

Culture, Diversity & the Way Forward

For Corporate Governance in Ireland

25th October 2018 in Trinity College Dublin



Banc Ceannais na hÉireann
Central Bank of Ireland
Eurosystem



Trinity College Dublin
Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

The Central Bank of Ireland

The Central Bank of Ireland was established on 1 February 1943 under the Central Bank Act, 1942. This year marks the 75th anniversary since its formation (www.centralbank.ie/75).

Safeguarding stability and protecting consumers is at the heart of all that we do and encapsulates our priorities for delivering on our mandate.

We are committed to being an independent, forthright and influential organisation with a compelling, clear and challenging vision of being 'Trusted by the Public, Respected by our Peers, Fulfilling Workplace for our People'.

We regulate more than 10,000 firms providing financial services in Ireland and overseas. This regulation is undertaken through risk-based supervision, underpinned by a credible threat of enforcement. Our objective is to ensure financial stability, consumer protection and market integrity. To do this, we have a range of regulatory powers in the areas of authorisation, supervision and enforcement.

Trinity School of Law

Founded in 1740, Trinity School of Law is one of the leading Law Schools in Europe, consistently ranked as one of the top 100 Law Schools in the world and the top Law School in Ireland. It is a scholarly community of staff, students and alumni, dedicated to the pursuit of legal knowledge and critical engagement with the legal challenges that confront modern communities. Its undergraduate and postgraduate degree programmes are distinguished by research-based and research-led curricula, in which all subjects are taught by leading academics expert in those fields. The School's Corporate Law, Governance and Capital Markets Research Group brings together scholars with expertise in the field and with particular research strengths in the area of directors' duties, comparative corporate law, corporate governance, securities law, takeover law, diversity, board composition, investor protection and banking law. Members of this Group provide a forum for developing research ideas and projects and encouraging and engaging in collaborative research. The Law School also engages in interdisciplinary scholarship through its membership of the Trinity Long Room Hub and Trinity Research in Social Sciences.

Trinity College Dublin is a founding academic member of the European Banking Institute ("EBI"), an international centre for banking studies, based in Frankfurt. The EBI arose as a joint venture between 24 of the most highly regarded European academic institutions and the Law School leads its involvement with the EBI. Its mission is to produce interdisciplinary, focused, relevant and worthwhile banking research; to stimulate synergistic debate between academics, policy makers, supervisors and supervised; to make recommendations, develop ideas and devise new strategies on banking in Europe; and to share its research outputs through publications, seminars and conferences. The EBI focuses on high-quality research into the legal and economic aspects of banking regulation, supervision and enforcement.

Purpose of Conference

The Central Bank and TCD are jointly hosting this conference to discuss Culture and Diversity in the Financial Services sector in Ireland.

The conference will examine the Central Bank's Review of Behaviour and Culture of the Irish Retail Banks and consider the lessons to be drawn from it for all firms in the financial services sector. It will highlight the contribution of recent scholarship to our understanding of the role of culture and diversity in firms; discuss possible tools that might be used by financial services firms in the future to improve organisational culture and diversity to the benefit of their customers, employees and shareholders.

Agenda for the day

08.30- 09.30 **Registration**

09.30 - 09.50 **Opening Remarks: Paschal Donohoe, Minister for Finance and Public Expenditure and Reform**

Session I - The Central Bank of Ireland's Behaviour and Culture Review

09.50 - 10.05 **Keynote: Derville Rowland, Director General, Financial Conduct, Central Bank of Ireland**

10.05 - 11.15 **Panel Discussion**

Moderator: Gráinne McEvoy, Director of Consumer Protection, Central Bank of Ireland

Panel: Derville Rowland, Director General, Financial Conduct, Central Bank of Ireland

Baroness Onora O'Neill, Emeritus Professor of Philosophy, University of Cambridge

Professor Niamh Moloney,
London School of Economics

Claire Lanigan, Head of Division, Asset Management Supervision Division, Central Bank of Ireland

11.15- 11.45 **Break & refreshments**

Session II - Culture and Diversity: Evidence from the Field

11.45- 12.00 **Keynote: Professor Iain McNeil, University of Glasgow**

12.00- 12.15 **Keynote: Professor Blanaid Clarke, Trinity College Dublin**

12.15- 13.30 **Panel Discussion**

Moderator: Gerry Cross, Director of Policy and Risk, Central Bank of Ireland

Panel: Professor Deirdre Ahern, Trinity College Dublin
Professor Marco Lamandini, University of Bologna
Professor Eddy Wymeersch, University of Ghent
Fiona McMahon, Director of Compliance, Ulster Bank
Peter Osborne, McCann FitzGerald

13.30- 14.30 **Lunch**

Session III - Improving Culture and Behaviour

14.30-14.45 **Keynote: Ed Sibley, Deputy Governor, Prudential Regulation**

14.45- 16.00 **Panel Discussion**

Moderator: Sylvia Cronin, Director of Insurance, Central Bank of Ireland

Panel: Ed Sibley, Deputy Governor, Prudential Regulation, Central Bank of Ireland
Francesca McDonagh, Chief Executive Officer, Bank of Ireland Group Plc
Richard Fox, Head of Department, Cross-Sectoral & Funds Policy, Financial Conduct Authority, UK
Professor Jennifer Hill, University of Sydney Law School
Wijnand Nuijts, Supervisory Manager on Governance, Culture and Organizational Behaviour, De Nederlandsche Bank/Dutch Central Bank

16.00 **Closing Remarks**



Minister Paschal Donohoe TD

Paschal Donohoe is the Fine Gael TD for Dublin Central and in June 2017 was appointed as the Minister for Finance & Public Expenditure and Reform.

He previously served, from May 2016-June 2017, as the Minister for Public Expenditure and Reform, and from July 2014-May 2016, as the Minister for Transport, Tourism and Sport. He has also held the position of Minister for European Affairs at the Department of An Taoiseach and the Department of Foreign Affairs from July 2013-July 2014.



Derville Rowland, Director General, Financial Conduct Central Bank of Ireland

Derville Rowland was appointed Director General, Financial Conduct in the Central Bank of Ireland on 1 September 2017 and is responsible for consumer protection, securities and markets supervision, enforcement, policy and risk. Derville is a member of the European Securities and Market Authority (ESMA). Prior to this appointment, Derville was the Director of Enforcement in the Central Bank, where she established and developed the Enforcement Directorate.



Gráinne McEvoy,
Director of Consumer Protection,
Central Bank of Ireland

Gráinne McEvoy is the Director of Consumer Protection in the Central Bank of Ireland. She was appointed to this position in January 2018 with responsibility for overseeing the supervision of consumer protection in the financial services industry in Ireland. She also oversees policy making, authorisations and consumer risk assessment. Gráinne was appointed Head of Securities & Markets Supervision in 2014 and held the position of Acting Director of Securities & Markets Supervision Directorate in 2017



Onora O'Neill
(Baroness O'Neill of Bengarve)

Onora O'Neill combines work in political philosophy and ethics with public activities. She has been a crossbench member of the House of Lords since 2000. She has served as President of the British Academy, chaired the Nuffield Foundation and the Equality and Human Rights Commission, and has served on the Medical Research Council and the Banking Standards Board. She publishes on justice and ethics, accountability and trust, human rights and borders, the future of universities, and the ethics of communication.



Niamh Moloney,

**Professor in Financial Markets Law,
London School of Economics
and Political Science**

Niamh Moloney is a Member of the Board of Appeal of the European Supervisory Authorities (since 2018) and Chair of the Consumer Advisory Group of the Central Bank of Ireland. Niamh was also a Special Adviser on the inquiry conducted by the UK House of Lords into the EU's regulatory response to the financial crisis and has served as a member of the UK Financial Conduct Authority's advisory Financial Services Consumer Panel. Niamh was recently appointed a member of the Commission of the Central Bank of Ireland.



Claire Lanigan,

**Head of Asset Management Supervision
Division (AMSD),
Central Bank of Ireland**

Claire Lanigan is Head of Division in the Central Bank of Ireland with responsibility for the AMSD. Prior to her role in AMSD Claire was Deputy Head of Division for Banking Supervision with responsibility for the five significant domestic banks operating in Ireland. Claire has more than twenty-five years' experience working in the financial services sector.



Professor Iain MacNeil,
Head of the School of Law at
University of Glasgow

Professor Iain MacNeil is the Head of the School of Law at the University of Glasgow. He is a member of the editorial board of the Capital Markets Law Journal and has served as general editor of the Law and Financial Markets Review. In 2012, Iain served as a special adviser to the House of Lords EU Committee for their review of MiFID II. In 2014, he served as a member of the UK Research Evaluation Framework (REF) Panel for Law and has recently been appointed Deputy Chair of the REF 2021 Law Panel. He is currently Senior Adviser on a DG FISMA commissioned project examining national compliance with EU financial sector Directives.



Professor Blanaid Clarke BCL,
MBS (Banking & Finance), BL, PhD,
Fellow Trinity College Dublin

Professor Blanaid Clarke holds the McCann FitzGerald Chair in Corporate Law at Trinity College Dublin. She was an Associate Professor in the Law School in University College Dublin previously and was one of the founding members of the UCD Centre for Corporate Governance. Blanaid is the Irish representative on the OECD Corporate Governance Committee and a member of the European Securities and Markets Authority Takeover Bids Network, the European Securities and Markets Authority Securities and Markets Stakeholder Group. Blanaid works with the Irish Takeover Panel and was a member of the Irish Central Bank Commission (2010-2018).



Gerry Cross,
Director of Policy and Risk,
Central Bank of Ireland

Gerry Cross is Director of Policy and Risk at the Central Bank of Ireland. He is responsible for regulatory policy for the banking, insurance, investment funds, and investment firms sectors. He is also responsible for the Central Bank's supervisory risk framework, PRISM. Between 2011 and 2015 Gerry was Managing Director for Advocacy at the Association for Financial Markets in Europe (AFME) and Head of AFME's Brussels Office. He spent four years at the European Commission (2001-2005) where he worked in the Internal Market Directorate General on the implementation of Basel II in Europe.



Professor Deirdre Ahern,
Associate Professor,
Trinity College Dublin's Law School

Professor Deirdre Ahern is an Associate Professor in Trinity College Dublin's Law School. A member of the School's Corporate Law, Governance and Capital Markets Research Group, her primary research areas are corporate law, corporate governance and FinTech regulation, focusing on regulation of crowdlending. She has published extensively on the theoretical framework surrounding the duties of company directors. She has written and spoken nationally and internationally on board diversity and on gender equality in higher education.



Professor Marco Lamandini,

**Chair of Commercial Law,
University of Bologna**

Professor Marco Lamandini is Chair of Commercial Law at the University of Bologna, where he teaches European Financial Regulation, International and European Company Law. He is currently on sabbatical leave and based in Munich as a Visiting Fellow at the Max Planck Institute. He is a Vice-Chair of the Academic Board of the European Banking Institute (EBI) and a Member of the Academic Board of the European Capital Market Institute (ECMI). He sits in the Appeal Panel of the Single Resolution Board (SRB) and in the Board of Appeal of the European System of Financial Supervisors (ESFS) appointed by ESMA. He is a member of ICLEG, the EC Expert Group on Company Law.



Professor Eddy Wymeersch, Chairman of the Public Interest, Oversight Board in Madrid

Professor Eddy Wymeersch is chair of the Public Interest Oversight Board in Madrid (PIOB). He is former deputy president of Euroclear SA and former independent director of the Association for the Financial markets in Europe (AFME). He is member of the Senate of the European Law Institute (ELI) and member of the European Company Experts (ECLE) and of the European Banking Institute (EBI) in Frankfurt.



Fiona McMahon,
Director of Compliance,
Ulster Bank Ireland DAC

Fiona McMahon was appointed Director of Compliance of UBI DAC on 16 April, 2018. Prior to taking up this position Fiona was appointed Head of Banking Supervision in the Central Bank in March 2017. Having worked in the Central Bank for over 16 years, she held a number of positions leading a variety of Supervisory teams across Life Assurance, International Banking, Consumer Protection and Investigations. She was also a member of the SSM Centralised On-site Inspections Network, the EBA Standing Committee on Oversight and Practices, in addition to the Financial Stability Committee of the Central Bank.



Peter Osborne,
Consultant to McCann FitzGerald

Peter Osborne is a full-time consultant to McCann FitzGerald where he has a legal and regulatory advisory practice. Peter advises many leading State bodies and a wide range of Irish and foreign private entities on legal, regulatory and corporate governance issues. He also advises a number of substantial not-for-profit entities on their governance structures and practices within their relevant legislative frameworks. Peter also holds a PhD in Law.



Ed Sibley,
**Deputy Governor, Prudential
Regulation, Central Bank of Ireland**

Ed Sibley was appointed Deputy Governor, Prudential Regulation on 1 September 2017. He is an ex-officio Member of the Central Bank Commission and is also a member of the Supervisory Board of the Single Supervisory Mechanism (SSM). As Deputy Governor, Prudential Regulation, Ed is responsible for leading the supervision of credit institutions, insurance firms and the asset management industry. Prior to this appointment, he was Director of Credit Institutions Supervision, responsible for overseeing the Central Bank's supervisory work for all banks and credit unions operating in Ireland.



Sylvia Cronin,
**Director of Insurance Supervision,
Central Bank of Ireland**

Sylvia Cronin was appointed as Director of Insurance Supervision in October 2014 and is a Member of the European Insurance and Occupational Pensions Authority ("EIOPA") Board of Supervisors. Before joining the Central Bank, Sylvia spent the majority of her career working in the insurance industry, most recently as Chief Executive of Augura Life Ireland Ltd. Previously, Sylvia was the Chief Executive of MGM International Assurance Ltd.



Francesca McDonagh,
CEO of Bank of Ireland Group Plc

Francesca McDonagh joined Bank of Ireland as Group Chief Executive in October 2017. Having joined HSBC as a graduate in 1997, she rose through the ranks to become one of the youngest Group General Managers in 2014. In HSBC, Francesca worked in investment banking, private banking, retail banking and wealth management in Asia, Latin America, the Middle East and Europe. Before leaving HSBC, Francesca was Regional Head of Retail Banking and Wealth Management, UK and Europe. In this role, Francesca led the largest retail network in the HSBC group, was a member of the UK and European leadership teams as well as a member of the Global Retail Banking and Wealth Management team. Francesca is a member of the PRA Practitioner Panel and sits on the board of IBEC, the Irish Business and Employers Confederation.



Richard Fox,
Head of Department
(policy covering Governance),
Financial Conduct Authority (FCA)

Richard Fox joined the then FSA in 2007 at the start of the financial crisis. Since then he has held a wide range of roles including a secondment to HM Treasury Ministerial office during the 2010 General Election, managing the Chief Executive's office of the FCA and more recently leading on the development of the FCA's policy for the Senior Managers and Certification Regimes for banks. Richard is currently the Head of Department for the FCA's policy covering Governance, Asset Management and Prudential.



Professor Jennifer Hill,
Professor of Corporate Law,
University of Sydney Law School

Jennifer Hill is Professor of Corporate Law at The University of Sydney Law School. Jennifer writes in the area of comparative corporate governance. Her recent research has focused on a range of corporate governance topics, including shareholder stewardship and activism, the balance of power between shareholders and the board of directors, and breach of directors' duties. Jennifer is currently a Visiting Fellow at Clare Hall, University of Cambridge, where she is working on a research project concerning liability for flawed corporate cultures.



Mr Wijnand Nuijts,
Head Governance, Culture and
Organisational Behaviour
Department,
De Nederlandsche Bank

Wijnand Nuijts is heading the Governance, Behaviour and Culture department of De Nederlandsche Bank. Since its inception in 2010, he has been responsible for the national and international development of an innovative type of supervision that focuses on leadership styles, group dynamics and the quality of decision making by companies. Together with a multidisciplinary team of organizational psychologists and governance experts, he is responsible for conducting numerous examinations into the effects of behaviour for the performance of Dutch financial institutions.