



**CARIBBEAN CORPORATE
GOVERNANCE INSTITUTE**

IN - HOUSE TRAININGS

Overview & Modules

IN- HOUSE TRAINING OVERVIEW

Introduction

The Caribbean Corporate Governance Institute (CCGI) welcomes the opportunity to support your organization through the development and delivery of a training programme that focuses upon developing your board directors. This engagement will be led by one of our distinguished faculty members. More details will be provided once we have moved further in organization.

Fee Structure

The average fee for a one-day training programme is approximately **\$5000 USD**. If the facilitator is in country for other trainings, there will be a shared cost of travel between your organization and CCGI. If there facilitator is not in country, your organization will incur the entire travel, accommodation and related costs.

Fee Details

- Fees are based on the level of effort required to effectively meet the needs of the group and the requirements of the program design
- Fees include program preparation and facilitation by our faculty, accommodation for two (2) days for Facilitator plus facilitator's airfare and administrative management fees
- Programme materials including participant hand-outs and other material provided for the workshop
- The provision of facilities, equipment and catering are the responsibility of your organization

Cancellation Policy

While we recognize that emergencies will inevitably arise which can impact scheduling, we also need to be mindful of the investment involved in preparation for workshops, as well as the opportunity costs when workshops are cancelled at the last minute. As such, there will be a charge of 50% of professional fees plus expenses, for cancellations made with notice of two weeks or less,

and a charge of 75% of professional fees plus expenses, for cancellations made with notice of one week or less.

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.

MODULE DETAILS

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 Directors, 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

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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
- Organizational 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



CHRIS PIERCE
Director of Education

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Chris Pierce is a Consultant to the Caribbean Corporate Governance Institute and is the Chief Executive Officer of Global Governance Services Ltd. He works with policy makers, directors and boards in Europe, the Middle East, Asia, Africa, the US and South America. 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 is a master trainer of trainers for the Global Corporate Governance Forum's (GCGF) corporate governance leadership development programs in Africa, Europe, the Middle East and Latin America that have trained over 750 trainers. He was a co author of the "Board Leadership Training Resource Kit" published by the GCGF in 2007.

Chris has written extensively on director and board development issues and regularly speaks at international conferences. His books include: "The Effective Director" (2001), "The Handbook on International Corporate Governance" (2003), "Corporate Governance in the European Union" (2010), "Corporate Governance in the Gulf" (2012) and "Corporate Governance in the UK" (2013).

Current projects that he is leading in 2014 include inter alia: an evaluation of EU corporate governance practices; revising the board leadership training resources (global) for the International Finance Corporation (part of the World Bank); a number of board evaluations in Europe and the Middle East; revising the Mauritian National Code of Corporate Governance; and training corporate governance trainers in India in association with the Ministry of Corporate Affairs.

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 former Visiting Professor at Cass Business School at the City University in London, a Fellow of the Chartered Institute of Company Secretaries, an Executive Fellow of Henley Management College, a former Visiting Fellow at Cranfield Management School, a member of the Institute of Business Ethics and a Fellow of the Royal Society of Arts.

PREVIOUS EMPLOYMENT DETAILS - available on request.

PUBLICATIONS

2013: *"Corporate Governance in the UK"* (GGS)
 2013: *"Corporate Governance Case Studies"* (GCGF)
 2012: *"Corporate Governance in the Gulf"* (GGS)
 2011: *"Revised National Occupational Standards for Governance"* (CfA).
 2011: *"National Occupational Standards for Company Secretaries"* (CfA).
 2010: *"Corporate Governance in the European Union"* (GGS)
 2009: *"Corporate Governance in the Middle East and North Africa"* (GMB)
 2008: *"Board Leadership Training Resources Pack"* (GCGF)
 2006: *"National Occupational Standards for Governance"* (CfA).
 2005: *"Developing Codes of Corporate Governance Good Practice Toolkit"* (GCGF)
 2004: *"The International Corporate Governance Handbook"* (Institute of Directors)
 2003: *"Developing Director Training Organisations Toolkit"* (GCGF)
 2001: *"The Effective Director"* (Kogan Page / IoD / AMED)
 1998: *"Managing Corporate Relations"* (IoD / Financial Times)
 1997: *"Directing Your Organisation (Volumes I and II)"* and *"Developing Your Organisation (Volumes I and II)"* (IoD / Financial Times)

JOURNAL PUBLICATIONS DETAILS – available on request.

ACADEMIC / PROFESSIONAL QUALIFICATIONS AND MEMBERSHIP

2013: Currently completing a PhD – defence of thesis anticipated in November 2013
 2011: International Risk and Governance Committee of the Association of Chartered Certified Accountants (ACCA)
 2010: Fellow of the Chartered Institute of Company Secretaries (FCIS)
 2009 - 2012: Honorary Visiting Professor, Cass Business School, City University, London
 2008: Audit Quality Forum Member
 2007: Masters Degree in Educational Research (MSc) - Kings College, London University
 2006: Executive Fellow of Henley Management College
 2005: Fellow of the Caux Round Table
 2002: Visiting Fellow at Cranfield School of Management
 1996: Masters Degree in Philosophy (M. Phil.) - Leeds Business School
 1992: Fellow of the Royal Society of Arts
 1985: Masters Degree in Business Administration (MBA) – Sheffield University
 1984: Associate Member of the Chartered Institute of Secretaries (ACIS)
 1977: Post Graduate Certificate in Education
 1976: BA (Honours) in Economics

CONFERENCE CHAIRMANSHIP DETAILS – available on request.



ALISON MARIE DILLON KIBIRIGE

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Mrs. Alison Dillon Kibirige is one of CCGI's distinguished faculty members. A global expert on corporate governance (Governance, Ethics, CSR and Risk Management), Alison has worked globally for over 25 years as a governance professional, previously as Secretary to the main Boards of Unilever and Barclays in London. She is a Fellow of ICSA and a UK solicitor. Alison was awarded the 2013 ICSA President's Medal for Meritorious Service, the inaugural ICSA Company Secretary of the Year award in 2005 and has also won awards globally for her work with shareholders.

She is the Founding Director of AMDK Consultancy & Training Services Limited (AMDK), a business she set up in early 2007, which focuses on improving corporate governance practices in all sectors (private, public and not-for-profit) globally. Her work at AMDK has taken her throughout Africa, the Middle East and Asia.

Alison has served as a member of Boards, Committees and industry working groups since the early 1980s. She is a member of the ICSA (Institute of Chartered Secretaries and Administrators) CCommittee (UKRIAT Division) and of ICSA's International Professional Standards Committee, company secretary of aBi Trust and aBi Finance Limited and a Director of the Leadership Team Uganda Ltd. Alison is the former Chair of ICSA Uganda.

Alison has worked for the IFC/Global Corporate Governance Forum on projects in Indonesia, Mongolia, Zambia, Nigeria, Rwanda and Malawi. She has developed a series of workshops for IFC for corporate secretaries in developing and emerging markets, Directors of Banks in Nigeria and for SME Governance. Alison has also worked for the African Peer Review (APRM) in Uganda and at the APRM Secretariat in South Africa reviewing the Corporate Governance portion of the APRM Country Self-Assessment

AWARDS:

2013	ICSA President's Medal for Meritorious Service
2005	ICSA Company Secretary of the Year
2003-2007	Awards for Annual Report and Accounts (US)
2001/1992	Proshare Award for Excellence in Services to Private Shareholders

PUBLICATIONS/ARTICLES:

Contributed to publications including:

2011	'The New Vision' Newspaper in Uganda, two articles on corporate governance
November 2010	Co-Authored a chapter on Corporate Governance for South African Institute of International Affairs publication "APRM: Best Practices"
November 2009	Global Corporate Governance Forum Winter Report 2009 – 'Training in sub – Saharan Africa.
August 2008	SOCAM magazine – 'Corporate Governance and Investment Decision Making'
September 2008	Egyptian Institute of Directors magazine – 'Corporate Governance and Investment decision Making'.
July 2007	'ICGN Year Book 2007' - 'Mainstreaming Corporate Governance in Investment Decision Making'
March 2006	'ICSA Connect' ICSA International Magazine – 'Striving for Excellence' (as a Company Secretary)
October 2005	'Reach' London Stock Exchange magazine – 'How should Companies adapt their IR in response to the growth in Electronic Voting?'
October 2003	'The Charter' ICSA International magazine' - ICSA qualification usefulness to PLC's



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Carlos Eduardo Lessa Brandão provides advisory services in governance and sustainability and teaches in executive education programs.

He is a member of the boards of Ethos Institute for Business and Social Responsibility and of Fundo Ethical, the first SRI Fund in Latin America. He is also a member of the B Lab's Standards Advisory Council, of the Global Initiative for Sustainability Ratings' Technical Review Committee and of the Council of the ABRASCA Code of Good Governance and Practices for Publicly Held Companies. He has served on the boards of the Brazilian Institute of Corporate Governance (IBGC) and of the BM&FBOVESPA's Corporate Sustainability Index and is a former member of the Global Reporting Initiative's Stakeholder Council.

Carlos worked for almost 20 years as an executive in heavy construction, IT, credit card, telecommunications, e-commerce, and GIS. His activities included business development and M&A with domestic and international partners, serving as CFO and executive director of holding and portfolio companies. He has also served as the Chief Knowledge Officer of the IBGC.

Carlos holds a degree in Civil Engineering, an MSc in Energy Planning, a DSc in History and Philosophy of Science and an Executive MBA in Finance. He is a Securities Portfolio Manager authorized by the CVM (Brazilian SEC) and a Certified Board Member by the IBGC.