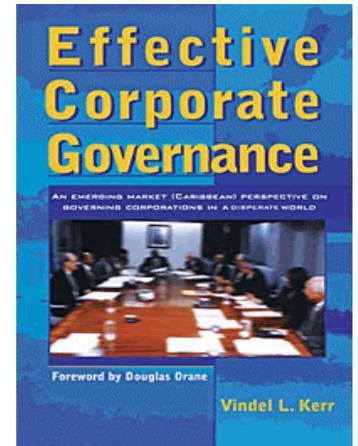


MASTERCLASS ON BOARD & MANAGEMENT'S ROLE IN RE-IMAGINING GOVERNANCE AND STRATEGY FOR COVID-19 RESILIENCE AND GROWTH



ONLINE COURSE

PRESENTED BY:



| DATE | TIME: EST. | COST |
|------------------------|-----------------|---|
| Tuesday, July 27, 2012 | 9:30 AM-4:30 PM | US\$525 or TT\$, JM\$ or Bb\$ equiv. |

CONTACT INFORMATION

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E-mails:

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REGISTER ONLINE AT:

www.corporategovernanceadvisors.com/registration/

Registration deadline is 10 working days before the event.

All fees must be paid prior to the date of commencement of the learning experience unless otherwise permitted.

GOVSTRAT STATEMENT OF QUALITY ASSURANCE

WHAT SEPARATES OUR SERVICES FROM THAT OF OTHERS?

Learners at each of our workshops will benefit from the knowledge and expertise of the Caribbean and emerging markets' leading corporate governance expert, board governance facilitators and board advisors. Our Learning Facilitators/Consultants have in-depth knowledge and more than 100 accumulative years' corporate experience across the Caribbean and on four (4) Continents while having obtained specialised and world-class education and training in corporate governance. They will share governance case studies, case laws, local and international contexts while comparing these with "best-in-class" global practices. At GovStrat, we do not apply "one size" governance model to fit all. We believe each organisation and leader (in the public or private sector) is unique and requires specialised attention whether through our public/advertised or bespoke learning and consulting interventions. GovStrat has the experience of training nearly 9,500 Directors, Senior Managers, Senior Civil Servants and Government Ministers in more than twenty countries.

GENERAL OBJECTIVE:

This **One-day Master Class in Corporate Governance and Post-Covid-19 Recovery and Growth Strategies** will emphasize best-in-class Board Directorship, Effectiveness and Accountability across industry sectors. It seeks to provide Corporate Directors, Management Officers, key government officials and Senior Managers, Regulators and other interested organisational actors with the knowledge, skills and competencies required to provide the most effective governance oversight and relevant strategic thought to pivot Covid-19 challenges to recovery and growth while underscoring CEO'S performance in achieving optimal operational efficiency, accountability, transparency and maximization of shareholder and stakeholder value. It is hoped that participants on completion of this learning intervention will assist in restoring, reinforcing or inculcating sound ethical culture at their respective organisations.

CORE THEMES TO EXPLORE:

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| 1. <u>Introduction Themes</u> <ul style="list-style-type: none">• Overview of Governance and Strategic Planning Options in cushioning a Crisis• Chairing Virtual Meetings for impactful outcomes• New technologies and the Emerging Paperless Board Meeting |
| 2. The Strategic Management and Governance Role of Board and Management in an era of Covid-19 and Beyond |
| 3. The Role of Key Fiduciaries: Chairman, Director, Corporate Secretary, Committee, Ex-Officio and Invitees, Responsible Ministry/Minister, Shareholders |
| 4. Board Meeting Management and Effectiveness: Agenda, Annual Calendar, Minutes, Committees; Director Effectiveness – preparation, attendance, participation and Adding Value |
| 5. What Management is expecting from the Board in managing Covid-19 disruptions and Beyond |
| 6. Role of the Board in Enterprise Risk Management (ERM) |
| 7. Legal and Ethical Duties of the Board and Managers |
| 8. Business Continuity and Scenario Planning Considerations |
| 9. Board Performance Evaluation |

DELIVERY:

This course is designed to be highly interactive and emphasis will be placed on participatory learning with case-based discussions, audio visuals, team war games and lecture discussions.

WHO WILL ATTEND?

- Chairmen, Directors, Corporate Secretaries, First-time Directors and Officers of Public Bodies, Listed Companies, Family Businesses, School Boards, and anyone leading corporate transitioning and crises, especially in the Public Sector
- C-Suite Executives: CEOs, COOs, CFOs, CIAs, CFOs, CCOs, inter alia
- Members of Senior Management who serve as invitees on Board Committees
- Other Officers performing special assignments for the Board of Directors
- Aspiring Directors; Board Advisors; Strategic/Corporate Planners
- Anyone interested in Excellence in Corporate Governance and Effective Board Directorship

CO-FACILITAOR FACILITATOR



VINDEL L. KERR, DBA, MBA, BSC, ASC., C. DIR; PAD

Founder, Chairman & Lead Corporate Governance Facilitator/Consultant,
GovStrat Limited

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Dr. Kerr is an internationally-awarded and renowned expert in the field of Corporate Governance (Board Leadership, Effectiveness and Accountability) and a leading Caribbean authority in strategic planning. Between January 2014 and July 2018, he was a lecturer of business ethics at The UWI, St. Augustine Campus where he taught post-graduate course MGMT 6112: Business Ethics and undergraduate course MGMT 3035: Ethics in Business to a combined 1,750 students during his tenure and supervised and examined PhD and M.Sc. theses. In addition, he conducted research, published in peer-viewed journals and presented papers at conferences while serving on various Department and University Committees. Dr. Kerr has developed a thorough grasp and working knowledge of corporate governance issues globally and is adept with the governance issues spanning various categories of State-owned Enterprises and private sector companies and in Common Law and Civil Law jurisdictions. His 24 years' work history, 16 at senior management level, has been spent in industry, research and education (in private and public sectors) spanning policy advisement and development, strategic planning, leadership and management development, managing change and transformation, corporate finance, operations audit, business and academic research and corporate and academic learning. He has served as Board Chairman, Director, Chairman of audit, corporate governance and/or member of human resource committees of several corporate boards including the Planning Institute of Jamaica (PIOJ), Heart Trust/NTA, College of Agriculture, Science and Education (CASE) and Jamaica 4-H Clubs, inter alia.

Dr. Kerr has 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, reviewed and/or written or made recommendations for the strengthening of several laws, regulations and codes of practices through GovStrat Limited – a management consulting and corporate learning firm he founded in 2003. Prior to GovStrat Limited, Dr. Kerr had established an illustrious career in corporate Jamaica where he served in senior management positions at the Capital and Credit Merchant Bank (CCMB) Limited in the capacity as Senior Corporate Finance Officer with responsibility for business development, new ventures development, market research and credit oversight. Prior CCMB, he served at the Jamaica Producers Group and straddled the international agribusiness value chain – from the banana plantations in Jamaica as Management Agronomist and later as Liaison Officer, with responsibility for marketing and shipping logistics reporting to JPG's flagship subsidiary, Jamaica Producers Marketing (JPM), Inc., (UK). At JPM, Dr. Kerr had responsibility for the weekly forecasting of Jamaica's banana production for exports and relationship management with top UK food chains such as Tesco, Sainsbury and Waitrose. 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. Some of Dr.

Dr. Kerr has served as a global resource expert to International Institutes of Chartered/Company Secretaries. He has written and published the groundbreaking book, *Effective Corporate Governance: An Emerging Market (Caribbean) Perspective on Governing Corporations in a Disparate World (2005)*, seminal doctoral thesis: *Exploring Corporate Governance Structures and Practices in Jamaica: Toward Policy Reform (2010)* and many technical reports which have significantly impacted public policy. One such report is the *Corporate Governance Framework for Public Bodies Jamaica (2011)*. 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 Doctor of Business Administration graduate (Corporate Governance and public policy)**, University of Manchester, Alliance Manchester Business School, UK. Dr. Kerr earned an MBA from Rutgers Business School USA (1997) as an Organization of American States (OAS) Fellow, and a B.Sc. in Agronomy and Agri-Economics at The UWI, St. Augustine Campus, Trinidad and Tobago (1991) as the First Carlton Alexander/JADF Scholar and an Associate Degree in Agriculture (Animal Science).

CO-FACILITATOR, ROB DEROOY, B. COMM, C.DIR.



As Vice-President, Governance & Strategy at Governance Solutions Inc. (formerly known as Brown Governance Inc), Rob, a skilled presenter and teacher, brings a wealth of knowledge and experience to our clients. His expertise in corporate governance, strategic planning, member and stakeholder engagement, branding, quality (ISO) and change management and oversight is deep at both the board and executive levels. Having served both as a CEO reporting to the Board, and as a Board member on several boards, Rob has walked in your shoes and is able to see governance and strategic issues from both sides of the boardroom table. Rob has held a number of executive positions including his appointment as President of Concord Elevator where he successfully engineered a strategic restructuring, reducing overhead while increasing production and profitability. In 2001 he moved to California and assumed the duties at the international corporate level of Managing Director Concord Elevator UK and Vice President Sales Ricon Group. Rob has served on the board of the Accessibility Equipment Manufacturers Association where he chaired the membership committee, as well as on both the Brampton and Orangeville Curling Clubs. As a dedicated fundraiser within his community he has chaired fundraising committees and organized sporting events on numerous occasions, raising tens of thousands of dollars for local charities. Rob earned his Bachelor of Commerce degree at McMaster University, majoring in finance and economics.

FEE STRUCTURE AND POLICY

- A. Corporate rates are available for groups of five (5) or more learners from the same company at 15% discount.**
- B. Fees include course material and a Certificate of Completion,**
- C. Full payment or payment arrangement should be confirmed at least 10 days before carded date of the event.**
- D. Registration confirmation is assured only on receipt of full payments.**
- E. While we understand companies and government procurement processes and usually receive payments up-to 10 days after the event, private individuals sponsoring themselves must pay in full at least 72 hours before the event.**
- F. No refund for cancellation within 5 working days of each event. Substitution of persons is allowed providing that notice is given at least 2 days before the event. No refund for “no showers” and where companies are yet to pay, full payment is expected.**
- G. Only a limited number of participants will be admitted to facilitate a high level of participatory learning.**
- H. The course maybe postponed or cancelled at any time without prior notice by the hosts and or organizers. In such circumstance, full refund will be made where applicable**
- I. We accept banker’s draft and wire transfer (bank-to-bank) in USD and local currencies, where applicable, based on invoice instructions.**
- J. By completing and returning our registration form means you have agreed to all the terms of this Policy**