

CORPORATE GOVERNANCE: BOARD EFFECTIVENESS BEST PRACTICES

Friday, 9 November 2017 * 9:00am to 5:00pm
EDSA Shangri-La Hotel, Mandaluyong City, Philippines

COURSE OUTLINE

PART 1: BOARD EFFECTIVENESS BEST PRACTICES

A. Strategy and Implementation

- What Strategy Oversight Entails
- Implementing and Monitoring Strategy
- Major CAPEX

B. Risk Management

- Management's Role in Managing Risk
- Board's Oversight Role
- IT Risk

C. Corporate Ethics

- Tone at the Top
- Overseeing Company Culture

D. Monitoring Company Performance

- Using the Right Metrics
- Setting and Monitoring Targets
- Reliance on Management Reports

E. Management Evaluation, Compensation and Succession

- CEO Performance
- Executive Team Performance Incentives and Rewards
- Succession Planning

F. Communicating with Stakeholders

- Financial Reporting
- Disclosing Key Performance Indicators
- CSR
- Corporate Communication Policies
- Reporting Board Governance

G. Board Dynamics

- Board Composition
- Board Leadership
- Board Processes
- Training
- Committees
- Board Evaluations and Compensation

PART II: FINANCIAL REPORTING

A. Financial Reporting Framework

- Definition
- Who are Covered
- Responsibility for Financial Statements
- Presentation for Receipt of Audited FS

B. Independence of External Auditors

- Their work and deliverables

C. The Roles of the Board, Management and the Chief Finance Officer/Controller in Financial Statement Preparation

D. Principal Financial Statements

- Principal types and uses
- What decision-makers need to know about Financial Statements
- What decision-makers can get from reading financial statements
- Financial Statement analysis
- Issues & issue spotting in Financial Statements
- Performance dashboards

E. Accounting and Internal Controls to avoid material misstatements

- What is Accounting
- Accounting Principles
- Recording, processing and Reporting of data and relevant controls

PART III: SEC REQUIRED TOPICS

A. Illegal Activities

- Relevant Rules and Regulations
- Examples
- Best Practice

B. Minority Shareholder Rights

- Relevant Rules and Regulations
- Examples
- Best Practice

C. Insider trading

- Relevant Rules and Regulations
- Examples
- Best Practice

D. Short Swing Transactions

- Relevant Rules and Regulations
- Examples
- Best Practice

E. Liabilities of Directors

- Relevant Rules and Regulations
- Examples
- Best Practice

F. Confidentiality

- Relevant Rules and Regulations
- Examples
- Best Practice

G. Conflict of interest

- Relevant Rules and Regulations
- Examples
- Best Practice

H. Related Party Transactions

- Relevant Rules and Regulations
- Examples
- Best Practice

PART IV: THE ASEAN SCORECARD

A. Background

B. The Scorecard

C. Guidance on the Use of Scorecard