

# PROFESSIONALLY ACCREDITED GOVERNANCE OFFICER (PAGO) DESIGNATION



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CPD Units

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THE PRE-EMINENT AND ONLY CARIBBEAN-BASED PROVIDER OF  
ACCREDITED CORPORATE GOVERNANCE LEARNING INTERVENTIONS SINCE 2003.

## CLARIFYING YOUR ROLE AT THE BOARD TABLE

VIRTUALLY VIA ZOOM

DATE	TIME: EST.	COST
November 17, 18 & 19	10:00AM-1:30PM	US\$995/2 learners

### CONTACT INFORMATION

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Register online at: <https://www.corporategovernanceadvisors.com/#upcoming-workshops>

**Registration deadline is 5 working days before the event.**

**AM EXAMINATION WILL BE ADMINISTERED AT THE END OF  
THIS COURSE. CONTACT US FOR MORE DETAILS**

## WHY THIS LEARNING INTERVENTION?

This one and one-half day (1<sup>1/2</sup>) learning intervention comes to you after years of observation and analysis of former learners' feedback and our keen sense of current and emerging corporate needs in the corporate governance environment. We noted that while we have focused our attention primarily on training, skilling and empowering Boards of Directors, there still remains, and in many cases, a growing dis-connect between the Board's role and Management's expectations of Directors. In this regard, this intervention will focus on critical corporate governance matters of relevance to non-board members without whom Board of Directors work would otherwise not be possible, and without whom an organisation's strategic objectives could not be realized.

Senior Executives and Managers hold the key to an organisation's success; they are the custodians of the largest risks and in almost all corporate failures on record, they were either ignored in decision making, innocently accused or as we know it, many have been imprisoned for fraud, negligence or other forms of corporate misfeasance. Also, Senior Executives and Managers who serve on Board Committees as invitees can be held liable for negligence and other acts incompatible with the requirements/prescriptions of Company Statures. In spite of all of this, there has never been any concerted effort and formal arrangement to prepare these organisational operatives with the appropriate toolkit to better understand their roles in serving Companies, while balancing the business of the Board through its Board Committees, with utmost prudence and responsibility. For these and many other reasons, GovStrat Limited, as the pre-eminent Taught Leader in corporate governance within the developing world, takes this opportunity, yet again, to lead by proving senior executives and managers a first-time opportunity to be taught critical knowledge, skills and competencies specifically relating to their job responsibilities of supporting Board of Directors.

### AN ILLUSTRATIVE LIST OF THEMES TO EXPLORE:

- The Corporate Governance Context of the Board Invitee and Ex-Officio
- Role of the Board and Key Fiduciaries
- The Role of Committee Members Vis-à-vis Invitees
- Effective Committee Composition, Structure and Tasks Execution
- The "Goldilocks" Approach to Providing Board Information
- Managing Interface with Directors while not Circumventing CEO authority
- To whom do management officers owe their loyalty?
- Role of the Chairman and other Members of the Board/Committee
- The Role of the Corporate Secretary and Critical Issues in Collaborative Working with that Office
- Rule of Engagement and Strategic Communication between Management Officers and Board Committee Members
- The Strategic Innovation and Implementation Roles of Senior Executives and Management Officers
- Committee Meeting Preparation, Attendance and Value-Added
- Critical Competencies unique for your Broad Committee role
- Some Dos and Don'ts of Communicating with Board Members
- Limitations and "Towing the Fine Lines" when advising Board and Committee members

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- Transitioning for C-Suite Executive to becoming a Director
- Your Role as a Whistle Blower in Preserving Personal and Integrity

### **KEY PREDICTABLE OUTCOMES/OBJECTIVES OF THIS COURSE**

At the end of this programme, learners will:

- be able to develop a sense of belonging within existing organisational culture and better understand your critical roles and responsibilities to the overall legal duties and responsibilities of the Board you serve;
- be able to provide more sound advice to Board of Directors by gleaning a better understanding of the entire scope, role and functions of the roles and responsibilities of the Board;
- be able to reinforce collaborative working and build and or restore trust among team members: Professional, Public, Personal and Political Trusts
- be one-step ahead of Directors as an advisor to the Board
- be better able to prepare themselves to be an effective and beneficial advisor during board committee or board deliberations;
- be better able to minimize personal and collective risk exposures by being more informed advisors to the CEO, individual Directors and the Board as a whole through its Committees.

### **DELIVERY**

This course is designed to be highly interactive and emphasis will be placed on participatory learning with discussions to be focused on case studies and break-out sessions, audio visuals presentations and short lectures.

### **FEE STRUCTURE AND POLICY**

1. Corporate rates are available for groups of two (2) or more learners from the same company.
2. Fees include course material and Certification on completion,
3. Full payment or payment arrangement should be confirmed at least 10 days before carded date of the event. Registration confirmation is assured only on receipt of full payments.
4. 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.
5. 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.
6. Only a limited number of participants will be admitted to facilitate a high level of participatory learning. 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.
7. We accept corporate and managers’ and wire transfer (bank-to-bank) in USD and local currencies, where applicable, based on invoice instructions. By completing and returning our registration form means you have agreed to all the terms of this Policy.



## CO-FACILITATOR

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

Founder & Lead Corporate Governance Facilitator/Consultant, GovStrat Limited

*Dr. Kerr* is an internationally-recognized and award-winning expert in corporate governance and board effectiveness and a leading Caribbean professional 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 member of human resource committees of several corporate boards. His 24 years 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. 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)*, 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. He is the pioneer of Continuing Education for Corporate Secretaries and Their teams in the Caribbean and a global expert resource 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 the world's #1 ranked doctoral programme in business administration (corporate governance and public policy), University of Manchester, Manchester Business School, UK. Dr. Kerr earned an MBA from Rutgers Business School (1997), USA; B.Sc. at The UWI, St. Augustine, Trinidad & Tobago (1991)

## 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.