

CHARTERED 
INSTITUTE OF PROFESSIONAL CERTIFICATIONS

UK CORPORATE GOVERNANCE CODE, DIRECTORS' DUTIES & LIABILITIES

**Fully Accredited
By:**

Chartered Institute of
Professional Certifications

CPD
Certification Service

PROGRAM OVERVIEW



The UK Corporate Governance Code and directors' duties are critical to ensuring transparency, accountability, and investor confidence. **Failure to comply can lead to disqualification, fines, or imprisonment—over 1,200 UK directors were disqualified in 2023 alone.** With corporate misconduct costing UK businesses an estimated £30 billion annually, robust governance is not optional—it is essential for legal compliance, reputational protection, and long-term business sustainability.

This certified program provides a comprehensive understanding of UK corporate governance obligations, equipping you with practical tools to lead effectively, mitigate liability, and ensure legal and ethical compliance. You will examine critical statutory duties under **Sections 171–177 of the Companies Act 2006, including the duty to promote long-term success, manage conflicts of interest, and exercise diligence in board decisions.**

The program explores essential governance components such as **board composition, oversight practices, and crisis management frameworks.** You will gain strategies for effective shareholder engagement, including managing activist investors while maintaining strategic alignment. Additionally, it addresses **the growing significance of ESG governance, directors' responsibilities, and strategies to prevent greenwashing and ensure transparency.**

By attaining a deep understanding of this complex regulatory landscape, you will be equipped to avoid **costly governance failures, reputational damage, and potential enforcement actions.** This certified training will build your capability to lead within the UK's challenging governance framework, ensuring your organization's practices align with best standards.

Upon successful completion, you will attain the **Certification in UK Corporate Governance Code.** This prestigious certification will enhance your professional credentials, validating your expertise in UK corporate governance, ethical leadership, and the legal responsibilities of board directors. With lifelong validity, it serves as a testament to your leadership capabilities and unwavering commitment to upholding the highest standards of effective governance.

ACCREDITATIONS



4.8



4.6



KEY SKILLS YOU WILL GAIN

From This Program



**UK CORPORATE GOVERNANCE CODE
COMPANIES ACT 2006
SECTION 172 COMPLIANCE
SECTION 171–177 DUTIES**

**DIRECTOR LIABILITY
FIDUCIARY DUTIES
CONFLICT OF INTEREST LAW
FINANCIAL REPORTING (UK GAAP)**

**IFRS COMPLIANCE
ANTI-BRIBERY LAWS (UK BRIBERY ACT)
AML REGULATIONS (MONEY LAUNDERING REGS
2017)**

**ESG DISCLOSURE (TCFD & ISSB)
GREENWASHING RISK MITIGATION
AUDIT COMMITTEE OVERSIGHT
CRISIS GOVERNANCE
BOARD ACCOUNTABILITY**

**STRATEGIC OVERSIGHT
SHAREHOLDER RIGHTS**

YOUR FACULTY DIRECTOR



Iphigenie Fossati-Kotz

Distinguished Global General Counsel and Strategic Legal Advisor to the C-Suite

Iphigenie Fossati-Kotz is a seasoned corporate executive with over **15 years of expertise in corporate governance, regulatory compliance, and cross-border legal strategy**. She currently serves as Executive Vice President General Counsel, where she leads the company's global legal function across more than 10 jurisdictions, including the UK, EU, and US. In this role, she **advises the C-Suite and Boards of Directors while managing a team of approximately 10 legal counsels on corporate governance and directors' duties and responsibilities**.

A committed thought leader, **Iphigenie regularly publishes on the intersection of legal requirements and business realities, focusing on how compliance frameworks** can be both sustainable and operationally effective. Her work empowers companies to embed governance and compliance into the heart of their strategic decision-making.

OUR PARTICIPANTS

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PROGRAM AGENDA

MODULE 1 - DIRECTORS' DUTIES UNDER THE COMPANIES ACT 2006 – PRACTICAL REALITIES AND LEGAL RISKS

- Duty to promote the success of the company (Section 172): How to balance profit, ethics, and long-term growth
- Managing conflicts of interest and personal gains when making decisions (Sections 173, 175, 176, 177)
- Duty to act within powers and exercise care, skill, and diligence (Sections 171 & 174): When 'I didn't know' is not a defense

MODULE 2 - EFFECTIVE BOARD MANAGEMENT, STRATEGIC OVERSIGHT AND CORPORATE ACCOUNTABILITY

- Board composition: Strategies for building a diverse and effective board and why the right mix of skills and perspectives matters
- Best practices to ensure effective decision-making year-round: Board reporting, internal governance frameworks and collaboration with key departments (legal, risk, compliance, finance)
- Crisis management and decision making under pressure: Ensuring governance holds in critical moments

MODULE 3 - SHAREHOLDER ENGAGEMENT: BALANCING INFLUENCE AND LONG-TERM STRATEGY

- Understanding the legal rights and powers of shareholders
- Engagement strategies: Developing effective communication channels with shareholders
- Managing activist investors: Approaches to addressing and collaborating with activist shareholders

MODULE 4 - THE IMPORTANCE OF RISK MANAGEMENT FRAMEWORKS

- Enterprise Risk Management (ERM): Developing comprehensive risk management strategies and understanding the role of ERM in corporate strategy
- Risk appetite, internal controls, and regulatory expectations: Striking the right balance
- Crisis management planning: Preparing for and responding to corporate crisis



PROGRAM AGENDA

MODULE 5 - ESG GOVERNANCE AND DIRECTORS' RESPONSIBILITIES

- ESG regulatory compliance and reporting obligations: Understanding frameworks like TCFD and ISSB
- Sustainable business practices: Integrating ESG considerations into the corporate strategy
- Avoiding greenwashing and social governance failures

MODULE 6 - THE BOARD'S RESPONSIBILITY FOR ENSURING FINANCIAL STABILITY AND INTEGRITY

- Financial integrity: Understanding UK GAAP and IFRS standards to prevent fraud, misstatements and financial governance failures
- Financial stability: Monitoring cash flow and solvency to avoid board-level liability for financial distress
- Tax risks and liabilities: Dividends and upstream transactions, guarantees and cross-border tax risks

MODULE 7 - BROADER COMPLIANCE OBLIGATIONS AND DIRECTORS' PERSONAL LIABILITIES

- Anti-money laundering (AML) regulations: The role of directors in preventing money laundering
- Practical actions to ensure compliance with anti-bribery and corruption (ABC) laws
- Understanding directors' personal liabilities

MODULE 8 - THE BOARD'S ROLE IN DATA PROTECTION AND CYBERSECURITY RISK OVERSIGHT

- The board's responsibility in data protection & cybersecurity compliance
- Developing and maintaining an effective governance framework to address data and cybersecurity risks
- Integrating privacy-by-design into the corporate and product strategy

MODULE 9 - ARTIFICIAL INTELLIGENCE (AI) AND CORPORATE GOVERNANCE

- Understanding AI risks and why creating a culture of responsible AI development and use matters



PROGRAM AGENDA

- Building ethical, unbiased, and transparent AI frameworks for products and services
- Managing AI in business operations: How to safely implement AI internally (for non-product applications)

MODULE 10 - BUILDING LONG-TERM CORPORATE RESILIENCE BY EXPERTLY NAVIGATING REGULATORY SHIFTS

- Understanding the evolving UK & global regulatory landscapes: Key changes impacting corporate governance (including post-Brexit shifts)
- Developing a board-level regulatory monitoring framework: How to stay ahead of compliance risks
- From compliance to competitive advantage: How to turn regulatory awareness into strategic decision-making

YOUR CHARTER DESIGNATION



Chartered Institute of Professional Certification's programs are unique as they provide you with professional charter designation and mark that can be used across your lifetime once you have completed our programs.

Upon successfully attending this program, you will be awarded with the **Certification in UK Corporate Governance Code** that can be used in your resume, CV and other professional credentials. This certification is industry-recognized with lifelong validity.

Globally recognized, this certification demonstrates your expertise in navigating the complexities of the UK Corporate Governance Code and directors' statutory duties. It validates your ability to lead with integrity, strengthen board oversight, and manage legal, regulatory, and ethical risks in today's dynamic corporate environment. Developed by **Chartered Institute of Professional Certifications**, the content of this program has been independently accredited by **CPD Certification Service** as adhering to the highest standards of continuing professional principles.

ABOUT US

49,525

Business Leaders Have
Attained Their Chartered
Certifications Since 2009

390

Certified and Fully
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87%

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CONTACT US TODAY

We Thank You for Your Ongoing Support
of Our Programs

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