

## Corporate governance director development 'menu'

### Overview

Different organisations have different development requirements at board level, depending on the experience of their directors, their particular sector and their operating environment. To help narrow-down the content of a training course / workshop, a menu of modules has been developed which covers all the key issues:

### Menu

#### PART I: INTRODUCTION TO CORPORATE GOVERNANCE

- Module 1: Corporate governance
- Module 2: The business case for corporate governance
- Module 3: Disclosure and transparency
- Module 4: The role of shareowners and stakeholders

#### PART II: THE BOARD

- Module 5: Board role, directors' duties and liabilities
- Module 6: The effective board: composition and structure
- Module 7: Board practices
- Module 8: Board procedures

#### PART III: STRATEGIC LEADERSHIP

- Module 9: The governance of strategy
- Module 10: Evaluating strategy delivery and executive directors performance
- Module 11: The governance of risk
- Module 12: Corporate responsibility

#### PART IV: FINANCIAL STEWARDSHIP AND ACCOUNTABILITY

- Module 13: Financial oversight
- Module 14: Reporting
- Module 15: Corporate finance
- Module 16: The control environment

#### PART V: Leading, planning, improvement

- Module 17: Leading, planning, improvement

An outline of each module is given below.

### Training objectives

Whatever your training objectives, taking this flexible menu of optional modules as a starting point will ensure a programme that is as closely tailored to your particular needs as possible.

### Audience

All board members (ie, including non-executive directors, chairmen, managing directors and other board members).

### Format

Totally flexible. The modules have all been developed as three-hour sessions, but elements from each can be put together to create the course you want: simply indicate the topics of most interest

and we will devise a programme accordingly. And if there is anything we have not listed, let us know and we will develop a module just for you.

### **The expert trainer**

Chris is the Chief Executive Officer of a specialist corporate governance consultancy. He is a director on a number of boards in the UK and overseas. He is internationally renowned for his work with policy makers, directors and boards in Europe, Asia, Africa, the US and South America. Recent projects that he has led include:

- Directing and chairing Global Governance Leadership Programmes for the World Bank in Africa and South Asia
- International corporate governance consultancy projects for the Center for International Private Enterprise (CIPE) in Russia, Philippines and Colombia
- Chairing corporate governance code workshops for the Middle East and North Africa for the Global Corporate Governance Forum.

Prior to becoming CEO, he was the Director of Professional Standards and Professional Development at the Institute of Directors (IoD) in the UK. He has also held senior management positions in the Overseas Development Administration, British Airways and Leeds Business School.

Chris has written extensively on director and board development issues and regularly speaks at international conferences. His publications include:

- *Directing your Business*
- *Managing Corporate Relations*
- *The Effective Director: an essential guide to director and board development*
- *Building Director Training Organisations Toolkit*
- *The Handbook of International Corporate Governance*
- *Developing Corporate Governance Codes of Best Practice*

His qualifications include an Economics degree, a Post Graduate Certificate in Education, a Masters degree in Science, a Masters degree in Philosophy and an MBA. He is a Chartered Company Secretary and Administrator, an Executive Fellow of Henley Management College, a Visiting Fellow at Cranfield Management School and a Fellow of the Royal Society of Arts.

### **Menu**

*Note: the content of each module as shown here is purely indicative and can be adapted to suit your particular requirements.*

## **PART I: INTRODUCTION TO CORPORATE GOVERNANCE**

### **Module 1: Corporate governance**

- Defining corporate governance
- OECD corporate governance principles
- Elements of corporate governance
- Interests of shareowners, directors, and managers

### **Module 2: The business case for corporate governance**

- Corporate governance system
- Articles of Association
- Board's charter
- Company policies and procedures
- Business case for corporate governance
- Code of ethics and values

### **Module 3: Disclosure and transparency**

- Benefits of disclosures and transparency

- Financial and non-financial information disclosures
- Insider trading
- Related-party transactions

#### **Module 4: The role of shareowners and stakeholders**

- Shareowner rights and agreements
- Shareownership issues
  - Concentration
  - Pyramids
  - Family companies
- Protecting minority shareowners' interests
- Investor questions
- Stakeholder mapping

### **PART II: THE BOARD**

#### **Module 5: Board role, directors' duties and liabilities**

- Board role, responsibilities
- Board classification systems
- Managing *versus* directing
- Key dilemmas facing directors
- Types of director, chairman, CEO
- Directors' rights, duties, liabilities
- Chairman / CEO role separation

#### **Module 6: The effective board: composition and structure**

- The balanced board
- Board size
- Director leadership attributes
- Director selection, appointment and agreements
- Succession planning
- Board committees
- Non executive directors' remuneration

#### **Module 7: Board practices**

- Meeting preparation
- Conducting meetings
- Follow-up and in-between meetings
- Board member roles and responsibilities

#### **Module 8: Board procedures**

- Dysfunctional board's characteristics
- Board conflicts and disagreements
- Confidential information
- Non-disclosure of a conflict of interest
- Non-disclosure of a related-party transaction
- Removal of a director, the CEO, and chairman
- Improving the effectiveness of board meeting procedures
- Board evaluation

### **PART III: STRATEGIC LEADERSHIP**

#### **Module 9: The governance of strategy**

- Strategic planning and management
- Business environment
- Strategic analysis tools
- Resource capability
- Strategic options

- Boards role in governance of strategy
- Strategy committees

#### **Module 10: Evaluating strategy delivery and executive directors performance**

- Key performance indicators (KPIs)
- Balanced scorecard
- Organisational performance benchmarking
- Corporate dashboards
- Evaluating executive performance
- Remuneration policy
- Remuneration committee best practices
- Executive directors' remuneration
- Remuneration disclosure

#### **Module 11: The governance of risk**

- The nature of risk
- The board's role in risk management
- Identification of risks
- Risk assessment mapping
- Risk response and monitoring
- COSO II framework
- Disaster recovery and business continuity planning
- Communicating risk management policies

#### **Module 12: Corporate responsibility**

- The business case for corporate responsibility
- The board's role in leadership and planning
- Corporate responsibility frameworks
- Corporate responsibility reporting tools
- Corporate responsibility actions

### **PART IV: FINANCIAL STEWARDSHIP AND ACCOUNTABILITY**

#### **Module 13: Financial oversight**

- The role of the CFO
- Accounting policies
- Accounting principles
- Accounting reports
- The board's key accounting information needs
- Types of management accounting reports to the Board
- Financial performance metrics and ratios

#### **Module 14: Reporting**

- The information needs of corporate report users
- Non financial reporting
- The form of enforcement of reporting obligations
- International best practice standards of corporate reporting
- Effective shareholder communications and investor relations
- The principles of responsible investment (PRI)

#### **Module 15: Corporate finance**

- Financing growth
- Capital gearing (debt / equity ratio)
- Funding sources
- Initial public offerings (IPOs)
- Dividend policy
- The weighted average cost of capital
- Price earnings (P/ E) ratios

- Capital decision making
- Financial crisis indicators

**Module 16: The control environment**

- The audit committee
- The external audit
- The internal audit
- Whistle blowing

**PART V: Leading, planning, improvement**

**Module 17: Leading, planning, improvement**

- Leading change
- Corporate governance progression matrices
- Developing an action plan
- Elements of leading change
- Red flags for directors

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