IOD Institute of Directors — Building® Tomorrow's Boards

Training and Development

Build a **Board** that will get Investors attention
Do you want your **Board Directors** &
Senior **Executives** to be **Certified**?

# IN-HOUSE TRAINING

# A CUSTOMIZED PROGRAMME FOR BOARD DIRECTORS, SENIOR EXECUTIVES & KMPs

**Strengthening existing skills & acquiring new skills:** Discover how to drive board for corporate success

• Corporate Governance • Board Management • Board Committees • Board Practices • Board Processes
• Financial Literacy • Risk Management • Future Boards • Adapting Boards to Digital Age et.al.

Explore the knowledge, skills, attributes
and experience required of a
high performing Board Director and
also become a '**Certified Corporate Director**' through

*Masterclass for Directors*

Over the years, IOD has trained around **10,000 Directors & Senior Executives** to be future ready and has certified through **Open-House and In-House customized Training programmes**.

IOD also maintains a pool of **Qualified** and **Trained** Executive & Independent Directors

Register online
**www.iodglobal.com**



A view of the Training Batch

## IN-HOUSE Training

for Directors on the Board, Senior Executives and Key Management Personnel through (customized) **Masterclass for Directors**:

**Most codes of good Corporate Governance require Board Directors to undergo periodic training to improve their knowledge and skills, so they can become better leaders of their companies and make their Boards more Effective.**

Today, Company Directors of all Businesses (any size) face a myriad of global challenges in their day to day role either on Governance or Sustainability.

India's new stringent Corporate Laws have made CFOs, CSs, Senior Executives and Independent Directors more accountable to implement a robust Corporate Governance framework. As such Directors need to be mindful of their obligations and potential personal responsibilities. Access to quality training, which will help directors keep abreast of their legal requirements, has become increasingly important.

IOD's Masterclass for Directors', the Director development cum certification programme, offers a whole vista of opportunities, those who wish to join the pool of Executive and Non-Executive Independent Directors and also making it most relevant for companies to learn lessons from the downturn and update their executive and Independent Directors on various boardroom issues. The programme is designed to meet the particular needs of the Board and requirements on the provisions of the Companies Act, 2013 and so as, its rules as to know their duties and responsibilities as a Director and Independent Director.

Also as per SEBI clause 49(I)(D)(3)(d) of the listing agreement, the Board should encourage continuing directors training to ensure that the Board members are kept upto date. The same is required to be reported in the annual report of the Company

IOD's Boardroom training programmes are delivered in a variety of formats to best suit the company's needs. This programme is delivered in two formats, covering topics/ modules in much greater details.

- **Virtual Class** : Under this format, the course is delivered virtually spread over 4 days (3 modules of 90 -120 min each per day ), with special focus on business sectors and customised modules with relevant business examples.
- **Offline Class**: Under this format, the course is delivered physically at the premises of client or a neutral venue as finalized, spread over 3 full days (4 modules of 90 -120 min each per day) with special focus on business sectors and customised modules with relevant business examples. This is generally planned when all the board members are present at one place for a particular period.

Each training module is conducted by a state of art faculty, who are deeply enmeshed in the subject and gained all forms of knowledge with excellent feedback from participants consistently.

The programme is open to all Company Directors, Senior Executives and Key Managerial Personnel level professionals. On successful completion of the programme, followed by submission of a Project Study Report, each participant will be awarded with 'Certified Corporate Director' issued under the seal of Institute of Directors.

The project study report offers an opportunity for further development in a specific subject of their choice through an application oriented proposal. The individual project is by far the most important single piece of work in the assessment for certification of 'Masterclass for Directors' programme. It provides the opportunity for course participants to demonstrate originality and ability to put into practice major areas covered during the course.

IOD in India has already conducted over 550 Batches of training programmes nationwide and trained over thousands of executives as **Certified Corporate Directors**, many of whom have reached the highest positions of leadership in their respective fields. The list of IOD's qualified Certified Corporate Directors could be seen on **www.iodglobal.com**

## WHY IN-HOUSE BOARDROOM MASTERCLASS FOR DIRECTORS?

The In-house training is aimed at all those areas responsible for providing strategic leadership and is designed to enhance participants' ability to:

- Fulfill their roles effectively, efficiently and confidently.
- Apply skills and knowledge to improve business performance.
- Create a wider understanding of the corporate purpose.
- Adopt a structured approach to succession planning and benchmarking.
- It reminds board members of their roles and responsibilities
- It helps to build the board as a team
- Increases innovation and improves performance
- Helps in preparing future-proof board

## WHY NOW?

As per Regulations 4 (2)(f)(iii)(4) of SEBI (LODR) Regulations,2015, the Board shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.

## WHO WOULD BENEFIT?

This course is designed for independent, executive and non-executive directors & CEO's, Company Chairman, Presidents, CFO, Bankers, Chartered Accountants, Company Secretaries, Fund Managers, Management Analysts, Management Consultants, Academicians, Corporate Lawyers and other Senior Executives.

## PROJECT STUDY REPORT

Each participant is required to prepare and submit a project study report within 6 weeks from the completion of the programme. The topic of the study may be chosen from any of the topic covered in the programme. The project study report should be original and should not be copied from any source.

*Different organisations have different development requirements at board level, depending on the experience of their directors, their particular business sector and their operating environment.*

*Creating an effective board requires a clear & deep understanding of the role and responsibilities of the board and its committees, and of the parts played by individual directors.*

# **Course Modules** (18) & Content

The training course offers flexibility in accessing information on a range of training modules relevant for board members and senior executives. The course undergoes continuous changes to keep it updated, with the latest regulatory changes and, global practices. IOD offers 18 modules and any 12 modules can be chosen towards the Masterclass for Directors certification programme. The following are the set of modules, which are subject to change.

**Module - 1. Companies Act, 2013 & Other Corporate Laws: An Overview**

This module will provide an overview of the important provisions of the Companies Act 2013 which deal with the ways companies are incorporated, how it is managed by the board and the manner in which the board interacts with their stakeholders.

**Module - 2. The Board's Legal Environment: Duties, Responsibilities & Liabilities of a Director**

The module provides an essential understanding of the role, duties, legal responsibilities and liabilities of Directors and the working environment of a Board.

**Module - 3. Corporate Governance: Enhancing Stakeholder Value**

This module deals with the principles and tenets of corporate governance, international codes, frameworks and practices and key requirements.

**Module - 4. Independent Directors: Improving Corporate Credibility and Governance Standards**

This module covers the role, functions, rights, liabilities of Independent Directors who have become a very important part of the Boardroom. It will enable the participants to understand the nuances of this role, requirements of Schedule IV of the Companies Act, 2013 and key provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Module - 5. Strategic Leadership of Corporate Boards: Maximizing Effectiveness and Accountability**

This module deals with good practices of effective Boards, including leadership composition and skills-mix, Board reviews and how Boards can add greater value. The module will enable an understanding of the operating environment of Directors and expectation of stakeholders to deliver strategic outcomes.

**Module - 6: Financial Literacy for Directors**

This module provides an understanding of what it means to be financially literate, the statutory provisions, financial terms and concepts, financial statements, key accounting standards, sources of finance and budgeting.

**Module - 7: Driving Financial Performance**

The module will assist a director to further understand the role in evaluating the health of the organization including its liquidity position and solvency, key aspects of Mergers & Acquisitions, decision making and control and identifying early warning signs of financial failures.

**Module - 8: Corporate Strategy**

Strategy setting is an important role of the board. Globalization, digitization of business, emerging technologies, focus on Sustainability and the new workforce have provided a new dimension to strategy, its execution and performance monitoring.

**Module - 9. Enterprise Risk Management**

Companies have to ensure that significant risks are identified, evaluated and managed. Non-financial intangible risks include social, ethical, environment and reputational risks. This module will enable an understanding of the key legal provisions related to ERM, ERM process, key definitions, risk frameworks, concepts such as emerging risk and how ERM needs to be aligned with company strategy.

**Module - 10: Corporate Sustainability: ESG & Resilience**

This module will provide an understanding on various aspects of building a sustainable business and the need to have an agenda for surviving and thriving in the future.

**Module-11: Board Committees: Enhancing Effectiveness and Accountability**

Today, Boards are under intense scrutiny - from shareholders, regulators, the media, company employees, and other stakeholders. Given the wide range of the Board's responsibilities and the diverse nature of skills required, the Board delegates certain responsibilities to specialist Committees of the Board. This module discusses the broad role, duties and powers of these committees in general, with sharper focus on the Audit Committee.

**Module-12: Learning into Practice (Boardroom Simulation Exercise)**

This session provides an opportunity for real-time experience of the 'Quarterly Boardroom meeting' situation. The participant would also briefly understand important board procedures prior to the simulation.

**Module-13: Board Processes and Secretarial Standards: Sensitising Board of Directors**

The role of critical and creative thinking, listening culture, collaborative working and visual communication are of paramount importance in the communication process within the Board. The module will deal with the communication roadblocks, strategy to develop reports and presentations that are persuasive.

**Module-14: Transformative Technologies: Risks and Opportunities**

This session will provide a broad understanding of changing business models, transformative technologies, key aspects to strategic decision making and the role of a board member in such decisions.

**Module-15: Internal Audit: A critical player in organizational governance**

This module with provide clarity on the role of internal audit in organizational governance and in protecting and enhancing organizational value. This will enable a functional understanding of modern internal auditing practices which in turn will assist in discharging statutory responsibilities.

**Module-16: Insolvency & Bankruptcy Code: Guidance for Directors & Promoters**

This module will discuss the brief provisions of the code and key aspects that the director needs to keep in mind.

**Module 17: Competition Act, 2002: Compliance by the Board**

Competition law seeks to maintain market competition by regulating anti-competitive practices by companies. Competition law is implemented through public and private enforcement. The participant will be able to understand the key provisions of the Act, its relevance to the company board and the safeguards companies need to take in order to adequately comply with this regulation.

**Module 18: Discussion on 'Mock test paper on Independent Directors Proficiency Test'**



## SOME OF OUR PREVIOUS CLIENTS

FOR IN-HOUSE TRAINING PROGRAMME

LIC भारतीय जीवन बीमा निगम LIFE INSURANCE CORPORATION OF INDIA

TATA STEEL WeAlsoMakeTomorrow

NOVARTIS

IndianOil 2020 YEAR OF DIGITALISATION Transforming Processes

GAIL (India) Limited

BRIDGESTONE
Bridgestone India Pvt. Ltd.

NABARD

NHPC
National Hydroelectric Power Corporation

DhanlaxmiBank

The Bombay Presidency Golf Club Ltd.

Sa-Dhan
The Association of Community Development Finance Institutions

uti
UTI Mutual Fund

UPMA
Uttar Pradesh Microfinance Association

OCS
OCS Group India Pvt. Ltd.

ircon
Ircon International Limited

HMEL
Energising a Brighter Tomorrow

XMSE
METROPOLITAN STOCK EXCHANGE

sidbi
Small Industries Development Bank of India

V. O. Chidambaranar Port Trust

CIDCO
WE MAKE CITIES
City and Industrial Development Corporation

IWFCI
International Women's Federation of Commerce and Industry

INDCOSERVE
Industrial Cooperative Tea Factories Federation Limited (INDCOSERVE)

NAFPO

SCI
Shipping Corporation of India

CII Indian Women Network

MZM LEGAL LLP

SREI
SREI Infrastructure Finance Limited

VIGILANCE STUDY CIRCLE
Bangalore, Calcutta, Mumbai

TE connectivity

...et al.




## INSTITUTE OF DIRECTORS

Established in India on 12 July 1990, the Institute of Directors (IOD) is an apex national association of Corporate Directors under the India's 'Societies Registration Act XXI of 1860'.

IOD, India is one of the oldest and premier institute engaged in the realm of Corporate Affairs. IOD has ,over the years, grown to associate with more than 30,000 senior executives, representing prominent organizations from the private, public and government sectors India-wide, and now, increasingly, world-wide. We, at IOD, are committed to continued professional development of our members and corporate India. IoD's portfolio includes the famed Golden Peacock Awards, membership opportunities, Masterclass training for directors, publications and most importantly, our networking and knowledge events. IOD has also setup a special wing called Directors Databank, to support the placement of Independent Directors in India.


**INSTITUTE OF DIRECTORS (IOD)**

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