the banks
- The role of the bank in improving the governance of the corporate sector

**Case studies:** European and US bank involvement in Enron, WorldCom, Parmalat

- The view from the regulator’s perspective: The role of good governance in the management of systemic banking crisis

**Case study** – the Asia experience

- Governance in a competitive industry - the winning edge

**Other financial institutions and companies**

- Investment funds
- Corporates – how effective are the capital markets in enforcing governance?
- Public vs. private companies
- Governance for family businesses
- Outsourcing – controlling the governance
- State owned enterprises and corporations: governance issues

**Case study:** the Australian experience

- Governance in governments: the public sector
- Public pension funds
- Transcending borders: the specific challenges of corporate governance for multinationals

**Good corporate governance and emerging markets**

- The challenge for corporates and banks operating in emerging markets
- The significance of government involvement in the economy
- Information asymmetries and inequalities
- The patterns of ownership in emerging markets
- The protection of minority investors

**Case study:** protecting investor rights in Russia

- Convergence to the OECD norms?

**The economic dimension**

- The ‘corruption premium’ and the cost of accessing global capital
- Impact on foreign direct investment
- The vulnerability of short term capital flows

**How to analyse and assess corporate governance**

- The use of external indicators
- The domestic and international rating agencies; the problems of assigning ‘corporate governance’ ratings - the Standard & Poors experience
- The use and abuse of other governance measures and indexes

**MODULE TWO****DAY ONE****Boards, Directors and Board Committees****The Board**

- Principles of independence and leadership
- The Board’s responsibilities for:
  - Executive pay and compensation
  - Critical financial reporting policies
  - Nomination and appointment of directors
  - Compliance and ethics

**Case studies:** Expensive failures – NYSE (\$188 million); and Disney (\$100 million)

- The Board’s processes and self-evaluation
- Fiduciary responsibilities of directors

**Independent and non-executive directors**

- Are independent directors the solution?
- New powers for non-executive directors, stiffer penalties for negligence
- Rule of engagement: defining the non-executive director
- A parallel universe? Independent legal advice for board members; alternative budgeting

**The Audit Committee**

- The role of the audit committee
- Its membership and expertise requirements; “financial literacy” requirements
- Its processes and procedures
- Relationships with internal and external auditors
- Managing changes in membership

**The Compensation Committee**

- Director and CEO compensation
- Pay for performance – for board members
- Share ownership by directors – alignment or conflict of interests?
- When can options be exercised? When and how can shares be bought or sold?

**DAY TWO****The CEO and the implementation of good governance: what directors need to know and do****The Chief Executive Officer**

- Defining the CEO: requirements for successful company leadership
- Evaluating CEO performance
- Chairman and Chief Executive – splitting the roles: the arguments for and against

**The practicalities of good board governance**

- US principles and global practices: international creep of Sarbanes Oxley and the SEC
- The importance of formal company policies
- Communicating governance inside and outside the company
- Investor relations: responsibilities for the board
- Disclosure and financial reporting ‘best practices’
- Earnings management: a practical guide

**The shareholders**

- The requirements and demands of the shareholders
  - Investor meetings
  - Corporate reporting: “best practices”
- Shareholder activism – the place of corporate governance reforms in shareholder lawsuits
- A two-way street: the responsibilities of shareholders

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# CORPORATE GOVERNANCE

## registration and further information

### GROUP BOOKING DISCOUNTS\*

- 3 delegates - 10% discount
- 4 delegates - 12% discount
- 5 delegates - 15% discount

\*Available for delegates from one organisation attending the same course.

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### COURSE FEES

(A rental cost will be charged if delegates don't bring a Laptop)

**Standard delegate fee for Module One:**

**£2,000**

**Standard delegate fee for Module Two:**

**£2,000**

**Standard delegate fee Both Modules:**

**£2,860**

**SAVE MONEY-10% GROUP DISCOUNT**

**10% discount available on all the above prices\***

\*Discount of 10% for second and subsequent delegates from the same institution on the same programme. This discount can not be used in conjunction with any other offer.

Fees include all the tuition, full course documentation, lunches and refreshments for the duration of the programme.

Incidental expenses: Euromoney Training EMEA is NOT responsible for covering airfare or other travel costs incurred by registrants. Delegates will be responsible for their own accommodation.

Please note that Euromoney Training EMEA reserves the right to refuse admission to the training if proof of payment has not been received prior to the start of the programme.

An invoice will be sent upon receipt of registration form.

Payment must be received in full prior to the course start.

### CANCELLATION POLICY

A full refund less an administration fee of £100 will be given for cancellation requests received up to 20 working days before the event. Cancellations must be made in writing (letter or fax) and reach this office before the 20 working day deadline.

Delegates who cancel less than 20 working days before the event, or who don't attend, are liable to pay the full course fee and no refunds can be given. However, if you wish to attend the next course, and you have paid your course fee in full, you will only be invoiced for 25% of that course fee. Please note that you can only transfer once. Please note that the next course must take place within 6 months of the initial application. Of course, a replacement is always welcome.

### DISCLAIMER

Euromoney Training EMEA reserves the right to change or cancel any part of its published programme or teaching faculty due to unforeseen circumstances.

### CUSTOMER INFORMATION

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### REGISTRATION

#### CORPORATE GOVERNANCE

- 28 - 31 January, 2008, Budapest, Hungary (EOT2237)
- 30 September - 3 October, 2008, Budapest, Hungary (EOT2238)

In order to guarantee a place on the course delegates are kindly requested to register at least 6 weeks prior to the course start.

### PERSONAL DETAILS

Please print clearly or attach business card

Family Name (Mr/Mrs/Ms)

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### METHODS OF PAYMENT

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