BOARD MEMBERS & CORPORATE DIRECTORS CERTIFICATION PROGRAM



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Introduction

Board membership is a position of great responsibility and influence. But what does it take to thrive in this critical role? Gentex Training Center's Board Members & Corporate Directors Certification Program empowers you to excel in board service. This comprehensive program equips you with the essential knowledge, skills, and best practices to effectively contribute to a thriving organization.

The role of the Board in the strategic management of the company, the CEO hiring process and evaluation of his/her performance, succession planning process and procedures for key positions, and equip directors with tools to help them exercise reasonable and informed oversight over the financial performance of the company.

This programme is about the principles of and best practices in corporate governance along with the applicable tools on how to instill good governance. The foundation of the whole program and it presents an introduction to the role of the board of directors and the importance of good corporate governance.

Board Members & Corporate Directors Course Objectives:

- Become a Certified Board Member

- Build a commitment to good governance and demonstrate a clear focus on effective structures and processes for achieving the benefits of corporate governance

- Acquire knowledge about a boards structure & functioning to create a competent and effective board

- Gain management control to achieve internal control, management of risk, and the integrity of financial information

- Discover principles of disclosure & transparency to communicate accurate and actionable information equally to shareholders & stakeholders (including regulators)

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- Adopt shareholder practices including the equal treatment of all shareholders, and protection from abuse from company insiders

Who Should Take This Course

- Individuals nominated for or recently appointed to board positions.
- Business leaders and executives seeking to strengthen their understanding of board governance.
- Professionals interested in pursuing a career in board service.
- Anyone committed to contributing effectively to the success of an organization as a board member.

Board Members & Corporate Directors Course Outlines:

Day 1: The rationale for good corporate governance & best practices

- Definition, concept, and principles of corporate governance
- The corporate governance framework
- The key dimensions of corporate governance
- Benefits of good governance and investor perspective

The effective board: role and authorities, duties and liabilities

- Realize the segregation of duties between the Board and senior management
- Understand the roles of the executive vs non-executive directors
- Identify the pros and cons of executive vs non-executive chairmen

The board composition, structure, and need for independent directors

- Overall Board structure

- Structuring Board committees
- Structuring the functions of the CEO / Chairman
- Finding the right number of directors
- Determining the right mix-of-skills
- Role of Non-Executive and Independent Directors Higgs Report
- Recognize the role of directors based on the type of Boards they serve
- Identify the right committees for the Board
- Realize the roles segregation of the Chairman and the CEO
- Determine the right number of directors, mix-of-skills, and mix of executive, non-executive, and independent members

Day 2: Executive and non-executive evaluation and remuneration

- How to attract, retain and motivate directors and chief officers
- How to assess and evaluate the performance of the Board
- Executive remuneration and linking remuneration to performance
- How to set Board remuneration
- Realize the importance of the Boards performance evaluation
- Understand the director remuneration models and adequately structure executive remuneration package in your company

Working procedures of the board and its committees, and the role of the corporate secretary

- Preparing for Board meetings
- Quorum requirements
- Working procedures
- Voting

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- Role of a corporate secretary
- Qualification requirements
- Realize the benefits when the Board follows a set of working procedures
- Recognize that the Boards agenda is perhaps the key in controlling the workings of the Board
- Comprehend the decision-making process at the Board level and the link to the quality of information flows

The role of the board in setting the companys strategy

- Different types of strategy
- The Boards role in strategic management
- Corporate Strategy: Tasks and Roles
- Board/Management Dynamics
- The strategic decision-making process
- Strategic planning and corporate governance
- Contribute to the development of your companys strategy
- Evaluate the contribution of your Board to the development of your companys strategy
- Understand best practices in setting the strategy in emerging markets
- Acknowledge the Board/Management Dynamics: Impediments to Effective Strategy Development

Choosing and evaluating the CEO

- Preparations for CEO Hiring
- Defining Board vs. CEO Roles
- Boards expectations vs. the CEO
- The CEOs terms of reference
- CEO Hiring Process
- CEO Performance Evaluation

- Spend time to be specific about mutual expectations increases the chances of selecting the best candidate

Day 3: A guide to succession planning

- Concept and need for succession planning
- How is key positions succession planning organized
- Role of the Board in succession planning
- A framework for succession planning
- Defining parties that should have access in the succession planning
- Succession planning pitfalls
- Make use of best practices as they can be found at other companies

What every director needs to know about accounting and finance

- Accounting concepts and how they affect the understanding of accounting information
- Summarizing the financial position and performance of the company
- Disclosures under IFRS
- Understand the types of financial statements
- Grasp insights about key financial areas that need attention
- Be able to ask the right financial questions
- Exercise reasonable and informed oversight over financial performance

The boards role in information disclosure and transparency

- Introduction to disclosure and transparency
- Why, what, and how to disclose information?
- What is the role of the board versus the role of management in disclosure?
- Means of disclosure
- Best practices in disclosure

- Understand what information, where, when, and in which form shall be disclosed
- Define the information that your company is willing to disclose in addition to the one legally required in accordance with best practices

The board and risk management

- Introduction to the risk management framework
- Role of the board in risk management
- Risk governance and the 3 lines of defense framework
- Embedding risk management in the organization
- Role of the chief risk officer
- Risk and control self-assessment
- Understand the benefits of a good ERM system
- Be able to build the ERM system in your company

Day 4: Establishing internal audit and control procedures

- Introduction to the internal audit function
- The internal audit cycle
- Responsibilities of the compliance function
- Understand how internal audit and control procedures contribute to corporate governance
- Recognize the importance of robust internal audit
- Identify its focus and approach
- Appreciate the importance of resolving audit issues

The boards audit committee

- Introduction to the audit committee & its composition
- Roles and responsibilities of the audit committee

- Implementation: building an effective audit committee
- Establishing audit committee interactions
- Introduce and properly staff the audit committee of your company
- Assign to the audit committee relevant functions to avoid duplication with other control bodies

How to interact with the external auditor

- Why conduct an external audit
- External auditors independence
- Non-audit services
- Interaction between the AC and the external auditor
- Questions the AC can ask the external auditor
- Understand the role of the external audit for the company
- Interact with the external auditor in such a way as to ensure the effectiveness of the external audit

Case study: developing a model annual report

Preparing for and conducting the annual general meetings

- General provisions on the AGM
- Preparation for the AGM
- Conducting the AGM
- Cumulative voting
- Ensure that the AGM is prepared in accordance with the requirements of best practices and local laws to enable all shareholders to participate in the meeting
- Minimize that the AGM approved decisions are appealed

Day 5: The boards role in protecting shareholder rights

- Types of shareholder rights

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- Shareholder rights under the OECD Principles of Corporate Governance
- Specific shareholder rights
- Pre-emptive rights
- Tag-along rights
- Understand why protection of shareholder rights is important
- Ensure that your company practices do not violate shareholder rights

Related party transactions and insider trading

- What are related party transactions?
- What are the concerns to corporate governance?
- What should be disclosed about RPTs in the financial statements?
- Understand the implications that related party transactions may have on the company and shareholder rights
- Detect and properly approve such transactions in your company
- Recognize what is insider trading and putting the necessary policy in place

Managing corporate conflicts

- Corporate conflicts: concepts and key procedures
- Arbitration & Mediation
- Understand the advantages and disadvantages of possible internal and external mechanisms of corporate conflict resolution
- Ensure that the internal mechanism of conflict resolution in your company function properly to minimize the risk of external intervention

The boards role in setting the companys dividend policy

- Defining the dividend policy
- Dividend formation and types
- Pros and cons of dividends policy
- Provisions on dividends and dividend policy

- Understand the main principles and components of the companys dividend policy according to best practices

- Ensure that the dividend policy of your company is in the best interest of the company and its shareholders

Conclusion

Gentex Training Center's Board Members & Corporate Directors Certification Program equips you with the knowledge, skills, and practical tools to excel in your board service. By successfully completing this program, you'll gain the confidence to navigate the boardroom effectively, contribute meaningfully to strategic decision-making, and ultimately drive long-term value for the organizations you serve. You'll also earn a recognized Board Member & Corporate Director Certification, solidifying your expertise and commitment to good governance practices.

FAQs

Q1 What is the "Board Members & Corporate Directors Certification Program" course about?

The Board Members & Corporate Directors Certification Program focuses on developing the knowledge and capabilities required for effective board service. It covers corporate governance principles, board responsibilities, strategic management, financial oversight, risk management, transparency, and decision-making practices that support organizational success.

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Q2 What are the key benefits of the "Board Members & Corporate Directors Certification Program" course?

This course helps participants strengthen their understanding of board structures, improve governance practices, enhance financial and risk oversight, and contribute effectively to strategic decisions. It provides practical guidance on board operations, shareholder protection, transparency, CEO evaluation, and organizational accountability.

Q3 What skills will I gain from the "Board Members & Corporate Directors Certification Program" course?

Participants will gain skills in Corporate Governance, Board Leadership, Risk Management, and Strategic Decision-Making. These skills enable directors to support effective governance structures, evaluate organizational risks, participate in strategic planning, and exercise informed oversight of company performance.

Q4 What tools, methods, or standards are covered in the "Board Members & Corporate Directors Certification Program" course?

The course covers corporate governance frameworks, board evaluation practices, risk management frameworks including the three lines of defense model, internal audit procedures, financial oversight methods, IFRS disclosure principles, shareholder rights practices, and board decision-making processes.

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Q5 How is the "Board Members & Corporate Directors Certification Program" course applied in real-world practice?

The course applies learning through governance case studies, board-level discussions, and practical exercises. Participants explore real board responsibilities such as CEO selection, succession planning, financial oversight, audit committee effectiveness, risk governance, shareholder protection, and strategic decision-making.