

Improving Board Governance Practices Program

TARGET AUDIENCE/TIME:

Directors of: Corporate, Health-care, Voluntary, Professional/Trade Association, Marketing and/or Resource Management Boards. CEO's, Corporate Secretaries, and other Senior Executives that must interact regularly with the Board. Ideally, the Board Chair and CEO will attend together, with other Board/Executive members in addition.

3 Days, 8:30am – 5pm with one evening session. Greeting and orientation session the evening before the first full day.

OBJECTIVES:

- Explore the fundamental differences between Board Governance and Executive Leadership Practices and role definitions.
- Examine the various forms of Governance Models in popular use; their pros/cons and application to your organizational needs.
- Develop a sense of enhanced trust and communication amongst your Board members and between Board/ Executives.
- Explore the Leading Practices and Competencies in Governance today and the framework for effective: Personal Practice, Team Practices, Organization-wide Practices, and Community-wide Practices.
- Develop a clear sense for The REAL Work of Governance, and where your Board can improve. Comparing practices to those recommended by such groups as the Toronto Stock Exchange, Broadbent Report, Sarbanes Oxley Act, Recommendations of industry panels in Britain, Singapore and Japan, plus any other local jurisdiction elements.
- “Workshop” improved approaches and application to your own situation, included updating By-laws, Annual Board Calendar and Board Meeting Agenda Structures.
- Understand the Legal liabilities and expectations of trusteeship and fiduciary duty, plus many more.

PRE-COURSE PARTICIPANT PREPARATION

- Complete Board Governance Practices Inventory – a competency based assessment of individual Board member practices compared to standards described by Toronto Stock Exchange, US Sarbanes-Oxley Act, and British, Singaporean, and Japanese evolving recommendations.
- Readings: Various readings on Board Governance from Toronto Stock Exchange, Britain, Singapore; The Real Work of Governance – D. Macnamara; other readings as appropriate for participant mix.
- Corporate Boards - New Strategies for Adding Value at the Top, Conger et al
- Summary of your current Governance Model and service/accountability expectations.

FACULTY:

Faculty members will be selected based on participant numbers and industry sectors of registrants.



AGENDA

Arrival/Orientation & Greeting Session
 4:00pm – Arrival and check-in
 5:30pm – Reception/Dinner
 7:00pm – Welcome & Overview
 - Best Practices in Governance,
 Summary Questionnaire

DAY ONE	DAY TWO	DAY THREE
<p>AM</p> <ul style="list-style-type: none"> • Results from Board Governance Practices Inventory Pre-work by Board Members - Current Practices Summary - Priority Areas for Discussion and Exploration in the Program • Roles & Responsibilities of Board Members Compared to Management • Models of Governance: Traditional, Carver, Cortex, and other • Pros and Cons of these models to participant’s Board situation <p>PM</p> <ul style="list-style-type: none"> • Communication, Trust, and Teamwork: Board – Board, Board – CEO, Board – Community • Governance & Strategic Leadership Systems Model • Evolving Standards and Expectations for Boards in the world region in which the course is being offered 	<p>AM</p> <ul style="list-style-type: none"> • Role of the Board/Management Team in Strategic Leadership – the dynamic tension and Stewardship agreements • Strategic Thinking, Systems Thinking, and Network Scanning • Future Positioning, Relevancy and Community Engagement <p>PM</p> <ul style="list-style-type: none"> • Oversight, Perspective & Ethical Reflection – Various jurisdictional perspectives including issues of: independent directors, audit committees, non-executive chairmen, Chair-CEO separation, codes-of-conduct, etc. • Evaluating the CEO, and the Board • Annual Board Calendar and Agenda Management of Participants’ own Board Dynamics 	<p>AM</p> <ul style="list-style-type: none"> • Risk Assessment, Capital/Asset Management, Organizational Capacity to implement strategy • Diplomacy & Influence Leverage <p>PM</p> <ul style="list-style-type: none"> • Legal Liabilities and “Duties” – as appropriate to the jurisdiction of the program • Board Processes: Succession Planning, Recruitment, Orientation and Measurement • Action Items and Next Steps

