



**NZLS CLE Ltd**  
Continuing Legal Education  
New Zealand Law Society



# INTENSIVE CORPORATE GOVERNANCE

*October 2021*

## IN THIS INTENSIVE

*A close look at current issues and developments essential for all practitioners who advise clients in this important area and wish to keep up-to-date.*

# CORPORATE GOVERNANCE FROM THE CHAIR

6.5  
CPD hours



*The expectations on company directors in New Zealand are increasingly multi-faceted. Directors and their advisers must look far beyond the pages of the Companies Act in considering obligations.*

*The day is structured around multiple dimensions. We will address the approach to financial risks following the Mainzeal and Debut Homes decisions; conduct risk and cultural accountability; climate risk and the emerging focus area of business and human rights. These are some of the most urgent, and often challenging, issues facing directors. We aim to bring practical insights to these big picture issues, including with a session focussed on legal issues in managing corporate investigations.*

*The presenters bring deep expertise in their subject areas, and we are pleased that they include highly experienced in-house lawyers. We are looking forward to bringing the presenters, and the topics, together in discussion at the conclusion of the day.*

*I hope you can join us for the conference.*

**Polly Pope**

## PROGRAMME

8.30-9.00

**REGISTRATION**

9.00-9.15

**INTRODUCTION TO THE DAY:** Chair – Polly Pope

9.15-9.20

**SETTING THE SCENE** – Corporate Governance in multiple dimensions: Chair – Polly Pope

**9.20-10.30**

**SESSION 1: DIRECTORS' DUTIES**

- Considering the essential legal principles for governing companies faced with financial crisis
- The current state of the law after *Mainzeal* and *Debut Homes*
- Potential for reform and the restructuring culture.

**Presenters**

*Matt Kersey and Nathaniel Walker*

10.30-10.45 MORNING TEA

**10.45-11.50 SESSION 2: CONDUCT RISK GOVERNANCE FOR BOARDS  
- CULTURAL ACCOUNTABILITY FROM TOP DOWN**

- What are the responsibilities of the Board to set the company's cultural and behavioural expectations?
- How does the Board translate and embed these expectations into tangible matters for staff, and how does it know staff are meeting the expectations?

**Presenters** *Paul Hay and Dione Miller*

**11.50-12.50 SESSION 3: MANAGING CORPORATE INVESTIGATIONS**

- An overview of relevant privilege principles, including recent case law developments
- Hints and tips on advising corporates facing regulatory investigations
- The best defence: accurate issue recording.

**Presenter** *Liz Gellert*

12.50-1.50 LUNCH

**1.50-3.00 SESSION 4: CLIMATE-RELATED RISKS FOR CORPORATES**

- Identifying the different types of climate-related risks
- Making climate-related financial disclosures
- Directors' duties in relation to climate-related risks
- Potential liability and litigation risk.

**Presenters** *Nina Blomfield and Jenny Cooper QC*

**3.00-4.00 SESSION 5: RESPECTING, PROTECTING AND PROMOTING  
HUMAN RIGHTS: THE ROLE OF BUSINESS**

- Discussion about the human rights responsibilities of business, including reporting requirements
- Examples of issues that businesses in New Zealand might face
- Tool kits and guidance for good governance.

**Presenter** *Dr Anna Kirk*

4.00-4.15 AFTERNOON TEA

**4.15-4.45**

**PANEL DISCUSSION: PULLING IT TOGETHER**

A holistic approach to advising directors.

**Presenters**

*Nina Blomfield, Liz Gellert, Paul Hay, Dione Miller, and Polly Pope*

**4.45-5.00**

**SUMMARY OF THE DAY – CHAIR: POLLY POPE**

**LEARNING  
OBJECTIVES**

**In this intensive you will:**

- Gain an up to date understanding of the legal principles for governing companies in times of crisis.
- Be better equipped to avoid current issues in corporate governance.

**WHO  
SHOULD  
ATTEND**

Lawyers involved in advising directors and company officers, in-house counsel, company secretaries, other advisers, and directors.

## CHAIR

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### *Polly Pope, Russell McVeagh, Auckland*

Polly is a litigation partner and Chair of the Russell McVeagh partnership. Her areas of expertise include class actions, restructuring and insolvency, construction, and financial regulatory disputes. Polly is a Fellow of the Chartered Institute of Arbitrators (UK) and of the Arbitrators' and Mediators' Institute of New Zealand.

## PRESENTERS

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### *Nina Blomfield, Simpson Grierson, Auckland*

As a commercial litigation partner Nina acts for major corporates, directors, regulators and government entities in complex disputes involving company and financial markets law, shareholder and contractual arrangements, regulatory matters, and class actions. She also advises clients in relation to regulatory investigations and enforcement action, as well as competition law issues in business acquisitions. Nina was recognised as a Rising Star in The Legal500 Asia Pacific 2021.



### *Jenny Cooper QC, Barrister, Auckland*

Jenny is a commercial barrister specialising in financial services and insolvency, company and securities, fair trading, and competition law. She is ranked by Chambers and Partners as one of New Zealand's top QCs and is listed in Doyle's Guide as one of New Zealand's leading insolvency and restructuring barristers. Jenny is also a co-founder and inaugural President of Lawyers for Climate Action NZ Inc. a group of over 300 lawyers who have come together to advocate for legislation and policies to ensure New Zealand contributes its fair share in the global effort to limit global warming to 1.5°C.



### *Liz Gellert, Lowndes Jordan, Auckland*

Liz is a partner at Lowndes Jordan focusing on commercial litigation and has acted for corporates, insurance companies, banks, and finance companies. In addition to having extensive experience delivering contentious and strategic legal advice, she worked in-house at ASB Bank leading the Disputes and Regulatory Change legal team for nearly four years and has hands-on practical knowledge of providing legal advice in a corporate environment.

## PRESENTERS

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### *Paul Hay, BNZ, Wellington*

Paul is BNZ's General Manager of Regulatory Affairs and previously held a number of roles in the bank, including Head of Secretariat. He is a lawyer, with approximately 25 years' experience in the banking and financial sector across the UK and New Zealand. Recently, Paul helped lead BNZ's response to the FMA/RBNZ Conduct and Culture review of banking and insurance sectors. In his capacity as GM Regulatory Affairs, he monitors both New Zealand and overseas jurisdictions for emerging trends in regulatory and legislative reform, including conduct related expectations and obligations on directors and senior managers of financial institutions. Paul is based in Wellington.



### *Matthew Kersey, Russell McVeagh, Auckland*

Matt leads Russell McVeagh's restructuring and insolvency practice area and is a Russell McVeagh Board member. He specialises in general commercial litigation and insolvency, restructuring and finance litigation, and his practice includes advising banks and trustees in relation to structuring and enforcement of security, recovery, insolvency and restructuring strategies and banker/customer disputes. Matt is a member of Insol: the International Association of Insolvency professionals, and has previously been a Board member of Restructuring, Insolvency & Turnaround Association New Zealand (RITANZ).



### *Dr Anna Kirk, Barrister, Auckland*

Anna is a barrister and arbitrator at Bankside Chambers, with particular expertise in international arbitration and public international law. She is New Zealand's member on the ICC Court of International Arbitration and a Fellow and Council Member of the Arbitrators' and Mediators' Institute of New Zealand (AMINZ). Anna regularly acts as arbitrator or counsel in international and domestic commercial arbitrations. She also has considerable experience in investment treaty arbitration, having worked closely with Sir David Williams QC for several years. Anna is a contributing author to *Williams & Kawharu on Arbitration*, co-lectures a Masters paper on international arbitration at the University of Auckland and holds a PhD in international law from the University of Cambridge.



### *Dione Miller, BNZ, Wellington*

Dione is BNZ's Head of Legal – Dispute Resolution, Regulation and Investigations. Before moving to BNZ in 2014, she worked in private practice with a strong commercial focus on financial services, securities enforcement, and consumer protection, and advised the receivers of several finance companies which collapsed following the GFC. Dione also holds a board position for a Wellington-based not for profit organisation.

## PRESENTERS

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### *Nathaniel Walker, Russell McVeagh, Auckland*

Nathaniel's practice spans all aspects of commercial litigation and dispute resolution. He returned to Russell McVeagh in late 2017, following a stint in New York practising at leading firm Cravath, Swaine & Moore LLP. Drawing on his local and international experience, Nathaniel acts on complex private and public law disputes, with particular focus on corporate/commercial matters, statutory claims, and equity and trusts. He has notable expertise in cross border disputes.

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