

Course Content and Program Schedule

The program is delivered in four three-day modules in cities across Canada. Modules are taught by leading faculty of prominent business schools, some of Canada's most experienced directors, and leading governance experts.

Module I – Guiding Strategic Direction and Risks

Module I provides a comprehensive overview of the fundamental board tasks and processes including director legal duties and responsibilities, overseeing strategic decisions, as well as managing group dynamics and decision-making in the boardroom.

Module II – Monitoring Financial Strategy, Risks and Disclosure

Module II focuses on the board's responsibility to oversee and monitor financial performance, health, and disclosure. Participants take part in group exercises that illustrate how to effectively organize and run audit committees, as well as improve their personal effectiveness in the board meeting context.

Module III – Guiding Human Performance

Module III focuses on the board's role in enhancing human performance, including the appointing, evaluation, compensation and renewal of the executive team. This module also examines how to structure boards with the appropriate set of director skills and experiences.

Module IV – Assessing Enterprise Risk and Directing Extreme and Unique Events

In Module IV, participants integrate their learning across the four modules by employing an enterprise risk management framework that helps directors identify and prioritize the wide range of issues influencing their organizations. Some of the specific risks and issues include mergers and acquisitions, technology investments, operations crises, finance irregularities, human capital failures and governance breakdowns.

Directors Education Program- Module I

Guiding Strategic Direction and Risks

	<i>Friday</i>	<i>Saturday</i>	<i>Sunday</i>
Time	<i>SETTING THE COURSE</i> <i>Strategy Formation</i>	<i>SETTING THE BOUNDARIES</i> <i>Board Risks, Duties and Responsibilities</i>	<i>TRANSFORMING IDEAS TO ACTION</i> <i>Board and Director Effectiveness</i>
07:00 – 08:00	Breakfast		
08:00 – 08:30	Introduction/Overview	Lessons Learned from Day 1	Lessons Learned from Day 2
08:30 – 10:00	What is Strategy?	Global Integration and Stakeholder Management	Avoiding Decision Failure in the Board Room
10:00 – 10:30	Break		
10:30 – 12:00	Strategy and the Board	Global Integration and Stakeholder Management (cont'd)	Avoiding Decision Failure in the Board Room
12:00 – 13:00	Lunch		
13:00 – 14:30	Strategy Applied: Should INMET mine it?	Understanding Directors Duty of Care	Board Room Negotiations Applied: Ensuring Effective Outcomes
14:30 – 15:00	Break		
15:00 – 17:00	Strategy Applied: Should INMET mine it? (cont'd)	Legal Framework: Board Duties, Responsibilities and Liabilities	Board Room Negotiations Applied: Ensuring Effective Outcomes (cont'd)
	End of Module I		
17:30	Cocktail Reception: Guest Speaker		

Directors Education Program - Module II

Monitoring Financial Strategy, Risks and Disclosure

	Friday	Saturday	Sunday
Time	<i>SETTING THE COURSE</i> <i>Board-Management Relationships</i>	<i>TRANSFORMING IT TO ACTION</i> <i>Financial Strategy</i>	<i>SETTING THE BOUNDARIES</i> <i>Audit Committees: Monitoring & Disclosure</i>
07:00 – 08:00	Breakfast		
08:00 – 08:30	Introduction/Overview	Lessons Learned from Day 1	Lessons Learned from Day 2
08:30 – 10:00	Strategic Innovation	The Roles and Duties of the Audit Committee KPMG	The Facilitative Director : Shaping Board Culture
10:00 – 10:30	Break		10:00-10:15
10:30 – 12:00	Strategic Innovation (cont'd)	Dealing with Grey Areas KPMG	10:15-11:15 The Facilitative Director : Shaping Board Culture 11:15-12:30 Audit Committee: Monitoring & Disclosure
12:00 – 13:00	Lunch		12:30 – 13:30
13:00 – 14:30	Discretionary Accounting: Disclosure, hidden liabilities and revenue recognition.	On Being and Effective Director- Hot Topics for Audit Committees PwC	13:30-15:00 Directing the Controlling CEO: A Case Study
14:30 – 15:00	Break		15:00 – 15:15
15:00 – 17:00	Discretionary Accounting: Disclosure, hidden liabilities and revenue recognition.	On Being and Effective Director- Hot Topics for Audit Committees	14:00-17:00 Directing the Controlling CEO: A Case study

Directors Education Program - Module III

Guiding Human Performance and Assessing Enterprise Risk

	Friday	Saturday	Sunday
Time	<i>SETTING THE COURSE</i> <i>Human Performance</i>	<i>SETTING THE BOUNDARIES</i> <i>Compensation Policies</i>	<i>TRANSFORMING IT INTO ACTION</i> <i>Managing Board, Committees &</i> <i>Management Relationships</i>
07:00 - 08:00	Breakfast		
08:00 - 08:30	Introduction/Overview	Lessons Learned from Day 1	Lessons Learned from Day 2
08:30 - 10:00	Evaluating the CEO	Components of Compensation	The Role of the Governance Committee in Developing Board Effectiveness
10:00 - 10:30	Break		
10:30 - 12:00	Evaluating the CEO (cont'd)	Compensating the CEO and Officer Level	Selecting Board Members Board Evaluations and Director Assessment
12:00 - 13:00	Lunch		
13:00 - 14:30	Succession Planning	Compensation in the organization	Directors' and Officers' Liability Insurance
14:30 - 15:00	Break		
15:00 - 17:00	Executive Compensation at GE	The Changing World of Director's Liability	The Cross Country Group: A Piece of the Rock (Compensation and Retention)

Directors Education Program - Module IV Special Topic: Directing Extreme and Unique Events

	<i>Friday</i>	<i>Saturday</i>	<i>Sunday</i>
Time	<i>Enterprise Risk Management</i>	<i>Mergers and Acquisitions</i>	<i>The Effective Board and Committee Meeting</i>
07:00 - 08:00	Breakfast		
08:00 - 08:30	Introduction/Overview	Lessons Learned from Day 1	Lessons Learned from Day 2
08:30 - 10:00	M&A Panel	I.T. Risk	Effective Meetings: The Art of Communicating in the Board Room
10:00 - 10:30	Break		
10:30 - 12:00	M&A Panel	I.T. Risk	Effective Meetings: The Art of Communicating in the Board Room (cont'd)
12:00 - 13:00	Lunch		
13:00 - 14:30	M&A Case Study: Conrail	M&A Case Exercise - Fording Board Decision	Group Presentations
14:30 - 15:00	Break		Graduation
15:00 - 17:00	M&A Case Study: Conrail (cont'd)	Can Public Boards Learn from Boards of Private Equity	