



**Be Sharper
In the
Boardroom**

SLID Board Leadership Director Certification Program

Enhance your skills contributing to the creation of an effective board culture and performance whilst learning the entire range of duties and responsibilities of a director

Part 1

Corporate Governance

Part 1 explores the roles played by and the division of responsibilities among the shareowners, boards, directors, executive managers and other stakeholders within the corporate governance system

Module 1: Introduction to Corporate Governance

On completion, participants will be able to:

- 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

On completion, participants will be able to;

- Describe the policies and procedures of a corporate governance system
- Assess their own company policies and procedures
- 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

On completion, participants will be able to;

- 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

On completion, participants will be able to;

- Identify share owner 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 recognise their importance

Part 2

The Board

Part 2 builds on the overview provided in Part 1 and explores the board's role in determining a company's corporate governance framework.

Module 1: Board's Roles, Directors' Duties and Liabilities

On completion, participants will be able to:

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

Module 2: The Effective Board – Composition and Structure

On completion, participants will be able to;

- Identify the characteristics and benefits of a balance board
- Define types of directors and their leadership attributes
- Describe good practices in managing board directors' roles and responsibilities

Module 3: The Board in Practice

On completion, participants will be able to;

- Meeting preparation
- Conducting meetings
- Follow up and in between meeting

Module 4: The Board in Action

On completion, participants will be able to;

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

Part 3

Strategic Leadership

Part 3 of the program explores one of the most important roles: the role the board in formulation and implementing strategy and managing enterprise risk

Module 1: The Governance of Strategy

On completion, participants will be able to:

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

Module 2: Evaluating Strategy Delivery and Executive Director's Performance

On completion, participants will be able to;

- Use key performance frameworks and indicators to evaluate organisational performance
- Identify and 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

On completion, participants will be able to;

- 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

On completion, participants will be able to;

- 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 of CR
- Develop a CR strategy for a company and apply CR measurement and reporting tools

Part 4

Financial Stewardship and Accountability

Part 4 explores the financial stewardship obligations of the board to the shareowners. Financial Stewardship involves the directors being the guardians of the company's assets and being predisposed to act in the shareowner's best interests. Accountability involves the responsibility of the director to justify, explain or account for the exercise of the board's authority, performance and actions to the shareowners and other appropriate stake holders.

Module 1: Financial Oversight

On completion, participants will be able to:

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

Module 2: Reporting

On completion, participants will be able to;

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

Module 3: Corporate Finance

On completion, participants will be able to;

- Identify sources of corporate finance and their relative advantages and disadvantages
- Assess the critical issues associated with determine a company's capital gearing, dividend policy and valuation
- Identify financial crisis indicators

Module 4: Corporate Responsibility

On completion, participants will be able to;

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

Target Audience

- Directors of listed/private companies and state-owned enterprises
- Practicing directors (executive and non-executive)
- Aspiring and potential directors

Program Outcomes

- Improved effectiveness as a director
- Full understanding of directors' duties and liabilities
- Comprehension of the board's role, practices and procedures

Program Delivery

- Delivered by trained trainers
- Supported by experienced practicing directors
- Course content interwoven by an all encompassing case study
- Closing panel discussion with senior practicing directors

Course Material

- Developed by the International Finance Corporation (IFC) Global Corporate Governance Forum
- Accredited by the Securities and Exchange Commission of Sri Lanka (SEC)

SLID Certification

- On completion of all four parts, SLID Ordinary members will be awarded the Graduate Member Certificate with the entitlement to the usage of GSLID post nominal after the name.
(Minimum of 90% attendance of the total program is required for certification)

Venue

- To be confirmed

The Sri Lanka Institute of Directors
Room 166, Cinnamon Grand Colombo,
No. 77, Galle Road, Colombo 03