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In Premier Partnership with

Focus on Italy

In partnership with LUISS Guido Carli University

Bridging academia with market practitioners

UniCredit Pavilion, Milan
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Introduction

George Dallas, Policy Director, ICGN

ICGN's relatively new tradition of hosting "academic days" linked to our annual conferences has become established as a popular and stimulating fixture to its conference offerings. At ICGN's 2018 Milan conference, hosted by Assogestioni, and in premier partnership with Unicredit, we framed this year's academic day as a "Focus on Italy", reflecting the strong core of Italian academics and practitioners taking part as presenters and discussants. But true to the core global focus of ICGN this conference made numerous connections with corporate governance issues in other jurisdictions around the world, reflecting both the diverse backgrounds and perspectives of the discussants and the audience.

Most ICGN Members are governance practitioners, whether they are investors, companies, regulators, advisors or other professional service providers. Important investment and business decisions are made by these professionals on a daily basis reflecting beliefs about corporate governance, both on what good and bad corporate governance looks like. Sometimes these beliefs have merit, sometimes they may be misplaced, but more often than not it may be simply unclear as to what the evidence is supporting particular views or practices relating to corporate governance. One still hears the phrase: "does corporate governance pay? Show me the evidence!"

While something as broad and conceptual as corporate governance itself is difficult, if not impossible, to measure directly, academic research can help to fill this void about what we do and do not know empirically about many features or practices of corporate governance. It is important for governance practitioners to follow this debate, and to better understand the challenges of conducting scholarly research in governance. Importantly as well, the questions that practitioners face daily can also help to inform the direction of future academic research in governance. Hence the ICGN academic day is intended to cut through the silos of practitioners and academics working in corporate governance and to build mutual understanding and awareness.

As with previous ICGN academic days, the format of the day revolved around a series of research papers being presented on relevant corporate governance themes by academics active in corporate governance research. In terms of content, board effectiveness was the overarching theme for the day, being looked at though a number of lenses— nomination and election, board engagement with shareholders, independent directors and controlling stakeholders, and the remuneration of non-executive directors. Given the focus on Italy the panels addressed special aspects of Italian corporate governance including Italy's distinctive *vota di lista* system to introduce a slate of directors elected by minority shareholders.

Following each keynote presentation a group of discussants, comprised of both academics and practitioners, and led by a moderator, discussed both the presented paper and shared their own experience about the issues discussed. We are grateful to have experienced governance professionals serving as rapporteurs. They all reported on their sessions capably, and also provided critical insights on the issues and the discussions.

Over 300 delegates attended the ICGN Milan academic day, which was titled “Focus on Italy” given the strong Italian representation on the programme, as well as an agenda that focused on important themes of corporate governance in Italy. At the same time there was also considerable reference to other systems of corporate governance globally, befitting the international perspective of an ICGN event. We would like to thank all those who took part in the day’s events, including presenters, discussants, rapporteurs and audience members. ICGN is grateful to Emma Marcegaglia, President, and Andrea Prencipe, Rector, of LUISS Guido Carli University in Rome who kindly served as our academic partner, together with Assogestioni as overall conference host.

This report presents the summary of the academic day presentations and subsequent discussions. The points raised in this report do not necessarily represent the views of ICGN.

Academic Partner remarks
Andrea Prencipe, Rector, LUISS Guido Carli

I am delighted to be here because the spirit of this conference squares with the LUISS approach to knowledge production, as it contemplates the simultaneous presence of both practitioners and academics. Ensuring a conversation between academics and practitioners constitutes the appropriate way to drive forward the frontier of knowledge and understanding important issues like corporate governance.

At LUISS University we do value our relationships with the business world. Indeed, our educational model is characterized by a virtuous balance between research-based teaching as pursued by academics and experience-led teaching as pursued by executives, managers, professionals, entrepreneurs, and policy makers. This ensures that our students are exposed to real world issues. Our educational model also contemplatesthat we label problem-driven teaching: i.e. our students are challenged to work on real world problems as proposed by our corporate partners that require the application of knowledge acquired during their courses in fact to find solutions to such problems.

I believe that we should move towards an engaged university model. An engaging, and engaged, university model goes beyond the categories of theoretical research and applied research and does indeed attempt to solve the big issue of knowledge transfer – indeed the least successful process and surely unresolved issue; exactly because knowledge used to be produced in partial instances; first as a body of theories, and second with an attempt to apply such theories to practice.

To wind up, engaged universities pursue research involving real actors, respecting the role of each actor without forgetting that in order to produce good and relevant knowledge it is important to adopt methodological rigor.

Opening keynote: ESG, Three Magical Letters in the Italian Companies’ Alphabet
Emma Marcegaglia, Chairman, Eni & President, LUISS Guido Carli

Today’s companies and investors are becoming aware that businesses can no longer focus exclusively on budget numbers: excellent financial performances don’t always guarantee survival in the long run. In order to pursue a constructive long-term horizon, a companies’ strategic plan must be led by sustainable and responsible choices, which all fall into what we call ESG - the "environmental, social and governance" aspects of a business.

These aspects have flanked the traditional parameters of economic profitability, shifting the investors’ attention from a narrow focus on remuneration to a broader assessment spectrum of the long-term sustainability of a company based also on a consistent corporate governance system, on a solid relationship with all stakeholders and on the sharing of common objectives. Eni strongly reflects these principles in its integrated business model, which is aimed at creating long-term value, a value shared by the company, taking in due account the interests of the stakeholders through the simultaneous achievement of the objectives of profitability and growth, efficiency, operational excellence and prevention of all business risks - strategic, operational and external.

The main challenge of the century for the energy sector is universal access to energy resources in an efficient and sustainable way for all by combating the phenomenon of energy poverty, climate change and pollution. To meet this challenge Eni has adopted an integrated strategy aimed at achieving its operating objectives, combining financial robustness with social and environmental sustainability, based on three fundamental pillars: skills and innovation, risk management and compliance.

Plenary one:

Plenary 1: Board Nomination and Election: Comparative Perspectives

Keynote Presentation: Marco Ventoruzzo, Professor of Law, Bocconi University & Professor of Law, Pennsylvania State University

Paper presented: "Dissenting Directors", Pergaetano Marchetti, Gianfranco Siciliano & Marco Ventoruzzo

Discussants:

- Bruno Cova, Partner, Paul Hastings & Expert of the Italian Corporate Governance Committee
- Luigi Ferraris, Chief Executive Officer, Terna
- Francesco Gianni, Founding Partner, Gianni, Origoni, Grippo, Cappelli & Partners (GOP)
- Valeria Piani, Director, Sustainable Investing, UBS Asset Management

Chairman: Massimo Ferrari, General Manager Corporate & Finance Group CFO, Salini Impregilo & Professor, LUISS "Guido Carli"

Rapporteur: Catherine McCall, Canadian Coalition for Good Governance

Presentation

Professor Ventoruzzo's presentation on Board Composition: Dissent and Disclosure examined the connection between board composition, specifically the presence of independent and minority directors appointed under Italy's v*oto di lista* system (slate voting), and the triggering of director dissent. His presentation was based on the findings of the paper Dissenting Directors, an empirical analysis of hand-picked incidents of director dissent that occurred in Italy between 2003 and 2016. For the purposes of the analysis, dissent was expressed either by voting against a resolution of the board, or by resigning from the board. Professor Ventoruzzo also discussed the connection between independent board composition and the extent of board disclosure.

Professor Ventoruzzo made the point that he is not claiming that dissent is valuable in itself: it does not necessarily reflect good moral character but rather can be a desire for visibility or reflect a particular agenda. However, dissent can tell us something about board dynamics.

He referred to data showing that since 2010 dissent events in Italy have increased, a phenomenon intuitively related to the evolution in the composition of boards towards increased independence.

Professor Ventroruzzo summarized the following findings from the research:

- There is less dissent if the board chair is also the CEO
- There is more dissent by directors:
    - appointed by minority shareholders;
    - with higher remuneration (perhaps because they feel more independent);

- o with fewer directorships (perhaps because they have more time and energy to devote to the issues);
- o at companies with more widespread ownership.

The research also considered the effects of dissent on market forces and found evidence that the market is sensitive to dissent: it responds to dissent events by increased volatility and abnormal returns.

Professor Ventoruzzo then discussed a second research paper that looked at the extent to which board composition impacted company disclosure. He noted that disclosure events (such as press releases) in a given period in Italy showed a correlation between the percentage of independent directors and disclosure. For example, a 100% increase in number of independent directors (from two to four) led to a 64% increased in quantity of disclosure. He was careful to emphasize again that this is correlation, not necessarily causation, but interesting nonetheless.

He did raise the possible objection that the increase in disclosure could simply be an increase in more irrelevant disclosure. To respond to this objection, the researchers conducted an event study of the effects on prices and found that press releases are taken into account by the market in a statistically relevant manner. However, he noted that this could be the result of a sort of self-fulfilling prophecy: the material is disclosed because of the belief it is important and the market reacts.

Another finding of the paper is that there is a correlation between the presence of minority – appointed directors and disclosure of information defined as "inside" under the Market Abuse Regulation by companies (a 10% increase in minority-appointed directors led to a 40% increase in amount of inside information disclosed). There was also a market price effect – on disclosure events connected with more minority-appointed directors the market showed abnormal returns, so the inference can be drawn that the increased disclosure is not simply more useless information being disclosed because the market reacts to the information. Again, he noted that there can be multiple interpretations of this data, but it is an interesting result.

Professor Ventoruzzo concluded his remarks by stating that the *voto di lista* and minority appointed directors appear to foster more open debate on boards and create more transparency in the market and are an essential tool of stewardship and engagement.

Discussion

The discussants brought up several points relevant to the topic that were not directly addressed in the presentation. The first discussant Luigi Ferraris noted that for a board decision to be good for the company it must be good for all shareholders and that disclosure requires rigorous discipline on the part of the board if the board is to send out the right message. He is personally in favour of *voto di lista* and finds it useful in helping him make the right decisions as CEO.

In response to a question from the moderator, Mr. Ferraris expressed the view that he is not in favour of having board members talk to the market directly – the communication strategy must be a shared one and agreed to at the board level and the board must speak as one voice. This topic was returned to later in response to a question from the audience (see below).

The second discussant Bruno Cova commended the significant changes in the degree of board independence that he has seen in recent years in Italy with the arrival of *voto di lista* but noted that Italy is still in a period of transition with respect to dissent and disclosure. The third discussant Francesco Gianni agreed and also observed that the presentation makes it clear that preventative measures work.

The final discussant Valeria Piani noted that the paper's findings confirm for her that UBS has been moving in the right direction: UBS supports the *voto di lista* generally and voted for a majority of the list slates over the last 12 months as a way of protecting minority shareholders.

She also referred to the benefit of the *voto di lista* as an opportunity for investors to collaborate, noting that Assogestioni is doing a good job of making the system robust and giving investors confidence in the process. She pointed to another benefit of minority-appointed directors, namely, the opportunity to trigger debate on the board, and avoid a monolithic culture where controlling shareholders dominate the discussion. Minority-appointed directors can put positive pressure on other directors and raise standards generally. Such results can make Italy a more attractive place to invest.

Ms. Piani made the point that the goal of dissent is a healthy conversation on the board which needs a common vision of the company and emphasized that integral to this is the need for a strong chair to make the system work. The importance of a strong chair was later supported by an audience member who asked whether Professor Ventoruzzo had any research to support the view that the chair of the board is extremely important to the overall success of the system of governance. The professor referred to the study finding that suggests that when the Chair has no executive role it fosters a more open discussion on boards, noting that there is lots of anecdotal evidence but no statistical evidence that he knows of to support the relationship between a strong chair and good governance. It was pointed out by one panelist that chairs are often an afterthought in Italy and low pay of non-executive chairs may be an issue.

Ms. Piani also made an appeal for annual director terms, instead of the three-year term standard in Italy, as a way of making directors more accountable, a one-year term being considered best practice and common in other markets. Another discussant, however, commented that a three-year term in combination with the *voto di lista* gives minority shareholders power for a longer period of time and is therefore positive for shareholders.

Professor Ventoruzzo was asked by the moderator to comment on the proxy access experience in other markets and whether it may be a viable opportunity for Italy. After describing the proxy access experience in the US, he offered the view that it would not work in Italy due to the many economic, legal and even social differences between the two systems, and that the simplicity and predictability of the *voto di lista* makes it preferable for Italy. The panel's general consensus was that they liked the *voto di lista* system, recognizing that there are problems with every system.

Audience discussion

One of the key topics brought up in the audience discussion concerned the appropriateness of directors engaging with shareholders, a subject on which there was much disagreement. Following the earlier statement by one of the panelists that he was opposed to board members engaging with investors, an audience member pointed out that investors would challenge this position. Ms. Piani confirmed that in UBS' view, trained directors who understand the business should be able to speak to investors, who are interested in a conversation and are not trying to manage the company. Not engaging is a lost opportunity for companies to understand what the market wants, recognizing that the market is not one-dimensional.

A panelist expressed his view, seconded by an audience member, that dialogue with shareholders needs to be managed by 'dictatorship', and that only the CEO should be in contact with the market since it was risky to put board members in front of shareholders except for matters such as compensation and board functioning. Even then, it should be a public meeting and there should not be one-on-one meetings with shareholders. In his experience it is very risky to have different people other than CEO have relationships with investors. Ms. Piani noted that board/shareholder engagement does work in other countries and that, given the diverse opinions expressed on the matter, the following panel session on the topic of board/shareholder engagement should be an interesting one.

Plenary Two:

Board engagement in practice

Keynote Presentation: Giovanni Strampelli, Associate Professor, Business Law, Bocconi University

Paper presented: "Knocking on the Boardroom Door, "A Transatlantic Overview of Director-Institutional Investor Engagement in Law and Practice"

Discussants:

- Dr. Carlo Capelli, Executive Board Member, Technogym
- Marco Giordani, Chief Financial Officer, Mediaset
- Rupert Krefting, Head of Corporate Finance & Stewardship, M&G Investments
- Daniela Mattheus, Partner – Corporate Governance Board Services Leader, EY

Chairman: Luca Enriques, Allen & Overy Professor of Corporate Law, Oxford University

Rapporteur: Paul Lee, Policy Advisor, ICGN

While the academic article is subtitled "A Transatlantic Overview of Director-Institutional Investor Engagement in Law and Practice", to the extent the dialogue in the room had a geographic focus this was predominantly on Europe. But in fact the import and implications of what was said are completely global.

Professor Giovanni Strampelli's excellent article makes three fundamental points:

- there is a good deal of engagement activity already;
- there is an intent to enhance this further, in particular to make the activity more of a two-way dialogue rather than a one-way information gathering process;
- there is little substance to claims that regulation forms a barrier to effective engagement, and more often this is used simply as an excuse to avoid dialogue.

Each of these points was fully reinforced in the active panel session and questioning from the floor.

Significant engagement activity

Professor Strampelli shared a slide aggregating the disclosed engagement activity of a dozen of the largest fund managers, as gathered by Morningstar. Despite the fact that three of these make no relevant disclosures and a further one made limited disclosure for 2016 alone, in each of the years 2014-2016 just this group on its own delivered around 5000 engagement meetings annually. It is clear that there is already a good deal of engagement activity.

He reinforces this data from investors with surveys of directors. In the US, PricewaterhouseCoopers' Annual Corporate Directors Survey in 2017 revealed that 42% of directors reported active dialogue directly between their boards and investors in the prior year. While there is not equivalent data in Europe, we can assume that this number would be significantly higher in at least some countries. It would be very surprising if it were not the case that well in excess of half of European companies had active engagement programmes with their shareholders.

Professor Strampelli concludes: "private dialogue between directors and shareholders is a common (and progressively growing) practice on both sides of the Atlantic. Moreover, it is strongly recommended by both legislatures and corporate governance best practices as an important tool for institutional investor engagement".

Panellist Rupert Krefting of M&G in London explained the drivers for this activity very simply. As fiduciaries on behalf of clients, institutional investors have a duty to hold the boards of investee companies to account and to influence the future success of the businesses; dialogue is necessary in order to deliver this. As a secondary opportunity, this dialogue adds value by allowing fund managers to understand the business better, and gain further confidence in the strategy, and the culture that will help the organisation deliver the strategy. This is not seeking material non-public information but it is a chance to gain additional confidence.

Companies too benefit from this dialogue, reported Marco Giordani, Mediaset's CFO. Management, he said, gains additional insights from their roadshow meetings because the external analysis and insights into their business and market are useful. This is to his mind a significant advantage for public companies over private ones.

Enhancing engagement

Professor Strampelli referred to the letters to companies from Larry Fink of BlackRock and Bill McNabb of Vanguard, both of which state an intent to enhance engagement and to bolster their respective engagement resources. Both seem keen to strengthen and deepen dialogue and build relationships rather than discuss one-off (particularly voting) issues.

These individual initiatives reflect broader steps to enhance engagement. In the US, these include the Commonsense Principles of Corporate Governance, the Shareholder-Director Exchange (SDX) Protocol and the Investor Stewardship Group (ISG) Framework for US Stewardship and Governance. In Europe — and indeed around the world — these include the multiple different governance and stewardship codes, with the latter moving towards being nearly as universal a feature of national regulatory regimes as the former. Most governance codes, and all stewardship codes, include a clear expectation that there will be robust dialogue between company boards and their shareholders.

Even in markets where there has not been a tradition of engagement, change is coming. Panellist Daniela Mattheus, partner and corporate governance board services leader at EY, talked about the experience in her home market of Germany. There, two years ago dialogue between investors and supervisory boards was uncommon but it is now encouraged under the new German corporate governance Codex. While engagement is still not common, this is developing. Supervisory board chairs seek to focus on their areas of responsibility, not those handled by the management board; this tends to mean engagement focuses on succession planning, pay, controls and risk management and the oversight of strategic delivery.

The increasing levels of engagement do put additional burdens on non-executive directors but this is a challenge that they need to rise to, it was generally agreed. While there was some hesitancy around non-executives discussing strategy, an excellent question from the floor noted that it is necessary to talk about strategy, performance and the nature of targets to make any discussion of pay matters meaningful — and all agree that pay is an issue that non-executive directors must be willing and ready to discuss. This comment was heartily endorsed by the panel, though there was an ongoing discussion about how this can be done without risking the creation of confusion among shareholders and division on the board. In essence, this discussion comes back to the conclusion that directors need to learn how to carry forward their engagement roles, and that now the existence of these responsibilities is understood they will learn how best to give them effect.

Regulation is no barrier to engagement

The conclusions of Professor Strampelli's article are notably blunt. Of the US he says: "it does not seem to be too far from the truth to state that Regulation FD can reasonably be regarded as more a 'crutch' for issuers to avoid engagement with shareholders than an actual impediment on director-shareholder dialogue". He highlights US Securities and Exchange Commission guidance on Regulation Fair Disclosure (Reg FD) which discusses the risks of transmitting material non-public information, and which highlights areas of risk, none of which he notes are matters likely to be the subject of shareholder engagement meetings. He also highlighted the fact that no director-shareholder dialogue has ever been subject to Reg FD enforcement.

His conclusion is similar for the EU: "the European market abuse regime does not genuinely hinder dialogue between directors and key stakeholders". Similarly, with regard to the principle of equal treatment of shareholders, this is not a barrier to dialogue between boards and some but not all investors. In this respect, Professor Strampelli cites a Danish Supreme Court decision that it was permitted for a board to have more active dialogue with larger shareholders because the additional weight of the shareholding gave them greater standing — each share carries equal rights but the number of shares held by different shareholders does mean that not all shareholders are the same. "Institutional shareholders and minority retail shareholders cannot be considered to be in the same position, both due to the size of their holdings as well as their attitude towards being active shareholders," he concludes.

Luca Enriques, the Allen & Overy Professor of Corporate Law at Oxford University and former Italian regulator, chaired the session, and firmly endorsed these conclusions, stating: "Regulation is no barrier, even in Europe where the rules are tougher than in the US. There is a requirement to manage the risks [avoiding sharing material non-public information], not a ban on dialogue."

Remaining issues

Problems remain: Professor Strampelli cites an IRRC survey that revealed around 40% of issuers and investors were both concerned about regulatory barriers to engagement. However, this research also indicates that there are limitations that cause participants still more concern. The biggest issue, flagged by more than 60% of both issuers and investors, is time constraints — and 50% of investors are willing to admit that they have issues over sufficient staffing. The simple fact is that resource remains a major constraint on active and effective engagement, and even though many investment houses are continuing to bolster their resources, this will continue to be a clear constraint.

The other problem that investors identify is willingness to engage. More than half state that 'willingness to talk' is a barrier; 20% put it more bluntly as 'stubbornness or unreasonable behaviour'. Many investors still have the sense that some companies are not yet ready to have dialogue. Often it appears that the companies with fewer issues are the most open to discussions while those investments about which institutions have more concerns are those that make themselves least accessible. Persistence, and perhaps the use of broader shareholder tools, may be needed in such cases. But when resource is constrained the focus must always be in the areas where the greatest concerns lie and where greatest change can be made.

Given that there are essentially no regulatory barriers to engagement, the only remaining ones are resource and behavioural issues. It must be for investors to rise above these and to deliver.

Plenary Three:

Plenary 3: Independent Directors and Controlling Shareholders

Keynote presentation: Professor Alessandro Zattoni, Dean of the Department of Business and Management, LUISS Business School, Rome

Paper presented: "Understanding the differences across governance models around the world: boards of directors, independent directors and large shareholders", Alessandro Zattoni, LUISS University & Francesca Cuomo, Norwich Business School

Discussants:

- Roberto Campani, Senior Vice President & Portfolio Manager, Amundi Asset Management, Italy
- Professor Giovanni Fiori, Professor of Corporate Governance in Business & Management Department, LUISS University, Italy
- Enrico Cotta Ramusino, Professor University of Pavia & Chairman of the Board, FinecoBank SpA, Italy
- Antonio Segni, Partner, Lombardi Segni e Associati, Italy

Chairman: Melsa Ararat, Professor of Corporate Governance, Director of Corporate Governance Forum, School of Management, Sabanci University, Turkey

Rapporteur: James Andrus, CalPERS

The Abstract

In "Understanding the differences across governance models around the world: boards of directors, independent directors and large shareholders," authors Zattoni and Cuomo focus on good governance codes as key mechanisms to identify national best practices. Building on governance and board literature, the authors first developed a board index measuring best practices related to board composition, structure and processes. At the end of 2017, they collected and analysed 44 corporate governance codes developed worldwide. Finally, they explored which characteristics of the national governance system contribute to explain the strength of the board index. The results show that several country-level variables – i.e. legal tradition, EU membership, board model and ownership concentration - affect codes' content and the strength of the national best practices.

The empirical evidence from the study suggests that the most important drivers of best practices are legal tradition and ownership structure. Specifically, countries featuring common law and dispersed ownership countries tend to promote stronger board practices than countries with civil law and concentrated ownership. These findings expand our understanding of board practices around the world and provide further support to the idea that there is a strong interplay between legal tradition, ownership structure and corporate governance practices.

The authors examined three issues for their index of good governance practice at board level: composition, structure and processes. The authors found that common law countries encourage boards to nominate more independent directors and a lead independent director which has a positive influence on the overall board index. Next, dispersed ownership countries also promote independence. The authors found dispersed ownership positively influence board practices on diversity, information flow, induction and continuous training, and have a positive impact on the overall board index. Finally, the results conclude that codes of EU countries have lower standards on structure and processes than those of non-EU countries.

Empirical evidence and governance studies suggest that directors may in some cases fail to fulfil their obligations to protect shareholders' interests. This happens because powerful subjects (usually top managers or controlling shareholders) are able to dominate and inhibit the effectiveness of boards performing monitoring services.

The authors view corporate law (hard law) and good governance codes (soft law) as complimentary in promoting good governance. The authors' research supported the conclusion that corporate governance codes are effective in improving board practices around the world. Some Board practices are becoming international standards promoted by almost all codes (i.e., board diversity, dual leadership, and internal processes related to information and training) while other practices are still relatively uncommon (i.e., independence of board and its committees, and meetings of independent directors).

Important Questions:

- What is the value of independence?
- How does the system make certain enough women are become board members?
- How are minority shareholders selected?
- What is best way to establish board independence (hard or soft law)?

Session Report

The presentation and panel discussion regarding the study entitled "Understanding differences across governance models around the world: boards of directors, independent directors and large shareholders" focused on board composition, structure and processes. The academic study for this panel was presented by Professor Alessandro Zattoni, Dean of the Department of Business and Management, LUISS University.

During his presentation, Professor Zattoni discussed his study and made clear that some good principles are not commonly put into practice. The research is based on word searches within governance codes. Professor Zattoni acknowledged that the same term may have different meanings in different places. For example, each jurisdiction has its own definition of independence. Governance codes are an important element in establishing good practices. The professor raised and addressed the question around "good practice" and whether there is convergence around good practice. He pointed out that "some good practices are uncommon." Again using independence as an example pointed out that most Boards around the world are not majority independent boards, and that structure is somewhat unique to the US. Generally, corporate codes are stronger with disperse ownership and weaker when controlled. Jurisdictions with disperse ownership are likely to be more independent. Controlling shareholders normally maintain a means to control management.

Comments from Discussants

Board independence received the largest amount of focused discussion with a line being drawn between whether independence or knowledge and skill are most important to a board.

Fiori:

Board members need practical experience. For Italy, independence is effective and recommended. It is difficult to be independent from the majority shareowner when nominated by the majority. There are instances when truly independent directors have blocked decisions. Research shows women do a better job of monitoring because of lack of networks and they ask more questions. Fiori hoped that number of females would increase with a legal requirement to do so. He did not see a link between diversity and independence. Recent research has shown that engagement and competence are more important than independence. He has experienced independent directors openly challenging the CEO and Board and not being effective. In the US, where there are very powerful CEOs, independent boards are needed. He is a director of a bank where we have 40 meetings with 30 meetings of the audit committee. He queried whether he is still independent after all of those meetings.

Campani:

Independence has met resistance from majority shareholders and board members, but it has increased over time and is in large response to scandals. There has been a significant push to integrate ESG, which is at an early stage. He hopes ESG and governance have a greater emphasis and the momentum and direction are clear.

The slate of candidate system (vota di lista) attempts to promote participation and independence. Corporate governance has improved over time and there is an attempt to avoid conflicts. There is an attempt to find a good balance in a sustainable way. Independent directors can stay for terms of three years and for three mandates.

Ramusino:

Soft law makes an effort to converge standards of corporate governance. Codes are influenced by counter-specific factors. Look at features where convergence is weak. It is surprising that there is more convergence on diversity than independence. There is pressure on authorities when there is weak convergence. Corporate governance goes beyond the board. The board must engage in risk management. There are differences in industries and banking is special. Many things must be considered, but some items can be selected and prioritized. There should be no formal guidelines. There should be board evaluations with measured time commitments. Knowledge and skill are more important than independence.

Segni:

Research shows that boards are increasingly independent and banks have become less risky. In some companies, there are two controlling shareholders because they can keep each other honest. Risks to minority shareholders are not increased. This does not change the role of the independent directors. Independent directors can keep the decision making in-house.

Feedback from the Audience

The lack of emphasis on independent directors means corporate governance is a work in progress. Not all people agree that independent directors are necessary. The definition of independence changes across codes. Some, like in Scandinavia, focus on independence from management. In some countries, if compensation is strictly controlled, independence is not relevant. One characteristic does not dictate board effectiveness. There is a problem when the Board is not qualified. Qualifications may be more important than independence.

Plenary Four:

The Remuneration of Independent Directors: Determinants and Policy Implications

Keynote Presentation: Massimo Belcredi, Professor of Corporate Finance, Cattolica University & Stefano Bozzi, Associate Professor of Corporate Finance, Cattolica University

Paper presented: “Remuneration of Independent Directors: Determinants and Policy Implications”

Discussants:

- Francesco Buquicchio, Italy Office Leader, Egon Zehnder
- Giancarlo Fancel, Chairman, Banca Generali
- Stefano Marini, Chief Executive Officer – South Europe & Latin America, Georgeson
- Eugenia Unanyants-Jackson, Director & Head of ESG Research, Allianz Global Investors

Chairman: Marco Becht, Professor of Finance and the Goldschmidt Professor of Corporate Governance, Solvay Brussels School for Economics and Management, Université libre de Bruxelles

Rapporteur: David Shammai, Morrow Sodali

While there is abundance of academic literature concerning executive pay, let alone intense media and public interest, the topic of remuneration awarded to non-executive directors (NEDs) is covered less extensively. NEDs' fee structures are deceptively simpler compared with executive pay, and overall amounts are significantly lower. At the same time, few would doubt that the role of NEDs is critical to the effective functioning of boards. This is the background to this paper and as the article by Belcredi and Bozzi shows, clever analysis of extensive time series data can generate food for thought, raise fundamental questions of what exactly directors are paid for and consequently lead to some refreshed thinking on what their role is about.

In positioning the session, the moderator Professor Marco Becht made it clear that additional aspects related to pay are also relevant. Pay is one of several areas of interest that more generally include the challenges of attracting the right individuals, positively influencing their behaviour and retaining them in their role as effective directors.

The article was presented by Professor Belcredi, one of its co-authors. He explained that the motivation for the paper came from studying international research that shows remuneration does make a difference to the behaviour of directors, and that even small changes in pay have their consequences. Both in the US and in Europe, NED pay has grown significantly in recent years, but interestingly this trend has not been matched in Italy, were levels of base NED fees remained around €80,000. This could be a surprise to some and raises the question of what the reasons for this are.

At the centre of the study is an analysis based on regressing directors' remuneration on several factors. While many of the factors emerge as significantly related to levels of pay, some seem to be unique to the Italian market. One such observation is that the total remuneration awarded to independent directors is lower compared with 'gray directors' (which are defined as those appointed by or affiliated with controlling shareholders). Much of it, however, could be explained by additional remuneration from subsidiary board positions. Another point, examining the determinants of pay levels, indicates that similarly to other markets, remuneration is related to firm size and Tobin's Q, with the impact of the latter is growing over time. Similar to the link between pay levels and number of committee responsibilities, this correlation is strong, and this is not unique to Italy. As for a gender gap, interestingly that has disappeared over time, and finally, as expected, there is a statistically significant link between levels of pay and the 'busyness' of the directors.

What is not meriting a pay premium in Italy? Being non-Italian to start with, pay levels awarded to non-Italians are relatively lower. Also, it is interesting that educational and professional backgrounds do not significantly correlate with a pay premium, leading to the bold assertion that 'directors are paid for what they do, not for who they are!'

Based on this research, the writers posed the following three questions to the panel:

1. The strong link between pay levels and firm size, is this evidence of over reliance on benchmarking in setting directors' pay levels?

2. With pay levels in Italy stagnant over time are levels of pay in Italy still sufficient to attract the right individuals to sit on board or conversely, perhaps they were overpaid to start with?

3. Extremely low prevalence to variable pay: has the Italian code gone too far in cautioning against this and is this caution still appropriate?

The first member of the panel to respond to the presentation was Don Cassidy from Georgeson. Don prefaced his comments by stating that in his view pay is not the only reason why individuals want to join boards. It is still a very attractive proposition, seen as reward for professional career. The second point Don made was that, yes, it is true that the job has become more complex and with it the reputational risk, but perhaps that is something that could be covered by insurance, not pay. Don's final point touched on variable pay, comparing it internationally. UK and other European companies (Germany excepted) also paying in cash and no variable, US being a notable exception. That is why it is difficult to separate Italy from other markets.

Eugenia Unanyants-Jackson of Allianz Global Investors (AGI) was the second member of the panel responding. She agreed with Don Cassidy's main point. Based on her conversations with directors, especially women who in recent years started to step on more board appointments, pay is not high on the individual's motivation. Company size and complexity are also factors of differentiation, but in Eugenia's view sector is also an important factor.

On an international comparison, Eugenia noted that the US is an outlier of levels of director fees, and that some of this is controversial. In some cases, pay levels for chairs may imply a more executive capacity. The actual time commitment should be a critical determinant of pay, but on this we are still lacking a lot of information. There have been in recent years numerous requests for director fee rises, but from a shareholder perspective the question is what NEDs are paid for—including time commitment and increased responsibilities.

On the question about variable pay to NEDs AGI has a very strong institutional position and that is they will not support it. In the US they have an issue with this and regularly vote against. In Europe yes, Germany is an exception but Eugenia noted that the German code changed in 2015 and one of the changes was discouraging variable pay.

AGI vote on NEDs pay when there is a separate vote, but in markets when separate votes are not available, voting can be directed in other ways. This might include votes on ratification of the board (as in Germany) or to give voice to their views through the executive say-on-pay vote.

The next panellist to respond was Giancarlo Fancel from Banca Generali, who expressed surprise about the paper's finding that levels of pay have not gone up very significantly. This contrasts his experience at Generali, where they've seen an increased in responsibilities and time commitment required by NEDs. Their board is diverse, but they believe that the NEDs are entitled to equal pay so there is no differentiation. In the case of Generali, as a regulated financial services company, the regulator is also involved in the nomination process via the fit and proper test. All said, Giancarlo believes that the current level of pay is adequate.

The last entrant to the discussion was Francesco Buquicchio from Egon Zehnder, who reflected on his experience putting forward candidates in various boards, and indeed working with Assogestioni on *voto di lista* slates. In his view in Italy there is a specific situation which he terms a 'biased market'. Due to the *voto di lista* process, and to some extent diversity requirements, many of the directors being appointed are stepping into their first board appointments. Pay for them is not an issue. But fast forward a few years and they will realise the extent of responsibilities and actual time commitment-- and then pay becomes an issue. It would have been interesting to see a breakdown between first time directors and those who are re-nominated 4 – 5 years down the road.

Francesco forecasts that in 2-3 years, directors with strong performance track record will be in high demand and that it would lead to a 'sellers' market' raising the levels of fees. Responding to Francesco, Eugenia questioned how exactly the mechanism is working for pay increases for the experienced directors – e.g. will they be assuming more leadership roles for example? Francesco thinks that the pay increases will happen via companies starting to compete for those proven good directors and similarly to the market for executives, larger companies will be able to pay more.

Giancarlo provided some insight to Generali's fee structure to illustrate his point. He doesn't think the link with firm size is good because indirectly it undermines independence, acting as a sort of performance base pay.

Francesco clarified that since most Italian companies are paying the same for all NEDs (i.e., subject to a structure linking to attendance responsibilities, etc.) pay is therefore not an issue in negotiation, and candidates effectively must fit to an existing structure.

Stefano and Massimo responding to the comments made by the panellists – data on insurance is not public so cannot be added to the research; on the point about negotiation of pay, it is not easy for director to be negotiating pay even for second and third term; will be interesting to breakdown the data to first time and renewals – they did look at directors who are on the board over 9 years and found no impact on fees (noting also that these directors, who are presumed not independent, stay there because companies wish to retain and claim they are independent still). Interestingly in banks, there was evidence that longer serving directors commanded a premium; however the data suggests this premium has disappeared.

Peter Butler asking a question from the floor – why not pay fixed fee in shares, noting that the level of equity in the company will build over time? Giancarlo Fancel replied that in Italy this idea has not been considered. In Generali as an example, they don't think NEDs should be paid in bonds or shares. What is appropriate for the CEO is not appropriate for NEDs.

Eugenia added that AGI had that debate when they reviewed their policy on NED remuneration in 2016. At that time there was a strong consensus that share options, or any kind of variable pay is not appropriate. But with regard to payment with shares there was a split view: the majority view was that equity is good as it provides alignment, but some portfolio managers thought that any potential for conflict of interest should be avoided. As a result, AGI adopted a policy that they are supportive of payment of part of director fees in shares, especially in the smaller companies.

The moderator Marco Becht added a specific a comment about payment in bank shares, the element of shares in directors of fees was found to be a reason that exacerbated the problems in banks – somehow this has not translated to institutional investors' views, as many still seem to be in favour this form of payment. But from the perspective of regulators it is seen as a bad idea.

George Dallas added a question from the floor, noting that it was important to add the directors' liability insurance to the debate. Based upon what he has heard, he asked if it is true that in Italy minority directors do not benefit from liability insurance while the majority do. If true, this is profoundly wrong. Picking the question and replying based on the position at Generali, Giancarlo Fancel said there was no difference between the coverage of the directors.

Another question from the floor (Melisa Ararat) was to do with fees for serving on subsidiary boards, differentiating employee representatives from controlling representatives. She queried whether that introduces a bias in favour of 'gray directors' and is therefore not desirable. Eugenia answering this question explaining that from investors' perspective the key thing here is the transparency of the levels of fees and the understanding of how much of their time is spent on discharging their related responsibilities.

At the same time, the more philosophical question is whether NED pay levels, are not leading some people to join boards for the wrong reasons – i.e., professional prestige rather than desire and capability to have an impact. This links nicely to a previous panel, where the issue of directors' ability to engage with shareholders, in terms of their knowledge and skills, was raised. Perhaps one of the causes for this is that the current levels of fees although seen as sufficient by many, and perhaps even high to some, are not sufficient to attract the best people who have the knowledge and skills to do justice to board responsibilities.

Appendix 1: Agenda

08:45 – 09:30 **Registration**

09:30 – 09:35 **ICGN Welcome Remarks**

- **George Dallas,** Policy Director, ICGN

09:35 – 09:50 **Academic Partner Remarks**

• **Andrea Prencipe,** Deputy Rector, LUISS Guido Carli

09:50 – 10:10 **Opening Keynote: ESG, Three Magical Letters in the Italian Companies' Alphabet**

• **Emma Marcegaglia,** Chairman, Eni & President, LUISS Guido Carli

10:10 – 11:30 **Plenary 1: Board Nomination and Election: Comparative Perspectives**

Keynote Presentation
• **Marco Ventoruzzo,** Professor of Law, Bocconi University & Professor of Law, Pennsylvania State University

• **Bruno Cova,** Partner, Paul Hastings & Expert of the Italian Corporate Governance Committee
• **Luigi Ferraris,** Chief Executive Officer, Terna
• **Francesco Gianni,** Founding Partner, Gianni, Origoni, Grippo, Cappelli & Partners (GOP)
• **Valeria Piani,** Director, Sustainable Investing, UBS Asset Management

Chaired by
• **Massimo Ferrari,** General Manager Corporate & Finance Group CFO, Salini Impregilo & Professor, LUISS Guido Carli

Rapporteur: Catherine McCall, Canadian Coalition for Good Governance

11:30 – 11:50 **Refreshments –** Sponsored by M&G Investments

11:50 – 13:10 **Plenary 2: Knocking on the Boardroom Door: A Transatlantic Overview of Director-Institutional Investor Engagement in Law and Practice**

Keynote Presentation
• **Giovanni Strampelli,** Associate Professor, Business Law, Bocconi University

• **Dr. Carlo Capelli,** Executive Board Member, Technogym
• **Marco Giordani,** Chief Financial Officer, Mediaset
• **Rupert Krefting,** Head of Corporate Finance & Stewardship, M&G Investments
• **Daniela Mattheus,** Partner – Corporate Governance Board Services Leader, EY

Chaired by Luca Enriques, Allen & Overy Professor of Corporate Law, Oxford University

Rapporteur: Paul Lee, Policy Advisor, ICGN

13:15 – 14:15 **Lunch –** Sponsored by Georgeson

14:30 – 15:50 **Plenary 3: Independent Directors and Controlling Shareholders**

Keynote Presentation

• **Alessandro Zattoni,** Professor of Strategy & Governance, LUISS Business School & Dean of the Business and Management Department, LUISS Guido Carli

• **Roberto Campani,** Senior Vice President & Senior Portfolio Manager, Amundi Asset Management
• **Professor Enrico Cotta Ramusino,** Chairman, FinecoBank

• **Giovanni Fiori,** Professor of Corporate Governance & Business Administration, LUISS Guido Carli
• **Antonio Segni,** Partner, Lombardi Segni e Associati

Chaired by Dr. Melsa Ararat, Professor of Corporate Governance & Director of Corporate Governance Forum, School of Management, Sabanci University

Rapporteur: James Andrus, CalPERS

15:50 – 16:10 **Refreshments –** Sponsored by M&G Investments

16:10 – 17:30 **Plenary 4: Remuneration of Independent Directors: Determinants and Policy Implications**

Keynote Presentation
• **Massimo Belcredi,** Professor of Corporate Finance, Cattolica University &
Stefano Bozzi, Associate Professor of Corporate Finance, Cattolica University

• **Francesco Buquicchio,** Italy Office Leader, Egon Zehnder
• **Giancarlo Fancel,** Chairman, Banca Generali
• **Donald Cassidy, Executive Vice President, Corporate Development and Strategy, Georgeson**
• **Eugenia Unanyants-Jackson,** Director & Head of ESG Research, Allianz Global Investors

Chaired by Marco Becht, Professor of Finance and the Goldschmidt Professor of Corporate Governance, Solvay Brussels School for Economics and Management,
Université libre de Bruxelles

Rapporteu: David Shammai, Morrow Sodali

17:30 – 17:40 **Conclusion and End of Conference**

17:40 – 19:30 **Closing Excursion** Sponsored by Eni & Salvatore Ferragamo

Appendix 2: Biographies of Participants

James Andrus, Investment Manager, CalPERS
James Andrus is an Investment Manager in Global Equity. CalPERS' is the largest public pension system in the United States with approximately $350 billion in global assets. James leads the legal and regulatory financial market agenda focused on data and corporate reporting transparency.

He is a member of the Disclosure and Transparency Committee of International Corporate Governance Network. Prior to joining CalPERS in 2014, James served as a Corporate Partner at the law firm K&L Gates where he formed alternative investment funds and led mergers and acquisitions in the technology and gaming industry. While at K&L Gates, James also served as the President of the King County Bar Association representing more than 14,000 lawyers in Seattle/King County. James began his legal work as a Finance Associate with Mayer Brown in Houston and began his professional career as a Quartermaster Captain in the United States Army.

Melsa Ararat, Professor of Corporate Governance & Director of Corporate Governance Forum, School of Management, Sabanci University
Melsa Ararat is a scholar and the founding director of Corporate Governance Forum of Turkey at Sabancı University. Currently a professor of Corporate Governance, she has a corporate background. She has held senior management and board positions in the Benelux, Singapore and Japan within the Philips group. She advised the

Committee, which developed the Corporate Governance Principles issued by the Capital Markets Board of Turkey in 2003.

A consultant to the World Bank Group between 2004-2016, she was instrumental in the conceptualisation of Borsa Istanbul Sustainability Index and led the team who conducted the company research until 2018. Dr. Ararat is an engaged scholar; CDP's Turkey operation is run under her stewardship since 2009, she was a founder of the Global Board Ready Women project and Turkey's Independent Women Directors Platform. She chairs the Steering Committee of 30% Club's Turkey Chapter.

Dr. Ararat coordinates IFC supported Emerging Markets Corporate Governance Research Network and sits in the Organizing Committee of the International Conference Series on Corporate Governance in Emerging Markets. She is an academic member of ECGI, a member of Sustainable Stock Exchanges Investor Working Group Advisory Board and an advisory panel member of Climate Bond Initiative. Dr Ararat was elected to the board of ICGN in 2015 and continues to serve as a governor of ICGN.

Melsa is quoted by Financial Times, Wall Street Journal, Forbes, the Economist, and Reuters and frequently by the financial press in Turkey. She holds a BSc degree in Chemical Engineering, an MSc degree in Thermodynamics and PhD in Management and Strategy.

Marco Becht, Professor of Finance and the Goldschmidt Professor of Corporate Governance, Solvay Brussels School for Economics and Management, Université libre de Bruxelles

Marco Becht is a Professor of Finance and the Goldschmidt Professor of Corporate Governance at the Solvay Brussels School for Economics and Management at Université libre de Bruxelles where he teaches master courses on corporate governance, corporate restructuring and law, finance and economics. Becht is also a Founder Member, a Fellow and the Executive Director of the European Corporate Governance Institute, an international non-profit scientific association. Becht is also a Fellow in Financial Economics at the Centre for Economic Policy Research (CEPR).

In the past Becht was a Visiting Professor and Fellow at the Saïd Business School, University of Oxford, Max Schmidheiny Visiting Professor for Entrepreneurship and Risk at the University of St. Gallen, a Visiting Professor at Stanford Law School, a Visiting Fellow at the Rock Center for Corporate Governance and a Visiting Fellow at Columbia Law School.

Beyond his core academic activities Becht is a member of the Group of Financial Market Law Experts of the German Ministry of Finance and a Senior Academic Adviser to Oxera, the Economic Consultancy.

Massimo Belcredi, Professor of Corporate Finance, Cattolica University

Massimo Belcredi is professor of Corporate Finance, Università Cattolica. He also taught at the University of Bologna and at USI (Università della Svizzera Italiana). He published extensively on corporate governance, bankruptcy, corporate and securities Law & Economics.

Since 2001, he is the editor of the Assonime-Emittenti Titoli Report, monitoring compliance of listed firms with the Italian Corporate Governance Code. He currently serves on the boards of ERG SpA (Member of the Control and Risk Committee) and of BPER SpA (Chairman of the Nomination Committee). Previously served on the boards of GEDI SpA, Arca SGR SpA, Banca Italease SpA and Pirelli Tyre SpA.

Stefano Bozzi, Associate Professor of Corporate Finance, Cattolica University

Associate Professor of Corporate Finance at the Faculty of Economics of the Cattolica University of the Sacred Heart, Department of Economics and Business Management.

Training: He graduated with honours in Economics and Business from the La Sapienza University of Rome.
PhD in Financial Sciences for the enterprise (University of Naples Federico II, XIII cycle).
He was Research Scholar at the London School of Economics - Financial Market Group (July 1999-March 2000).

Teaching activity: At the Rome office he teaches the following courses: Corporate Finance; Advanced Corporate Finance; Evaluation Techniques of companies and financial instruments (module 20 hours); Planning and Control in Healthcare (module 15 hours, in English). He is also a lecturer in the I and II level of the UCSC and in training courses at the Luiss Business School.

Research activity: As part of the research group, he took part in scientific research projects funded by the MIUR at the UCSC and in numerous research projects within the UCSC (Line D1).

He carries out research on corporate finance and corporate governance issues, in particular on top management remuneration systems in family businesses and concentrated properties, on the relationship between governance and company performance, on the activism of institutional investors. Another area of research concerns behavioural management in health care.

He is the author of three monographs, numerous articles in national and international scientific journals and chapters in national and international volumes.

Francesco Buquicchio, Italy Office Leader, Egon Zehnder
Francesco Buquicchio, Egon Zehnder's Office Leader in Milan and Rome, is experienced in high tech, telecom, digital and industrial executive search. He also conducts board search and is a trusted advisor in board effectiveness, leadership development, and leadership succession planning. Francesco is active in Egon Zehnder's Leadership Strategy Services, Technology and Communications, and Industrial Practices.

Previous Experience
Prior to joining Egon Zehnder, Francesco was Director of Customer Operations at British Telecom Italy, managing more than 200 people and responsible for delivering telecommunications services to small and medium enterprises in Italy. Francesco also served as Sales & Marketing Director, SMB Clients at British Telecom Italy. Earlier in his career, he was an Engagement Manager with McKinsey & Company, working primarily with clients in the telecommunications sector, and an Associate with TLcom Capital Partners in London, evaluating and executing M&A deals in the telecommunications/high tech space in Europe and the US.

Education
Francesco earned an MSc in Business Administration from Bocconi University in Milan and an MBA from Stanford Graduate School of Business in the US.

Roberto Campani, Senior Vice President & Senior Portfolio Manager, Amundi Asset Management
Roberto Campani is a Senior Portfolio Manager – Value Equities and Country Strategies. Based in Dublin. Roberto joined the European Equity Value team at the beginning of 2015 as co-Portfolio Manager on the Amundi Funds II- European Equity Value.

Formerly he was the Lead Portfolio Manager on Italian equity Portfolios: Amundi Funds II– Italian Equity (which he has managed since inception), Pioneer Azionario Crescita and Pioneer Azionario Italia.

Senior Member of the Corporate Governance Committee of Assogestioni
Senior Member of Assogestioni's Investment Managers' Committee

After graduating in Economics from the Cattolica University Milan, Roberto spent five years in Allianz RAS Asset Management (Allianz Group), initially as a financial analyst and later as a European equity Portfolio Manager. He joined Pioneer Investments (now Amundi) in October 1998.

Carlo Capelli, Executive Board Member, Technogym
Graduated in Economics and Business from the University of Bologna in 1985.

From 1982 to 1985 he worked with Credito Romagnolo of Ravenna. In 1985 he joined Barclays Intermediazioni. In 1986 he was hired by Ernst & Young as a Senior manager in charge of administrative procedures and *management control. From 1990 until 1994 he joined the Ferruzzi Finanziaria Group of Ravenna, with increasing levels of responsibility, including, for example, the task of drawing up the Consolidated Financial Statements of the Ferruzzi and Montedison group, and the position of Operational implementation Manager of the Ferruzzi group restructuring plan in support of Mediobanca. In 1994 he joined the Trombini Group as the Administration, Finance and Control Director. In 2002 he worked with the Technogym company as the Director of the Business Development Area. Since 2008, he has been a member of the Board of Directors of Technogym. He is also a member of the board of directors of Wellness Holding and Enervit S.p.A., a company listed on the MTA (Italian Screen-based stock exchange). Currently he is the Chief Financial Officer of Wellness Holding.*

Donald Cassidy, Executive Vice President, Corporate Development and Strategy, Georgeson
Don Cassidy joined Georgeson in 2016 as Executive Vice President, Business Development and Corporate Strategy.

Prior to joining Georgeson, Don spent 21 years with Fidelity and brings significant global experience in legal, compliance, and corporate governance matters. Early in his career, Don served as Director of Investment Proxy Research for Fidelity in Boston, leading corporate governance policy and the voting process for the company's US-based funds and institutional client portfolios. Don subsequently spent twelve years in the United Kingdom with Fidelity International (FIL), first as Director of the Global Institutional Business group and then as Director of FIL's Corporate Governance Research group. Most recently, Don was Head of the Legal Department for FIL Limited in Bermuda.

Don received his J.D. in 1994 from the University of Minnesota Law School, where he was a member of the Minnesota Law Review; he has been a member of the Massachusetts Bar since 1994. Don received a Master of Public Policy degree from the University of Michigan and a B.A., cum laude, from the University of Massachusetts at Amherst.

Bruno Cova, Partner, Paul Hastings & Expert of the Italian Corporate, Governance Committee
Bruno Cova is partner of global law firm Paul Hastings and chair of its Milan office. He focuses his practice on mergers and acquisitions, restructurings, securities law and corporate governance and corporate crises. In the field of corporate governance, he advises shareholders boards of directors and board committees on governance reforms, legal risks and internal controls, regulatory and internal investigations.

Mr. Cova was general counsel of Eni E&P and Fiat Group and chief compliance officer of the European Bank for Reconstruction and Development. Immediately before joining Paul Hastings he served as chief counsel to the commissioner appointed by the Italian government to investigate Europe's largest financial fraud at Parmalat.

He is Co-Chair of the Anti-Corruption Committee of the International Bar Association and a member of the troika of experts advising the Corporate Governance Committee of Borsa Italiana on governance reforms.

George Dallas, Policy Director, ICGN
George Dallas was appointed Policy Director at the International Corporate Governance Network in 2014, where he coordinates ICGN's governance polices and committees, and plays an active role in ICGN's regulatory outreach. He is responsible for oversight of ICGN guidance statements, Viewpoint reports, public comment letters and broader thought leadership to promote ongoing governance reform and best practice by both companies and investors. George is also a Visiting Lecturer and a member of the Steering Committee of the Centre for Corporate Governance Research at Cass Business School, where he teaches MSc and executive education courses in corporate governance. He also works as an independent advisor; recent projects include an assignment for the World Bank to develop a stewardship code in Kenya, a study of European Union corporate governance policy on behalf of the CFA Institute and ongoing training in governance for AIM listed companies at the London Stock Exchange Academy.

Previously, George served as Director of Corporate Governance at F&C Investments (now BMO Global Asset Management) in London (£100 billion in assets under management), where he led F&C's global policies relating to corporate governance, including proxy voting and engagement matters. Prior to joining F&C George was a

Managing Director at Standard & Poor's, where he held a range of managerial and analytical roles in New York and London over a 24 year period, including as head of Standard & Poor's European credit ratings, head of its London office, global head of emerging markets and as head of S&P's governance services unit. He also served on the boards of S&P affiliates in France and Spain. George began his career in corporate banking at Wells Fargo Bank, and is published widely in the fields of corporate governance and responsible investment, including the book "Governance and Risk" (McGraw-Hill, 2004).

George is a Fellow (FCIS) of the Institute Chartered Secretaries and Administrators, and he is a member of the Private Sector Advisory Group of the World Bank Group's Global Corporate Governance Forum. He is also a member of the Corporate Governance Advisory Committee of the Institute of Chartered Accountants of England and Wales.

Luca Enriques, Allen & Overy Professor of Corporate Law, Oxford University

Luca Enriques is the Allen & Overy Professor of Corporate Law at the Faculty of Law of Oxford University and a European Corporate Governance Institute (ECGI) Research Fellow. He is a coauthor of The Anatomy of Corporate Law (3rd ed., OUP: 2017) and of Principles of Financial Regulation (OUP: 2016). He has published widely in the fields of corporate law, securities regulation, and banking law. He has held visiting positions, among others, at Harvard Law School, where he was Nomura Professor of International Financial Systems in 2012-13, the University of Cambridge Faculty of Law, the Instituto de Impresa (Madrid), and the Interdisciplinary Center Hertzliya. Between 2007 and 2012 he was a commissioner at Consob, the Italian securities market authority. Before joining the Oxford Faculty of Law, he was Professor of Law at the University of Bologna (2002-07) and at LUISS Guido Carli University in Rome (2013-14), and a consultant to Cleary, Gottlieb, Steen & Hamilton (2003-07). He is advising the Italian Ministry of the Economy and Finance on corporate law and financial regulation policies, a position he has held also in 2000-06 and 2014-16. He is a member of the Italian Bar and a Registered European Lawyer with the Solicitors Regulation Authority in the UK.

Giancarlo Fancel, Chairman, Banca Generali

Giancarlo Fancel is Chairman of Banca Generali, Genagricola and CFO of Generali Country Italy in July 2014. Degree in Economics from the University of Trieste, auditor and chartered accountant, he began his professional career with Ernst & Young where he gained significant experience in the field of budget review (1988-1999). Since 1999 he has joined the Generali Group as Head of Internal Audit, covering various positions until becoming head of the Controlling Department. From January 2007 to July 2014 he served as Deputy General Manager and Chief Financial Officer of Banca Generali.

Massimo Ferrari, General Manager Corporate & Finance Group CFO, Salini Impregilo & Professor, LUISS Guido Carli

Massimo Ferrari, Professor, LUISS "Guido Carli", General Manager Corporate & Finance Group CFO of Salini Impregilo S.p.A.; Board Member, Lane Industries, Tim S.p.A, Equita Group S.p.A. & Cairo Communication

Professional background and corporate appointments Massimo Ferrari is currently General Manager Corporate & Finance Group CFO of Salini Impregilo S.p.A. and member of the Board of Directors of Lane Industries Inc. He is also Board Member of Tim S.p.A., Equita Group S.p.A. and Cairo Communication.

He has a role as Professor at Luiss Guido Carli University in Rome. Previous professional experience

He spent more than 20 years in the Asset Management industry as portfolio manager, head of investments and CEO in various companies (Fondinvest, Gestifondi, Romagest, Capitalia Asset Management, Fineco Asset Management).

He has also served as Head of Issuer Division of CONSOB (Italian Market Authority).

Past appointments saw him Board Member of Borsa Italiana S.p.A. (Italian Stock Exchange), member of Assogestioni, Assosim and Assoreti. Education He holds a Degree in Economics and Business Administration from the LUISS Guido Carli University of Rome.

Luigi Ferraris, Chief Executive Officer, Terna
Luigi Ferraris has been the Chief Executive Officer and General Manager of Terna since May 2017.

From February 2015 to April 2017, he was Chief Financial Officer of the Poste Italiane Group, which he led through the process of privatisation and stock-market listing.

From October 1999 to January 2015, he was with the Enel Group, holding various top-management positions. These included Chief Financial Officer for the group from June 2009 to November 2014, Chairman of Enel Green Power in the same period, guiding the listing process, as well as Manager of the Latin American area and CEO of the Chilean subsidiary Enersis, from November 2014 to January 2015. He was also on the Board of Directors of Endesa S.A., a Spanish subsidiary of the Enel Group.

From April 2015 to April 2017, he was a board member of ERG SpA, listed on the Borsa Italiana market, and Gruppo PSC SpA, an Italian leader in infrastructure engineering.

Ferraris started his career in the auditing sector at PriceWaterhouse and held various managerial positions in important Italian and multinational industrial companies, starting out with Agusta, Piaggio VE, Sasib Beverage and Elsag Bailey Process Automation, which was a member of the Finmeccanica Group and listed on the NYSE at the time. From 1998 to 1999, he was Chief Financial Officer for Elsacom, a company belonging to the Finmeccanica Group operating in the field of satellite telephony.

He has a degree in Business and Economics from the University of Genoa. He lectures on Corporate Strategy at the Department of Economics of the "Luiss Guido Carli" University of Rome, where he has also taught and led numerous courses, such as "Energy Management", as part of the Masters in Business Administration, "Business Strategy", "Planning and Control" and "Management Control Systems".

He is married with two children, and loves the great outdoors and classical music.

Giovanni Fiori, Professor of Corporate Governance & Business Administration, LUISS Guido Carli
Born in Padova December 15th 1961, he got a master degree in Business Economics at LUISS Guido Carli University, he is Vice Rector to Corporate Relations at LUISS Guido Carli University in Rome, as well as Full Professor of Business Economics and Professor of Corporate Governance and Internal Auditing at the same university.

He is head of DDIM in General Management (in joint venture between LUISS Guido Carli - Rome, Bocconi University - Milan and Fudan University – Shanghai) and of Research Center of Governance and Sustainability at Luiss Guido Carli University in Rome.

He is member of Accademia Italiana di Economia Aziendale; European Accounting Association (EAA); European Corporate Governance Institute (ECGI).

He is Chartered Accountant since 1988, Certified Auditor since 1995 and he has founded studio Fiori & Associati in 1997.

He has been and is president and member of supervisory boards and board of directors of primary Italian private and public companies (among all: Banca d'Italia; Seat Pagine Gialle S.p.A.; Istituto Poligrafico e Zecca dello Stato S.p.A.; UbiBanca S.p.A.; Italo S.p.A.; Pfizer Italia Holding S.p.A.; Astaldi S.p.A.; Luxottica Group S.p.A.).

He has been and is special commissioner in several companies (among all: Cesame S.p.A.; Alitalia LAI S.p.A., Ilva Pali Dalmine S.p.A.; La Scala S.p.A.).

Francesco Gianni, Founding Partner, Gianni, Origoni, Grippo, Cappelli & Partners (GOP)
Francesco Gianni is the head of the Corporate/M&A department and one of the founding partners of Gianni, Origoni, Grippo, Cappelli & Partners.

Francesco is considered one of the top experts in M&A in Italy, as well as the rest of Europe. His focus is on corporate finance transactions, particularly general public M&A and public to private M&A. He also has extensive experience in the arbitration field.
He won the "Outstanding Contribution Award" at the Chambers Europe Awards.
Due to his position at the pinnacle of the M&A field he is frequently asked to represent some of the largest companies and investment banks in Europe. He was involved in almost all of the major privatization processes of the Italian state-owned companies.
After graduating in Law "maxima cum laude" from the University "La Sapienza" of Rome, he obtained an LL.M from the University of London, King's College and an LL.M from the University of Michigan Law School. Early in his career, Francesco gained experience working in the U.S. for top law firms.
He is a practicing member of the Italian Bar and is a member of the New York Bar. He delivers lectures at conferences all over the world and has been a contributor to many of the most prominent legal publications.
He speaks Italian, English and French.

Marco Giordani, Chief Financial Officer, Mediaset
Marco Giordani was born in Milan on 30 November 1961. *He was awarded a degree in Economics and Business from Bocconi University, Milan. Since 2000 he has been Chief Financial Officer of the Mediaset Group. He is Chairman of Mediaset Premium S.p.A., Monradio S.r.l., RadioMediaset S.p.A. and Virgin Radio Italy S.p.A. He is also Chief Executive Officer of R.T.I., director of Mediaset S.p.A., Mediaset España Comunicación S.A., Publitalia '80 S.p.A., and Medusa Film S.p.A. From 1998 to 2000 he was with IFIL S.p.A., Investments Control department; later he was appointed director and member of the Executive Committee of LA RINASCENTE S.p.A., as well as director of S.I.B. (Società Italiana Bricolage). In 1991 he became Finance Manager of the RINASCENTE Group and Chief Financial Officer in 1997.*

Rupert Krefting, Head of Corporate Finance & Stewardship, M&G Investments
Rupert Krefting is M&G's Head of Corporate Finance and Stewardship, Equities. Prior to M&G, Rupert has worked in investment banking for more than two decades including Numis, where he was a director in its corporate broking and advisory business and prior to that Investec and Panmure Gordon on the advisory side. He is a chartered accountant. Rupert chairs M&G's Responsible Investment Advisory Committee and sits on the Investment Association's Corporate Governance Committee, as well as representing M&G with UKSIF, UNPRI and IIGCC.

Paul Lee, Policy Advisor, ICGN
Paul Lee was former Head of Corporate Governance at Aberdeen Asset Management and responsible for global stewardship activities – engagement and dialogue with the boards of companies in which the firm invests. Paul joined Aberdeen at the start of 2015 from the National Association of Pension Funds (NAPF) where he was Head of Investment Affairs, leading the association's work on all investment matters relevant to pension schemes. Previously, Paul worked for more than a dozen years at Hermes Fund Managers in its Equity Ownership Services unit, taking a leading role in stewardship matters and also having responsibility for policy issues around investment. Among various industry roles, he is a member of the IASB's Capital Markets Advisory Committee and of the Enhanced Disclosure Task Force fostered by the Financial Stability Board. He was a member of the Auditing Practices Board (and then Audit & Assurance Council) of the FRC for seven years. He is a founding participant of the Corporate Reporting Users' Forum and a co-chair of the CFA Society of the UK's Financial Reporting and Analysis Committee.

Emma Marcegaglia, Chairman, Eni & President, LUISS Guido Carli
She was born in Mantua in 1965 and has been Chairman of Eni since May 2014. She has been Chairman of the Fondazione Eni Enrico Mattei since November 2014. She is also Chairman and CEO of Marcegaglia Holding SpA and Deputy Chairman and CEO of the subsidiary companies operating in the processing of steel.

She is also Chairman and CEO of Marcegaglia Investments Srl, the holding company of the diversified activities of the group. She is President of Businesseurope and of the University Luiss Guido Carli, a member of the Board of Directors of Bracco SpA and Gabetti Property Solutions SpA.

Experience
From 1994 to 1996 she was National Deputy President of Young Entrepreneurs of Confindustria, from 1997 to 2000 she was President of the European Confederation of the Young Entrepreneurs (YES), from 1996 to 2000 President of Young Italian Entrepreneurs of Confindustria and from 2000 to 2002 she was Vice President of Confindustria for Europe.

From May 2004 to May 2008 she was Confindustria Vice President for infrastructures, energy, transport and environment and Italian Representative of the top High Level Group for energy, competitiveness and environment set up by the European Commission. From May 2008 to May 2012 she was President of Confindustria. She was a member of the Management Board of Banco Popolare and Director of Finecobank SpA and Italcementi SpA. She also held the position of Chairman of the Aretè Onlus Foundation.
She graduated in Business Administration at the Bocconi University in Milan and attended a Master in Business Administration at New York University.

Daniela Mattheus, Partner – Corporate Governance Board Services Leader, EY
Daniela Mattheus has been Executive Director at EY since July 2012 and is head of Corporate Governance Board Services in Germany, Austria and Switzerland. In this role, she advises management and supervisory boards and is responsible for the EY Governance Matters information and networking platform. She studied law at Marburg and Heidelberg universities and passed her second state law examination at Zweibrücken higher regional court. For many years, she was an academic assistant at the Institute of German and European Company and Business Law under Professor Dr. Dr. h.c. mult. Peter Hommelhoff. Prior to joining EY, she held a leading advisory function relating to this topic at another Big4 audit firm for several years. Alongside her work at EY, she is assistant lecturer at Free University, Berlin, tutor for various Executive Education Programs and author of numerous publications.

Catherine McCall, Executive Director, Canadian Coalition for Good Governance
Catherine McCall was appointed Executive Director of the Canadian Coalition for Good Governance in July 2018. The Coalition is comprised of representatives of Canada's leading institutional investors which collectively manage assets of approximately CAD $4 trillion. Prior to becoming Executive Director, Catherine was the Director of Policy Development at the Coalition for 5 years. As Executive Director, Catherine is responsible, together with the Board of Directors, for setting the strategy of the organization and leading the development of the annual operational plan to achieve CCGG's mission and to build CCGG's profile. She also has lead responsibility for policy development and coordinating research and participates in the CCGG board engagement program. Prior to joining CCGG, she was a principal at Hugessen Consulting, an independent executive compensation firm working with compensation committees and boards, and head of its corporate governance practice. Catherine also worked as a Vice-President and director of ISS Canada Corp. and as a partner with Fairvest Corporation, ISS Canada's predecessor firm. Catherine began her career practicing law with Davies Ward & Beck in Toronto. Catherine has written and spoken widely on issues of corporate governance, shareholder engagement and executive compensation and is a member of the Ontario Securities Commission's Continuous Disclosure Advisory Committee.

Valeria Piani, Strategic Engagement Lead, Sustainable and Impact Investing, UBS Asset Management
Valeria Piani joined UBS in Sustainable Investment Research and Engagement in December 2017 as a Strategic Engagement Lead. Valeria is responsible for co-ordinating and undertaking UBS AM's engagement with investee companies relating to environmental and social factors. Prior to joining UBS, Valeria was Associate Director at the Principles for Responsible Investment (PRI) where she led the work of the ESG Engagements team. Valeria was responsible for developing and supervising a range of collaborative engagements on environmental, social and governance topics. One of her recent publications include a "Practical guide to active ownership in listed equity", published with the PRI. Her research on the effectiveness of shareholders' collaborative engagement activities with companies on ESG issues has also been published by the Business & Society Journal and Emerald Group Publishing, and was selected by the editors as an Outstanding Author Contribution in the 2014 Emerald Literati Network Awards for Excellence.

Andrea Prencipe, Deputy Rector, LUISS Guido Carli

Andrea Prencipe is Rector of the LUISS Guido Carli University and Professor of Organization and Innovation. Graduated in Economics and Business (G. d'Annunzio University), he received a Master's Degree in Innovation Management at the Scuola Superiore S. Anna in Pisa, the Master in Technological Innovation Management and the Ph.D. at the SPRU - University of Sussex. Andrea was Visiting Professor at the Rotterdam School of Management and at the BI School of Management, Oslo and Honorary Professor at the University of Sussex. Andrea has been invited as a speaker at Harvard Business School (United States), London Business School (Great Britain), University of Michigan (US), University of Oxford (Great Britain), Linköping University (Sweden), Cass Business School of the City University (Great Britain).

Andrea worked at the SPRU of the University of Sussex, INSEAD and the G. d'Annunzio University. Andrea carries out research on the topics of innovation organization, project-based organizations, and on the relationship between social capital and innovative processes. His works have been published in international academic journals - ex. Administrative Science Quarterly, Industrial and Corporate Change, Organization Science - managerial journals - es. California Management Review - and with national and international publishing houses - es. Franco Angeli, Oxford University Press.

Andrea is Associate Editor of the Journal of Management Studies and sits on the editorial board of Organization Science, Strategic Management Journal, Industrial Economics and Policy, Industrial and Corporate Change, International Journal of Project Management, Long Range Planning, and Research Policy.

Professor Enrico Cotta Ramusino, Chairman, FinecoBank

After graduating with honours from the University of Pavia in 1982 with a degree in Economics and Business, he received a PhD in Research in Business Economics from Bocconi University in Milan, and then he launched his academic career. He taught at the Universities of Perugia and Varese (Insubria), and he is currently a Full Professor in Economics and Business Management and a Professor of Finance at the University of Pavia. He has held various administrative positions within UniCredit Group (Chairman of the Board of Directors for Fineco Leasing, member of the Supervisory Board and President of the Audit Committee for UniCredit Austria GmbH and UniCredit Leasing Romania, Deputy Chairman of Pioneer Alternative Investments). Since December 2001, he has held the role of Chairman of FinecoBank. He has written several monographs and numerous articles in the fields of strategy and valuation. He is registered with the Association of Qualified Accountants and serves as Technical Consultant for the Milan Civil Court. His professional activities include firms' valuation in cases of M&A and other business combinations, business planning and financial control.

Antonio Segni, Partner, Lombardi Segni e Associati

Lawyer in Italy and member of the BAR of the State of New York since 1993, Antonio Segni concentrates his activity in the field of corporate law and financial markets, with a particular focus in the field of extraordinary finance and market operations, often involving listed companies and financial institutions; he has also developed considerable experience in significant privatization operations, on issues of corporate governance, as well as in the structuring of investment funds in the private equity and real estate sectors. He is recognized as one of the leading experts in capital markets, and recently he has also dealt with litigation and arbitration concerning financial and corporate law. Officer in the Legal Area of CONSOB from 1989 to 1994, he started his professional activity at the law firm Gianni, Origoni & Partners, becoming partner in charge of the capital markets group in 2000. In 2006 he founded the Labruna Mazziotti Segni studio and 2014 joined the Lombardi Molinari Segni study, now Lombardi Segni e Associati.

David Shammai, Corporate Governance Director - Cross Border, Morrow Sodali

David is Morrow Sodali corporate governance director- cross border. Having gained 15 years of consulting and corporate experience in corporate governance and executive remuneration, in 2013 David Shammai joined APG Asset Management, one of the world's largest fiduciary asset managers. Prior to that, David was a senior consultant with (now) Aon Hewitt and then with KPMG in London, where he advised companies and remuneration committees across a broad range of sectors. In 2009 David joined the Royal Bank of Scotland

Group plc, where as Head of Executive Reward Policy he was at the forefront of some of the changes to reward policies and governance processes the banking sector was undergoing at that time. In his role at APG David, was involved in various aspects of APG's capital markets corporate governance agenda including voting, formulation of policy and company engagement across a diverse range of markets and additionally was involved in integration of governance and sustainability within the investment process.

Professor Giovanni Strampelli, Associate Professor, Business Law, Bocconi University
Professor Giovanni Strampelli is Associate Professor of Business Law at Bocconi University, Milan. He teaches and writes in the areas of corporate law, accounting law, bankruptcy law and securities regulation. His scholarship has been or will be published in the Journal of Corporation Law, the Virginia Law & Business Review, the University of Illinois Journal of Law, Technology & Policy, the European Business Organization Law Review and the European Company Financial Law Review, as well as in Italian leading journals (e.g. Rivista delle Società, Banca Borsa e Titoli di Credito, Rivista di Diritto Civile). He is also author of two books. He is member of the Faculty of the Ph.D. in Legal Studies at Bocconi University of Milan. He was visiting scholar in many research institutes and University, such as the Max Planck Institute for Tax Law and Public Finance in Munich, the Max Planck Institute for Comparative and International Private Law in Hamburg, the University of Oxford. Some representative research projects include directors' independence in listed companies with controlling shareholders, corporate governance consequences of passive investing, high frequency trading and market abuse, interaction between international accounting standards (IAS/IFRS) and companies' capital, and the relevance of issuers' accounting disclosure for different investor groups.

Eugenia Unanyants-Jackson, Director & Head of ESG Research, Allianz Global Investors
Eugenia Unanyants-Jackson is Global Head of ESG Research at Allianz Global Investors. Eugenia is responsible for directing ESG research, guiding and overseeing AllianzGI's stewardship activities, including corporate governance, engagement and proxy voting, and supporting integration of ESG factors into AllianzGI's investment process. Prior to joining AllianzGI, Eugenia was a Director, Governance and Sustainable Investment and Head of Corporate Governance at BMO Global Asset Management (formerly F&C Investments), a Stewardship Services Manager at Governance for Owners LLP, a Policy Analyst at Manifest Information Services, a Researcher at Pension Investments Research Consultants (PIRC). Eugenia co-chairs ICGN's Shareholder Rights Committee and represents AllianzGI on the Governance and Engagement Committee of the Investment Association and other professional associations and networks.

Marco Ventoruzzo, Professor of Law, Bocconi University & Professor of Law, Pennsylvania State University
Comparative business law scholar Marco Ventoruzzo is full professor of corporate law and financial markets regulation at Bocconi University in Milan, Italy, where he is also the Director of the Department of Legal Studies, and teaches corporate law at Penn State Law School in the US. He is a Research Associate of the European Corporate Governance Institute, a member of the scientific committee of the Italian Association of Independent Directors (NED Community), and is a scientific member of the Max Planck Institute for International, European and Regulatory Procedural Law in Luxembourg that he directed in the past. Professor Ventoruzzo is Of Counsel with the law firm Gattai, Minoli, Agostinelli and Partners and has held positions on the board of directors or auditors of several Italian corporations, listed and not, primarily in the financial sector.

Professor Ventoruzzo has published more than sixty articles, book chapters, and books in Italian, English and French. He serves on the board of editors of several leading academic journals, including the European Company and Financial Law Review, the Journal of Financial Regulation (Oxford), and the Italian Rivista delle società and Banca Impresa Società. He has taught and lectured at various law schools and universities in Europe, the United States and Asia, including Oxford University (U.K.), Hamburg University (Germany), Fudan University (China), National Law School of Bangalore (India), Esade Law School (Spain), Tokyo University (Japan), and several Italian universities.

Professor Ventoruzzo contributed to the drafting of the Italian Code of Corporate Governance and from 2001 to 2007 served as a Special Legal Consultant to the Italian Stock Exchange (London Stock Exchange Group).

Alessandro Zattoni, Professor of Strategy & Governance, LUISS Business School & Dean of the Business and Management Department, LUISS Guido Carli

Alessandro Zattoni is Full Professor of Strategy and Dean of the Business and Management Department at LUISS University Rome. Before joining LUISS, he held faculty positions at Bocconi University of Milan and Parthenope University of Naples. He earned a bachelor degree in Business Administration and received a PhD in Business Administration from Bocconi University. He has been visiting scholar at the Wharton School of Pennsylvania University, at the Queensland University of Technology, and at the WIAS (Waseda Institute for Advanced Studies) of Waseda University. He has been Chair of the Strategic Interest Group on corporate governance and Italian representative, and is currently member of the scientific Council of European Academy of Management.

He has taught strategy and corporate governance in programs offered to graduate, MBA and PhD students, entrepreneurs, managers and directors at Bocconi University, SDA Bocconi, LUISS University and LUISS Business School. He published more than 100 works (i.e. books, book chapters and journal articles) on corporate governance, boards of directors, codes of good governance, business groups, ownership structures, and stock option plans. He is co Editor-in-chief of Corporate Governance: An International Review and an Editorial Board Member of Journal of Management Studies.