

## Live Webinar - The New Director

**Duration:** 3 hours

**Maximum 8 delegates**

### Course Contents

As a Director, your obligations and liabilities are defined under law, but your duties and responsibilities – and expectations of how you will meet them – are set out in UK corporate governance. This has become more explicit with each progressive version of the Corporate Governance Code and the associated guidance that explains the collective expectations of the Board. It is a broadening landscape in which the Director is expected to operate.

Much of the regulatory regime has evolved from corporate governance, so this is also central to your role as a Senior Manager Function. For a new Executive Director this means you now have a dual role: leadership and accountability for your part of the business, and leadership and direction of the company. This has brought greater transparency and more direct and immediate accountability.

There is also a growing body of research and evidence that indicates where Board failure has been at the heart of company failures. More importantly it shows us what an effective Board looks like, and how it relies on the effective contribution of each and every Director: Executive or Non Executive.

The aim is to equip newly appointed directors with the knowledge to make that transition and contribute to the Board's collective leadership. Whether "Exec" or "NED", it addresses not just the "what" and "why" of the role, but explores the "how".

### Course Objectives

By the end of the course, participants will be able to:

- Summarise what corporate Governance is, and how the existing framework in the UK has evolved
- Explain your obligations under s172 of the Companies Act 2006 and your legal obligations.
- Explore the purpose and role of the Board
- Explore the dual role of the Executive Director and the relationship with and Non-Executive Directors
- Revise the structure of the Board, the roles of Board Committees
- Outline the key "Matters reserved to the Board" and the associated competence
- Describe what an effective Board looks like

### Course Contents

- **Welcome and Introductions**
  - Aims and objectives, and individual needs
  - Outline agenda and key messages
- **Corporate Governance: an evolving landscape**
  - Governance essentials
  - The evolution of UK Corporate Governance
  - The Corporate Governance Code: exploring the purpose of the Board
- **The role and duties of the Director**
  - Fiduciary trustees and stewards.....
  - Types of Director and their scope
  - Seven general duties under the Companies Act 2006
  - Legal obligations
  - Roles of directors and the crucial Exec/Non Exec relationship
- **The Board: structure and operation**

- Board composition and leadership
- The Board and its committees: getting the number, membership and the ToR right
- “Rem Co” and “Nom Co”: revealing the way the tide is flowing for the evolving role of the Board and its Directors
- The challenges that the Board faces
- **Governance and the regulator**
  - Introducing SMCR and governance
  - PRA: aligning individual accountability with collective responsibility
  - The ESG agenda
- **“Matters Reserved”: the key ones**
  - Business model, culture and strategy
  - Risk framework and setting risk appetites
  - Essential Board competences, Director competences and high performance competency....
- **The essentials of Board effectiveness**
  - Board dynamics and behaviours to stay out of trouble: “Roads to Resilience”
  - The Board effectiveness review