



Advanced Corporate Legal Adviser Course

Website: www.btsconsultant.com

Email: info@btsconsultant.com

Telephone: 00971-2-6452630

Advanced Corporate Legal Adviser Course

Who should attend?

- Company Executive and Non- Executive Directors
- Shareholder representatives
- Pension and Investment Fund Managers
- Public officials in a regulatory, supervisory or compliance functions
- Company Secretaries of public companies
- Executives involved in strategic and operational functions, including finance, corporate strategy, human resources, and government affairs.
- Senior managers involved in setting up corporate governance initiatives
- Corporate lawyers who wish to improve their understanding of new company law developments concerning corporate responsibility.
- Investor Relations managers responsible for their organization's dealings with the finance community.

Course Objectives:

By the end of this course, delegates will learn about:

- To familiarize participants with the duties of company directors
- To examine how company boards organize themselves
- To alert attendees to the underlying issues which led to the creation of corporate governance as a discipline
- To highlight the checks and balance that apply to the boards of listed companies
- To study the framework of governance rules that has been created by the UK Corporate Governance Code.
- To refresh existing and develop new commercial skills for executives working in or managing the legal function
- To highlight the importance of the Company Secretary's role
- To practice tools and techniques in negotiation

Course Outline:

What is corporate governance?

- Essential structures of corporate governance
- Principle functions and responsibilities of the Board
- Setting the company strategic direction
- Establishing corporate values
- Holding the executives to account
- Maintaining the corporate reputation

Company Directors and Company Boards

- Duties of a Director
- Promoting the success of the company
- Role of the chairman
- Executive and Non-executive directors
- Making a difference using non-executive directors

Corporate failure resulting from poor governance

- The ineffective board
- Examples of corporate failure: Maxwell, Polly Peck, Enron, Worldcom
- Analysis of the banking crisis as a failure of governance
- Sarbanes-Oxley and other regulatory responses to corporate governance failure
- Lessons learned from corporate failures

Protecting shareholders and other stakeholders

- The UK Corporate Governance Code
- The Comply or Explain rule
- How to protect the shareholder?
- Communicating with the shareholder
- A Legal framework for corporate governance

Corporate Social Responsibility (CSR)

- The pressure for corporate behaviour change
- The Legal Background of CSR
- Company directors' obligations and CSR

- Voluntary measures
- Is CSR "Just Public Relations"?
- CSR and corporate governance links

Roles and responsibilities of company secretary

- Assisting the Board
- Record keeping
- Managing the registered office
- Supporting and managing board and company meetings

Roles and responsibilities of corporate legal department

- Typical functions
- Adding value to company performance
- Reducing corporate risk
- Measuring corporate legal performance

Resolving legal disputes

- Litigation
- Principles of Arbitration
- Non-binding dispute resolution methods
- Mediation
- Conciliation

Negotiating, drafting and structuring legal agreements

- Contract law refresher
- Drafting legal agreements
- Negotiation principles
- Tools and techniques for negotiation
- What are our negotiable?
- BATNA