

## Company Secretary Workshop

### Essential Company Secretarial Practices in Corporate Governance

#### A One-Day Workshop

02 June 2010

#### Who Should Attend

- Appointed and aspiring company secretaries.
- Anyone involved in companies law compliance.
- Anyone seeking a better understanding of the role of the Company Secretary who has responsibility for corporate governance practices and interaction with the Board.

#### Topics

- The scope, role and functions of the Company Secretary.
- The laws, regulations and corporate governance best practices relating to company secretarial practices.
- Board evaluation.
- Company secretarial issues and problems.

#### Workshop Aim

A core responsibility of the Company Secretary is as Secretary to the Board. The aim of this workshop is to develop the essential knowledge and skills required to ensure that the Board practices are effective and are benchmarked against best international practice.

#### Learning Outcomes

At the conclusion of the workshop participants will be able to:

- Understand the scope, role and functions of the Company Secretary and apply them within their own organisation.
- Understand the laws, regulations and corporate governance best practices relating to Board secretarial practices with particular reference to recent developments and apply them within their own organisation and ensure compliance.
- Recognise the benefits associated with Board evaluation and benchmark the performance of effective Boards against their own Board.
- Apply professional knowledge and skills to the resolution of practical secretarial issues and problems.

#### Workshop Methodology

This is a one day interactive workshop with presentations covering five modules on different aspects of the role of the Company Secretary and corporate governance, benefiting from case studies, recent surveys and research data.

#### Cost and Location

Cost: 1,250 USD for non members and 1,125 USD for Hawkamah Members.

Time: 09:00 – 16:00 hrs.

Location: DIFC Conference Centre, Dubai - UAE

## One Day Program Outline

### Module 1: The Scope, Role and Functions of the Company Secretary

- The importance and special position of the secretary
- The relationship with the chairman and directors
- The personal attributes of a Company Secretary
- The independence of the secretary
- Shareowner relations and communications with other stakeholders

### Module 2: Case Study: Compliance for the Company Secretary

- The compliance requirement for a Company Secretary
- The compliance duties of a Company Secretary
- DIFC companies law
- DIFC Registrar of Companies
- Guidelines for statutory records
- Filing requirements and continuing obligations for a company limited by shares (statutory registers, annual return, registered office, commercial license, annual accounts).

### Module 3: Corporate Governance Best Practices Relating to Company Secretarial Practices

- Statements of reserved powers and terms of reference
- The annual calendar of the agenda for the Board and committees
- Preparation of Board agendas and papers
- The management of policies relating to disclosure of interest and related party transactions
- Best practice minutes
- Board document retention policy
- The interface of committees and the Board
- Director induction
- Executive meetings
- Managing collective responsibility and confidentiality

### Module 4: Board Evaluation

- Types of Board evaluation
- The benefits of Board evaluation
- Characteristics of effective and successful evaluations
- Characteristics of ineffective and unsuccessful evaluations
- Managing the evaluation process
- Managing evaluation feedback

### Module 5: Secretarial and Board issues

- Managing conflict processes
- Managing grievance and whistle-blowing procedures
- Corporate responsibility
- International governance trends.
- Sources of information for keeping up to date

## Profile of Sample Instructors

**Sharon Ditchburn** is the Managing Director at Capital Advantage – UAE. Sharon is a qualified Australian CPA and Chartered Secretary with Law and Business Degrees, a MBA specializing in Corporate Governance, and certifications in Anti Money Laundry and Compliance. Sharon has over 12 years experience in establishing start up and spin-off companies in diverse industries.

**Chris Pierce** is an internationally renowned expert on Board governance having worked with policy makers and directors and Boards in Europe, Asia, Africa, the US and South America. Chris is the Chairman of Global Governance Services Ltd. He is a director on a number of Boards in the UK and overseas. Prior to becoming Chairman, Chris was the Director of Professional Standards and Professional Development at the Institute of Directors (IoD) in the UK. Chris has written extensively on director and Board development issues and regularly speaks at international conferences. His qualifications include: an Economics degree, a Post Graduate Certificate in Education, a Masters degree in Philosophy and an MBA. He is a Chartered Company Secretary and Administrator, an Executive Fellow of Henley Management College, a Visiting Fellow at Cranfield Management School and a Fellow of the Royal Society of Arts.

**Natella Safar Ali** is the Assistant Registrar of Companies for DIFC. Within the past year, she has developed the processes and established precedents for registration and post-registration services. Since 1997, Natella has been working in the legal field, with an international private law firm, followed by several years with ENOC's in-house legal department. She is currently studying Company & Partnership Law with the Institute of Legal Executives, UK. She obtained her BA degree in Azerbaijan then completed her MBA from the University of Leicester, UK.

**Claire Alves** is the Company Secretary of Borse Dubai and NASDAQ Dubai. Before joining NASDAQ Dubai (formerly DIFX) in 2004, Claire was Deputy Company Secretary of Exel plc, at the time a UK FTSE 100 company and the global leader in supply chain management. She has 15 years' experience in the company secretarial and corporate governance field and is a Chartered Company Secretary and a Fellow member of the UK Institute of Chartered Secretaries and Administrators (ICSA) and Chairman of ICSA Gulf Forum.

### Lara Arab – Program Manager

Lara is the Program Manager Financial Institutions and Family Owned Businesses at the Hawkamah Institute for Corporate Governance. In her position, Lara is also responsible for identifying strategic partners for the Institute, developing market incentives to promote good corporate governance, and developing and managing Hawkamah's capacity building programs. She is currently leading two MENA Task Forces on Corporate Governance, namely for the Insurance and the Private Equity industries. Lara graduated from the American University of Beirut with a Bachelor of Arts in Economics and has hands on experience in Corporate Governance and Project Management.

## About the Company Secretary Workshop

Company Secretaries play a key role in advancing corporate governance within the Board room by ensuring the independence of the Board from management as well as improving Board efficiency. As a profession, the Company Secretary position is new to the region, but will be essential as corporate governance takes root. This one-day workshop provides existing Company Secretaries and other interested parties with an insight into the role of a Company Secretary and its extended responsibilities from compliance with the companies law, the Board and an organization's corporate governance.