

ecoDa

The European Voice of Directors

**2 Days of Professional
Development for European Directors**
Brussels, 30 - 31 March 2011



**New Governance
Challenges for Board
Members in Europe**

**Benchmarking, networking
and updating**

'Are you a board member of a company that is active across Europe?'"

'Would you like a better understanding of the workings of European boards and corporate governance systems?'

ecoDa has developed a European module for directors and supervisory board members seeking to gain a European perspective on board functioning and corporate governance. The training programme is targeted at directors with a cross-border mandate in their board activities. Anyone seeking to update their knowledge of recent EU policy developments in the field of corporate governance will also benefit from the module.

As result of global economic forces, modern boards are becoming increasingly diverse in their composition and business perspectives. For companies operating across Europe, directors and supervisory board member must rapidly gain an understanding of unfamiliar corporate governance systems, regulations, and best practices. They also need an overview of the rapidly changing and often complex EU policy debate on corporate governance.

ecoDa's programme promotes the Europeanization of the boardroom. It allows participants to benchmark their own board and governance practices with those of similar companies in other European countries. It offers an expert briefing on significant policy issues in European corporate governance (including regulatory developments). Throughout the module, participants are provided with the information and know-how that will be essential in fulfilling a cross-border board mandate.

*A valuable benefit of the programme is the chance to become part of a unique ecoDa **professional network** consisting of individuals with a distinctive interest and expertise in pan-European corporate governance and board functioning.*

Richard Zisswiller
Chairman of ecoDa's Benchmarking and Information Committee
Program's Director

ecoDa's Directors

Support from different national institutes of directors



'The potential impact of director training on board behavior and director professionalism cannot be underestimated. It is no less important than efforts to establish an effective regulatory framework for boards through corporate governance codes and other legislative measures. Director training should be given a high priority in efforts to improve the overall performance and legitimacy of corporate governance.'

Juan Alvarez-Vijande

Chairman (Executive Director, ICA - Instituto Consejeros - Administradores)

'Board and director professionalism has never been more important. ecoDa's European module offers an unique chance to adapt the knowledge and experience of board members gained at national level to the European level'

Miles Templeman

Honorary Chairman (Director General, IOD - Institute of Directors)



'Less than rules and processes, ethics and actors' behaviour really matter for governance's quality.'

Daniel Lebègue

Honorary Chairman (President, IFA - Institut français des administrateurs)

'ecoDa's module offers an unique chance to get inside information on topical issues related to Corporate Governance, a changing matter. Furthermore, it enriches the attendees with a European network of practioners.'

Pierre Klees

Honorary Chairman (Board Member, GUBERNA)



'European diversity also reflects in corporate governance. EcoDa's programme module will bring you the understanding of differences and provide you with the knowledge base you can further built on as board member.'

Irena Prijovic

Board Member (Secretary General, Slovenian Directors' Association)

'While basic principles of corporate governance are universal, culture, traditions, legal frameworks and adaptation of those principles paint a very diverse picture in Europe. ecoDa and its training programme help directors understand governance issues relevant to internationally operating companies.'

Olli V.Virtanen

Board Member (Secretary General, The Finnish Association of Professional Board

Members)



'The program designed by ecoDa meets the need of all company directors throughout Europe to come to grasp with the European legislative and regulatory mechanisms.'

Patrick Zurstrassen

Board Member (President, ILA - Institut Luxembourgeois des Administrateurs)

Program's Objectives

⇒ To adapt the knowledge and experience of board members gained at national level to the European level, and to provide insight into the latest European developments in Corporate Governance

⇒ To create a European network of individual board members and to develop a European pool of board members

⇒ To provide the skillset that will assist board members in winning board mandates in other European countries.

⇒ To exchange best European board practices

Program's Contents

⇒ Understanding national differences in terms of Corporate Governance, and the functions and duties of board members in differing European countries

⇒ Benefiting from the feedback and know-how of board members with significant experience of cross-border board mandates in Europe

⇒ Gaining an overview of the EU decision-making process, particularly in relation to corporate governance

⇒ Updating participants on recent European developments in Corporate Governance.

The programme

Day
1

8.30	Welcoming at Stanhope Hotel Rue du Commerce 9, 1000 Brussels Opening Session	Room Balmoral III Richard Zisswiller , Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe
8.45	Introduction: Debriefing on the main European existing legislations (directives, recommendations...) and comparisons with the international level	Julie Bamford , member of ICSA Policy team
9.40	Company ownership: The contrasting influence of controlling shareholders and institutional investors across Europe	Roger Barker , Head of Corporate Governance of the Institute of Directors - IoD
10.40	<i>Coffee Break</i>	
10.50	Board structure: The functioning of one and two tier board systems in European Companies <i>Examples from Belgium, the Netherlands and Slovenia</i>	Gorazd Podbevsek , Director of RMG; Member of the Slovenian Directors' Association Lutgart Van den Berghe , Executive Director in several companies (including Electrabel and Belgacom); Executive Director of Guberna; Professor at the Vlerick Leuven Gent Management School & University of Gent
12.30	<i>Lunch</i> <i>Exchange of best board practices among the attendees</i>	
14.30	Executive remuneration: Differing paths to accountability and legitimacy in Europe <i>Practices from France, Spain and other European Countries</i>	Bernardo Villazan , Board Director of TEL-VENT Tim Goodman , Manager, Equity Ownership Services' (EOS), Hermes
15.50	<i>Coffee Break</i>	

16.05 Board diversity and employee representation: **Olli V. Virtanen**, Secretary General of the Finnish Association of Professional Board Members
The impact of board membership on European board behaviour

European Benchmarking

Peter H. Dehnen, CEO of GermanBoardRoom GmbH

18.00 Closing Session

19.30 *Networking dinner: Experiences from directors having cross-mandates* **Patrick Zurstrassen**, President of Institut Luxembourgeois des Administrateurs - ILA

Atelier Restaurant
Rue Franklin 28, 1000 Bruxelles

Dominique Damon, Director

Didier De Ménonville, Partner, KPMG

Day
2

8.15	Welcoming at Stanhope Hotel Rue du Commerce 9, 1000 Brussels	Room Balmoral III
8.30	Presentation of the pending key topics at the EU level - by DG Markt	Matthias Schmidt-Gerdt , DG Internal Market of the European Commission
9.15	Basic principles on the European institutions, decision-making and main actors	Stephane Desselas , Director of Athenora Consulting
10.45	<i>Coffee Break</i>	
11.00	Visit of the European Parliament + interview of a MEP	Diogo Feio , Member of the European Par- liament
13.00	<i>Lunch</i>	
14.30	<i>Boards in European family businesses</i>	Pascal Viénot , Managing Partner, Associés en Gouvernance
15.00	Investors' perspective	Carl Rosen , Executive Director, ICGN
16.00	<i>Coffee Break</i>	
16.15	Specificities of Corporate Governance in Europe in comparison with the major economies	Tim Goodman , Manager, Equity Ownership Services' (EOS), Hermes
17.30	Closing Session	Juan Alvarez Vijande , Chairman of ecoDa; Executive Director of the Instituto de Consejeros - Administradores - ICA Richard Zisswiller , Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe

Speakers' bios

Juan Alvarez-Vijande

Track record of more than 25 years successful senior executive experience in multinational business, 17 as CEO and 19 in Boardroom, with particular experience on International Corporate Governance Best Practices. Currently he is Chairman of ecoDa, Executive Director of the Instituto de Consejeros - Administradores (ICA) and board director of different companies.

Roger Barker

Dr. Roger Barker is Head of Corporate Governance at the Institute of Directors (IoD). A former investment banker, he is the holder of a doctorate on corporate governance from Oxford University and has also been a visiting lecturer in corporate governance at the Said Business School (Oxford), ESSEC Business School (Paris) and the Ministry of Defence (UK). Dr. Barker is a member of the advisory boards of a number of leading organisations, including the European Confederation of Directors' Associations (ecoDa) and the Institute of Chartered Accountants in England and Wales (ICAEW). His recent book - *Corporate Governance, Competition, and Political Parties: Explaining Corporate Governance Change in Europe* - was published by Oxford University Press in January 2010. He is also the co-author (with Dr. Neville Bain) of the IoD's main guide to the role of the board, *The Effective Board: Building Individual and Board Success*, which was published by Kogan Page in September 2010.

Julie Bamford

Julie Bamford is Joint Head of Policy, Corporate at the Institute of Chartered Secretaries and Administrators (ICSA). Prior to joining ICSA she spent over six years with Standard Chartered PLC as Deputy Group Secretary and Company Secretary. She has more 20 years experience working as a Chartered Secretary in the financial services sector, initially in life assurance and pensions, then in investments, before moving into banking. During this time she has experienced many challenges in the financial services industry, from pensions mis-selling through to the recent banking crisis. She has also worked through the many changes in the regulatory environment and to corporate governance best practice that followed as a consequence. Julie is a Fellow of the ICSA, has a first degree in law from the University of London and a masters degree in Corporate Governance.

Dominique Damon

In 1970 after a PHD in Experimental Psychology and a Masters in Economy and Finance, Dominique Damon joined the Danone group. Over a fifteen-year period she held several operational management positions of in-

creasing responsibility.

D.Damon has an extended worldwide experience as chairwoman and independent board member of several global companies (Carnaud group, Alusuisse-Lonza group, Doughty Hanson). In 2004, D. Damon became head of Evalind International which she created. She acts in various industry and services sectors, in strategic and financial assessment, operational recovery and development, mergers and acquisition support, corporate governance and management coaching.

Stephane Desselas

Founder and Managing Partner of Athenora consulting, Stephane Desselas is a Qualified lawyer at ESCP Business School. He is also Lecturer at Sciences-Po Paris and Member of the Public Relations Global Network (PRGN)'s Executive Committee. He Founded and Chairs the New Lobbyists' Group and the European Utilities Network. His areas of expertise are network industry and health services .

Didier de Menonville

Didier de Menonville is at the head of the KPMG France Consumer Market Business and is in charge of several international listed companies.

He is co-author of several books ("Audit opérationnel" ed. PUF; Financial Auditing ed. PUF; Consolidated Accounts ed. Francis Lefebvre) and has recently published a book on Audit Committees (Economica).

He is responsible of the KPMG Audit Committee Institute in France. He participated in drafting the report published by the "Institut Français des Administrateurs" (IFA) entitled "Audit Committees: 100 good practices".

Peter H. Dehnen

Peter H. Dehnen is owner and CEO of GermanBoardRoom GmbH, the leading German full service provider for supervisory board members.

Peter Dehnen has over 25 years of experience as international tax and business lawyer, admitted in Düsseldorf (Germany) and Washington, D.C. He is co-chair of the International Development Subcommittee of the ABA Corporate Governance Committee and a frequent lecturer on German and international corporate governance.

Diogo Feio

Member of the Committee on Economic and Monetary Affairs of the European Parliament, Mr Feio is graduated in law with a master's degree in legal and economic science.

Before joining the European institutions he held several assignments at national level within Portugal.

Currently he is also member of the delegation to the EU-Kazakhstan, EU-Kyrgyzstan and EU-Uzbekistan Parliamentary Cooperation Committees, and for relations with Tajikistan, Turkmenistan and Mongolia and substitute in the Committee on Foreign Affairs, in the Special Committee on the Financial, Economic and Social Crisis and for the delegation to the ACP-EU Joint Parliamentary Assembly.

Tim Goodman

Mr Goodman joined Hermes in January 2008. He is a manager within Hermes Equity Ownership Services' (EOS) engagement team. EOS provides a global company voting and engagement services for the BT Pension Scheme, as well as a number of other international pension fund clients. In addition to his UK responsibilities, he also carries out voting and engagement work in Australia and Africa. He is the chairman of the Quoted Companies Alliance's corporate governance committee and a co-author of their recently published Corporate Governance Guidelines and Audit Committee guide. He is a regular speaker on governance related issues. He is an associate of Institute of Chartered Secretaries and Administrators, obtaining the institute prize for the best overall performance when he qualified.

Gorazd Podbevsek

Director of RMG and Member of the Slovenian Directors' Association, Gorazd Podbevsek is specialized in corporate law and focused his career on this issue since the very beginning. From 2004 to 2009 he worked as a project manager in the consulting company Socius where he was assigned of coordinating works on major projects in the field of Corporate Governance. He is the author of several books on law and corporate governance disciplines.

Carl Rosen

Carl Rosén serves since September 2009 as the Executive Director of ICGN, International Corporate Governance Network. Before that he was Head of Corporate Governance and Communications at the Second Swedish National Pension Fund (AP2), one of the larger pension funds in Europe which has a reputation for shareholder activism. He is a former chairman of the AP-funds Ethical Council which brings together long term investors around an international agenda of sustainabi-

lity and long term value creation.

He is a member of World Economic Forum Global Agenda Council on Anti-Corruption and a member of the Private Sector Advisory Group to the IFC Global Corporate Governance Forum.

Matthias Schmidt-Gerdt

Matthias Schmidt-Gerdt is a policy officer in the company law, corporate governance and financial crime unit in the Directorate General Internal Market and Services of the European Commission

Lutgart Van den Berghe

Lutgart Van den Berghe is Executive Director of GUBERNA and Extra-Ordinary Professor at the University of Ghent and the Vlerick Leuven Gent Management School. Her main topic of interest is "Corporate Governance".

Bernardo Villazan

Bernardo Villazan is board director of TELVENT since May 2005 and Chairman of Telvent Nomination & Remunerations Committee. TELVENT is a Spanish information technology company listed in NASDAQ (USA) with presence in Europe, USA and Spain. TELVENT is a subsidiary of ABENGOA Group, a major Spanish Group listed in Spain and other Countries.

Mr Villazan has worked for more than 20 years in the Information Technology and Telecommunications sectors. He is also board member of the Instituto de Consejeros-Administradores and is fully aware of Spanish remuneration's situation on Listed Companies as well as the USA case.

Pascal Vienot

Pascal Vienot was Financial director of major financial groups and then general manager of a European investment fund.

Affiliated professor and director of governance programs at HEC Executive Education, he acts as consultant to large family businesses. Author of "The governance of family firms " (2007), he is responsible for the commission of medium-sized companies of IFA and sits as an independent director in several Boards of Directors of family owned companies.

Olli V. Virtanen

Mr Olli V. Virtanen is Secretary General of the Finnish Professional Board Members Association (Hallitusammattilaiset ry), Board Member of ecoDa, Chairman of ecoDa's Communications Committee and Member of the Private Sector Advisory Group of IFC's Global Corporate Governance Forum. He is also CEO and owner of Virtanen Associates Oy, a management consultancy, specialised on corporate governance, board development and investor relations.

Richard Zisswiller

Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe; Board member of the Institut Français des Administrateurs. Richard Zisswiller was Professor of finance, General Manager of the Ecole des Hautes Etudes Commerciales and General Manager at the Chamber of Commerce and Industry of Paris.

Patrick Zurstrassen

Patrick Zurstrassen is an independent director. After nearly 30 years of banking and fund management with "Credit Agricole Indosuez" Group, Patrick Zurstrassen founded in Luxembourg "The Directors' Office". He sits on the board of several fund management and investment companies for group such as Lombard Odier, Barclays, Pioneer and Goldman Sachs.

Patrick Zurstrassen chairs the Luxembourg Institute of Directors and the Funds Raising Committee of ecoDa. He is a member of ICGN, GCGF, ECGI, IDC [USA] and NACD [USA]

Registration Form

First Name	
Last Name	
Email address	
Address	
Nationality	
Current Position	
Mandates as board member (specify the company, its size, location and if you are acting as executive or non executive)	
National certification program already followed (if any)	
Affiliation to one director's association	
Please specify any particular request concerning your diet	

The seminar will be conducted in English

Practical Information

- **Costs:**

Training: €1000 for people not affiliated to one ecoDa's member
 €850 for people affiliated to one ecoDa's member

To be paid by bank transfer at least 20 days before the training start.
 Here below are the bank details to facilitate the payment:

Account Number: BE15 0014 4588 5030
 BIC Code: GEBABEBB
 Beneficiary: ecoDa
 Address: Rue de la Loi 42, 1040 Brussels, Belgium
 Bank Name: BNP Paribas Fortis
 Bank Address: Avenue Louise 58, 1050 Brussels, Belgium

The programme fee covers tuition, course, materials, lunches and coffee breaks.
 It does not include travel costs and accommodation

Accommodation

euro/night at Stanhope Hotel

- **Venues:**

Training and Accommodation: Stanhope Hotel, Rue du commerce 9, 1000 Brussels

Tel: +32 (0)2 506 91 11

Restaurant: L'Atelier, Rue Franklin 28, 1000 Brussels

Tel: +32 (0)2 734 91 40

Visit: European Parliament, Rue Wiertz 43, 1047 Brussels

Tel: +32 (0)2 284 21 11



What is ecoDa?

ecoDa, the European Confederation of Directors' Associations, is a not-for-profit association acting as the "European voice of directors", active since March 2005 and based in Brussels.

Through its national institutes of directors (the main national institutes existing in Europe), ecoDa represents around fifty-five thousand board directors from across the EU. ecoDa's member organisations represent board directors from the largest public companies to the smallest private firms, both listed and unlisted.

ecoDa's mission is to promote good Corporate Governance at large, to promote the role of directors towards shareholders and corporate stakeholders, and to promote the success of its national institutes.

To perform its mission, ecoDa is committed

- 1- to influence the European decision-making on corporate governance by reacting to pending issues in the European pipeline or by pro-actively taking own initiatives to generate European debate and reflection,
- 2- to develop European governance standards by acting as a standing body where national experiences are shared and discussed in detail and
- 3- to provide services to its members, mainly by providing information regarding relevant European issues
- 4- to promote the development of new national director institutes and attract new members in order to strengthen its European representativeness,

Behind ecoDa, there are well-known institutes of directors which have already developed competences and reputations in organising national training programs for directors.



ecoDa

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