



Board of Directors (BOD) Masterclass Programme

Unveiling the DNAs of Board of Directors

17 hours Recorded E-Learning Modules	Content Coverage	Speaker(s)
Regulatory Framework – Directors of Singapore Companies 1 Hour	• Different types of companies under the Companies Act • Power & Duties of a director • Different Duties for each type of director • Director's Liabilities • Director's conduct • Case studies on breach of director's duties	Ms. Tan Mui Hui Deputy Head, Capital Markets, Partner, Rajah & Tann Singapore
Corporate Governance and Control 2 Hours	Introduction to Corporate Governance ○ Organisation Culture ○ Corporate Governance and its purpose ○ Key people who set the tone ○ Board's role in Corporate Culture Singapore Code of Corporate Governance (CG) ○ Development in the CG Code and Ecosystem ○ Regulatory requirements and framework ○ "Comply or Explain" regime ○ Who is responsible for CG Board Matters in CG ○ Roles, responsibility, composition, diversity and renewal Stakeholders Management ○ Stakeholders Meetings ○ Stakeholders Relation	Mr. Victor Lai, FCA (Singapore) Principal Consultant, CitadelCorp Member of ISCA Corporate Governance and Risk Management Committee



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Listed Company Fundamentals 5 Hours	Ecosystem of a Public Company – Working with Professionals • Role of professionals • Selection and Assessment of Professionals • Reliance on Professional's Report & Opinion • Role of Artificial Intelligence in Due Diligence Directors of SGX-Listed Entities – Ongoing Obligations • SGX Listing Manual and Catalist Rules – Continuing obligations of directors and listed entities under the SGX Listing Manual and the Catalist Rules: breaches and enforcement • Securities & Futures Act – Dealing in securities, Insider Trading & Disclosure of interests Achieving & Maximising Board Effectiveness • Board Structure • Board Leadership • Board Meetings • Right of Board Members • Board Governance & Professional Training Development • Challenges of Board Effectiveness • Implications on Board Effectiveness Board Dynamics • Concepts of classifying companies • Analyse the culture, interactions and behaviors that impact the effectiveness of the board and director, including practices for improving boardroom dynamics • Decision making in the boardroom • Understanding types of conflicts • Managing affective and cognitive conflict • Role of the Chairman in effective Board	Mr. Tan Kian Tiong Partner and Head, Capital Market, SAC Capital Private Limited Mr. Charles Poon Co-Founder and Chief Products Officer, Handshakes Ms. Tan Mui Hui Deputy Head, Capital Markets, Partner, Rajah & Tann Singapore Ms. Linda Hoon Independent Director, Tru-Marine and Kidney Dialysis Foundation Singapore Mr. Chris Bennet Director, BPA Australasia Pte Ltd



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Corporate Actions 2 Hours	- Understand the disclosure of material information and the process and insights on different corporate actions that are available for listed companies. - Topics include: - Material Information - Material Thresholds for Acquisition and Disposal Transactions - Interested Person Transactions - Employee Share Option Scheme and Share Scheme - Dividend Payout - Fundraising - Share Buyback - General Offers and Takeovers	Ms. Lee Khai Yinn Partner, Head of Continuing Sponsorship, SAC Capital Private Limited Mr. Tan Kian Tiong Partner and Head, Capital Market, SAC Capital Private Limited
Financial Statement Analysis for Directors 2.5 Hours	Purpose and Significance of Financial Statement Analysis in Decision Making - Overview of Key Financial Statements: Making the Connections - Cash Flow Analysis: Profit is an Opinion, Cash is a Fact - Segment Information for Better Decision Making - Insight for Directors: Key Audit Matters and Their Relevance to Financial Oversight Key Financial Dynamics - Earning Measures: Gross Profit, Operating Profit, EBITDA, EBIT, Income from Continuing Operations, Net Profit After Tax, Normalised Income - Liquidity versus Borrowings: Evaluating Financial Flexibility and Risk - Goodwill and Impairment: Challenges in Valuation and Impairment Testing - Mini Case Studies: Real-World Applications and Implications of Each Topic Tools and Techniques in Financial Statement Analysis - Applying DuPont Analysis to Assess Company Performance - Horizontal and Vertical Analysis - The Five Building Blocks of Ratio Analysis - Introduction to Z-Score: Predicting Bankruptcy Risks	Mr. Sarjit Singh, FCA (Singapore) Leader, Deloitte Learning Solutions Southeast Asia



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	Spotting Red Flags and Financial Irregularities - Enron: The Fraud that Woke the World - Lehman Brothers: The World's Largest Bankruptcy - China Evergrande: Business Model and Risk Culture - Singapore Land Authority: Trust in Procurement is Not a Control - Hyflux Ltd: Dashed on Rocks of Leverage, Liquidity, Losses, and Lenders	
Risk Management & Audit 1 Hours	- Code of Corporate Governance (Principles 9 & 10) - Composition of the Audit and Risk Committee - Risk Management and Internal Control Framework - Board roles in Risk Management and Internal Control - Whistleblowing policies and best practises - Internal Audit - Statutory and regulatory requirements - Board role in Internal Audit - Board role in Internal Audit - Statutory and regulatory requirements - Board role in External Audit	Mr. Victor Lai, FCA (Singapore) Principal Consultant, CitadelCorp Member of ISCA Corporate Governance and Risk Management Committee
Director's Role in Change Management 3 Hours	- Change Management and Business Transformation - Organisation Readiness - Change Management Strategies - Change Communication - Director's in Change Management (Listed Company)	Ms. Clara Kwan Managing Director, Business Asia Center



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Director's Role in Sustainability 2.5 Hours	• Sustainability reporting regime • Governance Structure and Board Responsibilities on Sustainability matters • Stakeholder Engagement Process • Incorporation of ESG Risks and Opportunities within the Issuer's Business and Strategy • Impact and Importance of Climate Change • Guidance on Climate Reporting, including Identification of Climate-related Risks and Conduct of Scenario Analysis • Emerging Trends and Developments in the Sustainability Space • Other Relevant Aspects of Sustainability, such as Biodiversity, Diversity and Human Rights	Mr. Chris Fuggle Mazars Global Head of Sustainability, Partner Mr. Praveen Tekchandani Climate Change and Sustainability Services Leader, Ernst & Young LLP Mr. Simon Yeo, FCA (Singapore) EY Asean Climate Change and Sustainability Services Leader and Assurance Partner, Ernst & Young LLP



In-Person Masterclasses (with playback options)	Speaker(s)
Plenary Masterclass for Directors (4 Hours) Keynote presentation: Enhancing Board Performance - Brief Overview of Roles and Responsibilities of the Board, and the Board's Conformance/Compliance Role and Value Creation/"Performance" Role - Characteristics of High-Performing Boards - Discharging the Board's Compliance Role - Discharging the Board's Value Creation Role Mastering Corporate Strategies and Tactics - Introduction to the Corporate Strategy Process in Boards - Board Calendar, Policy, Process & Performance Measurement milestones - What is Globalization vs Localisation strategies? Vertical vs Horizontal Strategies - Evaluate various business models and their impact on value creation - Corporate Vision Mission and Values - Specific example of an industry, country, company strategy : EVs - Leveraging technology for performance measure and monitoring Strategic Stakeholder Engagement for Board Excellence - Key stakeholders of the business - Communication to stakeholders for listed entities - Understand how businesses and boards are responding to sustainability agenda - Obligation of the Board's regarding shareholder rights, corporate reporting and disclosures - Importance and nature of investors and media relations and how the Board should prepare for and respond to crisis - Communication on transformation change for agility and sustainability	Mr. Steve Tunshell Founder, Director, Business Builder & PARIMA General Secretary Dr. Khoo Guan Seng PhD. Advisory Board Member of the Singapore Economic Forum (EU-ASEAN Centre) Prof Ang Shih Huei CEO & Co-Founder at H/Advisors Klareco Council Member of the Singapore Business Federation Council for Board Diversity



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Audit Committee: The Heart of Corporate Governance (3 Hours) • Understand the role, duties and responsibilities of directors appointed to the Audit Committee • Outline the roles, qualification and function of specialist, internal auditors and external auditors, and how they relate to and work with their audit committee • Effective whistleblowing process • Fraud detection and deterrence, including key fraud risk in financial reporting • Financial reviews • Internal control reviews (operation, financial and technology) • Trends and developments that the audit committee need to be aware of	Mr Richard Tan Fellow Chartered Accountant of Singapore Adjunct Associate Professor of NUS Audit & Risk Committee of multiple Boards comprising SGX-listed companies, financial institutions and Singapore government entities



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Nomination and Remuneration Committee (3 Hours) <u>Nominating Committee</u> • Brief Overview of Rules Relating to the Nominating Committee • Board and Board Committee Composition • Nomination of Directors • Assessing Suitability of Directors • Assessing Independence of Directors • Cessation of Directors • Succession Planning • Board Assessment <u>Remuneration Committee</u> • Brief Overview of Rules Relating to the Remuneration Committee • Key Issues in Setting Remuneration • Issues Relating to Profit-Based Incentive Plans • Long-Term Incentive Plans • Performance Measures and Targets • Other Considerations in Executive Remuneration (including Risks) • Non-Executive Director Remuneration • Linking ESG to Executive Remuneration	Professor Mak Yuen Teen ISCA Member Mak Yuen Teen is Professor (Practice) of Accounting at the NUS Business School, National University of Singapore (NUS). He was a former Vice Dean of the School, the founder of the first Corporate Governance Centre and Centre for Investor Protection at NUS. He holds first class honours, master and PhD degrees in accounting and finance. He currently serves on the Corporate Governance Advisory Committee under MAS aimed at continually raising corporate governance standards for listed companies in Singapore. He is also a founding director and member of Corporate Monitor Limited.



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Board Risk Committee Masterclass (3 Hours) • Role, duties and responsibilities of directors appointed to the Board Risk Committee • Nature of risk, risk universe and key risk management concepts and trends that the Board Risk Committee need to be aware of • Key requirements for adequate and effective risk management and assurance providers in relation to risk management • Key disclosure requirements related to risk management and sustainability reporting • Cyber risk and cloud technology • Cybersecurity & Cyber-resilience • Data governance • Business continuity plan (eg. Geopolitical Risk, Health Risk) • Best practices for companies on the Mainboard and Catalist and their differences	To be confirmed.