



## CORPORATE GOVERNANCE SERIES

### Maximizing Board of Director Effectiveness

Thursday 13<sup>th</sup> to Friday 14<sup>th</sup> March 2008

#### Introduction

The governance landscape has been evolving quickly over the past decade. The demands on Directors are ever increasing and the need for good governance and board effectiveness is critical to organizational success. The need for Directors who understand the nuances and subtleties of boardroom deliberations and emerging governance best practices has never been more important. The need for Boards of Directors to function at the highest possible level is paramount.

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#### Seminar Objective

This two-day session will equip new and experienced Board members to clarify their governance mission and oversight role as a Director. A highly interactive two-day course, this training session will include informal roundtable discussions, leading edge presentations and the consideration of relevant case studies facilitated by an award-winning governance expert. The goal of the program is to build needed insights and competencies to be an effective director and contribute to overall board effectiveness.

This program will include highly relevant content with a highly-focused curriculum and the flexibility to explore issues of critical importance to participants. Throughout this course, a broad spectrum of key governance issues are covered while providing sufficient depth to ensure practical application. The program content recommends and introduces structures, processes and group dynamics that will allow Boards to achieve new levels of success.

The focus of this two-day seminar will be to deliver the knowledge and understanding board members need in respect of critical governance success factors. This sessions will help Directors and the Boards on which they serve to deliver on their accountabilities to promote organizational strength and effectiveness through critical governance processes:

1. setting the organization's strategic priorities;
2. monitoring the implementation of these priorities;
3. providing management oversight; and,
4. reporting to stakeholders on their stewardship.



These issues will be covered in a manner that is:

- objective and fact-based;
- highly participative and interactive;
- responsive to participant needs and interests; and,
- practical with a view to relevant application.

### **Target**

This seminar will be of particular interest to prospective and active board members who would value participating in a dynamic and interactive forum where critical board effectiveness issues are considered and deliberated. Directors who are wanting to take a fresh look at how they perform their oversight role and their participation on their Boards will benefit greatly from analysis of the structure and dynamics of good governance. For those without board experience, business or organizational leadership at a senior level is recommended.

### **Seminar Outline**

The seminar objectives will be achieved through a two-day workshop format covering the following topics:

#### **Day 1 - Governance Introduction & Board Structure**

Governance Introduction: focuses on an introduction to Governance concepts and Board structure and key governance successor factors relating to:

- Board Structure:
- Board Processes
- Boardroom Behaviours

Day One of this session will also cover:

- Governance principles, purpose and evolution
- Common Board Challenges
- Governance Models Overview
- The Board's Mandate and Key Accountabilities
- The Board's Role in:
  - Strategy Development
  - Risk Management
  - Succession Planning
  - Financial Stewardship
  - Stakeholder Communications



- Individual Director Responsibilities
- Constructing an effective Board Team
- Committee Structure, Mandates and Operational Effectiveness
- Effective Board leadership

## **Day 2 – Board Processes and Culture**

In this session, workshop participants will consider how:

- boards can go about building an effective governance team;
- new directors become contributing and full-fledged members of the board team;
- the board can stay apprised of critical issues in an ever changing environment through a strategic program of ongoing board education;
- to ensure board and committee meetings are effective forums for oversight and decision-making;
- to effectively address a key board concern about the quality and quantity of information they receive from management; and,
- to instill a culture of continuous improvement and board development through effective evaluation processes.

The day will conclude with consideration of:

- the implications of Director Independence;
- the role the Board should play with respect to key governance processes;
- Codes of Conduct and Conflict of Interest policies and procedures;
- how to maximize Board Member engagement in decision-making;
- forming the optimal Board / Management relationship; and,
- the Board's Relationship with "owners" and other key stakeholders.



## THE FACILITATOR:

### JOHN T. DINNER BOARD GOVERNANCE SERVICES

John Dinner is the President of John T. Dinner Board Governance Service, Ontario, Canada. John works with clients in the corporate, not-for-profit and charitable sectors assisting these organisations to achieve their organizational objectives through excellence in corporate governance.

- He is a member of the faculty of The Directors College (a McMaster University / Conference Board of Canada initiative);
- A regular presenter to the Corporate Secretaries Roundtable and McMaster World Congress;
- His work has been recognized by the National Award in Governance;
- He has been a contributor to the Joint Committee on Corporate Governance (sponsored by the Toronto Stock Exchange and Institute of Chartered Accountants); and,
- John is now a widely published author and media spokesperson on board topics.

His impressive list of clients include among many others:

- CIBC Mellon Trust Company
- Clarica Life Insurance Company
- FaithLife Financial
- Morgan Meighan
- Shell Canada
- Sun Life Financial
- Canadian Society of Corporate Secretaries
- Certified General Accountants of Ontario
- Ontario Hospital Association
- Ontario Real Estate Association
- Toronto Chartered Financial Analyst Society
- Governmental Corporations and Agencies
- Electrical Safety Authority of Ontario
- Travel Insurance Council of Ontario
- Workers' Compensation Board of the Northwest Territories & Nunavut.

John himself has served in the capacity of corporate secretary for 6 years with a major Canadian financial services company. He currently provides consulting support to the Canadian Society of Corporate Secretaries, as well as individual corporate secretaries who value his unique perspectives and depths of skill and experience. He regularly presents at conferences and leads workshops supporting corporate secretaries across sectors.



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MAXIMIZING BOARD OF DIRECTOR EFFECTIVENESS**

**THURSDAY 13<sup>th</sup> - FRIDAY 14<sup>th</sup> MARCH 2008**

**8:00am-4:00pm  
Venue: CDN Conference Facility  
# 10 Cipriani Boulevard  
Port of Spain**

REGISTRATION FORM

NAME:

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JOB TITLE:

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COMPANY NAME:

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COMPANY ADDRESS:

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PHONE:

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FAX NO:

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E-MAIL ADDRESS:

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SIGNATURE:

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COURSE PRICE:    **US\$1000 + 15% VAT**

This covers the cost of tuition, course materials, lunch and refreshments.

**In order to ensure that you have a booked place, you must complete and sign the registration form signifying your confirmed attendance at the above seminar and payment in full.**

CANCELLATION POLICY

A participant's cancellation is in effect immediately upon notice to CDN without penalty on or before **March 3<sup>rd</sup>, 2008**. A cancellation fee of 50% is applicable after this date.

KINDLY MAKE CHEQUES OR DRAFTS PAYALBE TO **CDN MANAGEMENT SERVICES LIMITED**.