

Outlook 2018 - Highlights 2017



INTRODUCTION



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After 20 years of spreading the word of good governance, a lot has been achieved and a lot remains to be done. GUBERNA wants to have the largest possible impact in the field of governance in Belgium through education and communication. GUBERNA does this thanks to its strong foundation in research and content, and thanks to an equally strong membership and partner network.

In 2017 GUBERNA was again very active. GUBERNA was involved in the development of the new company legislation and the new governance code for listed companies and has extended the scope of its research activities with a segment Smart Industries covering startups and VC funded companies. GUBERNA has also seen a strong increase in demand for communicating to its members vacant board positions and for its services. More about those impressive achievements of the GUBERNA Team further in this annual report.

Therefore, I want to extend a very sincere word of gratitude to the whole GUBERNA Team. What this team is achieving under the leadership of Prof. dr. Lutgart van den Berghe is very impressive and something we all should be very proud of.

Going forward I see three challenges for GUBERNA:

First, governance is about much more than only compliance. Governance should be as much about fostering entrepreneurship and value creation. As members of GUBERNA we should all be ambassadors for this very crucial message.

Second, organisations and companies are very different depending on type of business, size, ownership structure and maturity level. Clearly one size does not fit all. Therefore, GUBERNA should be very careful to understand the real needs

of each segment and focus on the main priority in each segment.

Finally, the most important role of a board is to select the right CEO and to plan for backup and succession. At GUBERNA we have now to plan for the succession of Prof. dr. Lutgart Van den Berghe. Lutgart was there from the very beginning in 1995 and made GUBERNA into what it is today. Her commitment and dedication to GUBERNA are known to everybody. But time has come and as you read this we are in the midst of the process of selecting a successor for Lutgart. This will not be easy but it is made slightly more comfortable because we know that GUBERNA can continue to count on the unwavering support of Lutgart and the commitment of the whole team.

GUBERNA counts 2.370 members who – as managers, directors and leaders – can play an important role in spreading the power of good governance for business, for social profit and for efficient public service. This is a very valuable message and one that deserves being heard even more.

Thank you for your trust.



Gaëtan Hannecart
Chairman Board of Directors

The Board of Trustees represents a sounding board for the Management and the Board of Directors of GUBERNA. It includes members of the broader society at large, with members ex officio coming out of major companies and institutions, and members in persona that have been chosen for their known skills and experience.

Through the strategic conclave, the board of trustees meets and communicates in a more formal way.

Thanks to the diversity of our members, we think we can analyse and report on the deep developments relating to governance in our society. It is clear that governance rules have led to more transparency and have sometimes brought up surprising information. This was the case on both the broader accountancy issues and the salaries within larger public companies.

Diversity has also been tackled in a broader way and has led to many questions in 'the broader world'.

Finally, we see that transparency in the non-profit sector is forcing a healthier behaviour, and on the long run we believe this will be good for the whole sector.

Governance should be viewed as a beneficial support and not as an administrative harness. We do not feel governance is a box ticking mechanism and continue to encourage the 'comply or explain' mode, which offers a more thoughtful process.

GUBERNA will be confronted with the new corporate law and the new codes on corporate governance in Belgium and will advise on these issues. The board of trustees values the academic integrity and the independence of the management of GUBERNA.

We believe that governance sustains good practices and that the work of GUBERNA has led to great progress in these matters.



Luc Bertrand
Chairman Board of Trustees

GUBERNA's network of Alumni assembles more than 1400 directors, who have followed one or several long-term GUBERNA courses since the year 2000. We are especially proud that more and more alumni invest time and money into completing the full circle to gain the status of 'Certified Director'. They constitute a pool of dedicated professional board members of diverse backgrounds and with varied profiles, well-trained in governance matters and practices and endorsing the highest standards of professionalism and ethics guaranteed by the GUBERNA Charter of the Certified Director (for more info see the GUBERNA website).

The GUBERNA Alumni network stands as a sparring partner for the GUBERNA board and management, promoting good governance practices.

Throughout the year 2017, the Alumni organised two high quality national events, successfully combining network experience and exchange of governance know-how. The first event tackled the 'GDPR' challenge whereas the second one discussed the 'Sense and nonsense of Committees'.

In addition to the national events, the alumni classes of 2017 organised informal gatherings and in-company visits, combining relaxed networking with exchange of knowledge and practices, and enhancing the visibility of their classmates, their companies and their boards.

The Strategic Alumni meeting of October 17, 2017 was a huge success, not only in number of attendees, but also in reflecting on the mission of GUBERNA. Participants stressed the importance of going beyond compliance, as well as the necessity for the GUBERNA Alumni to evolve even more into GUBERNA Governance Ambassadors.

During the National Alumni Assembly, the Alumni platform on LinkedIn was officially launched as 'Alumni Talk'. It is a

digital meeting place for the exchange of know-how and experience, sharing governance opportunities between GUBERNA Alumni. This platform continues to grow steadily but surely, its Editorial Board guarding the quality level of the exchanges, under the supervision of the Alumni Council. The aim is to involve 800 members before the end of 2018, by offering a continuous flow of interesting information combined with useful professional exchanges on board level.

As decided during the Strategic meeting, the Alumni Council created a second task force which will explore ways to increase Belgian companies and organisations' awareness of GUBERNA and its activities, including of its Alumni.

It is clear that 2017 was a year of inspired ideas and actions for the GUBERNA Alumni, while at the same time continuing to pursue projects launched in previous years, like e.g. the 'comply or explain' research project in collaboration with ecoDa, and the Next Gen project in collaboration with Diligent Boards Limited (a series of interviews of innovating board members and leaders, gathering valuable insights into the way they think, act and govern their business).

Proud of the honour to have presided over this dynamic pool of directors over the last years, in close cooperation and with the never failing support of the excellent GUBERNA team, I look forward to pursuing together the fascinating path of governance, in a volatile world, and making 2018 an even more fruitful year.



Sandra Gobert
Chair Alumni Council

GUBERNA'S MISSION AND POSITIONING



GUBERNA wants to be the preferred partner in Belgium for governance actors and this from several perspectives

AS A DEVELOPER

GUBERNA conducts relevant research, invests in thought leadership and takes an independent position.

AS A TRANSLATOR

GUBERNA creates awareness, educates, provides insight in the governance dynamics, stimulates a governance reflex and develops practical support tools and instruments.

AS A FACILITATOR

GUBERNA stimulates and initiates exchange of experiences between all governance actors.

AS A GATEKEEPER

GUBERNA informs on all relevant governance developments on a national, European and international level.

All this is developed with respect to the different governance needs of its members and always being **a step ahead**.

To realise its ambition as a content provider, GUBERNA develops 'smart' partnerships with business organisations, other member organisations and academic circles.

Additionally, GUBERNA builds upon the large expertise available in its member network and governance bodies to bring its main competitive advantage to life:

content inspires network
network inspires content

GUBERNA AS A DEVELOPER



As part of its mission, GUBERNA wants to excel in thought leadership and be a pioneer in the development of governance thinking and best practices. In order to realise this goal, GUBERNA develops relevant and business oriented research.

Recognised in Belgium and abroad as a knowledge centre, GUBERNA is often invited as content partner or consulted as expert on governance issues for policy makers.

In order to accomplish its mission of thought leadership, GUBERNA relies on a wide range of academic partnerships. The Academic Council, which functions as a sounding board, supports GUBERNA to achieve this mission. It is composed of academics who are active in one or another discipline of governance research and teaching in Belgium.

On a European level, GUBERNA has set up various collaboration formulas with renowned academics in the field of governance. The aim is to conduct joint research and to exchange experience on the functioning of boards of directors.

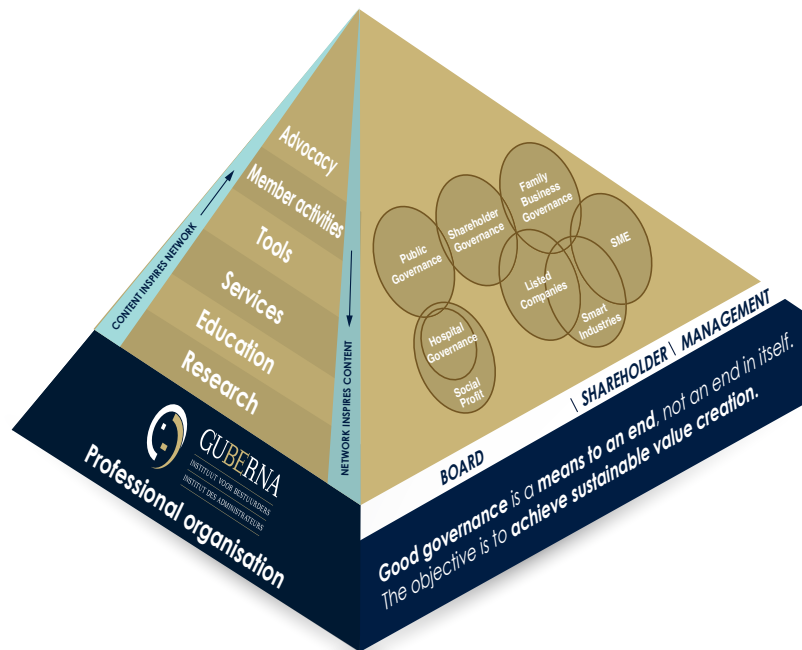
RESEARCH TRACK ON BOARD DYNAMICS

In 2016, GUBERNA started a new research track to unravel the mysteries of board dynamics and to provide handy leverages to foster board effectiveness. Next to an extensive literature review that infuses GUBERNA's board evaluations and education programmes, a set of round tables was launched. The central theme of the kick-off was the potential pitfalls of decision-making. In 2018, the second round table will take place and we intend to deepen our understanding of the impact of personality on board dynamics.

This initiative combines academic insights as well as relevant experience and cases from the head hunting and assessment world. It is a pioneering example of our strategy to combine in-house research expertise with field expertise of institutional members and partners.

GOVERNANCE IN BELGIUM- A SEGMENTED APPROACH

The Board of Directors, the Board of Trustees, the Alumni Council and the GUBERNA team developed a common vision on the strategic positioning of GUBERNA. A **key** element is **segmentation**. GUBERNA has therefore further fine-tuned its research projects around several target groups.





SME GOVERNANCE

In **2017**, with the support of its partners ING, SRIW, SOWALFIN and UWE, the Governance Centre for SMEs has focused on governance as growth driver and specific added value for SMEs. To be close to the needs of the SMEs, we paid particular attention to pragmatism through concrete translation of the concepts and tailored instruments.

We developed research and practical applications in line with the evolution of the codes and laws (code Buysse III, new Company Law). In addition, we updated specific tools on relevant topics such as the Governance maturity index (the GUBERNA GPS), and the Toolkit remuneration of board members in non-listed companies. The findings of this recent study, supported by VOKA and UWE, have been summarised in a research report.

Through all our targeted activities, we gave continued attention to the difference of culture and offer between Flanders and Wallonia. The dedicated education sessions 'Cap sur la gouvernance des PME' (sixth cycle) and the Flemish counterpart 'Groeien? Uw raad weet raad' (fourth cycle) were respectively attended by some twenty SME leaders. We organised an additional on-site session at Delhez S.A. with some thirty GUBERNA alumni attendees.

Breakfast meetings were successfully organised in collaboration with ING on both sides of the territory,

proposing the testimonials of Pollet S.A. (in Tournai) and of Groep Masureel (in Kortrijk), and focusing in an interactive debate on the actual governance challenges of the companies.

In **2018**, the Centre will continue to develop practical tools for SMEs. An investigation of the lessons learnt from the initiatives with growth companies, the private equity research project, the governance maturity research project and the selection & recruitment of (external) directors in SMEs research project is planned.

We also will work on the valorisation of the specific tools and therefore we are screening the market for potential funding partners.

Since governance is a key driver for corporate success, GUBERNA wants to stimulate the governance reflex of young entrepreneurs as early as possible. A renewed format of the cycles 'Cap sur la gouvernance des PME' and 'Groeien? Uw raad weet raad' will be proposed. Therefore, we are developing new ways of collaboration and a new project is in progress with the incubator of the Entrepreneurial Ecosystem Louvain (CEI).

Also on the agenda in 2018: breakfast meetings and in company sessions, exchange of experience events in collaboration with experts and practitioners from the field, as well as tailor-made services for SMEs on demand.

GUBERNA plays a pioneer role in the development of corporate governance for the family businesses. The aim of the Centre is threefold:

1. Supporting family businesses in the reflection and the implementation of a corporate governance adapted to their specific challenges.
2. Supporting family shareholders in the reflection and implementation of family governance.
3. Supporting the effectiveness of interaction between the company and the family sphere.

BNP Paribas Fortis (BNPPF) is the key partner of the Centre for Family Business Governance.

The actions of the Centre aim to improve the interaction between shareholders, directors and management and to strengthen the role of the decision-making bodies, to increase professionalism, strategic vision and company growth. While developing a unique 'holistic' approach for Family Business governance, particular attention is given to the concerns of the active and non-active shareholders.

In **2017**, GUBERNA organised four Family Business Governance sessions for BNPPF and conducted two workshops at the first 'Family Business Forum' organised on October 25 at the BNPPF headquarters in Brussels. The forum is conceived as a yearly closed conference for the owners of family businesses and

their next generation. The first edition was highly appreciated and welcomed about 200 participants (all members of family businesses). Additionally, as a content provider for the web-based platform 'FamBiz' set up by BNPPF, GUBERNA delivered a series of thematic papers describing the specific challenges for family businesses in a governance context.

As the content partner for the Family Business Award of Excellence, GUBERNA was actively involved in the preparation and the analysis of the cases that were brought to the independent jury. The criteria set forward are the quality of both the business and family governance, the preparation of the transition to the next generation and the approach as to social responsibility and sustainability. This year's award was granted to Groep Vandersanden. The event (exclusively for family businesses and on invitation only) organised by EY and supported by partners GUBERNA and FBNet Belgium, gathered about 200 participants and was covered by the press.

In **2018**, the Centre for Family Business Governance will continue the collaboration with BNPPF (2nd Family Business Forum, family business governance sessions, thematic papers), EY (5th Family Business Award of Excellence) and further expand with academic collaboration and additional partnerships.

Furthermore, we will further develop tailor-made services based on the needs of the family companies and more actively promote our existing services such as in company governance education, board evaluation and charter review towards the family business community.

In the spring of **2017**, the Centre Public Governance has written a reflection note on the role and the governance of intercommunities. The Centre wanted to nourish the debate in a constructive and thorough manner, without a blind focus on remuneration- as was often the case in the public debate. This note discusses three questions:

1. How to unravel the complex landscape of intercommunities and its participations?
2. What is the best governance model for each type of intercommunities?
3. Repositioning the governance principles.

Subsequently, we organised an expert group to address the question: 'How can we make intercommunities future-proof?', and to discuss the reflection note. After this expert group, we presented the beta-version of the note in the Flemish Parliament. Additionally we promoted it in the press and on social media.

The Centre Public Governance also launched a new communication channel dedicated to public governance: the Public Governance eUpdate. This mailing contains the latest news regarding the activities and research of the Centre Public Governance of GUBERNA, and more generally the most important governance evolutions occurring in the public sector.

The highlight of autumn 2017 was the yearly event dedicated to the public sector entitled: 'Being a professional director in

public organisations: how can you put this into practice?'. We kicked off the event with a debate with experts from the public sector (Stefaan De Clerck, Luc Lallemand, Thierry Meunier, Ben Broeckx). The debate was followed by an interactive workshop developed by GUBERNA in which we used different (fictional) cases to discuss the different principles of the model charter for the director in the public sector. None of the above would have been possible without the support of our long-term partners, Belfius and Deloitte.

Over the last few years, we also observed a growing attention for independent directors in the boards of public organisations. This trend was greatly influenced by the obligation included in 'Decreet Deugdelijk Bestuur' to obtain one third of independent directors in the boards of Flemish public organisations by July 2018. GUBERNA applauds this trend (it intensively stimulated) and is proud to be able to support public organisations in its implementation. We had the privilege to overview the selection process at De Lijn and were able to distribute board vacancies of numerous other organisations in our member network.

In **2018**, we continue the effort to develop a framework to assist organisations in defining the 'independence' of directors in a public context. Not an easy challenge, so we will reflect upon this with our experts in the public sector. Furthermore, in autumn, we will keep up the good habit of organising an event dedicated to the public sector. Naturally, the 2018 and 2019 elections will also grasp our attention. In addition, we will continue to pay attention to the governance needs of our members in the public sector by supporting them with research, services, tools, education programmes and reflection.

Based on numerous reflections, internally as well as with partners, we adapted the name of the former 'segment' of Governance of Innovative Knowledge-based Enterprises to position it as the segment of Smart Industries. We will develop this segment as one of the first pioneering examples of project management with an emphasis on leveraging external business expertise and knowhow with internal governance knowledge and experience.

In February **2017** we organised a high-profile lecture on 'Corporate Governance in a Digital Networked Age' with partners Gimv and A&O. Prof. Eric Vermeulen (Tilburg University & Philips) was keynote speaker focusing on his expertise in the field of governance models for a digital and networked age.

With partners A&O and Gimv we organised in December a reflection on ways to find the right balance between growth funding and control; primarily directed towards scale-up companies, smart industries' investors and directors. Besides attention for shareholder agreements, we discussed the different control enhancing mechanisms (also in light of the new Belgian legislation on double/multiple voting). The 70 participants enjoyed the keynote speech from Jürgen Ingels (serial entrepreneur, director of smart industries and leader of Behive) which was followed by Dirk Meeus (CEO of A&O) who focussed on the legal dimensions and Tom Van de

Voorde (managing director Smart Industries Platform GIMV) who dealt with the financial dimensions.

Our New Year's event of **2018**, which we traditionally organise together with Euronext, focused this year on the specific governance and financing challenges of the Smart Industries scale-up companies. The huge number of attendees and the highly appreciated quality of the debate convinced us that GUBERNA should indeed invest more time and effort in further developing a stimulating governance context for these companies (of the future). We are therefore, together with our Centre partners, A&O and GIMV, and supported by experts from different fields (e.g. KBC Securities) researching these challenges and needs more intensively.

As an expert in the field of corporate governance, GUBERNA wants to contribute to the numerous national and international events for scale-up companies in Belgium. We can bring our governance expertise to the table, highlighting how corporate governance can strengthen these organisations in a dynamic way, hereby facilitating the accelerated growth from startup to scale-up. An example of such collaborative networks certainly is the involvement of GUBERNA in the Euronext 'Tech Share' initiative. The participants in the 'Tech share' cycle are startups/scale-ups that (might) consider an IPO. GUBERNA will provide them a session on 'governance'.



LISTED COMPANIES

The Governance Centre for Listed Companies (together with its partners VBO-FEB & EY) organised in **2017** for the fourth time the Yearly Day of the Listed Companies, dedicated to the revision of the 2009 Code and of the Company Law. GUBERNA has indeed been closely following the revisions of the Company Law from the position of its membership of the special taskforce of the FEB and of the Commission Corporate Governance. Several informal meetings took place (amongst others with Minister of Justice, Koen Geens) to align the revised Code with the new Company Law and to discuss possibilities for eliminating gold plating (e.g. the definition of independent directors).

As a member of the Corporate Governance Committee, GUBERNA is closely involved in the revision of the 2009 Belgian Code on Corporate Governance for listed companies. In December 2017, a proposal for a revised Code was submitted to a public consultation.

GUBERNA updated the study on remuneration of non-executive directors in listed companies (remuneration paid in 2016). The analysis is exclusively available for members.

Finally, GUBERNA was invited by the Belgian Audit Oversight College to discuss the effects of the audit reform and the monitoring of audit committees. A follow-up meeting is foreseen in 2018.

GUBERNA also collaborated in various European working groups for listed companies (see Governance at European level, page 17).

In **2018**, the Centre will continue its role as expert in governance for listed companies. Since we invited our members to respond to the public consultation on the proposal for a revised Code, we will organise a meeting with the secretaries-general of the listed companies (in collaboration with FEB). The Committee intends to release the new Code in May-June 2018, in line with the foreseen timing for the new company code, subject of course to its formal approval by Royal Decree.

A number of new developments are on the agenda. We will organise a public presentation of our remuneration studies for non-executive directors (listed as well as non-listed) and a round table cycle, focusing on the 'relevant' changes in the new Company Law and the new Code. We will also further build on our collaboration with the Belgian Audit Oversight College and organise a platform of audit committee members to discuss the impact of the audit reform and the monitoring of Belgian audit committees. In collaboration with ISS, GUBERNA will undertake a research project on the proxy voting statements. The aim of this study is to further reflect and discuss how large proxy voters approach the 'comply or explain' practices of Belgian listed companies.

To keep our members from listed companies fully informed on interesting topics, we gather all interesting topics in our dedicated, half-yearly newsletter.



SHAREHOLDER GOVERNANCE

In **2017**, important changes took place in the context of shareholder governance: The EU shareholder Directive has been ratified; Minister Koen Geens presented his first draft of the reformed Company law; the Code Buyse III was introduced and the update of the Belgian Code on Corporate Governance ('Code 2009') is in progress. As we see the world evolve, the Centre, together with its partners Ageas, KBC Securities, Deloitte & Laga, do not want to stay on the sidelines. To this end, we organised round tables and expert groups to reflect with our partners and members on some of these key developments. In June we organised a round table on the Shareholders' Rights Directive and its potential impact on Belgian companies. The output of these reflections has been valorised as input for the revisions of the governance codes as well as the company code.

The action plan for **2018** has been fine-tuned with the Centre's partners. A series of expert groups and round table sessions will analyse into greater detail some of the most relevant 'shareholder-related' innovations (in the new governance code for listed companies as well as in the company code).

In a later phase, we will also pay attention to the translation

into Belgian law of the shareholder rights directive and the options it offers (the Directive has to be implemented into Belgian law by mid 2019).

The Centre will search for an optimal valorisation of the spill-over effects within GUBERNA, by making use of the Corporate Secretaries Platform, the complementary developments in the different segment Centres as well as by relying on a dedicated expert group on shareholder issues. The Research on proxy advisors (which has been discussed above in the Centre Listed Companies) will also be valorised in the Centre Shareholder Governance.

The insights gathered over the past years in the round table sessions on governance models, will be further valorised by assembling them in a booklet on shareholder governance in Europe: Lessons for Belgium. Such publication will facilitate the implementation of new international governance recipes in Belgium (such as the double/multiple voting rights, the two-tier board model, the relationship agreement, etc.).



HOSPITAL GOVERNANCE

2017 was an important year for the hospital sector. A revision of the law will oblige hospitals to collaborate in networks. We were very proud to have Minister Maggie De Block as a keynote speaker to explain these important changes during the general assembly of GUBERNA. Additionally, we organised a high-level expert meeting to discuss the challenges related to the proposed regulation of hospital networks by Minister Maggie De Block. The meeting has been hosted by KCE (Federal Knowledge Centre on Health). Prof. Kristof Eeckloo nourished the debate.

In **2018**, GUBERNA will invest further in hospital governance and will organise expert groups and/or round tables, according to the needs. More in general, we see network governance as an important and innovative area within governance. We will further explore this topic both conceptually and in practice in the domains of hospital, smart industries, etc.



SOCIAL GOVERNANCE

In **2017**, GUBERNA received several questions from non-profit organisations. We tackled these specific governance issues with tailor-made answers and/or an in-company training. Over the years, we noticed in our education programmes an increase of participants active in non-profit organisations.

2018 - During the last year, Socres vzw ended its activities and found a partner in GUBERNA and Toolbox vzw to continue their activities. GUBERNA will collaborate with Toolbox vzw to spread the vacancies of board mandates in non-profit organisations among its members. GUBERNA is also a partner of the Delta Group/BOIC initiative on good governance in sports. GUBERNA looks forward to support this initiative in the coming years.

GOVERNANCE AT EUROPEAN LEVEL

GUBERNA plays an active role on a European level. Through its presence in the board and in various committees and working groups, the GUBERNA-team is actively involved in ecoDa, the European Confederation of Directors' Associations.

In **2017**, we finalised the second phase of the three-stage project on the 'comply or explain' principle. With the help of our alumni, we conducted interviews with board chairs on the governance discussions in the board. The report will be finalised in 2018.

GUBERNA is again involved in a working group on the audit reform that aims to understand the short term and long-term impacts of the audit reform in the different European countries.

Lutgart Van den Berghe has been appointed as a member of the Advisory Panel for the review of the Best Practices Principles for shareholder voting research on behalf of ecoDa.

Under the lead of Lutgart Van den Berghe, the policy committee of ecoDa drafted different position papers and Lutgart Van den Berghe spoke on different occasions on behalf of ecoDa.

The European Corporate Governance Codes Network (ECGCN), of which Annelies De Wilde is a member, met two times in 2017. On those occasions, the network privately shared views, experiences and good practices on issues relating to the corporate governance of listed companies.

In **2018**, ecoDa will establish The Corporate Governance Dialogue which aims at promoting a forward-looking discussion on governance challenges and trends. In order to reach that goal, ecoDa will closely collaborate with European and international organisations, such as ECGI, ICGN, and of course also the European Commission. The CG Dialogue will be chaired by Lutgart Van den Berghe and Abigail Levrau will join its working group.

Annelies De Wilde will succeed Lutgart Van den Berghe as a member of the policy committee of ecoDa, that will now be chaired by a representative from the French member IFA.

GUBERNA AS A TRANSLATOR



As part of its mission, GUBERNA wants to translate its thought leadership in order to create awareness, provide insight into the governance dynamics and stimulate a governance reflex. To this end a broad portfolio of education programmes, seminars and conferences is organised.

OPEN & CERTIFYING EDUCATION PROGRAMMES FOR DIRECTORS

Director Effectiveness and Board Effectiveness

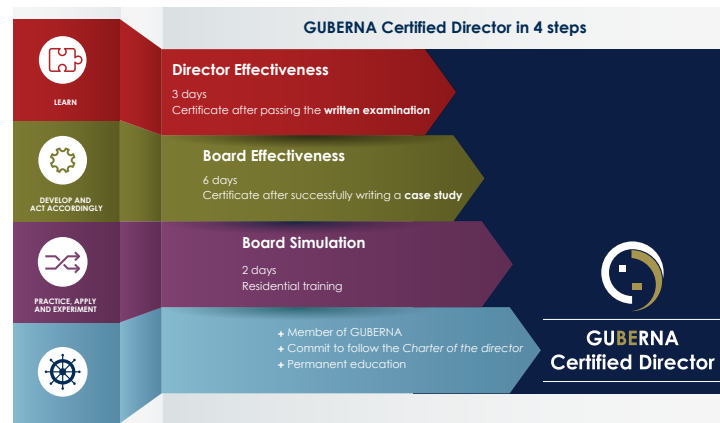
In **2018**, due to the high interest, we continue to increase the number of editions. We organise these education programmes in Dutch and French. We successfully launched the digitalisation of the Director & Board Effectiveness programmes via the Showpad platform in September 2017.

Board Simulation

This training programme is unique in our offer. During two days, a dozen participants have the opportunity to act as independent director and take part in several meetings of the board and its committees, guided by experienced directors. For **2018**, we plan one edition in Dutch and one in French. This programme is organised with the support of Diligent Boards Limited.

GUBERNA Certified Director

Participants have the option to engage in a certification process and obtain the title 'GUBERNA Certified Director'.



'A big thank you to the GUBERNA team and experts for observing and guiding this unique Board of Directors, where thrust and respect grew by the minute. This experience will remain a source of inspiration to us all, even in crisis situations.'

*Chris Wouters, Business Partner & Advisor BVBA
Participant of the 2017 Board Simulation programme*

SPECIFIC EDUCATION PROGRAMMES

GUBERNA organises a cycle of 7 evenings especially for SMEs. You can find more information on page 10.

PERMANENT EDUCATION PROGRAMMES

In **2017**, we successfully organised for the second time a cycle of three afternoons with IBR/IRE on the Audit Committee (one edition in Dutch and one in French). Other refreshment courses on topical matters will be added to the calendar depending on the needs of the market. These take place in addition to the GUBERNA events, which support members in keeping themselves up-to-date as a director.

New in 2018

- In collaboration with the Vlerick Business School and partners who are experts in remuneration policies, we will develop a new programme for members of Remuneration Committees.
- We are also setting up a new collaboration on 'bank governance' with Febelfin Academy (initiator) and supported by Febelfin, NBB & FSMA. This brand-new education cycle will be set up in 2018. A steering committee will concretise the content.

MENTORING PROGRAMME AT BOARD LEVEL

The third edition of this 18 months' programme, which aims to promote professionalism and diversity at board level, is running until June 2018. This unique initiative gathers 18 Mentors (experienced directors willing to share their board experience) with 18 Mentees who are mainly executive managers or experts (some of them are already active as director). The programme comprises various activities such as meetings, activity reports, exclusive events and documentation. It is organised in partnership with FBN, Mercuri Urval and Women on Board, and is supported by VBO-FEB.

In **2017**, two meetings have been held, gathering all mentees and mentors, to exchange experiences.

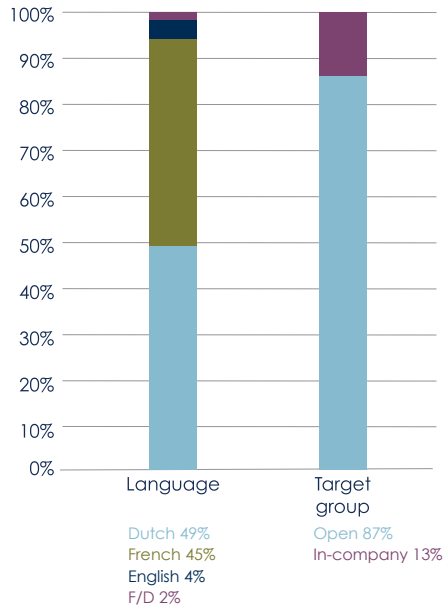
IN COMPANY & TAILOR-MADE COURSES

We regularly organise tailor-made courses at the request of various organisations and companies. In order to continually improve the quality of our offer, all programmes are regularly reviewed in collaboration with our Alumni. We also organise meetings with key ambassadors to safeguard the succession planning of our speakers.

Beyond classical trainings: spreading the word

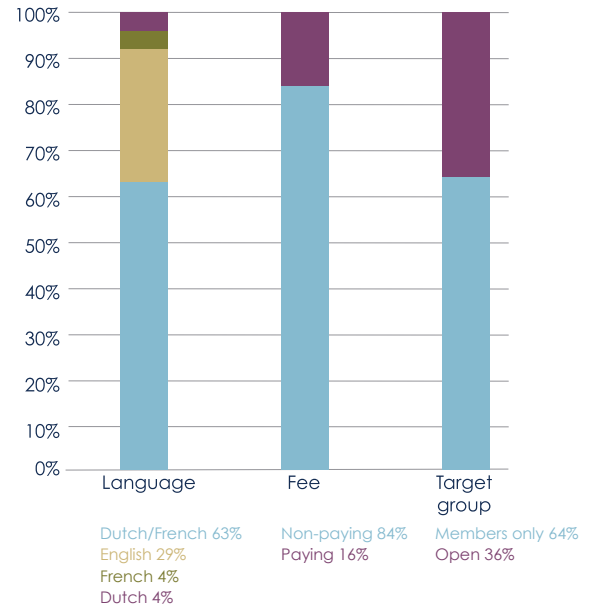
However, our information efforts go beyond our education programmes. Team members are regularly invited to speak about governance related topics and we regularly give interviews to newspapers and magazines. Additionally, we keep our members informed on recent developments of corporate governance in our publications (see page 25) and Newsletter.

COURSES*



*Based on number of days

ACTIVITIES



ACTIVITIES

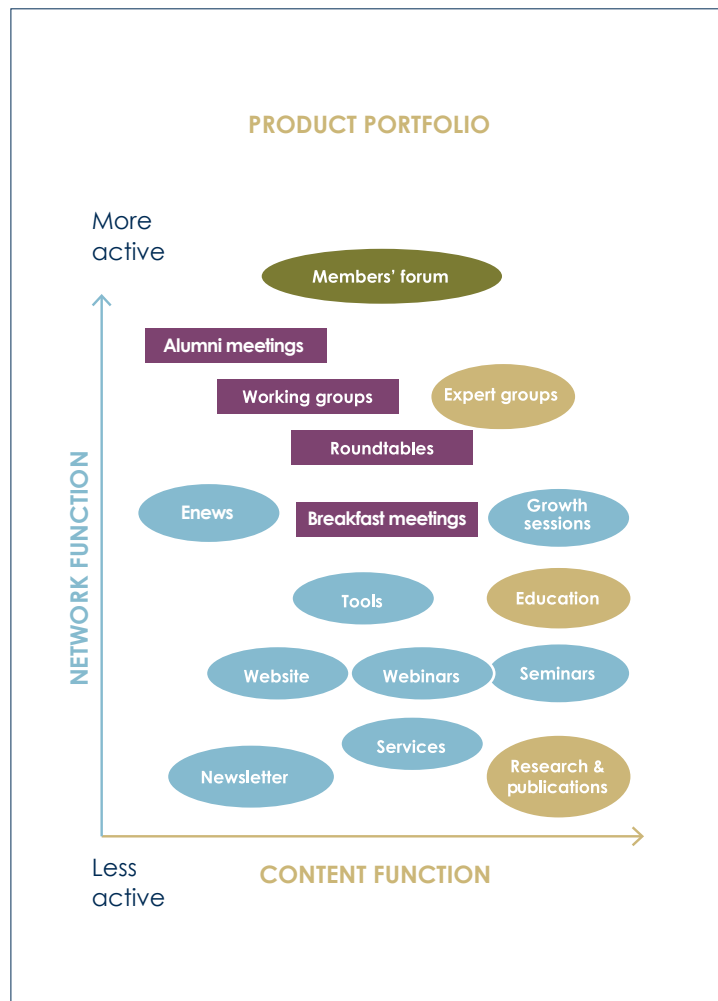
In **2018**, we will continue to offer our members a wide range of activities, including well-established national & regional member fora and seminars, working groups, webinars and roundtables. We are very grateful to the companies who hosted one of these activities in 2017, more specifically Allen&Overy, AON, AIG, Barco, Belfius, BNP Paribas Fortis, Bozar, Deloitte, Euronext Brussels, EY, Gimv, ING, KBC, KBC Securities, KPMG, Linklaters, Maison Ernest Solvay, Milcobel, NBB, Pollet, VBO-FEB & Vlerick. Their collaboration enables us to offer numerous interesting events free of charge! We also organised webinars; such as 'Board evaluation: how to improve the effectiveness of your board?' and will continue to do so in 2018.

We will also continue to combine a number of well-appreciated member activities with new themes and events. You can already mark October 24, 2018 in your agenda for the 'Dag van de Bestuurder / Journée de l'Administrateur'.

We will continue to organise the New Members Event where we gladly welcome and meet our new individual and corporate members; as well as the exclusive CEO & Chairmen's Platforms for corporate members.

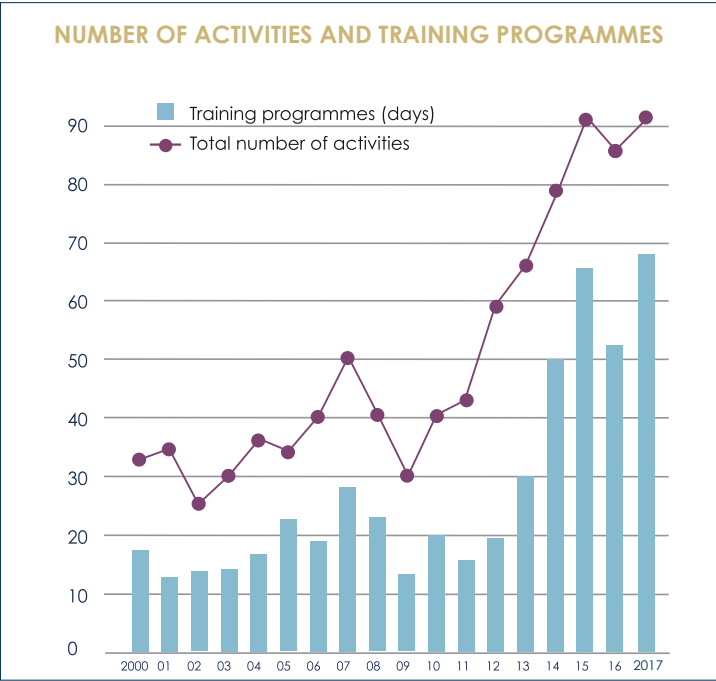
In **2017**, the Chairmen's Platform took place on June 21, 2018 at BARCO, hosted by Charles Beauduin. This platform offers a unique opportunity to exchange experiences on governance related issues. Discussions with peer Chairmen take place in an informal setting and on a confidential basis.

Check out our upcoming training programmes and activities on guberna.be



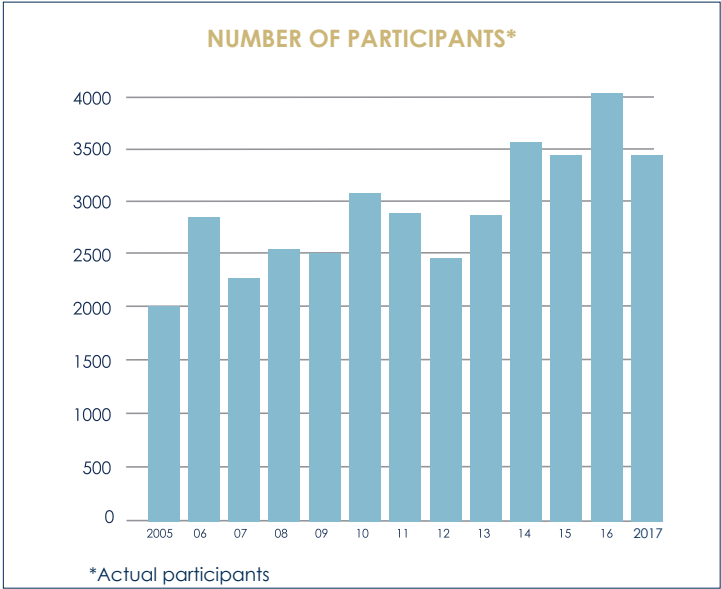
ALUMNI

We are very pleased that we can rely on an active and dynamic alumni network to organise specific alumni gatherings focussing on the individual director! Up to today, 1495 Alumni followed one or more long-term course(s). This significant increase is due to the larger number of courses that are being organised. We are proud to say that 584 participants obtained a certificate and/or title. In **2017**, we count 74 'GUBERNA certified directors': these persons are member of GUBERNA, have followed the entire education trajectory and committed themselves to permanent education.



In 2017, our alumni have been very active. They organised an event on GDPR in collaboration with Linklaters and hosted the yearly Alumni Day in collaboration with Aon & AIG. To enable the alumni to exchange content and connect with each other, they launched the brand new 'Alumni Talk' on LinkedIn. Stay tuned also for the Alumni NextGen Project (with partner Diligent Boards Limited) which will put some of our alumni in the spotlights in 2018.

Finally, we collaborated with our alumni on European governance projects and set up dedicated task forces to develop the alumni organisation. In **2018**, the Alumni Day will again be combined with a strategic session with the General Alumni Assembly.



A detailed close-up photograph of a mechanical watch movement. The image shows several interlocking metal gears of various sizes, some with decorative cutouts. A black metal lever or arm is positioned across the gears. In the background, a portion of a white watch dial is visible, featuring black Arabic numerals (3, 4, 5) and a small seconds sub-dial. The lighting is bright, highlighting the metallic textures and the precision of the mechanical components.

GUBERNA AS A FACILITATOR

The development of tools for directors and governance services for our individual and corporate members facilitate the professionalization and effectiveness of directors individually and boards of directors as a whole.

NEW PUBLICATIONS

The following studies and reports have been published in 2017 and are available on guberna.be

- Governance Charter for directors in the public sector
- Reflection note on the role and governance of intercommunales
- Study on Compliance with the 2009 Belgian Code on Corporate Governance (financial year 2015)

NEW TOOLS

All work needs to be compensated! With this in mind, corporate governance codes recommend that companies pay their non-executive directors. However, it is not easy for companies to determine the fair remuneration of their directors. To support our members, we developed the following 2 tools in **2017**:

- Study on the remuneration of non-executive directors in Belgian listed companies
- Study on the remuneration of non-executive directors in Belgian non-listed companies

We plan to launch the following online tools in **2018**:

GUBERNA GPS (Governance Positioning Scan)

Can governance add value to my company? Am I ready to implement an active board with external directors, or do I rather prefer an advisory board? Am I ready to invest in good governance?

To help owners, directors and managers answer questions related to their attitude towards corporate governance and the potential added value of governance, GUBERNA developed the GUBERNA GPS which has been validated in 2017 based on initial tests with GUBERNA members. We aim to launch a full-blown online tool by the end of 2018.

Toolkit for self-assessment of board of directors – updated online tool coming soon

We reviewed the web-based toolkit for self-evaluation from a content perspective, in order to offer an updated and simplified tool for boards of directors of SMEs. This tool will allow them to auto-evaluate the functioning of their board of directors by means of an online tool.

Above tools & publications are available only for members upon request: info@guberna.be

SERVICES TO PROFESSIONALISE THE WORKING OF YOUR BOARD OF DIRECTORS

Board evaluations

GUBERNA offers tailor-made support in the evaluation exercise of board of directors, having developed its own unique methodology to assess boards. This methodology is based on academic research and the vision of experienced field experts. More and more companies rely on GUBERNA for the evaluation of their board and take advantage of the recommendations to enhance the added value of their board.

Tailor-made services

GUBERNA can assist companies with the review of charters, internal rules, codes of conduct, etc. We can also organise in-company trainings and in-depth, tailor-made courses.

Remuneration benchmarking

It goes without saying that all work deserves to be remunerated. However, determining the correct and fair remuneration of non-executive directors is not an easy task. GUBERNA's remuneration benchmarking services are designed to support organisations in developing an adequate and fair remuneration policy for non-executive directors, aligned to the specificities of the organisation. This service is available for all types of organisations, listed as well as unlisted, active in all kind of sectors, upon condition of a GUBERNA corporate membership.

D&O Insurance

Thanks to the partnership with AIG, GUBERNA members benefit from a free (limited) legal support insurance related to their director liability. For alumni the insurance cover is double compared to the one for non-alumni.

Board vacancies

To support companies that are searching for new directors, GUBERNA offers the possibility to distribute open board mandates within its member network. This service is free of charge and we can additionally advise on how to (best) present a board mandate vacancy. The vacancies for director mandates are however only available for GUBERNA members.

In **2017**, GUBERNA dispatched 42 board mandate vacancies for listed or non-listed companies, family enterprises, public and non-profit organisations as well as vacancies for 'Advisory Councils'.

The feedback we received from the companies that used this service was very positive. Most of them point out the quality of the candidate profiles and the search process.

'Like many organisations in the social economy, Werkmmaat vzw grew strongly in the past years. However, our organisation lacked the expertise needed to guide it in the right direction. Above all, we lacked contact with companies from the regular sector. The support of Socres and the GUBERNA network enabled us to strengthen our Board of Directors with 2 board members who brought with them a very broad experience as company director. We therefore look back positively on the support we received from Socres and GUBERNA.'

Erwin Lauriks
Werkmmaat vzw



'Thanks to the support of Socres, GUBERNA and Toolbox, Kringwinkel Hageland was able to enrich its Board of Directors with years of experience as well as refreshing inspiration, bringing innovation and arming our organisation to meet the challenges of the future.'

Paul Stessens, Directeur
De Kringwinkel Hageland vzw

A woman is shown in silhouette, drawing a bow. She is positioned on the left side of the frame, facing right. Her hair is tied back in a ponytail. The background is a bright sunset or sunrise, with the sun low on the horizon, creating a strong lens flare and illuminating the scene with a warm, golden light. The sky is a mix of orange and yellow, with some clouds visible. The overall mood is serene and powerful.

GUBERNA AS A GATEKEEPER

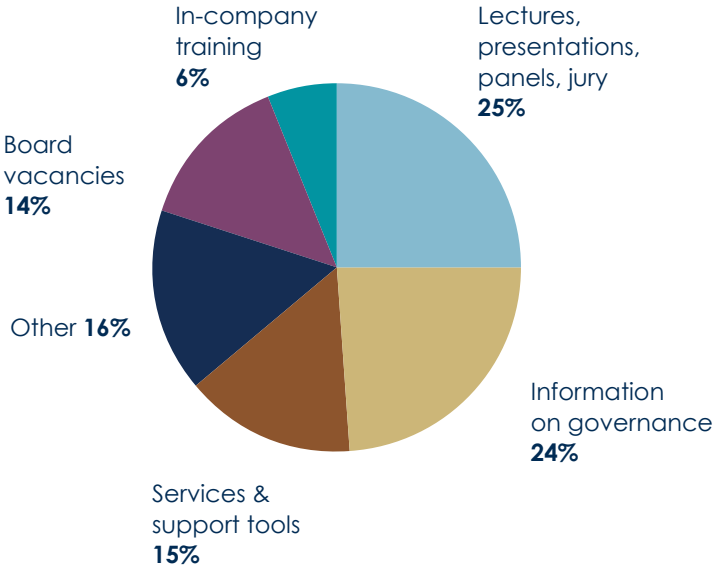
As part of its mission, GUBERNA wants to keep you informed on all relevant governance developments on a national, European and international level.

GUBERNA ANSWERS YOUR QUESTIONS

In line with its ambition of thought leadership, GUBERNA devotes special attention to all requests for support, detailed governance guidelines or specific information. In 2017 we received and treated 281 questions from members and non-members, originating from economic and academic sources, the press, etc.

We are very proud to see that our impact is continuously growing, both in the private, public and social sector. Examples are the increasing number of requests we receive to support and act as sounding board in the development and professionalisation of governance; our growing role in the search for motivated future board members; as well as the high interest for our education offering. Last but not least, we are proud of the notoriety and the impact we have on the development of governance recommendations and rules.

The following types of questions reached us:



As a member, you have your personal space 'My GUBERNA' on guberna.be, which gives you access to additional information, tools, services and interesting literature.

GUBERNA AS A MEMBER NETWORK



A strong network of both individual and corporate members supports GUBERNA. We want to take this opportunity to thank them for their trust and support.

As part of its mission, GUBERNA wants to facilitate the exchange of experiences between its members and the broader governance actors.

In **2017**, we gave particular attention to the evaluation of existing exchange partnerships and the possibility to create new bridges, broaden the horizon towards other professional organisations – like the agreement signed with the Belgian Venture Capital Association & Private Equity Association (BVA) or the collaboration with Toolbox vzw to dispatch vacancies for social profit organisations. Some others are in a finalisation phase.

Twice a year we invite our new members to a welcoming event where they can meet the team and learn more about what GUBERNA can offer them.

As to the corporate members, we further developed proactive retention management based on personal evaluation talks to align expectations and update contacts.

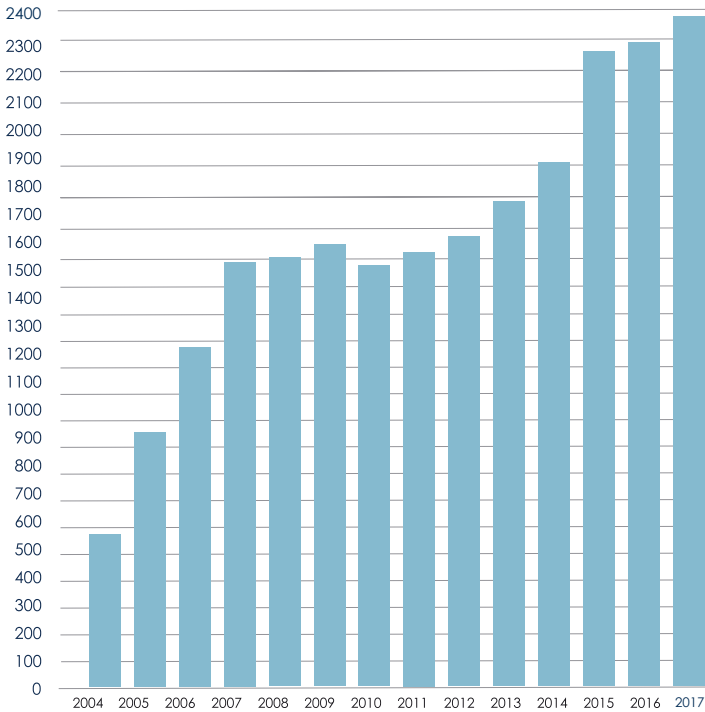
In **2018**, we will reinforce our efforts at different levels:

- New corporate brochure and new website
- Review and update of our membership packages based on the feedback of the different segments and the needs of the different target groups. This review will include the positioning of our services which are more and more solicited.
- In line with our strategy of creating impact, we will further fine-tune our strategic approach towards other organisations working with audiences we are interested in (new & collaborative economy/technology, startups/scale-ups, fin-tech, biotech, young enterprises, next gen directors/leaders etc.)
- Launch of a series of communication campaigns to different target groups putting our membership, services and products into the picture.

The increase we see both in the number of members and questions which are asked, encourages us to continue on the chosen track.

With 2.370 members (versus 2.206 in 2016), our member base continues to grow, both corporate and individual members.

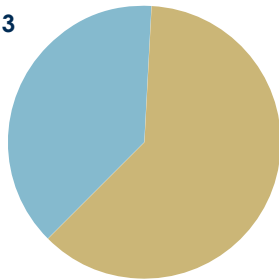
HISTORICAL EVOLUTION IN THE NUMBER OF MEMBERS



AFFILIATION TO GUBERNA THROUGH CORPORATE OR INDIVIDUAL MEMBERSHIP

Structure of memberships

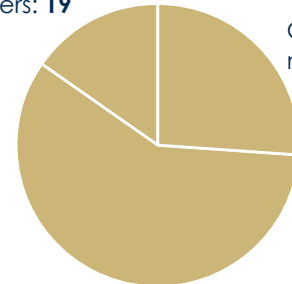
Individual
memberships: **913**



Representative
through
corporate
memberships: **1457**

Number of corporate memberships

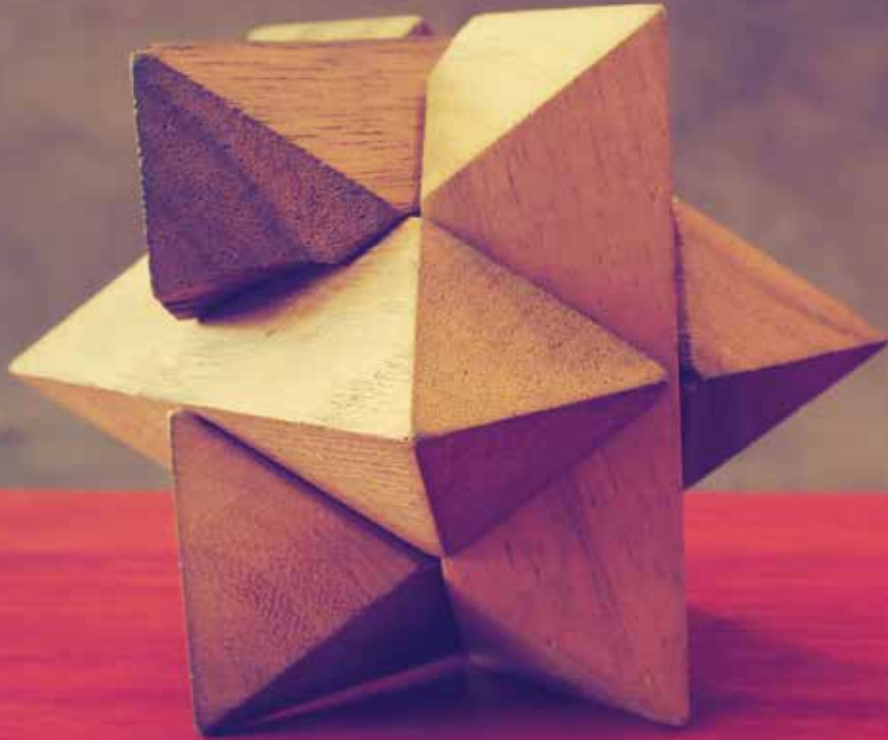
Corporate and
Research partners: **19**

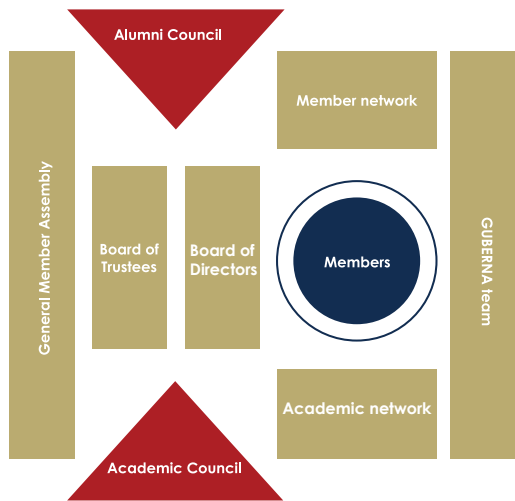


Collective
members: **33**

Institutional
members: **74**

GUBERNA AS A PROFESSIONAL ORGANISATION





CORPORATE BODIES AND ADVISORY COMMITTEES

The GUBERNA Board of Directors can rely on three advisory bodies: the Board of Trustees, the Academic Council and the Alumni Council. As a governance institute, we want to 'walk our talk': all GUBERNA governance bodies are regularly reviewing their composition and functioning.

Under the Chairmanship of Gaëtan Hannecart, the **Board of Directors** has been working hard to update and fine-tune the GUBERNA strategy. Next to the regular board meetings, the Board of Directors gathered in spring for a two-day strategic conclave. With the help of a professional recruitment agency, the Board started the process to look for a qualified successor for the Executive Director and co-founder of the Institute, Lutgart Van den Berghe.

Under the Chairmanship of Luc Bertrand, the **Board of Trustees** gathered for its yearly meeting in October to reflect on the expected changes in corporate law and the Belgian Code on Corporate Governance for listed companies.

Under the Chairwomanship of Sandra Gobert, the **Alumni Council** gathers four times a year to reflect on the GUBERNA education offer and the functioning of the alumni network of GUBERNA.

GUBERNA is assisted by the **Academic Council**, functioning as a sounding board and composed of academics who are active in specific disciplines of governance research and teaching in Belgium. You can consult the composition of the advisory bodies on GUBERNA.be

GUBERNA MEMBERS AND SMART PARTNERSHIPS

For its development, GUBERNA relies on four types of support and partnerships. Besides its own team and governance bodies, GUBERNA increasingly relies on its member network as its 'raison d'être', its privileged research laboratory, as well as an important funding source. GUBERNA is very grateful to its institutional partners and members* for their continuous support and input, and to all of its individual members for their increasing involvement in the development of our activities and support tools. The growing interest in governance from so many diverse horizons necessitates GUBERNA to develop numerous smart partnerships with other organisations. For each focused segment, GUBERNA wants to develop a tailored governance approach in close collaboration with organisations that operate as segment specialist.

* The complete list can be consulted on GUBERNA.be

GUBERNA TEAM

The dedicated & enthusiastic GUBERNA team- every day at your service

EXECUTIVE DIRECTOR



Lutfgart Van den Bergh
lutfgart.vandenbergh@guberna.be

MEMBERS OF THE MANAGEMENT COMMITTEE



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Liesbeth De Ridder
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We want to take this opportunity to thank Francis Denoo, Sibylle du Bus, Olivier Van der Brempt and Veerle Van Holsbeek who left us in the course of 2017 to pursue other career opportunities.

BOARD OF DIRECTORS



Gaïtan Hannecart
Chairman Board of Directors
Mafexi Group - Managing Director



Pierre-Olivier Beckers*
Honorary CEO Delhaze Group
Director D'Ieteren and BOIC



Alexia Bertrand
Ackermans & van Haaren
Director



Nicolas Boël
Solvay
Chairman Board of Directors



Olivier Chapelle
Recitcel
CEO



Bruno Colmant*
Bank Degrool Petercam
Member of the Executive Committee



Marion Debruyne
Verick Business School
Dean



Pierre De Muelenaere
Proximus
Director



Chantal De Vrieze
Altran Belgium
Chief Executive Officer



Xavier Dieux*
Willkie Farr & Gallagher
Partner, Lawyer



Paul Dujardin
BOZAR
CEO



Sandra Gobert
Char Alumni Council
SUB ROSA LEGAL
Managing Partner



Philippe Haspeslagh
ARDO
Chairman Board of Directors



Dominique Moorkens*
Alcoba
Honorary Chairman of the Board



Duco Sickinghe
Fortino Capital
Managing Partner



Michèle Sioen
Sioen Industries
CEO



Lutgart Van den Bergh
GUBERNA
Executive Director



Philippe Vlerick*
Vlerick Group
CEO



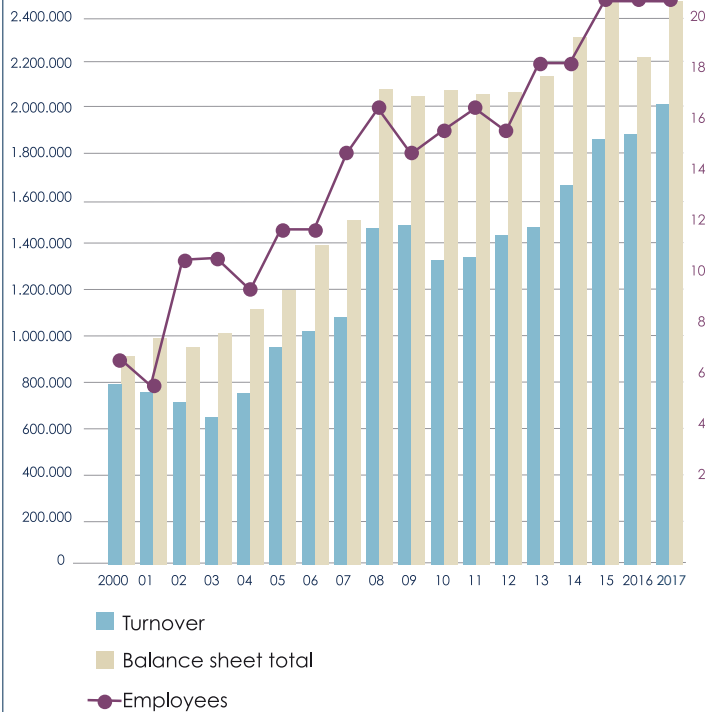
Luc Bertrand
Chairman Board of Trustees
Ackermans & van Haaren
Chairman Board of Directors

* Until the General Assembly March 2018

FINANCIAL RESULTS

	Accounts 2016	Accounts 2017	delta 2016- 2017
TOTAL OPERATIONAL INCOME	1.943.888	2.021.514	4%
TOTAL OPERATIONAL EXPENSES	1.940.806	1.882.707	-3%
OPERATIONAL RESULTS	3.082	138.807	4404%
NET RESULT	6.145	142.042	2212%

TURNOVER BALANCE SHEET TOTAL NUMBER OF EMPLOYEES



RESULT RETAINED EARNINGS



10 reasons to be a member



GUBERNA

INSTITUUT VOOR BESTUURDERS

INSTITUT DES ADMINISTRATEURS

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9000 Gent

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Bergstraat 30- 34 Rue de la Montagne
1000 Brussel/ Bruxelles

T. +32 (0)2 518 18 00 • F. +32 (0)2 514 32 82

info@guberna.be • www.guberna.be

- 1 You are continuously **informed** on governance in all its dimensions and for all types of organisations.
- 2 You join **a large network of directors** where you meet peers and exchange relevant experiences; you participate to numerous activities such as forums, company visits, roundtables, seminars and discussion groups.
- 3 You keep yourself up-to-date by following our courses for directors and can obtain the title **GUBERNA Certified Director**.
- 4 You use our **services** to professionalise your Board of Directors.
- 5 You receive useful **instruments and tools** that help you put your governance into practice.
- 6 You stay up-to-date on **research results** on governance.
- 7 You have a professional, **dedicated team** at your service.
- 8 You can **make your voice** heard and contribute to a professional and recognised organisation.
- 9 You receive our **publications** and have exclusive access to additional information and a personal space 'My GUBERNA'.
- 10 You stay up-to-date on **governance evolutions in Europe and abroad**.