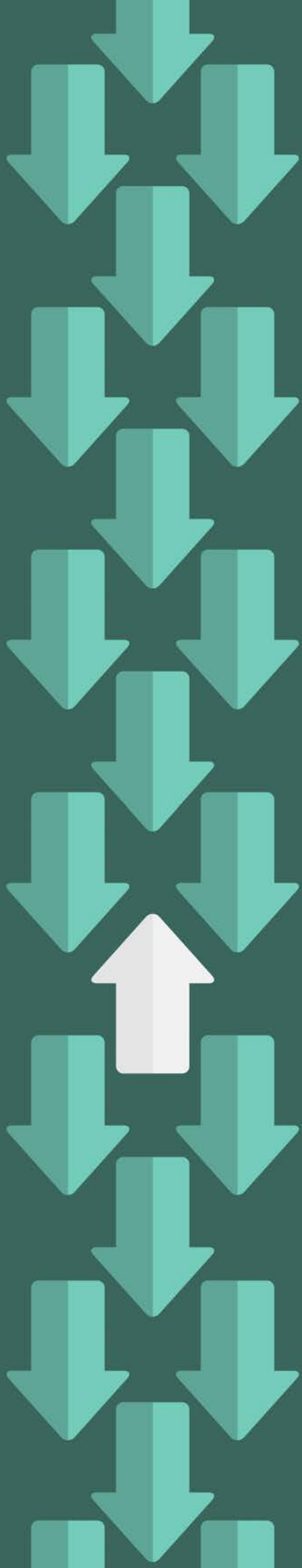


The 2023 NXD Development Programme



NXD Academy



UNIVERSITY OF EDINBURGH
Business School

FWB Park Brown
Executive Search

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Introduction

The FWB Park Brown / UEBS NXD Academy is delighted to introduce its flagship NXD Development Programme for the 6th year. The programme was run online during the pandemic and as delegates have expressed a preference for this we will again run it online for 2023 with the final session being a physical meeting and networking event at which delegates can meet face to face and network over drinks and canapés.

The programme this year again focuses on current challenges facing Boards and NXDs. As we detail below, several issues have become prominent over the last year or so.

As businesses become more complex and regulations continue to evolve, Boards and NXDs face greater scrutiny and pressure to ensure compliance. There is also an increasing demand to evaluate their own performance and provide clarity over their purpose.

Emerging technologies are changing the business landscape and Boards, and NXDs in particular, need to stay informed about their potential impact on the organisation. Further, as cybersecurity threats become increasingly sophisticated and frequent, Boards and NXDs will need to be vigilant to ensure that appropriate measures are in place to protect the organisation.

Climate change and sustainability continue to be key considerations for businesses with Boards having to be aware of the risks and opportunities associated with these issues, and corresponding courses of action.

These and other challenges mean that NXDs will need to be proactive and adaptable to ensure the long-term success of the organisation so we have developed this programme to provide insights required to increase the likelihood of such success.

As with our previous programmes, our 2023 course has been designed to be highly practical. Led by experienced Chairs and NXDs, it is aimed at those interested in all types and sizes of organisation; listed, private, entrepreneurial, SMEs, public sector and not-for-profit. Each session is interactive with small group activities and real-life case studies, together with plenary discussion and Q&A. These sessions have been designed to allow plenty of time for interaction and active learning in all areas. Whilst each session has a main topic, the discussions and questions will be wide-ranging.

Foreword

When Judy Wagner and Professor John Amis asked if I would like to write the Foreword for this year's Programme, I was delighted to do so.

My experience as an executive and non-executive director and chairman has been witness to significant changes in corporate governance, which impacts public and private companies as well as third sector organisations. These changes result in increased scrutiny from multiple sources backed up by much increased regulation, legislation and stakeholder requirements. However, despite these additions to the Board's agenda which at times can dominate discussions at the expense of strategic and other commercial matters, failures and scandals continue to persist. This is a sad reflection on the management of organisations which over the years in my various roles has led me to have Boards focus on three aspects which have a major impact on an organisation - values, culture and ethics. In my experience if each of these are positively understood in an organisation they will complement the Board's compliance with the high level of regulatory and legislative requirements.

In essence it is incumbent on top management to set the values of an organisation, simply articulated and which can be understood by everyone at all levels. These are the written and stated conscience of the organisation by which all employees are expected to follow by acting as a guide to their actions.

These values then lead to the culture of an organisation. Over my time I have seen organisations with a poor and negative culture mired in politics and infighting. However, I have seen organisations with a good and positive culture which thrives on mutual trust and respect as well as constructive challenge, support, a shared vision of the organisation and all it aspires to achieve.

Having established organisational values and an embedded culture - again being seen emanating from the top in action and deed - it becomes much easier to operate in an ethical and sustainable manner. Indeed employees will feel empowered in their actions in the knowledge that top management publicly endorse the organisation's values, are seen to practise the culture and take ethical behaviour in its widest sense seriously.

As an example, when I have been asked to chair an organisation, at the outset I articulate my own personal values - no politics around the Board table otherwise it will be prevalent further down, mutual trust and respect (i.e., no one has all the answers), strong challenge - and support for the management to deliver what has been agreed. Such a statement helps set the tone at the top.

Similarly on giving advice to leaders within management teams I have suggested that by articulating their own set of personal values the team knows where they stand and can action accordingly.

In an ever increasingly complex world, organisations also need to work with Equality, Diversity and Inclusion, Environment, Social and Governance, social media, gender pronouns and a greater emphasis on precise language being used. This can in its totality be a confusing mix for leaders.

So in my view the FWB / UEBS programme is an essential part of executive learning and development. I know as a previous speaker that all those involved bring current thinking and much practical experience to the debates you will have and leave you better equipped to deal with the situations over which you have responsibilities.

Norman Murray CBE CA FRSE

Chairman ICAS Foundation

Previous roles include Chairman Cairn Energy, Petrofac, The Edrington Group and Scottish Ballet

Past President ICAS , Past Chairman BVCA

The Sessions

A Practical Series Covering Key NXD Issues Led by Experienced Chairs and NXDs

 Cost

£95 per session

20% discount for all six sessions

 Time

All sessions will be:

6 – 8pm

 Venue

Details of Zoom joining instructions will be sent in advance of each session to those registered.

[To register for any of the online sessions please click here.](#)

“

The overall insight into the duties of an NXD and best practice were particularly helpful and interesting, and equally relevant whether you were experienced or new to NXD roles.

”

Session 1

What Makes a Board Excel?

Session 1

What Makes a Board Excel?

Thursday 14th September 2023 6-8pm



Angela Seymour-Jackson

An effective Board is critical to the success of any organisation as it provides oversight and guidance to the management team, sets the strategic direction, and ensures that the organisation is managed in the best interests of its stakeholders. There are many factors that contribute to this success – and yet many of the Boards of organisations that have failed followed most of the accepted standards for Board operations.

What makes a Board truly great, then, is that whenever challenges or unexpected events occur, the Board can function at its best and ensure that the organisation is effectively led.

This session will discuss those aspects that lead to Board success including structure and composition; the role and management of committees; accountability and responsibility; diversity of thought; financial stewardship; effective communication, Board evaluation and other key criteria that lead to Board success.

As with any part of an organisation, the Board needs to continually evaluate itself to help identify potential gaps in its skills and knowledge, which can then be addressed through training and development programmes. Board assessment can also help to identify potential conflicts of interest or other governance issues that need to be addressed. Overall, Board evaluation is an important tool for ensuring that the Board of Directors is functioning at its best and that the organisation is being managed effectively and efficiently.

Biography

Angela Seymour-Jackson

Angela Seymour-Jackson has extensive corporate governance experience. She is Chair of the Board at Page Group, Senior Independent Director at Trustpilot, and a Non-Executive Director at Janus Henderson. Angela was Deputy Chair at GoCompare Group and joined the Board of Future plc, an online and print media and publishing businesses, when it purchased GoCompare. She was a Non-Executive Director at Rentokil Initial for 9 years. Thus, Angela's Board experience spans both listed firms in the UK and US, and private Venture Capital backed businesses. She has also filled numerous Board roles. In her Executive career, Angela held senior sales and marketing positions at Aviva and Aegon and was CEO of RAC Motoring.

“

Meeting other people and exchanging information and ideas in the group discussions was most enjoyable, both online and face-to-face.

”

Session 2

The Role of the NXD in Strategy Formulation

Session 2

The Role of the NXD in Strategy Formulation

Thursday 28th September 2023 6-8pm



Angus Cockburn

Strategy formulation and its subsequent execution is at the heart of what good Boards should focus on. For the strategy process to work well, the NXD and executive management need to be in lockstep in their respective roles. There are no hard and fast rules, but a failure to understand their roles could lead to a lack of strategic clarity with a knock-on impact to execution and then shareholder and broader stakeholder value.

Some Boards view strategy development as entirely a management responsibility, whereas others want to be the strategists and set the organisation's direction while delegating only the implementation to management. This can often happen when the Board is compensating for a lack of strategic thinking or capability among senior management. Much depends on the situation and the capability of management and NXDs but to be truly successful there must be alignment between the NXDs and management on the company's strategy. The NXDs and executive management bring complementary capability to strategy formulation. Executive management brings knowledge of the markets in which they operate, organisational capability and a historic perspective whilst the NXDs bring broader experience of the strategic context of different markets and organisations and an insight of future macro trends. If these perspectives can be blended together "1+1=3" but if either side play it badly "1 + 1 < 2". Therefore, NXDs have an important role to play in strategy formulation, whether encouraging long term-thinking, promoting diversity and inclusion

or innovation, but they must be aware of the risks associated with their role and work to mitigate them. Balancing the natural enthusiasm of the NXD in strategy formulation with their lack of detailed industry knowledge and the need to have executive management own and then deliver strategy is a key challenge for the Board as a whole.

This session will discuss how NXDs should support strategy formulation, how and what they should contribute, and the opportunities and risks of which they need to be aware.

Biography

Angus Cockburn

Angus Cockburn is the Non-Executive Chairman of the shipping, oil and gas services business, James Fisher and Sons plc, having started in the role in May 2021. He is also Senior Independent Director of plant rental FTSE 250 business, Ashtead Group plc, and Senior Independent Director of the privately owned Edrington Group Limited, which is a global drinks business with brands such as Macallan, Highland Park, No.3 Gin and Brugal rum. Additionally, Angus is a Non-Executive Director of Securities Trust of Scotland plc.

Prior to James Fisher, Angus was the Group Chief Financial Officer at Serco Plc, a position he held from 2014. His previous roles have included Chief Financial Officer and Interim Chief Executive of Aggreko plc, Managing Director of Pringle of Scotland, and senior finance positions at PepsiCo Inc. He was also previously a NXD of Howdens Joinery Group plc and GKN plc.

Angus is a chartered accountant with an MBA from the IMD Business School in Switzerland. He has an Honorary Professorship from the University of Edinburgh and is a member of ICAS.

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The breadth of experience brought by the speakers and the opportunity to discuss with others in breakout rooms from an equally diverse industry background was hugely valuable.

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Session 3

The Purpose of Boards

Session 3

The Purpose of Boards

Thursday 12th October 2023 6-8pm



Lena Wilson

There is much discussion around the purpose of Boards – their values, culture, social issues, trust and responsibility, yet we continue to hear regularly of the collapse of businesses that can be traced to a lack of these essential criteria. When faced with pressure for short-term financial returns, can corporate Boards sometimes be tempted to sacrifice long-term sustainable profitability for short-term results and do business leaders truly understand the fundamental link between living core values and long-term profitability?

Such understandings will have an impact on employees and customers alike. If organisations are to attract and retain happy, loyal customers, then business leaders and Boards must attract and retain happy, loyal employees, who increasingly are focusing on organisation goals that align with their own talents and skills, whilst recognising that corporate Boards have a broader responsibility beyond financial performance. So, as pressure increases on Boards to ensure that companies are contributing positively to society and addressing societal issues, there is a growing expectation that these should be reflected and incorporated into Board decision-making processes. Many corporate Boards are therefore expanding their focus to include a broader range of considerations and are becoming more diverse in terms of their membership, thereby ensuring that different perspectives and experiences are brought to the table. This in turn increases the likelihood that the Board is better able to make informed decisions that

take into account the interests of all stakeholders; employees, customers, suppliers and the wider community.

As focus and pressure escalate on Board values, this session will help guide NXDs on the role they should be playing to ensure that the strategy and culture that their organisations are generating lead to customer loyalty and employee satisfaction. Much is written about the value of a winning culture, but Boards have two key roles in cultivating a winning culture – example and accountability – and in order for a Board to provide truly meaningful accountability, its members must be committed to being an example of living the core values of the organisation.

With increasing examples of Boards falling short and rising expectations around accountability, this is an area that should be a priority for any NXD.

Biography

Lena Wilson

Lena is an experienced Chair in the listed, private and not for profit sectors. She has over 15 years of NXD and Senior Independent Director roles including FTSE 100 companies across the financial and industrial sectors. She also holds Advisory roles in UK Government and global Fortune 500 technology businesses. An Investor in small growing businesses, Lena has a strong interest in internationalisation and culture. Prior to her NXD career, Lena had a multi-disciplinary global career and is an experienced CEO having led organisations with an international footprint. Her current portfolio includes Chair of Picton Property, Chair of Chiene + Tait LLP, NXD and Chair of the Group Performance and Remuneration Committee NatWest Group plc, Chair of AGS Group, Member of the EMEA Advisory Board of Workday Inc and Visiting Professor University of Strathclyde Business School. Previously Lena was Chief Executive of Scottish Enterprise, a Senior Advisor at the World Bank, NXD at Intertek PLC, NXD at Scottish Power Renewables Ltd, Senior Independent Director at Argentex Group PLC and a Member of the Prime Minister's Business Council.

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The use of case studies to illustrate the topics covered by the speakers and the group sessions were very valuable as they allowed the teams to debate and learn from each other's experiences.

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Session 4

Cyber Risk, IT Security and
Enhancing the Digital Experience

Session 4

Cyber Risk, IT Security and Enhancing the Digital Experience

Thursday 26th October 2023 6-8pm



Helen Page

NXDs have a particularly important oversight role in ensuring their executives have appropriate management of IT and cyber risk. Cyber threats continue to increase and companies across the globe have had to invest heavily in cybersecurity. Increased regulation means that businesses have no choice but to keep up with these requirements as failure to do so will expose both them and their customers. However, cybersecurity is only one aspect - cyber resilience is equally important and surprisingly many companies ignore this. Knowing how to detect a cyber attack and ensure business continuity is just as critical.

Knowing the right questions NXDs should pose to management, and ensuring the right level of investment is allocated to IT security and cyber risk, is essential.

This session will consider the most important aspects of IT and cyber risk and resilience, from disaster recovery and business continuity to data security and compliance. It will focus on the level and frequency of information that NXDs should expect to see from management and explore the questions that should be asked of the Executive.

The second part of this session will explore the benefits associated with experience enhancements across digital channels and focus on how NXDs can help shape the digital strategy to ensure long term competitiveness.

Digital technology has transformed consumer behaviour and expectations have never been higher. Mobile devices and app development together with automation and machine learning are just some of the ways helping customers access goods and services at exactly the point at which they require them. Building a seamless digital user experience is no longer a luxury, it is essential for long term competitiveness.

In addition, experience enhancements greatly increase the ability of companies to attract and retain customers, increase frequency and brand engagement and drive longer term improvements in cost, maintainability and time to market.

This session will be interactive, using case studies and Helen's experience of building competitive and innovative digital solutions.

Biography

Helen Page

With 30 years' experience across the financial services, retail, charity and food and drinks sectors, Helen is an experienced PLC Executive, NXD, Board Chair and Senior Brand and Communications Advisor to CEOs and C Suite members with geographical experience across the UK, USA, Europe and Australasia.

She has senior executive and NXD experience of successfully completing two IPOs in the UK and Australia, in addition to a banking demerger, and the acquisition of Virgin Money. Helen has held senior accountability for the largest banking rebrand in the UK for over 10 years.

Her PLC executive career was predominantly spent in financial services and retail, most notably as a member of the UK Executive Board of RBS Group for seven years and CYBG/ Virgin Money for almost ten years, spanning a number of senior roles and functions, including marketing, strategy, innovation, communications, product management, customer experience, complaint handling and ESG.

“

Excellent speakers, clarity of topics,
and great online flexibility – a
very effective and efficient way to
learn about Board practice and
competence. ”

Session 5

The Role of the NxD in a Private Equity or Angel Backed Company

Session 5

The Role of the NXD in a Private Equity or Angel Backed Company

Thursday 9th November 2023 6-8pm



Mark Kerr

The outlook for the private equity (PE) industry in the UK in 2023 and beyond appears to be positive, with a number of factors contributing to this optimistic outlook. Whilst the industry will face challenges, including the potential for interest rate rises and increased competition, nevertheless, these investor firms are expected to continue to make significant investments in UK businesses, playing a key role in helping the country grow in the years ahead.

This opens opportunities for NXDs to play an important role in scaling these businesses, whether they be at start-up stage or larger and more established. Whilst there are many similarities, nevertheless the dynamics of a PE backed company, and therefore the challenges faced and skills/experience required, can vary from the listed markets. In this session Mark will lead us through the opportunities for the NXD in this sector, as well as the differences between PE and angel investment, being an NXD and Chair, and across minority and majority investors – together with the implications these raise for NXDs.

We will look at many issues that an NXD will face, including the 100-day plan, creating value enhancement, managing change, fundraising, M&A and distressed situations – all significant issues for all NXDs and situations they are likely to encounter.

With practical advice and case study discussion the session will outline the opportunities, skills required and challenges to be faced for all NXDs in this dynamic and expanding sector.

Biography

Mark Kerr

After graduating in Maths and Statistics from The University of Glasgow then completing a Diploma in Actuarial Maths from Heriot-Watt University, Mark qualified and worked as an Actuary in Scotland and Spain with Scottish Provident. In 1995, after completing an MBA at Strathclyde Graduate Business School, he joined 3i plc where he spent the next 15 years in Edinburgh, Aberdeen, Glasgow and Cambridge, investing in a range of sectors including healthcare, software, industrials and energy with his last two years as co-Head of Oil, Gas, and Power. In 2012, he moved to Lloyds Development Capital where he was responsible for sourcing, executing and managing their investments across Scotland. Investments included Ramco, CMS Enviro, PDG Helicopters, Duncan & Todd, Guardian Technologies, Darcy Technologies and Commsworld. Mark left LDC at the end of June 2021 to focus on his NXD roles including Chairman of Aberdeen Sports Village and is currently on the Boards of Todd & Duncan, Commsworld and PDG Helicopters.

Mark will share his knowledge and experiences acquired over the last 25 years in Private Equity and lead us through relevant case studies/discussion topics that will be considered in small groups together with feedback sessions and Q&A to learn practical ideas and solutions to common issues.

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The programme acts not only as a refresher course, but also as the generator of ideas, challenges and new thinking: shared experience is central to the workshops and provides endless food for thought from some of the best NXDs operating in this country today.

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Session 6

Sustainability in the Boardroom

Session 6

Sustainability in the Boardroom

Wednesday 22nd November 2023 6-8pm



Rob Woodward

Our purpose in this session is to gain an insight into the ways in which questions of sustainability are permeating strategic decision-making throughout organisations, and thus understand the role of the Board in this process. An important component is understanding the ways in which supply chains play into this. Rob Woodward, Chair of The Met Office, will lead this session. Appointed by the UK Government in 2018, Rob has overseen the growth of the Met Office's global leadership in the provision of weather and climate services and the science that underpins them. These services help inform governments, industry and the public in decision making across a broad range of areas.

In addition to steering an organisation that is vital to our understanding of the causes and effects of climate change, Rob also has a broad portfolio of NXD and Chair roles across a variety of sectors. He is therefore extremely well positioned to provide insight into the challenges facing Boards in regard to climate change in particular and sustainability more generally.

Rob will share with us his extensive background and provide topics for discussion that will expose some of the major issues that Boards face and lead to insights into the role of NXDs in addressing them.

Biography

Rob Woodward

Rob is former CEO of STV Group plc and founding Trustee of the STV Children's Appeal. He led the turnaround of the company and positioned STV as Scotland's leading commercial digital media company before leaving in December 2017 after ten years at the helm.

Prior to STV, Rob was Commercial Director of Channel 4 Television Corporation and on the main Board. He achieved a dramatic turnaround of legacy businesses, 4 Ventures, and built a set of successful new media and digital organisations. He drove Channel 4's commercial businesses to significant profitability and led a number of initiatives focused on building non-advertising-based revenue streams.

Rob was previously an MD of UBS Warburg and global COO of corporate finance in Media and Communications. He worked initially in the global Telecom team in both London and New York and latterly was the co-head of the European Technology Group.

In addition to chairing The Met Office, Rob is also Chair of Court of Glasgow Caledonian University, the software company Blancco plc, marketing services company Ebiquity plc. He is also a Non-Executive Director of Satellite operator OneWeb.

He was appointed by the Scottish Government as founding Chair of the Developing Young Workforce Group, which is leading work to support employer involvement in developing Scotland's young workforce, stepping down from this role in 2021. He is also a Commissioner of the Northern Lighthouse Board.

“

This is a great programme from which I gained quality insights from experienced leaders across a variety of current and topical business matters that are being discussed around most Boardroom tables. The programme is valuable for all stages of the NXD journey with knowledge sharing amongst participants contributing significantly to the learning experience.

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Session 7

End of Programme In-Person Event

This will be an opportunity to meet fellow delegates from the programme face to face. Whilst some of the focus will be on networking and sharing thoughts and ideas from the programme, there will also be an experienced Chair as guest speaker who will lead an interactive discussion, with small group sessions and activity.

Further details will be provided during the programme.

Venue: Conference Room, The University of Edinburgh Business School, 29 Buccleuch Place, Edinburgh, Edinburgh, EH8 9JS

Date/Time: Thursday 30th November, 6-9pm

Programme Directors

Professor John Amis

University of Edinburgh Business School

John joined the University of Edinburgh Business School in July 2013 as Chair in Strategic Management and Organisation. He is Head of the Strategy Group, Co-Director of the Centre for Strategic Leadership and former Director of the Doctoral Programme. John also has extensive teaching experience on MBA and Executive MBA programmes. He has carried out numerous Executive Development leadership courses, consulting assignments and sponsored research projects, predominantly focused on strategic change, across a range of organisations. These have included US Fortune 500 firms, public and private sector Scottish companies, and large hospitals. His current empirical work is focused on issues of inequality, reforms to the Scottish civil justice system, and major change at a Scottish charity. He is past Chair of the Academy of Management's Organisation Development & Change division. In addition to three books, John has authored over 80 journal articles and book chapters. His work has been published in leading journals including *Academy of Management Review*, *Academy of Management Journal*, *American Journal of Public Health*, *Human Relations*, *Organisation Science*, *Organisation Studies* and *Journal of Change Management*.



Judy Wagner CA FRSE

FWB Park Brown

Judy has been actively involved in executive search for over 20 years, recruiting at Senior Management and Board level – both Exec and NXD. A co-founder of FWB Park Brown, one of Scotland's leading Executive Search firms, she has recruited across all sectors and functional areas, and advised many clients on Board composition and evaluation. She has been a Chair and Non-Executive Director in the Private and Not for Profit sectors, and coached throughout her career on career development, interviewing, presentation, networking and communication, including a significant amount of public speaking in these areas. A graduate of The University of Edinburgh and a member of ICAS, she sits on the Board of the Centre for Strategic Leadership of The University of Edinburgh Business School, the Advisory Board of Kelvin Capital and advises the Enterprise Fellowships for The Royal Society of Edinburgh. In 2016 Judy developed and launched The Executive Women's Leadership Programme with Professor Susan Murphy of The University of Edinburgh Business School. This programme, which ran from 2016 to 2019, helped over 220 women in Scotland progress their senior management and Board level careers, and has since been launched for a mixed gender audience due to popular demand. The network of delegates from this programme – Executive Women In Leadership – numbers over 220 senior women in business and covers all parts of the economy, providing a practical platform for learning, support, networking and influencing policy. Judy is also a Trustee of The Salvesen Mindroom Centre, a charity supporting all those with Neurodiversity Issues, and was elected a Fellow of The Royal Society of Edinburgh in 2021.



“
If you are going to make just one investment in your personal development this year, choose this programme. It offers leading Chairs and NXDs at the top of their game and crucially willing to share; the structured format delivers relevant, concentrated insights and the online format offers maximum efficiency. Finally, you will never conclude a session without the opportunity to connect offline with experienced fellow participants.
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For more information, please contact:



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