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# Executive Corporate Governance and Board of Directors Course

31 October – 11 November 2027
Online

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**Executive Corporate Governance and Board of Directors Course**

**Ref:** 42_362018 **Date:** 31 October – 11 November 2027 **Location:** Online **Fees:** 4900 GBP

## 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.