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**EXCLUSIVE
SESSION MODULES**

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Learning Modules and Other Essential Programs

New Corporate Governance Courses

Disruptive Health Innovations (2 hours)

Speaker: Dr. Kenneth Y. Hartigan-Go, MD, MD(UK)

Health is a complex issue globally. Because of the complex interplay of many factors, we might say that health care is a wicked problem. In the Philippines, we can narrow down this complex concern into fragmentation of services and inequities of access. To address these concerns, there is a need to understand Health Security (epidemics and access to protection), Health Governance (shifting from performance to outcomes), and Human Resources for Health (migration and maldistribution).

The solutions of today will not be able to solve the problems of tomorrow. It will need disruptive solutions. Reframing the issue: do we have a future proof health service delivery and health workforce? Examples of Disruptive Health Innovations using Health Design thinking principles will be shared in class for discussion.

Redefining the Future of Finance: Fintech's Role in Shaping our Economy (2 hours)

Speaker: Ms. Imelda C. Tiongson

The emergence of financial technology or Fintech has revolutionized the way we do business, invest, and manage our finances. Fintech is rapidly transforming the financial industry, and its impact is reshaping the future of finance. Fintech is providing access to financial services, especially to the unbanked and underbanked population, thereby contributing to economic growth and development.

The future of finance will continue to be shaped by emerging technologies such as artificial intelligence (AI), blockchain, and the Internet of Things (IoT). These technologies will revolutionize the financial industry, creating new opportunities and disrupting traditional business models. Fintech firms are at the forefront of these emerging technologies, using them to develop innovative solutions and disrupt traditional business models. However, these technologies also pose new challenges, such as data privacy and security concerns, that will need to be addressed as they become more widespread.

It is not just about Technology, Good Governance is a crucial partner to the country's economic progress. Effective regulation and supervision are necessary to ensure Technology risks are managed well. Transparency and accountability are also essential for building trust in Fintech and ensuring it's seen as a force for good.

**the speaker is currently based overseas and would*

The Brand Architecture: A Valuable Framework for Setting Strategy (2 hours)

Speaker: Mr. Bingo Soriano

At the very top of a Board's responsibility is to set the right strategy for the company and integral to this responsibility is creating, developing, and sustaining the right brands that will represent the company amongst its various market segments that the company has chosen to compete in. This Module equips Board Members with an overview of the principles and correct framework in building the right brand architecture for the company's various brands.

The Governance of Family Firms: Emerging Perspectives from Established Models (2 hours)

Speaker: Atty. Teodoro Kalaw IV

The past two decades have seen an explosion in research offering new conceptual frameworks attempting to both explain and address the complexity of leading family businesses in different contexts. Going beyond the established three-dimensional Davis model highlighting the equity, management, and family spheres of these organizations, such new research has the potential for enhancing the organizational sustainability of such firms, principally by offering novel perspectives to approach conventional governance processes.

Despite such potential, an overwhelming majority of families in business, particularly family firms in the Philippines, have yet to access these insights. This module will:

- Provide a guided tour of a curated selection of the ten (10) most promising new models addressing family firm governance proposed internationally by specialists in the discipline of family business;
- Assess the potential of implementing these conceptual frameworks in the Philippine context for family firms at different stages of development; and
- Provide practical take-aways for applying such perspectives today in the current corporate board setting.

Transforming Companies with Digital-Disruption-Ready Boards of Directors (2 hours)

Speaker: Mr. Michael B. José, Ph.D.

Boards of Directors primary role is the long-term survival of the company. And in the 21st century, the most relevant issue that affects the core business is not regulatory issues, ESG, and other vital issues but digital disruption. Are the Boards aware of this issue? Are they prepared to understand and govern digital transformation in the company as the most important strategic challenge? Do they have the attitude and resources to design a roadmap for success?

Digital transformation is not a technological issue but a strategic one. It affects all areas of a company, and requires an ad-hoc approach, encompassing governance, strategy and cultural change. And it is not a problem only for listed companies: on the contrary, it affects especially medium-sized companies, according to a recent research in Spain, directed by the speaker. The practical insights from this study and the know-how and experience of the speaker, are particularly valuable because there is no other known source of board governance related to digital transformation governance for medium-sized companies.



Technology Governance

Beyond Compliance: Making Data Privacy Work for Your Organization (1.5 hours)

Speaker: Mr. Mario Demarillas | Mr. Carmelo R. Alcala

Making Data Privacy work for organizational systems goes beyond understanding Data Privacy regulation and complying with the prescribed rules in the National Privacy Act.

ICD's Beyond Compliance: Making Data Privacy Work for Your Organization tackles the processes, policies, and details of implementing data privacy in the context of personal data, access to databases, processes, and infrastructure.

Cybersecurity Governance: Challenges and Solutions (1 hour)

Speaker: Mr. Mario Demarillas

Organizations invested a substantial amount of money to transform their businesses from a brick and mortar to a digitally-enabled enterprise. This transition ensures the organization's sustainability by minimizing and/or removing inefficiencies, meeting customers' needs and expectations, and expanding their operations to a much wider customer base. However, this transition if not managed well, creates an emerging risk, which is cyber security risk.

It's imperative that the organization's Board and Management should be on top of this cyber security risk by overseeing and managing programs and projects to minimize its likelihood and impact. Moreover, they need to hurdle key challenges and/or avoid common pitfalls in building one's cybersecurity initiatives. Lastly, the Board and Management have to establish key performance metrics to be able to assess that cyber security investments provide value to the organization thereby increasing shareholder value while addressing different stakeholder needs

Digital Transformation (1.5 hours)

Speaker: Mr. Romeo Fernando J. Aquino Jr. | Mr. Henry Aguda | Mr. Victor Jose R. Africa

This module examines the elements and process in digital transformation. With the effect of the COVID-19 Pandemic, companies are compelled to accelerate digital transformation. Previously, the concept of digital transformation was applicable to the IT experts only, but nowadays, the Board and the C-suite executives play as leaders of this evolution.

The economic managers of the Philippines have been pushing the transition to a digital economy for the "new normal" as many companies are working in remote set-ups and moving towards digitization in this pandemic era. As the country is progressing towards a digital economy for the "new normal", corporations have been amenable to this change.

Strategic IT Governance Issues (2 hours)

Speaker: Mr. Mario Demarillas | Mr. Victor Jose F. Africa | Ms. Imelda C. Tiongson

ICD's Strategic IT Governance helps directors appreciate the scope of the IT Governance undertaking as well as their own roles and accountability in IT operations. Aligning IT processes with business strategies, and managing risks arising from innovative and disruptive business trends dependent on IT are two core activities closely examined by this lesson. The learning process is aided by a study of cases showcasing the responses of some boards to digital threats experienced by live companies abroad.

Technology Governance: Third-Party and Privacy Risks (1 hour)

Speaker: Mr. Carmelo R. Alcala | Mr. Mario Demarillas

Today, working with vendors and third parties is an integral part of doing business. They provide tremendous value and opportunity. But while these stakeholders may be indispensable to the operations of businesses, they also present significant risks. These risks are of growing concern, particularly when it comes to privacy.

The Philippines' Data Privacy Law, the EU's General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA), the Health Insurance Portability and Accountability Act (HIPAA) and other International and U.S. privacy laws and regulations have specific provisions that address vendors and extend companies' data privacy obligations throughout their supply chains.

In addition, many of these third parties and vendors fail to meet risk management guidelines and requirements, and may not implement privacy management standards despite the expanding regulatory environment and related risks. As more personal data is transmitted and processed to them through services such as SaaS (Software as a Service), PaaS (Platform as a Service) and IaaS (Infrastructure as a Service), managing data privacy throughout vendor networks and environment is even more critical to address.

AML, Banking, and Finance

AML Compliance in the Age of the Digital World (1.5 hours)

Speaker: Mr. Alexander A. Patricio | Mr. Antonio M. Cailao | Mr. Roy Emata

This module will give an overview on money-laundering and consequences, implications of technology and the role of the board in AML compliance. It will also present latest laws in AML here and abroad.

Fraud (1.5 hours)

Speaker: Mr. Frank David Numann

Everyday across the world, thousands are victimized by fraud. In this course, we are going to help you answer the questions: What is Fraud and why worry about it, what controls can do to help. We will also provide real life examples and survey data that can help your organization to take action in mitigating fraud.

Managing Finances in the Digital Age: FINTECH (1.5 hours)

Speaker: Ms. Imelda C. Tiongson

Accelerating digitalization and rapid technological advances are bringing new opportunities as well as risks to the world of finance. Personal data have become a key input and source of value across the global digital economy. These trends are intertwined technologically, together with advances in artificial intelligence and the development of cyber security infrastructure.

However, we are only beginning to understand many of its challenges. The key question is how to reap the benefits of technology in terms of financial inclusion, efficiency, risk management, and oversight while managing the financial stability and integrity risks. This module will discuss the different options on Digital Finance Channels and Account Security.

New Banking Regulations Incorporating Environmental, Social, and Governance Risks (2 hours)

Speaker: Mr. Edward Dennis J. Zshornack

This course takes off from ICD's Basic course on ESG and unpacks the recently released BSP Circulars covering ESG risks, i.e. 1085 & 1128, and how these should be operationalized in the financial institutions' enterprise-wide risk management system. The course is designed for Board directors and key executives of financial institutions with some appreciation of ESG concepts.

Strengthening of Internal Controls with the Three Lines of Defense Fighting Fraud through Data Analysis and Whistleblowing: Anti-bribery and Anti-corruption (1.5 hours)

Speaker: Mr. Alexander A. Patricio | Mr. Frank David Numann

How is fraud defined in this current times? What is the role of the board and management in mitigating fraud? In this module, processes in institutionalizing the Whistleblowing policy, culture of ethics and combating fraud and corruption will also be discussed.

Diversity and Sustainable Development

Building Business Resilience in the Corporate Strategy (1 hour)

Speaker: Mr. Jonathan Juan D.C. Moreno | Mr. Rex C. Drilon II

Corporate leaders are currently confronted by economic and business impacts of COVID-19. Some sectors and industries are at higher risk due to limitations that are slowing down their operations and some have to keep up with a sudden spike in demand. Businesses are faced by unprecedented changes and thriving amidst this pandemic is a huge challenge.

It is highly essential to build enterprise resilience against present and future disruptions. It is actually an opportunity to revisit business fundamentals and corporate strategies. Despite the uncertainties, it is very important for companies to be agile in planning for the continuity of operations, while mitigating the effects of the crisis.

ESG and Strategy: A Boardroom Topic for Directors (2 hours)

Speaker: Dr. Carlos Jose P. Gatmaitan

We will take a close look at how Environmental, Social, and Governance (ESG) approaches are currently applied to address key concerns in Human Capital, Governance, Technology, and Climate Change in businesses as well as good examples of practical approaches for others to follow. More than just an indicator of a potential investment, ESG is also how companies influence the environment and society, we also need to see where our nation is currently at and where it's headed and see if current strategies are still relevant and how we can also work on behalf of our country.



Making your Business Healthy through Diverse and Inclusive Policies (2 hours)

Speaker: Ms. Ma. Aurora D. Geotina-Garcia

Demonstrating a visible commitment to diversity and inclusion is of critical importance. There is evidence that diversity tends to promote further diversity, prompting more widespread and inclusive searches for talent among a company's own ranks. This module is designed to provide basic concepts on corporate diversity and inclusion and how leaders can ensure that their leadership style promotes includes and a culture of tolerance and belongingness. This establishes the need for and importance of board diversity and to analyze the styles of behavior, communication, and influencing skills to promote an inclusive and diverse board culture.

Sustainability and ESG: The What, Why, and How for Corporate Boards (2 hours)

Speaker: Atty. Teodoro Kalaw IV

Considering environmental, social, and governance (ESG) factors in firm valuations have become a source of significant discussion in capital markets. What "factors" should be specifically considered? What happens when selected priorities appear to contradict each other? Such dialogue highlights the need to solidly ground a firm's application of the recommendation of the ESG movement with the concept of Sustainability.

This module will: (a) demonstrate how the latter constitutes the business case for the former; (b) propose a practical framework for designing and executing a firm's sustainability strategy thru the perspective of developing credible ESG metrics for a firm's various stakeholder; and (c) provide a guided tour of how a firm's corporate board can build capability to competently address sustainability and ESG issues.

Sustainability in the Boardroom: A Corporate Director's Roadmap (1.5 hours)

Speaker: Atty. Teodoro Kalaw IV | Mr. Rex C. Drilon II

ICD's Sustainability in the Boardroom responds to three vital questions relevant to corporate lifecycles and evolution today: (1) "Why should corporate directors care about sustainability?", (2) "What is sustainability?", and (3) "How should corporate directors respond to sustainability concerns in the boardroom?" The class dissects the evolving perspective of businesses on the sustainability agenda, examines an ideal strategy framework to address sustainability issues, and recommends "best-practice" measures for building a sustainability-focused board body.

Culture and Ethics in Corporate Governance

Corporate Governance in a Nutshell: What Effective Boards Focus on Before Everything Else (2 hours)

Speaker: Atty. Teodoro Kalaw IV

Hours of orientations and subsequent professional training often fail to highlight what truly are the most important tasks of corporate boards. If everything in corporate governance can be summarized on a pinhead and ranked by order of importance, what are the most important roles of boards governing private enterprises, how can these roles best be performed, and why are these roles ordered in such a manner? The answers proposed may surprise you. Avoid complexity and ambiguity by focusing on what really matters in these volatile and uncertain times.

Importance of Corporate Culture for Ethics and Compliance (1.5 hours)

Speaker: Mr. Frank David Numann

Given the demands of remote working, companies are challenged to engage employees and ensure that the core values are translated among teams. How can leaders manage ethics and compliance when staff are working remotely? What are the critical factors? How can corporate culture be cascaded down to the very last individual? Why is ethics significant to stakeholders and to the business operations?

Personal Governance: Life with a purpose is a life well-lived (4 hours)

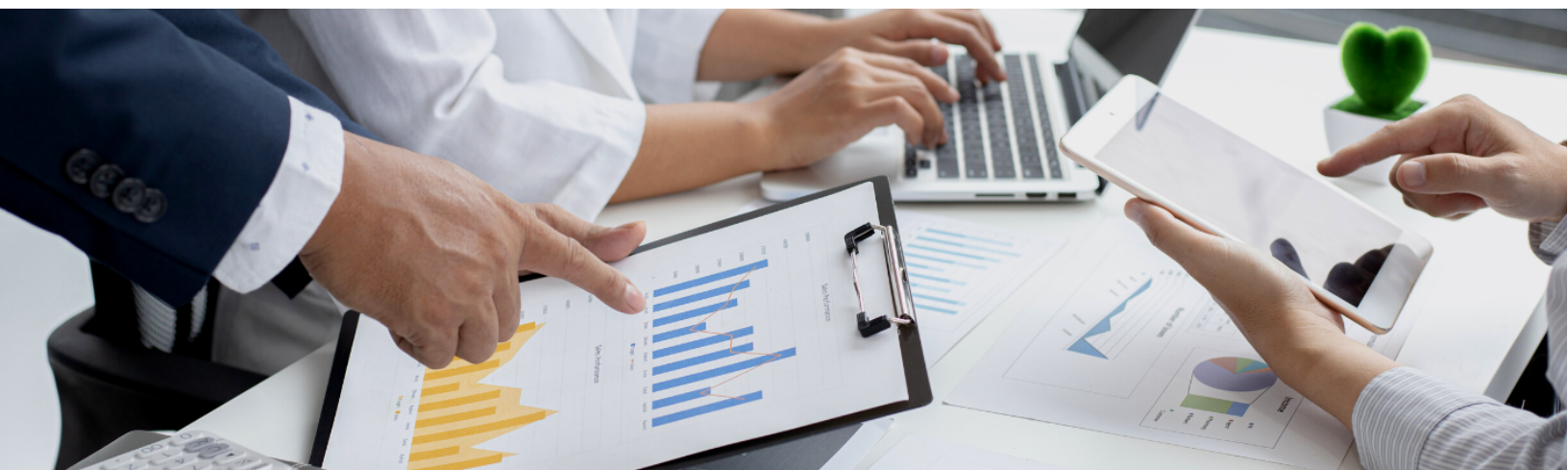
Speaker: Mr. Rex C. Drilon II

This is where personal governance takes on primordial importance. All governance advocacy absolutely needs to cascade down to the individual; and all good governance principles and practices need to be brought down to the level of the individual, in whatever creative and effective ways this can be done. If you want to improve the quality of anything – your leadership, your work, your relationships with your coach and your team, your parents and siblings, your spouse and your children, or your life itself – you must do something differently. This is one way.

Shared Prosperity: Governance's Response to Inequality and Exclusion (2 hours)

Speaker: Mr. Rex C. Drilon II

Businesses and the boards that govern them must anchor their corporate strategies to a meaningful purpose – with a focus on creating long-term value for all stakeholders, including customers, employees, suppliers, communities, the environment the stockholders, and society as a whole. If the pandemic taught all of us anything, it's the fact that we are all in the same storm, but not in the same boat. Organizations ought to deeply embed serving the needs of marginalized and low-income communities across all aspects of their purpose, strategy, and operations in order to achieve a collective long-term success and shared wealth-creation, and to realize the vision of a Dream Philippines.



Public-listing and Stakeholder Value

ASEAN Corporate Governance Scorecard (1 hour)

Speaker: Mr. Roberto T. Bascon

The ASEAN Corporate Governance Scorecard (ACGS or Scorecard) is an instrument for the assessment and ranking of publicly listed companies (PLCs) in six participating ASEAN countries— Indonesia, Malaysia, Philippines, Singapore, Thailand, and Vietnam. The ACGS is an initiative of the ASEAN Capital Markets Forum (ACMF) that started in collaboration with the Asian Development Bank in 2011. It is aimed at raising the corporate governance standards and practices among ASEAN PLCs, making well- governed ASEAN PLCs attractive to investors, and promoting ASEAN as an investment asset class.

This module will discuss the pillars of the ASEAN Corporate Governance Scorecard and how can companies improve their CG scores and realize the value of corporate governance. This module will provide you your company's score in comparison with the other companies on the same industry and that of PLCs as a whole.

Double Your Valuation...Or Not: The Zen of your IPO Journey (3 hours)

Speaker: Mr. Dennis Montecillo

“Going IPO” has become a fashionable goal for successful private entrepreneurs. The growing popularity of the domestic stock exchange as a viable investment vehicle and source of growth capital has captured the imagination of many businessmen. Rather than considering an IPO as an end unto itself, it is more appropriate for business owners to approach the topic as a chapter – an important one, no doubt – in its corporate evolution. For some, it is a chapter whose time may have finally arrived. For others, some reflection is appropriate – perhaps, necessary – before embarking on an important journey.

For every important benefit that accrues to shareholders from taking its company public, there are considerations and costs which must be considered. There are also important responsibilities that they must take on, as well as new roles and relationships. In short, an IPO is, for a few, the logical and optimal path forward. For the many, it could possibly be premature at best.

Since the Customer is King, Ace your Sales Governance (2 hours)

Speaker: Mr. Ferdinand Dela Cruz

Driving the topline is critical to growth, profitability and sustainability of any business and corporation. Customers and consumers are getting more powerful and evolving at an unprecedented pace. This makes Sales Governance a key priority for the Board and Management of any corporation. Question is: Who is in charge? Find out how the best companies take Sales Governance seriously to stay ahead of the curve.



Corporate Governance Essentials

Corporate Governance Orientation Program (CGOP)

- How can directors navigate the boardroom given the changing environment?
- What are the essential principles of modern corporate governance best practices?
- How can aspiring directors build their compass to contribute to the long-term success of the company?

This aims to provide participants with a fundamental and essential appreciation of the benefits and impact of modern corporate governance best practices. The subject matter is framed within the context of local reforms and how these relate and respond to regional and global trends.

Regulatory updates, corporate governance best practices in the setting of emerging risks and trends, and the duties and responsibilities of the board committees- including risk oversight, audit, and corporate governance - are examined during the full-day session. CGOP is the introductory one-day program that leads into ICD's flagship program, the Professional Director's Program (PDP).

Corporate Governance Orientation Program (CGOP) for GOCCs

ICD's Corporate Governance Orientation Program for Government-Owned and Controlled Corporations (GOCCs) provides in-depth discussions on corporate governance, the GCG Regulatory Framework, and relevant laws for GOCCs.

By the end of the course, participants will have a better understanding of the performance governance system for GOCCs required by the Governance Commission for Government-Owned and Controlled Corporations (GCG).

Who should attend:

- Newly appointed Directors in GOCCs
- Senior Executives of GOCCs
- Professionals and businesspersons who transact with GOCCs
- Individuals who want to update their knowledge on corporate governance in the public sector



Directorship Fundamentals

Professional Directors Program (PDP)

Boards have the primary responsibility of leading any institution or organization. The Institute of Corporate Directors flagship course, the Professional Directors Program (PDP), trains and orients both incumbent and aspiring directors in the role of boards and members of boards in the governance of their respective establishments.

PDP provides directors with tools to create value for the corporation and helps them become catalysts for transformative change both in their organizations and the society they live in.

ICD taps highly experienced and internationally trained individuals, from its roster of teaching fellows, to facilitate the sessions. Highly interactive learning sessions with ICD's Teaching Fellows, who draw from real-life boardroom experiences during discussions, will ensure that the sessions enrich participants.

The Professional Director's Program is a five-day course that opens with the Corporate Governance Orientation Program on Day 1, to be followed by the significant responsibilities of board directors namely: Strategy (Day 2), Policy (Day 3), Board Oversight (Day 4), and Accountability (Day 5)

Corporate Governance for Non-Profit Organizations (CG for NPOs)

Non-profit organizations in the Philippines play a vital role in augmenting and, at times, even taking the place of essential government services for vulnerable communities as well as advocating policies for social change. Since most of these are required to adopt a corporate structure, they are governed by a board of directors. However, many of these boards and the directors who serve on them fail to maximize their contribution to these organizations' mission because of (i) a lack of appreciation for their fiduciary roles and responsibilities, and (ii) the use of inefficient or outdated board processes.





Institute of Corporate Directors



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