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The Definitive Corporate Governance Conference 2004

Thursday 25 November 2004

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- ADDING VALUE AS AN IN-HOUSE COUNSEL**
23 November 2004, Central London
- TAX PLANNING FOR COMPANY REORGANISATION**
25 November 2004, Central London

You can still benefit from the day – even if you can't make it!

Naturally, nothing matches the experience of coming to the conference. But if you really can't make it, you can still benefit by ordering a set of conference papers. Available for £299, this will give you a permanent record of the issues raised, which you can share with your colleagues.

To order call on 020 7347 3573 or return the booking form.

Administration

VENUE

The venue will be confirmed in writing 2 weeks prior to the event.

FEE

£499 per delegate. Your fee includes attendance, refreshments, lunch and paper documentation. It is a condition of booking that the fee is payable in advance. Please send a cheque for the appropriate amount with the registration form, or complete the credit card payment details. Provisional bookings by telephone must be confirmed in writing by post or fax. Once payment has been received a VAT receipt will be sent.

OUR CONFIRMATION OF YOUR BOOKING

All bookings will be acknowledged in writing within seven working days of their receipt and joining instructions (final conference details and a venue location map) will be sent out to delegates approximately two weeks before the event. Please telephone the registration secretary immediately:

- if you have not received written acknowledgement of your booking within two weeks of sending it by fax, post or email or
- if you have not received your joining instructions five days before the event.

HOTEL ACCOMMODATION

Bedfare offer a free service co-ordinating reduced rate hotel accommodation for delegates attending this event.

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SPECIAL NEEDS

If you have any special needs or particular dietary requirements, we are happy to help where possible. Please contact us with details.

CERTIFICATE OF ATTENDANCE

A certificate of attendance is available on request, following your attendance at this conference, as a record of your training and development.

DOCUMENTATION SALE

Your notes will be dispatched within five working days after the event. Please call us if you do not receive your notes by two weeks after the event.

BOOKINGS HOTLINE AND ENQUIRIES

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CANCELLATIONS

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This programme is correct at the time of going to press. However, we reserve the right to alter or cancel the programme due to circumstances beyond our control.

A truly unique line up of the key regulators and commentators
shaping the future of corporate governance

The Definitive Corporate Governance Conference 2004

The complex web of regulations and their practical impact on
UK companies – explained by practitioners, the regulators and
expert interpreters

Thursday 25 November 2004
Central London

An essential update for CFOs, heads of internal audit, finance
directors, compliance and risk assessment managers, audit
firms, corporate lawyers, institutional investors and analysts

Sessions include:

- How the revised Turnbull Report will affect you
- Identifying and delivering the full value of internal audit
- Sarbanes-Oxley and its implications for UK companies
- What the regulators are planning for the future
- Managing your investor relations
- What non-executive directors need to know
- How to turn compliance into strategic advantage

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SPEAKERS

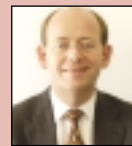
**SIR BRYAN
NICHOLSON**
Chairman
Financial Reporting Council



**IAN
HARLEY**
Onetime CEO
Abbey National
Currently
Non-Executive Director
Rentokil plc



**JONATHAN
HAYWARD**
Chief Executive
Independent
Audit Limited



**NIGEL
TURNBULL**
Author of the
Turnbull Report



**PAUL
COOMBES**
Former Leader of
Corporate
Governance
Practice, McKinsey
Adviser to the Myrers Review on
the Governance of Life Insurance
Mutual Organisations



**VICKY
KUBITSHECK**
Group Head of
Audit, Risk
and Compliance
Aegon UK
Chair, Insurance Internal
Audit Group



ALEX BAFI
Partner
Corporate Division
Herbert Smith



**ROBERT
AITKEN**
Global Head of Legal
& Compliance
Man Investments
Limited



TIM BUSH
Associate Director
Hermes Focus Asset
Management



Chaired and devised by:

ROBERT BRUCE
Accountancy Columnist
Financial Times

The Definitive Corporate Governance

Why this conference?

Corporate Governance compliance is now acknowledged to be the biggest headache facing UK companies. You need to fully understand the effects of:

- The Sarbanes-Oxley legislation, which has dramatically changed corporate reporting procedures
- The Higgs and Smith reports and their clarification of the responsibilities of audit committees
- The Financial Reporting Council's transformation into a policing body for corporate governance
- The imminent review and new teeth of the Turnbull Report

Furthermore, a whole new world of compliance officers and institutional shareholder activism has utterly changed the landscape for UK corporates. You need a map through this complicated and interconnecting mass of measures – and that is what this invaluable conference provides.

With an unrivalled team of speakers including not only the **Chairman** of the **Financial Reporting Council**, **Sir Bryan Nicholson**, but also the author of the Turnbull Report, **Nigel Turnbull** himself, it will give you access to the thoughts and ideas of the leaders at the heart of the process.

Ian Harley, former **CEO** of **Abbey National**, will be offering his unique insight into the role of the effective non-executive director from the dual perspective of being a former CEO removed by non-executive directors, and his current position as a non-executive director of **Rentokil**, charged with doing the removing himself.

Practical guidance will also be given by:

- Expert assessors of audit committee performance
- Senior internal auditors
- Experts on Sarbanes-Oxley
- Directors at the heart of shareholder activism
- Senior compliance officers at the sharp end of City practice

Don't miss your chance to meet the decision makers in person, network with fellow worriers, and walk away with a clear understanding of the practical steps you need to take to *ensure that your organisation has the corporate governance challenge fully under control.*

Chaired and devised by:

ROBERT BRUCE

is the UK's leading commentator on accountancy, financial reporting, and corporate governance and management issues. He writes regular articles for *The Financial Times*. From 1992 to 2001, he wrote a weekly column for *The Times* and was latterly its Accountancy Editor. In 2001 he won the IIA Award for Excellence in Business and Management Press Journalism for the second time. Robert was also Editor of *Accountancy Age* for ten years.

Programme

08.45 Registration and coffee

09.00 **SETTING THE SCENE**

Chairman's introduction

Robert Bruce

Accountancy Columnist
Financial Times

09.15 **Future trends in corporate governance**

- An overview of the corporate governance world
- The role of the Financial Reporting Council
- Progress in the review of the Turnbull Report
- Problems and opportunities ahead

Sir Bryan Nicholson

Chairman

Financial Reporting Council

10.00 **The role of the non-executive director**

- From the executive director's viewpoint
- From the non executive director's viewpoint
- The unitary board – a myth?

Ian Harley

Onetime CEO Abbey National

Currently Non-Executive Director, Rentokil plc

10.45 Coffee

11.05 **Restoring trust in corporate accountability**

- The quality of audit committees
- The Credibility Gap
- The burden of expectations
- Dealing with external auditors

Jonathan Hayward

Chief Executive

Independent Audit Limited

11.50 **INTERACTIVE DISCUSSION FORUM**

The way ahead

Nigel Turnbull

Author of the Turnbull Report

Paul Coombes

Former Leader of Corporate Governance Practice

McKinsey

Adviser to the Myners Review on the Governance of Life Insurance Mutual Organisations

Robert Bruce

Conference Chairman

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12.35 **Lunch for speakers and delegates**

THE PRACTICAL ASPECTS

1.45 **Part One**

- Identifying and delivering the value of internal audit
- Influence and impact of regulation
- Turning compliance to strategic advantage
- The role of risk management

Vicky Kubitscheck

Group Head of Audit, Risk and Compliance
Aegon UK

2.30 **Part Two: The Sarbanes-Oxley Act and US liability issues**

- Enhanced disclosure
- Officer certifications
- Internal controls and procedures
- Attorney conduct rules
- Increased penalties
- Prospectus liability

Alex Bafi

Partner, Corporate Division
Herbert Smith

3.15 **Tea**

PROVIDING PROTECTION

3.35 **Part One: On the inside**

- Compliance issues
- Regulation in the City
- Risk management in hedge funds

Robert Aitken

Global Head of Legal & Compliance
Man Investments Limited

4.20 **Part Two: Protecting the shareholders**

- Financial reporting issues
- Shareholder action programmes
- Investor relationships
- Regulator relationships

Tim Bush

Associate Director
Hermes Focus Asset Management

5.05 **Close of conference**

Meet the speakers

SIR BRYAN NICHOLSON

is Chairman of the Financial Reporting Council, the regulator responsible for promoting confidence in financial reporting and corporate governance in the UK. Sir Bryan has extensive experience of both business and the public service. A former President of the Confederation of British Industry, he has chaired a number of companies including Rank Xerox (UK) Ltd, BUPA and the Cookson Group. He is a former Chairman of the Post Office, the Manpower Services Commission and the National Council for Vocational Qualifications, and is currently the Pro-Chancellor and Chair of the Council of the Open University.

IAN HARLEY

is a non-executive Director of Rentokil Initial plc, British Energy plc and Remploy Ltd, and he chairs all three audit committees. He is a Governor of the Court of the Whitgift Foundation, a Vice-president of the NDCS, and an advisor to Independent Audit Limited. He spent 25 years with the Abbey National Group, including over 9 years on the Board, this latter period being split evenly between the CFO and CEO roles. He is a past Chairman of the Association of Payment Clearing Services (APACS) and a past President of the Institute of Bankers. Ian has an MA in Economics from the University of Edinburgh, and is a Fellow of the Institute of Chartered Accountants and a Fellow of the Institute of Bankers.

JONATHAN HAYWARD

is the Chief Executive of Independent Audit Limited. As specialists in governance and reporting, Independent Audit provides support to boards and board committees in ensuring governance structures are robust and give value. Previously, Jonathan was a Partner with PricewaterhouseCoopers for 10 years, where he held a leadership role in audit development and research. In developing innovative approaches to audit, he designed and implemented a new global audit approach including live trialling with major multinational companies on a global basis. Jonathan has over 20 years' experience in accounting, auditing and investigation work including three years as leader of the Price Waterhouse Financial Services Practice in Russia. He is the author of "Thinking not Ticking", a forward-looking study of the public company audit market in the UK.

NIGEL TURNBULL

graduated as a scientist from St. Andrews University and then was articled as an accountant in the City of London. Once qualified he trained as a management accountant with a US chemical company before joining an industrial group owned by the UK independent oil company, Tricentral PLC, where he ultimately became Finance Director. He joined Rank Group PLC as Finance Director in 1987 and retired in 1999. He was Chairman of the Turnbull Committee on corporate risk, which was responsible for providing guidance to listed companies on internal control and risk management. Recently, he has been appointed to the Council of the Institute of Chartered Accountants in England and Wales to represent members in business. Nigel is a Director of Lasmo plc an independent UK oil company, also he is the Chairman and Non-Executive Director for a number of other smaller companies.

PAUL COOMBES

is a former Director of McKinsey and Co, and leader of its Corporate Governance Practice. Over twenty seven years he has served clients in many parts of the world on issues of strategy and organisation. He is now acting as an advisor to the Myners Commission on the governance of Life Mutuals.

VICKY KUBITSCHECK

is Head of AEGON UK's Group Audit, Risk and Compliance. Vicky leads the internal audit, risk and compliance teams across AEGON UK, providing services that share a common platform for promoting good corporate governance, and, sound and prudent management. Vicky, who is also a Fellow of the Institute of Internal Auditors, has over 15 years experience in the auditing profession in the financial services industry. She led the implementation of an enterprise risk management approach within AEGON UK and previously at AXA, developing techniques focused on raising the profile of internal audit and management's awareness of controls, risk management and corporate governance in the business. Previous organizations that Vicky has worked with include AXA (UK), where she held senior positions as Head of Internal Audit and Compliance Development Manager, the Target Group (TSB) and Albany Life.

ALEX BAFI

is a US qualified Partner in the Corporate Division at Herbert Smith. He has considerable experience advising investment banks and corporations on a wide range of securities offerings and other financings in the international markets, including SEC registered and Rule 144A offerings of equity, high-yield debt and investment-grade debt. He also advises clients on M&A and private equity transactions. He has been active in corporate finance transactions for issuers in more than twenty countries. Prior to joining Herbert Smith, he practiced in London, Paris and New York with the Wall Street law firm, Davis Polk & Wardwell, specialising in corporate finance. Alex graduated from the University of California, Berkeley in 1985, and in 1993 received his J.D. from the New York University School of Law. He is fluent in French and Arabic, and conversant in Italian.

ROBERT AITKEN

is Global Head of Legal & Compliance at Man Investments Limited. Man Investments, the asset management division of Man Group plc, is an independent and global leader in alternative investments. It provides alternative investment products to private and institutional investors utilising its core investment managers – AHL, Glenwood, Man Global Strategies and RMF. Prior to this Robert spent 10 years in regulation, firstly at IMRO (the asset management regulator) where he was an Assistant Director in the Supervision Division and latterly at the FSA (the successor body to the SROs which included IMRO) where he was a Head of Department in the Investment Firms Division. Robert qualified as a Chartered Accountant with Touche Ross and his early career after auditing was spent in corporate finance working at a stockbroker and a merchant bank.

TIM BUSH

is Associate Director at Hermes Focus Asset Management dealing with corporate shareholder action programmes, including handling relationships with other investors, governments and regulators, and financial reporting issues. He is a Chartered Accountant and a member of the governing Council of the Institute of Chartered Accountants (ICAEW). He is a member of the Accountancy and Auditing Practices Committee of the International Corporate Governance Network. Tim was formerly with Ernst and Young and Coopers and Lybrand.

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