

World Class Company Secretary & Director Duties Excellence 2018



3 DAY MASTER CLASS

7th March – 9th March, 2018

Hotel The Westin, Cape Town, South Africa



“DOING THINGS RIGHT AND DOING THE RIGHT THINGS “Performance with Conformance”

-: Overview :-

Facilitated by Qualified Chartered Secretary (FCIS), Director-General (UK & Europe) at IOD (Institute of Directors), (Dubai), and Vice-Chairman of the ICSA.



Robert Ford

Robert's Major Achievements:

- ◆ 30 years of International Corporate & Business experience operating at Board and EXCO level.
- ◆ Held positions as the Group Company Secretary and Director of Regulation at Mayer Brown, Clifford Chance, Citco Group of Companies, Clyde & Co, BDO.
- ◆ Advisor to Marriott Group, The Blackstone Group, Two Sovereign Wealth Funds – Abu Dubai & Kuwait, Syngenta, EMI Group etc.
- ◆ Managed the Boards of multinational companies and provided the Directors with advice on their legal and fiduciary services; and is also a Member of the Institute of Directors (UK and Europe), & the Vice-Chairman of the ICSA Gulf Forum Steering Committee in Dubai.
- ◆ Has helped over 100 boards to improve Director, Board and Corporate performance.
- ◆ Has reviewed the processes and practices for winning business of over 100 companies.
- ◆ He has spoken at over 100 conferences and congresses in over 40 countries.



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BENEFITS OF ATTENDING

- ◆ Delegates will build their network and hear about winning strategies to cement themselves as the 'go to people' in their organisation.
- ◆ Receive tactics, tips and toolkits to work smarter and secure success.
- ◆ Further understand the power that sits in your hands by unlocking your emotional intelligence and applying winning strategies.
- ◆ Confidently design and implement good governance models in your organisation.
- ◆ Better equipped to handle conflict and disputes in the Boardroom and between senior management and directors.
- ◆ Revived passion for your role and its scope as Company Secretary.
- ◆ Provide greater clarity of the role of the company secretary in facilitating corporate governance, and support for the Board.
- ◆ Understand the range of tasks associated with the work of the company secretary.
- ◆ Explore the legal authority (and obligations) of the company secretary.

PRE-CLASS QUESTIONNAIRE (PCQ):

To ensure that you gain maximum benefit from this event, a detailed questionnaire will be sent to you to establish exactly what your training needs are. The completed forms will be analyzed by the course trainer. As a result, we ensure the course is delivered at an appropriate level and that relevant issues will be addressed. The comprehensive course material will enable you to digest the subject matter in your own time. This training course is designed specifically for participants to work through a dedicated strategic planning process. It is a high-level, intensive and vigorous programme that will move rapidly. The trainer will introduce the sessions and then participants will have the opportunity to develop their own plan. It is an extremely practical training course where participants will spend considerable time working on their own ideas that will enable them to achieve superior performance within their personal work domains. This training course will contain case studies and learning principles from various organizations, which will enable participants a frame of reference from which they can then launch into their own activity.

WHO SHOULD ATTEND?

- ◆ Company Secretary
- ◆ Chairman
- ◆ CEO / COO
- ◆ Director
- ◆ Chief Internal Auditor
- ◆ Head of Legal
- ◆ Corporate Governance Professionals
- ◆ Head of Compliance
- ◆ Head of Finance / CFO
- ◆ Head of Vigilance
- ◆ Secretary to Board
- ◆ Audit Committee Members
- ◆ Regulators
- ◆ Chief Risk Officer

OUR PAST ATTENDEES

Banking & Financial Institutions

Affin Bank Berhad • Agrani Bank • Agribank Malaysia • Allahabad Bank • Alliance Finance Company • Allied Bank • AmBank (M) Berhad • Axis Bank • Bahrain Credit • Bankgko Sentral NG Pilipinas • Bangkok Bank Public Company • Bank AL-Jazira Bank Asia • Bank Muamalat Malaysia Berhad • Bank Negara Malaysia • Bank of Asia Nepal • Bank of Baroda • Bank of Ceylon • Bank Rakyat • Bhutan Development Bank • Canara Bank • Central Bank of India • CIMB Bank Indonesia • Commercial Bank of Ceylon • CTBC Bank Philippines Corp • DBS Bank • Dhaka Bank • DFCC Bank • Exim Bank of India • Exim Bank of Malaysia • Finance Corporation • Gulf Bank Kuwait • Habib Bank • Hatton National Bank • IDBI • Indian Overseas Bank • Janata Bank • Karvy Financial Services • KASB Bank • Kuwait International Bank • L&T Finance • Labuan Financial Services Authority • Malayan Bank Berhad • MCB Bank • Metropolitan Bank & Trust Company • National Bank of Abu Dhabi • National Development Bank PLC • NIC Asia Bank • NMB Bank • Oriental Bank of Commerce • Peoples Bank • Peoples Leasing & Finance • PT. Bank Nagera Indonesia (Persero) Tbk • PT. Bank Danamon Indonesia Tbk • Pu Bali Bank • Public Bank Berhad • Reserve Bank of India • RHB Banking Group • Rizal Commercial Banking Corporation • Sampath Bank • Seylan Bank PLC • SIAM Commercial Bank • Silk Bank Limited • SME Bank • Soneri Bank • State Bank of India • State Bank of Mauritius • The Karur Vysya Bank • TMB Bank Public Company • United Bank Limited • UOB Bank (M) Berhad • UniBank Ghana • Oromia International Bank • Dashen Bank • CRDB Bank • ZNBS • Reserve Bank of Zimbabwe • CBZ Group

Corporate Houses

Ayala Corporation • Universal Robing Corporation • Alliance Global Group, Inc • PLDT Ceylon Tobacco Company • NHPC Limited • Mahindra & Mahindra • Marico • NTPC • Polaris Software Lab • Radico Khaitan • Rural Electrification Corporation Ltd • CT Holdings • Gamma Pizzakraft Lanka • Colombo Dockyard • Softlogic Holdings • HMSampoerna • Gudang Garam • Astra Agro Lestari • Charoen Pokphand Indonesia • Aneka Tambang • PGN Malaysia Airlines • Maxis • Sime Darby • MISC • Sinopec-China Petroleum • SAIC Motor • BBMG Dongfang Electric • Grupo Aval • Ecopetrol • Interconexión Eléctrica • Cnooc • MTR • Noble Group • Galaxy Entertainment • Zain • Kuwait Projects • Dangote Cement • Masraf Al Rayan • Ezdan Holding Group • Tasnee Almarai • Wilmar International • SembCorp Industries • Olam International • Etisalat • Dragon Oil • Reliance Industries • ESSAR Group • Hindalco Industries • Tata Consultancy Services • Adani Enterprises Ltd • Larsen & Toubro Ltd • Indian Oil Corporation Ltd • Bharat Heavy Electricals Ltd • Aditya Birla Group • Cairn India Ltd • CIMB Group • Axiata Group • IOI Group • John Keells Group • Hayleys Cargills (Ceylon) • Sri Lanka Telecom • Aitken Spence • PTT • Astra International • Keppel Corp • JG Summit • Credit Guarantee Corporation Malaysia • LB Finance PLC • NorthPort (Malaysia) BHD • PT Semen Indonesia (Persero) • WAPCOS • Ministry Of Finance Malaysia • HRDF Malaysia Perkoso • Sri Lanka Telecom • Meghna Group of Industries • Ceylon Petroleum Corporation • Thal Limited (Engineering Division) • Ceylon Electricity Board • Gul Ahmed Textile Mills • Muang Thai Life Assurance • Nepal Oil Corporation • Martin Dow • Pertubuhan Keselamatan Sosial • Philippine National Oil Company • Real Move Co. • National Water & Sewerage Corporation • Kaduna Electricity • Oromia Insurance Company • PEMC • Seychelles Broadcasting Corporation

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Day 1

The Foundation Of A Winning Strategy For Success

Session 1

The Role Of The Company Secretary And How It Has Evolved Over Time

- ♦ What is a Company Secretary and how the role and responsibilities have evolved over the decades?
- ♦ Administrative Minute Taker, Middle Manager, Governance Expert, Strategic Advisor or part of the Senior Management team?
- ♦ Building your professional reputation and personal brand.
- ♦ Managing conflicting dual roles and accountabilities

Case Study & Group Discussion:

Expanded responsibilities of the Company Secretary

Session 2

Technical Knowledge, Best Practice And Adding Value

- ♦ Explore the need for good governance frameworks and how the Company Secretary can be the champion for implementation of good governance practices.
- ♦ Regional and global perspective on Corporate Governance. A look at the international and local trends and discussion on the best way to stay up to date on best practice and regulatory requirements.

Session 3

Winning Senior Management Over

- ♦ Working with Senior Management and their teams who prepare and present proposals, business plans and budgets for Board review and approval. How to add value and improve Board efficiency and align the expectations of Senior Management and the Board.
- ♦ Becoming the voice of the Board and Advisor to Senior Management.
- ♦ Transparency and effective decision making information.

Mock Exercise:-

How to build confidence and trust with your senior management team

Session 4

How To Ensure The Directors Have Discharged Their Legal And Fiduciary Duties:

- ♦ Present on Board Charters, Terms of Reference and how to build agendas and set meetings to discharge the fiduciary duties of directors and aide in the overall performance of the Board.
- ♦ Board Effectiveness
- ♦ Discharging Fiduciary Duties
- ♦ Board Performance
- ♦ Implementation and ongoing organisational development

Case Study:-

Diary management and setting the agenda for the next 18 months
Open microphone discussions with presentation to aide delegate participation.

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Session 5

Case Studies And Delegate Discussions: Roundtable Exercises In Groups

- ◆ Your role as facilitator and advocate the Company Secretary as the conduit for dispute resolution
- ◆ Managing conflict and discord in the Boardroom and how to act as advocate to foster good relations between the Chairman and the CEO and the relationships between Senior Management and the Directors.
- ◆ A look at stress points within organisations and provide tactics to resolve conflict and influence decision making.

Session 6

Work Smarter Not Harder

- ◆ Technology Options and Software Tools – Interactive discussion of different portals and software used to manage Entities and Board packs.
- ◆ Practical tips and tools discussed on improving the efficiency of the company secretariat department and the Board.

Session 7

Managing The Board And Its Committees

- ◆ Director and Senior Management relationships and how to work with different characters for maximum effectiveness and improve efficiency.

- ◆ A look at the day to day duties of the Company Secretary and how preparation and thinking on your feet will provide the foundation for successful Board and Committee meetings and ongoing organisational performance through the implementation of Board decisions.

Presentation:

What to do before, during and after each meeting. Presentation and discussion on how to operate effective Board and Committee meetings and the winning strategies to successfully showcase your skillset to Senior Management and The Directors.

Day 2

Creating Your Own Success Story The Journey To Excellence And Beyond

Session 1

Moving From Administrator To Trusted Advisor. Create The Space To Grow Into.

- ◆ The role of the Company Secretary as Chief Of Staff, the independent sounding Board and Influencer.
- ◆ How to grow and emerge as the 'go to person' in the organisation.

Presentation and Group Discussion:

Company Secretaries are the unsung heroes of successful Boards and Committees. Presentation and group discussion on how to build and develop your personal and corporate brand and reputation. The career path for Company Secretaries.

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Session 2

Your True Power – Use It But Don't Abuse It

- ◆ Knowledge is Power, understanding your implied and explicit power.
- ◆ How to effectively use the knowledge and power to influence and improve the efficiency of the organisation.

Case Discussion:

Unlocking the power in your hands – tips on how to influence and guide discussions and decision making.

Session 3

The Conscience Of The Company And Influencer Behind The Scene

- ◆ Being the eyes and ears of the Company – Spy or extension of the Board?
- ◆ The Company Secretary as a Confidant, Sounding Board and Shaper of policy and procedures.
- ◆ How to ensure the business implements the decisions of the Board and action tracking.

Session 4

How To Influence Non-Executive Directors

- ◆ Do you know your Non-Executive Directors? How to build enduring relationships of influence your master key to success and a conflict free Board environment – breakout session to get delegates to discuss strategies in groups.

- ◆ The importance of working closely with Non-executive Directors. Activate, brief and align them.
 - ◆ Board relationship management
 - ◆ Director briefings
 - ◆ Independent views and advice – the voice of reason
 - ◆ Non-executives as influencers and advocates.

Group Discussion:

Participants sharing knowledge and winning tactics. Strategically use the non-executive directors to move forward the company's agenda and aide in resolving conflict.

Session 5

Being Bold And Know When To Speak Up Or Guide And Direct.

- ◆ Technical knowledge and emotional intelligence.
- ◆ Personal awareness of Company Secretaries and balancing your knowledge and emotional intelligence with the needs of the Senior Management team and the Board. Sensing the mood of the Board.
- ◆ Managing tension and personality clashes.
- ◆ Know when to speak or when to hold your tongue. Using wisdom and discretion by developing your emotional intelligence.

Role-Play:

Technical knowledge is not enough – developing your emotional intelligence to say the right thing at the right time, move from good to great!

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Day 3

The winning tools to remain relevant and at the top of your game – growing from strength to strength

Session 1

Board Effectiveness, Corporate Culture, Action Tracking And Strategic Implementation

- ♦ The role of The Company Secretary to work closely with the Chairman of the Board and Committees for effective decision making, setting the tone from the top and ensuring the Board's directions are successfully implemented.

Case Study & Discussion:

- ♦ How to get the best from a Board and its Committees.
- ♦ Building a corporate culture of integrity and good governance, the role the board secretary plays.
- ♦ How to create an action tracker to monitor and report on implementation following directions from the Board or Committees. Templates, toolkits and tips for working smarter.

Session 2

Stakeholder Management And Staying The Right Side Of The Law.

- ♦ Creditors, shareholders, investor relations, the authorities and the regulator. How to best manage relations and keep all stakeholders contented.
- ♦ Group discussions on the different types of stakeholders and how each need managed in different ways.

- ♦ Staying relevant and succession management of the company secretary, building your team and mentoring
- ♦ Self-evaluation, having a personal roadmap and continued learning and development.
- ♦ Career planning and training and development.
- ♦ Your continued professional development.
- ♦ Know the gaps in your skillsets.

Case Study :

How to lead, delegate and effectively manage and mentor a team. No Company Secretary is an island, learn to work with others and unlock their potential.

Session 3

Practical Challenges And Issues Faced By Company Secretaries

- ♦ Managing difficult board relationships.
- ♦ Conflicts of interest for directors.
- ♦ Staying ahead of governance issues.
- ♦ Acquiring status, credibility and influence.

Case Discussion :

Planning your next move and how to become a director or strategic advisory to the Board.

Course Concludes