

ICOS

Presentation

8 November 2016

John McStay

Better Compliance?

- Limited Time - no Checklists
- Corporate Governance / Compliance
- Ask the Funeral Director
- Leinster Leader / EY
- Scope for Bladder / Grandstanding
- Corporate Governance Tyranny!

Tyranny / Industry

- Tools are not Governance / Compliance
- Board Self Reviews
- Nomination Committee
- Remuneration Committee
- Audit and Risk Committee
- Important ? Yes / Advisors and Products
- Stick to the Knitting

Avoid a Technical Definition

**“The checks and balances that
makes an organisation work better”**

**Professor Jack Anderson
Queen’s University, Belfast**

Down to Business / My Obsession

- No Concern re Conference Attendees
- Where are your Colleagues?
- Compliance is All About You
- You Need Core Beliefs

Viewed from Different Places?

- Inside – Who is in Charge?
- Outside – Who Accepts Responsibility?
- Society and Government Set the Context

Role of Government?

- Legislation / Ethos of Compliance
- Education and Strong Enforcement
- Regulators Asleep / Lacking Resources
- Strong Enforcement Supports Business
- Why? - Supports Those Who Comply
- Needs – Support, Money and People Resources

Canada

- No Bank Failures
- No Bailouts
- No Canadian NAMA
- Relative House Price Stability
- Strong Regulation / Not Asleep?
- Core Structures – 1920's

Core Belief

- Problem - Books, Books, Books
- Mother and Father
- Do What is Right
- Don't Do What's Wrong
- Sunday Independent Test!!

Taking a Step Back?

- Tradition of Seeking Election
- Single Issue / Local Standing?
- Not Acceptable
- Overall Corporate Responsibility
- Do I Have the Skills?
- Will I Make it Better?

Supporting the New Board Member

- Role of the Company
- Education V Ignorance
- Induction Process
- Key Role of Chairman
- Isolation
- Gender Issues

Time for a Definition, Again

“The checks and balances that makes an organisation work better”

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Role of the Board

The role of the Board is to help the Chief Executive to set the strategy for the business and to support him to implement it.....

Role of the Board

.....Until it loses confidence
in him or her!

My Experience - Successful

- Good Decisions
- Do Not Allow Them to Just Happen
- Welcome Debate
- Morality / Consequences of Risk

Company

Employees / Customers

Suppliers and Creditors

Fundamentals

- Organise Around A Purpose
- Scrupulous about Minutes - History
- Study, Read, Learn Independently
- First Class People – Michael Smurfit
- Stand Up to Bullies
- CEO / Financial Controller

Applying That Approach

- The Chairman is not an Executive!
- Understand the Business
- Understand Your Role
- “Financial Literacy”
- Post Event Outcome Review
- Question, Question, Question

My Questions

How to Find the Sick Bullock

- Why?
- When?
- Who?
- What?
- Power of the King has no Clothes Question!

Diversity is Essential

- Lehman Brothers
- Lehman [Sisters]
- Lehman [Brothers and Sisters]

When it Goes Wrong?

- Millstream
- IFA Scandal, Rehab and CRC
- Co-Operative Mart
- Olympic Council of Ireland

Compliance Culture



Panel?

- What Makes Good Compliance?
- Individual Responsibility - OCI
- Insiders Seeing it From the Outside
- The Need for Real Government Support
- Lehman Brothers [and Sisters]
- Importance of Integration and Training

Leadership (Compliance) “What you do every day”



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