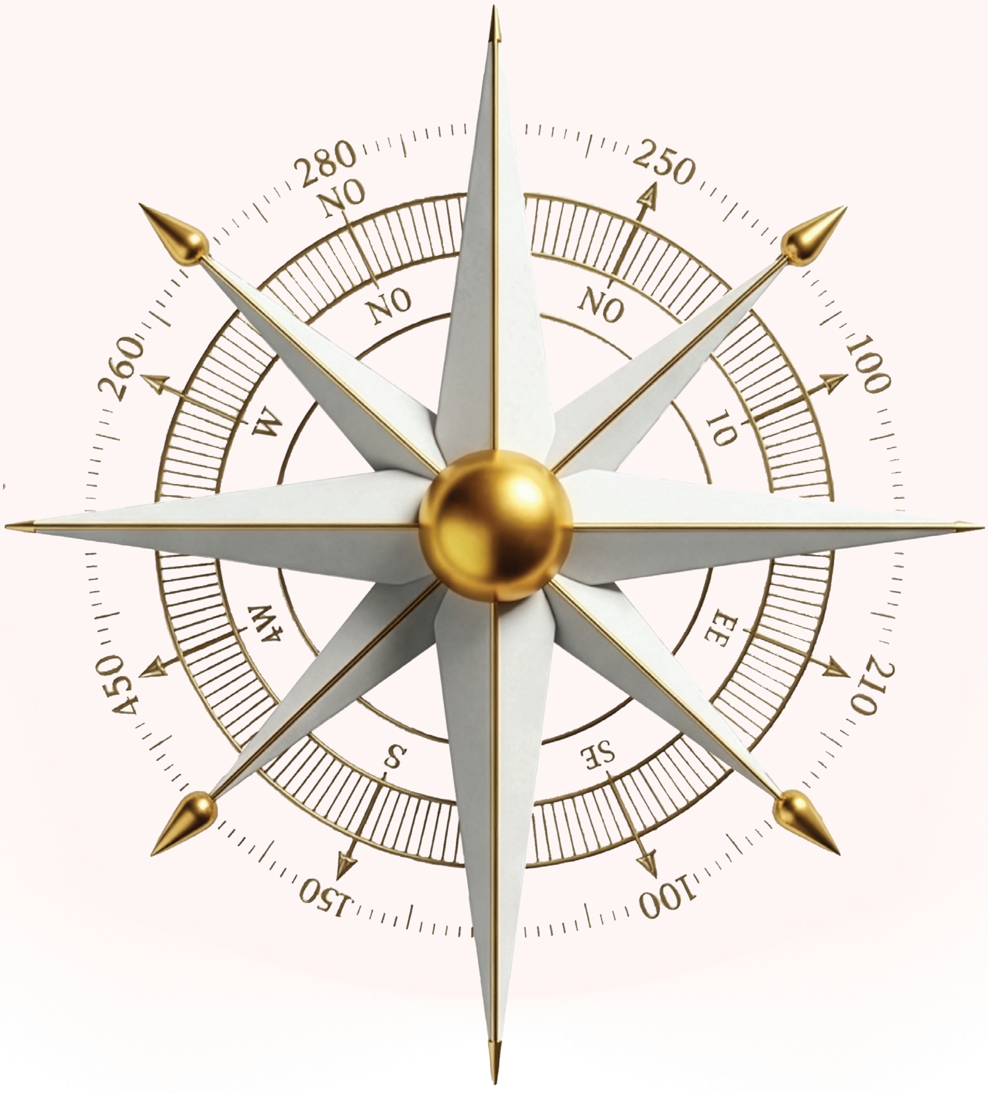
Board Effectiveness and Director Duties: Governance for Boards and Directors



Board Effectiveness and Director Duties: Governance for Boards and Directors

Technical depth: Conceptual · **Practical mode:** Case study

Introduction

Boards rarely fail for lack of rules. They fail when directors receive the wrong information, defer to a dominant executive, overlook conflicts of interest or never test whether the board itself is working. The consequences include strategic drift, unmanaged risk and personal liability for directors. This Core Concept course equips directors and senior executives to judge and strengthen board performance using ISO 37000 and the G20/OECD Principles of Corporate Governance. Participants examine governance failures from several sectors and leave with a Board Effectiveness Improvement Plan for their own board.

Course Objectives

- Distinguish the governing body's responsibilities from management's, using ISO 37000 and the G20/OECD Principles
- Discharge director duties of care and loyalty, including the handling of conflicts of interest and related-party transactions
- Evaluate board composition, independence and committee structure against the organisation's strategy and risk profile
- Direct board oversight of strategy, risk and sustainability through the right agenda, information and reporting
- Assess board performance and dynamics through structured evaluation and act on the findings
- Produce a Board Effectiveness Improvement Plan ready for discussion with the chair and the board

Target Audience

- Board members and non-executive directors of listed, private, family-owned and public-sector entities
- Board and committee chairs responsible for leading board business
- Chief executives and senior executives who report to boards or sit on them
- Shareholder and owner representatives who appoint directors to portfolio boards
- Heads of governance and board secretaries advising the chair on board practice

CORE CONCEPT

Course Outline

Day 1: The Governing Body and Its Role

- ISO 37000:2021 Governance Principles and the Governing Body's Role
- G20/OECD Principles of Corporate Governance 2023: Board Responsibilities
- Schedule of Matters Reserved for the Board
- Unitary and Two-Tier Board Models Compared
- Board Effectiveness Baseline Using a Governance Self-Assessment Questionnaire

Day 2: Director Duties and Board Structures

- Fiduciary Duties: Duty of Care, Duty of Loyalty and the Business Judgement Rule
- Conflicts of Interest Declarations and Related-Party Transaction Registers
- Board Committee Charters: Audit, Risk, Nomination and Remuneration
- Director Independence Criteria and Annual Independence Assessment
- Board Composition Review Using a Skills and Diversity Matrix

Day 3: Board Oversight in Practice

- Annual Board Calendar and Agenda Planning
- Board Pack Quality Standards and Management Information Flow
- Strategy Oversight Through the Balanced Scorecard
- Risk Oversight with COSO ERM 2017 and Principal Risk Reports
- Chair Leadership, Decision Protocols and Board Minutes

Day 4: Board Performance, Dynamics and Hard Cases

- Board Evaluation Methods: Self-Assessment, Peer Review and External Facilitation
- Groupthink Diagnosis Using the Janis Symptoms Checklist
- Chief Executive Performance Review and Succession Oversight Framework
- Crisis Governance and Board Escalation Protocols
- Sustainability Oversight with IFRS S1 and IFRS S2 Disclosures

Day 5: Case Work and the Board Improvement Plan

- Corporate Collapse Case Study: Board Oversight Failures
- Listed Company Case Study: Shareholder Challenge to Board Composition
- Board Evaluation Scorecard Build for an Own Board
- Board Effectiveness Improvement Plan Drafting
- Peer Challenge Panel and Plan Defence

Skills You Will Gain

- Governance Judgement
- Fiduciary Decision-Making
- Conflict of Interest Management
- Board Composition Planning
- Strategic Oversight
- Risk Oversight
- Board Evaluation
- Boardroom Leadership

Why Attend This Course

- Return to your board with a Board Effectiveness Improvement Plan, already tested by peers from other boards
- Ask management sharper questions and recognise when a board pack hides the issue that matters
- Recognise conflicts, independence gaps and groupthink before they compromise a decision
- Compare board practice with directors from other sectors and countries who face similar oversight demands

Conclusion

A board earns its authority through the quality of its decisions, the independence of its judgement and its willingness to examine its own performance. This course moves from the governing body's role under ISO 37000 and the G20/OECD Principles, through director duties and board structures, to strategy, risk and sustainability oversight and the dynamics that weaken boards. The final day turns that material into a Board Effectiveness Improvement Plan that participants take back to their chair, giving them a structured and defensible agenda for strengthening their board.