



BY ABILWAYS

FORMATIONS COURTES

EXPERTISE

Ref. : 6190820

Durée :
1 jour - 7 heures

Tarif :
Salarié - Entreprise : 790 €
HT

BOARD OF DIRECTORS

Understand the law and practice.

OBJECTIFS

Understanding the key legal and practical issues relating to boards of Luxembourg companies, including the composition, powers and responsibilities of the Board and other management bodies. Learning legal requirement, key risks (with the benefit of recent case law), best practice and practical tips. Application in a commercial context, including when economic times are tough.

POUR QUI ?

Directors, shareholders, legal managers and lawyers.

PRÉREQUIS

Compétences acquises:

Following the training, you will better understand the key legal considerations surrounding Luxembourg board meetings and be able to draft the minutes of such meetings.

COMPÉTENCES ACQUISES

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PROGRAMME

Board of Directors

The program takes into account new provisions which reform Corporate Law.

Defining board composition

- Directors acting as a body.
- The functions of director and managing director in day-to-day management.
- The concept of independent director.
- Companies acting as directors.
- Conflicts of interest between a director and the company.
- Termination of office.

Assimilating the powers of the Board

- Limitations / restrictions.
- Delegation of authority.
- Practical exercise: drafting an effective delegation of authority.

Assessing the linking of powers between the Board, committees and the shareholders

- Scope of powers of each 'organ'.
- Committees.
- Confidentiality and the transfer / use of information to / by committees, shareholders and others.
- Nominee directors (i.e. directors appointed upon nomination by particular shareholders).

Identifying the duties and responsibilities of directors

- Potential civil and criminal liabilities of directors.
- Recent relevant caselaw.
- The risk in practice.
- Possible ways to reduce risk.
- Indemnities.
- Insurance.
- The impact of resigning.

Integrating board operation

- Convening.



- Meetings of the Board.
- Alternative methods of decision-making.
- The director's right to information.
- The impact of corporate governance principles.
- Taking informed decisions in the company's interests.
- Observers.
- Minutes.
- Practical exercise: drafting proper minutes of Board meetings (not as easy as it sounds).

Setting the remuneration of directors

- Aligning remuneration with the success of the business.
- Favouring forms of remuneration appropriate to the business.
- Good practice concerning disclosure and transparency.
- Impact on duties / standard of care?

INTERVENANTS

Francesco MILELLA

Independent Director in Luxembourg investment vehicles - Managing Partner
REMDIS ADVISORY

LIEUX ET DATES

À distance

25 nov. 2021
31 mars 2022

Luxembourg

31 mars 2022
24 nov. 2022