

## Subsidiary Boards – Course Outline

This course provides directors of subsidiary companies with an understanding of their roles and responsibilities and some of the risks, challenges and complexities that are present in taking on the role of a director of a subsidiary company. Participants will gain an appreciation of the complexities and personal liabilities of subsidiary board membership.

### The program is suitable for

- Directors of subsidiary boards based either domestically or offshore (in Germany)
- Executives reporting to subsidiary boards of large organisations
- Board members and executives of parent companies

Aside from the cross-cultural program and networking on traversing the German and Australian context, upon successful completion of the program participants should be able to:

- Understand the governance framework that underpins corporate groups.
- Understand subsidiary governance models in corporate groups.
- Gain insight into the role of the board and the general duties of directors and officers of subsidiary corporations.
- Consider corporate group dynamics for subsidiary board directors.
- Identify the conflicting responsibilities that can arise for subsidiary board directors.
- Understand assuring solvency and going concern assumptions for subsidiaries.
- Understand the personal risk exposures for directors and officers of corporate group

### The course covers

- The responsibilities of a company director
- The importance of the local business context and laws
- Different governance structures
- Confidentiality issues
- Corporate governance integrity
- The priority of the subsidiary in the overall corporate group
- Appropriate reporting and communication lines

## **Subsidiary Boards – Course Outline** cont.

- Budgetary and resource constraints
- Personal liability and risk management
- The use of technology for remote attendance at board meetings
- Solvency dependency
- Formal rights of access, indemnification and D & O insurance
- The exploration of issues through the use of case study material.