Governance Professionals' Education Program
Governance in Practice Designation, GPC.D
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Foundations of Governance
Day 1 – Full Day *Session Topic: Core of Governance and the role of the governance professional*
This session sets out the expectations and growing role and responsibilities of the Governance Professional. It will examine the legal commonalities and differences among various kinds of organizations and how they impact oversight, strategic and operational functions. **Participants will explore the following topics in depth:** • What is a 'governance professional'? • What is 'governance'? • The legal, regulatory and public policy basis of governance • Defining roles and responsibilities in governance • Emerging issues in the world of governance
Day 2 AM – *Session Topic: Director Management – Driving Board Effectiveness throughout the Director Life Cycle*

The purpose of the session is to provide the tools for developing critical processes to enhance Board effectiveness from before directors join the Board, through their tenure and until they leave – with the objective of improving the Board's decision-making processes.
 	
Participants will explore the following topics in depth:
 	
• The role of the Governance Professional in supporting and encouraging the 3 pillars of good governance practices (Independence, Accountability and Transparency) with regard to recruiting, orienting, education, evaluating and removing directors.
• Getting the most from your Board - best practices for developing
   ◦ Clarifying expectations among directors
   ◦ Effective skills matrix, evaluations
• Director succession plans and director removal options/ Influencing the Board and taking a lead role on key director life cycle issues
   ◦ Director orientation programs
• Director appointments and elections - term limits, diversity and retirement ages

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Foundations of Governance Day 2 cont'd
Day 2 PM - *Session Topic: Board Committees Framework*

The purpose of governance to enhance organizational <u>decision-making</u> to create viable, sustainable organizations.

Participants will explore the following topics in depth:

- Case for Committees
- Board/Committee Relationship
- Role of Committees
- Committee Effectiveness
- Committee Membership
- Committees & Role of Governance Professionals
- Tips for Committees

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Day 3 – Morning
Session Topic: Soft Skills – Managing and Influencing Board Dynamics, Culture, Relationships & Conflicts

Boardroom dynamics have a significant yet largely unrecognized impact on good governance. The governance professional has a critical role in supporting their board in fostering a more conducive boardroom culture by mastering the required soft skills to do so.

Participants will explore the following topics in depth:

- Provide opportunity for participants to experience dysfunctional boardroom culture/dynamic
- Explore implications for the governance professional
- Reliance on experiential learning with some preparation, but little in terms of formal curriculum
- Emotional intelligence/Self-motivation
- Decision-making/ Change management
- Dual/multiple reporting accountabilities/relationship management
- Board/Management relationships
- Communications

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Applied Governance
Day 1 – Morning   ***Session Topic: Meeting Processes and AGMs***

The purpose of the session is to provide the tools for holding successful meetings – the ultimate decision-making process for all organizations including:

a. *The legal and regulatory requirements for Board, committee and shareholder or member meetings*
b. *Tools and processes for organizing and holding successful and effective meetings*
c. *The special nature of shareholder and member meetings and best practices*

Participants will explore the following topics in depth:

- legal entity variations respecting meetings
- Notices of meetings and disseminating information
- Setting an agenda/Consent agendas
- Declarations of interest and conflicts of interest
- Project management for meetings
- Stakeholder relations
- Documentation and minutes
- In camera meetings
- Proxy management/Voting and ballots
- Key date management
- Executive summaries
- Managing board portals
- Web-based meetings
- Resolutions and third parties
- Forging alliances with management, and shareholders/members/key stakeholders
- Influencing action: Following up after meetings

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Day 1 – Afternoon
Session Topic: Financial Literacy for the Non-Financial Governance Professional

The purpose of this course is to help give you an understanding of business finance, and the role of the Board, Audit Committee, Auditors and the Governance Professional in the preparation, presentation, and analysis of financial information.

Participants will develop an understanding with respect to:

- Accounting terms and the significance and relevance of financial information
- Basic concepts underlying the preparation and presentation of financial statements
- Controls and policies that help ensure accuracy and reliability of accounting systems
- The budgeting process including the fundamentals of preparing and mastering budgets

Day 2 – Morning
Session Topic: Minutes and Minutes Management

The purpose of the session is to provide the tools for preparing minutes that protect the organization and its directors – with the objective of evidencing the due-diligence of the Board in its decision-making processes.

Participants will explore the following topics in depth:

- Purpose of minutes
- The legal and regulatory requirements for minutes
- Tools and processes for implementing and maintaining effective minutes
- Best practice minute taking, preparation and maintenance procedures
- Records Management

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Day 2 - Afternoon
Session Topic: Policy Principles

In this course participants will explore purpose of policies in the context of governance, examine the six-step policy process and framework, learn techniques for developing clear and effective policies, and review strategies to manage common policy challenges.

Participants will explore the following topics in depth:

- Understanding the purpose of policies in the context of governance, such as code of conduct, conflict of interest, CEO compensation, CEO recruitment and evaluation, and position policies.
- Understanding nomenclature/terminology including the general differences between bylaws, policies, and procedures
- Awareness of how corporate secretaries can support the Board and the CEO in policy
- Knowledge of common pitfalls to avoid when creating policies
- Awareness of the six-step policy process: research, direction, drafting, communication, implementation, review
- The ability to use a structured framework to draft and develop policy
- Understanding of the elements which constitute a well-developed policy
- Awareness of language use in policy development
- Knowledge of processes to manage difficult or complex policy situations

Day 3 – Morning
Session Topic: Carefully Crafting Bylaws to Enable Sound Governance

In the course you will understand the Bylaws content in relation to Directors, Officers, meeting and more.

Participants will explore the following topics in depth:

- The direct role of bylaws in supporting many facets of governance
- The typical topics found in bylaws and various approaches to deciding their content
- How to research which sources of information when crafting bylaws

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Strategic Governance

Day 1 – Morning   *Session Topic: Risk and the Governance Professional*

The purpose of the session is to provide the introductory basics, with selected corresponding tools, to introduce the Governance Professional to two key elements of Risk Management:
 	
    a. *Enterprise Risk Management- An introduction to the "Mechanics of ERM"*
    b. *Commercial Insurance to protect the Organization and its Directors & Officers*
 	
 Participants will explore the following topics in depth:
 	
   • Enterprise Risk Management
       • Breakout- Risk Appetite
       • Breakout- Failures in Risk Management: Lac Megantic
   • Commercial and D&O insurance
       • Breakout- Reviewing the Quality of Insurance
   • Breakout - Alliances

Day 1 – Afternoon   *Session Topic: The role of the Governance Professional in Board Strategy*

The purpose is to understand the range of your potential role in board strategy and to gain skills to map out your role with your board
 	
 Participants will explore the following topics in depth:
 	
   • Background and guidelines for learning
   • Board role in strategy
   • Governance professional continuum of involvement in strategy
     -Ensuring readiness and space
     -Providing and enforcing a process
     -Facilitating the strategy process

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Day 2 – Morning   ***Session Topic: CSR, Sustainability and ESG and the role of the Board***

The purpose of the session is to equip governance professionals to ensure boards have effective practices in sustainability oversight.

Participants will explore the following topics:

- Sustainability drivers, trends, risks and opportunities and implications for organizational success
- Board best practices in sustainability oversight and the role of the governance professional
- Purpose Governance

Day 2 – Afternoon   ***Session Topic: Advanced Financial Fundamentals***

The purpose of this session will be to provide an overview of annual financial reporting cycle.

Participants will explore the following topics in depth:

- Financial decision making – including financing decisions, investment decisions, liquidity and working capital decisions and dividend decisions (liquidity test etc.)
- How finance touches the various functional groups in the organization, HR, IT etc.
- Key performance indicators
- A deep dive on internal auditing - exploring the work of internal audit and how it can benefit the organizationa
- MD&A (requirement for Boards to review, general disclosure principles)
- Overview on ratio and financial analysis - how it can be used to monitor performance/liquidity especially when compared to prior periods
- Overview on materiality
  - New auditor's report – significant

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Day 3 – Morning
Session Topic: Ethics Course

The purpose of this session is to ensure that governance professionals provide effective governance in their organization. This cannot exist unless Board members fulfill their roles and responsibilities with the highest standards of conduct.

Key Principles
- Ethics, Dignity and Loyalty
- Practical Tools:
- Code of Conduct
- Whistleblower Policies and Programs
- Conflicts of Interest
- Entertainment, Gifts, Preferential Treatment
- Implementation Skills: Case Studies

Please note: Governance Professionals of Canada reserves the right to change start/end dates, change start/end times, change sessions, change teachers, or limit enrolment. GPC will make every effort to ensure courses listed within the Education Program are provided as scheduled.