



Institut Luxembourgeois
des Administrateurs

“The Challenge of the
Non-Executive Director”
*“Aligning professional duties with
stakeholder expectations”*

16 November 2017

“The Challenge of the Non-Executive Director”

Course outline

This course will explore the challenges facing the non-executive director (NED) on the Board in dealing with stakeholder, group and personal interests relative to independence issues.

Course highlights

- Shareholder and Stakeholder expectations of the NED
 - Direct stakeholders: Shareholders; investors; employees
 - Indirect stakeholders: Society; government; partners; suppliers, customers and more
 - Shareholder concentration and group interest expectations
 - Shareholder engagement: What is expected?
- Role and responsibilities of the NED in the Regulatory context
 - “Soft Law” & regulatory expectations on NED duties
 - Market Abuse & Insider Trading risks
- Boardroom dynamics – the unique role of the NED
 - Boardroom politics and conduct
 - Boardroom nemesis: Groupthink
 - The non-executive voice in decision taking
 - Standing alone: Acting in the face of doubt
- Split Loyalties – Whose Director are you anyway?
 - Nature of the NED nomination and mandating process
 - Group interest versus company interest
 - Business Line conflicts within the organization
 - Dealing with conflicting expectations
- Complexities, dilemmas and conflicts:
An interactive discussion of experience and solutions
 - Dealing with personalities
 - Them and us: Building trust with the executive
 - Them and us: Conflict Management in the face of group interest
 - Managing conflict of interests

Benefits of the program

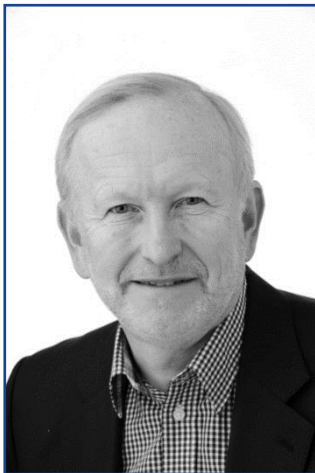
This program will enable participants to:

- Better understand the role and mandate of the NED within the company and towards external, nominating parties
- Understand shareholder and stakeholder expectations of the NED role
- Explore the key loyalties and responsibilities of the NED and how to satisfy them
- Increase awareness to conflict of interest and market abuse risks
- Identify the key qualities and skills required of an effective NED
- Strengthen the ability of the NED to manage shareholder/stakeholder expectations

Target audience

- Recently appointed / or to be appointed NEDs
- NED’s holding board mandates in companies with dominant shareholders
- Chairpersons, board members and executives who interact with NEDs and INEDs, and who wish to further develop their understanding of the NED’s role

Our experts



Anthony Smith-Meyer

is a specialist within Governance and Compliance matters relating to organisational behaviour. Anthony is regular moderator and faculty member of ILA's Essentials courses, as well as for ecoDa in Brussels. He is an Adjunct Professor and lecturer of International Business and Management at the European Campus of Miami University of Ohio. He also conducts Master Class training for Compliance executives at the International Compliance Association in the UK. He has previously founded and acted as Editor-in-Chief of the Journal of Business Compliance, and is now engaged with other start up initiatives dedicated to knowledge sharing and creation in the governance, compliance and ethics space.

A member of the Group Executive Committee of Compliance and Control at BNP Paribas until January 2012, Anthony has been extensively involved with Compliance and Governance matters since 2003, when he established the Compliance Department for Merchant Banking at Fortis Bank, and assumed responsibility for their Group Compliance function in October 2008. Anthony's career spans over three decades working for UK, N American, Scandinavian, Benelux and French institutions in a wide range of activities including relationship driven banking, as well as product area trading room activities, structured, asset and project finance. Amongst other, he chaired the European Securitization Forum during 2003/04.

Anthony holds the Institute of Directors Diploma in Corporate Direction, is an ILA Certified Director.



Frédéric Genet

Independent Director

Frédéric GENET has worked for Société Générale for almost 35 years. Starting his career at Inspection Générale, he has held senior managerial positions at Paris head office, including Head of big ticket leasing Department for 6 years and Global Head of Export Finance for 10 years, an activity where SocGen was a global leader

In 2008, he was appointed country manager for SocGen in Luxembourg and Administrateur Délégué of SGBT (CEO).

In 2013, he moved to KBL Luxembourg as CEO Professional Services.

In 2014, he started a new career in Luxembourg as an independent consultant, specialized in Structured credits and Bank Strategy.

He is also an independent director. As such he is the Chairman of the Board of Directors of Intesa Sanpaolo Luxembourg, a Member of the Board of Directors and member of the Audit Committee for Edmond de Rothschild Europe (Luxembourg), a Board Member of EDIFY, a company listed in Luxembourg and a Board Member of several Funds sponsored by Lyxor.

Programme

8.00	<i>Registration & welcome coffee</i>
8.30	Introductions
9.00	Role and responsibilities of the NED <ul style="list-style-type: none">▪ Luxembourg Law▪ European Regulations▪ Luxembourg 10 Principles of Governance Conflicts of Interest <ul style="list-style-type: none">▪ Defining independence▪ Defining conflicts of interest
10.45	<i>Coffee break</i>
11.00	The Luxembourg conundrum Group v. company <ul style="list-style-type: none">▪ Nature of the conflict▪ Sources of conflict▪ Handling conflict
12.30	<i>Lunch break</i>
13.45	Fiduciary Responsibilities <ul style="list-style-type: none">▪ Identifying stakeholders▪ Stakeholders expectations▪ Stakeholder management▪ Shareholder rights
14.45	<i>Coffee break</i>
15.00	Boardroom dynamics – the unique role of the NED <ul style="list-style-type: none">▪ Director profiles▪ Boardroom relationship▪ Power in the boardroom▪ Influencing tactics & building trust▪ Groupthink
16.30	Boardroom complexities, dilemmas and conflicts <ul style="list-style-type: none">▪ Principal duties revisited▪ Problems? What problems? Boardroom evaluation▪ Round table discussions
17.30	<i>Closing of the course</i>

Practical Information

DATE AND TIME

Thursday 16 November 2017
From 08:00 to 17:30

VENUE

Chambre de Commerce
7, rue Alcide de Gasperi
L-2981 Luxembourg
(Parking available at your own expense)

REGISTRATION FEES

- 540,00 € for ILA members (+ VAT 3%)
- 650,00 € for non-members (+ VAT 3%).

The fee covers tuition, handouts, coffee break and lunch.

ILA is authorized as a provider of continuing vocational training by the Ministry of Education (agreement dated 11 October 2011). Fees are eligible for State co-financing.

LANGUAGE

The course is conducted in English.

REGISTRATION

Registration available online via www.ila.lu. A confirmation email will be sent to the participant together with the invoice.

PAYMENT

Payment of the invoice is due upon receipt.

CANCELLATION POLICY

Any cancellation should be communicated in writing to v.vansaen@ila.lu.

In case of cancellation received less than 5 working days prior to the event, 100% fee remains due.

Substitution of one participant by another is possible. It should be done in writing at least 2 working days prior to the event.

CERTIFICATE OF PARTICIPATION

A certificate of participation will be provided to participants who have fully attended the course.

CPD INFORMATION

CPD Program for ILA Certified Directors accredited: 8 hours

CONFIDENTIALITY AGREEMENT

All ILA courses are conducted under the Chatham House Rules (confidentiality of discussions). Trainers & participants must respect the confidential nature of discussions that take place during the sessions.

ILA reserves the rights to use photographs that may be taken during the event for its communication, and to publish them on its website/social networks and/or promotional material.