

# PARIS

## Modern Corporate Governance

### A 4-day training programme covering:

- The strategic role of the board of directors
- Shareholders' rights
- The increasing importance of institutional investors
- The special situation of financial institutions
- A comprehensive analysis of EMEA corporate governance systems
- Corporate governance lessons from the financial crisis
- Assessing corporate governance in your organisation
- Corporate social responsibility as a business driver
- Socially responsible investment



This training also deals with questions like – what is so special about corporate governance?, how are banks regulated? and includes insights from international experience.



**Course Director:** Dennis Driscoll

**Date:** 8–11 June 2010

**Venue:** Paris, France

**please register early**  
Due to recent changes in visa processing, delegates are strongly advised to obtain relevant visas up to 3-weeks prior to the course.

5 easy ways to register  
or to make an enquiry

1. Web  
[www.euromoneytraining.com/EUROPE](http://www.euromoneytraining.com/EUROPE)  
2. Email  
[emea@euromoneytraining.com](mailto:emea@euromoneytraining.com)

3. Telephone  
+44 (0)207 779 8543  
4. Facsimile  
+44 (0)207 779 8140

5. By post  
Euromoney Training EMEA, Nestor  
House, Playhouse Yard, London  
EC4V 5EX, UK

# Modern Corporate Governance

## Agenda

**who should attend**  
The course will be of value to professionals in the following areas:

- Directors
- Senior management
- Investors
- Analysts
- Regulators
- Financial journalists
- Lawyers

## Day 1

### Introduction, the central role of corporate governance, codes of practice

- Why is corporate governance so important?
  - Dilemmas in holding corporations accountable
  - The role of the board of directors

Case study: Enron
- The development of corporate governance codes
  - OECD Principles
  - The influence of the Cadbury Report and the UK combined code
  - World Bank/IMF involvement
  - The convergence of national corporate governance systems?
- What is so special about corporate governance in banking?
  - The role of banks in resource allocation
  - The claimed special circumstances:
    - opaqueness: information asymmetries
    - the regulatory environment
- The business case for corporate governance
  - Enhanced financial performance
  - Access to capital
  - The effect on competitiveness
  - The effect on employee relations
  - The minimisation of litigation risk

Case study: U.S. Alien Tort Claims Act



## Day 2

### The Structure of corporate governance

- The roles of the board of directors
  - The board as watchdog
  - The board as strategist
  - The board as adviser

Case study: WorldCom
- The board's composition
  - The role of the Chairman
  - Executive vs. non-executive directors
  - The board's committees: audit, remuneration, nomination and risk
  - The 'tensions' related to non-executive directors
  - Qualities to look for in independent directors
  - The role of the Company Secretary

Case study: Lehman Brothers
- The new emphasis on directors' remuneration
  - The directors' remuneration debate
  - Key elements of directors' remuneration
  - Performance measures
  - The role of the remuneration committee
  - International guidance on executive remuneration
- Shareholders
  - Consequences of the separation of ownership and control
  - The rights of shareholders
  - The special role of institutional investors
  - Shareholder activism

Case study: CalPERS vs GlaxoSmithKline – The sale of drugs to developing countries
- Stakeholders
  - Identifying a company's 'stakeholders'
  - Stakeholder mapping
  - The power and influence of stakeholders
  - Engaging stakeholders through partnership

Case study: Greenpeace vs Shell – The Brent Spar

## Biography

### Dennis Driscoll

Dennis Driscoll is an international lawyer. He is the former Dean of the Law School at the National University of Ireland (Galway). At Galway, he was the Chairman of an annual workshop, designed for in-house legal counsel,

on the legal problems of multinational companies. He has also been a Visiting Professor at Harvard University and Peking University Law School. For the past decade, he has given training programmes on CSR/Corporate Governance to more than 500 companies in Europe and in Emerging Markets, especially in China. He is the author of the forthcoming study International and Comparative Corporate Governance..

## Course Level

Corporate Governance, especially in the context of financial institutions, is currently the single most debated problem in commercial affairs, as witnessed by the virtual daily discussion of the problem in the financial press. This training programme deals with the range of corporate governance issues that have so occupied financial

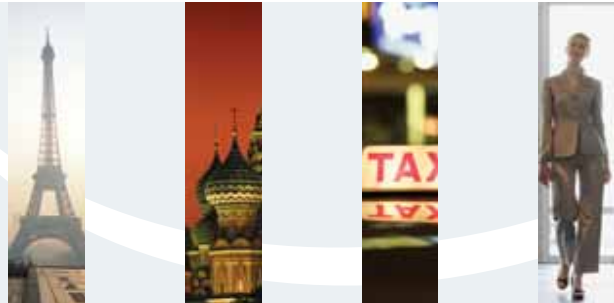
5 easy ways to register  
or to make an enquiry

1. Web  
[www.euromoneytraining.com/EUROPE](http://www.euromoneytraining.com/EUROPE)
2. Email  
[emea@euromoneytraining.com](mailto:emea@euromoneytraining.com)

3. Telephone  
+44 (0)207 779 8543
4. Facsimile  
+44 (0)207 779 8140

5. By post  
*Euromoney Training EMEA*, Nestor House, Playhouse Yard, London EC4V 5EX, UK

# Paris, France



## Day 3

### Insights from international experience

- An overview of corporate governance systems
    - The United States
    - The United Kingdom
    - France
    - Germany
    - Japan
  - Corporate governance in emerging markets
    - The patterns of ownership in emerging markets
    - The BRIC countries:
      - Brazil
      - Russia
      - India
      - China
    - South Africa
    - Egypt
    - United Arab Emirates
  - How are banks regulated and supervised around the world?
    - The rationale for regulation
    - Types of regulation
    - Systemic regulation: deposit insurance and government safety nets
      - Prudential regulation: consumer protection
      - Conduct of business regulation: information disclosure, fair business practices, integrity of financial institutions
    - Limitations of regulation
      - Moral hazard
      - Agency capture
      - Costs of compliance
- Case Study: Northern Rock

- The significance of the OECD and Financial Stability Board reports

Case studies: Lehman Brothers and Bear Sterns

- Assessing corporate governance in your company
    - The World Bank's template for assessment
      - The responsibilities of the board
      - The rights of shareholders
      - The equitable treatment of shareholders
      - The role of stakeholders
      - Disclosure and transparency
    - Strategies for change?
  - Corporate Social Responsibility (CSR) as a business driver
    - The broad meaning of CSR:
      - Labour issues
      - Human rights issues
      - Environmental issues, especially water usage and climate change
      - Corporate philanthropy
      - Product quality and product safety
      - Corrupt business practices
    - The business benefits of CSR
      - Investor relations and access to capital
      - Competitiveness and market positioning
      - Employee relations: recruitment, retention and productivity
      - The minimisation of litigation risk
      - Enhanced 'license to operate'
    - The relevance of corporate governance to CSR performance
- Case studies: Shell and CalPERS vs GlaxoSmithKline: Drugs for Developing Countries

## Day 4

### Learning from the financial crisis

- Basel II
  - Pillar 1: minimum capital requirements
  - Pillar 2: supervisory review
  - Pillar 3: market discipline
  - Revising Basel II
- Corporate governance lessons from the financial crisis
  - Lessons concerning poor risk management
  - Lessons concerning misaligned remuneration and incentive systems
  - Lessons concerning regulatory inadequacies

- Socially responsible investment
  - Investment strategies
    - Negative screening
    - Divesting
    - Shareholder activism
    - Positive screening
  - Principles for Responsible Investment (PRI)
    - Review of the principles
    - Analysis of current practice
    - Recent developments
  - Equator Principles in development project finance
    - Review of the principles
    - Recent developments
  - A paradigm shift in investment strategies?

Case studies Ilisu dam project (Turkey) and climate change

circles and stakeholders in the recent past: the roles of boards of directors; the monitoring of risk; the rights of shareholders; the special role of institutional investors; corporate governance in Emerging Markets in the light of corporate governance developments in industrialised countries; and governance scandals which have driven demands for change.

Emphasis is placed on corporate governance issues in financial services, and a number of case studies are presented using video and other materials. The training programme concludes with an analysis of current proposals for reform.

### about us

**Euromoney Training EMEA** is a division of Euromoney Institutional Investor Plc, a leading provider of Business-to-Business financial information worldwide.

We deliver over 500 financial training courses publicly in Europe, Middle East & Africa. Please visit our website for the latest information on these: [www.euromoneytraining.com/Europe](http://www.euromoneytraining.com/Europe)

### customer service

If you would like to enquire about a course or you are not sure which training course is best for your level of experience and current job requirements please contact our customer services adviser.

### customised financial training for you

If you cannot find the training you require at a suitable time or place, we can also provide you with the opportunity to:

- co-host a public course in your country - choose the subject, location, level and the timing
- have a course delivered in-house that is customised to the requirements of your staff & clients at a location of your choice.

If you would like to discuss the possibility of co-hosting a public course in your country or having an in-house course delivered for your staff, please contact:

Anna Jakimova  
Director  
Tel: +44 207 779 8085  
E: [emea@euromoneytraining.com](mailto:emea@euromoneytraining.com)

### hotel booking

If you require assistance with booking accommodation for one of our courses, please contact our logistics team on: +44 207 779 8543 or email [emea@euromoneytraining.com](mailto:emea@euromoneytraining.com) indicating the course you will be attending.

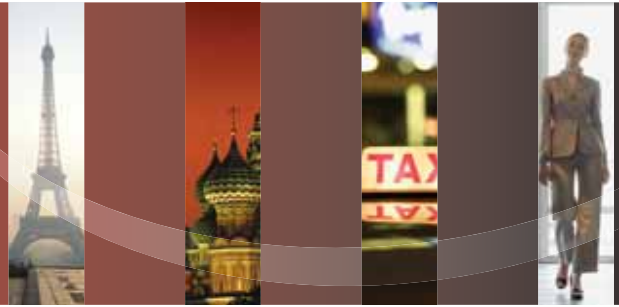


## 5 easy ways to register or to make an enquiry

1. Web  
[www.euromoneytraining.com/EUROPE](http://www.euromoneytraining.com/EUROPE)
2. Email  
[emea@euromoneytraining.com](mailto:emea@euromoneytraining.com)

3. Telephone  
+44 (0)207 779 8543
4. Facsimile  
+44 (0)207 779 8140

5. By post  
Euromoney Training EMEA, Nestor House, Playhouse Yard, London EC4V 5EX, UK



## Modern Corporate Governance

8–11 June 2010  
Paris, France

### A 4-day training programme covering:

- The strategic role of the board of directors
- Shareholders' rights
- The increasing importance of institutional investors
- The special situation of financial institutions
- A comprehensive analysis of EMEA corporate governance systems
- Corporate governance lessons from the financial crisis
- Assessing corporate governance in your organisation
- Corporate social responsibility as a business driver
- Socially responsible investment

**Course Director:** Dennis Driscoll

5 easy ways to register  
or to make an enquiry

1. Web  
[www.euromoneytraining.com/EUROPE](http://www.euromoneytraining.com/EUROPE)
2. Email  
[emea@euromoneytraining.com](mailto:emea@euromoneytraining.com)

3. Telephone  
+44 (0)207 779 8543
4. Facsimile  
+44 (0)207 779 8140

5. By post  
Euromoney Training EMEA, Nestor House, Playhouse Yard, London EC4V 5EX, UK

## Registration form - Please quote 210WEB

- Yes, please register me for **Modern Corporate Governance - EOT2645**  
on 8–11 June 2010, Paris, France

### \*Standard delegate fee £3,995

\*\*Discount available for delegates from the same organisation attending this course.

### Personal details

Surname \_\_\_\_\_ Mr/Mrs/Ms  
 First name \_\_\_\_\_  
 Position \_\_\_\_\_ Department \_\_\_\_\_  
 Company \_\_\_\_\_  
 Address \_\_\_\_\_  
 Telephone \_\_\_\_\_ Fax \_\_\_\_\_  
 Email \_\_\_\_\_  
 I have read and understood the booking terms and conditions   
 Signature \_\_\_\_\_ Date \_\_\_\_\_

### Payment details (please tick as appropriate)

- VAT exempt      Company VAT Registration no. (EU only) \_\_\_\_\_  
 cheque     credit card     invoice (For bank transfers please quote **EOT2645**)

If you wish to pay by credit card please call us on +44 (0) 207 779 8543

### Sponsor details I wish to register the delegate indicated in the personal details section opposite

Surname \_\_\_\_\_ Mr/Mrs/Ms  
 First name \_\_\_\_\_  
 Position \_\_\_\_\_ Department \_\_\_\_\_  
 Signature \_\_\_\_\_ Date \_\_\_\_\_

### Booking terms and conditions

#### Customer Information

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.

An invoice will be sent upon receipt of registration form. Payment must be received in full prior to the course start.

#### Important Visa Information

Delegates are strongly advised to obtain relevant travel visas up to 3 weeks prior to the course.

#### Disclaimer

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

\*The prices quoted here are correct at time of print but may be subject to change.

A division of  
Euromoney Institutional Investor PLC

Registered Office:  
Euromoney Training  
Nestor House, Playhouse Yard  
London EC4V 5EX, United Kingdom  
Registration No. 954730 England

#### Data Protection

The information you provide will be safeguarded by the Euromoney Institutional Investor PLC group whose subsidiaries may use it to keep you informed of relevant products and services. We occasionally allow reputable companies outside the Euromoney Institutional Investor PLC group to contact you with details of products that may be of interest to you. As an international group we may transfer your data on a global basis for the purposes indicated above. If you object to contact by telephone  fax  or email  please tick the relevant box. If you do not want us to share your information with other reputable companies please tick this box .

#### 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 transfer to another course of the same value, and you have paid your course fee in full, you will only be invoiced for 25% of the new 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.

### \*\*Group booking Discounts

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

Available for delegates from one organisation attending the same course.