BDI
GCC Board Directors Institute

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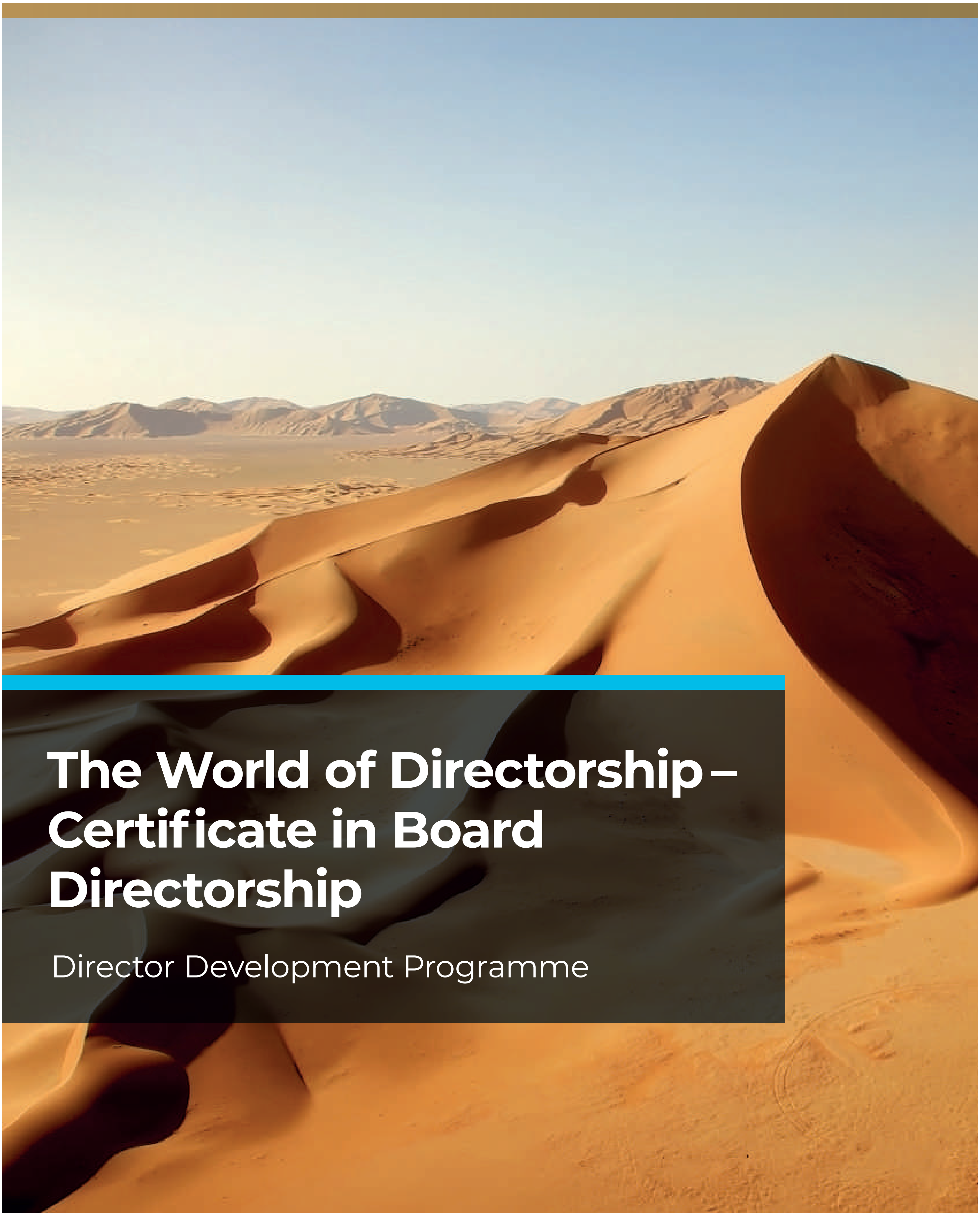

The World of Directorship – Certificate in Board Directorship

Director Development Programme

"The Capital Market Authority strongly encourages the professional development of board directors in Saudi Arabia. Organisations such as the GCC Board Directors Institute fulfill a valuable role in enhancing board director capabilities through programs such as the new Director Development Programme and Director Certification courses.

We encourage all listed companies and institutional investors to invest in the development of their directors to ensure all boards have the requisite knowledge and expertise to operate at the highest level of effectiveness".

H.E Mohammed ElKuwaiz,
Chairman of Capital Market Authority

"The Financial Academy is pleased to announce its partnership with the GCC Board Directors Institute (GCC BDI) in delivering an important programme for Board of Directors and alike "The World of Directorship – Certificate in Board Directorship". This is an important programme which helps participants to demonstrate their mastery of knowledge and skills in the boardroom".

Mana Alkhamsan, Managing Director,
The Financial Academy, Saudi Arabia

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Why GCC BDI

GCC BDI is a not for profit company whose mission is to make a positive impact on the economies and societies of the region by promoting professional directorship and raising the level of board effectiveness.

We have a long and successful and proven track record of delivering top quality programmes and working with the top companies in the GCC over the last 12 years.

We work with a large talented pool of top international, regional and local experts in their field, mainly practitioners. Our expertise extends well beyond pure academic references and is based on tried and tested methodologies and programmes.

GCC BDI now works with over 1700 GCC alumni members, the largest and most influential network of directors in the region. Our members are our greatest ambassadors.

We believe that director development is critical to board effectiveness. GCC BDI's unique combination of skills and experience, local knowledge and understanding, and strong corporate governance and regulatory knowledge, combined with practical director expertise is what enables us to deliver exceptionally high quality programmes.

GCC BDI Director Development Programme overview

The GCC BDI Director Development Programme provides a structured road map for professional director development tailored for GCC directors.

The programme has 3 levels of qualification:

01

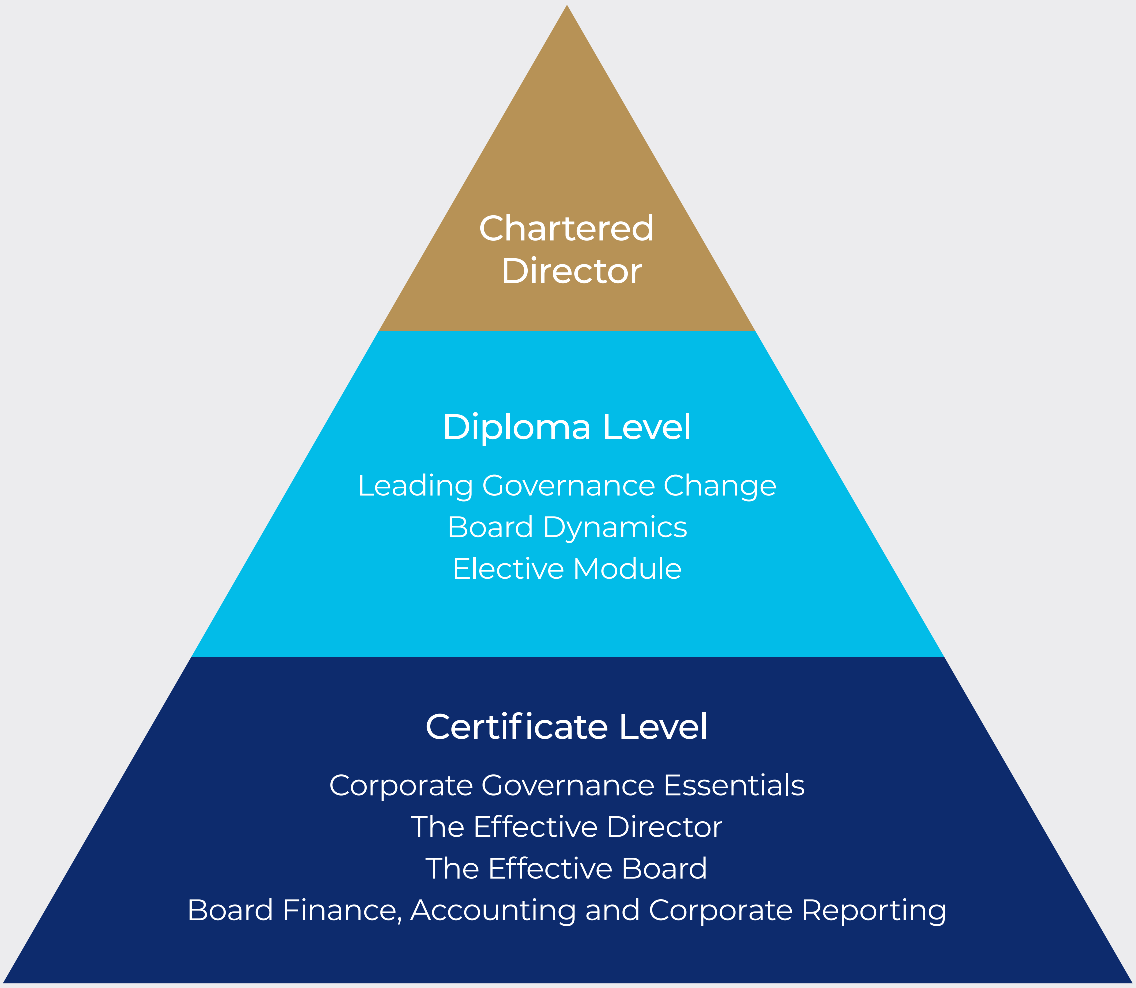
The World of Directorship – Certificate in Board Directorship

02

Diploma in Board Directorship

03

Chartered Director



The GCC BDI Director Development Programme is based upon our Director Competency Framework below.

Director competencies are composed of the following three elements:

- Knowledge and Understanding
- Skills
- Mindsets, Attitudes and Values

	Certificate in Board Directorship	Diploma in Board Directorship	Chartered Director
Knowledge & Understanding	Corporate Governance Essentials The Effective Director The Effective Board Board Finance, Accounting and Corporate Reporting	Corporate Governance Essentials The Effective Director The Effective Board Board Finance, Accounting and Corporate Reporting Leading Governance Change Board Dynamics	Corporate Governance Essentials The Effective Director The Effective Board Board Finance, Accounting and Corporate Reporting Leading Governance Change Board Dynamics
Skills		Analytical thinking and strategic perspective Effective communication Engaged decision-making involving independent, commercial and objective judgement Financial literacy Performance and achievement oriented and conscientious Professional Leadership	Analytical thinking and strategic perspective Effective communication Engaged decision-making involving independent, commercial and objective judgement Financial literacy Performance and achievement oriented and conscientious Professional Leadership
Mindsets, Attitudes and Values			Awareness and management of self and others Being ethical Being courageous Environmental awareness Performance-oriented Attitude to risk Being conscientious and professional

About the Director Development Programme

The World of Directorship – Certificate in Board Directorship was launched in 2019. The other qualification levels will follow in 2020.

The World of Directorship – Certificate in Board Directorship provides participants with the knowledge and understanding to fulfil their role as board directors.

It consists of 4 modules:
Module 1: Corporate Governance Essentials
Module 2: The Effective Director
Module 3: The Effective Board
Module 4: Board Finance, Accounting, and Corporate Reporting

It also includes an optional assessment for those participants pursuing a Certificate Award that contains a multiple-choice assessment. Participants can attend 1, 2, 3 or all 4 modules, but to be certified, they must attend all 4 modules and pass the final assessment.

Diploma in Board Directorship will be composed of three modules:

Module 1: Leading Governance Change
Module 2: Board dynamics
Module 3: An elective module

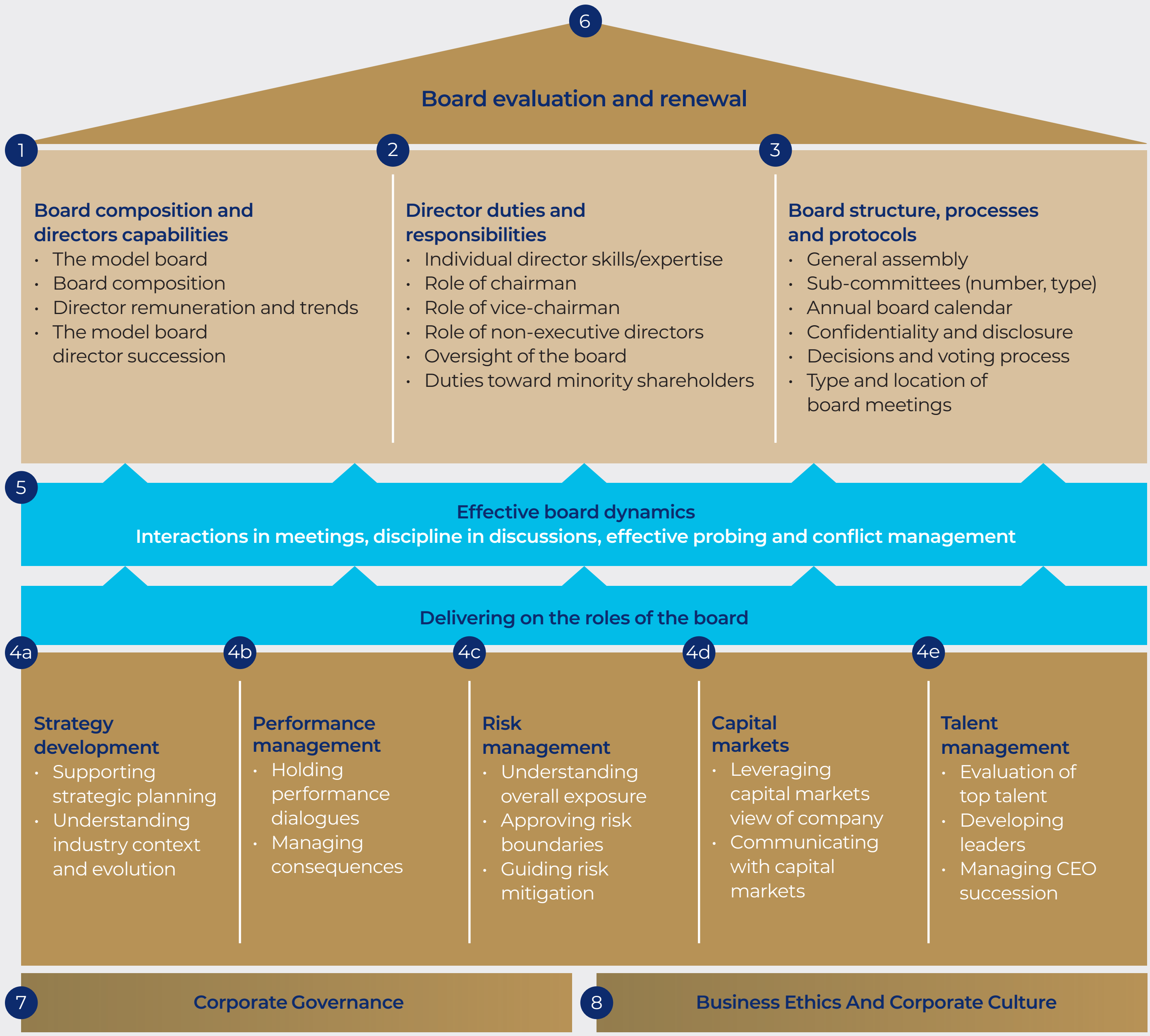
In order to obtain a Diploma in Board Directorship, the participant must first have obtained the Certificate in Board Directorship.

The Chartered Director will be the flagship qualification awarded to individuals who have provided evidence of governance leadership within their own organisation.

In order to become a Chartered Director, the participant must have first obtained the Diploma in Board Directorship.

GCC BDI Framework for Board Effectiveness

The GCC BDI Director Development Programme is aligned with our Board Effectiveness Framework below.



Introducing the World of Directorship – Certificate in Board Directorship

Completing the World of Directorship – Certificate in Board Directorship gives you Certified Director status. Once you are a Certified Director, you may continue on your professional director development path to complete the Diploma level and then go on to become a Chartered Director.

What is a Certified Director (Cert.Dir)

The Certified Director (Cert.Dir.) is a professional designation conferred by the GCC Board Directors Institute (GCC BDI).

The designation is awarded to individuals who have successfully completed the relevant training programme and a multiple choice questions based assessment. The training programme is based on GCC BDI's Board Director Competency Framework.

What are the benefits of being a certified director

Achieving the award of a Certificate in Board Directorship, means that a director has demonstrated an internationally accepted level of understanding of corporate governance, the role of the board and the director, strategy, risk, ethics, accounting, finance, control and corporate reporting. A director that has attained the award of a Certificate in Board Directorship is equipped to make a valuable contribution to any board based upon increased knowledge and confidence.

Professionalism

It offers a clear course structure and development path leading ultimately to Chartered Director.

Validation

It validates that an individual has the core knowledge and awareness that is necessary to function effectively as a director. The regulators are increasingly requiring board directors to demonstrate they have undertaken professional development.

Competence

Through attaining the designation, you signal to the market place that you are ready to serve as a director. Companies appointing directors on to subsidiary or joint venture boards are increasingly recognising the value that board directors can provide to their organisations and want to ensure their appointees have the right knowledge and skills.

Commitment

Certification enables directors to demonstrate their commitment to professional development and to benchmark their own knowledge and skills against clearly established standards of good governance practice.

Assurance

Being a Certified Director provides you with the confidence as an aspirant or a less experienced director, as well as providing the market place with assurance of your ability and competence.

Recognition

The professional designation raises your profile as an aspirant or less experienced director and sets you apart amongst your peers. We will publish the list of Certified Directors on our website. You are entitled to use the designation Cert.Dir. (GCCBDI) after your name.

Relevance

Provides GCC-relevant content and details of local regulations and incorporates regional aspects in course content as well as using global case studies.

Why should you apply to become a Certified Director?

- Fast track your career as a professional director
- Demonstrate mastery of knowledge and skills
- Show your commitment to on-going professional development
- Demonstrate your integrity and commitment to moral and legal duties
- Uphold standards of sound governance in the GCC
- Access to the Diploma and Chartered levels

Course Delivery

You can choose from two course delivery options:
1. Virtual : Join our live online interactive programme
2. Face-to-face: Traditional classroom workshops
And you can mix and match between the virtual online delivery and the classroom delivery

Our new Online Director Certification Programme starts as from September 2020. Each module consists of 2 days of live online training and discussion. The 4 modules are run on a cyclical basis with one module every 2 to 3 months. In this way, you are be able to complete the full programme within 12 months. If you miss a module, you can wait for it to come round again in the cycle. You can start the cycle at any time. There is an additional 1-hour orientation session for new joiners to the programme.

All our online workshops are run using the Zoom video conferencing platform, as well as our online learning platform LEARN GCC BDI.

The schedule of online and classroom workshops below is designed to dovetail so that you can mix and match online and classroom training. You could do all the modules online, or in the classroom if you prefer, but you could also do one or two modules online and the remainder in the classroom for example. It is your choice.

Our normal classroom workshops will start in 2021 and will be run in Riyadh at the Financial Academy.

In all cases, whether you choose an online module or a classroom module, the programmes are delivered live by the faculty and each day is a full 8-hour day.

The Financial Academy is the Awarding Body for all our Certification Programmes and exams will either be held online or at the Financial Academy examination centres, depending on whether you choose the online module or the classroom module.

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	Online Workshop	Classroom Workshop Riyadh
1. Corporate Governance Essentials	15 - 16 June 2020	10 - 11 February 2021
2. The Effective Director	13 - 14 September 2020	4 - 5 April 2021
3. The Effective Board	16 -17 November 2020	4 - 5 July 2021
4. Corporate Finance, Accounting and Reporting	27 - 28 January 2021	6 - 7 October 2021
1. Corporate Governance Essentials	24 - 25 March 2021	5 - 6 December 2021
2. The Effective Director	19 - 10 June 2021	
3. The Effective Board	9 - 10 September 2021	
4. Corporate Finance, Accounting and Reporting	24 - 25 November 2021	

The World of Directorship – Certificate in Board Directorship

The World of Directorship – Certificate in Board Directorship encompasses the core knowledge and awareness that is necessary to function effectively as a director.

It provides:

- An in-depth view of the role, responsibilities and legal duties of an effective director
- An understanding of the characteristics of an effective board and board roles
- The issues and processes associated with formulating strategic and business plans and achieving strategic leadership. Sound knowledge of accounting, financial and risk terms and concepts
- An in-depth perspective of the accounting, finance, control and corporate reporting functions

Programme outline and objectives

Module 1: Corporate Governance Essentials

This module of "The World of Directorship – Certificate in Board Directorship" explores the roles played by the shareowners, boards, directors, executive managers and other stakeholders.

Content

Corporate governance definitions, principles, frameworks and standards
Including the OECD/G20 Corporate Governance Principles (2015), the OECD Guidelines on Corporate Governance of State-Owned Enterprises (2015), the OECD Guidelines for Multinational Enterprises (2011), the Basel Committee Corporate Governance Principles for Banks (2015) and the IFC Environmental, Social, and Governance Progression Matrix (2018).

The Corporate Governance System
Including articles of association, board charters, company policies and procedures, codes of ethics and conduct.

Identification of key stakeholders
Including shareowners (rights and share ownership issues to include: shareholder agreements, concentration, pyramids, protection of minority shareowners' interests), directors, and managers, stakeholder interests including stakeholder mapping.

Corporate Responsibility
Including benefits and drivers, frameworks and standards, obstacles and board role.

Company Law, Corporate Governance Codes and Regulations in the GCC
Including good practices associated with dealing with insider trading, related party transactions and conflicts of interests.

The Business Case for Corporate Governance
Including the importance and benefits of corporate governance and the corporate veil and agency concepts.

Learning Objectives

- Identify key corporate governance frameworks and standards
- Define and explain the key principles and elements of good corporate governance systems
- Explain how a corporate governance framework works effectively within a company to include articles of association, board charters, company policies and procedures, codes of ethics and values
- Identify how to respond to corporate governance concerns and challenges
- Explain the business case for corporate governance and the corporate veil and agency concepts
- Understand the law and regulations in the GCC impacting upon companies to include good practices associated with insider trading, related party transactions, conflicts of interests and the protection of shareholder interests
- Identify major ethical challenges facing the board and making suggestions as to how these might be addressed
- Identify key stakeholders and recognize their importance
- Identify shareowner rights established by law or mutual agreements
- Identify key corporate responsibility frameworks and standards
- Explain the business case for corporate responsibility

The Certificate will comprise four 2-day modules and an assessment:

01 Corporate Governance Essentials	02 The Effective Director	03 The Effective Board	04 Accounting, Finance & Corporate Reporting	Certificate Assessment
2 Days	2 Days	2 Days	2 Days	

Module 2: The Effective Director

This module of “The World of Directorship – Certificate in Board Directorship” examines the role, authority and legal responsibilities of an effective director.

Content

Directors’ roles and responsibilities
Including the role of the Chairman, Executive Directors and Non-Executive Directors (including Independent Directors and Nominated Directors).

Directors’ legal duties and the law and regulations impacting upon directors.

Managing versus directing

The roles and responsibilities of the Chief Executive Officer, the Chief Financial Officer, Chief Risk Officer, Head of Internal Audit and the Board Secretary.

Key dilemmas facing directors

Directors’ liabilities and rights

Chairman and CEO role separation

The attributes of an effective director

Director diversity and board structure and composition: the balanced board, including succession planning

Board processes and protocols

Board committees and committee oversight

Learning Objectives

Describe the board’s governance roles and responsibilities

Understand the different board roles including the role of the Chairman, Executive Directors and Non-Executive Directors (including Independent Directors and Nominated Directors)

Understand the roles of the Chief Executive Officer, other Executives and the Board Secretary

Identify the key laws and regulations impacting upon directors with particular reference to duties, responsibilities and liabilities

Differentiate managing versus directing

Identifying key dilemmas facing the board and making suggestions as to how these might be addressed

Understand the role separation of Chairman and CEO

Identify the characteristics and benefits of a balanced board

Describe good practices associated with board committees

Module 3: The Effective Board

This module of “The World of Directorship – Certificate in Board Directorship” explores the role of the board in formulating and implementing strategy and managing enterprise risk. The course includes the evaluation of the executive directors’ performance as well as business ethics.

Content

Strategy

- The board’s role in the governance of a company’s strategy
- Strategy formulation, development and decision making to include: purpose, vision, values and culture, business environment and strategic analysis, strategic decision making
- Evaluating strategy delivery to include: key performance indicators and organisational performance benchmarking

Risk

- The nature of risk and the board’s role in risk management
- Risk appetite, risk tolerance and key risk indicators
- Identification of risks to include IT security
- Risk assessment mapping and risk response and monitoring
- Disaster recovery and business continuity planning

Remuneration

- Remuneration policy
- Evaluating executive directors’ performance and determining executive directors’ remuneration
- Remuneration committee best practices
- Remuneration disclosure

Ethics

- The contents of a code of ethics
- Monitoring ethical practices

Learning Objectives

Explain an effective strategy’s components

Analyse the board’s role in the governance of a company’s strategy

Identify the benefits of developing a strategy and identify appropriate tools to formulate strategy

Identify key performance frameworks and indicators to evaluate organisational performance

Identify and implement appropriate actions based on performance assessment

Identify key performance indicators to evaluate CEO’s and other executive directors’ performance

Describe the nature of risk and the board’s role in risk tolerance, risk appetite and risk management

Outline risk-assessment and decision-making frameworks

Outline priorities for disaster-recovery and business-continuity planning

Define corporate responsibility and related terms and describe the business case and best practices for corporate responsibility and ethical behaviour

Relate the board’s role in strategy and risk to corporate responsibility and ethics

Module 4: Board Finance, Accounting and Corporate Reporting

This module of "The World of Directorship – Certificate in Board Directorship" explores the financial stewardship and accountability obligations of the board to shareholders and other key stakeholders.

Content

Accounting

- Corporate stewardship
- Accounting and auditing standards, frameworks, policies and principles to include: International Financial Reporting Standards and Integrated reporting
- The board's key accounting information needs to include key financial performance metrics and ratios
- Measuring financial health and performance to include: price earnings (P/E) ratios

Finance

- The role of the CFO
- Sources of finance and capital gearing/leverage
- Capital decision making to include the weighted average cost of capital
- Capital gearing/leverage
- Dividend policy
- Valuation of an organisation
- Effective shareholder communications and investor relations
- The consequences of inadequate financial information
- Financial oversight and financial crisis indicators

Control Environment

- Board responsibilities and the control environment
- Internal controls
- The role of the internal audit
- The role of the audit committee
- The role of the external auditor
- Whistleblowing procedures

Corporate Reporting

- The regulator's role in enforcing reporting obligations and the forms of enforcement of reporting obligations
- The benefits of financial and non-financial information disclosures and transparency

Learning Objectives

Describe the board's role in financial stewardship and financial oversight activities

Discuss the international and local accounting environment

Analyse financial statements, their relation to liquidity, profitability, and performance

Identify the consequences of inadequate financial information

Define the reporting environment and identify the key users and their information needs

Analyse the key elements of narrative reporting and explain the methods for communicating with investors and other stakeholders

Define the regulator's role in enforcing reporting obligations

Explain the importance of effective shareowner communications and investor relations

Identify sources of corporate finance and their relative advantages and disadvantages

Assess the critical issues associated with determining a company's capital gearing, dividend policy, and valuation

Identify various capital investment appraisal techniques

Identify financial crisis indicators

Identify the key characteristics of the control environment, board responsibilities and internal controls

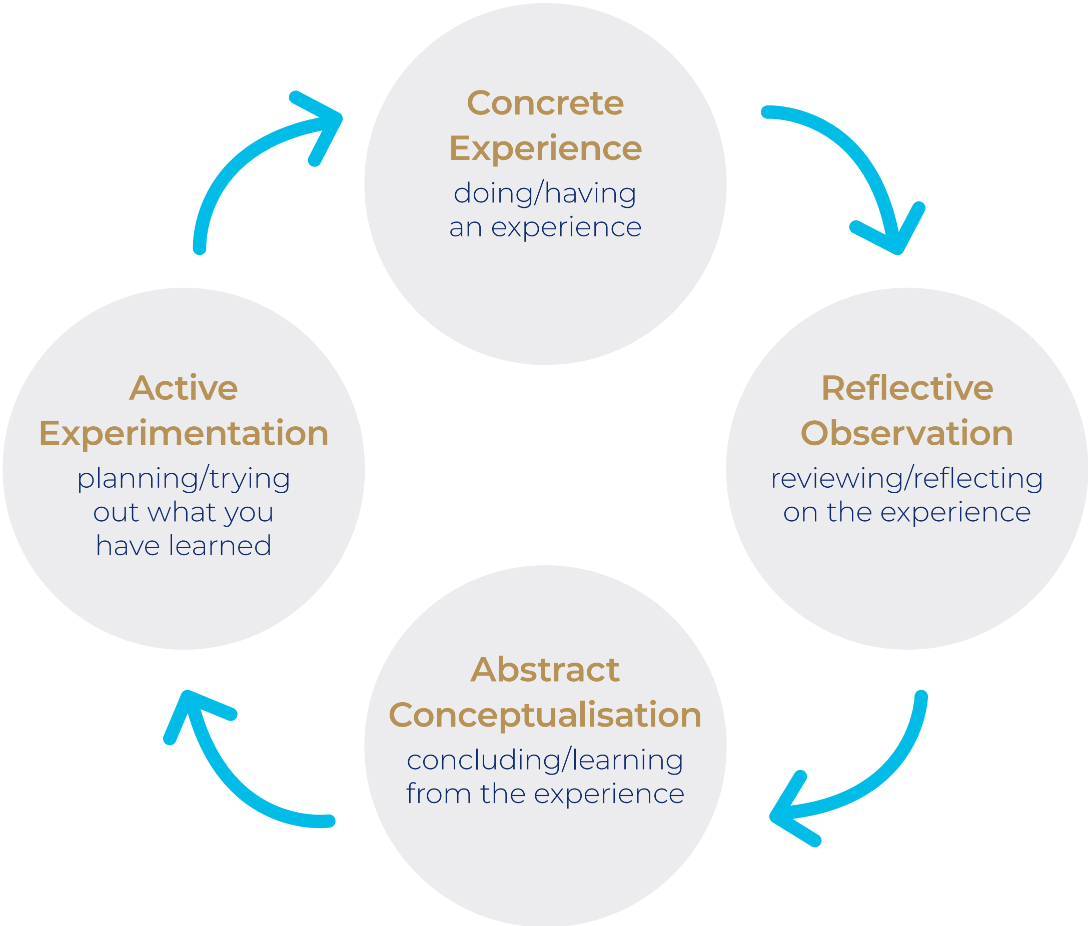
Identify the audit committee's organization, roles, and duties

Describe the contribution that external audit makes to sound corporate governance

Discuss whistleblowing, current oversight concerns, and regulatory developments

Methodology

All GCC BDI workshops and programmes are based on the latest principles and best practices of effective corporate governance and board leadership. Our training is delivered using the very best in adult learning techniques and is based on Kolb's learning cycle:



The training methodology aims to:

Motivate
Stimulate the thinking of each participant through various training techniques

Inform
Present the material in a clear and concise way

Strategise
Create discussion and feedback through case studies and self-assessments to allow each participant space to import the learning into their own environment

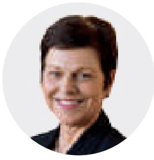
Apply
Each session will include an action ideas sheet for participants to populate and take back to their enterprise and the chance to identify barriers or red flags to importing the learning

Our programmes are designed to be highly interactive through the use of icebreakers, case studies caselets (very short cases studies), debates, group discussions, forcefield analysis and priority ranking, role plays, film and media and interactive assessments.

Supplementary Reading
Attending the modules and studying the accompanying course notes will provide participants with the necessary information to pass the Certificate assessment. However, there will also be recommended supplementary reading.

Our Faculty

GCC BDI draws upon the best international faculty as well as the expertise and knowledge of its content partners (McKinsey & Co., PwC, Heidrick & Struggles, and Allen & Overy) to provide the best faculty for each workshop it delivers. We provide a blend of local regional and international faculty, all of whom have wide experience in the Gulf and deep expertise in their field. These are some of the faculty who will be delivering this programme:



Jane Valls

Jane is the Executive Director of GCC BDI and has over 15 years of international experience in corporate governance and working with board of directors. She is an accredited corporate governance trainer with the International Finance Corporation (IFC), part of the World Bank Group, and is an accredited trainer with the Ethics Institute.

Hans-Martin Stockmeier

Hans-Martin is a Senior Partner with McKinsey & Company in the Middle East office, serving clients in financial services and family businesses covering projects in strategy, organisation and service operations and risk. He also works with financial sector regulators in the region.

Dr Chris Pierce

Dr Pierce is an international consultant with extensive global corporate governance experience. He works with policy makers, directors and boards all over the world. He is also a Master Trainer for the International Finance Corporation (IFC), part of the World Bank Group, and a regular consultant for the IFC.

Zeyad Khoshaim

Zeyad is a practicing lawyer based in Riyadh and routinely advises on corporate governance, capital markets, IPOs and rights issuances. He is very familiar with the local regulatory landscape in Saudi Arabia and is currently a member of the Capital Market Authority's Advisory Committee.

Alwaleed Al Senani

Alwaleed is the Executive Director of Corporate Governance at SABIC and has extensive experience in board and enterprise governance, corporate regulation, compliance, and risk management. Prior to joining SABIC, Alwaleed had a long career at the Capital Market Authority (CMA).

Jean Pousson

Jean brings over 20 years of management consultancy, training, facilitation and coaching experience following a 15-year career in banking. Jean's experience as a board director and in dealing with boards makes him well placed to assist directors with their developmental needs.

Alison Dillon Kibirige

Alison Dillon Kibirige is a global expert on corporate governance, ethics, CSR and risk management. Her work has taken her throughout Europe, Africa, the Caribbean, the Middle East and Asia. She is a Master Trainer for the IFC and a Chartered Secretary.

Who can apply

The World of Directorship – Certificate in Board Directorship is a programme designed to meet the development needs of existing, new and aspiring members of boards of directors and board committees.

The programme is also designed to meet the development needs of advisors and senior managers who report to the board or board committees who are interested in expanding their knowledge of corporate governance. In addition, professional executives with an interest in corporate governance may find the course to be relevant and useful e.g. media, judiciary, legal, accounting, finance and banking.

The programme is relevant for:
- Chairmen
- Executive directors
- Non-executive directors
- Independent directors
- Board secretaries
- Board committee members

And participants from:
- Private sector organisations
- Public sector organisations
- Multinational companies (MNCs)
- Listed companies
- State owned enterprises
- Unlisted and family companies

Course Pre-Requisites

The World of Directorship – Certificate in Board Directorship requires all participants to:
- Currently hold or recently (within the preceding 3 years) have held either a director seat or a senior management position within an organisation
- This programme will be delivered in English, so all participants should have basic English literacy

Company certification

Companies are increasingly recognising the value that board directors can provide to their organisations. Also director induction and board evaluation processes are increasingly recommending that directors need to improve their skills and knowledge.

Some companies as part of their talent management programme identify current and aspiring directors and proactively focus on improving their professionalism through certification programs to demonstrate and verify their knowledge and understanding and suggest the willingness for continual learning in what is an increasingly demanding profession.

Companies may wish to:
- Professionalise boards
- Find a quality identifier of potential board directors
- Use director certification as a required attribute in appointing directors
- Evaluate their board directors by testing their knowledge and skills
- Build confidence and credibility in the participant's likely future performance
- Demonstrate that their directors are regularly updated on current issues, trends, and practices

Overview of the process

The award of a Certificate in Board Directorship is dependent upon:

- The attendance of all 4 modules (each module is a 2 day workshop)
- The successful completion of a Multiple Choice Question assessment that evaluates the participant's learning of all topics included in the four modules

Dates for the workshops and the assessment are set annually and are available on the GCC BDI website (www.gccbdi.org) under our Events Calendar.

Participants should book their seats on line via the website or email **getinvolved@gccbdi.org**

Participants with MBAs and or other professional qualifications will be required to attend all modules. No exemptions will be awarded.

Fees

Traditional Workshop
Non-Members: USD 4200
Associate: USD 3990
Member: USD 3690
Fellow: USD 3190

Online Workshop
Non-Members: USD 3780
Associate: USD 3591
Member: USD 3321
Fellow: USD 2871

Assessment Fee: USD 300

All prices exclude VAT or any other applicable taxes.

Company Certification

Companies wishing to run a tailored in-house certification programme for their directors should contact us for more information – Tel **+971 4554 7967** or email **getinvolved@gccbdi.org**

GCC BDI Membership

All participants in GCC BDI workshops are eligible for free Associate membership of GCC BDI. Membership benefits include: entitlement to designation as an Associate of a professional institute of board directors, copies of our publications, continuing professional development (CPD) points for attending presentations and workshops, and invitations to certain of our GCC BDI events. For more information on GCC BDI membership, please see our website **www.gccbdi.org**

Who we are

The GCC Board Directors Institute (GCC BDI) is a not-for-profit organisation that guides board directors of organisations, from family-owned businesses to listed companies, to acquire the know-how and the tools to reach and sustain effective governance.

Today we are globally recognised and the only directors institute from the region to be admitted to the Global Network of Director Institutes.

GCC BDI was founded by eight leading regional corporations and professional services firms: Saudi Aramco, SABIC, Investcorp, Emirates NBD, McKinsey & Company, Allen & Overy, Heidrick & Struggles and PwC.

When the GCC Board Directors Institute (GCC BDI) was first launched back in 2007, notions of good corporate governance and board effectiveness in the Gulf were nascent.

In the intervening years, corporate and system failures globally and an increasingly complex regulatory environment regionally, have sharpened the focus on governance. It is now one of the top priorities of GCC board chairs and executive management and recognised as critical to a company's sustainability, shareholder value and investment attractiveness. The role of the board director has consequently evolved from a largely honorary role into one with extensive responsibilities and liabilities which is taken very seriously.

GCC BDI has a successful and proven track record of helping directors and boards to stay abreast of their changing role in the dynamic regulatory environment across the GCC.

Our mission is to make a positive impact on the economies and societies of the region by promoting professional directorship and raising the level of board effectiveness. We work with the leading companies in the GCC, alongside a large and talented pool of top international, regional and local experts. In this way, we provide a mix of best international practice and actual board experience, combined with specialist knowledge and experience of corporate governance and director issues in the Gulf. We are proud to be the only director institute in the region to be admitted as a member of the prestigious Global Network of Director Institutes (GNDI).

GCC BDI has now built up an exclusive network of over 1700 senior directors and business leaders as members and they are our greatest ambassadors.

Since our inception, GCC BDI has developed a unique combination of local experience and understanding, strong corporate governance and regulatory knowledge, practical director expertise, and tried and tested programmes. We look forward to further expanding our service offering and continuing to make a positive impact on the economies and societies of the region.

GCC Board Directors Institute

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Founders: Emirates NBD, Investcorp, SABIC, Saudi Aramco, Allen & Overy, Heidrick & Struggles, McKinsey & Company, PwC

Corporate Affiliates: Elm, Maaden, National Bank of Bahrain, Saudi Telecom Company, The Saudi British Bank, The Saudi Investment Bank, Sipchem, Tasnee