

## CHAIR



### **The Hon Justice Paul Heath, High Court, Auckland**

Paul was called to the New Zealand Bar in 1978. He became a partner of Stace Hammond Grace & Partners in Hamilton in 1983 and practised as an advocate, specialising in commercial litigation, particularly in the area of insolvency law. He moved to the separate Bar in 1998 and was appointed Queen's Counsel the same year. During his time in practice, he appeared on three occasions before the Privy Council in London.

Justice Heath was appointed a Judge of the High Court of New Zealand in April 2002. From 2003, he has been assigned to sit, on occasion, on the Civil and Criminal Appeal Divisions of the Court of Appeal of New Zealand. In 2011 Justice Heath also sat as a Judge of the Court of Appeal of Vanuatu. From 1997 until 1999, he was a consultant to the New Zealand Law Commission, primarily on commercial issues, and from 1999 until 2002 he was a Commissioner. During that time Justice Heath was responsible for preparing a number of reports affecting commercial law, notably those relating to electronic commerce and insolvency. He is also a co-consulting editor to the New Zealand text, Heath & Whale on Insolvency (LexisNexis) published in 2008.

## SPEAKERS



### **Andrew Bascand, Managing Director and Portfolio Manager, Harbour Asset Management, Wellington**

Andrew has responsibility for all Australasian equity portfolios. Prior to joining Harbour Asset Management, Andrew spent 10 years with AllianceBernstein (NZ) as Senior Vice President and Portfolio Manager responsible for portfolio construction of all Australasian mandates. In that role Andrew and his team were consistently recognised by the industry for excellence in funds management. Andrew has more than 27 years' investment management experience in roles with the Reserve Bank of New Zealand, Bank of England, AMP and with Merrill Lynch Global Asset Management (UK) as Managing Director of Global Equity Products. With Merrill Lynch, Andrew managed global equity accounts for pension funds in Japan, Sweden, Spain, Chile, England, the US, Germany and South Africa.



### **Simon Botherway, General Manager, ANZ Wealth**

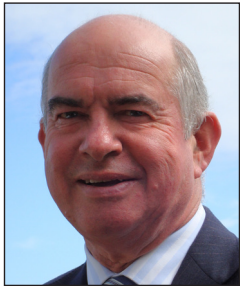
Simon joined ANZ Wealth / OnePath in May 2011 as General Manager, Investment Management. His role is to oversee ANZ Wealth's investment strategy for wholesale and retail funds and to lead an experienced investment team, overseeing more than \$12 billion of savings for individuals, employers, charities, local authorities and government. Simon was formerly the Chief Executive and Executive Chairman of Brook Asset Management, a member of the Securities Commission, the Chairman of the Establishment Board of the Financial Markets Authority and an independent director of Fisher and Paykel Appliances Holdings.

## SPEAKERS



### **Sue Brown, Head of Primary Regulatory Operations, Financial Markets Authority**

Sue is a senior lawyer with a strong background in financial markets, products and services in New Zealand, Australia and the UK. She was a partner of DLA Phillips Fox until 2010. As Head of Primary Regulatory Operations with the Financial Markets Authority, her role is to develop and lead FMA's regulatory strategies and activities relating to the primary and retail financial markets.



### **Colin Carruthers QC, Wellington**

Colin's background is as a litigation partner in a major firm. He commenced practice at the Bar in 1987 and was appointed Queen's Counsel in 1990. Colin has appeared as senior counsel in many major commercial cases. He has also had significant experience in criminal work, including Serious Fraud Office prosecutions, tax prosecutions, securities prosecutions and other regulatory prosecutions. Colin is a past President of the New Zealand Bar Association.



### **Stephen Franks, Principal, Franks & Ogilvie, Wellington**

Stephen is a nationally known lawyer, expert in company and securities law, and law reform. Before establishing a specialty law firm in 2009, Franks & Ogilvie, Stephen spent a number of years with Chapman Tripp, the Office of the Ombudsmen, and in Parliament. He's been a member of the Securities Commission, the Council of the IOD, and the NZ Stock Exchange's Market Surveillance Panel. Stephen has been a director of several listed companies and chairman and director of a range of other companies.



### **Brian Gaynor, Milford Asset Management, Auckland**

Brian is Chairman of Milford's Investment Committee and head of Milford's portfolio management and investment analysis activities. He is one of New Zealand's most experienced and well known investment analysts. Brian's career includes roles as a Partner and Head of Research at stockbrokers Jarden & Co, a member of the New Zealand Stock Exchange, Chairman of the New Zealand Society of Investment Analysts and Chairman of the Asian Securities Analysts Council.



### **Sean Hughes, Chief Executive, Financial Markets Authority**

Sean is the inaugural Chief Executive of the Financial Markets Authority, which was established in May 2011. Prior to moving to New Zealand 12 months ago, Sean's international career included over 20 years' experience in Australia, Hong Kong, and the UK. He held senior executive roles in risk management and legal services at two of the major Australian banks as well as senior executive governance roles at the Australian Securities and Investments Commission (ASIC), in both the capital markets and enforcement areas. Sean has also been a non-executive director in public sector education and health and safety entities. He holds degrees from the University of Canterbury and Cambridge University, as well as post-graduate qualifications in corporate governance.

## SPEAKERS



### **David Jones, Jones Young, Auckland**

David is a partner of Jones Young, an Auckland law firm specialising in commercial and corporate law. He is Chairman of the Takeovers Panel, a member of the Institute of Directors in New Zealand, and former lecturer in company law at the University of Auckland Law School. He was appointed as Personal Adviser to the Minister of Justice as part of the company law reform process which culminated in the Companies Act 1993. He is also author of *Company Law in New Zealand – a Guide to the Company's Act 1993* (Butterworths 1993) and a former co-editor of *Morison's Company Law* (Butterworths).



### **Cathy Quinn, Chair, Minter Ellison Rudd Watts, Auckland**

Cathy is a corporate partner at Minter Ellison Rudd Watts, based in the Auckland office. She specialises in mergers, acquisitions, securities, corporate governance and private equity. Cathy is a member of the New Zealand Securities Commission and a member of the Company/Commercial consultative group of the NZLS CLE Board. She also has written and led a number of seminars throughout New Zealand on securities, corporate and competition law issues, was a co-author of *Morison's Company and Securities Law* and was the author of the firm's white paper on *Corporate Governance*.



### **Michael Stiasny, Senior Partner, KordaMentha, Auckland**

Michael has been the Senior Partner since 1990. A Chartered Accountant and lawyer, Michael has over 30 years' experience in New Zealand and the UK. He has concentrated on the spectrum of financial consulting services, incorporating insolvency, investigating accounting work, company restructuring, due diligence and the provision of strategic financial and management consulting advice. In addition to a significant public profile resulting from his role as receiver in some of New Zealand's largest insolvencies, Michael is a director of a number of private and public companies including Chairman of Vector Limited and New Zealand Racing Board.



### **John Waller, Chairman, BNZ, Auckland**

John has considerable commercial experience with more than 20 years' involvement in mergers and acquisitions, corporate advisory services, business recovery, business reviews and a wide range of corporate activities in his previous role as head of advisory at PricewaterhouseCoopers. In November 2008 he became Chairman of the BNZ board having served as a non-executive director from January 2008. In February 2009 he was appointed a non-executive director of the National Australia Bank Group board. In addition, John is currently a director of Fonterra Co-operative Group Ltd, Alliance Group Ltd, Haydn & Rollett Ltd, Donaghys Ltd, Sky Network Television Ltd, and Direct Property Fund Ltd. He is also Chairman of the Eden Park Trust Board, and chaired the Eden Park Redevelopment Board which developed Eden Park for Rugby World Cup 2011. John was a member of the Auckland Transition Agency which led to the formation of the Auckland Council and has previously been a member of the Takeovers Panel.

## **SPEAKERS**



### **Michael Webb, Barrister, Auckland**

Michael is a commercial barrister providing independent advice and representation on corporate, financial market, governmental, insolvency, and regulatory matters, including contentious and non-contentious business, dispute resolution and law reform. He has extensive experience as a non-executive director of major New Zealand and Australian companies and government entities in the financial, education and infrastructure sectors. Michael is currently a board member of the Financial Markets Authority. He commenced practice at the Bar as an independent barrister in 1995. Before that for many years Michael was a partner in a major New Zealand law firm. Other appointments have included as Chair of the Ministerial Task Force on Financial Intermediaries in New Zealand; from 1992 to 2003 a member of the New Zealand Securities Commission and, from 2005 to 2009, Managing Director, Financial Sector Development and Policy at the Qatar Financial Centre Regulatory Authority, where his focus was the development of the legal, regulatory and court regimes of the Qatar Financial Centre.

# CONTENTS

In session order

Directors Direct; Managers Manage.....	1
<i>The Hon Justice Heath</i>	
Key Lessons.....	7
<i>David Jones and Cathy Quinn</i>	
Conflicts of Interest and Related Party Transactions .....	23
<i>Michael Webb, with Andrew Bascand in Wellington and Brian Gaynor in Auckland</i>	
Directors' Responsibilities and Liabilities.....	59
<i>Colin Carruthers QC, Stephen Franks and Michael Stiassny, with Sue Brown in Auckland and Sean Hughes in Wellington</i>	
Risk Management.....	23
<i>Simon Botherway and Michael Webb, with John Waller in Auckland</i>	

# CONTENTS

Alphabetical by author/presenter

<b>Author</b>		<b>Title</b>	<b>Page</b>
<b>Carruthers</b>	Colin	Directors' Responsibilities and Liabilities	59
<b>Franks</b>	Stephen	Directors' Responsibilities and Liabilities	59
<b>Heath</b>	Justice	Directors Direct, Managers Manage	1
<b>Jones</b>	David	Key Lessons	7
<b>Quinn</b>	Cathy	Key Lessons	7
<b>Webb</b>	Michael	Conflicts of Interest, Related Party Transactions and Risk Management	23