



HAWKAMAH
THE INSTITUTE FOR CORPORATE GOVERNANCE



Director Development Programme

An Introduction to Board & Corporate Governance

A Two-Day Programme

Oct 22 - 23, 2007

Dec 03 - 04, 2007

➤ Who should attend

- Current Directors.
- Aspiring Directors.
- Senior managers involved in strategic decision making who want to eventually be an independent director.

➤ Topics

- The Definition of and Rationale for Good Corporate Governance.
- Building an Effective Board – Roles and Authorities, Duties and Liabilities.
- Board election, Composition and Structure - The Right Mix of Skills and Importance of Independent Directors.
- Executive and Non-Executive Remuneration – How to Attract, Retain and Motivate Directors and Officers.
- The Working Procedures of the Board and Its Committees, and the Role of the Corporate Secretary.
- Case Study: Conducting a Board Self Evaluation.

➤ Learning Objectives

- Increase your ability to identify specific corporate governance challenges the organisation is facing.
- Use proven methods of implementing good corporate governance from the company and economy perspectives.
- Define the role and authority of a board and understand the differences with management roles.
- Identify the relationship between board performance to its structure and membership.
- Increase your knowledge of international best practices on board remuneration.
- Work towards an effective board through learning board procedures.
- Increase your knowledge of board evaluations, and how to implement them.

➤ How will you learn

The programme will be conducted along workshop principles with case studies and interactive work examples. Relevant case studies will be provided to allow participants to benchmark their Board practices with other companies in emerging markets.

➤ Cost and Location

Cost: 2,000 USD for non-members and 1,800 USD for Hawkamah members.

Location: Jumeirah Emirates Towers Hotel, Dubai – UAE.

➤ Programme Registration

- By Telephone: +971 4 362 2551
- By Fax: +971 4 362 2552
- By Email: info@hawkamah.org
- By Post: Hawkamah Institute for Corporate Governance, DIFC, P.O.Box 74777, Dubai, UAE

➤ Enrolment Policies

Incidental expenses: Hawkamah is not responsible for covering airfares or travel costs incurred by delegates.

Cancellation Policy: A full refund of the course fee will be given for cancellations received up to the 10 working days deadline. Cancellation must be made in writing. No refunds will be given for cancellations received less than 10 working details before the event.

Disclaimer: Hawkamah reserves the right to alter the contents of this programme and/or the programme instructors and/or venue due to circumstances beyond its control.

Hawkamah takes your privacy seriously. We collect and use personal information to provide you with our information services and contact you with details of products and services we offer.

➤ Programme Outline

Day 1 (8 hours including a one hour lunch break and two coffee breaks)

Module 1: The Definition of and Rationale for Good Corporate Governance

Module Objectives:

- To define corporate governance and its importance to the company.
- To identify specific corporate governance challenges the company is facing.
- To advance a business case for implementing good corporate governance from the company and economy level.
- To outline costs of implementation of corporate governance.

Module 2: Building an Effective Board – Roles and Authorities, Duties and Liabilities

Module Objectives:

- To identify when to create a board and why boards are important.
- To define what constitutes an effective board.
- To understand the difference between board and management.
- To define the role and authority of the board.
- To identify ways to empower the board.

Module 3: Board election, Composition and Structure - The Right Mix of Skills and Importance of Independent Directors

Module Objectives:

- To identify the relationship between board performance to its structure and membership.
- To determine how to identify the right mix of skills in a board.
- To determine how to identify the right mix of categories in a board.

Day 2 (8 hours including a one hour lunch break and two coffee breaks)

Module 4: Executive and Non-Executive Remuneration – How to Attract, Retain and Motivate Directors and Officers

Module Objectives:

- To provide an overview of international best practices on board remuneration.
- To understand and select an executive remuneration package suitable for the company.
- To understand how to adequately structure an executive remuneration package.

Module 5: The Working Procedures of the Board and Its Committees, and the Role of the Corporate Secretary

Module Objectives:

- To provide an overview of the most important board procedures for an effective board.
- To understand how to prepare for and conduct effective board meetings.
- To understand the role of the Company Secretary in the efficient functioning of the Board.

Module 6: Case Study: Conducting a Board Self Evaluation

Module Objectives:

- To understand the pros and cons of board evaluations
- To identify different types of board evaluations and how to implement.

➤ Profile of Instructors



Sebastian A. Molineus

is the corporate governance programme manager for IFC's Private Enterprise Partnership for the Middle East and North Africa (IFC PEP-MENA). As such, he focuses on providing advisory services to banks and companies on corporate governance, in particular through consultations and boardroom training events on corporate governance, as well as corporate governance assessments and reviews. Sebastian worked with the Organization for Economic Cooperation and Development (OECD) from 1997 to 2000 where he focused on corporate governance reforms in the CIS and South East Europe. Prior to joining PEP-MENA, Sebastian worked for IFC in Russia, where he served as project manager for the Russia Corporate Governance Project from 2002 to 2005.

Chris Pierce

is an internationally renowned expert on board governance having worked with policy makers, directors and boards in Europe, Asia, Africa, the US and South America. Chris Pierce is the Chief Executive Officer of Global Governance Services Ltd. He is a director on a number of boards in the UK and overseas. Prior to becoming CEO, he 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.



Kaiser H. Naseem



is the Manager of IFC's Pakistan Corporate Governance Project where he focuses on helping local institutions, such as the Pakistan Institute of Corporate Governance, in providing support to banks and companies on good corporate governance practices. Kaiser is also involved in direct consultations for companies, corporate governance assessments and training of Board Directors. Kaiser has previously worked in IFC's investment divisions and has been responsible for developing financial institutions in Pakistan and Central Asia in the 1990s. He is also the founder President of Pakistan's SME Bank. Kaiser has served on the Boards of several companies in the region and in North America. He is a certified trainer and holds an engineering and an MBA degree.

Nick Nadal - Course Director

is the Director at Hawkamah Institute for Corporate Governance, in charge of developing programmes for family owned enterprises, non listed companies, banks and financial institutions, capital markets, media, and academia on corporate governance. Prior to joining Hawkamah, he was the Director for Middle East and North Africa programmes at the Centre for International Private Enterprise, a non-profit affiliate of the U.S. Chamber of Commerce, building linkages with and supporting regional business associations, developing and conducting training programmes on association governance, and developing programmes to advance entrepreneurship, economic journalism, and corporate governance in the region.



➤ About the Director Development Programme

The Hawkamah Director Development Programme forms a key part of the range of services being provided to its members by the newly initiated Hawkamah Institute of Directors (HIOD) for the region. Attendance at the courses is open to anyone, but attendees will be encouraged to join the HIOD and take full advantage of the benefits it will be offering, including preferential rates on attendance at future courses. In conjunction with its partner, the International Finance Corporation (IFC), Hawkamah has prepared this course programme of international quality to help current and potential directors in the region equip themselves for the challenges of performing well as directors in an increasing global environment.

An understanding of some of the essential components of good Board governance and performance is provided by high quality international presenters who ensure continued interest and active participation by those attending. These courses will be certified and attendees who complete the course and pass a final exam will be accredited to apply for Graduate Membership of the HIOD.

➤ Delegate Details

Delegate Name		Job Title	
Company		Dept.	Address
Tel.	Fax	City	Postcode
Email			

➤ Payment Options

I prefer to pay by cheque

(Drawn on a UAE Bank in favor of Dubai International Financial Centre, Account No. 020-113932-003, HSBC Bank)

I prefer to wire transfer to:

HAWKAMAH BANK ACCOUNT

Account Title: Dubai International Financial Centre

Account No.: 020-113932-003

Bank Name: HSBC Bank ME Address: P.O. Box 66, Dubai, UAE

Swift Code: BBMEAEAD

*Please send us a notification of the wire transfer once completed.

*Registration is confirmed upon receipt of payment only.

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