

# CORPORATE DIRECTING AND BOARD LEADERSHIP EXCELLENCE: A GLOBAL HALF- DAY MASTERCLASS FOR CHAIRMEN OF ALL COMPANIES, May 31, 2022



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THE PRE-EMINENT AND ONLY CARIBBEAN-BASED PROVIDER OF  
ACCREDITED CORPORATE GOVERNANCE LEARNING INTERVENTIONS  
SINCE 2005.

## VIRTUAL AND BLENDED LEARNING

Dates	Times		
<b>MAY 31, 2022 GLOBAL HALF-DAY MASTERCLASS FOR BOARD CHAIRMEN</b>	<u>AST/EST</u> (Caribbean, USA & Canada): <b>8:30 AM-12:30 PM</b> <u>SAST</u> (Southern Africa): <b>2:30 PM -6:30 PM</b> <u>UAE</u> : <b>4:30 PM -8:30 PM</b> <u>India</u> (9.5+EST): <b>6:00 PM -10:00 PM</b> <u>Hong Kong, China et al,</u> <u>ASIA</u> : <b>8:30 pm -12:30 pm</b>	<u>US\$</u> <b>595/learner</b>  Group rate of 5 or more participants at 10% Discount	An additional 5% early- bird discount if registered and fully paid up by March 31, 2022 April 15, 2022

**Payment is via Paypal, Credit Card or bank-to-bank transfer. See details  
on last page of this brochure.**

The Chairman's Masterclass in Corporate Governance Excellence and Board Leadership 2022: Prepared by  
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## **THE CHAIRMAN'S MASTERCLASS IN CORPORATE GOVERNANCE EXCELLENCE**

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**T**he position of Chairman is by far more important today than any time else in the history of Corporations whether serving in the public or private sector. More than ever before, regulatory pressures, shareholder and stakeholder activism have heralded in unparalleled complexities and expectations of the Board's top leadership. In spite of this, there are very few avenues through which Chairmen are properly prepared, coached and empowered for their onerous task of leading the Board and organization within and beyond the Boardroom. This one-day learning and development event is designed with the hectic schedules of Chairmen in mind and is geared at addressing the core day-to-day issues of their role while delving into sufficient details as necessary to ensure optimal value is transferred to participants and ultimately the Public Bodies, Listed Companies, Private and Family Businesses they govern.

### **HIGHLIGHTS OF CORE LEARNING THEMES**

- **Keynote Address and Pannell Discussions:** How are Covid-19, regulatory and legal changes, climate change, ESG and sustainably changing 21<sup>st</sup> Century Chairmanship?
- Directing a virtual team for optimum and effective impact during and beyond Covid-19
- Ushering in the Era of the Digital Boardroom
- Learner Etiquette and Engagement for Highly Effective and Impactful Board Meetings
- The Role of the Chairman vis-à-vis Directors and Managers in normal and unusual times
- The transitioning Role of the Corporate Secretary in supporting the Chairman
- Identifying and Working with different personality types to improve board cohesiveness in decision making
- Insight into timing of meeting leadership, from dealing with dissent to knowing when to call a vote
- Dealing with underperforming board members
- Avoid Pitfalls in Director Peer Evaluation and CEO Performance
- Techniques and Consensus in Resolving Disputes
- Conducting Effective Board Meetings – Planning, Preparation, Execution, Participation & Value-Added
- Practice Chairmanship in interactive board games that simulate Board and Committee Meetings
- The Concepts of Independence
- Conflict of Interest Eco-System and Suggested Disclosures Mechanisms

## CONTACT INFORMATION

1(876) 960-5356 | 1 (876) 561-1046 | (868) 689-0606|

E-mails: [govstrat@cwjamaica.com](mailto:govstrat@cwjamaica.com) | [govstratltd@gmail.com](mailto:govstratltd@gmail.com)

**Register online at:**

[www.corporategovernanceadvisors.com/registration/](http://www.corporategovernanceadvisors.com/registration/)

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## **WHO WILL BE IN ATTENDANCE**

Chairmen of mainboards and subsidiary companies of Public Bodies, Listed Companies, Family Businesses, Regulatory Institutions, NGOs, inter alia. Deputy Chairmen, Chairmen of Board Committees, aspiring Chairmen and anyone advising or interaction with Board Leadership such as Senior Corporate Secretary and CEOs will have a lot to gain from attending this session.

## **ABOUT THE LEAD FACILITATORS**



**Dr. Debra L. Brown, D.Min., M.Div., Pro.Dir.**

Debra Brown is the founder, President and CEO of Governance Solutions Inc. Since founding GSI in 1991, Debra has developed it into a full-service firm providing governance consulting, research, training and tools on both a customized (organizational) and public basis (including on-line.). Under Debra's leadership, GSI has developed and tested a comprehensive, principles-based governance system that has been adopted and adapted by award-winning, leading governance organizations including The Conference Board and BMO Financial Group (Bank of Montreal) in Canada's private sector, federal and provincial governments in the public sector, and numerous not-for-profit organizations and associations. It is also the foundation on which GSI created the program and curriculum for The Directors College, and The Professional Director Certification Program™ and other governance education and university accredited certification programs for the Health, Colleges and Universities, School Board and Indigenous sectors.

Comfortable and confident with both boards and executives, Debra's mix of experiential and conceptual insights uniquely qualify her to advise organizations on their governance. She has served twice as a CEO, reporting to boards, and as a board member of several organizations, including as Board Chair and Governance Committee Chair, and so she is able to see governance issues from both sides of the boardroom table. Debra's doctoral thesis topic "Using Governance as

a Tool to Transform Organizational Culture,” enabled her to develop a proprietary, leading edge diagnostic tool by which boards and executive teams can identify their dominant culture, and work on steps to capitalize on cultural enablers and mitigate cultural challenges.

Currently, Debra serves on major international non-profit corporation boards, and has worked in corporate governance as far afield as Malaysia, Bahrain, Indonesia, Cuba and Guatemala. She is an acknowledged and sought-after thought leader in corporate governance, authoring over two dozen major research articles published in Canada and internationally, and editing *Governance Matters*, the Canadian Co-operative Association’s governance periodical. Prior to forming Governance Solutions, Debra spent several years in the Canadian financial sector, working most recently as CEO. Debra holds a Doctor of Ministry and a Master of Divinity from Gordon-Conwell Theological Seminary where she graduated magna cum laude.



**Dr. Vindel L. Kerr, DBA, MBA, BSc, ASc., C. Dir; PAD.**  
 Founder & Lead Corporate Governance Facilitator/Consultant,  
 GovStrat Limited

**Dr. Kerr** is an internationally-awarded and renowned expert in the field of Board Leadership and Effectiveness and a leading Caribbean authority in strategic planning. Dr. Kerr has developed a thorough grasp and working knowledge of corporate governance issues globally and is adept with the governance of State-owned Enterprises, Statutory Bodies, Hedge Funds and offshore trust and company administration. He has served as Board Chairman, chairman of audit, corporate governance and/or member of human resource committees of several corporate boards including Planning Institute of Jamaica (PIOJ), Heart Trust/NTA, College of Agriculture, Science and Education, Jamaica 4-H Clubs. His 24 years (16 at senior management level) work history has been spent in industry, research and education (in private and public sectors) spanning policy advisement and development, strategic planning, leadership development, change management, corporate finance, operations audit, business research and corporate and academic training. As professional scholar and international management consultant since 2003, Dr. Kerr has pioneered the training and development of Caribbean corporate boards in Corporate Governance, Enterprise Risk Management, Strategic Planning and Corporate Reputation Management. He has written and published the groundbreaking book, *Effective Corporate Governance: An Emerging Market (Caribbean) Perspective on Governing Corporations in a Disparate World (2005)*, for which more than 35,000 copies have been sold worldwide, seminal doctoral thesis: *Exploring Corporate Governance Structures and Practices in Jamaica: Toward Policy Reform (2010)*. Dr. Kerr has reviewed and made recommendations for strengthening of several laws and regulations, audit codes and practice and trained more than 4,500 directors of corporate boards, senior executives, permanent secretaries and government ministers in 24 Caribbean, South American and Southern African countries, through GovStrat Limited.

Prior to founding GovStrat Limited, Dr. Kerr has established an illustrious career in corporate Jamaica where he served in management positions at the Capital & Credit Merchant Bank Limited in the capacity as Senior Corporate Finance Officer with responsibility for business development, new ventures development, market research and credit oversight. Prior his stint at Capital & Credit Merchant Bank he served at the Jamaica Producers Group and straddled the international agribusiness value chain – from the banana plantations, as Management Agronomist and later with responsibility for marketing and shipping logistics reporting to

JPG's flagship subsidiary based in the UK, with responsibility for the weekly forecasting of Jamaica's banana production for exports. Dr. Kerr obtained his early grounding as a Farm Management/Farming Systems Economist in 1988 with the Food and Agriculture Organization (FAO) of the United Nations. Since then, Dr. has led major corporate turnaround and transformation assignments in both the private and public sectors across the Caribbean.

He is the pioneer of Continuing Education for Corporate Secretaries and their teams in the Caribbean and a global resource expert to International Institutes of Chartered Secretaries. Dr. Kerr is a **2010 Scholar of the International Corporate Governance Network (ICGN)**; **2010 Nominee of the Yale Law School Milstein Center for Corporate Governance and Performance**, **Rising Star in Corporate Governance Awards**, and a 2010 graduate of Business Administration (Corporate Governance and public policy), University of Manchester, Alliance Manchester Business School, UK. Dr. Kerr earned an MBA from Rutgers Business School (1997), USA; a B.Sc. in Agronomy & Agri-Economics at The UWI, St. Augustine Campus, Trinidad and Tobago, 1991 and an Associate Degree in General Agriculture from CASE, Jamaica in 1988.



**David Brown** is Canada's leading thinker, speaker, writer and practitioner in corporate governance. Since 1995, David has co-founded over a dozen board governance education programs including university accredited certification programs, The Professional Director Certification Program™, for the Health, Colleges and Universities, School Board and Indigenous sectors, as well as the

International Corporate Governance Centre, the National Awards in Governance, the Public Enterprise (Crown Corporation) Governance Centre, and the Directors College. Having served both as a CEO and a Board member, David is well-positioned to help corporations deal with issues in the boardroom.

David is probably best known for articulating and championing principles-based governance, built on economic agency theory and deriving 18 core competencies of board members. Principles-based governance underpins all of his work, and is foundational to corporations selecting the right governance model and board practices. This framework has been adopted by organizations as diverse as one of the GCC's leading telecom providers, one of Canada's big banks, two Canadian provinces' Crown sectors, universities, health authorities, pension funds and military commands.

Governance Solutions Inc. has worked at the board and CEO level with hundreds of major private, public and not-for-profit sector corporations in Canada and internationally in the field of governance, in countries ranging from Bahrain to Malaysia, Guatemala to South Africa. GSI helps organizations strengthen their governance practices through diagnostics, benchmarking, dialogue, seminars, workshops and hands-on custom work with boards. GSI stands for being accountable, right in the moral business sense, conservative in values, and in touch with new, socially responsible trends.

Prior to joining Governance Solutions Inc. in 1995, David had a distinguished 20-year career in Canada's financial services industry. He served a term in Inspection Division (Internal Audit) at the head office of one of the country's largest chartered banks. David then became an insolvency specialist with the bank's commercial credit group where he developed an expertise in workouts

and turnarounds, diagnostics and remedies for corporate crises, and for a deposit insurance corporation on a small team tasked with resolving an accumulated deficit and ongoing losses of many deposit-taking institutions. David returned to the private sector as Chief Executive Officer of one of Ontario's largest community credit unions, where he brought several credit unions together through mergers, and gained extensive experience managing and optimizing interest rate, matching, market and liquidity risks. David augmented his undergraduate business degree from Queen's in accounting and finance with post-graduate courses at the University of Alberta's law school. David is the author of the definitive Canadian chapter in the international handbook *Corporate Governance Around the World* (2008: Routledge.) He is on the faculty of governance education and certification programs for the Universities of Saskatchewan, Regina, Toronto and McMaster where he teaches governance, corporate social responsibility, finance and risk oversight. David was invited to serve on his first board in Montreal at age 17, and his second board in Toronto at age 22.



**SHUKLA POOJA, CORPORATE SECRETARY AND CORPORATE GOVERNANCE ACADEMIC, PRACTITIONER, CONSULTANT, LEARNING FACILITATOR AND PODCASTER**

Pooja is a Lawyer and Chartered Secretary holding memberships of 3 institutes internationally: Corporate Governance Institute, United Kingdom; HKCGI- Hong Kong and ICSI- India. She obtained her Masters in Commerce and Bachelors in Commerce (Hons. in Finance) and a post- graduate diploma in Journalism. Ms. Shukla Pooja holds the BCom (Hons. in Finance) *Punjab University*, PgDip Journalism, *Hong Kong Univeesity*; LLB *MU*, MCom *Punjab U* and is a Chartered Secretary qualified by the Corporate Governance Institute, United Kingdom; HKCGI- Hong Kong, ICSI- India. Ms. Pooja is Senior Lecturer at the Lee Shau Kee School of Business and Administration, Hong Kong.

She scored 17th All-India rank in ICSI and obtained merit in Corporate Governance conducted by HKCGI. With more than 15 years of experience in the corporate sector, she has served as a Board Secretary to various Boards and Committees in various listed companies, banks and MNCs internationally operating in manufacturing, IT, mining, infrastructure, professional services, law firm and telecom businesses. She has also served as a consultant to FTSE 100 companies advising on corporate governance matters in Asia, Middle East and Africa. Her focus areas are primarily in the field of corporate governance, company law, boardroom dynamics and Environmental, Social and Corporate Governance. Her current teaching and research interest spans Corporate Governance, Company Secretarial Practice and Corporate Law.



<b>TITLE OF WORKSHOP:</b>			
<b>COMPANY NAME:</b>			
<b>CONTACT PERSON:</b>		<b>JOB TITLE:</b>	
<b>ADDRESS:</b>		<b>TELEPHONE:</b>	
<b>FAX:</b>		<b>E-MAIL:</b>	
<b>DATE TO BE HELD:</b>		<b>COUNTRY:</b>	
<b>TODAY'S DATE:</b>			

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