## Chair

### The Hon Justice O'Regan, Court of Appeal

Justice O'Regan was a partner in Chapman Tripp from 1984 until his appointment to the High Court in 2000. As a practitioner, he specialised in company and securities law, mergers and acquisitions and competition law and was involved in a number of Treaty of Waitangi settlements.

### **Speakers**

#### **Rick Bettle, President NZ Institute of Directors**

Rick is a professional director. He is currently President of the New Zealand Institute of Directors having been made a fellow in February 2000 and was chairman of the Wellington branch from 2003 to 2005.

#### Robert Buchanan, Barrister and Solicitor, Wellington

Robert also provides consultancy services to Chen Palmer, Public Law Specialists. From 1998 to 2006 he was Assistant Auditor-General, Legal at the Office of the Auditor-General, where he obtained extensive knowledge of corporate governance practice in the public and private sectors. He is also a former Director of the Law Commission.

#### Mai Chen, Chen Palmer, Wellington

Mai is a specialist in government regulation of business, administrative and constitutional law, public policy and legislation. She was formerly on the Advisory Board of AMP Life Limited (NZ) and a senior law lecturer at Victoria University of Wellington. She is also a Fellow of the New Zealand Institute of Management.

#### Annabel Cotton, Business Consultant, Auckland

Annabel is a consultant to companies listed in New Zealand and overseas. She is a director of Genesis Power Limited, Kingfish Limited and its subsidiaries, Merlin Consulting Limited, and a director of a number of private companies.

#### Garry Downs, Bell Gully, Auckland

Garry is a corporate partner at Bell Gully with over 20 years' experience specialising in mergers and acquisitions, company restructurings, securities offerings, joint ventures and major infrastructure projects. He advises corporates, Crown and local body entities on all areas of business law and corporate governance. Garry has advised the electricity sector for over 10 years, and is a member of the New Zealand Accounting Standards Review Board.

#### Professor John Farrar, University of Waikato

John Farrar is Dean of the University of Waikato Law School, Professorial Fellow, University of Melbourne and Emeritus Professor of Bond University, Queensland. He was fomerly Dean of Law, University of Canterbury. He specialises in company law and corporate governance. He is a member of the Legislation Advisory Committee.

#### Christine Grice, Harkness Henry, Hamilton

Christine has practised for many years in the areas of commercial, corporate and insolvency dispute resolution. She regularly acts as mediator in disputes and negotiations throughout New Zealand. She holds various board memberships and directorships as well as chairing the Perry Group, a closely held group of companies with diverse interests across areas including quarries, landfills, property developments and entertainment. Christine is retained by the Institute of Directors to provide training nationally in small to medium enterprises (SMEs) and for special projects.

### **Speakers cont**

#### James Hay, General Counsel & Company Secretary, Meridian Energy Ltd

James's career has concentrated on new business establishment, network industries, regulation and corporate governance. He has held positions in private practice and in-house as well as a long term secondment to the Crown Company Monitoring Advisory Unit.

#### John Holland, Chapman Tripp, Christchurch

John is a commercial partner at Chapman Tripp's Christchurch office. He acts for many of the South Island's leading listed and non-listed companies, State Owned Enterprises and council controlled organisations. He advises boards on corporate governance issues on a regular basis.

#### John Horner, Quigg Partners, Wellington

John has been a corporate partner of Quigg Partners since 2002, specialising in mergers and acquisitions, capital markets and competition law. He has advised various boards on matters of corporate governance, usually in the context of an acquisition, including TradeMe board during the course of the acquisition by Fairfax and Richmond during the hostile takeover by PPCS. John is the convener of the New Zealand Law Society's Commercial and Business Law Committee, which reviews and makes submissions on commercial law reform proposals.

#### David Knight, General Counsel, Telecom Corporation

David heads the New Zealand legal team at Telecom, which is among NZ's largest with nearly 50 lawyers. David holds an Honours degree in law from the University of Auckland and a Masters degree in law from Harvard Law School, which he attended as a Fulbright scholar. Prior to the law, David had a career in wine, including periods as a winemaker, wine merchant and wine judge.

#### Liam Mason, General Counsel, Securities Commission

Liam heads the Securities Commission's team of in-house lawyers, which deals with applications from practitioners for securities law exemptions and authorisations, and provides legal support to the enforcement team and other staff at the Commission. Liam has had a lead role in the Commission's work on recent securities law reforms, including the Securities Markets and Institutions Bill and the Securities Trading Law Reform Bill. He has been with the Securities Commission since 1997. Liam has an LLM from Victoria University of Wellington and an LLB and a BA in classical studies from the University of Otago.

#### Nick Wells, Chapman Tripp, Auckland

Nick has been a partner in Chapman Tripp's commercial/corporate team since March 2003. He was previously a partner in Gilbert + Tobin's Sydney office. He advises a number of clients, particularly venture capitalists, on trans-Tasman governance and structuring issues. He chairs the firm's pro bono committee and also assists a number of community organisations. Nick completed his MBA (Hons) at the IMD in Lausanne, Switzerland in 2005.

## CONTENTS

## In session order

Keynote Address
The role of the board is to add value to the organisation
Rick Bettle
Session 1 - Recent developments
The impact of recent common law developments on Directors duties
Securities Commission principles of corporate governance - update
Presented by Mai Chen and Annabel Cotton
Session 2 - Proactive legal advice
Proactive legal advice
Garry Downs and David Knight
Session 3
Corporate governance for SMEs
Professor John Farrar and Christine Grice
Listed and large companies: Practical trans-Tasman issues
Liam Mason and Nick Wells
Public sector: Beyond conformance165
Robert Buchanan
SOE governance: At the cross road between private and public sector
James Hay
Simulated Board Meeting
Board meeting scenario
Board meeting agenda excerpts187

## CONTENTS

# Alphabetical by author

Author		Title	Page
Bettle	Rick	The role of the board is to add value to the organisation	1
Buchanan	Robert	Public sector stream: Beyond conformance	165
Chen	Mai	Securities Commission principles of corporate governance - update	25
		Joint paper with Annabel Cotton	
Cotton	Annabel	Securities Commission principles of corporate governance - update	25
		Joint paper with Mai Chen	
Downs	Garry	Proactive legal advice	45
		Joint paper with David Knight	
Farrar	Proffessor John	Corporate governance for SMEs	55
		Joint paper with Christine Grice	
Grice	Christine	Corporate governance for SMEs	55
		Joint paper with Proffessor John Farrar	
Hay	James	SOE governance: At the cross road between private and public sector	175
Holland	John	The impact of recent common law developments on directors' duties	13
Knight	David	Proactive legal advice	45
		Joint paper with Garry Downs	

Mason	Liam	Listed and large companies: Practical trans- Tasman issues	19
		Joint paper with Nick Wells	
Wells	Nick	Listed and large companies: Practical trans- Tasman issues	19
		Joint paper with Liam Mason	