

# On the Board

## Creating a Sustainable Blue Chip Organisation

The Lord Charles  
Somerset West

“Hold yourself responsible for a **higher standard**  
than anybody else expects of you -  
**never excuse yourself.**”

Henry Ward Beecher  
(1813-1887, American Preacher, Orator, Writer)

12th - 13th  
November 2003

Great governance cannot be achieved if the concepts remain at board level!



### Walk Away with Practical Knowledge on How to:

- Answer to shareholders
- Understand and minimise risk associated with executive appointments
- Outline the responsibilities of your Non-Executive Director
- Understand Risk Management in the context of the King II Report
- Dissect the position of your board members
- Incorporate Corporate Governance into the Public Sector

### Expertly Chaired by:

#### Catherine Ferreira

Director  
ALEXANDER FORBES RISK SOLUTIONS

### International Speakers:

#### Sandra Moss

Barrister-at-Law and Manager  
CIPFA (CHARTERED INSTITUTE OF PUBLIC FINANCE AND ACCOUNTANCY)  
BGF (BETTER GOVERNANCE FORUM)  
UNITED KINGDOM

#### Dr Madhav Mehra

President  
WCFCG (WORLD COUNCIL FOR CORPORATE GOVERNANCE)  
UNITED KINGDOM

### Compelling Presentations by:

#### Piet Viljoen

Director  
RE: CM (REGARDING CAPITAL MANAGEMENT)

#### Bryan Hattingh

Chief Executive Officer  
CYCAN

#### Jonathan Lewis

Managing Director  
CORPORATE GOVERNANCE ACCREDITATION (PTY) LTD

#### Emma Kingdon

Director  
CLIFFE DEKKER INC

#### Michael Judin

Senior Partner  
GOLDMAN JUDIN MAISELS INC.

#### Catherine Ferreira

Director  
ALEXANDER FORBES RISK SOLUTIONS

INCLUSIVE FULL-DAY WORKSHOP

### Maximising Effectiveness of Corporate Boards

International Presenter:

#### Dr Madhav Mehra

President  
WCFCG (WORLD COUNCIL FOR CORPORATE GOVERNANCE)  
UNITED KINGDOM

marcusevans has received Institutional Accreditation (Decision Number 0528) from the Services SETA.

Day 1

Wednesday

**12th November 2003**

INTERNATIONAL FULL-DAY INTERACTIVE WORKSHOP

**Maximising Effectiveness of Corporate Boards**

Presented by:

**Dr Madhav Mehra**

President

**WCFCG (World Council for Corporate Governance), United Kingdom**

- What is Corporate Governance?
- Why is it more relevant today than ever before?
- The need for balancing divergent interests
- Five constituents of the Corporate Governance process
- Enhancing effectiveness of the board
- What is the board's constituency?
- The cancer of corruption and public misgovernance
- The dilemma of conformance and performance
- Corporate Governance reforms through:
  - privatisation
  - stakeholder activism
  - strengthening external incentives through standards and regulatory framework
  - uniformity in accounting and auditing standards

**About the WCFCG:**

The World Council for Corporate Governance was established as an independent international network aimed to galvanise good governance practices worldwide as a part of the recommendations of the 1st International Conference on Corporate Governance held in January 2001 in New Delhi. The Founding Board of Governors ceased to exist after registration of the Council as a company limited by guarantee and the Council of Management as prescribed in the Article of Association became the Board of Governors.

The WCFCG's mission is to make a difference to national economies by improving quality of their Corporate Governance. Their vision is to become a leading provider of knowledge about best practices in Corporate Governance to company boards, policy makers, investors, fund managers, financial advisors, researchers, academics and other interested parties by creating active partnerships and fostering cooperative relationships between organisations.

*"The foundation of any structure of Corporate Governance is disclosure. Openness is the basis of public confidence in the corporate system and funds will flow to the centres of economic activity that inspire trust. The mission of the World Council is to establish that trust and with it the widest possible encouragement of enterprise."*

**Sir Adrian Cadbury**

**Workshop Timings**

08:00 Registration and Early Morning Coffee  
08:30 Workshop Commences  
10:00 Morning Tea  
12:15 Luncheon  
13:30 Workshop Continues  
15:00 Afternoon Tea  
16:30 End of Workshop

Please note: Workshop timings are approximate

Day 2

Thursday

**13th November 2003**

08:00 Early Morning Coffee

08:30 Opening Remarks from the Chair

**Catherine Ferreira**

Director

**Alexander Forbes Risk Solutions**

**08:45 Answering to the Shareholders**

- Corporate structure - who is responsible for what?
- Independent and Non-Executive Directors
  - is there a difference?
  - what are their roles?
- The importance and implications of Board Structure
- What does it all mean for shareholders?

**Piet Viljoen**

Director

**Re: CM (Regarding Capital Management)**

**09:30 Dissecting the Position of Members of the Board**

- The Chief Executive Officer
- The Chairperson
- Executive Directors
- Non-Executive Directors
- Attending by invitation
- Alternate Directors

**Michael Judin**

Senior Partner

**Goldman Judin Maisels Inc,** and

Director

**Institute of Directors, American Chamber of Commerce,** and

Non-Executive Director

**Primeserve Group Ltd, Lyons Financial Solutions Holdings Ltd, Set Point Technology Holding Ltd, Nu-World Holding Ltd**

10:15 Morning Tea

**10:45 Understanding, Managing and Minimising Risk Associated with Executive Appointment**

- Thoroughly investigating head-hunters
- Establishing benchmarks - measuring potential candidates
- Focusing on culture, behaviour, values and attitude
- Maintaining a hands-on approach
- Ensuring top management has a say in the appointed directors
- The final interview
- Remuneration policies
  - compensating your director
  - what is right vs. what is astronomical

**Bryan Hattingh**

Chief Executive Officer

**Cycan**

**11:30 Risk Management - A Board Imperative**

- Risk Management in the context of King II
- The role of Risk Management in fostering sustainability
- The risk register
  - risk identification
  - risk quantification
  - risk control and internal audit
  - risk financing and insurability
- Director's personal liability
  - directors and officers liability insurance

**Catherine Ferreira**

Director

**Alexander Forbes Risk Solutions**

12:15 Luncheon

### 13:30 Director's Duties and Responsibilities

- Common law duties
  - duty of care
  - duty of skill
  - duty of diligence
  - fiduciary duties
- Statutory duties
- Articles of association
- Employment agreements
- 2nd report of the King Committee

**Emma Kingdon**

Director

**Cliffe Dekker Inc**

### 14:15 The Corporate Governance Imperative

- A brief overview of international developments
  - post King II
  - Sarbanes-Oxley
  - Higgs Report
  - Winter Report
- New JSE listing requirements
- Changes in pension fund and onset management industries
- Empirical evidence in know of compliance

**Jonathan Lewis**

Managing Director

**Corporate Governance Accreditation (Pty) Ltd**

15:00 Afternoon Tea

### 15:15 INTERNATIONAL CASE STUDY Corporate Governance in the Public Sector

- Background to implementation of Corporate Governance arrangements in the UK
  - an ad hoc approach
  - Cadbury, Turnbull etc
  - Higgs and Smith Reports on Non-Executive Directors and Audit Committees 2003
  - new combined code of Corporate Governance issued by Financial Reporting Council July 2003
- UK Public Sector approach
  - lessons learned from the private sector
  - the CIPFA Corporate Governance framework
  - "On Board Guidance" for board members of public bodies
- Ethical standards in the public/private sector
  - Codes of Conduct
  - standards, boards and committees
  - employment legislation
  - whistleblowing good practice and legislation
- The future

**Sandra Moss**

Barrister-at-Law and  
Manager

**CIPFA (Chartered Institute of Public Finance and Accountancy) BGF (Better Governance Forum), United Kingdom**

16:00 Closing Remarks from the Chair

16:15 End of Conference

## ABOUT YOUR INTERNATIONAL PRESENTERS:

### About Dr Madhav Mehra

Dr Madhav Mehra is the President of the WCFCG. Dr Mehra has an exceptional ability to analyse the forces of change and apply them to achieve individual, corporate, economic and social transformation. Apart from being the President of WCFCG, Dr Mehra heads the UK based WEF (World Environment Foundation). He is also the chairman of World Quality Council, an apex body constituted by 52 national quality organisations worldwide.

UK's 'Business Eye' has called him the "greatest networker in quality". Dr Mehra holds a doctorate in Management by Objectives from UK's Council of National and Academic Awards. In 1988, he gave up a top government job to devote himself, full time to his mission "to empower people and organisations to achieve quality goals through training".

### About Sandra Moss:

Sandra is an experienced manager, trainer and advocate and regularly speaks at seminars and workshops on such matters as modernising government, ethical standards, and new democratic structures. Her claim to fame is that she was previously in the Chambers of Lord Irvine of Lairg (the Lord Chancellor and that of Tony Blair Prime Minister).

Sandra has been employed by CIPFA for the last 6 years. She is currently manager of the CIPFA Better Governance and Counter Fraud Forum, and the CIPFA Best Value and Quality forum for legal services. These services are supported by a range of public bodies and are subscription services. The work involves liaison with the professional and governmental bodies, putting together and leading teams of people to carry out workshops and special events on topical issues throughout the UK.

She is involved in preparing bulletins, procurement manuals, writing guidance on Best Value and the New Employment Agenda and giving general help and assistance to a range of public bodies including the National Audit Office, police and local and central government. In-house consultancy for public bodies on a variety of issues surrounding Corporate Governance, New Ethical framework, new political structures, Best Value, service reviews, procurement of services and keeping within the legal framework within which public bodies operate.

Sandra is also a member of CIPFA's Competition Joint Committee, independent member of Brighton & Hove Council's legal services review team, Bar Association for Commerce Finance and Industry and the Employment Law Bar Association.

I would like to thank everyone who has helped with the research and organisation of this event, particularly the speakers for their support and commitment.

Taiya Chilvers, Conference Project Manager