FWB Park Brown

NON-EXECUTIVE DIRECTOR PROGRAMME

FWB Park Brown and The University of Edinburgh Business School are pleased to announce a new NXD programme for NXDs, by NXDs
There have been many articles and courses on the roles and responsibilities of Non-Executive Directors, but where can you learn what it is really like to be a NXD?

For example:

- **How do you manage** Boardroom Dynamics?
- **How do you influence** a Board where there is a dominant Chairman and robust CEO?
- **How do you manage** conflict round a Board?
- **What is the role** of a NXD in crisis or potential crisis situations?
- **How can you ask** the right questions, knowing how to test and constructively challenge what is being presented?

These are among the many issues and practical challenges that face NXDs. Addressing them will largely determine the effectiveness of the NXD’s contribution to the Board.

**As the responsibilities and accountabilities of NXDs intensify, so the support, knowledge and experience required also increase.**

**FWB Park Brown** and **The University of Edinburgh Business School** have developed a practical programme to address these and many other issues for NXDs.

This programme is aimed at less experienced NXDs or those seeking their first NXD appointment, as well as those more experienced NXDs who feel they would benefit from learning from others experienced in facing such challenges.

Each session in the programme is very practically focused and will be led by an experienced Chair/NXD in the subject matter. This will be accompanied by academic input from Business School faculty, case studies, work groups and significant informal discussion and Q&A. Whilst each session has a main topic, the discussions and questioning will not be limited to this and are likely to be wide-ranging.

### THE PROGRAMME

<table>
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<tr>
<th>TIME</th>
<th>6:00 – 8:00pm</th>
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<tr>
<td>COST</td>
<td>£1,000 which covers all four sessions</td>
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<td>VENUE</td>
<td>All sessions will be held in the: Conference Room, 4th Floor, The University of Edinburgh Business School, 29 Buccleuch Place, Edinburgh EH8 9JS</td>
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There will be an opportunity to network over coffee and a glass of wine after each session.
This session will cover all aspects of board dynamics. How do you manage a Board? How do you manage conflict round a Board? How can you influence as a NXD? How do you ensure you are asking the right questions at the right time? How do you manage the CEO? How can you develop skills to allow you to effectively respond to and challenge domineering senior executives? These and many other criteria involved in being an effective NXD will be discussed and debated with George and Isobel, who between them have extensive experience of Boardroom dynamics across a variety of sectors and sized companies.

George’s background
After studying Accountancy & Finance at Heriot Watt University, George joined Grant Thornton as a graduate trainee and progressed to partner specialising in corporate finance and corporate advisory work. He then joined a client, McQueen International Limited, (which subsequently became Sykes), as Business Development Director, before joining Calluna plc and finally Wolfson Microelectronics plc as CFO. George then embarked on a very successful non-executive career.

Current Portfolio
- Craneware plc: Non-Exec Chair
- Calnex Solutions Ltd: Non-Exec Chair
- Cooper Software Ltd: Non-Exec Chair
- Optoscribe Ltd: Non-Exec Chair
- Visionware Ltd: Non-Exec Chair
- Par Equity Holdings Ltd: NXD

Past Appointments
- SFX Technologies Ltd: Non-Exec Chair
- MicroEmissive Displays Group plc: Non-Exec Chair
- Clearspeed Technology plc: NXD
- Oxonica plc: NXD
- Simple Audio Ltd: Non-Exec Chair
- Kewell plc: Non-Exec Chair
- Scotcloth Ltd: Non-Exec Chair
- Summit Therapeutics plc: NXD
- Corsair Components Inc: Non-Exec Chair
- Cupid plc: Non-Exec Chair
- Two Big Ears Ltd: NXD
- Traceall Global: Non-Exec Chair

Isobel’s background
Isobel has extensive accounting and corporate governance experience. Most recently she was with Deloitte serving as the firm’s Senior Technical Partner until 2012. Prior to moving to London in 1989, she was a Director at The Institute of Chartered Accountants of Scotland and an Assistant Director at KPMG, where she started her career. She has served as President of The Institute of Chartered Accountants of Scotland and on the UK Accounting Standards Board, the Financial Reporting Review Panel and the Independent Parliamentary Standards Authority.

Current Portfolio
- IMI plc: NXD
- Winton Group Ltd: Chair, Audit Committee
- UK Green Investment Bank plc: Chair, Remuneration Committee
- The Scottish Parliament Corporate Body: Member of the Audit Advisory Board
- The University of Edinburgh: Honorary Professor in corporate governance and auditing and a member of the University’s Business School International Advisory Board.
SESSION 2: THE AUDIT COMMITTEE

Speaker: Gary Hughes
Date: Tuesday 24 October 2017

Gary has a wealth of experience in Audit Committees across many sectors. He will be discussing what makes an Audit Committee really effective; how to prepare for the committee; the relationship with the Finance Director; the pitfalls; dealing with those less financially literate and what it means to be truly independent. Gary will also share with us his experience generally of being a NXD; how to cope with challenging situations around a Boardroom; and preparing for a successful non-executive career.

Background
Gary graduated with a First Class Honours degree from The University of Strathclyde, and then went on to qualify as a CA with EY. After working internationally with Guinness plc, United Distillers and Forte plc, he was appointed CFO of SMG plc, at the time the youngest CFO of a FTSE 250 company. He helped grow its market capitalisation from £350m to £1,000m before moving to Emap plc as Group FD and Chairman of the Group's music division (largely commercial radio). He moved to a CEO role in 2006 with a division of United Business Media plc and completed his executive career with Gala Coral Group as CFO. Gary has had an equally successful NXD career and currently works extensively in the private equity world.

Current NXD Portfolio
- Booker Group: NXD and Chair, Audit Committee
- Majid Al Futtaim Retail LLP: NXD; Chair, Audit Committee & Chair, Digital Acceleration Committee
- BMI Healthcare: NXD and Chair, Audit Committee
- Scottish Football Association: NXD & Chair, RemCom
- SECC: NXD; Senior Independent Director & Chair, Audit Committee
- APAX PARTNERS: Operating Executive - senior member of the Operational Excellence Team assisting deal teams with pre-acquisition due diligence; working with portfolio companies on improving performance, transformational change and business process improvement; and providing interim management support where needed.

Past Appointments
- Premier Farnell: NXD & Chair, Audit Committee
- Smart Technologies Inc: NXD
- The People’s Operator plc: Deputy Chairman
- Matomy Media Group plc: NXD and Chair, Audit Committee
- J Sainsbury plc: NXD & Chair, Audit Committee
Crawford has a wealth of experience of Remuneration Committees across many sectors as outlined below. He will be discussing what makes a Remuneration Committee really effective; the role of the remuneration policy; the importance of committee process; the relationship with the Chief Executive and Human Resources Director; working with Remuneration Advisers; taking the emotion out of the process; liaising with the Board; effective shareholder consultation; managing the tension between being truly independent and working collaboratively.

**Background**

Crawford graduated in Law with a first class degree from The University of Edinburgh and then qualified as a CA with KPMG. With an MBA from Harvard he joined Bain & Co Inc in 1983, becoming a partner five years later. Latterly he served as Bain’s Managing Director for Europe, with direct responsibility for leading the consulting business across 12 offices and 10 countries, with 110 partners, 1300 staff, and $500M+ in revenues. Over this period, the firm enjoyed rapid growth and market success. He was also a member of the worldwide board providing direction for the firm’s 3000 staff and $1bn in revenues.

**Current Portfolio**

- **Barclays plc**: NXD and Chair, RemCom
- **SSE plc**: NXD
- **The Edrington Group Ltd**: NXD

**Past Appointments**

- **Scottish Enterprise**: Chair
- **Standard Life**: NXD, Chair
- **RemCom**: Member, Audit and Investment
- **Controls Risk Group**: Chair
- **Touch Bionics**: Chair
- **Hammonds LLP**: Chair
- **Sumerian**: Chair, Advisory Board
As the demands and challenges of the business world increase, so do the responsibilities and demands of NXDs - never more so than in crisis or potential crisis situations. How do NXDs recognise the signs, what questions should they be asking to avoid these situations happening, and what should they do when things go wrong?

Social Media and Cyber Security are challenging technical areas that can have significant impacts on businesses - positively and negatively, often the latter, and often leading to crises. Therefore, NXDs need to know about these areas, and be asking the right questions to prevent potential problems arising. How can they do that?

Ian has extensive experience in these areas and will be advising on what NXDs need to be thinking and asking about to ensure the Board is able to steer the business successfully and thereby avoid crisis situations.

He will also share his extensive experience in many other aspects of managing boards, such as building boards to ensure diversity of all types including thinking styles and experience.

**Background**

Ian’s expertise lies in Public Company Boards across the power sector, finance and public capital markets, government and regulation.

He has been Chair of The Wood Group plc since 2014, prior to which he was CEO of SSE plc, a leading UK energy utility company for over 10 years.

He is currently a director of Nova, the tidal energy company and a Non-Executive Director of Aggreko plc.

Ian is Chairman of Maggie’s Cancer Charity and Honorary President of the Royal Zoological Society of Scotland.

Until December 2015 he was Chair of Infinis Energy plc and is the immediate past president of the Energy Institute.
Professor John Amis  
University of Edinburgh Business School  

John joined the University of Edinburgh Business School in July 2013 as Chair in Strategic Management and Organisation. He is co-Director of the Centre for Strategic Leadership and Change and Director of the Doctoral Programme. John also has extensive teaching experience on MBA and Executive MBA programmes.

He has carried out numerous Executive Development leadership courses, consulting assignments and sponsored research projects, predominantly focused on strategic change, with a range of organisations. These have included US Fortune 500 firms, public and private sector Scottish companies, and large hospitals.

In addition to two books, John has authored over 50 journal articles and book chapters. His work has been published in leading journals including: Academy of Management Review, Academy of Management Journal, American Journal of Public Health, Human Relations, Organization Science and Journal of Change Management.

Judy Wagner CA  
FWB Park Brown  

Judy has been actively involved in executive search for over 20 years, recruiting at Senior Management and Board level – both Exec and Non-Exec. A co-founder of FWB Park Brown, one of Scotland’s leading Executive Search firms, she has recruited across all sectors and functional areas, and advised many clients on Board composition and evaluation.

She has been a Chairman and Non-Executive Director in the Private and Not for Profit sectors, and coached throughout her career on career development, interviewing, presentation, networking and communication, including a significant amount of public speaking in these areas.

A graduate of The University of Edinburgh and a member of ICAS, she sits on the International Advisory Board and Centre for Strategic Leadership and Change of The University of Edinburgh Business School, the Business Innovation Forum of The Royal Society of Edinburgh and The Ross Development Trust which has been set up to oversee the regeneration of Princes Street Gardens West.

In 2016 Judy developed and launched The Executive Women’s Leadership Programme with Professor Susan Murphy of The University of Edinburgh Business School. The programme, which is very practically focused, helps women progress into senior management. It includes a combination of academic insight and learning, group-based case study and debate, together with Guest Speakers from the Boards of Corporate UK who share their knowledge and experiences in informal and open discussions with the delegates. A unique programme in the UK, it will run again this year from May to December.
For more information, please contact:

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