

THE 21st CENTURY CORPORATE BOARD

YOUR COMPLETE ROADMAP TO MODERN GOVERNANCE PRACTICES



RALPH WARD

INTERNATIONALLY RENOWNED ADVISOR TO BOARD MEMBERS & DIRECTORS

Author of 6 Books on Board & Governance

- ✓ **Board Seeker: Your Guidebook and Career Map into the Corporate Boardroom** (Business Expert Press, 2018)
- ✓ **Boardroom Q&A** (Boardroom INSIDER, (2011)
- ✓ **The New Boardroom Leaders** (Praeger, 2008)
- ✓ **Saving the Corporate Board** (Wiley, 2003)
- ✓ **Improving Corporate Boards** (Wiley, 2000)
- ✓ **21st Century Corporate Board** (Wiley, 1997)



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KUALA LUMPUR : 27 & 28 JUNE 2024



BOOK REVIEWS

"Terrific! A comprehensive and insightful overview of the board's changing role. Exceptionally well written -- even witty -- and thoroughly researched, with some insightful details not previously public... an outstanding analysis of the future for corporate directors and an indispensable resource for shareholders and managers as well... balances theory and practical suggestions on every aspect of board service... this engaging and thoughtful book makes a major contribution."

Nell Minow, LENS Inc.

"A welcome addition... Ward speaks from knowledge. A very readable book about boards, for boards. This is a book which deserves to be in the bottom drawer of every senior member of our profession. Ward is prepared to ask the toughest of questions."

Corporate Secretary magazine (Hong Kong). Institutional Shareholder Services newsletter.

"Ralph Ward has pulled together all of his experience and wisdom to help executives make the leap to board service. Finally, true guidebook full of detail, actionable steps for getting onto a board."

Betsy Atkins, Board member, Wynn Resorts, Volvo Cars Group.

MODULE 1 THE CORPORATE BOARD MODEL

How did the “corporate board” model take over the world... and why does it keep failing?

- Group introductions & objectives
- How the corporate board model took over the world (and why it so often fails)
- The changing mandates and structures of board committees



CASE STUDY

Governance changes made new financing possible.

MODULE 2 THE STRUCTURE AND WORKINGS OF AN EFFECTIVE BOARD

The board’s role as a fiduciary; the role of board committees, and why they are now so crucial to success.

- Why boards are not designed to do the job we demand of them.
- The elements of an effective board and governance structure.
- “Best practice” tips from national corporate governance frameworks
- Your director duties.
- Effective committee structures.
- “Specializing” board work to the committee level.

MODULE 3 CORPORATE FINANCIAL CONTROLS & THE BOARD (CASE STUDY)

What numbers and data tell the real company story?

- Making financial controls “board friendly”.
- Smart use of dashboards and digital tools to improve controls.
- Disclosure – telling the company story to investors and stakeholders.
- What your board doesn’t know about the company.
- Board info packages – how to cut the bulk, while improving value.
- The boards role in shaping company strategy.

MODULE 4 BEST PRACTICE BOARDROOM TOOLS

Save time and effort and improve board results with these proven meeting, agenda and recordkeeping ideas.

- Board calendars and agendas that boost workflow.
- What’s missing from your board agenda?
- “Bright ideas” for agendas that deliver better boardwork with less effort.
- How most board materials guarantee poor oversight (and how to shake them up).
- Try these tools to improve board presentations.

MODULE 5 ESG & THE BOARD (CASE STUDY)

How boards can integrate and monitor company environmental, social and governance issues.

- The boom in ESG concerns.
- How does the board structure itself to work with ESG stakeholders?
- Telling your ESG story to shareholders and stakeholders
- Judging company ESG materiality.
- Boardroom diversity – best practice trends and ideas

KEY BENEFITS

What will you learn by the end of this course?

- Shape the most effective committee charters, membership and agendas for smooth operations.
- Learn what are specific “best practice” tips for audit committees... compensation committees... governance/nominating committees? How have their roles changed to meet new demands?
- Shape your **board-based risk assessment** process.
- Understand how can board master the new world of digital governance (cybersecurity, data, AI, privacy, regulation).
- Build a **skills matrix** of the talent your board has and needs.
- How does a board chair divide power with the chief executive (and what are the most common flash points)
- Master the tools and structures your board need to assure environmental, social and governance (ESG) strategies.
- Board meeting packages seem overwhelming. Here’s how to make sense of it all, plan your preparation, and be informed.
- Understand what are “key risk indicators” for your business.

WHY YOU SHOULD ATTEND?

The Corporate Governance Masterclass features in-depth discussion on the development and role of boards, governance best practice, structuring effective boards, leadership, and handling “inside the boardroom” conflicts. The masterclass seminar gives participants an intensive, two-day “virtual boardroom” training experience.

Master the tools needed for effective board support; Gain personal confidence in fulfilling your role as board members; Understand (and navigate) the division of duties between board and management; Learn to analyze board information and corporate controls; Be prepared for your first board meetings; Shape strong board leadership, committees and board information structures; Save time and effort in board work.

The Masterclass is designed for smaller groups of corporate leaders and their staff to create a “virtual boardroom” environment. There is extensive use of group discussion and interaction, especially on the case studies and “what would you do” exercises.

MODULE 6 EFFECTIVE BOARD SELF EVALUATION

Practical tools and guides for grading your board membership and performance.

- The “pre-evaluation” steps that bring success.
- Building your board “skill matrix”.
- Tools for rating your board.
- What too often goes wrong with evaluation?
- How do you put evaluation results to work?

MODULE 7 BOARD RISK OVERSIGHT AND COMPLIANCE (CASE STUDY)

Risks keep surprising boards. Here’s where to look for danger on the horizon.

- The board role in shaping company risk strategy.
- Why boards overestimate outside risks (and underestimate inside ones).
- Structuring your board for smart risk oversight.
- Is your board itself a risk factor? Watch for these dangers.

MODULE 8 THE BOARD AND THE CHIEF EXECUTIVE RELATIONSHIP

Navigating the trickiest boardroom power relationship.

- Making board/CEO teamwork effective.
- How does the board “know its role” versus management?
- Elements of an effective CEO succession plan.
- What boards get right (and wrong) in CEO evaluation.



CASE STUDY

A founder turns over the reins to a new CEO... but does he?

MODULE 9 HOW BOARDS CAN MONITOR TECHNOLOGY

Cybersecurity, big data, AI, digital dangers and opportunities – Here is a board oversight plan.

- What are the latest technology issues boards must master (cybersecurity, data usage, AI, etc.)?
- Should you consider a board technology committee?
- Improving your board’s tech knowledge.
- How can tech staff and the board learn to speak the same language?
- Using technology tools to revamp how the board does its job (virtual meetings, board portals).

MODULE 10 BOARD FLASHPOINTS: CONFLICTS AND CRISES (MOCK BOARD MEETING CRISIS EXERCISE)

What really triggers boardroom battles and emergencies, and how to be ready.

- How boards are a surprising source of company crises.
- What sparks the most common boardroom battles?
- Conflicts of interest and board investigations.
- How do we handle our company crisis? (participants will participate in a mock board meeting).

WHO SHOULD ATTEND?

- Board Members
- Board of Directors, Chairmen, Vice Presidents, MD’s
- CEO
- Chief Financial Officers (CFO)
- Chief Compliance Officers (CCO)
- Corporate Governance
- Corporate Legal Counsels
- Venture Capitalists
- Board Secretary & Committee
- Company Secretary and General Counsel

Gain valuable “Boards Manship” insights for public and private companies, state enterprises, and family firms.

KEY COMPONENTS

Day One: You will explore global best practices for enhancing board effectiveness, equity, and corporate responsibility. You’ll examine the corporate board model’s evolution, structures, and committee roles through case studies. The course will emphasize structuring effective boards, interpreting financial data, leveraging best practices for boardroom tools, and integrating ESG issues.

Day Two: You will learn practical tools for board self-evaluation, risk oversight, and navigating the CEO relationship. Delve into monitoring technology, including cybersecurity and AI, and handling board flashpoints through a mock crisis exercise. Overall, the course equips you with essential skills for effective board governance and leadership.

PROGRAM SCHEDULE

0830	Registration & Refreshments
0900	Workshop commences
1015	Morning break (20 mins)
1230	Lunch (1 hour)
1500	Afternoon break (20 mins)
1700	End of day

MEET YOUR FACILITATOR

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- ✓ **21st Century Corporate Board** (Wiley, 1997)

Ralph Ward is a globally renowned speaker, writer, and advisor specializing in board governance. His expertise encompasses guiding boards towards excellence, establishing personal boardroom objectives, and **shaping the future landscape of governance worldwide.**

He writes and comments on boardroom matters for publications, including **The New York Times, The Wall Street Journal, USA Today, Across the Board, Barons' and INC.com.**

With appearances on esteemed media outlets like **CNNfn, CNBC, and Bloomberg,** Ward is widely recognized as an authority on boardroom dynamics, sought after for his expert commentary on boardroom matters both domestically and internationally.



Whilst he is also the publisher of **Boardroom INSIDER**, a premier online newsletter offering practical insights for effective board management, and the editor of **The Corporate Board magazine** (the foremost corporate governance journal in USA), Ward is at the forefront of providing invaluable counsel to boards and directors.

Ward extends his expertise to rising executives through the "Board Wannabe" program in collaboration with the Gerson Lehrman Group, providing targeted strategies for **securing coveted board positions**, enhancing participants' professional profiles.

RAVE REVIEWS FOR RALPH

"Very Informative sessions throughout the training. Highly skilled facilitator who gave participants very important resources that can help build better institutions". -**Uganda**

"Ralph's style was first class, his deep knowledge on the subject came through and he is a great speaker". -**Austria**

"Your ability to bring the idea of having a board to a level that our members could relate to was very impressive. You got them all thinking of how they could benefit from having input from multiple sources". -**USA**

"Very interesting, successful masterclass.... Informative; conducted very well... Good sessions for role and functions of BOD". -**Malaysia**

"Very informative and well delivered. Recommended for chairman and corporate secretaries. Well Done!... No exaggeration when I say excellent. The workshop proved to be useful, and kudos to Mr. Ward for the skillful delivery". -**Antigua**

"A very fruitful experience, the topics were very interesting... Great program, very useful information and updates that certainly help". -**Dubai**

PARTIAL CLIENT LIST

- PRMIA, Bahrain
- First Abu Dhabi Bank
- Saudi Mechanical Industries
- Sula Vineyards, India
- Housing Development Corporation, Maldives
- Zambia Revenue Authority
- National Integrated College, Nepal
- National Water and Sewerage Corp., Uganda
- EcoBank, Ghana
- Uganda Law Society
- Barbados Stock Exchange
- Global Insurance Co., Ethiopia
- Talon Group, USA
- FLIR, USA
- TRSA, USA
- WCC New York - USA
- PWC
- Helvar Merka Oy Ab, Finland

REGISTRATION FORM

***Get 1 FREE seat if you send 3 pax! (3+1 Package)**

Early Bird Register Before 26th April '24	Special Discount Register Before 24th May '24	Normal Rate Register After 24th May '24
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<input type="checkbox"/> Send 3, get the 4th seat for FREE!		



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Delegate 3

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 Job Title : _____
 Email : _____
 Mobile : _____
 Direct Line : _____

Delegate 4 (FREE if you send 3 pax)

Name : _____
 Job Title : _____
 Email : _____
 Mobile : _____
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Authorization (Mandatory)

Name : _____
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 Email : _____
 Signature : _____
 Date : _____

***Signatory must be authorised to sign on behalf of contracting organization. This booking is invalid without a signature.**

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 From time to time Kexxel Group may share information from our database with other professional organizations (including our event sponsors) to promote similar products and services. Please send us an email if you do NOT want us to pass on your details. To amend your current details, advise of duplicates or to opt out of further mailings, please email us your request info@kexxel.com.

TERMS & CONDITIONS

Payment Terms: Payment must be received before the commencement of the event. Following registration, all payments must be executed within the terms herewith irrespective of attendance..

Cancellation Fee: A cancellation fee equivalent to 50% of the registration fee will be charged for any cancellations received more than 30 days prior to the event. A 100% cancellation fee will be charged for any cancellations received 30 days or less prior to the event, under the terms outlined below.

Substitutions: If you cannot attend personally, a substitute delegate is welcome to join this course. Kindly notify us directly for any substitutions.

Force Majeure: If Kexxel Group cancels the Event due to circumstances beyond the reasonable control of Kexxel Group (such as acts of God, acts of war, governmental emergency, labor strike or terrorism), Kexxel Group shall refund to each attendee its payment previously paid, minus a share of costs and expenses incurred, in full satisfaction of all liabilities of Organizer to Attendee. Kexxel Group reserves the right to cancel, re-name or re-locate the Event or change the dates on which it is held. If Kexxel Group changes the name of the event, relocates the event to another event facility within the same city, or changes the dates for the event to dates that are not more than 30 days later than the dates on which the Event originally was scheduled to be held, no refund will be due to attendee, but Kexxel Group shall assign to the attendee, in lieu of the original space/ seat, such other space as Kexxel Group deems appropriate. If Kexxel Group elects to cancel the Event other than for a reason previously described in this paragraph, Kexxel Group shall refund to each attendee its entire registration fee previously paid.

As such, Kexxel Group reserves the right to alter or modify the advertised speakers and/ or topics if necessary. Any substitution or alterations will be updated on our web page as soon as possible. Send 3 and get the 4th pax for free promotion is subject to Kexxel Group's discretion. In case of no show on the event day, the free attendee is assumed to have cancelled his/her seat and full payment is required as per invoiced. Due to limited event space, we strongly advise early registration to avoid disappointment.