

**ecoDa**

*The European Voice of Directors*

**2 Days of Professional  
Development for European Directors**  
*Brussels, 19–20 October 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?'"**

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**'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 Zisswiler  
Chairman of ecoDa's Benchmarking and Information Committee  
Program's Director

## ecoDa's Directors

### Support from Different National Institutes of Directors



*'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**

Chairman (President, ILA - Institut Luxembourgeois des Administrateurs )

*'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**

Honorary 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 )



*'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)

## **ecoDa's Directors**

### **Support from Different National Institutes of Directors**



*'The ecoDa program fills an important gap in many director education programmes, by focusing the attention on the European governance scenery and the International Board practices. In an International context and given the important impetus of the European Commission as to setting the principles of corporate governance, such expansion on the European territory is more than welcome'.*

#### **Lutgart Van den Berghe**

*Board member (Executive Director of GUBERNA—l'Institut des Administrateurs / Het Instituut voor Bestuurders)*

*'The ecoDA training program is a most welcome initiative to professionalize the role of BoD in European companies. It also gives an unique opportunity for discussions and sharing of best practice, completely different from single seminars and conferences within the field. The training sessions will provide better insight and understanding of the BoD's role and composition of the Board.'*



#### **Turid Solvang**

*Board member (Managing Director of the Norwegian Institute of Directors)*

### ***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	Balmoral I + II	<b>Richard Zisswiller</b> , Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe
8.45	<b>Company ownership : The contrasting influence of controlling shareholders and Institutional investors across Europe</b> —Practical examples and exchanges with the attendance		<b>Roger Barker</b> , Head of Corporate Governance of the Institute of Directors - IoD
10.00	<b>Board structure :The functioning of one and two tier board systems in European companies</b> —Practical examples and exchanges with the attendance		<b>Dr. Wolfgang Richter</b> , Clifford Chance
11.15	<i>Coffee Break</i>		
11.45	<b>Basic principles on the European Institutions, decision-making and main actors</b>		<b>Stéphane Desselas</b> , Director of Athenora Consulting <b>Béatrice Richez-Baum</b> , Secretary General, ecoDa
13.15	<i>Buffet Lunch</i>		
15.00	<b>Presentation of the pending key topics at the EU level</b>		<b>Klaus-Heiner Lehne</b> , MEP, Chairman of the ECON Committee
16.00	<b>Case's study: How two different boards from two different countries can handle the same issues?</b> Impact of external and internal elements on the board's decision		<b>Frank Dangeard</b> , Managing Partner, Harcourt
18.00	<b>Closing session</b>		<b>Richard Zisswiller</b> , Chairman of ecoDa's Benchmarking and Information Committee
19.30	<i>Dinner—Experience sharing</i>  <i>Atelier Restaurant</i> Rue Franklin 28, 1000 Bruxelles		<b>Tomas Lindholm</b> , Chairman of the Finnish Association of Professional Board members <b>Marianne Elisabeth Johnsen</b> , CEO and Founder, X-Lence Group AS

Day  
2

- 8.30 Welcoming at Stanhope Hotel  
Rue du Commerce 9, 1000 Brussels Balmoral I + II
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- 8.45 **Board diversity and employee representation: The impact of board membership on European board behaviour**—Practical examples and exchanges with the attendance **Olli V. Virtanen**, Secretary General of the Finnish Association of Professional Board members
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- 10.00 **A benchmark on European features, practices and data** **Heidrick and Struggles** (to be confirmed)
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- 11.15 *Coffee Break*
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- 11.30 **Executive remuneration: Differing paths to accountability and legitimacy in Europe** **Jean-Nicolas Caprase**, Director—ISS Europe, European Governance Head
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- 13.15 *Lunch*—**Reflexion upon ethics and CG** Coordinated by **Philippa Foster Back**, Director, Institute of Business Ethics (to be confirmed)
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- 14.00 **Simulation of a real boardroom on the basis of a case study circulated beforehand** Coordinated by **Peter H. Dehnen**, CEO of GermanBoardRoom GmbH with the support of **Abigail Levrau**, Guberna and **Roger Barker**, IoD
- Auto-Evaluation of the two fake Boards by the participants and external evaluation by a senior peer **Daniel Lebègue**, Non-executive Director of Technip; Administrator, Alcatel-Lucent; President, Institut Français des Administrateurs (IFA)
- Recommendations in terms of boardrooms' dynamics and management of cultural diversity **Roger Barker**, Head of Corporate Governance of the Institute of Directors - IoD
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- 17.30 **The merger being decided, the participants have to set up a new board and to define the profile of new board members following some resignations**
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- 18.30 *Closing session* **Richard Zisswiller**, Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe

## Speakers' bios

### **BARKER, Roger**

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.

### **CAPRASSE, Jean-Nicolas**

Jean-Nicolas Caprasse is Head of Corporate Governance Services for RiskMetrics Group's in EMEA. Jean-Nicolas joined RiskMetrics Group through ISS' May 2005 acquisition of Deminor Rating, where he had been the Managing Partner since 2000 and a partner of Deminor International since 1993.

Prior to joining Deminor, Jean-Nicolas spent five years with JP Morgan, in Brussels and New York, as a Capital Markets Associate. He started his business career with American Petrofina (now Total SA), an oil and gas company in Dallas, Texas, as assistant to the Chief Financial Officer.

He has a degree in Commercial Engineering from Solvay Business School ULB/VUB in Brussels (1986) and an MBA from INSEAD in Fontainebleau, France (1992).

### **DANGEARD, Frank**

Frank Dangeard is Managing Partner of Harcourt, Chairman of Atari and Chairman of the Strategy Board of PwC(France). He also serves on the boards of Crédit Agricole-CIB (France), Symantec (USA), Telenor (Norway), SonaeCom (Portugal), Moser Baer (India). He is a member of the Advisory Boards of HEC in France and of the Harvard Business School in the US. He has served on the boards of EDF (Electricité de France), Orange and Wanadoo (France Télécom Group), and Eutelsat.

From September 2004 to February 2008, he was Chairman and CEO of Thomson SA. From September 2002 to

September 2004, he was Deputy CEO of France Telecom. He joined Thomson multimedia in 1997 as Deputy CEO, and was appointed Vice Chairman in 2000. Prior to joining Thomson multimedia, from 1988 to 1997, Frank Dangeard was managing director of SG Warburg & Co. Ltd., in London and Madrid, then Chairman of SG Warburg France. From 1986 to 1988, he was a lawyer with Sullivan & Cromwell LLP in New York and London.

Frank Dangeard was born in Canada on February 25, 1958. He graduated from the École des Hautes Études Commerciales (Prix Jouy-Entreprise), the Paris Institut d'Études Politiques (Lauréat) and from the Harvard Law School (Fulbright Scholar, HLS Fellow).

### **DEHNEN, Peter H.**

Peter H. Dehnen is owner and CEO of GermanBoard-Room 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.

### **DESSELAS, Stephane**

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 .

### **FOSTER BACK, Philippa**

Philippa has 30 years of business experience, having begun her career at Citibank. Following 9 years at Bower, leaving as group treasurer, she became group finance director at DG Gardner Group, a training organisation. She joined Thorn EMI in 1993 as group treasurer until 2000. She was appointed Director of the IBE in 2001.

In connection with her IBE role she served on the Woolf Committee 2007/8 looking at ethical business practice in BAE Systems plc; and has been appointed to the Advisory Board of the Centre for Corporate Reputation at the Saïd Business School at Oxford University and consequently as a Visiting Fellow of the University.

She sits on the Boards of the Institute of Directors and of the Norfolk and Norwich University Foundation Trust Hospital, where she chairs the Audit Committee. She is also Chairman of the UK Antarctic Heritage Trust.

Philippa was awarded an OBE in the New Year Honours 2006 for services to the Ministry of Defence where she was a NED and chaired the Defence Audit Committee from 2002-2007. In July 2008 she was awarded the Marks & Spencer Sieff Award.

### **JOHNSEN, Marianne Elisabeth**

Ms. Johnsen graduated as a lawyer from the University of Oslo before obtaining an MBA (with honors) from Solvay Business School in Brussels. She acquired her operational management experience both in the public and private sector; at Ullevaal University Hospital where she was a member of the top management group and in the industrial company Elkem ASA where she was director of strategy and business development. She is currently founder and partner in a management consulting company working with turnarounds in industrial enterprises in the Nordic countries.

Ms. Johnsen has gained extensive board experience during the last ten years both as Director and Chairman of the Board in different companies within the areas of technology, shipping, offshore, health, finance, aquaculture and most recently in oil and gas. She has also extensive experience within the Humanitarian sector as Chairman of the Board of the Norwegian Refugee Council.

### **LEBEGUE, Daniel**

Daniel Lebègue is graduated from the "Institut d'Études Politiques" of Lyon and from the "Ecole Nationale d'Administration".

He started his career in 1969 at the Direction of the Treasury, French Ministry of Economy and Finance where he was appointed at several functions as Head of the Balance of Payments office and Head of Treasury Office at the Treasury.

In 1981, he was promoted as the Technical Adviser to the Prime Minister's Cabinet in charge of the economic and financial affairs.

He becomes the Assistant Director of the Treasury in 1983, then Director of the Treasury from 1984 to 1987. In 1987, he attends the "Banque Nationale de Paris" as

Chief Executive Officer, then as Vice chairman.

From 1998 to 2002, Daniel Lebègue was the Chief Executive Officer of the "Caisse des Dépôts et Consignations".

Since July 2003, he is at the head of the Institut Français des Administrateurs (IFA), a French professional association of Directors.

Since 2008, he is Chairman of the Board of the Observatoire sur la Responsabilité Sociétale des Entreprises (ORSE). He is non executive director of Technip, Scor.

### **LEHNE, Klaus-Heiner**

Klaus-Heiner Lehne (European People's Party) is a Member of the European Parliament since 1994. He is Chair of the Legal Affairs Committee and the Conference of Committee Chairs as well as a Substitute Member in the Committee on Economic and Monetary Affairs. Klaus-Heiner Lehne is, inter alia, rapporteur for Company Law and Contract Law.

### **LEVRAU, Abigail**

Dr. Abigail Levrau is Doctor Assistant and Member of the Management Committee of GUBERNA. She joined the Institute in 1997. She is responsible for multiple research projects and governance surveys as well as board evaluation and benchmark studies for listed and non-listed companies. She frequently acts as lecturer in training programs on governance (mainly for executives and directors). Besides, she is involved in the activities carried out within the Centre for Public Governance and the Centre for Growth Companies. She is member of the European Council for Corporate Governance, The Conference Board Europe and of the Benchmarking & Information Committee, European Confederation of Directors' Association. She holds a degree in Applied Economics and, next, obtained her PhD with a thesis on 'board effectiveness' in 2007.

### **RICHEZ-BAUM, Béatrice**

Lawyer and Doctor in law, she set up the ecoDa Office in March 2005 and manages the European Confederation since then. She also works for the Paris Chamber of Commerce as an expert in international trade. She published a lot of articles related to European Lobbying and WTO.

She was a lecturer in a Master's Degree in Law, International Affairs and Management at a French business school (ESSEC).

**VIRTANEN, Olli V.**

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.

**ZISSWILLER, Richard**

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.

### Registration Form

(to be fully completed)

First Name	
Last Name	
Email address	
Address (+ Country)	
Phone number	
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	
Are you submitted to VAT	Yes <input type="checkbox"/> No <input type="checkbox"/>
Your VAT Number :	.....
Short biography (+ Photo)  (to be sent apart with this form)	

*The seminar will be conducted in English*

### Practical Information

- **Costs:**

**Training:** €1000 (excluding VAT) for people not affiliated to one ecoDa's member  
 €850 (excluding VAT) 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:

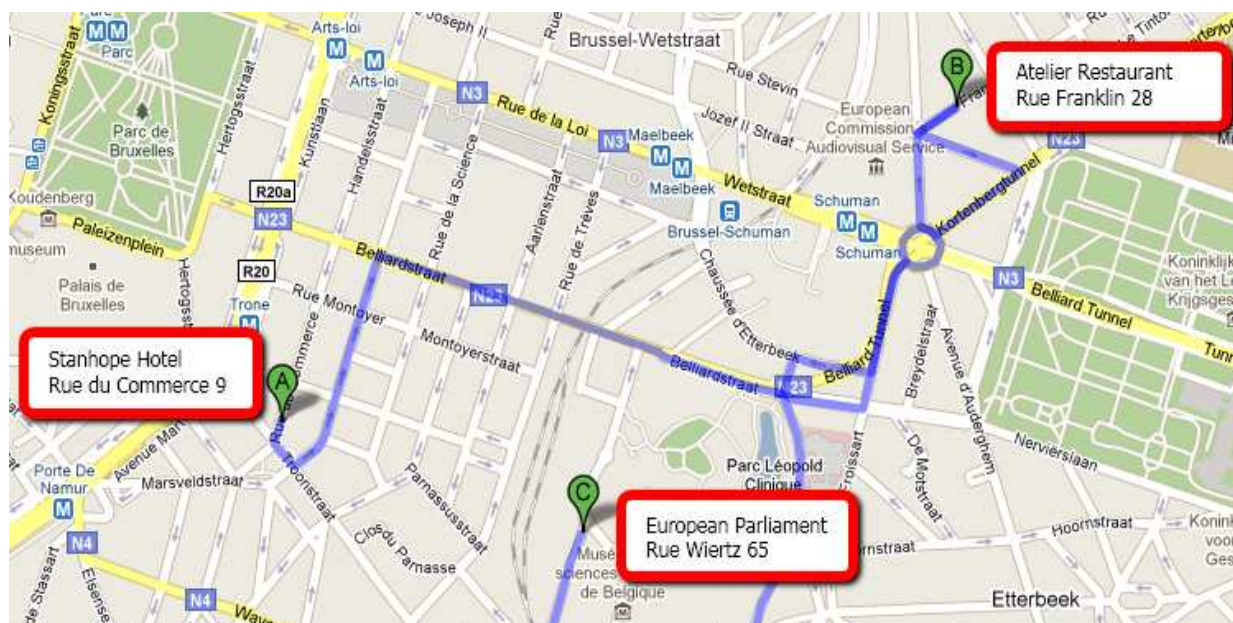
Account Number: BE15 0014 4588 5030  
 BIC Code: GEBABEBB  
 Beneficiary: ecoDa  
 Address: Rue de la Loi 42, 1040 Brussels, Belgium  
 Bank Name: BNP Paribas Fortis  
 Bank Address: Avenue Louise 58, 1050 Brussels, Belgium

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

- **Venues:**

**Training and Accommodation (recommendation):** 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



### *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.

[www.ecoda.org](http://www.ecoda.org)



## **ecoDa**

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Richard Zisswiller**

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