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# ***PwC's Effective Board Member***

The leading governance programme  
for the C-Suite

2016-2017



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# Why is corporate governance important?

Corporate governance is at the heart of what goes right and wrong in business. Good governance is an essential part of a fair and transparent business environment.

Numerous studies have confirmed the importance of good corporate governance on firm performance and on access to finance. It ensures:

- Improved operational performance
- Improved risk management
- Higher firm valuation and share performance
- Better access to capital
- Improved sustainability

“If a country does not have a reputation for strong corporate governance practices, capital will flow elsewhere. If a country opts for lax accounting and reporting standards, capital will flow elsewhere”

**Arthur Levitt,**  
Former Chairperson of the US  
Securities and Exchange Commission

“Corporate governance frameworks in the Middle East have undergone a substantial evolution in the past decade. Better enforcement of corporate governance rules and regulations has in the past three years emerged as both a policy challenge and a priority for the region.”

**OECD Report 2014**

“Corporates in the region are now recognising that strengthening their corporate governance practices is vital for their future growth and development, will improve their access to the international capital markets, diversify their funding sources and will potentially cut the cost of raising longer-term debt”

**Hani Ashkar,**  
Middle East Senior Partner, PwC



# About PwC's Effective Board Member

## About PwC's Effective Board Member

PwC's Effective Board Member is a certificate programme exclusively designed for the C-suite professional, operating in the GCC region. This programme helps executive and non-executive board directors increase their contribution and effectiveness in board roles, and helps aspiring leaders stand out when applying for future board positions.

The programme covers the skills, knowledge and behaviour needed to improve competence in governance. It is delivered by experienced consultants who have real and practical board experience and share the ability to communicate these experiences clearly and effectively.

## Who is it for?

PwC's Effective Board Member is delivered as an open course for individuals and as an in-house customised training for our corporate clients. The programme is suitable for:

- Directors or senior executives
- Non-executive directors
- Board committee members
- Governors and trustees
- Company secretaries
- Senior management in government and non-governmental organisations
- Internal auditors
- Corporate governance consultants
- Legal and compliance officers

## Programme outcomes

PwC's Effective Board Member participants will through a blend of classroom training, role play and an interactive board game:

- Develop and understand corporate governance core concepts and best practices
- Explore real life examples of effective corporate governance frameworks and boardroom behaviour
- Understand how good governance influences the successful running of an organisation
- Gain insight into the principles and theories of corporate governance and how they influence the success and failure of organisations
- Develop an understanding of the legal frameworks, governance codes and risk frameworks and their impact on good governance

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## Certificate

Upon successful completion, participants are eligible to become members of ACGP (Association of Corporate Governance Practitioners), an internationally recognised professional body in the UK that supports governance practitioners. This enables

them to use the designation AGP after their names.

In addition, participants are awarded an *Effective Board Member Certificate* from PwC.



“PwC’s *Effective Board Member* is the entrance gate into Board Membership. It gives clear, practical and live examples of board behaviour for executive and non-executive directors”

**Jad Atallah,**  
Legal Counsel and Company Secretary  
Oman Cables Industry

# What makes PwC's Effective Board Member

PwC's Effective Board Member is the only corporate governance training programme in the Middle East that leads to membership of a professional body.

## ACGP membership

Upon successful completion, participants can apply to become members of ACGP, the Association of Corporate Governance Practitioners, the professional body that supports governance practitioners. They may also use the designation AGP after their name. In addition, they will have access to the latest governance resources.

## Unique board game

Involves a highly interactive board game with reflective practice questions, real life examples, debates and case studies around board behaviour and board effectiveness.

## International practice

Based upon the latest international corporate governance practices. Includes examples from around the GCC region explaining corporate governance regulations and



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# ber different?

## nal best

the world's best  
ernance  
udes case studies  
he world and the  
exploring the latest  
ernance  
d best practice.

## Expert consultants and facilitators

Delivered by experienced  
consultants and facilitators  
who have practical board  
experience and the ability to  
engage participants. They are  
all leading professionals who  
have trained board members  
both in the Middle East  
and globally.

## A focus on Board behaviour

Clear focus on board behaviour.  
Explores the types of behaviour  
demonstrated by effective  
boards and explains the role of  
the board in promoting a  
positive organisational culture  
to ensure long-term  
sustainability.

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*“What I really valued is that every aspect of the Effective Board Member Game was created to provide a specific learning outcome for participants. It was well structured and allowed individuals the opportunity to test their understanding of good Corporate Governance in an engaging and yet entertaining way. Overall it was a most positive experience”*

**Atiya Shekih ACCA ACQI MCMI MMRS Trustee, LHP**

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# Programme outline

PwC's Effective Board Member is a four day (24 hours) training programme delivered as an open course for individuals and as in-house customised training for our corporate clients.



## **Orientation**

**Board game:** Self assessment

## **Governance game**

## **An introduction to governance**

## **Governance**

- What is it all about?
- When did it all start?
- Governance today
- The theory
- The definitions

**Exercise:** Board scenario I

## **Governance principals**

- The keys to governance
- Directing governance
- Governing in public life
- The effective board
- The role of a non executive director

**Exercise:** Board scenario II

## **The Governance Framework**

- Regulating governance
- The Governance Forum – governance framework model
- The Zoo (board behaviour)

**Board game:** Role play

## **Governance presentation**



The programme covers key aspects of corporate governance using a comprehensive workbook, innovative and practical teaching techniques and a highly interactive board game. At the end of the programme, participants engage in a board meeting role play.



The participants are assessed based on PwC consultants' observations throughout the programme and particularly during the board meeting role play.



**Governance code**

- International codes
- Local codes
  - Local GCC regulation
  - Corporate governance compliance and logistics
  - Special topics in governance

**Roles**

- The executive and the board
- The board member
- The chair
- The company secretary
- The governance practitioner

**Exercise:** Board scenario III

**Appraisal:**

- Applying the governance forum framework
- Appraisal documentation
- Board appraisal
- Risk management

**Board game:** Governance scorecard

**Peer support and revision**

**Mock board meeting role play**

**Group presentation**

**Board observation assessment**

# *PwC's Effective Board Member game*

Our board game is an interactive, team based educational tool delivered in a fun and stimulating classic board game style. It uses accelerated learning techniques and practical case studies to consolidate governance knowledge.

The board game is an innovative and inclusive way for participants to perfect their governance knowledge and board behaviour.

## **Learning objective**

The board game is designed to provide participants with an opportunity to learn, discuss and remember key governance principles. The game is played in teams. By providing each team with an incentive to answer their questions, it ensures that all participants are learning at all stages throughout the game.

Although there are suggested answers for each question, the learning comes from the consultants' ability to draw out the key learning outcomes that are identified with each question and then to test participants to ensure the learning is understood and embedded.



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“ I found this training remarkable. It clarified what is best practice and how to actually apply it, either as a board member or as a mentor or coach to a board member ”

**Nigel Cumberland**  
Founding Partner, The Silk Road Partnership

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### Structure

The board game questions are based on the programme content including:

- Understanding the general principles of corporate governance
- Understanding corporate governance codes and board behaviour
- Knowledge of the role of the directors, company secretaries, the chair and governance practitioners

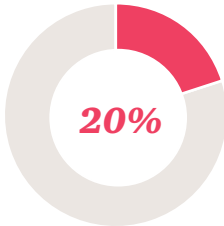
# Our measurement approach

## Assessment

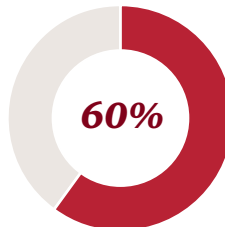
On the last day of the training programme, there is a board meeting role play. This is an important part of the assessment of the participants learning and their increased understanding of the programme content.

The assessment is based on our observation of the participants performance during the programme as follows:

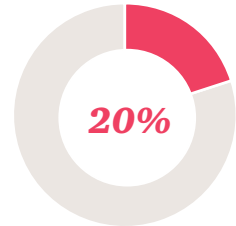
### PwC's Effective Board Member Assessment



based on their participation in the programme over the first four days



based on the exercises completed during the programme



based on their participation in the board meeting role play



## Outcome

Upon successful completion, participants are eligible to become members of ACGP (Association of Corporate Governance Practitioners), an internationally recognised professional body in the UK that supports governance practitioners. This enables them to use the designation AGP after their names.

In addition, participants are awarded an *Effective Board Member Certificate* from PwC.

# Our consultants



## **Karl George MBE**

Karl George MBE is a thought leader and nationally established consultant in governance, with over twenty years combined experience in accountancy, business and strategic development. An accountant by profession and successful businessman, he is a visiting professor, established author and conference speaker. He is the Managing Director of the Governance Forum.

Karl works with boards and senior executives, including CEOs in the private, public and voluntary sectors to develop or redefine their corporate strategy, improve how high performing boards operate and to implement effective board behaviour. His work with over one hundred organisations appraising their governance, alongside his extensive work with boards, has helped him to develop a kite-mark for governance and a governance framework that has been endorsed by Sir Adrian Cadbury. He is also one of the founders of the Association of Corporate Governance Practitioners (ACGP).



## **Christopher Cain**

Chris is a Fellow and senior examiner of the ACGP. Over the last 25 years, he has made a significant contribution towards the development of corporate governance training globally. He was a member of the Effective Board Member training and development team in the UK before becoming a Director at PwC specialising in Strategy, Governance and Behaviour.

Chris delivers to students from a wide range of backgrounds including professional bodies, public sector and corporates. With a qualification in Neuro Linguistic Programming and Applied Psychology, he has designed, developed and delivered unique trainings in learning and memory techniques, content generation techniques and is an internationally recognised and popular figure in the training sector.



## **Maryam Ali Ficociello**

Maryam leads the Corporate and Family Governance practice in Saudi Arabia, focusing predominantly on issues of Board of Director's governance oversight and family business ownership and continuity planning.

Maryam has 11 years of experience in the area of organisational change. She joined PwC's Risk Assurance Services as a subject matter expert in Corporate Governance and Family Governance. Maryam has been involved in the evaluation of the UK's National Health Services IT project, and Genome Canada's bio-informatics project. She has also led the establishment of Dar Al-Hekma University's Research Centre in KSA.

Her expertise ranges from electronic governance, information systems evaluation and implementation, to the evaluations of transparency and accountability practices. She has worked with Saudi regulatory authorities to implement inspection reviews for Corporate Governance compliance. More recently, Maryam has been involved in designing ownership constitutions for family businesses.

# Who we are

Creating value for our clients, people and communities in a changing world

PwC is among one of the leading professional services networks in the world. We help organisations and individuals create the value they're looking for by delivering quality services in assurance, tax and advisory services.

Established in the Middle East region for over 40 years, PwC's Middle East network covers 12 countries, 21 offices and employs more than 3,000 people. Complementing our deep industry expertise and breadth of experience is our local knowledge across the Middle East region. Every day, our people work with you to build the value you are looking for and help you to meet the challenges and opportunities of doing business in the Middle East market, and beyond.



## **PwC's Academy**

We are the education and training business of PwC. Our goal is to help develop young professionals through to business leaders; to improve the knowledge, skills, competence and expertise of professionals and to help organisations across the region grow and retain their talent. Our courses are based on best practices of PwC globally and on the experience of our training experts.

# Contact us



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