BLACKBIRD FOR TRAINING

Executive Corporate Governance and Board of Directors Course

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Executive Corporate Governance and Board of Directors Course

Introduction:

Executive corporate governance and board of directors practice is the set of rules, roles and processes through which a board directs an organisation, oversees management and answers to shareholders and other stakeholders. This 2-week course is for directors, chairs, company secretaries, governance professionals and senior executives, and its final deliverable is a board governance improvement plan for the delegate's own organisation. It is taught at an advanced, conceptual level through case studies and a simulated board meeting, referring to the G20/OECD Principles of Corporate Governance, the international benchmark for governance frameworks, and to COSO internal control and risk models.

Course Objectives:

- Distinguish the board's oversight role from management's executive role, and apply the fiduciary duties of care and loyalty to board decisions
- Compare governance codes and frameworks, including the G20/OECD Principles and King IV, and interpret comply-or-explain against rule-based approaches
- Apply board composition, independence and committee charter principles to structure audit, risk, nomination and remuneration oversight
- Interpret risk appetite statements, internal control reports and executive remuneration proposals, and justify the board's challenge or approval
- Select board approaches to ESG, technology, AI and cyber oversight and to crisis governance, distinguishing oversight from operational involvement
- Justify board evaluation, succession and stakeholder engagement choices in a board governance improvement plan

Target Audience:

- Board members and non-executive directors who oversee strategy and management, judging when to support and when to challenge executive proposals
- Board and committee chairs responsible for agendas, board dynamics and committee work, deciding how the board allocates its time and attention
- Company secretaries and governance professionals who advise the board on process, records and disclosure, judging whether practice matches the organisation's governance code
- Chief executives and senior executives who report to the board, deciding which information, risks and proposals the board needs to see
- Senior executives preparing for a first board role, judging which duties, liabilities and time commitments a directorship involves

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Course Outline:

Day 1: Foundations of Board Authority: Purpose, Accountability and Directors' Duties

- Agency Theory vs Stewardship Theory: Two Explanations of the Board's Role
- Fiduciary Duties of Care and Loyalty: Standards Applied to Every Board Decision
- Business Judgement Rule: How Informed, Good-Faith Decisions Protect Directors from Liability
- Unitary vs Two-Tier Board Structures: Supervisory and Management Boards Compared
- Matters Reserved for the Board: The Delegation of Authority Schedule Explained

Day 2: Governance Codes and Frameworks: Principles, Codes and Disclosure Models Compared

- G20/OECD Principles of Corporate Governance: The International Reference for National Codes
- Comply-or-Explain vs Rule-Based Regimes: How Codes and Listing Rules Bind Boards
- King IV Outcome-Based Approach: Apply-and-Explain Reporting and Governing Body Outcomes
- Shareholder Rights and Equitable Treatment: Voting, Minority Protection and Related-Party Transactions
- Disclosure and Transparency Principles: Annual Governance Statements and Material Information Releases

Day 3: Board Composition, Independence and the Chair's Leadership

- Board Skills Matrix: Mapping Directors' Expertise Against Strategy and Risk Needs
- Independent vs Non-Independent Directors: Independence Criteria, Tenure and Judgement Tests
- Board Diversity and Size: Effects on Debate Quality and Decision Outcomes
- Chair vs Chief Executive Roles: Separation, Lead Independent Director and Balance of Power
- Board Agenda and Board Pack Design: Prioritising Strategy Over Routine Reporting

Day 4: Board Committees and Information Flows: Audit, Risk, Nomination and Remuneration

- Audit Committee Oversight: Financial Reporting, External Auditor Independence and Internal Audit
- Risk Committee vs Audit Committee: Dividing Oversight of Principal Risks and Controls
- Nomination Committee Charter: Director Search, Appointment Criteria and Induction Process
- Remuneration Committee Charter: Pay Policy, Incentive Design and Shareholder Voting
- Board Dashboards and Management Information: Key Indicators Directors Request and Read

Day 5: Case Study: Week-One Integration on Board Duties, Structure and Committees

- Case Review of Board Minutes: Applying Duties of Care and Loyalty to Decisions
- Case Board Composition Analysis: Applying the Skills Matrix and Independence Tests
- Case Committee Charter Review: Applying Audit, Risk, Nomination and Remuneration Mandates
- Disclosed vs Actual Board Practice: Testing a Case Comply-or-Explain Governance Statement
- Week-One Findings Log: First Draft Inputs for the Board Governance Improvement Plan

Day 6: Advanced Board Oversight: Strategy, Sustainability, Technology and AI

- Strategy Oversight vs Strategy Setting: The Board's Role in Testing Management's Plans
- ESG and Sustainability Oversight: Board Responsibility for Climate and Social Risks
- ISSB IFRS S1 and S2: Sustainability and Climate Disclosures Under Board Review
- Artificial Intelligence Governance: Board Questions on AI Use, Accountability and Ethics
- Cyber Risk Oversight: Board Reporting, Incident Escalation and Digital Security Resilience

Day 7: Risk Appetite, Internal Control and Ethical Conduct at Board Level

- Risk Appetite vs Risk Tolerance: Setting Board Limits for Principal Risk Categories
- COSO Internal Control Integrated Framework: Five Components Boards Use to Judge Controls
- COSO Enterprise Risk Management: Linking Risk to Strategy and Performance Oversight
- Conflicts of Interest Policy: Declarations, Recusal and Related-Party Approval Procedures
- Code of Ethics and Whistleblowing Arrangements: Board Oversight of Speak-Up Channels

Day 8: Stakeholders, Shareholders and Crisis Governance

- Shareholder Primacy vs Stakeholder Model: Competing Views of Whom the Board Serves
- Investor Relations and General Meetings: Board Engagement With Shareholders and Proxy Advisers
- Stakeholder Mapping and Engagement Plans: Employees, Regulators, Communities and Suppliers
- Crisis Governance Protocols: Board Crisis Committees, Escalation Thresholds and Decision Rights
- Board Communication During Crises: Disclosure Timing, Spokesperson Roles and Reputation Protection

Day 9: Board Performance: Evaluation, Succession and Executive Remuneration Measures

- Internal vs Externally Facilitated Board Evaluation: Methods, Frequency and Use of Findings
- Individual Director and Chair Appraisal: Peer Review and Development Planning Tools
- Chief Executive and Board Succession Planning: Emergency, Medium-Term and Long-Term Pipelines
- Executive Remuneration Metrics: Linking Incentives to Long-Term Value and Risk Outcomes
- Governance Benchmarking and Maturity Models: Measuring Board Practice Against Peer Organisations

Day 10: Simulation: Board Meeting and the Board Governance Improvement Plan

- Simulated Board Meeting Preparation: Applying Board Pack Analysis and Agenda Priorities
- Simulated Board Debate: Applying Strategy, Risk Appetite and AI Oversight Questions
- Simulated Committee Report-Back: Applying Audit, Remuneration and Nomination Recommendations
- Board Resolution vs Recorded Dissent: Minuting Decisions and Directors' Challenge
- Board Governance Improvement Plan: Final Assembly, Priorities and Presentation to Peers

Skills You Will Gain:

- Fiduciary Duty Analysis
- Board Composition Planning
- Committee Charter Design
- Risk Appetite Setting
- Internal Control Oversight
- AI and Cyber Risk Oversight
- Board Evaluation Design
- Leadership Succession Planning

Why Attend This Course:

- From reading board papers as a reviewer to directing the board agenda toward strategy, risk and long-term value
- From treating committees as separate compliance functions to seeing how audit, risk, nomination and remuneration oversight fit together
- From reacting to AI, cyber and sustainability issues as they arise to asking structured oversight questions before they escalate
- From scattered governance observations to a board governance improvement plan that the board and its secretary can act on

Conclusion:

Corporate governance at board level is the discipline of directing and controlling an organisation so that management is held to account while long-term value is protected for shareholders and other stakeholders. The course makes three distinctions clear: oversight versus management, risk appetite versus risk tolerance, and comply-or-explain versus rule-based regimes. Its second week adds material that shorter courses leave out, including AI and cyber oversight, crisis governance and a simulated board meeting. It suits serving directors, chairs, company secretaries, governance professionals and senior executives who need an advanced, executive-level view of board practice.

Frequently Asked Questions FAQ:

What do delegates need before an executive corporate governance and board of directors course?

Delegates need senior management, board or board-support experience and familiarity with financial statements, board papers and committee reports. Prior directorship is useful but not required; delegates preparing for a first board role build the necessary understanding through the case studies across the course.

How does an executive corporate governance and board of directors course differ from a shorter board governance course?

It runs over two weeks rather than one. A shorter course covers board roles, committees and evaluation, while this course adds strategy, ESG, AI and cyber oversight, crisis governance, remuneration metrics and a simulated board meeting at an advanced, executive level.

Why does risk appetite matter in executive corporate governance and board of directors practice?

Risk appetite sets how much risk the board accepts in pursuit of strategy. A clear statement lets directors judge management proposals consistently, link internal control reports to agreed limits and challenge decisions that exceed them before losses or reputational damage occur.

What do delegates take back to work from executive corporate governance and board of directors training?

Delegates take back a board governance improvement plan: a board composition and skills review, committee charter notes, a risk appetite and oversight framework, an evaluation and succession outline, and prioritised actions that the board and company secretary can carry forward.