

# EFFECTIVE BOARD GOVERNANCE FOR INDEPENDENT DIRECTORS

8<sup>th</sup> - 9<sup>th</sup> September, 2017

**BSE**  
INSTITUTE LIMITED



BOARDROOM SERIES

# Programme Overview

The Companies Act, 2013 aims to bring in sweeping changes to the corporate governance environment in India. One of the areas which the new law brings into sharper focus is the role of Independent Director's (IDs) and business owners, who are expected to bring in 'outside-in views', in enhancing corporate governance standards for the listed companies and the Small and Medium Enterprises (SMEs). IDs and business owners play a critical role in implementing sound corporate governance practices in listed companies and SME segment. They are expected to assist in implementing sound corporate governance practices, thus contributing to transparency, performance and overall good governance. Stakeholders are increasingly relying on IDs and business owners to deliver on their responsibilities to enhance corporate governance standards. Under the new dispensation, the key responsibilities of IDs and business owners relate to strategy, risk management and internal financial controls, related party transactions, ethical and compliance oversight and succession planning and executive remuneration.

Your focus as a business owner/director is key to the growth and long-term sustainability of the business. If you are looking to take your small or medium-sized company to the next level, it is important to understand how the role as a director underpins the growth of business.

In some small and medium sized enterprises, the manager may also be a director. In such cases the separation between daily management and growth strategy can become blurred.

However, its important that requisite time and focus is dedicated to both. A company looking to grow cannot afford to ignore the role of its directors and the business benefits that can be achieved through good governance.

Hence the roles and responsibilities of IDs have been codified for the first time in statute to respond to fast changing business environment, corporate malpractices and failures, and governance lapses. To effectively discharge their expanded responsibilities, IDs and business owners need to devote sufficient time, undergo training, focus attention on agenda setting, seek independent professional advice and ensure that the board evaluation process is effective. Moving forward, India will do well to increasingly brace for the global trends such as emergence of Lead IDs, diversity in board composition, increasing shareholder activism and a transition toward stakeholder approach.

## Why Attend

- Broadens the spectrum of awareness and perspective of Independent Directors.
- Insights shared by eminent industry professional.
- Equips participants with a framework to develop an action plan for best board practices.
- Practical guidance on Best Practice Policies, CSR, Board behaviour, Board Evaluation, Risk management evaluation, Statutory duties, fiduciary duties and many more.

## Who Should Attend

- CXOs, Senior Management
- Senior HR or Business Leaders of Line Functions
- Corporate Policy Makers & Strategic Planners
- HR Generalists / Managers Diversity Practitioners
- Academicians
- Trainers / Consultants
- Retired PSU Officer
- Retired Senior Bankers
- Retired IAS / IPS & IRS Officers

## Day 1

8<sup>th</sup> Sept, 2017

09:00 am – 09:30 am **Registration & Breakfast**

09:30 am – 10:00 am **Welcome Address**

10:00 am – 11:00 am **The Role of the Board and Directors' Rights, Duties and Liabilities**

The identification of the board's governance role and responsibilities (to include strategic leadership, oversight of executive management and accountability activities)

Addressed by **Mr Puranam Hayagreeva Ravikumar, President, CISI National Advisory Council India**

11:00 am – 11:15 am **Tea / Coffee**

11:15 am – 12:15pm **Ethics & Dynamics – The Trade-off**

Handling Management & Ownership Bridge, Corporate Values, Transparency in Operations, Establishing the Risk Appetite, Responsibility towards Stakeholders, Dilemmas on the Board, Decision Support Systems

Addressed by **Mr Puranam Hayagreeva Ravikumar, President, CISI National Advisory Council India**

12:15 pm – 01:15 pm **Independent Directors**

Legal compliance for selection and practice of Independent Directors, Duties & responsibilities, Contribution to the Internal Audit Committee operations, Code of Conduct & Ethics

Addressed by **To be finalised**

01:15 pm – 02:00 pm **Lunch**

02:00 pm – 03:00 pm **Financial Health Diagnosis**

Key Concepts of Financial Statement Analysis, IFRS, IND (AS) & other Accounting Standards, Subsidiary Organization financials, Audits & Control mechanisms, Prevention of malpractices

Addressed by **Mr Rammohan Bhave, MD, Consult IFRS**

03:00 pm – 04:00pm **The Annual report**

The Shareholders' General Meeting  
Website disclosure Board challenges associated with valuation, gearing and dividend policy The importance of effective shareholder communications Board's role in CSR plan of the organization Role Of Committees

Addressed by **Mr Rammohan Bhave, MD, Consult IFRS**

04:00 pm – 04:15 pm **Tea / Coffee**

## Day 1

8<sup>th</sup> Sept, 2017

04:15 pm – 05:15 pm

### **Financial Stewardship and Governance Oversight Issues**

Oversight of information governance policies, systems and procedures. The board's role in corporate reporting The content of the Governance Report and good practice construction processes

Addressed by

**To be finalised**

## Day 2

9<sup>th</sup> Sept, 2017

10:00am – 11:00am

### **Board of Directors - A strategic Position**

Performance Monitoring using Balanced Scorecard Techniques, Strategic Approaches for Contingencies, Transformation & Change Management, Compensation & Performance Appraisal Management, Maintaining Corporate Reputation & Accountability Enhancing Women's Access to and participation in the board Strategically advancing women in workplace Addressing challenges faced by a diverse board and preparing for the future Prioritising board diversity on corporate governance agenda & aligning it with organisational strategy

Addressed by

**To be finalised**

11:00 am – 11:15 am

### **Tea / Coffee**

11:15am – 01:15 pm

### **Legal Compliance Issues**

Role, duties & obligations of Independent Directors - Overview of provisions of the Companies Act and other commercial laws.

Corporate Governance under SEBI Regulations including gender diversity on boards.

Role of Regulators & Ministry of Corporate Affairs.

Addressed by

**Mr. Sharad Abhyankar, Partner, Khaitan & Co.**

01:15 pm – 02:00 pm

### **Lunch**

02:00 pm – 03:30 pm

### **What are a Director's Rights, Duties and Liabilities on a Board?**

Directors' rights, Statutory duties, fiduciary duties, duty of care and duty to act within powers Legal liabilities and enforcement mechanisms

Addressed by

**To be finalised**

03:30 pm – 05:00 pm

### **Board Practices**

- Setting the agenda: its contents – key success factors
- The agenda annual calendar
- Board briefing papers
- Executive meetings of non-executives
- Challenges in conducting board meetings
- Board meeting leadership and procedures
- Best practice minutes of board meetings
- Director induction package
- Red flags for directors
- Dysfunctional board characteristics and how to deal with them

Addressed by

**To be finalised**

# Programme Fees

Price Per Delegate Rs. 20,000 (Plus taxes)

Group Bookings Buy 4 delegate passes and get 1 delegate pass free

**Early Bird Discount 10% Valid until 4th Sept, 2017**

## Mode of Payment (NEFT Details)

**Company Name:** BSE Institute Limited

**Bank Name:** HDFC Bank

**Bank A/c No.:** 1577 034 0008409

**IFSC Code:** HDFC0000060

## Venue

**BSE Institute Limited,**  
P. J. Towers, 19<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400001, India.

## Contact Details

**Bhavini M Gohil**

**Address:** P. J. Towers, 19<sup>th</sup> Floor, Dalal Street, Mumbai -400001, India.

**Email:** bhavini.gohil@bseindia.com | training@bseindia.com

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**BOARDROOM SERIES**



**BSE Institute Ltd.**  
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**REGISTRATION FORM**

**Effective Board Governance For  
Independent Directors**

**8th - 9th September, 2017**

**Return to: FAX: 0091 22 22723250**

**Email: bhavini.gohil@bseindia.com / training@bseindia.com**

**REGISTRATION DETAILS:**

**Title (Tick):** Mr Ms Mrs Miss Dr Other

**First Name:** \_\_\_\_\_ **Last Name:** \_\_\_\_\_

**Company Name:** \_\_\_\_\_ **Title/Position:** \_\_\_\_\_

**Address:**

**Suburb/Town/City:** \_\_\_\_\_ **State** \_\_\_\_\_ **Postcode** \_\_\_\_\_ **Country** \_\_\_\_\_

**Phone:** ( ) \_\_\_\_\_ **Fax:** ( ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**MULTIPLE REGISTRATIONS:** Kindly provide the details of the second nomination below (if applicable):

**Title (Tick):** Mr Ms Mrs Miss Dr Other

**First Name:** \_\_\_\_\_ **Last Name:** \_\_\_\_\_

**Company Name:** \_\_\_\_\_ **Title/Position:** \_\_\_\_\_

**Address:**

**Suburb/Town/City:** \_\_\_\_\_ **State** \_\_\_\_\_ **Postcode** \_\_\_\_\_ **Country** \_\_\_\_\_

**Phone:** ( ) \_\_\_\_\_ **Fax:** ( ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**PAYMENT DETAILS:**

**Amount (In words)** \_\_\_\_\_

**Programme Fees**

Price Per Delegate Rs. 20,000 (Plus taxes)

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**Early Bird Discount 10% Valid until 14th Aug, 2017**

**Mode of Payment (NEFT Details)**

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