



THE CONFERENCE BOARD
Trusted Insights for Business Worldwide

Council on Corporate Governance

05 – 06 February 2015, London, UK

Kindly Hosted by Universities Superannuation Scheme

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About The Conference Board

The Conference Board is a global, independent business membership and research association, founded in 1916, working in the public interest. Our mission is to provide the world's leading organisations with the practical knowledge they need to improve their performance and better serve society. A non-advocacy, not-for-profit entity, we conduct research and convene business leaders, working within and across via three main subject areas: Economies and Business Environment, Human Capital and Corporate Leadership.

Meeting Information

Location: Universities Superannuation Scheme, London Investment Office, 6th Floor,
60 Threadneedle Street, London EC2R 8HP, +44 (0) 20 7972 0300

Hotel Apex Temple Court London, 1-2 Serjeants' Inn, Fleet Street, London EC4Y 1LL T, +44 (0)131 441 0440.

Restaurant: RSA House, 8 John Adam Street, London WC2N 6EZ, +44 (0) 20 7451 6809

Dr. Carolyn Kay Brancato, Council Director, carolyn.brancato@conference-board.org, +1410 703 0532

Ms. Claudia Călinescu, Manager, claudia.calinescu@conference-board.org, +3247 678 1114

Meeting Registration Link: [Here](#)

Final Agenda

Themes: Corporate Governance Latest Trends & Cyber Security

The meeting will focus on the latest international comparative best practices in corporate governance throughout the UK, Continental Europe, the US and the UAE. We will discuss the latest trends in board leadership, CEO succession, board independence, the nominating process and the role of the board in providing oversight over strategy and risk. With regard to the latter, one of the very latest issues affecting the company's board, management and investors is Cyber Security. We will explore with a noted Non-Executive Director and former Director General of the UK Security Service MI-5, the Role of the Board in providing oversight before, during and after a Cyber Attack.

Thursday, 05 February 2015

12.00 Registration and Buffet Luncheon at Universities Superannuation Scheme (6th Floor)

13.00 Meeting Opening and Welcome from Co-Chairs and Host

Co-Chairs: **Mr. David Peter Frick**, Senior VP, Corporate Governance, Compliance & Corporate Services, Nestlé S.A. and **Mr. Ian Pitfield**, Head of Corporate Governance, UBS Global Asset Management

Dr. Carolyn Kay Brancato, Council Director, The Conference Board

Host: **Dr. Daniel Summerfield**, Co-Head Responsible Investment, Universities Superannuation Scheme (USS)



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13.15 **Leading Corporate Governance Issues**

The Council Members have generously invited the Alumnae of The Conference Board's Governance Academy to join in during this session followed by dinner.

For each of the following key corporate governance issues, we will consider:

1. The law in US, UK, various countries in Continental Europe and UAE;
2. What are the various governance trends in board member recruitment, election of new directors especially with regard to diversity, board leadership including CEO succession, presence of a senior independent (lead director), etc.?
3. How can CEO succession planning, board renewal processes and board oversight over strategy and risk be improved to ensure the board is operating effectively to generate long-term value for the company?

Speakers to present matrix of laws/regulations/practices:

Ms. Rebecca Grapsas, Senior Associate, New York, Weil Gotshal & Manges and
Mr. Peter King, Partner Corporate Group, London, Weil Gotshal & Manges

Trends in corporate governance will be presented by:

Dr. Carolyn Kay Brancato, Council Director and Director of the Governance Academy,
The Conference Board

Following the Introduction on the Legal/Regulatory Matrix, Three Key Governance Issues will be Discussed by Council Members and Invited Governance Academy Alumnae

1. Board Leadership

- a) What are the benefits and caveats of separating Chairman and CEOs?
- b) Do Senior Independent or Lead Directors improve the effectiveness of the board and, if so, how?
- c) What are best practices in CEO Succession Planning not only with regard to planned CEO successions but also when emergency situations arise?

15:00 Networking Coffee Break

15:30 **2. Board Effectiveness**

- a) How does the board evaluate its effectiveness?
- b) How does the board recruit new members to ensure it is operating effectively and renewing itself to meet the company's long-term challenges?
- c) How should boards deal with issues such as gender diversity, international diversity as well as diversity of thought?
- d) How do boards communicate their effectiveness to investors?

3. Role of the Board in Strategy and Risk Oversight

- a) What constitutes effective board oversight and management implementation for the company's strategy and ERM processes?
- b) How can the company's annual strategic retreat be augmented to allow strategy and risk issues to be taken forward on a continuous, real time oversight basis?
- c) How best do companies link strategy to risk management and then to sustainability issues to best achieve long-term corporate value?

18.00 Adjourn for the day. Shuttle Transfer to the Hotel

19:15	Meet in the Hotel Apex Temple Court London Lobby and Walk to the Dinner Location (15min) or Shuttle Transfer for participants who prefer not to walk.
19.30	Networking Dinner Restaurant RSA House Entrance on the Strand, 15 min walking distance from the Hotel Apex City of London
22:00	Shuttle Transfer Back to the Hotel

Friday, 06 February 2015 – Council Members' Only

08.00	Meet in the Hotel Apex Temple Court Lobby and Shuttle Transfer to the Meeting Location
08.30	Council Members' Only: Breakfast Roundtable Session Members discuss key topics for future meetings.
09:30	Networking Coffee Break
10:00	Council Members' Only: The Corporate Governance Aspects of Cyber Security and The Role of the Board of Directors This session's keynote speaker is a Non-Executive Director of HSBC and sits on other boards as well. He spent 33 years in the UK Security Service, six as Director General of MI-5. He will discuss: the role of the board in providing oversight over cyber security issues; how to educate directors and management regarding the threats and risks; how to prioritize cyber risks in the context of overall strategic risks facing the company; and how to conduct a crisis management programme prior to, including and after a cyber attack. Key processes and procedures for boards and senior governance executives to follow will be discussed. Following the speaker's remarks, an interactive members' only session will be undertaken whereby members will exchange best practice information. Speaker: Lord Jonathan Evans of Weardale , Independent Non-Executive Director of HSBC, Chairman of the Financial System Vulnerabilities Committee and Member of the Conduct & Values Committee Discussants: Mr. Peter King , Partner Corporate Group, London, Weil Gotshal & Manges LLP and Mr. Barry Fishley , Partner, IT, e-Commerce and Security Issues, London, Weil Gotshal & Manges LLP
12.00	Networking Buffet Luncheon
13.00	Meeting Adjourns

Future Meeting Dates:

- **18 - 19 June 2015** Kindly hosted by **Statoil ASA, Oslo, Norway**
- **08 - 09 October 2015.** Kindly hosted by **Unilever, London, UK**



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Partner Councils for Corporate Governance

Members of the Council on Corporate Governance have access to a global network of Councils through our 'Partner Council' program. We invite you to attend one meeting of your partner Council in Europe, US or Asia at no extra charge to your normal Council fee. Future meeting information and logistics can be found on the members only web pages which are regularly updated.

Asia-Pacific Chief Legal Officers' Council

Strategic Risk Management Council

South Asia Council on Governance & Risk Management

Emerging Markets Risk & Compliance Council

Global Council on Business Conduct

Council on Corporate Compliance and Ethics

Legal Council

Council on Strategic Risk Management

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Access your benefits

Economic Data & Analysis

The Conference Board provides a rich array of actionable, authoritative economic data on the business cycle, labor demand and trends, and several barometers of consumer and business confidence, including the widely quoted Consumer Confidence Index and the Leading Economic Indicators. Our Chief Economist and a team of economic experts update our monthly forecasts and provide additional insights.

[Activist Surveillance](#)

[Board Diversity Scenario Model](#)

[Business Cycles](#)

[Consumer Measures](#)

[Corporate Intelligence](#)

[Labor Markets](#)

[Productivity & Innovation](#)

Webcasts

As a member of The Conference Board, all employees within your company have complimentary access to an array of upcoming and recorded webcasts on our website.

[Governance Watch](#)

19 February, 2015 03:00 PM EST [15:00] | Governance Watch™

Hosted in collaboration with Cleary Gottlieb, Governance Watch is a complimentary webcast series designed to address the latest developments in corporate governance through bi-monthly webcasts featuring provocative expert guests and insights.

[Information Accountability in an Era of Information Governance Risk](#)

25 February, 2015 09:00 AM EST [09:00], 03:00 PM CET [15:00] | Special Webcast

This webcast will address how to make organisations more resilient through improved governance and accountability of their information.

Publications

[Navigating the Sustainability Transformation](#) 2015

This report describes a four-stage model for companies to progress from engaging initially



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with sustainability to accelerating, leading, and, ultimately, transforming their businesses.

To protect finances, liability, reputation, and future growth, corporate boards must ensure that their companies have appropriate processes in place to manage cyber risk in their business.

Board's Role in Cybersecurity 2014

Corporate Governance Conferences/Events

The Global Risk, Integrity & Reputation Annual Conference 06 - 07 May, 2015 (New York, NY)

Council Touchstones™

You have a multi-part question and you would like to receive comparative data from your peers. From the simple to the complex, we can design online surveys. Data is reported in an easy to read, presentation-ready format. Contact your Council Manager with your questions and we will work with you to create a survey tailored to your needs.

Ask TCB™

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