

## **Developing Directors Course**

The following details a brief outline of the objective of the course, who should attend, general comments on the course.

### **Objective**

To increase the understanding of governance, the role of a Director and the expectations of the shareholder.

### **Outcome**

At the end of the course a successful participant will:

- Understand the purpose of governance and the measure of success and failure in governance
- Understand the principles and practices which directors should apply to successfully and actively participate on the board of a company or a Crown Owned entity
- Be capable of taking his or her place alongside other directors managing both the risks to the shareholder and their own liability in a competent and professional manner.

### **Who should attend?**

This course is aimed governance training for prospective company Directors that have little or no governance experience.

### **General Comments**

This two day session is intense with pre-reading for the second day session. The output would result in participants having a good understanding of a Director and Board and be able to participate and add value in the Boardroom at an early stage.

It is important to note that the Board Meeting is a new module that was introduced into the Otago TBPL May course and proved to be highly beneficial to the participants in consolidating the previous learning and understanding a real life Board situation.

### **Length of Course**

A two day course, with Board Meeting.

Each session is either an hour or one half hour session.

The Board meeting is a 3-4 hour session.

### **Content**

Sessions will cover:

- *Board Purpose and Function*  
The module covers what is governance, an outline of the role of the Board, Chair, Directors, CEO, Shareholders and Stakeholders.
- *Effective Board Practice*  
This module covers the Board operation and includes a review of Board committees, Board meetings, Board work plans and Board evaluations.
- *Legal Obligations*  
This module outlines the company law and how it impacts on Directors and also includes Treaty of Waitangi obligations.

- *Financial Understanding*  
This module discusses the analysis and interpretation of financial statements. The module also includes an understanding of the impact of Capex on the financial accounts.
- *Risk Management*  
This module covers the overall role of the Board and risk management and introduces the understanding of the need to implement policy to minimise exposure to risk. The module also gives example of risk metrics that can be used.
- *Board and Strategic Planning*  
This module details strategic planning and the strategic planning process as well as discussing the various levels of involvement that a Board can have in the process and introduces actual case study examples of Board vs Management strategic decision making.
- *Conflicts of Interest*  
This module increases the awareness of individuals of conflicts of interest and uses examples for the participants to analyse.
- *Board Meeting*  
This module puts a prospective Director in the position of being a Director - a more full set of Board papers of a New Zealand company is given to participants to read. The papers cover details of the previous modules (by way of learning). Board meeting is convened with the participants taking the role of Director at the Board sessions. This Board meeting is then critiqued in the afternoon session.
- *Crown Expectations (where the seminar is held for a Crown company)*  
This session would involves an outline of the differing expectations of a Crown shareholder.