



Corporate Governance – Recent Trends and Developments

16–17 January 2014

Raffles Hotel Singapore, Singapore

A conference co-presented by the IBA Capital Markets Forum and IBA Corporate and M&A Law Committee,
supported by the IBA Asia Pacific Regional Forum

Working programme and list of participants

Conference Co-Chairs

Rachel Eng *WongPartnership, Singapore; Co-Chair, IBA Capital Markets Forum*

Sergio Sánchez Solé *J&A Garrigues, Barcelona; Chair, IBA Corporate Governance Subcommittee*

Thursday 16 January

All sessions will take place in The Ballroom (level 3)
All coffee/tea breaks will take place in The Ballroom foyer (level 3)
Lunch will take place in the Bar and Billiard Room

0830 – 1800 **Registration**

0900 – 0915 **Opening address by Conference Co-Chairs**

0915 – 0945 **Keynote address**

Simon Israel *Chairman, Singapore Telecommunications Ltd, Singapore*

0945 – 1115 **Corporate governance – recent trends in the US, Europe and Asia: are regulations imposing more duties on board of directors?**

Over the years, rules and regulations relating to corporate governance have become increasingly strict. In particular, much of the spotlight has been placed on directors, and the scope and extent of their duties.

This panel will share their insights to the recent trends in this area across different parts of the world.

Moderators

Derk Lemstra *Stibbe, Amsterdam; Secretary-Treasurer, IBA Capital Markets Forum*

Sergio Sánchez Solé

Panellists

Dennis Barsky *Jones Day, Singapore*

Roberto Guerrero *Guerrero Olivos Novoa Errázuriz Abogados, Santiago de Chile*

Zia Mody *AZB Partners, Mumbai*

Takashi Toichi *Anderson Mori & Tomotsune, Tokyo; Secretary, IBA Current Legal Developments Subcommittee*

1115 – 1145 **Networking coffee/tea break**

MOBILE TELEPHONES

Delegates are requested to ensure that mobile telephones and any other portable devices are switched off during the working sessions.

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1145 – 1315 **Executive compensation – what should be the role of shareholders?**

The CEO and senior management team of a company collectively drive the business of the company for its shareholders. It is therefore widely acknowledged that the management team should be adequately compensated.

This panel will examine whether the board is best placed to assess the performance and decide on the compensation of senior management and consider whether other stakeholders such as shareholders should weigh in on this decision as well. Additionally panellists will discuss criteria for management compensation applied by boards and shareholders, regulatory efforts to impose bonus caps, like the EU regulation on bonus caps for the financial services industry and the likely effects of any regulation.

Moderators

Rachel Eng

Christian Herbst *Schoenherr, Vienna; Senior Vice-Chair, IBA Corporate and M&A Law Committee*

Panellists

Thomas Britt *Debevoise & Plimpton, Hong Kong*

Lee Ming Chua *General Counsel, GIC Pte Ltd, Singapore*

Graham Gibb *MacFarlanes, London*

Wolfgang Grobecker *P+P Pollath & Partners, Munich*

Christoph Kurth *General Counsel, UBS, Singapore*

Yingling Wei *Junhe Law Firm, Beijing*

1315 – 1430 **Lunch and networking**

Speaker

Justice Jack B Jacobs *Delaware Supreme Court, Wilmington*

1430 – 1600 **The role of investors in corporate governance – how will investors add value at the board level?**

The board and management work hard to deliver returns to the company's shareholders. But, shareholders come in different forms and have different expectations.

This panel will examine how a company and its board may seek to harness the strengths of its shareholders towards effective corporate governance and value creation.

Moderators

Ellisa Habbart *Delaware Counsel Group, Wilmington; Secretary, IBA Corporate Governance Subcommittee*

Petra Zijp *NautaDutilh NV, Amsterdam*

Panellists

Bertrand Cardi *Darros Villey Maillot Brochier, Paris*

Nicholas Nash *Director & Principal, General Atlantic Singapore Fund Pte Ltd, Singapore*

Ben Roth *Wachtell Lipton Rosen & Katz, New York*

Bob Wooder *Blake Cassels & Graydon, Vancouver*

Annabelle Yip *WongPartnership, Singapore*

1600 – 1630 **Networking coffee/tea break**

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Thursday continued

1630 – 1800 **Management of risks – whose responsibility is it?**

With the collapse of major corporations in recent decades, the questions often asked is – ‘Who is responsible for risk management within a company?’. The challenge for an organisation is that risks come in many forms: operational, financial, legal, compliance, technology, investment, etc.

This panel will examine the topic to review how the multitude of risks within the organisation should be managed and to what extent the board may or may not delegate risk management to the company officers.

Moderators

Katherine Ashton *Debevoise & Plimpton, London; Senior Vice-Chair, IBA Capital Markets Forum*

Guy Harles *Arendt & Medernach, Luxembourg; Treasurer, IBA Corporate and M&A Law Committee*

Panellists

Hisashi Hara *Nagasima Ohno & Tsunematsu, Tokyo*

Andrew Lim *Allen & Gledhill, Singapore*

Irving Low *KPMG Advisory, Singapore*

1900 **Conference reception and dinner**

1 Altitude Stellar

1 Raffles Place, Singapore 048616

Only registered delegates may attend. Transport is arranged from Raffles Hotel Singapore to 1 Altitude Stellar at 1830.

Friday 17 January

All sessions will take place in the Casuarina Suite A&B (level 3)
All coffee/tea breaks will take place in the Casuarina foyer (level 3)

0830 – 1130 **Registration**

0900 – 1030 **Effectiveness of board – composition, skills, diversity, proportion of independent directors: do these matter?**

An important focus of the corporate governance movement has been enhancing the effectiveness of the board of directors. Board composition can be a significant obstacle to creating a highly effective board.

This panel will examine how to achieve an optimal board composition, having regard to regulatory requirements, director independence, demographic diversity and experiential requirements. The discussion will not be limited to public companies, but will also focus on best practices for private companies.

Moderators

Jocelyn Kelley *Blake Cassels & Graydon, Vancouver; Senior Vice-Chair, IBA Corporate and M&A Law Committee*

Tatsu Katayama *Anderson Mori & Tomotsune, Tokyo; Membership Officer, IBA Capital Markets Forum*

Panellists

Peter Brien *Slaughter & May, Hong Kong*

William Chua *Sullivan & Cromwell, Hong Kong*

Gaika Dalenoord *NautaDutilh N.V., Amsterdam*

Hoon Moon *Lee & Ko, Seoul*

Cyril Shroff *Amarchand & Mangaldas & Suresh A Shroff & Co, Mumbai*

1030 – 1100 **Networking coffee/tea break**

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Friday continued

1100 – 1230 **M&A/takeover defence – role of directors**

In the event of a takeover, the directors of a company will need to think beyond the management or day-to-day affairs of the company. They will need to consider the impact of the takeover on various stakeholders and determine whose interests they are required to protect.

This panel will examine the role of directors in the event of M&A activities or takeovers in relation to the company.

Moderator

Pere Kirchner *Cuatrecasas, Goncalves Pereira, Barcelona; Co-Chair, IBA Capital Markets Forum*

Panellists

David Friedlander *King & Wood Mallesons, Sydney*

Kah Loon Mah *Deputy Head, Corporate Finance, ASEAN-CIMB, Singapore*

Prabhat K Mehta *Sidley Austin, Singapore*

Yun Zhou *Zhong Lun Law Firm, Shanghai*

1230 – 1245 **Closing remarks**

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