

€ TRAINING

Corporate Governance





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Introduction:

This practical Corporate Governance training program examines current best practice in all aspects of corporate governance, from the new role of board committees and directors' responsibilities and powers, to best implementation of governance in day-to-day activities. You will also discuss the challenges of implementing best-practice corporate governance in emerging markets and will include the specific requirements of banks and financial institutions.

Program Objectives:

At the end of this program the participants will be able to:

- Understand the current state and evolving best practices in corporate governance.
- Implement and embed best practices within their organization or institution.
- Structure board committees, institutional policies, and procedures to meet international requirements and expectations.
- Effectively communicate governance procedures to external stakeholders, including shareholders, governments, and communities.
- Implement governance directives within institutional management and analyze governance practices of other institutions.
- Recognize governance as a competitive advantage and maximize financial benefits from improved corporate governance and procedures.

Targeted Audience:

- Directors & Board Members, and Audit Committee members.
- Company secretaries and governance professionals.
- Corporate counsel.
- Senior company management.
- Investors and fund managers.
- Analysts and Regulators.
- Securities exchange officials, Lawyers & legislators.

Program Outline:

Unit 1:

Foundations of Corporate Governance:

- Understanding Corporate Governance: Definitions, Scope, and Cultural Aspects.
- Differentiating Governance vs. Management and Exploring Regulatory Frameworks.
- Comparing Hard Prescriptive e.g., USA Sarbanes Oxley and Voluntary "Soft" UK Approaches.
- Exploring the Agency Dilemma and Addressing Bribery and Corruption Issues.
- Examining Corporate Governance in Non-listed Companies, Charities, Public Sector, and Emerging Markets.
- Case Study: FIFA - Values, Accountability, and Ethics in Governance.

Unit 2:

Corporate Governance Practices in Listed Companies:

- Ownership Structures and Shareholders' Rights.
- Investor Relations and Insider Trading Regulations.
- Understanding Shareholder Activism and Compliance with Listing Rules.
- Role of the Board in Performance vs. Conformance, Delegated Matters, and Communication with Shareholders.
- Characteristics of an Effective Board: Constitution, Diversity, Protection of Shareholder Rights, and Oversight of Ethical Practices.
- Corporate Social Responsibility, Sustainable Reporting, and Integrated Reporting.

Unit 3:

Leadership in Corporate Governance:

- Role and Characteristics of Non-Executive Directors and Effective Chairmen.
- Understanding Different Styles of Chairmanship and Relationship with the CEO.
- Boards' Role in Strategy Setting, Use of Professional Advisers, and Value Creation.
- Risk Management and Crisis Management for Boards: Frameworks, Responsibilities, and Best Practices.
- Case Study: HBOS - Understanding Risks and Managing Crises.

- Understanding Board Dysfunction: Groupthink, Tone at the Top, and Role of Non-Executive Directors.

Unit 4:

Board Committees and Governance:

- Roles, Responsibilities, and Membership of Audit Committees.
- Enhancing Board Effectiveness and Addressing Board Dysfunction.
- Increased Role of Audit Committees Since the Financial Crisis.
- Identifying Reasons for Board Failures: Games, Power Play, and Importance of Chairman.
- Addressing Groupthink and Setting the Right Tone at the Top.

Unit 5:

Board Evaluation and Continuous Improvement:

- Importance and Process of Board Evaluation: Questionnaires, Regulatory Environment, and Conflict Resolution.
- Stakeholder Engagement and Feedback Mechanisms.
- Working Towards Improvement and Addressing Conflict Issues.
- Enhancing Board Performance in Alignment with Regulatory Requirements.
- Continuous Improvement and Evolution of Corporate Governance Practices.