

OBJECTIVES

To enhance the effectiveness of those involved in the governance of companies and other types of entity by providing a relaxed, congenial forum in which to catch up with contemporary governance developments. An excellent opportunity to learn from, and debate with, experienced leaders in corporate governance; and to extend the worldwide network of contacts for each of those who attends.

International Corporate Governance Summer School 2001

28th to 31st August, London, England

Specially designed for an international group of participants

FOR

- Members of boards and board committees
- Those who advise boards, for instance on succession, remuneration, audit, control and risk matters
- Senior executives and internal auditors who play an essential role in achieving effective governance
- Those who serve boards as secretaries or clerks to boards and to board committees
- Stakeholders who need to exercise effective external control over entities
- Regulators, legislators and standards setters in the field of governance of entities
- Academics, trainers and researchers who need to keep abreast of developments in corporate governance worldwide.

The conference is targeted for those from all sectors - private, public, charitable etc.

KEY BENEFITS

- ▶ **Make sure** you are up-to-speed with best practice for boards and directors
- ▶ **Keep track** of future developments and understand their implications in your context
- ▶ **Find space**, within your busy schedule, to reflect on your and your organisation's approach
- ▶ **Gain in confidence and competence** in the performance of your governance responsibilities
- ▶ **Obtain** a valuable toolkit to apply practically in order to improve governance in your organisations
- ▶ **Meet, listen to and debate** with internationally well known leaders in their fields
- ▶ **Focus** on key, developing, leading edge issues worldwide
- ▶ **Build** valuable contacts for the future
- ▶ **Network** internationally with others
- ▶ **Pass on** your wisdom and experience to others

Corporate
Governance

Sponsored by

KPMG



International Corporate Governance Summer School 2001

Tuesday 28th to Friday 31st August
London, England

CONTENT

Corporate governance and...

- Reporting and external control
 - Economic performance
 - Best Practice – and Codes
 - Public entities
 - The effective board and board committees
 - Risk and reputation
 - Sustainability
 - Policy statements
 - Convergence and variety
- ...and much more!*

Much of the benefit of the conference will come from the participative discussions within and between sessions. Some sessions will be in the form of case studies which will naturally lead to debate. Beyond the intended programmed topics there will be ample opportunity to ventilate other issues of interest to participants.

We will endeavour to adjust the programme to accommodate new issues which become topical between the date of this brochure and the time of the conference.

Many of the sessions will be led by Andrew Chambers. Other speakers have been chosen for their known reputation in their respective fields. They are leading figures able to communicate effectively on state of the art issues.

PAST PARTICIPANTS' RESPONSES

What they said last year about our summer school:

'The content of the programme exceeded my expectations in many respects'

'I will try to convince my direct manager to nominate one of my colleagues next year'

'A good opportunity for benchmarking ourselves with other countries and with best practices'

'The timing of the programme was excellent'

Everyone said all the topics were useful

LOCATION

The **Mountbatten Hotel** located at Seven Dials, Covent Garden, London in the heart of the West End. The hotel's country house décor includes actual memorabilia from Lord Mountbatten. The hotel's conference facilities are fully air conditioned.

Within walking distance are:

Covent Garden, The Royal Opera House, the West End's theatres, cafes and bars, Trafalgar Square, Leicester Square, The Royal Academy, Soho, Chinatown and The City.

PROGRAMME TIMES

The School commences with registration and coffee at 10.30 am to 11.00 am on Tuesday 28th August, and concludes with lunch on Friday 31st. With the exception of the school dinner, evenings are free.

SCHOOL DINNER

Participants will be invited, optionally with their partners, to a dinner in a historic West End Club on Thursday evening, 30th August. The after-dinner speaker will be Dr. Bob Tricker.



SCHOOL LEADER

Eur Ing

Professor Andrew Chambers

BA, CEng, FBCS, FCCA, FCA, FIIA, FRSA,
Chartered Information Systems Engineer

Andrew is director of Management Audit (www.management-audit.com) who for the past ten years have advised clients on auditing and corporate governance matters. He teaches Corporate Strategy on the MBA (Financial Management) at The University of Hull. He was previously dean of City University Business School.

Andrew is a director of: Paragon - a FTSE listed financial services group whose audit committee he chairs and to whose remuneration committee he belongs and has previously chaired (www.paragon-group.co.uk). Until recently he was chairman of Harlequin, a small, fast growing software company,

and also a non-executive director of Pilgrim (an NHS acute hospital trust), being a member of their audit committee.

Andrew edits the monthly newsletters Corporate Governance (FTMS - Singapore), Internal Control (ICAEW) and Fraud (ICAEW); as well as the research journal International Journal of Auditing (Management Audit). He is editor of a new Wiley risk management series. He is author or co-author of eight current management books.

SPEAKERS

Andrew Chambers and...

Roger Adams is a Chartered Certified Accountant and has been Head of Technical and Research for the Association of Chartered Certified Accountants for 10 years. He is active within the Environmental Working party of the European Federation of Accountants and is a member of the Steering Committee of the Global (Sustainability) Reporting Initiative (GRI). He also acts as a consultant to the United Nations on environmental accounting and reporting issues. He is a Council member for the Institute of Social and Ethical Accountability (ISEA).

Jonathan Charkham was trained as a lawyer. He worked in the manufacturing industry, the Civil Service and the Bank of England where he became Adviser to the Governor (industrial finance and corporate governance). He has served on numerous committees in the UK (including the Cadbury committee) and abroad and works with the OECD and World Bank. He has published many articles and two books: *Keeping Good Company* (1994) a comparative study of five countries and *Fair Shares* (with Anne Simpson). He has also served on boards; currently the Great Universal Stores Plc and Leopold Joseph Plc.

Bob Garratt is Chairman of Media Projects International in London; and of Organisation Development Ltd in Hong Kong and Singapore. He is Visiting Professor in Corporate Governance at The Management School Imperial College of Science, Technology and Medicine, London. He is a founder member of The Commonwealth Association for Corporate Governance and has been heavily involved in the launch of the Chartered Director initiative at the Institute of Directors, London. His books include: *The Fish Rots From The Head: The Crisis In Our Boardrooms* (1996); *The Learning Organisation: Developing Democracy At Work* (2000); *Twelve Organisational Capabilities: Valuing People At Work* (2000); and *Developing Strategic Thought* (ed.) (1994).

David Hoare specialises in restructuring underperforming and troubled companies. He is currently Executive Chairman of Virgin Express PLC, Richard Branson's low fare European Airline. Recent restructurings include CEO positions at Laura Ashley PLC (fashion and home furnishing designer, manufacturer and retailer) and Radio Rentals Ltd. He is a non-Executive Director of The

Paragon Group of Companies, formerly National Home Loans, a mortgage company he helped restructure in the early 1990's.

Jean-Pierre Garitte is the global KPMG Ambassador for Management Assurance Services, which include corporate governance, risk assessment and management, and internal audit services. Prior to joining KPMG he was the internal audit director of J. Van Breda & Co, a Belgian based financial holding company. Jean-Pierre Garitte was the chairman of the board of the international Institute of Internal Auditors (1998-1999). He is the current president of the European Confederation of Institutes of Internal Auditing (ECIIA) and of the Asian Internal Audit Forum. Jean-Pierre Garitte is a professor at universities in Antwerp and Brussels, and a visiting professor at universities in Rotterdam and London. He is a certified internal auditor (CIA), a certified information systems auditor (CISA) and a certified fraud examiner (CFE).

Jenny Rayner established Abbey Consulting in 1999 to provide risk management training and consultancy to private and public sector clients seeking to manage risk positively to improve performance and gain competitive advantage. Prior to this, Jenny enjoyed a varied commercial and general business management career with ICI and Zeneca, latterly as Chief Internal Auditor in ICI's Group Internal Audit, where she used her extensive practical business experience to assist managers in identifying and better managing their risks.

Jeffrey Ridley is Visiting Professor at the South Bank University and was previously manager of internal auditing in Kodak. He is a past president of The Institute of Internal Auditors – UK. In 1997 he designed and launched an ongoing European examination review course for The IIA Inc certification programme for internal auditors and he currently teaches on corporate governance at post-graduate level.

Dr R I (Bob) Tricker wrote the first book to use the title *Corporate Governance* (in 1994). His many works on directors and boards include *the Economist Pocket Director* (third edition, 2000) and *Corporate Governance* in the Ashcroft/Gower History of Management Thought series (2000). Bob holds Honorary Professorships of the Universities of Warwick and Hong Kong and is a Fellow of the Institutes of Chartered Accountants and Chartered Management Accountants. He founded the journal *Corporate Governance – an International Review*.

Geoffrey Webster is Chief Executive of the Federation Against Software Theft (FAST), which was established to look after the interests of software copyright owners by promoting the legal use of software amongst organisations that use software as well as enforcing copyright law. FAST now provides a broad range of services to over 2000 subscribing organisations in both the public and private sectors covering software management, information security and risk. Geoff has been at the forefront of moves to have software recognised as an asset and managed accordingly.

SESSION OUTLINES

Management Audit reserves the right to make changes to the programme, as well as changes of speakers, as circumstances may require...

Theme Setting

What is meant by corporate governance

Andrew Chambers

The 1990's saw a breathtaking development in prescriptions for best practice in corporate governance. Perhaps the new millennium will see a stronger focus on board's responsibilities to create prosperity. In this session we highlight the scope of corporate governance:

- Internal and external control
- The roles of stakeholders, the board, management and staff in corporate governance
- Defining corporate governance
- Corporate governance lessons from spectacular corporate collapses
- What can we learn from the crisis of the Far East 'tiger economies'?
- What it means for the board to be in control of the business



International Comparisons

Corporate governance and codes of best practice – part 1

Bob Garratt, Chairman of Media Projects International in London; and of Organisation Development Ltd in Hong Kong and Singapore

- The rapidly changing face of corporate governance: from conformance to performance
- The pressures for board and directoral competence
- The fundamental values of corporate governance
- The range of codes available
- A detailed analysis of the Draft Code of Conduct for the Commonwealth Association for Corporate Governance
- The three values of corporate governance
- The four dilemmas of the board

Corporate governance and codes of best practice – part 2

Bob Garratt

- The four board structures
- The board and the learning organisation

- Development needs of directors
- Symptoms of corporate collapse
- The learning board



Accountability and Control

The developing role of audit committees

Jean-Pierre Garitte, Global KPMG Ambassador for Management Assurance Services

Developments in corporate governance 'best practice' have encouraged the development of audit committees throughout much of the world. This session explores:

- Generally regarded 'best practice'
- How to discharge the committee's developing oversight responsibilities for:
 - published reports
 - statutory audit
 - internal control
 - internal audit
 - etc
- Membership, and the meaning of 'independence'
- Efficient and effective management of audit committees
- Scheduling meetings, agendas and minutes
- Pitfalls to avoid

External control: the impact of institutional investors on corporate governance

Jonathan Charkham

- The growing power of the institutions
- Not all institutions are equal
- Their attitudes are changing – and why
- The resistance to joint action
- Their important international role
- What their power implies

Governance in the public sector

Andrew Chambers

While there is common ground between the private and public sectors, the public sector has a distinctive role and some distinctive challenges and solutions to effective governance:

- Governance principles for public sector entities

SESSION OUTLINES

- Practical approaches to selflessness, integrity, objectivity, accountability, openness, honesty and leadership in public sector entities
- Finding and rewarding directors in the public sector
- Adopting in the public sector the corporate governance best practice developments of the private sector



Functioning of the Board

The effective board and the effective director

Jean-Pierre Garitte, Global KPMG Ambassador for Management Assurance Services

Why do some boards perform well but others do not? Why is it that some directors are effective but others do not succeed? This session examines these matters, tackling:

- The role and responsibilities of the board
- The board and its committees
- The effective chairman
- The ideal director
- Efficient conduct of board business
- Delegating authority from the board
- Auditing the board

The board's 'top down' assessment of risk and control

Andrew Chambers

Boards have always been responsible for oversight of risk and control, but recent developments mean they are taking this more seriously, at least in a formal way.

- What is the board's responsibility for risk and control?
- How can the board assess risk and control?
- What reliance might boards place on board committees?

- How should the board's 'top-down' assessment of risk and control be made to cascade down into the business?
- How can a board ensure that the management of risk and control is embedded into the business?

The board's responsibility for reputational risk

Jenny Rayner, Director, Abbey Consulting

- Understanding the backcloth: changing corporate governance requirements and stakeholder expectations
- The trend in public disclosures: the 'triple bottom line'
- The components of good reputation
- The role of the board in managing reputation: responsibilities and liabilities
- Key sources of reputational risk
- Positive action to protect and enhance reputation
- Reporting on reputational risks

Participants receive hard-copy and computer-based Standard Audit Programme Guides on reputational risk for their subsequent use in Word 1, WordPro 2, WordPerfect 3 and AmiPro word-processing formats.

Finding and rewarding directors

David Hoare, Executive Chairman of Virgin Express PLC

The responsibilities of the executive and non-executive directors are enormous but not well understood. This session will explore these and other related challenging questions:

- Are most directors vastly overpaid, in that they add no value?
- Are a few vastly underpaid?
- How can entities find the right individuals – which is essential but difficult?
- How should directors be rewarded – which is both complicated and controversial?

Software asset management – an emerging corporate governance issue

Geoffrey Webster, Chief Executive, Federation Against Software Theft (FAST)

Information technology and the software that drives it have become a part of everyday business life. Software, however, is a hidden asset and yet is now mission critical to business. Failure to recognise software as an asset leads to a failure to manage it with consequent risks to the business.

This session will examine this issue and the actions which can be taken to minimise the risks.

- 1 Word is a trademark of Microsoft.
- 2 WordPro and AmiPro are trademarks of Lotus Development Corporation.
- 3 WordPerfect is a trademark of the Corel Corporation



Sustainability and Ethical Conduct

Developments in environmental, social and ethical accountability

Roger Adams, Head of Technical and Research, Association of Chartered Certified Accountants

With these issues becoming more important, this session will consider:

- Sustainable development: what does it mean at the corporate level?
- The role of the board with respect to sustainability issues
- Sustainability vs. eco-efficiency: are the terms interchangeable?
- Sustainability reports: the sustainability reporting guidelines of the Global Reporting Initiative (GRI): an overview of the recommendations
- Progress in developing external verification techniques for sustainability reports: who is setting the standards?
- Examples from practice: reports and verifiers

Governance and quality make good bedfellows

Jeffrey Ridley, Visiting Professor of Auditing at South Bank University

The worldwide development of corporate governance principles and practices in the 1990s will continue into the future across all sectors. The 1990s also saw a significant growth of interest by organisations in the development of quality cultures and standards for continuous improvement, driven by economics and competition. In most organisations both developments have progressed separately. This session will explore how the principles and practices of governance and quality can support and strengthen each other in the following key areas in every organisation:

- Relationships with customers
- Management leadership
- Teamworking across supply chains
- Measurement of performance
- Monitoring
- Continuous improvement

BOOKING YOUR PLACE

Fees

UK £2291.25 (inclusive of Value Added Tax)

Includes weekday lunch, refreshments and course material. Accommodation is not included.

Discounts ...are offered as follows:

- 5% off total fees for more than one summer school booking from the same organisation;
- 10% off total fees for more than four bookings from the same organisation;
- A further 5% off total fees for booking and payment before 1 May 2001.

Accommodation ...can be arranged directly with the School venue:

The Mountbatten Hotel,
20 Monmouth Street, Seven Dials,
Covent Garden, London WC2H 9HD

Tel: +44 (0)207 836 4300

Fax: +44 (0)207 240 3540

Please quote reference 'Management Audit' for preferential rates.

Or contact Management Audit for details of alternative London accommodation.

Payment

A receipted invoice will be sent when we have your registration form and payment.

We accept cheques/bankers' drafts (payable to Management Audit Ltd) or credit card.

Alternatively, we can invoice your company if required.

Booking conditions/cancellations

Should a participant need to cancel, we will happily accept a substitute participant at no extra charge. Should you need to cancel outright, then Management Audit will refund the full School fee less £75 + VAT provided we are notified by the 1st June 2001.

Cancellations later than this will incur the full fee. Participants are responsible for any accommodation and supplementary hotel expenses.

Management Audit Ltd reserves the right to amend any part of the programme. In the unlikely event of Management Audit cancelling the School, fees will be refunded in full. Management Audit accepts no liability for any other costs incurred by participants, their organisations or by other parties whether as a result of cancellation of the School or of any other cause.

Management Audit

Improving corporate governance and audit



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Website: www.management-audit.com

REGISTRATION FORM

(Please complete the form in block capitals, and photocopy the form for additional participants)

Please register the following participant for the following School(s):

- | | | |
|--------------------------|---|-------------------|
| <input type="checkbox"/> | International IT Auditing Summer School | 6-10 August 2001 |
| <input type="checkbox"/> | International Internal Auditing Summer School | 13-23 August 2001 |
| <input type="checkbox"/> | International Corporate Governance Summer School | 28-31 August 2001 |
| <input type="checkbox"/> | I am unable to attend in 2001 but please add my name to your mailing list for future years | |

Participant Details...

Name (Mr/Mrs/Miss/Ms/Dr/other)

Position

Department

Company

Address

Post/Zip Code

Country

Tel:

Fax:

Email:

Booking Contact:

Special dietary requirements:

Payment...

Cheque/Bankers' draft enclosed for £ _____ payable to Management Audit Ltd (VAT reg. no. 555 7257 17)

Please debit my credit card:

Visa Mastercard No. Expiry date: _____

Cardholder's name and address

Signature: _____

Please invoice my company.

Invoice address and contact name, if different from above...

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Other Management Audit Programmes



International Summer Schools – London

International IT Auditing Summer School

Monday 6th to Friday 10th
August 2001

Security, control and audit of...

- E-commerce trading
- Networks
- Outsourced IT
- ISPs and ASPs
- Systems development life cycles
- Hardware and software
- IT policy and strategy
- Integrated applications
- Web-based company reporting

... and much more *

* plus Management Audit's audit planning, control & risk assessment software (retails at £1,000) and hardback book *Auditing the IT Environment*.

International Internal Auditing Summer School

Monday 13th to Thursday 23rd
August 2001

Emerging internal audit issues in...

- Oversight and accountability
- Psychology and behaviour
- Sourcing internal audit
- Risk
- Internal control
- The audit assignment
- Special investigations
- Assuring internal audit quality
- Future trends

...and much more **

** plus Management Audit's planning, control & risk assessment software (retails at £1,000) and three hardback books on internal auditing.

Review Courses – Sleaford

Certified Internal Auditor (CIA) examinations

Certification in Control Self-Assessment (CCSA) examination

*The international professional qualifications of
The Institute of Internal Auditors Inc.*

Management Audit runs revision
courses for these exams:

CIA Part 1	Monday 12 March 2001 Monday 1 October 2001
CIA Part 2	Tuesday 13 March 2001 Tuesday 2 October 2001
CIA Part 3	Wednesday 14 March 2001 Wednesday 3 October 2001
CIA Part 4	Thursday 15 March 2001 Thursday 4 October 2001
CCSA	Friday 16 March 2001 Friday 5 October 2001

Ask us for further information,
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www.management-audit.com



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Management Audit

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