

proudly presents

Governance Beyond Boards® Intervention

What it takes to be a director...unlocking the 'secrets' of directorship

"EMPOWERING BUSINESS & GROWING PROFITS WITH GOOD GOVERNANCE"

A 2-day thought provoking Intervention providing insights to aspiring, new and existing directors covering the benefits, rewards and challenges linked to Corporate Governance, Risk & Compliance (GRC)

at Randburg Towers Hotel & Conferencing, Cnr. Republic Road & Main Avenue, Randburg, Johannesburg

23-24 July 2014 or 05-06 August 2014

Essential for existing directors and those coming through the ranks . . .

Join Terrance M. Booyesen in a 2-day practical Corporate Governance, Risk & Compliance ('GRC') Intervention, where he provides insights to aspiring, new and existing directors covering the benefits, rewards and challenges linked to directorship and GRC.

In South Africa -- regrettably -- many directors are not properly informed, neither aware of the vast liabilities they are exposed to when they are appointed to serve as Executive or Non-Executive Directors ('NeDs') within a company or state-owned organisation. Moreover, senior managers -- who are in many instances qualified to act in a NeD capacity of another company, are usually completely overlooked by their HR department and find themselves stagnating in their company positions, with little scope for better promotions and personal growth.

The training and skills transfer found within CGF's renowned *Governance Beyond Boards® Intervention* is highly recommended in the ordinary course of a director's and / or a senior manager's development. By attending an Intervention of this nature, delegates are better prepared in order to ensure that there is a healthy pool for future talented directors and senior leadership for individuals aspiring to these executive leadership levels.

CGF's *Governance Beyond Boards® Intervention* will assist aspiring and existing directors understand the many nuances attached to their functions, and unpack practical issues to equip them to becoming more confident and informed of their fiduciary duties. Directors have to be ahead of the game, and in order to stay ahead, their wider practical understanding of governance, risk and compliance related matters is a non-negotiable.

Who should attend?

Existing and newly appointed directors, all senior managers, prescribed officers of companies for profit and non-profit, Human Resources (HR), including governance, risk, compliance, legal and risk professionals.

Why attend this Intervention?

Once you have attended the *Governance Beyond Boards® Intervention*:

- i. as an existing senior manager, you will be more equipped to avail yourself as a potential part-time Non-Executive director of a board, whilst maintaining your current employment level with your employer;
- ii. as an existing director, you are guaranteed to have a far better understanding of your role as a director;
- iii. as an existing senior manager or director, you will be better equipped to discuss the components of a *Corporate Governance Framework®*;
- iv. as an existing senior manager or director, you will have greater confidence as you avail yourself to become - or continue serving -- a position as a director of a board.

When completing the 2-day *Governance Beyond Boards® Intervention*, CGF provides delegates a specific certificate of attendance which is valid for two-years. On the completion on this Intervention, delegates are invited to provide CGF their updated CVs.

By including the delegate's CV within CGF's database -- as a placement agent for NeD appointments -- CGF retains the delegate's CV in the event that such skills are required for a NeD appointment and which become available from time to time.

These are some reasons why you need to attend *Governance Beyond Boards® Intervention*.

Key learning areas covered during this Intervention

1. Develop a common understanding of corporate governance, enterprise risk and compliance; including the manner in which it affects all directors, senior management, prescribed officers and employee levels in public, private and government spheres;
2. Simplify complex governance topics into a common language which is understood across all vertical business units - provide a real-time learning experience;
3. Dispel beliefs that corporate governance is only contained in board rooms and managed by the directors - unify the process amongst all company officers and understand the components of a *Corporate Governance Framework®*;
4. Show the connection of good governance, organisational performance and increased investment;
5. Provide practical examples to demonstrate various governance related concepts seen against the Companies Act 2008, King III, including The Business Judgement Rule and Turquand Rule, and
6. With the rapid knowledge transfer of information, senior managers are put 'through their paces' in order to prepare them to become Non executive Directors (NeDs).

Focused group interaction

This 2-day *Governance Beyond Boards® Intervention* is designed to accommodate small groups and maximise individual attention to the delegate's unique circumstances, particularly as it relates to the many issues attached to corporate governance and leadership challenges.

About your presenter

Terrance M. Booyesen (CEO: CGF Research Institute (Pty) Ltd) has presented this Intervention to public and private audiences in and out of South Africa and has received many accolades directly linked with its content. He is a regular podium presenter and is considered knowledgeable in the practice, having produced many governance, risk and compliance reports and articles over the last 10 years.

Terrance (Terry) is also recognised by the Worldwide Who's Who® organisation for his business accomplishments and knowledge within the arena of corporate governance. Through this recognition, he forms part of an extensive international network comprised of diverse and talented professionals, helping members to develop strong personal brands in order to distinguish themselves from others in their respective industries.



This Intervention is well timed as companies deal with changes in the Companies Act 2008, King III, new "sunshine laws" as well as the manner in which the supply chain is impacted across all industries and companies in and out of South Africa. The Intervention also deals with the components expected within a *Corporate Governance Framework®*, which has become a critical document for South African companies.

Venue & contact details

The Intervention will take place at Randburg Towers Hotel & Conferencing, Cnr. Republic Road & Main Avenue, Randburg, Johannesburg. <http://www.randburgtowers.co.za>

Tel: (011) 787-9840 / (011) 789 1155

Need more information?

For additional information, or to register, call Ansie Leiding on 011 476 8264 / 072 175 3874 or email aleiding@cgf.co.za or email accounts@cgf.co.za

Further details about CGF can be found on www.cgf.co.za

Agenda

DAY ONE

08h00 - **Intervention Registration**

08h30 - **Start of Programme**

- ✓ Introduction to understanding of Corporate Governance (Companies Act 08, King II/III & differences)
- ✓ Duties, responsibilities & liabilities of directors

10h30 - **Mid-morning refreshments & networking**

(Business Judgment Rule - Group discussion)

- ✓ The Board as a team
- ✓ Roles: Chairman, CEO, Company Secretary, directors & managers
- ✓ Accountability vs. responsibility
- ✓ Board dysfunction, director removal & delinquency

(Turquand Rule and 'ring-fencing' - Group discussion)

12h30 - **Lunch & networking**

- ✓ Managing a company - a tricky act
- ✓ Ethics & decent corporate citizen
- ✓ Connecting governance with innovation **(Foundational vs Innovational - Group discussion)**

15h30 - **Mid afternoon refreshments & networking**

- ✓ Connecting governance to risk - including legislative risks
- ✓ Understanding the *Corporate Governance Framework®*
- ✓ State of the GRC nation

Open session / Q&A / Lessons Learnt

17h00 - **Close of Programme**

DAY TWO

08h30 - **Commencement of Programme**

- ✓ What exactly is Governance, Risk & Compliance (GRC)?

10h30 - **Mid-morning refreshments & networking**

- ✓ Common GRC hurdles & complaints (directors, managers, organisation)

12h30 - **Lunch & networking**

To register ☎ 011 476 8264 ✉ accounts@cgf.co.za 🌐 www.cgf.co.za

In the event of unforeseen circumstances, CGF reserves the right to change the Intervention content, the venue or date.

- ✓ Environmental sustainability
- ✓ Key board issues & thoughts (local & international)

15h30 - **Mid afternoon refreshments & networking**

- ✓ Impacts & benefits that can be expected
- ✓ Conclusion

Open session / Q&A

16h30 - **End of Programme**

Additional sections may be added and / or amended by CGF as necessary

Intervention fee

R 3,500.00 exclusive of 14% VAT (R 3,990.00 incl. 14% VAT per person. See discounts for multiple registrations.

Package fee includes:

- ✓ 2 full day Intervention, with Intervention material
- ✓ 1 copy of CGF's Fast Tracking Company Officers Manual (As illustrated)
- ✓ certificate of attendance
- ✓ lunch and refreshments, parking



T&C's apply. All rights reserved.

Intervention dates

23-24 July 2014, or

05-06 August 2014

Book early to avoid disappointment.

"...yet another powerful, inspiring and absolutely insightful presentation which was well received by all present. It's really amazing what a huge impact your presentations always seem to leave on your audience!"

Development Bank of Southern Africa

"The Intervention is highly fruitful at this phase of impending implementation of the Companies Act and grounds competition in the market." - **Johan Beer (PSPC Group)**

"Great to listen to the presentation - factual and to the point." - **Adj. Willie Hills (Tasima)**

"...conveyed in an informative & thoroughly professional manner which left the entire team under no illusions as to the extent the importance of Corporate Governance and it's implications." - **Dell SA**

"CGF approaches the subject of Corporate Governance in a 'no nonsense' manner . . . their program and material is a must for all ethically serious public and private enterprises."

Andrew Levy Education

References

"Terry is very experienced on the topic governance. I think he is the best educator...the material was presented clearly and conveyed in an understandable manner. Brilliant! Clear and to the point. I expected a clinical presentation but was pleasantly surprised." - **City of Johannesburg**

"Terry is very informed and passionate. He spoke with confidence and used general/outsider verification to support credibility... he has a high level of expertise and is very knowledgeable on the subject of governance. The presentation made a lot of sense. Examples are clear, easily illustrated and to the point - a lively interactive session." - **WesBank**

"Excellent. Highly informative, and interactive, yet informal and easily understandable." - **Services Seta**

"Covered a vast amount in a short time - definitely whet the appetite! Thanks for sharing and making it 'tangible'" - **Laura Bertrand (Total SA)**

"Excellent - of great value, worth every second." - **Marius Joubert (Independent)**

"Definitely worth attending. Well done! Would love to attend again." - **Salona Govender (SABRIC)**

"Good value for money which will certainly save and prevent huge costs for the SABC now and in the future..." - **SABC**

"Great day, great lecture and I hope you continue to do the same for other companies, and also help them to grow." - **Telkom**

"Was an excellent presentation and would recommend it to everybody." - **Michael van der Merwe (Babcock Africa)**

"Great value for the team. To be recommended for all people serving as leaders and officers." - **Andrew St Clair-Laing (Lephalale Site Services)**

"Excellent. I balked at the thought of spending two days out of the office in a governance course. I left educated and having been thoroughly entertained." - **Ramani Naidoo (Rand Refinery)**

"The facilitator had a very good way of connecting business, government and global issues and their importance incorporated in good governance and importance to strategy." - **Louis Kabula (CIH Group, Namibia)**

"Very well presented. Provided empowerment to do my job more effectively and with confidence." - **Prof. Michael Herbst (CANSAs)**

"Thanks for the inspirational and credible leadership example. Our interest in governance is complimentary so there's additional value." - **Prof. Anthony Turton**

About CGF Research Institute (Pty) Ltd

CGF offers the most comprehensive research service of its kind to help South African businesses create and implement their own *Corporate Governance Framework®*. Our products and services are designed to assist all organisations in achieving their objectives of entrenching and complying with appropriate governance, risk and compliance practices.

With clients as diverse as the Liberty Group, Anglo American, Motseng Investment Holdings, the Development Bank of Southern Africa, the JSE, Naspers, Goldfields and the Altron Group, CGF and its leading Corporate Governance solutions have received national and international recognition.

Intervention Registration Details

Register three or more delegates and qualify for additional discounts (See discount structures below.)

For additional information, or to register, call Ansie Leiding on 011 476 8264 / 072 175 3874 or email aleiding@cgf.co.za or email accounts@cgf.co.za Further details about CGF can be found on www.cgf.co.za

(Fax your completed forms to 0866231269 or email accounts@cgf.co.za Telephonic bookings also welcome on + 27 (11) 476 8264 / 0)

✓ Please tick which **Governance Beyond Boards® Intervention** you will be attending

23-24 July '14

First delegate details:

05-06 August '14 Title: _____ First Name: _____ Surname: _____
Company: _____ Designation: _____
Tel no: _____ Cell no: _____
E-mail Address: _____ Fax No: _____
Postal Address: _____ VAT No: _____

23-24 July '14

Second delegate details:

05-06 August '14 Title: _____ First Name: _____ Surname: _____
Company: _____ Designation: _____
Tel no: _____ Cell no: _____
E-mail Address: _____ Fax No: _____
Postal Address: _____ VAT No: _____

23-24 July '14

Third delegate details:

05-06 August '14 Title: _____ First Name: _____ Surname: _____
Company: _____ Designation: _____
Tel no: _____ Cell no: _____
E-mail Address: _____ Fax No: _____
Postal Address: _____ VAT No: _____

23-24 July '14

Fourth delegate details:

05-06 August '14 Title: _____ First Name: _____ Surname: _____
Company: _____ Designation: _____
Tel no: _____ Cell no: _____
E-mail Address: _____ Fax No: _____
Postal Address: _____ VAT No: _____

To register ☎ 011 476 8264 ✉ accounts@cgf.co.za 🌐 www.cgf.co.za

In the event of unforeseen circumstances, CGF reserves the right to change the Intervention content, the venue or date.

Payment & Banking Details

Package fee of R 3,500.00 (ex 14% VAT) per person. This fee includes the Intervention material, 1 x copy of CGF's Fast Tracking Company Officers Manual, certificate of attendance, teas & coffees, lunch & parking for delegates.

✓ Complete as applicable to the number of delegates attending the Intervention

<i>Example</i>	<i>Unit cost (ex VAT) per person</i>	<i>Discounts</i>	<i>Total (incl. VAT) per person</i>	<i>Total (incl. VAT)</i>
One delegate	R3,500.00	0%	R3,990.00	R3,990.00
Two delegates	R3,325.00	5%	R3,790.00	
Three delegates	R3,255.00	7%	R3,710.00	
Over four delegates	R3,150.00	10%	R3,591.00	

GRAND TOTAL

CGF banking details:

Account Name: CGF Research Institute (Pty) Ltd
 Bank: First National Bank
 Branch: Cresta Centre
 Branch Code: 254 905
 Account N^o: 6-206-290-027-2

Your proof of payment confirms your registration

Please fax proof of payment to 0866231269

Include your name, company name, or invoice number on the proof of payment as your reference

General Terms & Conditions

Please read the following Terms and Conditions for your peace of mind:

1. This offer is valid on the specific dates as recorded, and delegates must be registered prior to the Intervention
2. Admission to the Intervention is based upon CGF Research Institute (Pty) Ltd (CGF) receiving payment prior to the Intervention
3. Once your registration form is received, you will be invoiced by CGF where you agree that you are liable for the full amount payable for this Intervention
4. Your registration will be confirmed on receipt of payment. All payments are due prior to the event
 To register ☎ 011 476 8264 ✉ accounts@cgf.co.za 🌐 www.cgf.co.za
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5. Replacement delegates are acceptable at no extra charge, provided that arrangements have been made in writing with CGF seven (7) working days prior to the Intervention
6. No provisional bookings will be allowed
7. No payments will be received at the Intervention
8. CGF is responsible for the management and registration process of the Intervention and can be contacted on +27 (11) 476 8264 / 0 for any queries or fax 0866231269 or email accounts@cgf.co.za
9. CGF reserves the right to make changes to the Intervention programme if necessary and commits to notify all delegates of such changes prior to the Intervention
10. If CGF cancels the Intervention for reasons beyond its control, delegate's will be reimbursed their full payment or delegates may elect to transfer such payment to a future CGF Intervention
11. CGF will not be held responsible for the loss of personal possessions, money or any other valuables from the venue or Intervention

CONDITIONS FOR CANCELLATIONS ARE:

12. Cancellations will only be accepted when made in writing to CGF and sent to accounts@cgf.co.za. The receipt of your cancellation will be confirmed by CGF in writing. Any cancellations must be made two (2) weeks prior to the Intervention
13. Any cancellations made 10 days prior to the event will be liable for 70% of the Intervention fee
14. Any cancellations made less than 7 days prior to the event will be liable for 100% of the Intervention fee
15. When a full amount is repayable, a 10% administration fee will be charged
16. Non attendance of a delegate without written cancellation is regarded as a cancellation with no entitlement to any refund or credit
17. No cash refunds are available for cancellations or postponements
18. Indemnity: CGF Research Institute (Pty) Ltd is absolved from and indemnified against any loss or damage as a result of substitution, alteration or cancellation / postponement of an Intervention arising from any cause whatsoever, including, without limitation, any fortuitous event, act of God, unforeseen occurrence or any other event that renders performance of the event impracticable or impossible. A "fortuitous event" may include, but is not limited to, war, fire, flood, riot, industrial action, extreme weather or other emergency
19. Warranty of Authority: The signatory to this Registration Form warrants that they have the authority to sign this Registration Form and agree to be personally liable to CGF Research Institute (Pty) Ltd for non-payment

Acceptance of Terms & Conditions

FULL NAME

POSITION

COMPANY NAME

AUTHORISED SIGNATURE

DATE

I have noted the reservation, cancellation & payment requirements which are accepted

For more information about CGF, visit www.cgf.co.za, www.corporate-governance.co.za / www.governanceconnect.mobi

Follow CGF on Twitter: @CGFResearch

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