Directors Duties and Corporate Governance

Tuesday 15th March 2016 - 8.45am – 1.00pm
Grace Hotel 77 York St Sydney

Course cost includes tuition, materials and refreshments $440 □
Purchase Papers $165 □

Payment Options (We do not accept American Express)

☐ I enclose a cheque payable to “CLE, UNSW”,

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# Directors Duties and Corporate Governance

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**Audiences**
- Corporate Law specialists
- Company Directors and Officers
- M&A, Banking & finance specialists
- Corporate Advisory professionals
- Compliance advisors
- Auditors & accountants
- Corporate Counsel
- Commercial Lawyers
- General Practitioners
- Regulatory Officers

**Objective**

This seminar examines the regime of regulations and law that govern Directors responsibilities. Duties towards the Company are paramount. However some obligations towards shareholders, their company group, staff, creditors and the wider community enter the discussion. We will examine the current issues which are in the limelight due to the current regulatory and policy directions of Government, courts and regulators.

Cases have tested the limits of reliance on Management advice. Leading practitioners will in this seminar provide guidance and examine key concerns in relation to transactions that cut to the existential functioning of the corporation. Topics will explore conflict, company control or takeover transactions, class actions and schemes of arrangement. Board selection and role of non-executive directors will be reviewed.

Advisors need to assist the board to focus on best practice and introduce governance and compliance systems that discharge statutory and common law obligations. Mapping the exact scope of these obligations in any circumstance requires deep understanding of basic principles discussed at this seminar.

**CPD Points:** Four (4)

**Category:** Substantive law

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<tr>
<th>Time</th>
<th>Session</th>
<th>Speaker</th>
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<tr>
<td>8.45am</td>
<td><strong>Introduction</strong></td>
<td>Guy ALEXANDER, Partner, Allens Dominique HOGAN-DORAN SC, Barrister, St James Hall Chambers</td>
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<tr>
<td>9.30am</td>
<td><strong>The Stranded Independent Director</strong></td>
<td>John MORGAN, Adjunct Associate Professor, UNSW, Consultant, Allens</td>
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<tr>
<td>9.30am</td>
<td><strong>The Stranded Independent Director</strong></td>
<td>Dr R.P. Austin, Barrister, Level 22 Chambers</td>
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<tr>
<td>10.15am</td>
<td><strong>Governance issues requiring Board attention: change of control</strong></td>
<td>Quentin DIGBY, Partner, Herbert Smith Freehills</td>
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<td>11.05am</td>
<td><strong>Morning tea</strong></td>
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<tr>
<td>11.15am</td>
<td><strong>Shareholder class actions and Causation</strong></td>
<td>Greg GOLDING, Partner, King Wood Mallesons</td>
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<td>12.00am</td>
<td><strong>Creative use of Schemes of Arrangement for Companies in Distress</strong></td>
<td>Rebecca MASLEN-STANNAE, Partner Herbert Smith Freehills</td>
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<td>12.55pm</td>
<td><strong>Questions and close</strong></td>
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- The power and importance of the Board’s recommendation
- Exclusivity provisions, break fees, the cash v scrip proposal, price protection issues
- Change of control discretions and policies in executive incentive plans
- Shareholder engagement and activism
- Management structures and legal obligations of directors
- Situations of Conflict faced by independent directors
- Problems with Group transactions
- Finding processes to overcome conflicted advice
- First contact protocols; takeover defence manuals and financial adviser defence mandates
- The Chairman/CEO; Board/Management dynamic
- The decision to engage or reject outright and reliance on advisers
- Market disclosure requirements – what needs to be disclosed and when?

![Image](https://example.com/image.png)

This seminar is **Advanced Standing approved.** Credit your CPD attendance towards a UNSW Postgraduate degree. For more information go to our website cle.unsw.edu.au

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