

## **Specialist Course - Sub Committees Directors**

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

### **Objective**

To increase the understanding of the role and content of standing sub-committees. The general best practice of standing committee of Boards.

### **Outcome**

At the end of the course a successful participant will:

- Be capable of actively participating as a board nominee on an audit, remuneration or risk committee;
- Be capable of contributing to the development of recommendations, including underlying justifications, for a parent board; and,
- Be able to demonstrate a basic understanding of the statutory and related legal requirements and implications of the work of these sub Committees.

### **Who should attend?**

The course is more appropriate for Directors who have not been exposed to participating in some of these sub-committees.

### **General Comments**

Directors are generally involved in sub committees that reflect their level of expertise and often do not have opportunity to experience other standing sub committees of the Board.

This course offers Directors the ability to broaden their thinking and development as well as increasing their effectiveness around the Board table.

The course in part includes elements from modules of other specialised courses that TBPL is proposing.

### **Length of Course**

One day.

Each module is approximately two hours in length.

### **Content**

Sessions will cover:

- *Remuneration and Nominations Committee*  
This module includes terms of reference for this committee, how to identify and recognise positive remuneration strategies, the CEO choosing and reviewing, how to identify the key performance indicators for the CEO and processes for monitoring and management. This module will also include discussion on incentive plans.
- *Risk Committee*  
This module will include discussions on risk metrics for identifying and prioritising risk with an overall view to risk recognition within a company and the Board's role. This module will also include an outline of generic risks facing companies and Crown companies, in particular. separating both SOE and CRI company.

- *Audit Committee*  
This module outlines the role of the audit committee, terms of reference and also includes a section on Treasury Management and Capital Structure and IFRS and the impact on the company results.