

Skopje, Macedonia, December 19-21, 2016

## FINANCIAL INSTITUTION CORPORATE GOVERNANCE

### ORGANISATION SHEET

<b>Objectives</b>	<p>Understanding the importance of and main principles in the field of corporate governance in a financial services environment, including the major drivers, trends and challenges.</p> <p>The course will discuss relationships between managers, boards of directors, shareholders, stakeholders and investors; as well as demonstrating the role of governance through examples.</p>
<b>Methodology</b>	<p>Academic teaching, case studies, practical examples and group work.</p>
<b>Target group</b>	<ul style="list-style-type: none"><li>➤ Board Members, Directors of Financial Institutions, Corporations</li><li>➤ Executive Managers</li><li>➤ Senior management of Internal Control functions such as Legal, Compliance, Operational Risk and Internal Audit.</li></ul>
<b>Language</b>	<p>A good command of English is required.</p>
<b>Number of Participants</b>	<p>Maximum 25 participants</p>
<b>Trainer</b>	<p>Dr Richard Goddard, Partner, The Directors' Office is a member of the House of Training Quality Circle in Corporate Governance with the Luxembourg Institute of Directors. He holds a portfolio of directorships in subsidiaries of international banks, regulated investment management companies and hedge funds. He plays a leading role in the development of corporate governance in the Luxembourg finance sector and abroad through frequent lectures and publications on related topics. Richard started his business career with Price Waterhouse in the UK, where he qualified as a Chartered Accountant. He has since held senior general management positions in banking and asset management, for example, as Managing Director of ABN AMRO Investment Funds SA, and General Manager of Robert Fleming &amp; Co Limited. Following graduation from Trinity College, Richard completed his DPhil at the University of Oxford.</p>
<b>Date</b>	<p>3 days from Monday 19 to Wednesday 21 December, 2016</p>

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## FINANCIAL INSTITUTION CORPORATE GOVERNANCE

### CONTENT

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#### **I. Introduction**

- a. Defining Corporate Governance
- b. A brief History of Corporate Governance
- c. The Business Case for Corporate Governance
- d. The Governance Structure of a Stock Company
- e. The Governance Structure of a Bank

#### **II. Definition of a Corporation**

- a. Purpose of a Corporation
- b. Directing a Corporation
- c. Corporations, Laws, Elections, Performance
- d. The "Value" of a Corporation
- e. Internal Regulations of a Company
- f. Company Code of Corporate Governance
- g. Company Code of Ethics
- h. Stakeholder theory, reputation management and corporate responsibility

#### **III. Shareholders / Owners**

- a. Definitions of ownership
- b. Ownership, Monitoring, Control
- c. Institutional Investors
- d. Pension Funds, Hedge Funds
- e. The Shareholder Register
- f. The Meetings of Shareholders
  1. Preparing the AGM
  2. Conducting the AGM
  3. Extraordinary Meetings

#### **IV. Directors**

- a. Board composition and appointment
    1. Director election and removal
    2. Board composition
    3. Board Evaluation, Education, Remuneration
  - b. Duties of the Board of Directors
  - c. Board and Directors' Authority
  - d. Board Procedures and Policies
  - e. Relations between Directors and Management
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- f. CEO Succession Planning
- g. Independent Directors
- h. The Corporate Secretary

#### **V. Control Functions and Procedures**

- a. The Supervisory Board
- b. The Audit Committee
- c. The Internal Control Functions
  - 1. Compliance function
  - 2. Risk function
  - 3. Internal audit function
- d. The Independent External Auditor

#### **VI. Oversight of, and interactions with, Management**

- a. Executive Bodies, Managers, CEO
  - 1. Qualifications, Authorities
  - 2. Composition of Executive Boards
  - 3. Working Procedures of Executive Bodies
- b. Expectations, Remuneration of members of executive boards, CEOs

#### **VII. EU Corporate Governance for Financial Institutions**

- a. European Banking Authority
- b. Local regulators

#### **VIII. International Corporate Governance for Financial Institutions**

- a. Basel Committee on Banking Supervision
- b. The Global Corporate Governance Forum
- c. Governance Metrics, World Bank, G7

#### **IX. Corporations in Crisis**