



2024 SPRING EDITION

THE EUROPEAN BOARD DIPLOMA

BY

ecoda



The European Voice of Directors

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Our Mission

- I. To promote the role of directors, to develop professionalism and European governance standards;
- II. To influence the European decision-making process related to Corporate Governance;
- III. To provide services to its members, mainly by providing information regarding relevant European issues;
- IV. To facilitate the development of national director institutes dealing with Corporate Governance in Europe and attract new members.



ABOUT THE PROGRAMME

March 2024

“ A unique programme designed by senior European board members for European board members ”

Are you already an experienced board member with the adequate background and training required to carry out your duties effectively? Has the time come to move to the next level and receive keys to develop your own roadmaps in a concrete way as well as enriching your knowledge by benchmarking yourself against the best European Corporate Governance practices and peers? This unique programme, designed by senior board members for board members, will help you to explore and understand the challenges for European directors in the years to come. It will deepen your understanding of the changing demands being placed on the boardroom and help you foster innovation and long-term value creation. This programme, has been conceived as an eye-opener and a peer-to-peer learning experience supplemented by real-life case studies, constitutes a source of inspiration in your pursuit of excellence. It is designed to equip you with the right behaviours and skills to add value in the international boardroom with unique networking opportunities and EU proximity. This programme is an add-on to programmes developed by the national institutes of Directors.

To receive the European Board Diploma, participants have to complete the full training (the central base + one optional module of his/her choice) and to pass an online examination (multiple choice questionnaire). If a participants is not following the full training, an attendance certificate will be provided upon request.



OUR MEMBERS



PARTNERS

Our Partners contributing to this programme are:



As academic partner to ecoDa, the INSEAD Corporate Governance Centre (an INSEAD Centre of Excellence, www.insead.edu/centres/corporate-governance) faculty designs and delivers a specific session devoted to case study or board simulation that provides directors with a live experience on challenging decisions.



With the support of:



PROGRAMME SUMMARY

Day	Date	Location	Type of event
Day 1	18th of March	Rue Ravenstein 60, 1000 Brussels, Sparks	Central Base
Day 2	19th of March	Rue Ravenstein 60, 1000 Brussels, Sparks	Central Base
Day 3	26th of March	Online	Central Base
Day 4 - Option 1	12th of April	Avenue d'Auderghem 22/28/8, 1040 Brussels, ACE	Optional Module: Audit Committee : a permanent adaptation to move from pure compliance
Day 4 - Option 2	19th of April	Avenue des Arts 6, 1210 Brussels, Welkin & Meraki	Optional Module: ICGN Module - Dialogue between boards and stakeholders at the heart of all current issues
Day 4 - Option 3	25th of April	Avenue d'Auderghem 22/28/8, 1040 Brussels, ACE	Optional Module: ESG matters with a special focus on climate and biodiversity challenges
Evaluation	Opening of the exam one week after the optional module chosen and for one week	Online	
Closing ceremony	May	Online	

Please note that to complete the training, you must attend the three first days composing the central base as well as one optional module of your choice, however, you can register to the optional modules only (only an attendance certificate will be provided in that case).

LEARNING OBJECTIVES

Day	Learning objectives
Day 1	• Developing a global understanding of Corporate Governance issues beyond only the most topical issues; • Understanding the key features of the major Corporate Governance models coexisting in Europe; • Getting input on how to reshape/reinvent business models in European Companies regarding sustainability regulations development.
Day 2	• Understanding requirements, good practices and pitfalls in sustainability governance and sustainability reporting with a focus on double materiality assessment, sustainability due diligence and transition plans; • Gaining tools and insights to navigate and lead organizations through times of geopolitical uncertainty; • Developing technical and interpersonal skills in board decision-making, essential for effective corporate governance.
Day 3	• Understanding what European requirements mean in terms of the director's fiduciary duty and independence; • Discussing your own challenges with your peers related to artificial intelligence and digitalization; • Discovering the specificities of European CG models by looking at issues that concern other parts of the world, to have a global understanding of corporate governance challenges.

OUR CO-MODERATOR



Hagen Schweinitz
Global Practice Leader,
Board & Governance Advisory Practice,
Eric Salmon & Partners



Anastasia Papageorgopoulos
Senior governance officer,
Chairperson's Office of the NATO
Support and Procurement
Organisation

FACULTY

Each session will be hosted by a practitioner in the field and will include testimonials of senior board members. The speakers have been carefully selected because of their European background and expertise.



Najia Belbal
Education, Events and IT
executive, ILA



Rahul Bhardwaj
President & CEO
Institute of Corporate Directors



Hilde Blomme
Deputy CEO,
AccountancyEurope



Sabrina Bruno
Full Professor of Comparative Private Law
and Corporate Law, Università di Roma,
Non-executive director



Bart De Bock
Senior Associate Litigation,
Allen & Overy



Marie-Bernard Guillaume
Partner and Director,
MU



Lena Henningsson
Director, StableTable Scand. AB
Chairman, Lund University School of
Economics and Management

FACULTY



Chris Hodge
Director,
Governance Perspectives Ltd



Jeroen Hooijer
Active senior advisor,
EU Commission



George Lagarias
Chief Economist,
Mazars Wealth Management



Esther Maes
Associate Litigation,
Allen & Overy



Tina Mavraki
Non-executive director,
First Bauxite



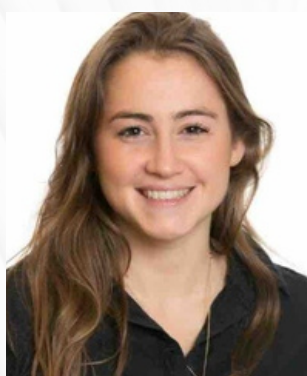
Manuel Montecelos
Executive Compensation,
Board Advisory
Senior Director, WTW



David Risser
Managing Director,
Morrow Sodali,



Michael Schweiger
Chief Compliance Officer,
Amazon Payments Europe



Hannah Summers
Director, Climate & Resilience
Hub, Executive Compensation &
Board Advisory at WTW



Gudrun Timm
Partner and Director, Carpe
Diem International



Ludo Van Der Heyen
Founding Academic Director of
INSEAD's Corporate
Governance Initiative



Peter Zadora
Chaired Professor of Corporate
Governance,
INSEAD

PROGRAMME OVERVIEW

Day 1 (on-site) - 18th March 2024

8:15: Welcome/Opening – Presentation of the programme by the facilitator, *Hagen Schweinitz, Leader, Global Board and Governance Advisory Practice, Eric Salmon & Partner's*

8:35: Ice breaker – *Marie-Bernard Guillaume, Partner & Director, MU*

9:15: Introductions:

- (30 min) European market for directorships – *Marie-Bernard Guillaume, Partner & Director, MU, Sonali Chandman, Board Director, Ackermans & van Haaren.*
- (30 min) How to shape a future-oriented talent agenda? *Marie-Bernard Guillaume, Partner & Director, MU*
- (20 minutes) Update: Overview of European Corporate Governance: Diversity or Convergence? *Chris Hodge, Director, Governance Perspectives Ltd*

10:35: Coffee break

10:55: Pillar 1: European Diversity in Corporate Governance

Tailor-made Corporate Governance starts by an understanding of the different Corporate Governance models

Learning objective: Understanding the key features of the major Corporate Governance models coexisting in Europe

[Corporate Governance Framework/Leadership]

- 1.1. (60 min) Insights on key features of national Corporate Governance models in Europe (France, Germany, Italy, the Nordic countries, the UK), *Chris Hodge, Director, Governance Perspectives Ltd, Gudrun Timm, Partner and Director, Carpe Diem International, Sabrina Bruno, Full Professor of Comparative Private Law and Corporate Law, Università di Roma (Italy), non executive-director, Lena Henningsson, Director, StableTable Scandinavia AB, Chairman, Lund University School of Economics and Management (online)*
- 1.2. (60 min) Group discussion: How key topical issues are addressed in the different Corporate Governance models? *(All participants)*

12:55: Lunch

DAY 1
Central Base



Day 1 (on-site) - 18th March 2024

13:45: Pillar 2: Sustainability: from a buzz word to actions: How can sustainability thinking have a direct impact on my business model? How can my company create value in the century of sustainability?

Learning objective: Getting input on how to reshape/reinvent business models

[Strategy]

- 2.1 (40 min): Testimony from *Peter Zadora, Director Category Procurement, Umicore Procurement & Transportation* (online)
- 2.2 (60 min) Update on non-financial reporting: CSRD requirements and EU upcoming standards, *Hilde Blomme, Deputy CEO, AccountancyEurope*

15:25: Coffee break

- 2.3 (45 min) Update on sustainability developments, *Gudrun Timm, Partner and Director, Carpe Diem International*
- 2.4 (80 min) Case study developed by Embedding Project: Credible action on sustainability as lever for business success (*presented by Tina Mavraki, non-executive director, First Bauxite*) – Examining effective board oversight of credible sustainability performance

17:45: Key takeaways, *Hagen Schweinitz, Leader, Global Board and Governance Advisory Practice, Eric Salmon & Partner's*

18:00 End of the day

Informal Networking



DAY 1

Central Base

Day 2 (on-site) - 19th March 2024

8:45: Welcome / Opening / Networking Time

9:15: Pillar 3: Sustainability reporting and strategy

Shaping the European Corporate Governance of tomorrow: the roles and responsibilities of the board in sustainability reporting and governance

How to drive good practice in your company, demonstrate robust sustainability governance and performance to investors, and harness Green Deal and sustainable finance opportunities for integration of sustainability in strategy

Learning objective: Understanding requirements, good practice and pitfalls in sustainability governance and sustainability reporting with a focus on double materiality assessment, sustainability due diligence and transition plans

[Reporting and Risk Management]

- 3.1 (105 min) Case study 2: How to define ESG KPIs for top executives remuneration? *Manuel Montecelos, Executive Compensation & Board Advisory, Senior Director, WTW and Hannah Summers Director, Climate & Resilience Hub, Executive Compensation & Board Advisory, WTW*

11:00 Coffee break

- 3.2 (90 min) Understanding requirements, good practice and pitfalls in sustainability governance and sustainability reporting (Case study), *PwC (speaker to be confirmed)*

12:45: Lunch break

13:30: Pillar 4: Disruption at board level: geopolitical challenges

- (45 minutes) Strategy in time of disruptive changes to the world order, *George Lagarias, Chief Economist, Mazars*

DAY 2

Central Base



Day 2 (on-site) - 19th March 2024

14:15: Pillar 5: Corporate Governance in action: Board simulation (210 minutes)

Learning objective: Getting hands-on experience in European boards Board decision making & soft skills, Ludo Van Der Heyen, INSEAD

- 5.1 Preparation of the Board simulation (rules of the game), *Ludo Van Der Heyen, founding Academic Director of INSEAD's Corporate Governance Initiative*

15:15 Coffee break

- 5.2 Inducing Positive Board Dynamics through Fair Process Leadership
 - Development of attitudes and behaviours towards a better decision-making process;
 - Experimenting with working in groups the collegiality and mindset to adopt in a multicultural board;
 - Peer and facilitator's feedback.

18:00: Key takeaways, *Hagen Schweinitz, Leader, Global Board and Governance Advisory Practice, Eric Salmon & Partner's*

18h15: End of the day



Day 3 (online) - 26th March 2024

8:45: Welcome/Opening - Networking Time

9:00: Pillar 6: What board structure according to the emerging topics?

How to organize a performing European Board : which composition, which dynamics, what about the emerging committees like ESG, etc.

- (60 min) *Michael Schweiger, Chief Compliance Officer, Amazon Payments Europe*

10:00: Pillar 7: Boards' duties in Europe

Staying ahead on the learning curve and the European expectations

Learning objective: To be able to implement new European requirements while benefiting from European best practices

[Directors' duties, responsibilities and liabilities]

- (60 min) Update on directors liability in Europe (*Esther Maes, Associate Litigation, Allen & Overy, Bart De Bock, Senior Associate Litigation, Allen & Overy*)

11:00: Virtual coffee break

11:15: Pillar 8: Corporate Governance in Groups:

How the interplay between the parent company and the subsidiaries impact Directors' duties?

Learning objective: Understanding what it means in terms of the duty of loyalty and independence

[Board Effectiveness & Role of Independent Directors- in cooperation with the OECD]

- (60 min) Update on CG in Groups including multinational enterprises (MNEs) and state-owned enterprises (SOEs) – *David Risser, Managing Director, Morrow Sodali*

12:15: Virtual lunch break



Day 3 (online) - 26th March 2024

13:15 Pillar 9; Digital transformation and cybersecurity

- 9.1 (45 minutes) Update on the digital transformation and its main challenges, *Najia Belbal, Education, Events and IT Executive, IFA*
- 9.2 (45 minutes) Presentation of artificial intelligence and cybersecurity risks, (speaker to be confirmed)

14:45: Virtual coffee break

15:00 Pillar 10: Topical issues

Corporate Sustainable Due Diligence

Learning objective: Time to express your own challenges with your peers

- (20 min) Presentation of the pressing files at the European Commission related to corporate governance from *Jeroen Hooijer, Senior Advisor, The European Commission*

15:20: Pillar 11: A non-EU perception on Corporate Governance

Do my peers outside the EU have the same concerns?

Learning objective: Discovering the specificities of the European CG model by looking at the issues that concern other parts of the world

- (50mn) In conversation with *Rahul Bhardwaj, President & CEO Institute of Corporate Directors*

16:10: Wrap up: main take-aways from the core program & opening up to the optional modules

16:30: Closing of the session



DAY 3

Central Base

Option 1: Audit Committees : a permanent adaptation - *12th April 2024*

Speakers (to be confirmed):



Anne-Hélène Monsellato
Independent director and
Chairman of the Audit and Risk
Committee,
Euronav, Genfit



Patrick Parent
Chair,
Committee of European Auditing
Oversight Bodies (CEAOB)



Frédéric Tabak
Head of public oversight of the
Audit profession,
Luxembourg

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 1: Audit Committees: a permanent adaptation - 12th April 2024

Time	Discussion points
9:00-9:15	Introduction (<i>Hagen Schweinitz, Global Practice Leader, Board & Governance Advisory Practice, Eric Salmon & Partners</i>) - Establish purpose of the day : understanding and responding to the key challenges facing EU audit committees - Roundtable presentation of participants
9:15-10:15	Role of the AC - Brief overview of the 7 missions under the EU Audit Reform and why they make sense - Embracing sustainability reporting - what does it mean practically for the audit committees - Beyond compliance : link with strategy execution and stakeholders' dialogue - Consequence on audit committees composition and internal outreach
10:15-10:30	Responsibility of the audit committees - key driving factors - Changes in audit committee roles and responsibilities - Trends and uncertainties : qualified audit report, finding a suitable auditor, own personal reputational risk, uncharted territories of sustainability reporting - Associated risks - isolation; confirmation bias (lack of competence); asymmetry of information; work overload; misrepresentation (sustainability reporting)
10:30-10:45	Break
10:45-12:15	The CEAOB -- Monitoring audit quality and audit committee-related activities (<i>Patrick Parent, (online), Chair, Committee of European Auditing Oversight Bodies (CEAOB), Frédéric Tabak, (online), Head of public oversight of the audit profession, Luxembourg</i>) - Presentation by the CEAOB - Open questions and debate
12:15-13:15	Lunch break

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 1: Audit Committees: a permanent adaptation - 12th April 2024

Time	Discussion points
13:15-14:45	Managing the workload - practical tips • Primary objective of a well functioning audit committees • Beyond audit results (monitoring audit quality) • Develop a robust relationship with key internal actors (relationships with senior management, internal audit and board) • Leverage internal audit better • Establish proper dashboards for role management and internal control over financial reporting
14:45-15:00	Break
15:00-16:00	Managing the workload - practical tips • Address internal culture • Share expectations and develop manageable pre-read, information meetings, etc • Liaising with other committees within the board • Ensure robust management of meetings
16:00-17:30	Conclusion and questions (reinforcing key messages) • Composition of audit committees • Expect a lot more attention to internal resources • Expect more time, more meetings, more reading and more scrutiny (from external actors) • A greater level of responsibility for audit committees? • Questions

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 2: ICGN Module - Dialogue between boards and stakeholders is at the heart of all current issues -

19th April 2024



Speakers:



George Dallas
Policy Director,
ICGN



Paul Lee
Head of Stewardship & Sustainable
Investment Strategy, Redington



Marco Becht
Professor of Finance, Chair
Professor of Corporate Governance
and Stewardship

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 2: ICGN Module - Dialogue between boards and stakeholders is at the heart of all current issues -



19th April 2024

Timing	Session	Content
9:00	ecoDa Welcome (Hagen Schweinitz, Global Practice Leader, Board & Governance Advisory Practice, Eric Salmon & Partners)	Background to the session and to the current economic and political climate
9:15	ICGN Introduction	Introduction to ICGN and why the board/stakeholder dialogue is so important
9:35	Overview	Session aims and objectives Learners' objectives and experiences
9.50	Overview	- What is the purpose of corporate governance and stewardship? - Role of the board from a shareholder perspective: what are shareholder expectations? Including reference to ICGN's Global Governance Principles
11:05	Break	

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 2: ICGN Module - Dialogue between boards and stakeholders is at the heart of all current issues -



19th April 2024

Timing	Session	Content
11:20	Presentation and discussion: factors affecting the relationship	• Engagement between investors and non-executive directors • Role of the Lead Independent Director • Country differentiation in terms of shareholder/board dialogue • Concert parties and other legal obstacles • What investors are looking for regarding ESG performance and the governance of sustainability • How to address ESG/sustainability factors in investor roadshows and investor engagement • Stakeholder relations and 'double materiality' • How to reconcile shareholder versus creditor engagement • 'Active' versus 'Activist' shareholders • What evidence says about governance and stewardship
13:05	Lunch	

DAY 4
Optional Modules
(At least one mandatory choice) – 1 day

Option 2: ICGN Module - Dialogue between boards and stakeholders is at the heart of all current issues -*19th April 2024*

Timing	Session	Content
14:15	ESG metrics and board engagement	Marco Becht, Professor of Finance, Chair Professor of Corporate Governance and Stewardship) will very concretely talk about ESG metrics, the underlying philosophy and why it is conceptually problematic
15:05	VW Case Study Introductory Presentation and breakout groups	An opportunity to play the role of one of the various stakeholders in this (in)famous case study
16:50	Summary and final Q&A	
17:20	Concluding remarks	

DAY 4**Optional Modules****(At least one mandatory choice) – 1 day**

Option 3: ESG matters with a special focus on climate and biodiversity challenges - 25 April 2024



Speakers (to be confirmed):



Ralf Otto
Facilitator of the programme,
Change Expert, Hi Circular



Caroline Storme
Finance Business Partner, Bekaert



Olivier Boutellis-Taft
CEO,
Accountancy Europe



Thomas Dodd
Policy Coordinator - Corporate
transparency, European
Commission, DG FISMA



Andrew Griffiths
Director of Community &
Partnerships, PlanetMark, Chair of
the UK IoD Sustainability Task Force



Vincent Jamblin
Founder,
Séréus



Dr Kris De Meyer
Neuroscientist, Director
Climate Action Unit, UCL



Mercedes Sanchez Varela
Member of the Board of
Directors, Chapter Zero
Brussels



Jurgen Tinggren
Chair of the Board of Directors,
Bekaert

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 3: ESG matters with a special focus on climate and biodiversity challenges - 25th April 2024



Timing	Session	Content
8:30	Welcome/Opening	
9:00	ecoDa Welcome (Hagen Schweinitz, Global Practice Leader, Board & Governance Advisory Practice, Eric Salmon & Partners)	Background to the session
9:10	Pillar 1: Climate context: Sciences, causes, emissions, impacts and implications	(50 min) Conversation with Kris de Meyer, Neuroscientist, Director Climate Action Unit, University College London
10:00	Pillar 2: The B Corp model	(30 min) Conversation , (speaker to be confirmed)
10:30	Coffee break	
10:45	Pillar 3: Climate context: policy & regulation, reporting & disclosure	(60 min) Presentation from Mercedes Sanchez Varela, Director, Chapter Zero Brussels, and Thomas Dodd, Policy Coordinator - Corporate transparency, European Commission, DG FISMA
11:45	Lunch	

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

Option 3: ESG matters with a special focus on climate and biodiversity challenges - 25th April 2024



Timing	Session	Content
12:45	Pillar 4: Role of the Boards for effective climate governance	(45 min) Conversation with Jurgen Tinggren, Bakaert Chair of the board, and Caroline Storme, Bekaert CSO
13:30	Pillar 4: Role of the Boards for effective climate governance	(60 min) Conversation with Andrew Griffiths, Chair of the IoD's National Sustainability Taskforce
14:30	Coffee break	
14:45	Pillar 6: Business implications: risks, opportunities, strategy, business transformation	(145 min) Conversation and case study with Olivier Boutellis-Taft, CEO Accountancy Europe and Vincent Jamblin, Founder of Séréus
17:10	Pillar 7: Wrap up of the session and key takeaways	(20 min) Conversation with Ralf Otto, Change Expert, Hi Circular and Stephanie Raymond, Association Manager, Chapter Zero Brussels
17:30	End	

DAY 4

Optional Modules

(At least one mandatory choice) – 1 day

INSTRUCTION DETAILS - CENTRAL BASE

- 18th and 19th March 2024

Location

Sparks

Rue Ravenstein 60
1000 Brussels

The training programme will be held both on-site and online. No hybrid solutions will be offered for those who are unable to come on-site. The two first days of the central base of the training will be occurring at Sparks, Rue Ravenstein 60, 1000 Brussels.

Sparks is located between Gare Centrale and Parc de Bruxelles. It's easily accessible through public transport by travelling to Gare Centrale per train or bus, or to Place Royale by tram. If you would like to come by taxi, we recommend using an Uber or Taxi Vert (0032 2 349 49 49). From Zaventem Airport it takes 20 minutes by car or 25 minutes by public transport. In case you are arriving with your own car, the venue recommends parking at Interparking Albertine.



The third and last day will be organised through Zoom.

INSTRUCTION DETAILS - OPTIONAL MODULES

- Audit Committee I 12th April

Location

- ESG matters I 25th April

Accountancy Europe (ACE Events)
Avenue d'Auderghem 22/28/8
1040 Brussels

Accountancy Europe, the venue for the first and third module, is located near the Cinquantenaire Parc and is easily accessible by public transport. Schuman is the name of the closest bus, metro and train station you will find from the venue. If you would like to come by taxi, we recommend the use of Uber or Taxi Vert (0032 2 349 49 49).



INSTRUCTION DETAILS - OPTIONAL MODULE

Location

Welkin & Meraki

Avenue des Arts 6, 1210 Brussels

- Boards and stakeholders | 19th April

Welkin & Meraki, the venue for the second module, is located near the Parc Royal and is easily accessible by public transport. Madou is the name of the closest bus and metro station you will find from the venue. For trains, the closest one is Gare Centrale. If you would like to come by taxi, we recommend the use of Uber or Taxi Vert (0032 2 349 49 49).



INSTRUCTION DETAILS

Rules and financial conditions

It is compulsory to attend all three days of the training as well as one optional day of your choice. Therefore, in order to receive your certification, a total of four days of the training must have been followed. Please try to respect the times of the schedule as each time slot is an important component of the training.

To register to the training, please click [here](#).

Please note that it is allowed to register to the training and choose the optional module up to three weeks prior to the start.

The participation fee will be of **€3.850 for 4 days** (core programme and an optional module) without VAT (for affiliated to a member association) or **€4.400 for 4 days** without VAT (for non-affiliated to a member association). If you wish to attend multiple opt-in modules it is feasible at a decreasing rate. A **second optional module costs €700** and a **third €500**.

If you would only like to solely attend **one extra day without the core basis** it is allowed at the price of **€1000** per day.

Payment must be done prior to the event by bank transfer only to ING BELGIUM with the IBAN BE97 3630 4531 9349 and BIC BBRUBEBB. Please use your invoice number as communication.

The payment for the full programme has to be made in full, one month before the start date.

Cancellations occurring 15 days before the training will be followed by a full refund.

Cancellations occurring between the 14th day and the 7th day before the training will be followed by a 50% refund.

Cancellations occurring within 6 days prior to the start of the program will not be followed by any refund.

Register !

Thank you for your interest

If you have any questions, please contact us to:

education@ecoda.eu

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