

**ecoDa**

*The European Voice of Directors*

**2 days of professional  
development for directors  
in 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?'"**

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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 alumni 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	<p>Welcoming at Stanhope Hotel Rue du Commerce 9, 1000 Brussels</p> <p>Opening Session</p>	<p>Conference room</p> <p><b>Richard Zisswiller</b>, Chairman of ecoDa's Benchmarking and Information Committee; Executive Director France of the Conference Board Europe</p>
8.45	<p>Introduction on CG in Europe with a debriefing on the main existing legislations (directives, recommendations...)</p>	<p><b>Fianna Jesover</b>, Senior Policy Analyst in the Corporate Affairs Division of OECD</p>
9.40	<p>Company ownership: The contrasting influence of controlling shareholders and institutional investors across Europe</p>	<p><b>Roger Barker</b>, Head of Corporate Governance of the Institute of Directors - IoD</p>
11.15	<p><i>Coffee Break</i></p>	
11.25	<p>Board structure: The functioning of one and two tier board systems in European Companies</p> <p><i>Examples from Belgium and Slovenia</i></p>	<p><b>Gorazd Podbevsek</b>, Director of RMG; Member of the Slovenian Directors' Association</p> <p><b>Lutgart Van den Berghe</b>, Executive Director in several companies (including Electrabel and Belgacom); Executive Director of Guberna</p>
13.00	<p><i>Lunch</i> <i>Exchange of best board practices among the attendees</i></p>	<p>Chaired by <b>Daniel Lebègue</b>, Non-Executive Director of Technip; Administrator, Alcatel-Lucent; President, Institut Français des Administrateurs IFA.</p>
14.30	<p>Executive remuneration: Differing paths to accountability and legitimacy in Europe</p> <p><i>Practices from France and Spain</i></p>	<p>A French director</p> <p><b>Bernardo Villazan</b>, Board Director of TEL-VENT</p>
15.50	<p><i>Coffee Break</i></p>	

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*

A German director

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17.25 How to manage boards' diversity?

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18.30 Closing Session

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20.00 *Networking dinner: Experiences from directors having cross-mandates*

*Atelier Restaurant*  
Rue Franklin 28, 1000 Bruxelles

**Miles Templeman**, Non-Executive Chairman of Sheferd Neame; Non-Executive Director of Melrose PLC; Director General of the Institute of Directors - IoD

**Patrick Zurstrassen**, President of Institut Luxembourgeois des Administrateurs - ILA

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Day  
2

8.15	Welcoming at Stanhope Hotel Rue du Commerce 9, 1000 Brussels	Conference room
8.30	Basic principles on the European institutions, decision-making and main actors	<b>Stephane Desselas</b> , Director of Athenora Consulting
10.30	Presentation of the pending key topics at the EU level - by DG Markt	<b>Matthias Schmidt-Gerds</b> , DG Internal Market of the European Commission
11.00	<i>Coffee Break</i>	
11.30	Visit of the European Parliament + interview of a MEP on a topical issue	<b>Sharon Bowles</b> , MEP, Chairman of ECON Committee
13.00	<i>Lunch</i> <i>Boards in European family businesses</i>	Discussion chaired by <b>Pascal Viénot</b> , Man- aging Partner, Associés en Gouvernance
14.30	Investors' perspective	<b>Carl Rosen</b> , Executive Director, ICGN Hermes
15.30	<i>Coffee Break</i>	
15.45	Specificities of Corporate Governance in Europe in comparison with the major economies: US/China/India	<b>Beatriz Irala</b> , Governance Adviser at RiskMetrics
17.45	Closing Session	<b>Juan Alvarez Vijande</b> , Chairman of ecoDa; Executive Director of the Instituto de Consejeros - Administradores - ICA <b>Richard Zisswiller</b> , 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 and Executive Director of the Instituto de Consejeros - Administradores (ICA).

**Roger Barker**

Roger Barker is Head of Corporate Governance at the Institute of Directors (IoD). Following initial training as an economist, Mr Barker spent around 13 years in various senior roles in investment banking in the UK and Switzerland. He has also acted as an adviser on corporate governance to the EU Economic and Social Committee in Brussels.

**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 .

**Beatriz Irala****Fianna Jesover**

Ms. Fianna Jesover is a Senior Policy Analyst in the Corporate Affairs Division of the OECD's Directorate for Financial and Enterprise Affairs. Since 1998, she has helped promoting sound corporate governance standards and practices, most recently in China and before in Russia. She has co-authored and produced various publications, reports and articles on corporate governance and participated in numerous conferences on the subject.

**Daniel Lebègue**

Daniel Lebègue is President of the 'Institut Français des Administrateurs (IFA)'. He started his career in 1969 at the Direction of the Treasury, French Ministry of Economy and Finance. Mr Lebègue collaborated with the Ministry for several years in different and important roles.

Since 2003, he is non executive director of Alcatel, Crédit Agricole SA, Technip, Scor and he is member of the Supervisory Board of Areva. Moreover, he is also Chairman of the Board of the "Institut du développement

durable et des Relations Internationales", Chairman of the Board of the French section of "Transparency International" and Co-chairman of Eurofi.

**Gorazd Podbevsek**

Director of RMG and Member of the Slovenian Directors' Association, Goradz 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**

Executive Director at International Corporate Governance Network (ICGN) since September 2009. Previously, he headed Corporate Governance and Communications at AP2 – the Second Swedish National Pension Fund. Prior to joining AP2, Carl was Managing Director, Initiator and Co-founder of the corporate governance advisory firm, Nordic Investor Services.

**Matthias Schmidt-Gerdt**

DG Internal Market of the European Commission

**Miles Templeman**

IoD Director General, Miles Templeman began his career as a marketing specialist and gained his pedigree leading such major consumer brands. He then moved to general management and after running Threshers, Miles became MD of the Whitbread Beer Company. Alongside his IoD role, Miles is Non-Executive Chairman of Shepherd Neame, the Kentish family brewer.

**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 IFA and sits as an independent director in several councils.

### **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, which specialises on corporate governance issues 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 sitting on the boards of several investment funds and companies. After nearly 30 years of banking and fund management with "Credit Agricole Indosuez" Group, Patrick Zurstrassen founded in Luxembourg "The Directors' Office", that he chairs. He participates to the works of several fund management and investment professional bodies.

Patrick Zurstrassen chairs the Luxembourg Working Group on Corporate Governance and is the Secretary of the Second European Corporate Governance Conference.

***Registration Form***

First Name	
Last Name	
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: BE01 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**

**Rue de la Loi, 42  
B- 1040 Brussels  
Belgium**

**Director of the programme  
Richard Zisswiller**

**Secretary General ecoDa  
Beatrice Richez-Baum**

**Communication Assistant  
Silvia Benassi**

**Telephone number: 32 (0)2 231 58 11**

**Fax number: 32 (0)2 231 58 31**

**Email: [silvia.benassi@ecoDa.org](mailto:silvia.benassi@ecoDa.org)**

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

