



Director Education Programs

(Updated July 2023)

Program Title: Directors' Consortium
Sponsored by: Stanford
Link to Program/Sponsor: https://www.gsb.stanford.edu/exec-ed/programs/directors-consortium
Dates/Locations: October 16 – 20, 2023 (in-person) Stanford, CA
Program description: This in-person program is a unique academic partnership between Stanford GSB and Stanford Law School. Experience world-class faculty, cutting-edge research, innovative ideas, and an interactive approach to learning — all optimized for a virtual environment. Engage directly with faculty through real-time lectures, Q&A, and office hours. Immediately apply new learnings in the context of your work. And, connect and collaborate with other board members through group projects. Big data, shareholder activism, cybersecurity, financial literacy, liability risk: The list of issues and responsibilities for board members is ever-increasing and ever-changing. Drawing on cutting-edge research, current governance issues, emerging topics, and practical knowledge, Directors' Consortium live online goes beyond compliance to explore how directors can best represent shareholders and other stakeholders. You'll learn about financial reporting, compensation, fiduciary duties, CEO succession, and more. You'll develop a greater understanding of a board's oversight and advisory roles. And you'll examine real-world scenarios and formulate action plans with a set of people who confront similar problems. Program content includes these highlights: • Board Oversight & Management: Failure Avoidance • CEO Succession Planning • Cybersecurity and the Board • Director Duties • Director Liability Risk • Executive Compensation & Incentives • Finance • Recent Developments in Financial Reporting • Shareholder Activism Learning objectives: You'll learn about financial reporting, compensation, fiduciary duties, CEO succession, and more. You'll develop a greater understanding of a board's oversight and advisory roles. And you'll examine real-world scenarios and formulate action plans with a set of people who confront similar problems. Understand your fiduciary, legal, and ethical oversight responsibilities, and develop strategies to best represent shareholders and stakeholders. • Benchmark against best practices in corporate governance • Evaluate the role of the board in strategy development, evaluation, and evolution • Develop frameworks for prudent legal strategies that help boards navigate in litigious environments • Formulate strategies for managing CEO succession and evaluating executive compensation.
Cost: \$15,000

Program Title: Climate Leadership Certification Program
Sponsored by: Diligent
Link to Program/Sponsor: https://www.diligent.com/landing/climate-leadership-certificate/
Dates/Locations: On-demand/online. Program can be completed at participant's convenience within a six-week to 12-month timeframe.
Program description: Built by Diligent in partnership with the ESG & Impact Practice at Kirkland & Ellis, and vetted by Glass Lewis, this program provides a firm grounding in climate risk, strategy, disclosures, regulation (US, EU, UK and Australia), and more. The program requires completing a total of 6 courses (4 required, 2 electives) and a comprehensive exam. Each course includes a combination written and video content, interactive exercises, quizzes, case studies, and takes about 2-3 hours to complete. Participants receive a certification of completion and digital credential badge and can also receive CLE/CPE credits (up to 23 credit hours and 7.6 CPE credits, respectively).
Program Content Required courses: • Risk & Reward: Connecting Climate to the Balance Sheet • How Climate Connects to the Board's Fiduciary Duty • Structuring Oversight of Climate Risk • Climate Reporting, Disclosure & Investor Engagement Elective courses (select 2): • Climate Commitments & How to Measure Them Effectively • Aligning Incentives & Climate Commitments • Climate Litigation • Carbon Markets Learning objectives: • Link climate risk to the balance sheet and identify solutions to potential challenges • Prepare for increased climate scrutiny by shareholders and other stakeholders • Articulate the goals, key outputs and challenges of climate-related scenario analysis • Describe approaches to identification, oversight, and management of climate risk, including metric selection and risk-based due diligence strategies • Identify key pending, current, and proposed climate disclosure regulations in different regions. • List the key voluntary reporting initiatives, how they relate to each other and emerging regulatory requirements including exploring the TCFD framework
Cost: \$3,500. Group discounts available for registrations of 3 or more from the same organization. Contact certifications@diligent.com for group discounts. Note also \$2,000 discount for purchases of both Diligent's Climate Leadership Certificate and either its Cyber or ESG programs.
Program Title: Cyber Risk & Strategy Certification Program
Sponsored by: Diligent
Link to Program/Sponsor: https://www.diligent.com/landing/cyber-risk-strategy-leadership-certification/
Dates/Locations: On-demand/online. Program can be completed at participant's convenience.
Program description: Built by Diligent in partnership with the Data Privacy and Cybersecurity Practice at McNees Wallace, this program (launched December 2022) will include over a dozen experts in cybersecurity, data privacy, cyber risk and strategy, cyber counterterrorism, cyber forensics and more. The program will include a total of 4 courses plus a simulated tabletop exercise and a final exam. Each course will include written and video content, interactive exercises, quizzes, case studies and more. Each course is being developed and will be designed to be

completed in less than 3 hours. Participants receive a certification of completion and digital credential badge.

Program Content

Required courses:

- Risk & Reward: Connecting Climate to the Balance Sheet
- How Climate Connects to the Board's Fiduciary Duty
- Structuring Oversight of Climate Risk
- Climate Reporting, Disclosure & Investor Engagement

Elective courses (select 2):

- Climate Commitments & How to Measure Them Effectively
- Aligning Incentives & Climate Commitments
- Climate Litigation
- Carbon Markets

Learning objectives:

- Link climate risk to the balance sheet and identify solutions to potential challenges
- Prepare for increased climate scrutiny by shareholders and other stakeholders
- Articulate the goals, key outputs and challenges of climate-related scenario analysis
- Describe approaches to identification, oversight, and management of climate risk, including metric selection and risk-based due diligence strategies
- Identify key pending, current, and proposed climate disclosure regulations in different regions.
- List the key voluntary reporting initiatives, how they relate to each other and emerging regulatory requirements including exploring the TCFD framework

Cost: \$3,500. Group discounts available for registrations of 3 or more from the same organization. Contact certifications@diligent.com for group discounts. Note also \$2,000 discount for purchases of both Diligent's Cyber and either its Climate or ESG programs.

Program Title: **ESG Leadership Certificate Program**

Sponsored by: Diligent

Link to Program/Sponsor: <https://www.diligent.com/landing/esg-leadership-certification/>

Dates/Locations: On-demand/online. Program can be completed at participant's convenience within a six-month timeframe.

Program description: Developed in collaboration with Competent Boards, this program is designed for corporate Directors and executives to help them better understand and fully embrace their role in providing strategic direction and oversight on ESG-related matters. The program includes a total of 12 courses focused on video interviews, expert panel discussions, suggested readings and quizzes, plus a final exam. Each course can be completed in 3-4 hours. Participants receive a certification of completion and digital credential.

Program Content

- Understanding New Geopolitical Risks and Expectations for Companies
- Dealing with Dilemmas: Turning Business Risks Into Opportunities
- How to Use The UN Sustainable Development Goals Strategically
- Learning the Impacts of Climate Change and a Board's Accountability
- How to Build ESG Oversight and Foresight
- Understanding Human Rights and Environmental Issues in Supply Chains
- Creating Diversity, Equity, Inclusion and Wellness in the Boardroom and Beyond
- Gaining Trust: Anti-corruption, Integrity, and Transparency Best Practices
- Understanding Responsible Use of Data, Cybersecurity, and Digitalization
- Addressing Tax, Investment & Pay in an ESG-focused World

- Maximizing Shareholder and Stakeholder Engagement Around Disclosure
- Becoming a Steward of the Future: Best Practices in Corporate Governance

Cost: \$3,500. Group discounts available for registrations of 3 or more from the same organization. Contact certifications@diligent.com for group discounts. Note also \$2,000 discount for purchases of both Diligent's ESG and either its Cyber or Climate programs.

Program Title: **Boards that Lead: Corporate Governance that Builds Value**

Sponsored by: Wharton University of Pennsylvania

Link to Program/Sponsor: <https://executiveeducation.wharton.upenn.edu/for-individuals/all-programs/boards-that-lead-corporate-governance-that-builds-value/>

Dates/Locations: February 5 – 6, 2024 (in-person) | Philadelphia, PA

Program content:

Session topics include:

- The New Role of the Board
- CEO and Director Selection
- Designing Effective Boards
- How to Succeed in the Boardroom
- Board Principles

Learning objectives:

In this program, you will:

- Understand how the role of a board of directors has changed in today's increasingly regulated business environment
- Gain an insider's view of some of the world's most dynamic boardrooms from the executives who lead them
- Acquire the proven road map for designing and leading an effective board
- Uncover the best methods to recruit and select the most qualified directors
- Collaborate more effectively as a board director, chairperson, or chief executive

Specifically, you will learn:

- What a company should look for when recruiting new directors
- How a board can effectively engage and motivate corporate management
- How a board determines suitability when hiring a new CEO
- How an institutional investor or private equity or hedge fund should evaluate a board before investing in a company

Cost: \$6,200

Program Title: **Corporate Governance: Essentials for a New Business Era**

Sponsored by: Wharton University of Pennsylvania

Link to Program/Sponsor: <https://executiveeducation.wharton.upenn.edu/for-individuals/all-programs/corporate-governance-essentials-for-a-new-business-era/>

Dates/Locations: September 19 - 22, 2023

Program description: Today's corporate boards face historic and unprecedented challenges. Boards of directors must navigate these sources of unexpected enterprise risk while capably monitoring their firms' financial performance. For those responsible for filling board seats, the push toward making boards more diverse and inclusive adds complexity. Meanwhile, new opportunities are emerging for those seeking board service.

This program provides critical tools for aspiring, newly appointed, and veteran board members, and for executives working with their board or other boards. Participants will gain insight into the duties and nuances of board service and learn to forge partnerships with company officers to strengthen financial return, enterprise risk management, and governance diversity.

Program content

Highlights and Key Outcomes

In this program, you will:

- Explore board opportunities for C-suite officers in areas including technology, human resources, and sustainability
- Grasp how a director's role is changing in today's social, legal, and business environment
- Learn to present yourself as an attractive candidate for boards
- Look inside the process for nominating, selecting, and onboarding directors

Session topics include:

- Enterprise challenges and risks including climate change, job displacement, global trade, disease epidemics, and social responsibility
- Creating opportunities for those who have been underrepresented in the boardroom
- Characteristics of successful board leaders
- Overseeing management
- Building diversity, equity, and inclusion in the boardroom
- Leading boards through legal issues and other crises
- Succession planning
- Bringing environmental and social issues into the boardroom
- Designing political and social strategies
- Shareholder activism

Cost: \$9,850 (includes accommodations and meals)

Program Title: **Shareholder Activism and Corporate Governance**

Sponsored by: Wharton University of Pennsylvania

Link to Program/Sponsor: <https://executiveeducation.wharton.upenn.edu/for-individuals/all-programs/shareholder-activism-and-corporate-governance/>

Dates/Locations: dates coming soon

Program description: This unique, real-world program will help you to understand how and why activist

shareholders select their target companies and how companies in turn prepare for, and deal with, an activist campaign. This program will shed an objective light onto the features of a company, including its governance structure and strategic and management approaches, which make it an attractive activist target. While distinguishing good from bad corporate governance is an art form, we will discuss the typical identifiers that are associated with value destruction and that attract activist attention. We will consider the steps and processes utilized by the activists in a campaign and identify those areas critical to unlocking, or potentially destroying, value.

Program content

Highlights and Key Outcomes

In this program, you will:

- Acquire a powerful conceptual foundation for what it means to create value
- Develop the fundamentals for both value investing and value-based management
- Discover the frameworks and tactics used by shareholder activists to identify and move on target companies
- Recognize where and why shareholder activism may create or destroy value, and be better able to distinguish which is more likely in a given case
- Learn how corporate boards and leadership prepare for activist campaigns directed at their company, and effective solutions for managing the process when it occurs
- Become more knowledgeable about the roles of the various parties in shareholder activism beyond the activists, including proxy advisory firms, public relations firms, lawyers, and investment bankers.

Session topics include:

- Value Investing and Shareholder Activism — Benjamin Graham set the stage and launched both value investing and shareholder activism
- Current Trends and Market Conditions
- Measuring the Value: Assessing the Potential for Value Creation
- Tactics for Campaigning and Engaging: The Activist Pathway and the Target Defense
- Applying the Activist Toolkit: Creating the Value
- Fireside Chat/Guest Speaker: Investment Banks' Perspective
- Activism Outside the USA: Case Studies in Canada and Japan
- Activism Campaign Exercise

Cost: coming soon

Program Title: **Corporate Governance Program: Developing Exceptional Board Leaders**

Sponsored by: Columbia Business School

Link to Program/Sponsor: https://www8.gsb.columbia.edu/execed/program-pages/details/2548/CGP?utm_source=bp-ebblast&utm_medium=ebblast&utm_content=text&utm_campaign=execed-announcement

Dates/Locations: August 28 – 31, 2023; February 20 – 23, 2024; May 6 – 9, 2024 (in-person) Manhattanville Campus, NYC

View the agendas: [in-person](#)

Program description:

The program features a combination of lectures and interactive expert panels. The academic lectures feature interactive exercises and case studies involving real-world scenarios.

Sample session titles include:

- Setting Management Compensation
- The Stewardship Function of the Board
- Private and Early-Stage Boards
- Understanding the Oversight Function of the Board
- Getting the Best From Your Investment Banker

The panelist discussions feature experienced directors focusing on emerging issues in the field of corporate governance. Sample panelist discussion titles include:

- What If an Activist Attacks?
- Inclusive Capitalism
- Disruptive Technologies
- Getting on Boards and Saying Yes
- Private Company and Early-Stage Board Panels

Learning Objectives: Gain insights needed to ensure high performance in the long and short term, including:

- Leveraging the Numbers - Harness finance to realize your organization's strategy and appreciate value creation via financial statements.
- Minimizing Threats and Risks - Marginalize the threat of litigation for you and your company and limit financial reporting risks as a member of the audit committee.
- Exerting Influence - Incentivize the CEO to create long-term sustainable value as a member of the compensation committee.
- Anticipating Emerging Issues - Join panel discussions that address current topics such as shareholder activism, the disruptive impact of technology and cyber risk, and the topic of inclusive capitalism.

Cost: \$9,550

Program Title: **Director Professionalism**

Sponsored by: National Association of Corporate Directors

Link to Program/Sponsor: <https://www.nacdonline.org/events/series.cfm?itemnumber=51683>

Dates/Locations: online / virtual (on-demand)

Program description: Exclusive to NACD members, this course will benefit directors beginning their first term on a public company board as well as any director looking to expand—or refresh—their knowledge of the fundamentals of boardroom effectiveness. This course covers critical topics, including expanding committee responsibilities, the board's role in strategy and risk oversight, fiduciary duties, and effective management/C-suite communications.

Program Content

Board Structure and Processes

- Roles and Responsibilities of the Board Member
- The Board's Operating Model
- Fiduciary Duties of Corporate Boards

The Key Committees

- The Nominating and Governance Committee
- The Compensation Committee—Roles and Responsibilities
- The Audit Committee

Critical Oversight Topics

- Introduction to Finance and Accounting
- Strategy from a Board Perspective
- Risk Oversight
- Corporate Transformations
- Talent Oversight
- Board-Shareholder Engagement
- Diversity, Equity, and Inclusion
- Cyber-Risk Oversight

Learning objectives: (FAQs [here](#))

Governance - Understand the key governance areas all boards oversee.

Effectiveness - Increase your skills and knowledge base.

Board Functions - Learn about best practices for board processes and roles.

Cost: \$3,500 NACD members

Program Title: **Corporate Governance: Effectiveness and Accountability in the Boardroom**

Sponsored by: Kellogg School of Management - Northwestern University

Link to Program/Sponsor: <https://www.kellogg.northwestern.edu/executive-education/individual-programs/executive-programs/director.aspx>

Dates/Locations: November 6 - 9, 2023; June 3 – 6, 2024; November 4 – 7, 2024 | Evanston, IL

Program description: This highly interactive and engaging program will prepare you to claim your seat on the board with confidence and to deal effectively with those difficult, often unpredictable situations that all directors inevitably must face. You'll be guided by top Kellogg faculty in collaboration with recognized corporate governance experts, to deepen your understanding of your responsibilities as a board member, develop the essential skills and strategic insight needed serve effectively and learn how to apply them in practice. You'll orient yourself to the shareholders' perspective, gain an understanding of the interests of multiple constituencies and learn frameworks that can move the board beyond ensuring compliance to identifying opportunities for long-term value creation.

Program content:**Understanding the Role of the Board**

- Different models of governance
- Board and committee responsibilities
- The board's role in a crisis

Understanding the Role of the Committees

- Executive compensation issues and trends
- Audit committee issues
- Recruiting new board members

Current Issues

- Legal issues in the boardroom
- Activist investors
- Cyber security

Learning objectives:

- Develop a deeper understanding of board governance models
- Analyze the role of the board vis-à-vis management, internal and external auditors, and other outside advisors
- Understand how to navigate boardroom conflicts
- Engage in a “board in crisis” case simulation
- Study the legal and ethical challenges faced by today's boards in areas such as executive compensation
- Become conversant in current boardroom topics such as cybersecurity and activist investors

Cost: \$10,950 in 2023; \$11,500 in 2024

Program Title: **Women's Director Development Program**

Sponsored by: Kellogg School of Management - Northwestern University

Link to Program/Sponsor: <https://www.kellogg.northwestern.edu/executive-education/individual-programs/executive-programs/women.aspx>

Dates/Locations: November 1 - 3, 2023; November 13 – 15, 2024 | Evanston, IL campus

Program Description: This highly customized program from the Kellogg Center for Executive Women provides a rigorous approach to corporate director training. You'll gain the skills you need to be an effective board member and practical tools for landing a seat at the table. In a collaborative atmosphere, you'll learn alongside other rising executive women.

Through one-on-one interactions with experienced directors, board advisors, senior Kellogg professors, and alums of this program currently sitting on corporate boards, you will discover how to make the leap onto nominating committees' radar screens, gain insight into choosing the right board opportunities for you and understand how to contribute meaningfully as a director.

Program Content**Characteristics of the Most Effective Boards and Board Members**

- Explore critical roles of directors in strategy and change
- Examine emerging governance challenges and trends

Your Value Proposition

- Develop a compelling board profile highlighting governance competencies
- Hone a concise value proposition to use within your network and with other influencers
- Practice delivering your value proposition to people in your network, search firm executives, your CEO, and directors

Board Interview

- Prepare yourself for an interview that is unlike other interviews; get ready to answer questions about your role in governance
- Practice in a setting with experienced directors so you are prepared for the interviews to come

Earning the Nomination

- Build credibility, evaluate board opportunities, and conduct the due diligence to select the right boards to join

Be an Effective Director

- Gather and analyze information to maximize your contributions in meetings and ask the right questions
- Identify red flags in financial statements with a careful analysis of balance sheets, income statements, and cash flow

Key Benefits:

- Broaden your understanding of the role of the board
- Hone your skills crafting and delivering your value proposition for a board seat
- Increase your visibility with executive search firms and nominating committees
- Analyze opportunities to harness your network to identify and create board opportunities
- Learn to detect red flags and read between the lines in financial statements

As a participant in this program, you can create an individual profile in the Kellogg Center for Executive Women's Database of Women Directors, an extensive repository of information on exceptionally well-qualified female board candidates. The Kellogg Center for Executive Women uses this database to provide information on qualified directors to search firms, nominating committees and CEOs free of charge. The Kellogg Center for Executive Women also proactively reaches out to companies to encourage them to consider qualified women for their boards.

Cost: \$11,550 in 2022; \$12,150 in 2024

Program Title: **Become a Guiding Force on Your Board**

Sponsored by: UCLA Anderson School of Management

Link to Program/Sponsor: <https://www.anderson.ucla.edu/executive-education/open-enrollment/corporate-governance>

Dates/Locations: September 26 – 29, 2023 (in-person) | UCLA Campus, Los Angeles

Program description: Gain what you need to guide and support your executive leadership team around the crucial issues of strategy, structure and succession. A combination of foundational topics and advanced insight on timely and pressing issues facing boards today is offered by UCLA Anderson faculty and distinguished speakers representing some of the nation's most prestigious organizations. Whether a seasoned director or new to the responsibility, participants will emerge from this 5-day online experience with greater powers to provide active, informed and independent guidance to their senior leadership team.

Program content:**Boardroom Essentials**

- Hot Topics & Fundamentals of Governance
- Regulatory Changes Impacting the Boardroom
- Strategic Management and the Board
- Corporate Responsibility to Pay Taxes?
- The Board and Accounting Issues

Expanding Your Impact

- Digging Deeper into Your Firm's Financial Statements
- Managing Mergers, Acquisitions, Joint Ventures and Alliances
- Ensuring Effective Committees: Audit and Compensation
- The Board and Activist Shareholders
- Cyber Risk and Security for Boards

Cost: \$8,500

Program Title: **Making Corporate Boards More Effective**

Sponsored by: Harvard Business School

Link to Program/Sponsor: <https://www.exed.hbs.edu/programs/mcb/Pages/default.aspx>

Date/Location: July 12 - 15, 2023; November 8 - 11, 2023 | Harvard Business School; Boston MA

Program Description: You will gain a deeper understanding of the board's responsibilities in areas such as financial resilience, strategic direction, executive compensation, and regulatory compliance. At the same time, you will learn how to work more effectively with fellow directors and company management to strengthen governance, manage unexpected crises, and make decisions that drive long-term corporate success.

This program is based on the premise that there is no one best way for boards to operate; rather, each board must consider and develop practices that recognize the unique needs of its company and management. As you examine the latest thinking on the internal function of corporate boards, interaction with management, and overall board relations, you will discover how to enhance and focus your own board's efforts.

Program content:

Through faculty presentations, case studies, and small group discussions, you will explore the most important strategic and organizational issues facing corporate boards today—and how the most successful boards address their challenges.

Topics include:

- Understanding the board's role in relation to management
- Working with management to oversee company strategy
- Grooming the next generation of top management
- Designing the most effective structure, composition, and processes for your board
- Identifying the personal qualities and characteristics needed in the boardroom
- Providing constructive feedback to one another and to the board's leaders
- Ensuring that your company complies with relevant regulations and laws
- Preparing for unexpected events and crises, such as activist takeovers, accounting fraud, environmental disasters, and cybersecurity threats

This program will help you:

- Strengthen the impact of your corporate board
- Develop practices that suit the unique needs of your company and management

- Achieve trust through more positive relationships within the board and with the management team
- Create more efficient governance processes
- Make the most of each board member's time, knowledge, and experience
- Contribute more meaningfully to corporate oversight activities
- Expand your personal and professional network

Cost: \$10,500 for July 12-15, 2023 | \$11,250 for November 8-11, 2023 (fees cover tuition, books, case materials, accommodations and most meals)

Program Title: **Advanced Corporate Director Seminar**

Sponsored by: Harvard Business School

Link to Program/Sponsor: <https://www.exed.hbs.edu/advanced-corporate-director-seminar/>

Date/Location: next date TBD | Harvard Business School; Boston MA

Program description: Designed for executives who have completed one or more of the following HBS Executive Education programs (in-person or virtual): [Making Corporate Boards More Effective](#), [Audit Committees in a New Era of Governance](#), or [Compensation Committees: New Challenges, New Solutions](#), this program offers a powerful learning and networking opportunity that will broaden your perspective on the many ways boards and directors can address emerging challenges—from the need to keep pace with technological advances to the pressures of responding to issues like climate change. Through faculty presentations, case studies, and small-group work, you and your peers will examine the topics affecting today's boards and discover new governance strategies.

Program content:

- Developing a clearer view of how your company and your board can support sustainability and address climate change
- Understanding the board's role in driving corporate purpose
- Practicing stakeholder-centered governance while managing shareholder activism
- Exploring trends in board fiduciary and legal responsibilities as well as emerging organizational forms
- Analyzing key factors that have affected globalization and global supply chains; determining potential impact on your company
- Improving board oversight of strategy, innovation, and digital transformation
- Overseeing the creation of organizational capabilities relating to artificial intelligence (AI) and data analytics; managing related risks
- Examining the board's responsibilities regarding talent management; leadership development; and diversity, equity, and inclusion (both in the company and on the board)
- Evaluating risk management in terms of cybersecurity and data privacy

Cost: \$TBD (fees cover tuition, books, case materials, accommodations and most meals)

Program Title: **Audit Committees in a New Era of Governance**

Sponsored by: Harvard Business School

Link to Program/Sponsor: <http://www.exed.hbs.edu/programs/ac/Pages/default.aspx>

Date/Location: July 19-21, 2023; November 15-17, 2023 | Harvard Business School; Boston MA

Program description: As the focus on corporate governance and oversight has grown, so has the complexity of regulatory challenges facing audit committees. This corporate governance strategy program explores the best practices that your audit committee can use to fulfill its mandate and increase its strategic contribution. You will acquire the frameworks to align corporate strategy with financial reporting—and help your company operate more effectively in today's rigorous market and regulatory environment.

This audit committee training program prepares you to manage the creative tension between the compliance and

strategic roles of the audit committee. While improving your ability to ensure compliance, transparency, and accountability, you will learn how to move your company beyond a compliance mentality toward strategic financial reporting and effective risk management.

Program content: The decision-oriented curriculum for audit committee training engages board members and chief financial officers in exploring four critical areas of relevance to audit committees:

Strategy and Financial Reporting

- What are the drivers of success and risk in the company, and how are these reflected in its financial reporting?
- How should audit committees provide oversight of financial reporting and risk management?
- How can the company best manage its key financial reporting risks?

Transparency and Investor Communication

- How can audit committees ensure that the company is meeting investor expectations for improved transparency in financial reporting and disclosure?
- What role, if any, should audit committees play in the investor relations process?
- How should you assess the costs and benefits of providing non-GAAP disclosures and what form should the non-GAAP disclosures take?
- How should the financial reporting strategy balance short-term performance pressure versus achieving long-term objectives?

Risk Management

- How can audit committees create an appropriate risk management infrastructure in the company?
- What are the risk culture and the tone at the top of the company, and how do they affect corporate performance?
- How should companies manage their cybersecurity risk and how should boards monitor this?
- How can companies use strong internal controls to promote rather than hamper growth?
- How can audit committees measure performance in the areas of ethics and compliance?

Audit Committee Processes

- How can audit committees better manage their relationships with corporate management and internal and external auditors?
- What can audit committee do to help improve audit quality?
- How can audit committees ensure effective talent management and succession planning in the finance, accounting, and risk management function?
- How can audit committees be designed to manage increasing demands?

Learning objectives: Participants will emerge better prepared to:

- Manage the creative tension between the compliance and strategic roles of the audit committee
- Align financial reporting, compliance, and risk management functions with the company's growth and profit objectives
- Develop better tools to manage risks
- Enhance oversight of the finance, accounting, and risk management functions, and oversee legal and regulatory compliance more effectively
- Improve transparency and the quality of audit and financial reporting and ensure the integrity of financial information
- Strengthen collaboration with corporate management and auditors
- Improve communication with investors on financial reporting and disclosure

- Expand your personal and professional network

Cost: \$7,000 for July 19-21, 2023 | \$7,500 for November 15-17, 2023 (fees cover tuition, books, case materials, accommodations and most meals)

Program Title: **Compensation Committees: New Challenges, New Solutions**

Sponsored by: Harvard Business School

Link to Program/Sponsor: <http://www.exed.hbs.edu/programs/cc/Pages/default.aspx>

Date/Location: July 16-18, 2023; November 12-14, 2023 | Harvard Business School; Boston, MA

Program description: Executive compensation has become a flashpoint issue for board members, institutional investors, regulators, and the media. Examining critical market and regulatory issues, this board leadership program enables compensation committee chairs and members to design more effective compensation programs. You will explore best practices for aligning executive pay to business strategy and company goals and for meeting shareholder expectations as the regulatory climate evolves.

This executive compensation training program will enable you and your committee to contribute more effectively to long-term performance, corporate profitability, and employee satisfaction.

Program content: The intensive, decision-oriented curriculum uses a blend of case studies, small group discussions, and interactive faculty lectures on best practices. This rigorous format allows participants to learn how best to excel in the core responsibilities of compensation committees and be alert to new and emerging regulatory and market issues. Focused on developing actionable frameworks that are relevant to compensation committees, the program explores key questions in the following critical areas:

Designing executive compensation with a strategic view

- How can you structure your compensation plan to support your company's long-term strategic objectives?
- What factors motivate senior executives—and what role does compensation play in this motivation?
- What characteristics define compensation plans that are both motivating to executives and acceptable to shareholders?
- How can you get succession planning right and hire the right CEO?

Developing an effective compensation plan

- What elements of compensation plans will be most effective in achieving your company's strategic objectives?
- How do you choose between alternative incentive programs?
- How should compensation committees assess the value created by the CEO and management team—and how much of that value should be shared with the CEO and management as compensation?
- How should compensation plans relate to performance evaluation practices for the CEO and other top executives?
- What are the risks being created by your compensation program?
- How is your compensation scheme affecting corporate culture—and what kind of compensation scheme will promote the culture you wish to create?
- How do you create the right peer group to benchmark CEO performance?
- How do you determine the pay for directors?

Creating and implementing compensation committee processes

- What role should the compensation committee play in determining CEO compensation, designing compensation plans for other senior managers, and approving performance targets and levels of compensation?
- What does an effective process for committee activities look like—and how should compensation consultants, the CEO or his or her representative, and the senior human resources officer be involved in the process? How should the committee relate to each of these players?
- How should the compensation committee address new SEC requirements of compensation disclosure?

- How can compensation committees ensure an effective compensation discussion and analysis (CD&A) report?

Learning objectives: This program will help you:

- Change the way your company approaches executive compensation
- Make decisions with deeper knowledge of the relationships among compensation plans, employee motivation, and long-term value creation
- Balance competing imperatives to attract and retain key executives, adhere to new governmental rules, and navigate public sentiment
- Ensure that the compensation structure promotes the desired corporate culture
- Design better incentive systems and know the risks that certain incentive structures can create
- Understand and anticipate hot-button issues and trends in executive compensation
- Gain investor buy-in on compensation plans
- Effectively utilize performance measurement systems
- Expand your personal and professional network

Cost: \$7,000 for July 16-18, 2023 | \$7,500 for November 12-14, 2023 (fees cover tuition, books, case materials, accommodations and most meals)

Program Title: **Women on Boards: Succeeding as a Corporate Director**

Sponsored by: Harvard Business School

Link to Program/Sponsor: <https://www.exed.hbs.edu/programs/wob/Pages/default.aspx>

Dates/Locations: November 27 – December 1, 2023 | Harvard Business School; Boston, MA

Program Description: Traditionally, the majority of board appointments are made through informal networks that are especially hard for women to break into. Designed specifically for top women executives, this program provides insight into navigating the board selection process and maximizing your success as a corporate director. Focused on the critical issues facing boards today, you will learn how to approach board selection strategically, raise your profile—and find your best match.

Preparing to take your place on a corporate board means building the knowledge, skills, and attitudes that boards are seeking. This program unpacks the process of board selection to help you understand the explicit and implicit ways that boards function. You will learn how to advance your candidacy by making connections with directors, founders, funders, and elite search firms—and excel in your new role by contributing to corporate governance at the highest level.

Program content: The program curriculum centers on four primary areas:

Understanding how boards work

- Legal and regulatory environments affecting boards
- Roles and responsibilities of board members
- Formal and informal board dynamics
- The "gender" lens—how women are perceived in the boardroom
- Working with and evaluating the CEO

Developing board-critical skills

- Reading between the lines of financial statements
- Leading through risk and other oversight challenges
- Making strategic and timely decisions
- Communicating effectively with diverse stakeholders
- Managing yourself in high-stakes situations

Navigating the selection process

- How executive firms match candidates with opportunities

- Disrupting the established lines of succession
- Developing your wish list
- Becoming the winning candidate

Raising your profile

- Networking strategically within your organization
- Establishing connections with elite search firms
- Interacting with CEOs to benefit from their experience and perspectives

Learning objectives: Acquiring a deeper understanding of corporate governance and the explicit and implicit ways boards function, you'll prepare to:

- Approach board selection strategically
- Raise your profile and advance your candidacy by making connections with directors, founders, funders, and elite search firms
- Match your skills and talents to the board's specific needs
- Understand and fulfill the roles and responsibilities of board members and committees
- Navigate the politics and avoid the pitfalls of corporate networks
- Implement best practices of today's high-functioning boards
- Expand your personal and professional network

Cost: \$14,000 (covers tuition, books, case materials, accommodations and most meals)

Program Title: **Directors' College**

Sponsored by: Stanford Law School

Link to Program/Sponsor: <https://conferences.law.stanford.edu/directorscollege/>

Dates/Locations: TBD | Stanford Law School; Stanford, CA

Program description: At Directors' College, you will engage with leading CEOs, directors, regulators, jurists, and scholars on a rigorous and balanced examination of a broad range of issues that confront modern boards, including the board's role in setting business strategy, Environmental, Social, and Governance (ESG), CEO succession, techniques for controlling legal liability, challenges posed by activist investors, boardroom dynamics, and contemporary challenges including the state of the macroeconomy, the politicization of the corporation, and emerging ransomware and cybersecurity threats..

Program Content

Topics for 2024 not yet published. Past topics have included:

- Accounting Fundamentals for Directors
- Board Refreshment, Boardroom Culture, and Director Independence
- The Board's Role in Addressing Diversity, Equity & Inclusion and Systemic Racism
- CEO Succession
- Corporate Culture, Human Capital Management, and Employee Activism
- Crisis Management
- Current Issues in Executive Compensation
- Cybersecurity and the Board
- Hot Topics for Boards
- Mergers & Acquisitions
- The Political Economy and Corporate Strategy
- The Purpose of the Corporation
- Shareholder Activism
- Successful Board Meetings: Tricks of the Trade

Cost: TBD

Program Title: Annual Boardroom Summit
Sponsored by: Corporate Board Member
Link to Program/Sponsor: https://boardmember.com/boardroomsummit/
Dates/Locations: September 13 – 14, 2023 Marriott Marquis, New York City
Program description: The only event exclusively for sitting public company board directors; off-the-record sessions open the door for you to network and learn from fellow board directors who have been in your shoes and experienced the same challenges you're facing today – inflation, rising interest rates, an uncertain economy, fluctuating labor market, hard-driving regulators and more.
Program content: • Concurrent peer exchanges • The Loyalty Effect: How a Customer Focus Will Help You Beat the Market • (re)Designing the Boardroom for Perpetual Uncertainty • The Art of Maintaining Long-Term Focus in a Short-Term World • Breakfast Ask-the-Expert Roundtables (Concurrent) Avoiding Significant Liability During Financially Uncertain Times or Onboarding New Directors on Emerging Governance Issues • When an Activist Knocks, How Do You Answer? • Serving as a Cyber Steward: A Live Cyber Threat Simulation • Concurrent Breakouts (select one) Steps to Upgrade Your CEO Evaluation Process or M&A Rules of Engagement for the Board • Avoiding Blind Spots: A Forward-Looking Approach to Succession Planning • Looking Ahead: How Boards Should Be Preparing for Proxy Season 2024, Now • Concurrent Breakouts (select one) Attracting & Retaining Tech Talent to Drive Your Transformation Strategy or Unlocking Better Growth: Strategic Board Initiatives for 2024 • Concurrent Breakouts (select one) How AI and ChatGPT Will Upend Your Next Board Meeting or China, Ukraine and Geopolitical Considerations for U.S. Companies
Cost: \$1,895 all-inclusive
Program Title: Directors Forum
Sponsored by: Berkeley Law Directors Forum Annual Conference
Link to Program/Sponsor: https://directorsforum.com/
Dates/Locations: February 2024 (date forthcoming) San Diego, CA
Program Description: Our annual conference – held in partnership with the University of California Berkeley Center for Law and Business – will provide an open forum for global business leaders to interact and discuss today's most pressing governance issues. Recognizing the importance of all stakeholders, participants will share their experiences and provide frameworks for dealing with the most relevant governance topics, ranging from implementing future strategy, addressing (or not) social issues, balancing conflicting stakeholder interests, managing the ever-changing ESG and SEC landscapes and more.

2023 program content:

- The Future of Strategy: Long-Term Planning In A Black Swan World
- Panel: What Comes After Z? Attracting, Engaging, and Retaining the Workforce of Today and Tomorrow
- Roundtables: Leading and Managing Through Ceaseless Turbulence
- Panel: Is the Bloom Off the ESG Rose? Exploring the Implications of Sustainability Backlash, Whiplash & Retrenchment
- Panel: They Said What? Whether and How Businesses Leaders Should Comment on Hot-Button Social Issues (or Any Issues)
- Roundtables: Balancing Conflicting Stakeholder Expectations
- Panel: A Fresh Look at Activism and Its Impacts Inside Boardrooms and C-Suites
- Panel: What's Happening at the SEC, and Why Boards, Executives, and Shareholders Should Care
- Roundtables: How Governance Trends Are Impacting Your Business

Cost: TBD**Tailored Programs for Directors**

NACD In-Boardroom Custom Programs (<https://www.nacdonline.org/services/content.cfm?ItemNumber=53239>)
 NACD provides confidential, customized, in-boardroom programs and consultations for directors and C-suite executives. Sessions cover a variety of topics that are facilitated by sitting directors and subject-matter experts, who bring real-world experience directly to your board. Each unique program takes into account your board's challenges and inner workings to advance positive outcomes in the boardroom.

Other Programs

Name	Description
Executive Education, Duke University https://www.fuqua.duke.edu/programs/executive-education/calendar-bymonth	Duke's Executive Education Programs focus on leadership development generally via its Leadership Programs, as well as in specific areas such as business negotiation, communications, and management. Drawing from academic insights and informed by practice, these programs develop executives to lead in context.
Olin Business School Directors' Program, Washington University in St. Louis https://olin.wustl.edu/EN-US/academic-programs/Pages/default.aspx	Olin delivers focused, results-driven executive education and development in the U.S. and abroad. Olin's programs range from the Executive MBA degree to topic-focused seminars and platforms to customized corporate learning experiences that help organizations cultivate high-potential employees and manage cultural change.
PwC Center for Board Governance https://www.pwc.com/us/en/services/governance-insights-center/director-investor-education.html	PwC hosts programs that cover critical issues that board and audit committee members face. These events provide insights on a range of topics including significant governance developments and leading practices, key regulatory, accounting and auditing developments, emerging shareholder issues, among many other matters.

Wharton University of Pennsylvania Executive Education https://info.chicagobooth.edu/exec-ed-live-online.html?gclid=CjwKCAjwoNuGBhA8EiwAFxomA5CPAWqiAhtH_475C6P-tFUJpKbj-kY7JeBrNCYUTYCEy-kA0IL1AxoC6mYQAvD_BwE	Comprehensive executive programs including executive development, advanced and general management, and advanced finance
Corporate Governance Institute, San Diego State University https://business.sdsu.edu/students/cgi	The Corporate Governance Institute (CGI) is a research and education center dedicated to the study and application of responsible corporate governance principles worldwide. The mission of the CGI is to enhance the skills of corporate directors, investors, and senior executives through research and curriculum development. CGI programs focus on identifying and promoting responsible practices worldwide in all aspects of corporate governance. Further, the CGI seeks to support the College of Business Administration, San Diego State University, and members of the local, national, and international communities in matters related to corporate governance.