



4 day course

“Very informative”

Past delegate
Arab Banking Corporation

“Very practical in nature”

Past delegate
National Bank of Malawi

Corporate Governance - London

5-8 May 2009
Central London, UK

A comprehensive 4 day programme covering:

- The current state and direction of best practices in corporate governance
- Implementing and embedding best practices within your organisation / institution
- How to structure board committees, institutional policies and procedures to conform to international requirements and expectations
- How to communicate governance procedures to outside stakeholders including shareholders, governments and communities
- Implementing governance directives within the management of the institution
- Analysing the governance of other institutions
- Analysing the cost and how to identify and maximise the financial benefit from improved corporate governance and procedures

Course Director:

Nicholas Krasno
Financial and banking expert

Secure your place!
Register before
24 March 2009 at

www.euromoneytraining.com/uk

who should attend?

- Analysts
- Investors
- Management
- Regulators
- Directors & Board Members
- Lawyers & Legislators

Why not recommend this course to a colleague?

“Excellent all round”



Enquire or register your interest today!

Web www.euromoneytraining.com/uk



course overview

This practical training course examines current best practice in all aspects of corporate governance, from the new role of board committees and directors' responsibilities and powers, to best implementation of governance in day-to-day activities. The costs and benefits of best practice governance will be examined and practical guidance will be given on such issues as: the relationship with shareholders and other stakeholders to managing and meeting the expectations of the market, international investors and local government and regulatory authorities. 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.

methodology

- **Practical presentations on formulating and implementing modern international corporate governance principles will be blended with case studies drawn from recent international precedents.**
- **Workshop projects that simulate real-life experiences will help to reinforce key principles.**

Day 1

Registration commences at 8:30
Programme runs from 9:00 - 5:00 daily

Introduction, codes of practice, implementation, costs and benefits

- The basic principles of corporate governance
 - The functions and purposes of the corporation
 - The role of the board; executive vs. non-executive directors
 - Assigning responsibility for corporate governance within the company
 - Recent regulatory trends in corporate governance
 - Importance of the right culture within the institution
- 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
 - How to develop a corporate governance code for your company
 - How capital markets impose corporate governance requirements:
 - Ownership reporting requirements
 - Related party transactions
 - Takeover code
 - Shareholder voting
 - Understanding and measuring corporate risk; the importance of 'compliance risk'
- Integrating good corporate governance throughout the institution
 - The importance of clear, 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 fundamentals 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

Case study: the impact of internal complaints mechanisms.

- Corporate governance – towards a cost-benefit analysis
 - The costs of compliance
 - The rewards: a study of share performance metrics

Case study: the impact of internal complaints mechanisms.

- Corporate performance and boardroom practices - the link
- Good governance – the economic development dividend

Day 2

Governance in context: industry specifics, family companies, 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 - opaqueness, its problems and risks; "rogue traders"

Case study: Barings, AIB / Allfirst, National Australia Bank.

- 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
- Can the regulator help?
- How poor governance can cause systemic financial crises
- How useful are listing requirements?
- Governance in banks and other highly regulated industries
- Director accreditation

Case study: the Asia experience.

- Other financial institutions and companies
 - How can banks and the capital markets enforce governance?
 - Public vs. private companies
 - State owned enterprises and corporations: governance issues
 - Governance for family businesses; moving towards an IPO / listing
 - Transcending borders: the specific challenges of corporate governance for multinationals

Case study: the Australian experience.

Biography

Nicholas Krasno
Financial and banking expert

Nicholas Krasno has over thirty years experience in the financial and banking world. In 2003, after eleven years as a senior executive with Moody's Investors Service, he established his own consulting and advisory

practice where he works with local and international companies, banking institutions, central banks and governments globally. Prior to his career with Moody's his specialisations in the corporate governance field included

London



- Good corporate governance and emerging markets
 - Why governance is essential 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

Day 3

Boards, directors and board committees

- The Board – key principles institutions
 - Principles of independence and leadership
 - The fiduciary obligations of directors
 - The Board's responsibilities for:
 - Management oversight
 - Protection of stakeholders' rights
 - Disclosure and transparency
 - The company's strategy

Case study: where was the board?
Enron and catastrophic board failure.

- The Board's composition and processes
 - The role of the audit committee
 - Audit committee membership and expertise requirements; "financial literacy" requirements; processes and procedures
 - Relationships with internal and external auditors
 - Managing changes in membership
- The Board – nominations and compensation
 - Board nominations: whom to appoint to the board?
 - Board appraisals and assessments

Case study: developing effective board assessment procedures - an exercise in tact.

- How the board should manage succession planning
- Director and CEO compensation
- Pay for performance – for board members
- Share ownership by directors – an alignment or a conflict of interests?
- When can options be exercised? When and how can shares be bought or sold?

Case study: expensive failures – NYSE (\$188 million); and Disney (\$100 million).

- The board secretary
 - The importance and developing role of the board secretary

Day 4

The board and executive management: the practicalities of the correct relationship

- 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 board's oversight of risk and the control framework
 - Structuring internal audit, internal controls
 - Enterprise risk management – what directors need to know
 - Compliance and ethics – the board's role
- Transparency – the board's responsibilities
 - Communicating governance inside and outside the company
 - Investor relations: the practicalities for the board
 - Disclosure and financial reporting 'best practices'

Case study: best and worst annual reports.

- Earnings management: when and when not
- The shareholders
 - The requirements and demands of the shareholders
 - Investor meetings
 - Corporate reporting: "best practices"
 - Recent developments in shareholder activism

Case study: Barclays vs. ABN AMRO.

- Corporate governance reforms and shareholder lawsuits
- Improving corporate governance
 - A practical guide to developing corporate governance best practices in your company:
 - What the board needs to do
 - What management needs to do

Course summary and close

VENUE

All of our non-residential training courses are held in 4 – 5 star venues throughout central London. The training venues are selected by both their location and training and refreshment facilities, this ensures that you will only learn in comfortable and convenient environments. Due to the variation of delegate numbers, confirmation of the central London venue, full address and details of how to get there can only be sent to you approximately three weeks prior to the course start.

about us

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corporate governance advisory for companies, governance reviews and assessments and training for management and directors. He also advises on: strategic development; risk analysis and metrics; credit portfolio and capital management for banks and financial institutions including Basel II

compliance; the development of securitisation and capital markets; prudential bank supervision and regulation, credit rating agency development and regulation.



Book by 24 March 2009 to secure your place.

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4 day course

Corporate Governance - London

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accommodation
If you require accommodation for the duration of the course, Euromoney Training has negotiated discounted rates on your behalf for standard rooms. We strongly advise to make your hotel reservation early. To book a room and for the most competitive rates currently available, please visit our website:

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Register by 24 March 2009 to secure your place.

Registration form

- Yes, please register me for **Corporate Governance (EIF2746)**, on 5-8 May 2009

Delegate 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 _____

Sponsor details I wish to register the delegate indicated

Surname _____ Mr/Mrs/Ms
 First name _____

Fees £3,995 + (£599.25 VAT @ 15%)

Total £4,594.25

Fees include tuition, documentation, lunch and refreshments. Delegates are responsible for their own accommodation.

An invoice will be sent upon receipt of registration form. Please note, payment must be received prior to course start.

Payment details (please tick as appropriate)

- VAT exempt EU no. _____
 cheque invoice
 credit card - Amex / Visa / Mastercard*

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recommend this course to a colleague and ensure they too are up-to-date with the latest techniques.