

**Stamford Plaza  
Auckland**

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**8 CPD  
Hours**

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**Early bird pricing  
ends 30 August**

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To register your interest in  
sponsoring or exhibiting at  
the conference please  
contact Linda Noble, Chief  
Executive on  
09 377 0130 or via email  
[linda.noble@governancenz.org](mailto:linda.noble@governancenz.org)

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**THURSDAY 17 SEPTEMBER 2015**

**GOVERNANCE NEW ZEALAND**

**NATIONAL  
GOVERNANCE  
CONFERENCE 2015**



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## NATIONAL GOVERNANCE CONFERENCE 2015

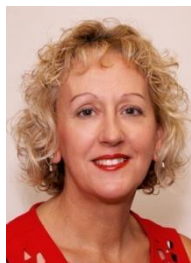
### Welcome to the National Governance Conference 2015

Governance New Zealand is delighted to bring corporate, public sector and not-for-profits together in Auckland at the 2<sup>nd</sup> National Conference being held on Thursday 17 September 2015 at the Stamford Plaza, Auckland.

Following on from the successful 2014 National Conference, Governance New Zealand is again bringing together a line-up of high calibre speakers across a broad range of governance and related disciplines.

The theme of this year's conference is "**Contemporary governance issues and the impact on New Zealand business success**". Our presenters are key leaders, senior managers and industry experts drawn from both New Zealand and Australia who will share their knowledge and experiences across a diverse array of topics.

I invite you to attend this premium event which is the cornerstone of professional development for all governance, risk management and compliance professionals and their staff, Board Directors, Board members and Company Secretaries.



*Linda Noble*

**Chief Executive  
Governance New Zealand Inc.**

*"The Corporate Conscience™"*

# NATIONAL GOVERNANCE CONFERENCE 2015

## Event Details

### Date

Thursday 17 September 2015

Registration and coffee available from 7.30am

Conference opens 8.30am

### Pricing

***Early bird pricing available until 30 August 2015***

Member: early bird	\$449 (GST incl.)
Member: standard	\$499 (GST incl.)
Non – member: early-bird	\$499 (GST incl.)
Non – member: standard	\$549 (GST incl.)

### Venue

**Stamford Plaza**, 22-26 Albert Street, Auckland CBD

Special accommodation offer for conference attendees – [use this link to book direct](#)

### CPD

Attendance at this conference qualifies for **8 hours CPD**

### Contact

Lee Edmands, Member & Communications Executive

P 09 377 0130 or 0800 242 669

E [info@governancenz.org](mailto:info@governancenz.org)

**[Register online](#)**

## CONFERENCE PROGRAMME - 17 SEPTEMBER 2015

7.30 – 8.30am	<b>Registration &amp; coffee</b>
8.30 – 8.40am	<b>Welcome &amp; opening</b> Chris Luoni FCIS, President
8.40 – 9.10am	<b>“Old boys, old clubs, old ways.” Does the traditional Board of Directors governance model have a future?</b> Dr Allan Freeth
9.10 – 9.45am	<b>Digitising your c-suite and Board: the role of technology governance in your organisation’s success</b> Elizabeth Valentine
9.45 – 10.30am	<b>Open discussion with regulators: NZX, FMA &amp; Reserve Bank</b> Joanne Davis-Calvert (FMA), Toby Fiennes (Reserve Bank), Hamish MacDonald (NZX)
10.30 – 11.00am	<b>Morning break</b>
11.00 – 11.45am	<b>Breakout Session One (A)</b> <b>Annual Reports – beyond the numbers</b> Craig Fisher, RSM Hayes Audit  <b>Breakout Session One (B)</b> <b>International trends in corporate governance</b> Coral Ingley FCIS, Associate Professor, AUT
11.45am – 12.30pm	<b>Breakout Session Two (A)</b> <b>Corporate Social Responsibility – Panel Discussion</b> Karl Check (KiwiRail), Grant Ellis (Restaurant Brands), Bonar Vossen-Chong (BNZ)  <b>Breakout Session Two (B)</b> <b>Good governance case study</b> Julie Hardaker, Mayor of Hamilton City
12.30 – 1.30pm	<b>Lunch</b>
1.30 – 2.15pm	<b>Breakout Session Three (A)</b> <b>Cyber-security vs information security</b> Dean Carter, Beca  <b>Breakout Session Three (B)</b> <b>Significant issues facing the governance of international sport</b> Mark Copeland, Paralympics NZ
2.15 – 3.00pm	<b>Breakout Session Four (A)</b> <b>Legal update overview</b> Andrew Horne, Minter Ellison Rudd Watts  <b>Breakout Session Four (B)</b> <b>Mediocrity, mayhem or magic – enhancing Board performance</b> Nick Dangerfield, Boardroom360
3.00 – 3.15pm	<b>Afternoon break</b>
3.15 – 3.30pm	<b>Governance Institute of Australia – President’s address</b> Trisha Mok FGIA, Governance Institute of Australia
3.30 – 4.15pm	<b>Maori &amp; Indigenous Peoples’ governance</b> Dr Robert Joseph, University of Waikato
4.15 – 4.55pm	<b>Governance and leadership – who in the zoo are you?</b> Ngaio Merrick, Lewis Holdings Ltd
4.55 – 5.00pm	<b>Closing remarks</b> Linda Noble, Chief Executive
5pm onwards	<b>Drinks &amp; networking</b>

# NATIONAL GOVERNANCE CONFERENCE 2015

## Conference Programme

### Welcome & opening

Chris Luoni FCA, President - Governance New Zealand

### Opening keynote address

#### **“Old boys, old clubs, and old ways”. Does the traditional Board of Directors governance model have a future?**

Dr Allan Freeth

The role of Boards of Directors is steeped in history and tradition, often representing the worst cultural norms of their time, and, in many cases, their actions resulted in the demise of the organisation or enterprise in question.

Today, technological advances, regulation, societal norms, social media, and the growing dissatisfaction with the models of the past, business and economic, are challenging the governance structure of all enterprise types, not for profit or commercial.

Let's have a conversation about traditional governance structures. Are they 'tried and true' or are they past their 'use by date'? Is it time for a different sort of leadership structure in business and organisations?

### Special international keynote address

#### **Digitising your c-suite and Board: the role of technology governance in your organisation's success**

Elizabeth Valentine

Almost all of today's opportunities and risks have a technology component. Yet, too many senior executives including boards either struggle to keep up or simply haven't got a clue when it comes to technology leadership and oversight in their part of the organisation. Elizabeth's 2015 doctoral research outlines the scale of the talent challenge ahead, its potential to impact on the future success of businesses across all industries. She provides some practical solutions.

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## Panel discussion

### Open discussion with regulators – NZX, FMA and Reserve Bank

Joanne David-Calvert (FMA), Toby Fiennes (Reserve Bank), Hamish MacDonald (NZX)  
Chaired by Cathy Quinn, Minter Ellison Rudd Watts

In an increasingly open and connected world, we expect our regulatory environment to be of first-world standard. However the size of New Zealand makes it difficult to sustain complex regulatory mechanisms used in other developed economies.

The cost of implementation of regulatory requirements has an impact on the goods and services we use every day but the cost of regulatory failure can be spectacular – the leaky buildings debacle being just one example.

Hear from our panel of experts who will answer questions such as: What are some of the recent changes in the New Zealand regulatory environment? Are there any significant risks associated with these changes and how can an organisation reduce uncertainty? What is needed to make good regulatory practices a reality?

## Breakout Session One (A)

### Annual Reports – *beyond the numbers*

Craig Fisher, RSM Hayes Audit

Recent law change has mandated that registered charities now have to provide service performance information as part of their annual reporting. The annual report is now called the performance report. We look at this development, the requirements, challenges, implications, and opportunities. We also look at what the NFP/Charitable sector can learn from the For-profit sector and vice versa.

## Breakout Session One (B)

### International trends in corporate governance

Coral Ingley, Associate Professor, AUT

Corporate governance codes and policy have evolved rapidly over the past two decades, with continuing importance placed on assessing developments in a number of areas relating to the investment sector, as well as accounting, reporting and compliance. The global financial crisis has focused attention on the financial sector in particular but other sectors did not escape the growing debate as to whether and what action needed to be taken to address concerns over loss of public confidence in governance efficacy. Major reforms and new legislation in many

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countries have been implemented, including New Zealand, where the recent focus has been mainly on the financial sector and strengthening the powers of the regulatory body. Around the world, other developments intended to strengthen governance are being driven by the debate over board ethics and accountability. As new policies and practices become widely adopted elsewhere, New Zealand is bound to follow suit. Key issues relate to increasing globalisation in governance and the implications for board directors as well as those involved with or concerned about governance in New Zealand.

### Breakout Session Two (A)

#### Corporate Social Responsibility – Panel Discussion

Karl Check (KiwiRail), Grant Ellis (Restaurant Brands), Bonar Vossen-Chong (BNZ)  
Chaired by Janette O'Neill, Vector

The last decade or so has featured numerous examples in New Zealand and overseas of corporate collapses where at least a contributing factor has been a failure of corporate integrity. Enormous harm has been done not only to the companies involved but to employees, investors and other stakeholders. Breaches of corporate integrity may be contributed to where the relevant laws are absent or ambiguous, or only sporadically enforced. And as a result the government response has usually been to pass more regulations, increase penalties, and provide greater resources to enforcement agencies. But the latest thinking from international business schools is that this may not be fully effective on its own, or may even be counter-productive in some cases. Lawmakers and businesses need to take account of the profound psychological forces which are at play to help high integrity cultures, as well.

### Breakout Session Two (B)

#### Good governance case study

Julie Hardaker, Mayor of Hamilton City

When Julie Hardaker was elected Mayor of Hamilton in 2010 she inherited an organisation that was not in good financial shape and that had little credibility with the ratepayers.

The failed V8 street race cost Hamilton ratepayers \$40 million and the damning Audit NZ Report received 6 months into her first term, blamed poor decision making processes and lack of due diligence which put the Council on notice with the Local Government Minister.

Since the V8 debacle and the number of issues raised by the Audit Office, Mayor Hardaker has embarked on a journey with her council towards improving fiscal management and financial accountability while balancing this with the challenges of a growing city with a young population. In this session, you will hear Mayor Hardaker's take on the events of the last 5 years and the strategies she has implemented to restore financial credibility and public



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confidence in the council and create a positive environment that will allow the Council to manage the challenges ahead.

### Session Three (A)

#### Cyber-security vs information security

Dean Carter, Beca

Pop the word “cyber” in front of the word security and the world immediately seems like a scarier place.

Cyber security, information security and physical security are all elements to be considered in a mature Governance, Risk and Compliance framework. But what do those words really mean, and are they actually separate disciplines? And what should we *\*really\** be doing to protect our organisations?

### Session Three (B)

#### Legal update overview

Andrew Horne, Minter Ellison Rudd Watts

This session will provide an overview of new regulatory risks faced by business today and strategies for dealing with them. Included but not limited to:

- What new regulatory risks are faced by directors and management today, including new risks under health and safety legislation? All organisations should be aware of their obligations and responsibilities and breaching them can be costly. What compliance strategies are needed to successfully manage these risks?
- Directors and Officers insurance is more important than ever - is your insurance up to date to mitigate these risks?

### Session Four (A)

#### Significant issues facing the governance of international sport

Mark Copeland, Paralympics NZ

- How international sport is organised and governed today;
- The continued risk of *corruption creep* into international sports governance;
- Dealing with the risks for sports, administrators and athletes; and
- New Zealand is far away, but good governance starts at the bottom



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## Session Four (B)

### Mediocrity, mayhem or magic – enhancing Board performance

Nick Dangerfield, Boardroom360

It is generally accepted that the role of a Board is to provide leadership, strategy, and financial oversight; to promote an ethical culture; and to ensure obligations to shareholders are met.

In New Zealand and globally, there is increased demands on Board to improve performance in order to respond to today's challenges. This presentation will outline how understanding and defining roles and responsibilities can enhance board performance.

## Presentations

### Governance Institute of Australia – President's address

Trisha Mok FGIA, Governance Institute of Australia

Governance Institute of Australia is the Australian Division of ICSA. President Trisha Mok FGIA will provide a brief overview of emerging trends and latest developments in Australian corporate governance.

### Maori & Indigenous Peoples' governance

Dr Robert Joseph, University of Waikato

Maori now control well in excess of \$37Bn in assets, which has been growing very rapidly, such that successful management and expansion of this capital base is important not only to Maori but to Aotearoa as a whole. This presentation will describe Maori perceptions and values that influence good governance of resources and how they generate different drivers that influence corporate governance and trust management.

### Governance and leadership – who in the zoo are you?

Ngaio Merrick, Lewis Holdings Ltd

How do you fit into society's zoo? This light-hearted look at the differences in the way people think and behave will stretch your mind, improve your personal relationships and perhaps explain the more bizarre behaviour of some of your work colleagues! Come prepared to answer questions about yourself...

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## Our Keynote Speakers

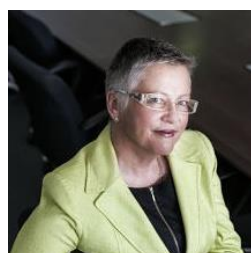
### Dr Allan Freeth



Allan Freeth has held senior executive positions at Trust Bank, was Chief Executive and Managing Director of Wrightson, and Chief Executive Officer of TelstraClear from 2005 to 2012.

He gained his Philosophy Doctorate in Population Genetics through the Australian National University in Canberra, and holds a Bachelor of Science (Hons) from Canterbury University and an MBA with Distinction. [View full bio...](#)

### Elizabeth Valentine



Elizabeth Valentine is an experienced chief executive, company director and governance researcher.

She has been consultant and advisor to public, private and industry sector organisations in New Zealand, Australia and Europe. Her experience includes leading large-scale transformation and change projects, most with a significant technology component. [View full bio...](#)

## Our Presenters

### Joanne Davis-Calvert, Head of Regulatory Policy, FMA



Joanne Davis-Calvert is the Head of Regulatory Policy at the FMA. As part of the Governance, Policy and Strategy team, the Regulatory Policy team is mandated to work across FMA's operational areas to provide legal and policy support and to ensure FMA's policy development is consistent, coherent and relevant. Joanne joined the Securities Commission in 2010 and her background is as a lawyer in the capital markets in London and in financial services and general commercial law teams in New Zealand.

### Toby Fiennes, Head of Prudential Supervision, Reserve Bank



Toby Fiennes is Head of Prudential Supervision for the Reserve Bank of New Zealand (RBNZ), where he has worked since 2005.

The Prudential Supervision Department is responsible for developing and implementing public policy regarding the regulation and supervising of banks, insurers and non-bank deposit takers. [View full bio...](#)

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### Hamish MacDonald, Head of Policy, NZX



Hamish MacDonald is Head of Policy at NZX with responsibility for developing and enhancing the market rules and policies under which NZX's markets operate. He has extensive experience in financial regulation and policy development. Hamish holds an LLB and BCA from Victoria University.

### Cathy Quinn, Minter Ellison Rudd Watts



Cathy Quinn is the chair of Minter Ellison Rudd Watts, a leading national law firm. The firm has won many significant awards including large law firm of the year for 2 years in a row and taking home the Supreme award at the 2014 AUT Excellence in Business Support Awards.

[View full bio...](#)

### Craig Fisher, Audit Director of RSM Hayes Audit



Craig Fisher, Audit Director of RSM Hayes Audit, Chairman of RSM New Zealand and a board member of the New Zealand Auditing and Assurance Standards Board (NZAuASB), is a Chartered Accountant and recognised expert in the charitable/not-for-profit sector.

[View full bio...](#)

### Janette O'Neill, Vector



Janette has recently joined Vector Limited as the GM Culture, Leadership & Transformation. As the business adapts to significant change impacting the energy industry, her role involves supporting Vector through business transformation with a particular focus on culture, leadership and sustainability.

[View full bio...](#)

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### Karl Check, Corporate Responsibility Manager, KiwiRail



Karl Check has been Corporate Responsibility Manager at KiwiRail for over five years. Karl has been involved in a number of challenging social and environmental issues associated with a growing transportation business. He recently compiled and wrote KiwiRail's first sustainability report, capturing both the context the business operates in and the future challenges it faces.

### Grant Ellis ACIS, CFO, Restaurant Brands



Grant has been CFO for Restaurant Brands NZ Limited since its listing in 1997. Restaurant Brands is a corporate franchisee operating 180 stores in New Zealand under the KFC, Pizza Hut, Carl's Jr and Starbucks Coffee brands. Grant's role encompasses all the finance, IT, legal and company secretarial functions for the company. Prior to his joining Restaurant Brands, Grant held a number of finance roles in other New Zealand public companies, including most recently Huttons Kiwi Limited. [View full bio...](#)

### Bonar Vossen-Chong, Senior Sustainability & Community Manager, BNZ



Bonar is the Senior Sustainability & Community Manager at BNZ and has responsibility for corporate social responsibility agenda. He has experience in strategy and project management roles across the public sector, banking and transport industries and over 10 years association with not-for-profit organisations in both executive and volunteer roles. Bonar brings a range of management and governance expertise, as well as over a decade in IT consulting. [View full bio...](#)

### Dr Coral Ingley FCIS, Associate Professor, AUT



Coral is Associate Professor: Management at Auckland University of Technology, New Zealand and holds a PhD in Corporate Governance from RMIT University, Melbourne, Australia. She is a professional member of the New Zealand Institute of Directors, is Founder and Director of the Corporate Governance Centre in the University's Faculty of Business and Law and teaches corporate governance and responsibility in the MBA programme. [View full bio ...](#)

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### Julie Hardaker, Mayor of Hamilton City



Julie Hardaker is Mayor of Hamilton City, the fourth largest city in New Zealand. Prior to her election as Mayor in October 2010, she was a partner in long-established local law firm McCaw Lewis Chapman where she specialised in dispute resolution and more recently in employment law. She is a past Chairperson of the firm's board of governance and at the time of becoming Mayor was responsible for the firm's financial management. [View full bio...](#)

### Dean Carter, Technical Director – Information Security, Beca



Dean has over 21 years' experience working in the field of information technology, the last 14 focused exclusively on information security. Dean considers information security to be the oldest unsolved quality issue that we face. He is passionate about how security works, and equally, how it fails.

[View full bio...](#)

### Andrew Horne, Partner, Minter Ellison Rudd Watts



Andrew Horne is a partner in Minter Ellison Rudd Watts' disputes resolution team in Auckland. He authors the Business Disputes section of LexisNexis' online publication, Practical Guidance - Business Law. With more than twenty years' experience advising and representing clients in commercial and regulatory issues and related insurance claims, he regularly represents well-known private and public listed companies and their directors in investigations and prosecutions by the FMA, NZX, MBIE and other regulators.

### Mark Copeland, Lawyer, MJC Legal Limited



Mark is a senior New Zealand commercial lawyer and the founder and Director of full-service commercial law firm MJC Legal Limited based in Rotorua.

In June 2014 Mark was appointed as a member of the five-person Legal and Ethics Committee of the International Paralympic Committee (IPC) based in Bonn, Germany. [View full bio...](#)



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### Nick Dangerfield, Director/Owner, Boardroom360



Nick is currently a Director/Owner of Boardroom 360. He has a Bachelor of Commerce degree in Accounting and Economics from Canterbury University. He is a member of the NZ Institute of Chartered Accountants (now CAANZ), as well as being a qualified cost and management accountant. Nick got his Fellowship from the Institute for his contribution to area of Professional Development. [View full bio...](#)

### Trisha Mok FGIA, President, Governance Institute of Australia



Trisha Mok was appointed President of Governance Institute of Australia in January 2015. She also serves on the Executive, Risk, Audit and Finance, Remuneration together with Communication Committees of the Board. In addition, Trisha has been a member of the New South Wales Council of the Institute since 2008.

### Dr Robert Joseph, Senior Lecturer, Waikato University



Dr Joseph is a senior Law Lecturer at Te Piringa-Faculty of Law at the University of Waikato. He has paternal tribal affiliations to Ngāti Maniapoto, Raukawa and Tuwharetoa; and maternal tribal affiliations to Ngāti Kahungunu, Rangitāne and Ngāi Tahu.

He completed his Bachelor and Master of Laws degrees at Waikato and was admitted to the Bar in 1998. [View full bio...](#)

### Ngaio Merrick, Business Manager, Lewis Holdings



Ngaio has a real passion for people; her key strengths lie in relationships, strategic thinking and innovation. She is an active speaker on leadership, motivation, communication and engagement.

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## Registration

Register online or email Lee Edmands, Member & Communications Executive

## Contact

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