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**EXCLUSIVE
SESSION MODULES**

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Learning Modules and Other Essential Programs

New Corporate Governance Courses

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 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 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.

Building a Working and Effective Board: Essential Steps to Success (2 hours)

Speaker: Atty. Teodoro Kalaw IV

A 2-Hour Guided Tour to Both Essential and Cutting-Edge Corporate Governance Best Practices: If you were to set-up a for-profit corporate board from scratch, WHAT should you really know, WHY should you understand such, and HOW can you best apply these fundamental concepts?

Learn the 7 foundational benchmarks and 21 key principles that corporate directors should understand to create both shareholder and shared value through collaborative leadership in their boards.

- What facilitates effective board work?
- Who can best create value through the board?
- How can the board best sustain value creation?

This course is ideal for corporate directors, CEOs, family firm owners, and senior executives in different corporate contexts (start-ups, family firms, publicly listed firms, etc.) who want to learn how to improve their corporate board's effectiveness in creating value.

By taking this course, just some of what you will learn or review will include:

- The essential elements of effective board work
- The roles, responsibilities, and cultural dynamics of different board members
- How to select the right directors for your board
- How to develop a strategic board agenda
- How to optimize board processes
- How to create a strong governance ecosystem

Don't miss this opportunity to gain or review the insights you need to launch your board or take it to the next level of effectiveness.

Customer Centricity (2 Hours)

Speaker: Mr. Ramon Vicente Roxas

This course emphasizes the strategic importance of putting Customer-Centricity at the core of executive management and board level agendas. For the past decade, several concepts, processes, tools and methodologies have laid out both the business philosophy and organizational foundation for customer-centricity. For several companies, the adoption of this philosophy has remained limited to the customer service and satisfaction function, but a mere part of the overall concept. For the few companies that have chosen to fully adopt this philosophy, not only have they substantially progressed on this front, but have proven to reap the rewards financially – raising revenues and overall corporate valuations.

This course will provide the concept, philosophy, and actual practice of Customer-Centricity. It will include Customer Analytics and Intelligence – from profiling to customer value segmentation models. It will present cases of how companies have moved beyond mere insight into action, or more commonly known as customer engagement. Importantly as well, it will present the customer management metrics (e.g. customer equity and customer lifetime value) that should be monitored constantly at executive management and even board level.

Effectively Cascading the Company Strategic Plan (2 hours)

Speaker: Mr. Rex Drilon II

This course is ICD's answer to why 9 out of 10 companies fail to execute strategy. Beyond the 4 barriers to successful Strategy Execution (vision, resource, people, and management barriers) is also the lack of appreciation and skills in or the HOW of cascading the company strategy to the key component organizational units of the company.

The 2-hour lecture and workshop will include

1. A review and application of the science of strategy formulation and strategy execution using the Kaplan-Norton Balanced Scorecard Framework,
2. a lecture on the abridged Louis Allen Management System,
3. an exercise in crafting the Position Charter of the company president and that of the participant and
4. drafting the Performance Scorecard of the participant aligned to the performance scorecard of his or her president.

For best results, after the session, the hope is that the Senior Management Team and the Board of Directors of the company to whom the participant belongs will agree to hold an ICD-facilitated 2-day Corporate Board and Management Retreat to update his or her company roadmap including the company strategy map and performance scorecard (or develop one, if there is none).

Who is Responsible for Your Corporate Culture (2 hours)

Speaker: Mr. Frank Numann

Corporate Governance is multi-faceted and central to our advocacy at ICD. Corporate Culture is part of Corporate Governance. We sometimes don't emphasize the importance of culture sufficiently.

Yet we can all recall corporate disasters where a defective corporate culture was a major contributor to the problems or even the demise. Enron comes to mind. Ethics was something that existed in a well-written Corporate Code but gathered dust on the shelf: e.g. in its financial reporting. Financial engineering and lack of transparency resulted in fatal misrepresentations.

Recently we witnessed the long-term results of a change in corporate in Boeing, which started some 20 years ago! Safety and engineering pride had to give way to dividend increases and stock buybacks. Engineers clashed with accounts. Quality suffered: harassment happened frequently, and whistleblowing reports were not investigated.

The benefits of cost cutting were applied to shareholders. No funds were available for the long-term development of aircraft, notably the 737 replacement. The rushed development of the 737MAX became inevitable to compete with the much more modern Airbus 320NEO. In the 'bottom-line' culture, engineering shortcuts were made, and information suppressed.

The company lied about new software to the Regulator (FAA) and when two planes crashed the CEO blamed inexperienced foreign pilots. In fact, this crucial piece of new software (MCAS) was absent from training materials. As a result, the pilots on the crashed planes did not know about its existence. Consequently, they were unable to override it. 346 casualties resulted.

Shareholders won a case against Boeing and its directors in the Delaware Chancery Court. Its verdict highlights the shortcomings of the board, and it fined the directors \$237 million. Most directors were ordered to step down. The judge ordered the creation of an aircraft safety committee in the Board. Directors with aviation experience can serve on it. Many other sanctions were imposed. In one of them, Senior Executives' bonuses now include specific consideration of adherence to and promotion of safety initiatives.

Changing a culture can be good business. The new culture must be measured in a recurring survey and its findings must be followed up consistently.

So, who is responsible for the culture in your company?

Health Governance: The Value for Strategic Purchasing (2 hours)

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

Health is going to be top of agenda in many parts of the world. After all, the strength of economy is partly based on a healthy population. Health is complex- it is provided by government in terms of public health services and also by the private sector for many medical interventions. The question is how we keep our population healthy, providing quality basic services using cost-effective systems and technology amidst limited resources.

One of the acknowledged problems we have in our health care is scarcity of human resources for health, the second is procuring services and goods.

Kenneth Hartigan-Go will discuss the broad issues of human resources and the role industry leaders can play to support an existential problem, one which can affect our future ready workforce. There is a growing problem on lack of doctors and nurses in the world. This means foreign countries with this need will import and employ our scarce human resources while Philippines continue to export. Eventually, this problem will turn into a quality-of-care issue and ultimately become a health security dilemma. This will further polarize the rich and the poor in terms of access to health care services. The problems in HRH include scholarships, admissions, attrition, quality of health science education, inability to pass licensure examinations, finding employment, working conditions and salary & compensation, retention, migration, re-entry and re-integration. What are possible solutions if we consider health is everybody's business?

Max Ventura will provide a sneak peek on what is Strategic Purchasing, with empirical inputs from a recent Southeast Asian study, with focus on the Philippines and where private sector can play a role. Health sector strengthening is a strategy the Philippines must embrace. One of the solutions is to introduce the principles and practice of Strategic Purchasing. Originally designed for improving government efficiency to deliver better health, it can also be applied in many private sectors setting. What is Strategic purchasing and what are the principles and components to make this work? Coming from the public health emergency called the COVID 19 Pandemic and the financial impact it created, it was clear that Southeast Asia will need a plan for Strategic purchasing. Basic questions like What to buy, from whom to buy and how to buy will be touched on. The end goal is making health systems in our country more resilient and assist in the sustainability of Universal Health Care. One of the most valuable principles is procuring for better outcomes and consideration of inter-dependency of the components of the health system: governance, human resources, services and facilities, medicines, ICT, and lastly financing.

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: Atty. Jazz Oporto

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.

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.

