

Corporate Governance Best Practice



Enhance Investor Confidence Through Improved Accountability, Transparency & Key Practices Skills Required To Deal With Boards, Shareholder And Regular Governance Activities

What You Will Learn:

1. **Understand** why good governance is important
2. **Be able to** measure your organisation's Corporate Governance status and key gaps
3. **Define** and interpret the roles and responsibilities for key players
4. **Develop** an understanding of how to deal with corporate Governance dilemmas
5. **Understand** how to practically introduce a sound governance regime in your organisation
6. **Be able to** interpret the necessary rules and regulations which impact upon the governance environment of your firm
7. **Learn** key practices, policies and procedures to ensure smooth and seamless planning, operation and follow up of AGMs, Board meetings, regulatory reporting and governance activities
8. **Understand** how to practically introduce and maintain a sound governance regime in your organisation



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info@oseasonsevents.co.za | Address: Sunninghill Office Park, 12 Peltier Drive, Gauteng

Course Timings:

Registration will be at 08:00 on Day One. Course sessions will start promptly at 08:30 and end at 15:30. There will be two short breaks for refreshments and lunch will be served at 12:30 of each day's sessions

Who Should Attend

- Appointed and aspiring Company/Board Secretaries or Governance Managers
- Board Directors who sponsor reform and improvements of governance practices
- Managers responsible for performing or assessing governance procedures, such as CFO, Internal Audit, Investor Relations, Risk Managers
- Owners, Directors and senior managers of all businesses (not just corporate) across the full breadth of size and maturity spectra
- Managers and staff responsible for supporting governance roles and corporate documentation activities

Course Overview

This course is designed to introduce you to the key concepts and practical elements of performing the governance management of your organisation. It covers a wide range of activities from annual reporting and meetings, to Board and committee meetings and events, regulatory compliance, and daily dilemmas and practices. This is a four day interactive course that will create knowledge by performing and assessing key activities in groups and as individuals

Course Outline

Day One

Regulatory Framework

Introduction And Background

- What is Corporate Governance?
- Why Corporate Governance?

Corporate Governance Framework

- Corporate laws, listing rules and the company articles
- International models of Corporate Governance

International Standards

- The OECD Model
- The World Bank/IFC
- Other international frameworks

An Introduction To Governance Frameworks

- A prescriptive approach – the US
- A principles-based approach – the UK
- Corporate Governance in Africa
- Update on Africa Corporate Governance codes
- Update on Corporate Governance in the global context

IFC Governance Models

- Private sector
- Public sector
- Family-owned businesses

Group Discussion

- A regional approach to Corporate Governance
- What works best for us?
- Principles or prescriptive?
- Are cultural issues a problem, or an excuse?
- What does the international environment mean to us?

Corporate Failures

- **Caste Study** – A sign of the times
- What were the failures?
- What could have been done?
- What should have been done?
- Current trends

Day Two

Essential Elements Of Corporate

Governance & Role Of The Company/Board Secretary Or Governance Officer

Roles And Responsibilities

- Shareholders
- The Board
- The Company Secretary
- Senior management
- Re-designing the organisational chart
- Stakeholders

Practical Session – Board Practice

Forming and running a Board

- Meeting
- Preparation
- Dilemmas and decisions
- Board evaluation
- Board dissent

Other Board Committees

- Nominations
- Remuneration
- Risk
- Corporate Governance

Role Of The Company/Board Secretary Or Governance Officer

- Legal requirements – company law and Corporate Governance codes
- Scope of role
- Primary responsibilities – Chairman, Board, shareholders, management
- Other stakeholders – regulators, media, etc.
- Business case

Enterprise Risk Management

- The Board's relationship with risk
- Organisational performance
- ISO 31000 and COSO
- Balanced Scorecard
- Risk mapping
- Toolkit

Day Three

Company Toolkit

- Calendars
- Agendas
- Minutes
- Libraries and resources
- Practical registers and monitoring tools

Board Documents And Processes

- Charters, policies and codes
- Delegation and matters reserved for the Board
- Induction
- Evaluation

Board Meetings

- Preparation
 - Board packs
 - Conduct
 - Follow up
 - Reporting and communication
 - Director dilemmas and conflicts of interest
- Exercise
- Sample Board meeting

Board Minutes And Corporate Registers

- Statutory requirements
- Preparation templates
- Timeframes and delivery
- Notifications
- Document aggregation and retention practices
- Access by third parties

Day Four

Shareholder Meetings

- Types and legal requirements
- Annual report, proxies and other documents
- Types of resolutions
- Preparation and conduct
- Voting
- Following up
- Regulatory issues and dilemmas
- Non-shareholder issues (media, analysts, etc)

Other Shareholder Issues

- Access to documents and premises
- Shareholder agreements
- Power over the company's documents and practices – articles, voting, etc.
- Voluntary reporting – sustainability, CSR, Integrated Reporting, etc.
- Investor relations
- Shareholder activism

Regulatory Compliance Issues

- Calendars and reviews
- Audits and regulatory enforcement
- Liability protection
- Fraud and misconduct

Implementing A Corporate Governance Framework

- Gap analysis
- Stakeholder mapping
- Developing the implementation programme
- Redefining the Company Secretary role in your company

Day Five

A Strategy For Corporate Governance Implementation

Practical – IFC Progression Matrix

- Private sector
- Public sector
- Family-owned businesses

First Impressions

- Assessing the risks
- Priorities and resources
- Choosing a model
- Internal assessment
- Moving to the next level
- Looking for management buy-in

Group Discussion

- How does your organisation measure up?
- Are there national issues?
- Do you have management support?
- Is this just a PR exercise?

Introducing A Corporate Governance Improvement Programme

- Preparing your report
- Drafting your plan
- Agreeing on the timetable

Implementing Your Strategy

- Documenting your programme
- Setting priorities and targets
- Managing the programme

Where To From Now?

- International issues
- Regional issues
- Next steps for us

Registration Form

PLEASE COMPLETE THIS FORM AND EMAIL BACK TO INFO@OSEASONSEVENTS.CO.ZA TO SUCCESSFULLY COMPLETE YOUR BOOKING

Company Name _____ Country _____

Tel Number: _____ Fax: _____

Signature: _____ Date: _____

(This booking is not valid without a signature)

DELEGATES DETAILS (PLEASE FILL IN USING BLOCK CAPITALS)

1st Delegate Details:

Title	Surname	First Name
Job Title	Email (required)	Telephone

2nd Delegate Details:

Title	Surname	First Name
Job Title	Email (required)	Telephone

3rd Delegate Details:

Title	Surname	First Name
Job Title	Email (required)	Telephone

AUTHORIZATION

Title	Surname	First Name
Job Title	Email (required)	Telephone

Signature: _____ Date: _____

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Please select your venue by ticking the boxes below

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<input type="checkbox"/>	Conference and Workshop (5days)	\$ 2,500
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