![CGF Research Institute (Pty) Ltd — Corporate Governance Framework®](logo)

# CGF<sup>TM</sup> GOVERNANCE TRAINING SOLUTIONS

| Duration | Training Solutions | Main Features of Training |
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| ½ Day | Director's liability for breach of their duties | ❖ Being a fiduciary<br>❖ Director duties<br>  ✓ Common law<br>  ✓ Companies Act, 2008<br>  ✓ Memorandum of Incorporation<br>  ✓ King III / King IV™<br>❖ Acting *intra vires*<br>❖ Acting *ultra vires*<br>❖ Applying the Turquand Rule<br>  ✓ Director protection<br>❖ Business Judgement Rule<br>❖ D&O<br>❖ Director liability<br>  ✓ Companies Act, 2008<br>  ✓ Memorandum of Incorporation<br>  ✓ King III / King IV™<br>  ✓ Other legislation |
| ½ Day | Ethics Beyond Boards™ | ❖ Define business ethics<br>❖ Distinguish ethics and ethos from law & codes<br>❖ Understand the concepts of ethics<br>❖ Recognise ethical leadership<br>❖ Understand ethical leadership<br>❖ Understand the role of virtue ethics in the workplace<br>❖ Apply ethical decision-making<br>❖ Develop ethics with a Corporate Governance Framework®<br>❖ Understand the role of ethics in diversity & discrimination<br>❖ Understand the role of ethics in employee issues & responsibilities<br>❖ Understand the role of ethics in marketing & sales<br>❖ Understand the role of ethics in environmental responsibilities |

| | | ❖ Understand the role of ethics in preventing fraud & corruption |
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| ½ Day | Corporate Social Responsibility ('CSR') | ❖ Understand the role of CSR in your organisation & trends in the market place<br>❖ Identify important aspects that socially responsible organisations should address<br>❖ Demonstrate an understanding of how to integrate CSR into corporate strategies, decision-making and management from a financial & value perspective<br>❖ Identify & engage with stakeholders<br>❖ Lead & manage the role of CSR in your organisation<br>❖ Use CSR to add value in specific ways within your organisation<br>❖ Drive the implementation & benefits of CSR within your organisation |
| ½ Day | Conflicts of Interest | ❖ Definitions<br>❖ Directors<br>    o Common law<br>    o Company law<br>    o South Africa<br>    o Governance codes<br>    o King IV Code on Corporate Governance for South Africa, 2016™<br>    o Accountants & auditors<br>❖ Employees and conflict<br>❖ Types & degrees of organisational conflict<br>❖ Development & requirements of a conflict of interest policy<br>❖ Conflict and the organizational systems: the digital Corporate Governance Framework® |
| ½ Day | Minute Taking | ❖ Understand the importance of good minute taking<br>❖ Apply best practices in minute taking<br>❖ Master meeting preparation & protocol<br>❖ Apply terminology correctly: quorums & proxies<br>❖ Record minutes: remain focused, appropriate and keep it simple<br>❖ Use templates for easy & effective formatting<br>❖ Understand how to cope with unfamiliar information<br>❖ Understand how to deal with ambiguity using appropriate assertiveness<br>❖ Project a positive image & attitude to earn respect as an integral player |
| ½ Day | Whistleblowing: An ethical necessity & moral imperative | ❖ Setting the governance & ethics scene<br>❖ What is whistle-blowing(ers)?<br>❖ Who are they?<br>❖ The organisation's structure: An ethical enabling environment for whistle-blowers<br>❖ The legislative environment<br>    o local / foreign<br>❖ Ethical / legal duty to report |

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| | | ❖ What's the chances…ethical temptation!<br>❖ Harassment of whistleblower<br>❖ Practical steps for consideration |
| ½ Day | Sexual Harassment in Workplace | ❖ Define sexual harassment<br>❖ Identify sexual harassment & behaviours that qualify as sexual harassment in the workplace<br>❖ Understand your legal protection, role of the trade union & your rights<br>❖ Understand the formal action response when you are sexually harassed<br>❖ Differentiate between formal & informal action, and know what these entail<br>❖ Explore the causes of sexual harassment<br>❖ Identify the types of harassers & victims<br>❖ Apply guiding principles for employers<br>❖ Recognise ways in which sexual harassment can be prevented |
| ½ Day | Audit & Risk Committee (Adaptable for public & private sector) | ❖ Role of the Audit & Risk Committee ('ARC')<br>❖ Legislation & best practice<br>❖ Challenges facing ARC's<br>❖ Membership requirements<br>❖ Responsibilities of the members<br>❖ Responsibilities of the ARC<br>❖ Financial reporting<br>  ✓ Accounting standards<br>❖ Risk<br>  ✓ Corporate Governance Framework®<br>❖ Public / private sector auditing<br>  ✓ Auditing standards<br>❖ Internal audit & internal controls<br>❖ External audit<br>❖ Reporting requirements<br>❖ Responsibilities of finance department |
| ½ Day | Governance in the workplace | ❖ What is the board accountable for, and to whom?<br>❖ Challenges directors face in a board<br>❖ Challenges presented by boards<br>❖ Driving forces behind a SOC board as compared to private sector boards<br>❖ Composition & balancing of boards<br>❖ Board evaluation & rotation<br>❖ Selecting & appointing the chairman, the CEO and Executive<br>❖ Challenges between the chairman, CEO and secretariat<br>❖ The role of CEO, COSEC and management<br>❖ The role of the MOI vs a Constitution<br>❖ Aligning the MOI with the delegations, charters and policies<br>❖ Being equipped as a board member, is it any different to a private sector board? |

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| | | ❖ Appointing & replacing members of the board<br>❖ Board dysfunction & its causes<br>❖ Who's accountable, who's responsible & implementing the RACI model |
| ½ Day | The role of a Corporate Governance Framework® | ❖ Introduction & context of a Corporate Governance Framework®<br>❖ King III / King IV™* position on frameworks<br>❖ Components of the framework<br>❖ Building & using a framework<br>❖ Updating & reporting on a framework<br>❖ Role & functions of the board & Cosec within the framework |

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| 1 Day | Fraud Prevention | ❖ Describe fraud in terms of means, opportunity & desire<br>❖ Demonstrate knowledge & understanding of legal aspects relating to fraud in your business<br>❖ Explain the difference between a criminal & civil case<br>❖ Demonstrate knowledge and understanding of internal processes around the investigation of fraud & the law of evidence<br>❖ Use a systematic approach to deal with fraud once it has occurred<br>❖ Understand & manage whistleblowing<br>❖ Analyse trends & the impact of fraud in your business sector<br>❖ Understand the role of monitoring & control to mitigate risks<br>❖ Review administration systems in terms of prevention & fraud opportunities<br>❖ Apply steps to develop a fraud prevention strategy<br>❖ Apply 8 types of preventative fraud controls<br>❖ Monitor, review and update policies & procedures<br>❖ Apply disciplinary procedures as required<br>❖ Inculcate an ethical culture |
| 1 Day | Introduction to Risk Management (Intermediary) | ❖ Understand the concept of risk<br>❖ Recognise the different types of risk<br>❖ Develop the process to identify & assess risk<br>❖ Apply appropriate risk treatment<br>❖ Understand what is required to control risk<br>❖ Report risk effectively<br>❖ Apply an integrated approach to risk<br>❖ Incorporate ethics into areas of identified risk<br>❖ Identify some of the major compliance risks in your industry<br>❖ Identify, manage & control operational risk<br>❖ Understand the leadership/managerial role in the management of risk |
| 1 Day | Business & Report Writing | ❖ Review "back-to-basics" in terms of use of English<br>❖ Understand need for formal and informal writing & application |

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| | | ❖ Minutes of general business meetings<br>❖ Review the difficulties associated with report writing<br>❖ Apply 9 steps to plan & prepare a draft report<br>❖ Apply generic headings framework to report & customise<br>❖ Apply a style guide to good & simple writing<br>❖ Explore different layout options & formality<br>❖ Apply final edit considerations |
| 1 Day | Conflict Management | ❖ Describe the nature of conflict<br>❖ Understand the reasons for conflict<br>❖ Understand the factors that increase the level of conflict<br>❖ Recognise the difference between reaction & response<br>❖ Describe the barriers to conflict resolution<br>❖ Apply 5 skills of conflict resolution<br>❖ Apply 5 steps to successful mediation in a formal meeting on the problem<br>❖ Apply 8 steps to develop an assertive image |
| 1 Day | Governance Beyond Boards® | ❖ Evolution of Corporate Governance<br>❖ Brief overview of King Codes<br>❖ Brief overview of Companies Act 2008<br>❖ Fiduciary duties<br>❖ Role of chairman, CEO and Board Secretary<br>❖ Strategic risk & oversight management<br>❖ Combined assurance<br>❖ Board mandate<br>❖ The non-Executive Director<br>❖ Board meetings & committees<br>❖ Board appraisals |
| 1 Day | The Corporate Governance Framework® Workshop | ❖ Introduction & context of a Corporate Governance Framework®<br>❖ King III / King IV™ position on frameworks<br>❖ Components of the framework<br>❖ Building & using a framework<br>❖ Updating & reporting on a framework<br>❖ Role & functions of the board & Cosec within the framework |

| 2 Days | Business Communication & Business Report Writing | ❖ Develop & implement effective communication strategies<br>❖ Apply communication techniques in a range of issues<br>❖ Identify & avoid language barriers<br>❖ Analyse & rectify communication breakdowns<br>❖ Resolve conflict & communicate assertively<br>❖ Recognise strengths & weaknesses in communication styles<br>❖ Communicate to an audience with effect<br>❖ Adopt business principles in writing: clear, concise, complete & correct<br>❖ Develop the essential skills of an effective minute taker<br>❖ Write minutes for formal meetings, semi-formal meetings & action minutes<br>❖ Revisit the rules of proper grammar & clear communication<br>❖ Develop an appropriate letter/email writing style<br>❖ Develop effective business communication for tough situations<br>❖ Learn how to write a good business report<br>❖ Learn how to proof read your work |
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| 2 Days | Governance Beyond Boards® | ❖ Introduction to understanding of Corporate Governance (Companies Act 08, King III & differences to King IV™)<br>❖ What to expect in King IV™<br>❖ Duties, responsibilities & liabilities of directors<br>❖ The Board as a team<br>❖ Roles: Chairman, CEO, Company Secretary, directors & managers<br>❖ Accountability vs. responsibility<br>❖ Board evaluation, Board types, Board dysfunction, director removal & delinquency<br>❖ Preparing for a board position<br>❖ Business Judgment Rule<br>❖ Managing a company - a tricky act<br>❖ Ethics & decent corporate citizen<br>❖ Turquand Rule<br>❖ Connecting governance with innovation<br>❖ Connecting governance to risk - including legislative risks<br>❖ Understanding the Corporate Governance Framework®<br>❖ State of the GRC nation<br>❖ What exactly is Governance, Risk & Compliance (GRC)?<br>❖ Common GRC hurdles & complaints (directors, managers, organisation)<br>❖ Environmental sustainability<br>❖ Key board issues & thoughts (local & international)<br>❖ Impacts & benefits that can be expected<br>❖ Fourth Industrial Revolution & implications on Africa's future governance |

# CGF pricing

| Programme duration | Standard rates * | Additional charges* | Exclusions (where necessary for on-site training) | Special features |
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| ½ Day | R10,500.00 per day plus 15% VAT | R285.00 per person for course material plus 15% VAT | Travel over 100kms (car)<br>Flights<br>Hotel accommodation<br>Course venue<br>Refreshments | ❖ Pre-reading material<br>❖ Certificate of attendance<br>❖ Delegates requested to complete a feedback form after their training.  A summarized delegate feedback report is provided to the employer after each training session, including "Moments of Truth". |
| 1 Day | R18,500.00 per day plus 15% VAT | R285.00 per person for course material plus 15% VAT | Travel over 100kms (car)<br>Flights<br>Hotel accommodation<br>Course venue<br>Refreshments | ❖ Pre-reading material<br>❖ Certificate of attendance<br>❖ Guest appearance on selected courses<br>❖ Delegates requested to complete a feedback form after their training.  A summarized delegate feedback report is provided to the employer after each training session, including "Moments of Truth". |
| 2 Days | R32,000.00 for two days plus 15% VAT | R285.00 per person for course material plus 15% VAT | Travel over 100kms (car)<br>Flights<br>Hotel accommodation<br>Course venue<br>Refreshments | ❖ Pre-reading material<br>❖ Certificate of attendance<br>❖ Guest speakers on selected courses<br>❖ Delegates requested to complete a feedback form after their training.  A summarized delegate feedback report is provided to the employer after each training session, including "Moments of Truth". |

## Important notices

1. Please contact CGF™ in the event that you require modifications to the above training outlines and programme duration.
2. In the event where our standard programmes are reduced, this may have implications on the practical exercises and workgroup discussions.
3. CGF™ reserves the right to amend our training programme outlines in order to ensure our materials remain up to date and relevant.

\* Daily rates are standard and do not vary, irrespective of how many people are placed on these training courses.  We do however recommend that the client not place more than 30 employees on each training session. When training is conducted on-line, course materials and certificates are provided at no cost.

Contact CGF for additional information, or training bookings on +27 (11) 476 8261 or email accounts@cgf.co.za