

EBI Corporate Governance Task Force

List of Relevant Topics (as of 10 October 2018)

1. Role of the Board

- Cybersecurity and Digitalisation
- Use of Management Information
- Allocation of Board Time

2. Board Decision Making

- Individual and Collective Responsibility
- Judicial Review (Case Study examining US v EU approach)
- Impact of Directors' Liability on Decision Making
- Digitalisation

3. Composition of the Board

- Board Structure (one tiered, two tiered or mixed)
- Expertise
- Independence
- Diversity
- Suitability, Fitness and Probity

4. Fitness and Probity/ Suitability

- Implementation of EBA and ECB guidelines and how they affect board dynamics
- Assessment of fitness and probity of the board in cases of application of the 'bridge bank' and 'sale of business' tool in resolution planning
- New EBA guidelines on internal governance (EBA/GL/2017/11): main drivers and challenges for sound governance structures, room for proportionality
- New EBA/ESMA guidelines on suitability assessments (EBA/GL/2017/11): enhancement of suitability criteria, relationship with ECB guide on fit and proper
- Application of suitability requirements in different member states – issues of harmonisation and convergence
- Application to supervisory V management board members
- Impact of early-stage criminal or regulatory investigations on suitability assessments
- Impact of prior employment in a "failed bank" on suitability assessments
- Distinction between corporate governance issues within banking supervision regulation and those mandated as part of national law on the basis of an institution's corporate structure

5. Impact of Brexit on Company Law

6. Remuneration

- CRD IV Bonus Cap
- EBA guidelines on sound remuneration policies (EBA/GL/2015/22): variable remuneration practices, experiences with deferral, malus and clawback rules, integration in risk appetite frameworks

7. Shareholder Activism

8. Culture

- Appointment of CEO
- Leadership
- Board Decision Making
- Remuneration and Incentives
- Diversity
- Group Think, Biases and Challenge
- Role of Regulation and Supervisory Tools
- Case Studies

Blanaid Clarke, Trinity College Dublin