

International Corporate Governance – Three Day Programme

Introduction

“The concept of corporate governance has been attracting international public attention for quite some time, more especially after the financial crisis of 2008. It has been finding wide acceptance for its relevance and importance to industry and economies. It contributes not only to the efficiency of business enterprises, but also, to the growth and progress of a country's economy.”

Corporate Governance refers to the system by which corporations are directed and controlled. The governance structure specifies the distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders) and specifies the rules and procedures for making decisions in corporate affairs. Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. Governance is a mechanism for monitoring the actions, policies and decisions of corporations. Governance involves the alignment of interests among the stakeholders.

There has been renewed interest in the corporate governance practices of modern corporations, particularly in relation to accountability, since the high-profile collapses of a number of large corporations during 2001–2002, **most of which involved accounting fraud**. Corporate scandals of various forms have maintained public and political interest in the regulation of corporate governance and compliance.

The financial crisis of 2008 revealed severe shortcomings in corporate governance at a regulatory level and at a corporate level. When most needed, existing standards failed to provide the checks and balances that companies need in order to cultivate sound business practices.

Towards better corporate governance: In 2008, the OECD launched an ambitious action plan to develop a set of recommendations for improvements in priority areas such as remuneration, risk management, board practices and the exercise of shareholder rights. These recommendations also address how the implementation of already-agreed standards can be improved.

The case studies we use in this course demonstrates how regulation was circumvented and high risk structures and policies adopted.

Objectives

The objectives of this three day course are to embed the principles of good business governance and to provide an understanding of the following important areas:

Shareholders and Stakeholders

- Stakeholder groups
- Guidance on shareholders' and stakeholders' interests
- Roles of shareholders and stakeholders

The Role of Institutional Investors in Corporate Governance

- Influence of institutional investors
- Stewardship
- Development of guidance on institutional investors' responsibilities
- Private equity and sovereign wealth funds (SWFs)
- Tools of corporate governance
- Corporate governance and corporate performance

Socially Responsible Investment (SRI)

- Strategies for SRI
- Institutional investors' policies
- International guidance
- CSR indices
- Corporate social responsibility (CSR)
- The impact on shareholder value

Directors and Board Structure

- Unitary board versus dual board
- Role, duties, and responsibilities
- Chief executive officer (CEO), chairperson, senior independent director, and company secretary
- Board subcommittees
- Remuneration, nomination, risk, and ethics committees
- Non-executive directors
- Director evaluation
- Succession planning
- Board diversity

Directors' Performance and Remuneration

- The directors' remuneration debate
- Key elements of directors' remuneration
- Role of the remuneration committee and remuneration consultants
- Performance measures
- Remuneration of non-executive directors
- Disclosure of directors' remuneration
- International guidance on executive remuneration
- 'Say on pay'

Corporate Governance is about helping to prevent corporate scandals, fraud, and potential civil and criminal liability in the company or organisation. Corporate Governance is also about good business, and what's good for the business. A good corporate governance image enhances your firm's reputation and makes it much more attractive to its investors, suppliers and customers.

This course gives you an overview of the regulation, frameworks and principles behind good corporate governance policy and practice. The aim is to give you an understanding of core governance debates and issues, practical advice on compliance and familiarity with accepted best practice.

In the last decade corporate governance has become established as an area of increasing academic, political and commercial debate. It has now become essential for any middle or senior manager to have an understanding of the key aspects of effective corporate governance that includes regulatory compliance and company policy.

How Companies Benefit

This course is aimed at educating employees on the laws, regulations and company policies that apply to their day-to-day job responsibilities. The course is intended to give you the ability to achieve the key compliance goals of:

Avoiding and detecting violations by employees that could lead to legal liability for the organization; Creating a more hospitable and respectful workplace; and Laying the groundwork for a partial or complete defence in the event that employee wrongdoing occurs.

Our aim is to help your organisation achieve and maintain ongoing compliance – enabling you to concentrate on growing your business.

In addition, we want to give you:

- An overview of current thinking and developments in the field of corporate governance.
- The ability to administer effectively corporate affairs within an organisation and to contribute to corporate performance at a senior level.
- To understand the interrelationship between management, finance, law and ethics in the field of corporate governance.
- An understanding of ethics and values in the business community and the relationship to corporate governance
- A sound grounding in the key components of corporate governance which will in turn enhance their ability to operate at more senior levels of organisations.

Training Methodology:

The training methodology is highly interactive and participative with business case studies and role play; presentations and discussion groups, analysing and discussing real life dilemmas.

Organisational Impact

Among the many priorities organisational leaders face, ensuring long term survivability must be of paramount concern. Engaging in activities that will avoid corporate liability is tantamount to achieving longevity within the business arena

Governance training is one of the most important ways of implementing the systems and process guidelines in an organization. It will not be surprising to know that most good companies place considerable emphasis on training employees on its governance practices.

Introducing governance training will reduce the impact of becoming embroiled in a governance litigation case, limit liabilities and limit the significant brand damage that can occur should an organisation's governance be brought into question or dispute.

Personal Impact

The course focuses on not only governance in the workplace, but also transferring those governance principles to employees' personal beliefs so that good governance permeates the entire organisation.

Concentration in this governance training course includes, but is not limited to, understanding how governance impacts on the entire company and the consequences of ignoring governance issues. This makes individual employees more aware and responsible for their actions.

Competencies Emphasized

On completion of this course, participants will have developed competencies that will see them flourish in their careers and become valued employees. In particular they will:

- Understand the rights of shareholders and develop the competencies to communicate effectively with shareholders, helping them to exercise their rights
- Develop the competency to recognise the interests of and communicate with organisational stakeholders
- Develop an understanding of the role of the Board and acquire the competency to manage the challenges that face board members on a day to day basis in terms of governance
- Develop the competency to develop policies and processes relating to governance and ethics
- Understand the transparency and disclosure responsibilities of the Board in terms of Governance

Who Should Attend?

The programme is designed for:

- Strategic or Operational and Specialist Managers, including Company Secretaries and Executives
- Anyone interested in finding out about international business corporate governance
- Legal departments and practitioners who want to update their understanding or who are new to their role and need to know about international compliance

- Employees, particularly managers, wanting to understand how organisations can put governance and ethical commitments into practice
- Those who have responsibility for producing and implementing governance policies and procedures
- Other professionals interested in financial performance
- Senior managers/Board members requiring an understanding of Corporate Governance

Programme:

Day One

- What is Corporate Governance
- The difference between shareholders and stakeholders.
- The various different stakeholder groups.
- An overview of the way that shareholders and stakeholders are provided for in various corporate governance codes and guidelines.
- The roles that shareholders and stakeholders can play in companies and the development of corporate governance.
- Who institutional investors are.
- The growing influence of institutional investors and why they are increasingly interested in corporate governance.
- The importance of institutional investors' relationships with their investee companies and the role of stewardship.
- The 'tools of governance' that institutional investors have available to them.
- How to assess the potential impact of corporate governance on corporate performance.

Day Two

- The origins of socially responsible investment.
- The different approaches that may be used for socially responsible (ethical) investment.
- The role of institutional investors in socially responsible investment.
- The different ethical indices that may be used to assess performance of socially responsible funds.
- The evidence analysing the performance of socially responsible investment funds.
- The distinction between unitary and dual boards.
- The roles, duties, and responsibilities of directors.
- The rationale for key board committees and their functions.
- The criteria for independence of non-executive (outside) directors.
- The role and contribution of non-executive (outside) directors.

Day Three

- The importance of board evaluation, succession planning, and board diversity.
- The main features of the directors' remuneration debate.
- The key elements of directors' remuneration.
- The role of the remuneration committee in setting directors' remuneration.
- The different measures used to link directors' remuneration with performance.

- The disclosure requirements for directors' remuneration.
- Possible ways of evaluating directors.



Trainer's CV:

Biography Dr Marshall Potts

Phd - MSc - B.A M Inst LM – MCIPD – MIBC - MIMC



Personal Profile

Marshall is an enthusiastic, experienced International Business Consultant and Management Development Specialist, who is stimulated by new situations. He has extensive experience of Human Resources Management, organisational and personal development with experience in the commercial and public sectors. He is an innovative person and a good communicator who is able to define and organise strategic management approaches and ideas into action plans and to develop and implement plans to improve organisational and personal performance and learning at all levels.

With a background in Personal and Business Psychology - Transformational Organisational Change - Leadership, Management Development and Learning, Marshall has the credibility to influence senior decision makers.

He has visited and worked in over 20 countries in the last 20 years.

Employment History

2007 to date

**Jasper Global Corporation
Chairman & CEO**

Marshall was the brain-child behind Jasper Global Corporation and has overseen the Company's ongoing evolution. He also undertakes training and consultancy in the Oil and Petrochemical, Financial Services, Food and Beverage, Leisure Hospitality and Tourism industries, the Health and Care Sector, Educational Organisations, with exposure to Industrial Manufacturing and Engineering and more recently he has worked with a number of public and private e-learning development specialists. Marshall's good grasp of modern international business, learning, leadership and management practice enables him to integrate this experience and intellectual awareness with in-depth understanding of the fast changing business environment.

Areas of expertise include:

- Business Consultancy, Management Development, Human Resources Management, Organisational and Personal Development, Time Management, Development Planning for Middle and Senior Managers, Training Systems Design, Coaching and Experiential Learning, Self-Development including assignments using an extensive array of personal self development and coaching tools, Senior Management and Leadership Qualifications Cognitive Competence, Leadership, Performance Management and Improvement. Communications Management, Communications and Cultural Change, Language Acquisition Skills, Developmental Psychology

and Cognitive Psychology, Practitioner in Transactional Analysis, Neuro-Linguistic Programming, Gestalt Theory of Perception.

Clients:

- Abu Dhabi Oil Company (UAE), National Refinery Company (Jordan), Egyptian General Petroleum (Egypt), Kuwait Investment Authority (Kuwait), KPC (Kuwait), KOC (Kuwait), Bahrain Oil Company (Bahrain), British Petroleum BP (UK), Saudi Aramco (Saudi Arabia), Petroleum Development Oman (Oman), Petronas (Malaysia), Libya Oil Corporation (Libya). Kuwait Investment Authority, Bank of Ghana.

Employers:

2004

**Institute of Leadership and Management
National Consultant**

Marshall was ILM's (the largest Management and Leadership Awarding Body in the UK) National Consultant for the Health and Care Sector (Contract), with a consultant role which required him to supply specialist advice on all aspects associated with providing Leadership and Management qualifications at all levels in this sector. This included helping larger organisations both in the public and private markets gain quality accreditation as a Leadership and Management Assessment Centre. This includes providing the specialist support and advice for senior management development programmes, middle management and supervisors. It required him to interface between organisations, qualification regulators and standards bodies responsible for regulating this sector.

2002-2004

**AjA UK
Executive Consultants**

As Executive Consultant, Marshall developed the idea of an international network of business consultants during the competitive times of the 1990s when a need was identified to bring together a group of like minded specialists in a collaborative and cost effective way that could provide a holistic and unparalleled level of service.

1991 to 2002

**University Hospitals of Leicester UHL
Head of Education Training & Development**

University Hospitals of Leicester NHS Trust is arguably one of the largest hospitals in the UK and employs 11000 staff with an operational budget of £500m. The organisation was a merger between three large hospitals in 2000 with an international reputation for the services provided. Marshall provided development opportunities and qualifications to a broad range of professional and non-professional staff, including delivering personal development to senior managers and clinicians (Doctors and Surgeons), nursing, clinical support and non-clinical staff in leadership and management disciplines. He was also an Assessor for the NHS Graduate Management Training Scheme.

1985 to 1991

**Hotel and Catering Training Board
Business Consultant**

Business Consultant specialising in the Food and Drink Leisure and Tourism Industries

1978 1985

**Nottingham Manufacturing
Head of Marketing and Business Growth**

Academic Qualifications

Marshall holds 25 different technical and academic qualifications including business, psychology, and in a range of professionally relevant disciplines.

Professional Membership and Affiliations

- Member of the British Psychological Society (MBPS)
- Member of the Chartered Institute for Personnel and Development (MCIPD)
- Member of the Institute of Leadership and Management
- Member of the Institute of Management Consultants (UK)
- Member of the Institute of Business Consultants (UK).
- Member of and Certified Practitioner in Brain Dominance and Whole Brain Training (HBDI)

