



Corporate Governance Conference 2018: Getting it right in a time of change

26 June 2018

Central London

When Theresa May stood on the doorstep of 10 Downing Street on her first day as Prime Minister, she announced that she wanted big businesses to be held to account: the latest corporate governance proposals seek to **reform executive pay, strengthen the employee, customer and supplier voice, and tackle the corporate governance of large privately-held businesses.** These proposals are in the process of being implemented including a **'shorter and sharper' Code of Corporate Governance** being finalised by the Financial Reporting Council for 2019.

This conference brings together **experts, academics and practitioners** to provide **practical insight into the key corporate governance** events for 2018.

WHY ATTEND?

- Identify trends and developments in corporate governance
- Understand the interplay between governance and corporate success – and what to do when things go wrong
- Share the highs and lows of a range of GDPR-compliance projects
- Get up to speed on new reporting obligations, including gender pay gap
- Hear the latest on government-proposed corporate governance reform
- Get the lowdown on corporate crime, including the offence of failure to prevent the facilitation of tax evasion

— SECURE YOUR PLACE —

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— DELEGATE FEE —

£360 + VAT – CLT Members
£720 + VAT – Non-members

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CONFERENCE OVERVIEW

Recent scandals such as the working practices at Sports Direct, the BHS administration and now Carillion have put **corporate governance at the top of the agenda**. Did it ever leave, though? Since the first seminal report on corporate governance by Lord Cadbury back in 1992, we have seen almost an A to Z of reviews of corporate governance – from Davies to Turnbull, Hampton-Alexander to Walker – covering governance topics such as executive pay, committees, audit and, more recently, diversity.

We have also seen a trend in recent years towards **bringing areas of corporate practice previously left to Corporate Social Responsibility** under the legislative umbrella with the aim of **encouraging better practices through transparency reporting**. Examples include **modern slavery, gender pay gap and payment practices**. And genuine change may result: for example, in relation to the **gender pay gap**, male BBC presenters have voluntarily reduced their pay and the media has reported an increase in equal pay claims.

And of course, on 25 May 2018 there will be one of the most significant changes to data protection law in a generation: the **General Data Protection Regulation (GDPR)**.

CONFERENCE AGENDA

9.00 Registration & Coffee

9.30 Welcome and Chair's introduction Tanya Gass, **Tanya Gass Training**

9.45 Trends in corporate crime

From the introduction of Deferred Prosecution Agreements in 2014 to the new corporate crime of 'failure to prevent the facilitation of tax evasion' introduced last year, much has changed in the world of corporate crime in recent years. The focus is on companies putting in place adequate policies, procedures and processes to avail themselves of a defence. This session will consider the latest trends, including:

- Whither 'directing mind and will'?
- What is a 'failure to prevent' offence? What does it mean?
- Deferred Prosecution Agreements
- Investigations, documents and privilege
 - Litigation Privilege over documents prepared as part of an internal investigation: the Bilta and ENRC decisions considered
 - Privilege against self-incrimination and pre-existing material: River East

Martin Evans QC, 33 Chancery Lane

10.30 The new failure to prevent the facilitation of tax evasion offence in the Criminal Finances Act 2017

Fitting into the corporate crime trends, discussed by Martin Evans QC, is the new corporate offence of failing to prevent the facilitation of tax evasion. This session will look at the latest 'failure to prevent' offence, including:

- Overview of the new provisions
- Who does it catch?
- What does it catch?
- Compliance and practicalities
- How will it all work out?

Michael Brompton QC, 5 Paper Buildings

11.15 Refreshments and Networking

11.30 GDPR? GDP-Argh more like

The General Data Protection Regulation is now in place and the pressure is on to deliver to this regulation. But this isn't your standard change in requirements – this is a new regulation, a new regulator for many organisations and a wide jurisdictional scope with potential eye-watering fines. This session will share the highs and lows of projects in this space and how the regulation will impact organisations, including:

- What does GDPR mean practically for organisations?
- What can you learn from the mistakes of others?
- Where are the regulators likely to focus?

Stephen Bonner, Deloitte

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12.15 Companies in financial trouble – how corporate governance impacts

Sadly, corporate failure is sometimes a consequence of business life, and 2018 has seen the failure of the Carillion Group, one of the largest corporate liquidations for many years. This session will explore the duties on directors and others when a company is facing financial pressure and why it is vital to prepare and advise very thoroughly, including:

- Acting proactively when insolvency could be looming – some practical analysis
- The changing nature of directors' duties on insolvency
- Cooperating with the insolvency practitioner and the consequences if you don't
- The Director Disqualification regime – it's getting tougher out there
- Personal liability for directors – some tips and tactics on how to advise and avoid

Stephen Allinson, Solicitor and Licensed Insolvency Practitioner

13.00 Lunch

14.00 Developments in UK Corporate Governance

This session focuses on the corporate governance reforms proposed by the Government in August 2017, with a view to their completion in June 2018, and reports on their progress and status, including:

- Legislation introducing new reporting requirements in relation to the performance of directors' duties, pay ratios and remuneration
- Proposals announced by the Financial Reporting Council (FRC) for reform of the UK Corporate Governance Code (including provision for employee representation at board level), and the separate reform of the Quoted Companies Alliance Corporate Governance Code for AIM and other small and mid-size quoted companies
- The new corporate governance code for larger private companies requested by the Government, to be prepared jointly by the FRC, the Institute of Directors and other leading institutions
- New and updated governance guidance prepared by the FRC and other bodies at the request of the Government

Mark Cardale, Sanctuary Governance (Development and Training) Limited

15.00 Refreshments and Networking

15.15 Equal pay, the gender pay gap and remuneration policies

Remuneration is often in the headlines, whether in relation to equal pay claims or the new gender pay gap reporting requirements. What should companies be focusing on in their remuneration policies to address the issues? This session will discuss:

- Equal pay policies and claims such as the Tesco action
- The challenges of gender pay gap reporting
- Remuneration policies for chief executives and senior managers
- Other considerations for remuneration committees

Giles Powell, Old Square Chambers

16.00 Armchair auditing: the growth in transparency reporting

Recent years have seen a legislative trend towards transparency reporting requirements with little or no formal sanctions for non-reporting. The aim of this transparency, previously left to corporate conscience, is to enable corporate stakeholders and consumers to affect corporate behaviour through their own decisions. This session focuses on the who, what, when and why of three of these reporting areas:

- Modern slavery transparency in supply chain statements
- Gender pay gap reports
- Payment practices reports

Tanya Gass, Tanya Gass Training

16.45 Chair's Concluding Remarks and Questions

17.00 Conference Close

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EXPERT SPEAKERS

Stephen Allinson has specialised in credit, debt and insolvency work since 1987, and has extensive experience in dealing with the full range of these procedures. Prior to setting up his own consultancy, he was a business recovery and insolvency partner at a major law firm. As well as acting as a consultant to the legal profession, he also pursues many other projects in the legal, insolvency and credit fields and is a Visiting Lecturer at the University of Law. Stephen was appointed Chairman of the Board of The Insolvency Service in January 2017 and is also the Chairman of the Joint Insolvency Examination Board (JIEB).

Stephen Bonner is a Partner within Deloitte's Cyber Risk Services practice with over five years of security and privacy consulting experience and over 20 years of financial services industry experience. He frequently presents at cyber and privacy conferences and at the board-level, sharing his insight into developments in the privacy landscape, regulatory updates and innovative approaches to building customer trust.

Michael Brompton QC was called to the Bar in 1973. His specialisms are in tax fraud, money laundering, investment fraud and bribery. Michael is retained by HMRC, SFO and FCA to advise and conduct prosecutions and has prosecuted many of the major VAT frauds over the past two decades.

Mark Cardale is a corporate lawyer, now qualified as a chartered secretary. He first acquired an interest in corporate governance while in New York at the time of Enron's collapse. He is the current editor of Sweet & Maxwell's Practical Guide to Corporate Governance and is an External Examiner for the MSc in Corporate Governance at London South Bank University.

Martin Evans QC specialises in the law relating to asset recovery, money laundering and confiscation. He is instructed in complex fraud and corruption cases. He is a contributing editor of Archbold with responsibility for the chapter on confiscation and money laundering. He is also co-author of Corporate Criminal Liability.

Tanya Gass is a regular speaker for Central Law Training, delivering a variety of courses on equity capital markets, corporate finance, company law and corporate governance. As a corporate finance solicitor, Tanya worked at Clifford Chance, Gouldens, Collins Stewart Stockbrokers and Hanson plc. She now runs a training business delivering courses for a range of training companies, universities, law firms and companies. Tanya is also a recommended member of the Legal Education Training Group and is a consultant PSL for a number of law firms.

Giles Powell practises principally in employment and associated regulatory and disciplinary law. He also undertakes cases in related areas of public and administrative, commercial, partnership and company law. He has been recognised as a leading junior in professional discipline and regulatory law by the Legal 500 since 2009 and more recently by Chambers & Partners.