



PART 1 - INTRODUCTION TO CORPORATE GOVERNANCE

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- Module 2: The Business Case for Corporate Governance
- Module 3: Disclosure and Transparency
- Module 4: Shareowners and Stakeholders

PART 2 - THE BOARD

- Module 1: Board Role, Directors' Duties and Liabilities
- Module 2: The Effective Board: Composition and Structure
- Module 3: Board Practices
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PART 4 - FINANCIAL STEWARDSHIP AND ACCOUNTABILITY

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PART 5 - LEADING, PLANNING, IMPROVEMENT

Part One:

Introduction to Corporate Governance

Module 1: Corporate Governance

- Define and explain the key principles and elements of good corporate governance systems
- Explain how a corporate governance framework works effectively within a company
- Respond to corporate governance concerns and challenges

Module 2: The Business Case for Corporate Governance

- Describe the policies and procedures of a corporate governance system
- Assess their own company's policies and procedures and explain the business case for corporate governance
- Identify ethical challenges and how these are addressed through a model code of ethics

Module 3: Disclosure and Transparency

- Describe the company's benefits for providing timely, accurate disclosures
- Explain company information (financial and non-financial) that should be disclosed
- Determine good practices to deal with insider trading and related-party transactions

Module 4: Shareowners and Stakeholders

- Identify shareowner rights established by law or mutual agreements
- Explain the impact of share concentration, pyramids, and family ownership
- Describe how minority shareowner rights are protected
- Identify key stakeholders and recognize their importance

Part Two:

The Board

Module 1: Board Role, Directors'

- Describe the board's governance roles and responsibilities
- Differentiate managing versus directing and identifying dilemmas
- Discuss the role separation of chairman and CEO
- Analyze directors' legal duties and liabilities

Module 2: The Effective Board:

- Identify the characteristics and benefits of a balanced board

- Define types of directors and their leadership attributes
- Describe good practices in managing board directors' roles, responsibilities, committees, and remuneration

Module 3: Board Practices

- Identify good practices for effective board meeting preparation, conduct, and follow-up
- Clarify board meeting roles and responsibilities of the chairman, directors, and corporate secretary

Module 4: Board Procedures

- Identify a dysfunctional board's characteristics
- Articulate key elements of a board evaluation
- Develop solutions to improve a board's effectiveness

Part Three: Strategic Leadership

Module 1: The Governance of Strategy

- Explain an effective strategy's components
- Analyze the board's role in the governance of a company's strategy
- Identify the benefits of developing a strategy
- Use the appropriate tools to formulate strategy

Module 2: Evaluating Strategy Delivery and Executive Directors' Performance

- Use key performance frameworks and indicators to evaluate organizational performance
- Identify, implement appropriate actions based on performance assessment
- Use key performance indicators to evaluate CEO's and other executive directors' performance

Module 3: The Governance of Risk

- Describe the nature of risk and the board's role in risk management
- Apply risk-assessment and decision-making frameworks
- Outline priorities for disaster-recovery and business-continuity planning

Module 4: Corporate Responsibility

- Define corporate responsibility (CR) and related terms
- Describe the business case and best practices for CR
- Relate the board's role in strategy and risk to CR
- Develop a CR strategy for a company and apply CR measurement and reporting tools

Part Four:
Financial Stewardship and Accountability

Module 1: Financial Oversight

- Describe the board role in financial stewardship and financial oversight
- Discuss the international and local accounting environment
- Analyze financial statements and their relation to liquidity, profitability, and performance
- Identify the consequences of inadequate financial information

Module 2: Reporting

- Understand the reporting environment and identify the key users and their information needs
- Analyze the key elements of narrative reporting and explain the methods for communicating
 - with investors and other stakeholders
- Define the regulator's role in enforcing reporting obligations
- Explain the importance of effective shareowner communications and investor relations

Module 3: Corporate Finance

- Assess the critical issues associated with determining a company's capital gearing, dividend policy, and valuation
- Use various capital investment appraisal techniques
- Identify financial crisis indicators

Module 4: The Control Environment

- Describe the control environment, board responsibilities, and informal controls
- Identify the audit committee's organization, roles, and duties
- Describe the contribution that external audit makes to sound corporate governance
- Discuss whistleblowing, current oversight concerns, and regulatory developments

Part Five:
Leading, Planning, Improvement

- Recognize the leadership requirements and describe the process for mobilizing support and leading change
- Explain the benefits of improvements in corporate governance practices
- Develop plans for implementing corporate governance change within their companies, recognizing the need for collective rather than individual action.
- Build support networks and use mechanisms to assist in implementing changes