



Workshop on Board of Directors: Fiduciary Duties, Conflicts & Liabilities

April 20 – 24, 2026

Venue: Premier Inn London Stratford hotel
9, International Square, Westfield Stratford City,
Mountfitchet Rd, London E20 1EE
Course Fee: \$5,500 per Participant

Program overview:

The directors of a company are responsible for its day-to-day management and are more exposed than ever to regulators, shareholder action and the realities current business climate. They may exercise certain powers on behalf of the company, they owe certain duties to it and they may be exposed to certain liabilities in their capacity as directors. This program is designed to provide practical guideline on directors' powers, statutory (general) duties, fiduciary duties and common law duties and liabilities.

For whom:

This program is designed for corporate lawyers, company secretaries, directors of companies and compliance officers in corporate organizations.

Learning objectives:

At the end of the program, participants will be able to:

- list key duties of directors, their power and authority;
- list and explain the statutory framework for the role and responsibilities of company directors as stipulated in the Companies and Allied Matters Act 1990;
- know the Liabilities, sanctions and indemnities of company directors;
- learn how to deal with conflicts in board rooms;
- learn how to manage relationships between the company and its shareholders; and
- develop good boardroom practice and board relationships.

Course outline:

Day 1: The Regulatory Environment

- The role in context: the legal and regulatory framework
- Types of directors
- Director authority
- Company decision-making process
- Board meetings, workings and processes.
- The Annual General Meetings, working and processes
- What is the purpose of company law and how does it apply to directors?

Day 2: Directors' duties in the Companies and Allied Act 1990

- Being a director.

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- Expectations of a director: disclosure, financial, tax and audit.
- Strategy for directors.
- Board meetings and board minutes
- Directors' duties and recent case law
- Dealing with Conflicts and Disclosure

Day 3: Nominee directors and Joint Ventures

- Due diligence and considerations in accepting a directorship
- Consequences of breach of duty (including derivative claims and unfair prejudice actions)
- Authorization and Ratification of breaches of duty
- Disqualification

Day 4: Insurance, Indemnification and Relief from Liability

- Company accounts, reporting and narrative reporting
- Liabilities for breaching the duties imposed on directors.
- Directors' and officers' liability (D&O) insurance.
- Criminal liabilities (e.g. Bribery, Fraud, Health & Safety)
- Liability on Insolvency
- (including a discussion of the recent Insolvency and Corporate Governance consultation)

Day 5: Running an Effective Board.

- The key components of an effective board.
- Power and authority:
 - Company decision-making process
- Understanding key relationships:
 - the board, the auditor,
 - the company secretary,
- Managing shareholders/owners and management relationship
- What are the practical implications for running a company?

This course package includes: Course material in soft copy, Tea break, Lunch, City tour, and certificate of attendance.

A Core 1.5 laptop with the soft copy of the course material loaded with a carrying bag will be presented to the participants at the end of the course.

Note: Payment is either USD or the prevailing parallel market rate. We do not accept government official rate.

Training Methodology

- **Methodology:** Lectures, discussions, exercises, case studies, audio-visual aids will be used to reinforce these teaching/learning methods

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