

Welcome to the Masterclass

Accountability at the Top

21 May 2025





Agenda

1:00 - 1:05 pm	Welcome and expert speaker introduction
1:05 - 1:25 pm	Deep dive into Liability of Being a Board Director
1:25 - 1:30 pm	Interactive Discussion on concepts covered
1:30 - 1:35 pm	Case Study Introduction
1:35 - 2:00 pm	Group Work and Discussion
2:00 - 2:15 pm	Q & A; and Wrap Up

Alexandra Warner

Alex is an accomplished Executive Director and board advisor with over 20 years of experience spanning infrastructure, energy, construction, and regulated industries. Known for her pragmatic leadership and values-driven approach, she specialises in Health & Safety compliance, risk, corporate governance and cultural transformation at board level.

A Chartered professional, who combines deep boardroom experience with expertise in behavioural science, AI governance, and strategic oversight. She is frequently called upon to help boards navigate complex issues such as legal compliance, ethical risk, culture and evolving director liabilities.

Alex is passionate about integrity, inclusion, and the human impact of board decisions. Whether advising on compliance, governance, chairing committees, or leading executive masterclasses on board accountability, she brings clarity, challenge, and a calm strategic voice to the room.

She currently serves as an Executive Director and is expanding her portfolio across purpose-led organisations and complex regulated sectors as a Non Executive Director and independent Board Consultant.





What can you expect to learn today?

- Understand evolving director liability
- Explore legal vs moral obligations
- Examine real-world case studies
- Discuss mitigation strategies

Setting the Scene

- What is liability in the boardroom context?

Fiduciary & Statutory

Criminal & Civil

Joint & Several

Reputational & Moral Duties

- Who do we truly serve as a director?

Three Pillars of Director Responsibility

- 1. Compliance**
- 2. Oversight**
- 3. Accountability**



Legal Liability: The Foundations

Statutory Duties (Base Layer)- “*What the law says you **must** do.*”

Fiduciary Duty & Duty of Care “*What responsible stewards are expected to do.*”

Regulatory & Sector Obligations “*What your **industry** or sector requires.*”

Common Law Duties “*How the courts interpret your conduct.*”

Personal Exposure “*Where personal liability becomes real.*”

Insurance and Indemnity “*Your shield — but not your armour.*”



Corporate Manslaughter and Corporate Homicide Act 2007

- makes it easier to prosecute organisations where a corporate management failing has caused a fatality
 - sits alongside existing Health and Safety at Work Act offences
 - No individual liability
- A 'Corporation'
 - Limited companies
 - PLCs
 - Companies limited by guarantee
 - Limited Liability Partnerships
 - Public bodies - local authorities, county councils, district councils, NHS Trusts
 - Specified Government departments
 - Police forces
 - Trade unions or employers' associations (that is also an employer)

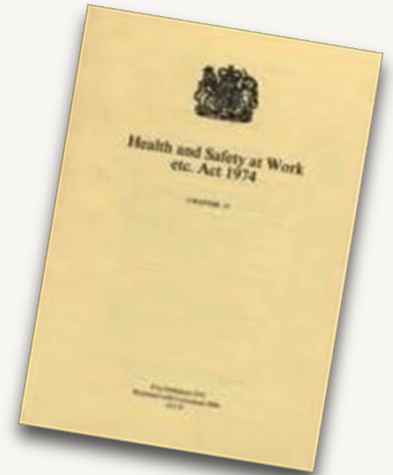
Health & Safety at Work Act 1974

s37 - Offences by the body corporate

If an organisation commits an offence through the

- consent
- connivance, or
- neglect

of a director, senior manager or similar person that person can be proceeded against for the same offence





Case Studies

1. What was the Directors Legal Liability?
2. What was the Company's Legal Liability?
3. What could they have done different? (mitigation strategies)



Navigating Duties to People, the Company, and Shareholders

Directors must **promote the success of the company** for the **benefit of its members (shareholders)** as a *whole*, but in doing so must **have regard** to a wide range of **stakeholder interests**, including:

- **Employees**
- **Suppliers and customers**
- **Community and environment**
- **Business reputation**
- **Fairness between shareholders**
- **Long-term sustainability**

Duty to the Company (Legal Entity) (s.172 Companies Act 2006)
Duty to People (Stakeholders)
Duty to Shareholders

This is often called the “**enlightened shareholder value**” approach.



Mitigating Boardroom Liability

Understand Your Duties and the Law

Maintain Independence and Challenge

Document Decisions and Deliberations

Ensure Robust Risk Oversight

Secure Director and Officer (D&O) Insurance

Get Professional Advice When Needed

Exit or Escalate

Keep Learning and Stay Sharp



Key Takeaways

- Clarity on legal and fiduciary responsibilities and the personal and organisational risks of neglecting.
- Know how both active decisions and failure to act can lead to significant consequences for people, individual directors, the board, and brand.
- Firm grasp of governance helps you and boards make informed, compliant, and accountable decisions.
- Understand how ethical leadership and board culture contribute to sustainable value creation and stakeholder trust.



Questions?

