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

Université Rennes 2

LiRIS

Scoil an Dlí | School of Law

Research Seminar

Sustainability Duties for Directors
The way forward?

Monday 8th December 2025

9:00 a.m. - 12:00 p.m.

Venue : Maharry Theatre B125, Trinity Business School, Trinity College Dublin

Organised by

The School of Law, Trinity College Dublin (Corporate Law, Governance and Capital Markets Research Group)

Institut universitaire de France (IUF) and Rennes 2 University (LiRIS)

IUF institut universitaire de France

Sustainability Duties for Directors
The way forward?

About

The School of Law, Trinity College Dublin, in collaboration with Institut universitaire de France (IUF) and Rennes 2 University, is pleased to invite you to the research seminar, "Sustainability Duties for Directors: The Way Forward?"

This event will explore the rapidly evolving legal landscape of corporate sustainability. As new EU and global regulations emerge, company directors face unprecedented responsibilities regarding climate impact, human rights, and financial reporting. This seminar will bring together leading international academics and senior industry experts to analyse these complex challenges and discuss the future of corporate accountability.

Organized by
Catherine Malecki, Professor of Law, Rennes 2 University and IUF
Anne-Laure Le Nadant, Professor of Management, Rennes 2 University
Blanaid Clarke, McCann FitzGerald Chair of Corporate Law, School of Law, TCD
Félix Mezzanotte, Assistant Professor, School of Law, TCD

The organisers would like to express their gratitude to the Business School, Trinity College Dublin for hosting this event.

PROGRAMME

8.45 - 9.00 a.m. Registration

9.00 - 9.05 a.m. Introductory Remarks

Professor Blanaid Clarke, McCann FitzGerald Chair of Corporate Law, School of Law Trinity College Dublin

9.05 - 9.30 a.m. *"Fiduciary Duty And Corporate Externalities: Rethinking Directors' Climate Obligations"*

Ernest Lim, Professor of Law and Vice Dean at the Faculty of Law, National University of Singapore (NUS)

9.30 - 9.50 a.m. *"Double Materiality, Discretion and the Quality of Reports: A Need to Monitor Materiality Determinations?"*

Félix Mezzanotte, Assistant Professor and Director of the MSc Law and Finance Programme, School of Law, Trinity College Dublin

9.50 - 10.10 a.m. *"Disclosure of (Sustainability) Strategies and Business Judgement: Sunlight as a Limitation?"*

Florian Möslein, Professor of Law, Marburg University, Germany

10.10 - 10.30 a.m. *"Directors' Duties: European and French Perspectives in light of the EU Omnibus Package"*

Catherine Malecki, Professor of Law, Rennes 2 University and IUF

10.30 - 10.50 a.m. Coffee Break

10.50 - 11:10 a.m. *"The Future of Due Diligence Duties: Liability, Risk Management or Reflexivity?"*

John Quinn, Assistant Professor of Law, Dublin City University

Programme

11.10 - 11.50 a.m.

Discussion Panel: Stakeholders' Perspectives on Directors' Duties and Responsibilities in the Context of Sustainability

Moderator: Professor Blanaid Clarke, McCann FitzGerald Chair of Corporate Law, School of Law Trinity College Dublin

Evie Clarke, Coordinator of the Irish Coalition for Business and Human Rights
Martina Kelly, Director of Funds, Institute of Bankers
Ernest Lim, Professor of Law and Vice Dean at the Faculty of Law, National University of Singapore
Eamon O'Cuiv, Partner, McCann FitzGerald, Dublin
Rachel Widdis, Adjunct Assistant Professor, School of Law, Trinity College Dublin and advisor on corporate sustainability

11.50 - 12.00 p.m.

Concluding Remarks

Professor Catherine Malecki, Rennes 2 University and Institut universitaire de France (IUF) & **Professor Anne-Laure Le Nadant**, Rennes 2 University and Institut universitaire de France (IUF)

There are a limited number of places available to attend this conference in-person. Places are allocated on a first-come, first-served basis.
Book now to secure your place, if you would like to attend this conference **in-person**, please register here:
Sustainability: Directors Duties and Responsibilities

If you would like to attend **online** through **Zoom**, please register here.

General enquiries or difficulties with those forms should be directed to lawevent@tcd.ie or to 018962772.

Discover the event on our webpage by clicking the link below or by scanning the QR code:
https://www.tcd.ie/law/news-events/ResearchSeminar-SustainabilityDuties.php

Abstracts

Professor Ernest Lim (National University of Singapore)

"Fiduciary Duty And Corporate Externalities: Rethinking Directors' Climate Obligations"

This presentation explores the external dimension of directors' duties—whether directors may address climate impacts and other externalities even absent shareholder financial benefits—in contrast to the shareholder-value focus. Its significance stems from universal investors, the EU due-diligence regime, and high-emitting SOEs. I examine three arguments: UK nature clauses are constrained by shareholder primacy; US shareholder-preference claims are undermined by financially driven activism; and SOE directors' duties can align with state ownership (as shown in China).

Professor Félix Mezzanotte (Trinity College Dublin)

"Double Materiality, Discretion and the Quality of Reports: A Need to Monitor Materiality Determinations?"

The double materiality assessment has become the bedrock of corporate sustainability reporting under the CSRD and ESRS. However, the extent to which this assessment delivers quality sustainability-related information disclosures remains unclear. More particularly, little is known as to whether the exercise of discretion by preparers in the materiality assessment enables or, instead, curtails the relevance and the credibility of information disclosures. This presentation yields new insights into this question. Evidence shows arguments for (cost savings and flexibility) and against (problems of implementation, data standardisation and trustworthiness) the adoption of materiality-based reporting. All in all, findings stress the importance of monitoring discretionary decision-making in the double materiality assessment.

Professor Florian Möslein (Marburg University)

"Disclosure of (Sustainability) Strategies and Business Judgement: Sunlight as a Limitation?"

The presentation explores the disclosure of (sustainability) strategies as an emerging interface between corporate governance, sustainability goals, and market regulation. It argues that legal duties to disclose strategic plans serve not merely to inform investors and other stakeholders, but also to structure managerial discretion and to discipline corporate decision-making. By analysing the functional and doctrinal features of strategy disclosure across different areas of German and European law, the presentation explores its dual role as an instrument of market transparency and as a mechanism of internal governance. It ultimately asks whether the demand for "sunlight" – transparency – may also operate as a limitation on entrepreneurial judgment and strategic adaptability.

Professor Catherine Malecki (Rennes 2 University and IUF)

“Directors’ Duties: European and French Perspectives in light of the EU Omnibus Package”

Achieving the net zero carbon by 2050 (is it still possible?) has sparked a great transatlantic Doctrinal Debate regarding the “new” Corporate Climate duties. Despite the removal of article 25 of the CSRD and while awaiting the EU Omnibus Package, climate transition plans will be the focus of attention for certain highly active stakeholders (e.g. NGOs) for whom GHG reduction will never be enough. How will boards deal with pressure from stakeholders? How can they be made more accountable or even responsible? This is the question that the recent Stop the Clock directive only addresses for a very limited time…

Professor John Quinn (Dublin City University)

“The Future of Due Diligence Duties: Liability, Risk Management or Reflexivity?”

The EU’s Corporate Sustainability Due Diligence Directive (CSDDD) is a landmark piece of legislation in the pursuit of accountability in transnational supply chains. It is based on concepts drawn from across company law, tort law, business and human rights, climate change and risk management. This paper argues that this conceptual mix obfuscated the Directive’s fundamental objective and bolstered arguments for simplification and the Omnibus reforms, which, if enacted, will greatly reduce the CSDDD’s impact. This paper aims to untangle the concepts used in the CSDDD and argues for a narrower approach to due diligence duties.

Speakers' biographies

Blanaid Clarke (Trinity College Dublin)

Blanaid Clarke holds the McCann FitzGerald Chair in Corporate Law in Trinity College Dublin. Her research interests include company law, governance (corporate governance, fund governance and central bank governance), ethics and takeover law. Her doctoral degree from the University of Manchester was in the field of takeover regulation and she has a Masters in Business Studies (Banking & Finance) from UCD as well as undergraduate degrees in Law. She is Deputy Chair of the Irish Banking Culture Board, Chair of the Irish Corporate Governance Code Advisory Panel, the Irish representative on the OECD's Corporate Governance Committee and a Vice President of the Academic Board of the European Banking Institute. Previously, she was a member of ESMA's Securities Markets Stakeholder Group and the European Commission's Informal Expert Group on Company Law.

Evie Clarke, Policy Coordinator · Irish Coalition for Business & Human Rights

Evie Clarke is the Coordinator of the Irish Coalition for Business and Human Rights (ICBHR), a network of civil society organisations, trade unions and academics working on corporate justice in Ireland. She leads the Coalition's policy and advocacy work, pushing for legislation that ensures businesses respect human rights and environmental standards throughout their global value chains and improves access to justice for those impacted by corporate abuse. Evie brings expertise in human rights and environmental due diligence and is a key voice in Ireland's response to emerging corporate justice laws, including the Corporate Sustainability Due Diligence Directive.

Martina Kelly, Director of Funds, Institute of Bankers

Martina Kelly is Director of Funds at IOB having previously been Head of Markets Policy Division within the Central Bank of Ireland with responsibility for the formulation of policy in relation to investment funds, investment firms, markets and market infrastructure. She is a non-executive director of Northern Trust Fiduciary Services (Ireland) Limited.

Ernest Lim (National University of Singapore)

Ernest Lim holds the inaugural Chan Sek Keong Chair in Private Law at the National University of Singapore (NUS), where he also serves as Vice Dean and Co-Director of the Centre for Technology, Robotics, AI & the Law. He received his DPhil (PhD) and BCL from the University of Oxford, LLM from Harvard Law School and LLB from NUS. His research expertise in comparative corporate law and governance, as well as other areas of private law, focuses on global challenges such as sustainability and artificial intelligence.

Félix Mezzanotte (Trinity College Dublin)

Félix Mezzanotte acts as assistant professor at the School of Law, Trinity College Dublin. He is also the Director of the MSc in Law and Finance Programme jointly managed by the Trinity Law School and Trinity Business School. His research lies at the intersection of law, sustainability and finance with focus on investor protection and information disclosure problems. His work has been widely published in highly regarded law journals. Félix has collected vast international experience holding academic positions at the Faculty of Business of the Hong Kong Polytechnic University for almost a decade, performing as policy advisor for the World Bank in Washington DC for several years, and conducting research for the Centre for Competition Policy, University of East Anglia, Norwich (UK). As visiting scholar, he completed research projects at Columbia Law School, Melbourne Law School, Koguan Law School (Shanghai Jiao Tong University) and the Peter Allard School of Law, University of British Columbia.

Florian Möslein (Marburg University)

Florian Möslein is a Professor of Civil Law, German and European Business Law at the Philipps Universität Marburg (Germany), and founding Director of its Institute for the Law of Digitalisation (IRDi). He holds an LL.M. in International Business Law from University College London and a doctorate (Dr. jur.) from the University of Hamburg. His research expertise encompasses corporate governance, takeovers and mergers, capital markets regulation, digitalisation, FinTech and artificial intelligence in a comparative European context.

Anne-Laure Le Nadant (Rennes 2 University)

Anne-Laure Le Nadant is Professor of Management Sciences at Rennes 2 University (France), where she also serves as Co-lead of Axis 2 of LiRIS research centre (Interdisciplinary Laboratory for Research in Societal Innovations). She obtained her PhD in Management Sciences (University of Rennes) and her HDR (Habilitation Thesis to supervise Academic Research) (University of Caen Normandy). Her research expertise lies in corporate finance, corporate governance, private equity (LBOs), innovation and franchise networks—particularly in relation to performance and strategic change.

Catherine Malecki (Rennes 2 University and IUF)

Catherine Malecki is a Professor of Private Law at Rennes 2 University (France) and a member of the LiRIS research centre (Interdisciplinary Laboratory for Research in Societal Innovations) where she also serves as Co-lead of Axis 2 of the centre of research. She is a Member of the Institute Universitaire de France (IUF). She obtained a PhD in Private Law from Paris I Pantheon-Sorbonne University. Her main research themes are business law (corporate governance, corporate social responsibility, sustainable finance), comparative business law (English-speaking countries), sustainable and climate finance. Her book "Corporate Social Responsibility Perspectives for Sustainable Corporate Governance" (Elgar Edward Publishing 2018) offers a big picture on CRS and sustainable corporate governance.

Éamon Ó Cuív, Partner McCann FitzGerald

Éamon Ó Cuív has undergraduate and postgraduate degrees in Law from University College Dublin and is a qualified solicitor and partner in McCann FitzGerald. He is a recognised expert on sustainable finance and has been a lead adviser on many of the key landmark green and sustainable finance initiatives in Ireland including the issuance of Ireland's first Green Bond in 2018. He also advises clients on new EU laws relating to sustainability reporting and other disclosure obligations. Éamon chairs McCann FitzGerald's Responsible Business Committee.

John Quinn (Dublin City University)

John Quinn is an assistant professor of corporate law at Dublin City University. His recent work focuses on corporate sustainability and supply chain liability. His book on these topics - The Societal Company: Sustainability, Shareholder Value and European Company Law - was published by Hart in November 2025.

Rachel Widdis, Adjunct Assistant Professor, School of Law, Trinity College Dublin and advisor on corporate sustainability

Rachel Widdis is an Adjunct Assistant Professor, School of Law, Trinity College Dublin where she lectures on Business and Human Rights. She is an advisor to large companies on implementing corporate sustainability due diligence programmes and practices and the Expert for Ireland on the EU Fundamental Rights Agency research into 'Corporate Sustainability and Due Diligence', investigating practices and challenges across 11 EU Member States. Rachel has an undergraduate and a doctoral degree in Law from Trinity College Dublin and a Master in Business Studies from University College Dublin.