Non-Executive Director

PROGRAMME

THE 2019 NON-EXECUTIVE DEVELOPMENT PROGRAMME
A practical series covering key NXD issues led by experienced Chairs and NXDs
Introduction

FWB Park Brown and The University of Edinburgh Business School are delighted to announce the third series of The Non-Executive Director Programme. This year’s programme has been extended to cover new growth areas and emerging sectors.

Non-Executive Directors (NXDs) have, in recent years, become the subject of increased scrutiny and analysis, much of which has been well documented in the media. This has led to NXDs having increased levels of responsibility and accountability, thereby increasing the support, knowledge and experience required of them. In that context, this programme has been designed to help prepare individuals for NXD roles.

The programme is highly practical, led by experienced Chairs and NXDs and focusses on those key issues of which every NXD should be aware. It also caters for those interested in all types and sizes of organisation - listed, private, entrepreneurial, SMEs, public sector, and not-for-profit.

Building on the success of the last two years, the programme has been extended this year to cover some of the faster growth areas in technology, where there will be increasing opportunities for NXDs, but where many may lack experience or knowledge.

Each session is interactive and includes group activities and case studies addressing real events, together with plenary Q&A and discussion. The sessions have been designed to allow time for interaction and active learning in each area. Whilst each session has a main topic, the discussions and questions will be wide-ranging.

Each session ends with an opportunity to network over drinks and canapés.

“I am already pencilling into my budget to attend other sessions... thanks for creating an inspiring, thoughtful programme.”

– A 2018 Delegate

Cost

£400 per session
Discounts are available:
10% discount for 6–7 sessions
20% discount for 8 sessions

Time

All sessions will be:
5.00pm – 8.00pm

Venue

All sessions will be held at
The University of Edinburgh
The case studies were well designed so that the discussions brought out all the key points and learnings.

– A 2018 Delegate

The Sessions

A practical series covering key NXD issues led by experienced Chairs and NXDs
Access to talent at the senior management and board levels is one of the key drivers of growth for early stage technology and life sciences companies. Good NXDs can bring to bear their own experiences and networks, as well as challenging and supporting the strategy of the founders and management teams.

This session will cover various aspects of what you can expect if you are to get involved with early stage, high growth companies, including crossing the chasm from product development to commercial success, the importance of cash, engaging with your markets, working with your investor group and the role of the investor director. Finally, the session will cover the importance of the role of the NXD during the exit process, such as through a trade sale or IPO.

This session will focus on the issues and challenges arising with entrepreneurial firms including managing the founder and other investors, setting strategic direction, adhering to the business plan (and overcoming issues when you miss it), building an effective board, dealing with conflict and fundraising.

Whether you already have experience on a Board or are looking for your first appointment, these issues are relevant and important for every NXD, from start-up/spinout company to listed business. This session will be covering practical case studies in working groups and plenary sessions for wider group feedback and debate.

**BIOGRAPHY**

**David Ovens**

COO Archangel Investors Ltd, former Investment Banker

David Ovens has responsibility for the day-to-day management of Archangel, a prominent business angel syndicate that has been at the forefront of early stage investing in Scotland for more than a quarter of a century. He also has responsibility for a number of portfolio companies. He is an experienced corporate financier, having worked for Samuel Montagu & Company Limited, Noble Grossart Limited and Noble & Company Limited; before setting up Invercap, a corporate advisory and investment firm based in Edinburgh.

David is currently Vice Chair of SIS Ventures (a subsidiary of Social Investment Scotland) and NXD of LINC Scotland, the trade association for angel investors in Scotland.

**George Elliott CA**

Plural Chair of private and listed companies, former CFO Wolfson Microelectronics plc

George Elliott is a highly experienced Chair of fast growth companies and has a wealth of experience across the Board, including three IPOs and eight listed companies. George was a partner at Grant Thornton specialising in corporate finance and corporate advisory work, before moving into industry to join a client, McQueen International Limited, (which subsequently became Sykes), as Business Development Director. He then joined Calluna as Operations Director and latterly CFO, and finally Wolfson Microelectronics plc as CFO. In 2007 George embarked on a very successful non-executive career and has recently taken on the role of advisor for Grant Thornton’s Growth 365 clients.

George’s current NXD portfolio includes chairing Craneware plc, Cainex Solutions Ltd, IndigoVision Group plc and Optoscribe Ltd, and he is a NXD of Design LED Products (formerly Non-Exec Chair).

Past appointments include Two Big Ears Ltd which was sold to Facebook in 2016 and he was also NXD at the angel investment company Par Equity Holdings Ltd.
Technological innovations have transformed traditional production and business techniques in recent years, and Data-Driven Innovation (DDI), including Artificial Intelligence (AI) and Machine Learning, will revolutionise business activity across many sectors including Health and Social Care, Digital Tech, Space and Satellite, Robotics and Autonomous Systems, Agritech, Creative Tech, Tourism and Festivals, Fintech, Financial Services and the Public Sector (both Govtech and Civtech).

This presents both opportunities and challenges for NXDs, who can bring much needed business acumen to help achieve successful growth, but who also may lack some of the knowledge and expertise required to fully add value to their Boards. The recent Edinburgh and South East Scotland City Region Deal is intending to launch 400 start-up companies over the next ten years - companies that will need guidance and expertise from experienced business people to achieve growth, both through funding and organic expansion.

This session will explain and de-mystify the Data Revolution landscape and the opportunities that DDI, AI, machine learning, and so on, can bring to these sectors. Our speakers will also explain the opportunities and challenges for NXDs: how to address these, and what criteria are required to be effective on the Boards of these businesses. There will also be case studies focusing on real companies where, working in small groups, delegates can learn first-hand the practical requirements of how to be a successful Chair or NXD able to drive fast sustainable growth in a complex and challenging world.

Dr Michael Rovatsos is Associate Professor at the School of Informatics and Director of the Bayes Centre. Through activities across education, research, and innovation, the Bayes Centre works to power the interaction of people, data and systems, harnessing world-leading data science and AI research for the benefits of the economy and society.

Michael has also recently been appointed Turing University Lead for the University of Edinburgh at the Alan Turing Institute. Michael has developed AI algorithms and architectures to support collaboration between humans, and was Director of the Centre for Intelligent Systems and their Applications.

Ian C Ritchie CBE is the Non-Executive Chair of Tern plc, Computer Applications Service, and Krotos. He was Chair of iomart Group plc from 2006-2018. He founded OWL in 1984 which pioneered hypertext application development (a forerunner to the world wide web) and sold the company to Panasonic in 1989. Since then he has been involved in over 40 start-up high-tech businesses. He serves on the board of the National Theatre of Scotland and the Scottish Council for Development and Industry (SCDI). He was a board member of Channel 4 TV, deputy Chair of the Edinburgh International Film Festival, Chair of Dynamic Earth Science Centre, Vice President of the Royal Society of Edinburgh and Honorary Treasurer of the Royal Academy of Engineering. He was awarded a CBE in 2003 for services to Enterprise and Education and has been awarded Honorary Doctorates by Robert Gordons, Abertay, Heriot-Watt and Edinburgh Universities.
The ‘data revolution’ and data-driven activities raise important issues for organisations, public policy, and the general public. There is a perceived lack of transparency and accountability in the data-driven systems and practices used in the private and public sectors. Ethical issues have surfaced in the discourses of a wide variety of sectors, including product innovation, health and social care, policing, university research, and many more. Ethics boards, committees and other structures are proliferating, along with the development of norms and principles, which often leave room for scepticism on grounds of principle, practicality, and effectiveness. This session will consider a number of questions, including:

- What are the ethical issues of the ‘data revolution’?
- How should data-driven organisations respond to these issues?
- What is the regulatory landscape for dealing with these issues?
- Are ethical principles and codes of practice sufficient?
- How can public trust be maintained in this environment?
- What is the role of the NXD in ensuring strong ethical standards are implemented and maintained?

Ethical considerations are fast becoming crucial for NXDs as stakeholder expectations are increasing rapidly. Our speakers will address the challenges and opportunities for NXDs, along with practical examples and case studies for group discussions and plenary debate.

**SESSION 4**

**The Data Revolution: Ethical Challenges**

**BIographies**

**Charles Raab** is Professorial Fellow, University of Edinburgh, and formerly Professor of Government; co-Director, Centre for Research into Information, Surveillance and Privacy (CRISP); co-Chair, Independent Digital Ethics Panel for Policing (IDEP); Fellow, Alan Turing Institute (ATI) and member, ATI Data Ethics Group; Member, Europol Data Protection Experts’ Network.

**Norman Murray** is currently Chair of Scottish Ballet and was Chair of The Edrington Group, Petrofac Limited, and Cairn Energy plc. He was also a NXD at Robert Wiseman Dairies plc, Greene King plc, Glasgow Income Trust, Penta Capital Partners, and Bristow Helicopter Group. Norman is a past President of the Institute of Chartered Accountants of Scotland (ICAS), and a past Chair of the BVCA. He was elected as a Fellow of the Royal Society of Edinburgh in 2015 and is currently Chair of the Ethics Board of ICAS.

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The 2018 programme was excellent. It covered a broad range of topics.  
– A 2018 Delegate

The sessions I attended were fascinating, and a good insight into the work of NXDs.  
– A 2018 Delegate
An effective Board is crucial to help ensure business success. When relationships between the CEO and Chair are strong, the company benefits from having twice as much talent at the top. Each playing a distinct leadership role, and each supporting the other. The board then benefits by having a leader whose primary focus is on governance, maintaining ethical standards, and building the board into an effective team capable of managing everything from routine business to major crises.

But what happens when the relationship is ineffective – when the Chair is too dominant or too weak? Or when the business faces a period of high stress? How does this affect relationships round the Board? What are the roles and behaviours needed by NXDs when this happens, and how do you know if the stress is a threat or an opportunity?

The effects on the company and its growth can be disastrous in these situations but NXDs have a responsibility to ensure the effective working of the Board for the future success of the business.

Whether an experienced, new, or aspiring NXD, understanding and influencing the CEO-Chair relationship and other dynamics on a board is important, both as a NXD but also as you progress to Chairing committees and becoming Chair yourself.

This session will explore the dynamics of the Board, and how to influence and navigate, as a NXD, challenging and potentially damaging situations, looking at real examples and learning from practical case studies.

SPEAKER:
Ian Marchant
Chair, Wood Group plc and Thames Water

Thurs 24th Oct

BIOGRAPHY
Ian Marchant’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. In November 2017 he was appointed Chair of Thames Water.

Ian is currently a director of Nova, the tidal energy company and a NXD of Aggreko plc. Until December 2015, Ian was Chair of Infinis Energy plc. He is the immediate past president of the Energy Institute and was on the board of Maggie’s from 2006 to 2018, serving as Chair for the last four years.

Audit committees have gained increasing prominence following the 2008 financial crisis. Since then, several best practices have emerged, and Audit Committees today serve a number of crucial functions. These include providing oversight of the complete financial reporting and compliance process, establishing an ethical framework to ensure integrity and accountability, and identifying and assessing the different types of risk to which the organisation is likely to be exposed.

In this session, Carole will share her thoughts on the role of the Audit Committee in today’s regulatory and political climate. The session will discuss, among other things: the role of the committee; the importance of the relationships that are formed, in particular with the CFO and the external audit partner; and, some of the newer aspects of an Audit Committee’s responsibilities.

Working in small groups, participants will address real examples of issues facing Audit Committees across a variety of sectors and organisations. Collectively you will be able to assess each situation and what action to take as a Committee when it comes to advising the Board and all relevant stakeholders.

SPEAKER:
Carole Cran CA
CFO Forth Ports; Chair, Audit Committee, Halma plc

Thurs 7th Nov

BIOGRAPHY
Carole Cran graduated with a degree in Accountancy before studying to become a CA with KPMG. She then spent 7 years in Australia with the firm and then with BAE SYSTEMS Australia, initially as its first Head of Internal Audit and then subsequently moved into a number of line finance roles. Carole returned to Scotland with BAE SYSTEMS and then in 2004 joined Aggreko plc, latterly becoming CFO. In 2018, Carole joined Forth Ports as CFO. Carole joined the Board of Halma plc in 2016, becoming Audit Committee Chair shortly thereafter.
The financial services industry is changing at an unprecedented rate, as is the expectation of consumers and businesses. Fintech involves using new technology and data to transform how financial services can deliver better customer outcomes, improve efficiency and create innovative business models. It is applied through established financial services businesses, industry suppliers and new small and medium-sized entrepreneurial entrants to the market.

Scotland has all the participants, track-record, components and environment required to capitalise on this new fusion of financial services and technology to develop a thriving FinTech ecosystem. In fact, there is an opportunity to establish the country as a top five global FinTech centre with an international reputation for data driven innovation and inclusive growth.

Becoming a leading global FinTech centre will require the creation of an even more integrated ecosystem focused on data driven innovation driving inclusive growth through the provision of funding, business support, infrastructure and talent development. This creates opportunities for NXDs to help drive rapid and sustainable growth in these businesses. This session will therefore explain the FinTech landscape, challenges for companies in the sector, and how NXDs can help drive growth.

The Remuneration Committee is now seen as one of the most challenging of the Board Committees.

There exists today an unprecedented scrutiny of executive remuneration with an increasing emphasis on the ethical nature of incentive schemes. The Remuneration Committee must therefore balance attracting and retaining the right talent whilst also motivating them to deliver shareholder value.

In this session Angela will discuss what makes a Remuneration Committee effective, how the changing landscape of corporate governance is challenging Remuneration Committees and the growing importance of stakeholder management across Executive Directors, Committee members and shareholders. Angela will also share her views on what makes a good Remuneration Chair and why this is a role to aspire to, despite the challenges.

The Nominations Committee plays a critical role in ensuring the Board has the right skills, experience and knowledge. Angela will share her experience of working through both CEO and Chair successions and provide insights into what makes the Committee effective at these most crucial moments.

Participants will discuss real case studies, focusing on appropriate courses of action to take as Members/Chairs of each of these Committees, and how thereafter to advise and guide the Board on decision making and implementation.

Stephen Ingledew is the Chief Executive of FinTech Scotland, established in early 2018 by the Scottish Government, University of Edinburgh and the private sector, to leverage the opportunity across financial services and support progressive data driven innovation as part of the broader digital economy.

Throughout his career, and previously as Managing Director for Marketing and Customers at Standard Life, Stephen has been an influential advocate of making financial services more open, creative and inclusive through the application of innovative technologies.

Stephen is currently a NXD of Marketing Edinburgh, the commercial organization tasked with promoting the City as a leading leisure, learning and commercial destination for residents, visitors and business. He is a frequent author of articles and regular contributor at major global conferences on subjects ranging from customer strategy and execution, Fintech and Insurtech innovation, and business change leadership.

Angela Seymour-Jackson is an experienced NXD and Remuneration Chair. She is Deputy Chair and SID at GoCompare Group and NXD at Janus Henderson, Rentokil Initial, Page Group and Trustpilot. She also Chairs the Remuneration Committee at GoCompare, Page and Rentokil Initial. Angela’s current Board experience spans both listed firms in the UK and US, and private Venture Capital backed business.

In her Executive career, Angela held senior sales and marketing positions at Aviva and Aegon and was CEO of RAC Motoring.
The programme has provided real insight into NXD responsibilities and meeting colleagues on the same journey has been invaluable, as has been the engagement with the speakers.

— A 2018 Delegate

Programme Directors

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 former 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. His current empirical work is focused on issues of inequality, reforms to the Scottish civil justice system, and major change at a Scottish charity. He is past Chair of the Academy of Management’s Organization Development & Change division.

In addition to three books, John has authored over 70 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, Organization Studies 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 Chair 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 Centre for Strategic Leadership of The University of Edinburgh Business School, the Advisory Board of Kelvin Capital, the Campaign Board of The Quaich Project set up to oversee the regeneration of Princes Street Gardens West, and advises the Enterprise Fellowships for The Royal Society of Edinburgh.

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 Board positions. 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.
I thoroughly enjoyed the whole of the course - real life experiences of people who have been through it.

– A 2018 Delegate
For more information, please contact:

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