



Institute of Corporate Directors

COURSE OUTLINE

Advance Corporate Governance Training

Module 1: Director Orientation (8 hrs)

- a. Corporate Governance in the Region and the Philippines
- b. CG Committee
- c. Audit Committee
- d. Risk Management Committee

Module 2: Strategy (4 hrs)

- a. Introduction: ICD Tricker Plus Model
- b. Governance and Strategy
- c. The Strategy Execution Pathway
- d. Breakout Session

Module 3: Policy (4 hrs)

- a. Introduction: Policy in the Governance Context
- b. Shared Responsibility
- c. Shared Value
- d. Breakout Session

Module 4: Monitoring (4 hrs)

- a. ICD Tricker Plus Model
- b. Reporting
- c. Risk Oversight of the Board
- d. Succession Planning
- e. Case Studies

Module 5: Accountability (4 hrs)

- a. Board Styles and Accountability
- b. Corporate Governance Codes
- c. Cases/Caselets
- d. Governance Issues in RBs



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MODULE 1: DIRECTOR ORIENTATION

The Corporate Governance Orientation Program is a one day seminar covering basic principles, importance and benefits of modern corporate governance to global, regional and local initiatives and reform. It also discusses regulatory updates, best practices, and emerging risks and trends in corporate governance. Board committees focusing on risk, audit committee and corporate governance with its respective charters, current issues and best practices are also presented.

MODULE 2: STRATEGY

This module is the backbone of the program wherein Directors gain insight of their purpose, mission and values to formulate a *shared vision* for the entire corporation. In building a solid foundation, “ICD Tricker Plus Model” is presented as a framework to participants. By doing so, they discover that their roles not only revolve on Strategy, Policy, Monitoring and Accountability but also create an environment transformed by ethics, social responsibility and spirit of enterprise. The module also proposes that effective corporate directors in a properly functioning board should allot more of their time and attention to performance rather than conformance duties; focusing on long-term and external factors. Moreover, the module guides participants to set strategic direction for the company in whose board they serve.

MODULE 3: POLICY

This module delves into Policy as an integral tool in achieving performance and in securing effective implementation of the strategy. The execution of the shared vision or the strategic direction as depicted by a strategy map should be shared by the Board to all relevant parties. Participants will further understand components of Policy constituting the Board itself, alignment, buy-in, competitiveness and shared responsibility. Furthermore, they are expected to examine the role of the board in setting policy, explore the coverage of key concerns for which the board sets a policy, and illustrate the corporate governance policy that the board initiates.

MODULE 4: MONITORING

The aim of this session is to deepen the understanding of Director duties dealing with short-term issues taking into account internal factors within the corporation. This session also seeks to create awareness of the diversity and impact of risk leading to effective board practices for risk oversight as well as assessment and control of management performance. It proposes that risk is inherent in business but becoming more diverse and with potentially larger impact. An acute understanding of risk is essential for a professional director. Participants are expected to examine the realm of risk and the implication on business, review the options which boards have, assess questions directors should ask, examine the warning signs and reporting that the board should receive and take appropriate actions in effectively dealing with the four pillars of corporate governance. Case studies of actual Philippine companies will be discussed to further emphasize the importance of monitoring in the optimization of management performance and management of risk

MODULE 5: ACCOUNTABILITY

The aim of this module is for Directors and stakeholders to realize their responsibilities to perform as key players of the corporation. Through this session the board is encouraged to assure shareholders that a robust regime of accountability is in place. By doing so, different types of accountability and outcomes are examined. Moreover, the session demonstrates how a board can be held accountable, and can develop policies and processes to assure accountability.