# Corporate Governance – What Really Matters?

Compliance and Governance

**502-P26-VE-1**

**Virtual**

**22 hours**

**EGP 7,300**

## Course Description:

Professionals in Corporate Governance, Corporate Strategy, and Internal Audit will develop a sound understanding of corporate governance best practices, integrate governance with risk management, strategy, and performance through interactive virtual sessions and assignments that address real-world challenges from recent crises and stakeholder expectations.

## Target Audience:

Professionals in:

- Corporate Governance.
- Corporate Strategy.
- Internal audit.

## Course Objectives:

By the end of the program, participants will be able to:

- Explain the main role of Corporate Governance.
- Describe the 3 Lines Model and its relation to Corporate Governance.
- Identify best practices for corporate governance.
- Recognize the responsibilities and qualifications for Corporate Governance.
- Discuss the link between Strategy and Corporate Governance.
- Explain the effects of Independence, Remuneration, and Conflicts of Interest and approaches to manage them.
- Describe Corporate Social Responsibility for Board members.
- Identify the role of the Board in managing Risk.
- Explain the aim of reporting to Board members.
- Recognize the importance of Planning and stress testing.

## Course Outline:

**Module 1: Introduction to Corporate Governance**

- Why do we need corporate governance?
- Lessons from the crisis.
- Key features of corporate governance.
- The challenge of corporate governance.
- The changing expectations of directors.
- What really matters to a board.
- The current risk universe – what is important?
- What really matters to other stakeholders?
- Implementing corporate governance within a firm: key lessons and issues.
- What appears to work best?
- Moving to more agile reporting.

**Module 2: The 3 Lines Model and Corporate Governance**

- What is the 3-line model?
- How does that differ from the 3 lines of defense?
- What does this mean for corporate governance?
- Does this change the governance structure?
- What does this mean for a firm and reporting to the board?
- Will this add value?

**Module 3: Key Corporate Governance Best Practice**

- The relationship between corporate governance and risk management.
- Current guidance and expectations
- Increasing emphasis on the prevention of bribery and corruption.
- Financial crime deterrence and tax transparency responsibilities.
- Disclosure and transparency.

**Module 4: Corporate Governance in Practice**

- Board responsibilities.
- Board qualifications and composition.
- Board structure and practices.
- Senior management.
- Governance and group structures.
- Risk management function, its role, and sophistication.
- Risk identification, monitoring, and controlling.
- Risk reporting and exception-based escalation.
- Compliance and their 2nd line role.
- Internal audit and the 3 lines model.

**Module 5: Corporate Governance and Strategy**

- The role of strategy and strategic risk.
- The challenges currently faced.

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- Dealing with change.
- The mission and governance.
- Developing strategy.
- What are firms saying?

**Module 6: Independence, Remuneration, and Conflicts of Interest**
- What is a non-executive director?
- What are their responsibilities?
- Identifying and dealing with conflicts of interest.
- Ethical dilemmas in practice.
- Succession planning.

**Module 7: The Board and Corporate Social Responsibility**
- What is CSR?
- What are banks doing?
- The role of the governance body.
- ESG and corporate governance.
- Examples of statements.

**Module 8: The Board and Risk Management**
- The risk appetite statement.
- The risk appetite framework.
- Risk management responsibilities.
- The role of the 2nd line risk management function.
- The board and models.
- Reporting obligations.

**Module 9: Board Reporting**
- What does the board need to know?
- Metrics and reporting.
- KCIS, KPIS, and KRIS.
- Exception-based escalation.
- Pull and push.
- Approving and noting.

**Module 10: Planning and Stress**
- Stress testing and scenario modelling – why are they important?
- What is expected?
- How to model scenarios
- What might happen?
- Inherent and residual risk.
- What is operational resilience?
- The impact on business continuity planning.

## Assessment Strategy
Participants will be assessed on their interaction during sessions and the completion of the assignments and quizzes following the sessions.

## Course completion will grant participants:
2 CEUs.

## Course Language:
English.

## Prerequisites:
Intermediate level of English.