



BALTIC
— INSTITUTE —
OF CORPORATE GOVERNANCE

BOARD MEMBER EDUCATION PROGRAM

By the Baltic Institute of Corporate Governance (BICG)

Spring, 2020

BACKGROUND OF THE EDUCATION PROGRAM

Topics of the education program are compiled based on principles and recommendations on corporate governance by International Finance Corporation of World Bank Group (IFC) and Organization for Economic Co-operation and Development (OECD).



GOALS OF THE EDUCATION PROGRAM

- ◆ Improve understanding of corporate governance and of shareholder, Board member and top management roles and responsibilities;
- ◆ Develop competencies needed for implementation of best corporate governance practices;
- ◆ Introduce corporate governance practices and rules that are understandable and can be implemented in any kind and any size of a business.

BENEFITS AND REASONS TO PARTICIPATE

Education program is beneficial for all the top levels of a business entity:

- ◆ Shareholders;
- ◆ Board members;
- ◆ Top management.

All of them will gain knowledge for making a business more transparent, more efficient and more valuable.



EDUCATION HELPS SHAREHOLDERS TO...

- ◆ Monitor the company more effectively;
- ◆ Ensure that it is run as efficiently as possible;
- ◆ Increase transparency;
- ◆ Boost access to capital and financial markets;
- ◆ Elevate the confidence of potential partners;
- ◆ Raise the value of the company;
- ◆ Enhance and safeguard company reputation;
- ◆ Develop long-term prosperity of the company.



EDUCATION HELPS BOARD MEMBERS TO...

- ◆ Improve decision making processes;
- ◆ Build up better control environment;
- ◆ Develop better internal practices and compliance;
- ◆ Reduce potential fraud and conflicts of interest;
- ◆ Ensure higher level of protection for all investors;
- ◆ Encourage effective succession planning for top and senior management;
- ◆ Improve relationships among the management, Board, shareholders and stakeholders;
- ◆ Contribute to the long-term, sustainable growth of the company;
- ◆ Build effective, transparent and ethical business;
- ◆ Serve professionally on the Boards in all three Baltic states and globally.

EDUCATION HELPS TOP MANAGEMENT TO...

- ◆ Minimize losses, corruption, risks and mismanagement;
- ◆ Improve everyday interactions with shareholders and Board;
- ◆ Ensure continual achievement of shareholders' goals;
- ◆ Attract and cooperate with investors, lenders and partners more beneficially;
- ◆ Attract and retain key talents more easily;
- ◆ Support brand formation and development;
- ◆ Elevate company's accountability and transparency to its shareholders and other stakeholders;
- ◆ Improve profitability.



CONTENT OF THE EDUCATION PROGRAM

1

Introduction to good corporate governance

2

Board roles and interactions with shareholders and management

3

Strategic leadership

4

Financial stewardship

5

Board work organization



TOPICS OF THE EDUCATION PROGRAM

1. Introduction to corporate governance

OECD principles, elements of corporate governance, interests of shareholders, Board members and managers, key governance problems, impact and benefits of good corporate governance.

2. Structure of corporate governance

Corporate governance systems, legal frameworks, hard vs soft law. Board charter, policies and codes.

3. Disclosure and reporting

Financial and non-financial disclosures, related party transactions, drivers for greater transparency, investor relations and shareholder communications.

4. Shareholders and stakeholders

Shareholder minorities and rights, interests and communication path, key stakeholders, stakeholder mapping.

TOPICS OF THE EDUCATION PROGRAM

5. Board's roles and responsibilities

Key roles and responsibilities, managing vs directing, Chair and CEO relationships, legal duties and liabilities, director's & officer's liability insurance.

6. Effective Board: composition and structure

Board size criteria, balanced Board, independent Board members, leadership attributes, Board member selection, succession planning, Board committees, remuneration.

7. Board practices

How to conduct meetings, Board meeting challenges, roles and responsibilities, corporate governance disputes and mechanisms of dispute resolution.

TOPICS OF THE EDUCATION PROGRAM

8. Board procedures

Meeting agenda, materials and annual calendar, meeting minutes and follow up, role of corporate secretary, dysfunctional Board and proposed solutions, Board role in HR, selection, motivation and removal of the CEO, Board evaluation.

9. Governance of strategy

Strategy development and monitoring of its implementation, tools and options, reasons why strategies fail.

10. Evaluating strategy and management performance

Approaches and tools for strategy evaluation, measuring organizational and management performance (KPIs, remuneration policy and committee).

11. Governance of risk

Board's role in risk governance, benefits and process, risk policy, setting the risk appetite, risk identification, assessment, mapping, response, monitoring and reporting, disaster recovery and business continuity planning.

TOPICS OF THE EDUCATION PROGRAM

12. Corporate social responsibility (CSR)

Board's role in CSR leadership, environmental, social and governance aspects, corporate responsibility framework and tools.

13. Financial oversight

Board's role in financial stewardship and oversight, users of financial information, accounting environment, financial statement components and ratio analysis, constraints, consequences of inadequate information.

14. Corporate finance

Board's role in corporate finance and M&As, major transactions, sources for financing, advantages and disadvantages of public listing, company valuation, dividend policy.

15. Control environment

Board's roles in control environment, internal control, internal audit, compliance, Audit committee roles, relationships with external audit, whistleblowing.

EXAMINATION

- ◆ Examination takes place at the end of the last education session. It is done in writing and there is a minimum threshold for passing the exam successfully.
- ◆ Participants that are not in attendance for two or more days of the program are not allowed to take the examination.
- ◆ Those who pass the exam successfully are entitled to a certificate.





KEY LECTURERS

RAOUL HASSELGREN

Raoul Hasselgren has been a Chairman and Board member at 70 national and international companies, both private and public, working in real estate, production and trade business in Sweden, Germany and Finland. His past appointments include Fazer and SPAR group companies. During his extensive management career, Mr Hasselgren has worked as a CEO for companies such as Johnson & Johnson and Nordiska kompaniet. He is the author of publications about Corporate Governance, Board Practices, Public Relations, Marketing, Competition Law. Since 2005, Mr Hasselgren has educated more than 4 000 Board members and Chairpersons in Sweden, Finland and three Baltic countries.



KEY LECTURERS

FLEMMING LINDELØV

Flemming Lindeløv has been a senior executive of a number of Denmark's largest companies, including Carlsberg, Tulip Meat Packers and Royal Scandinavia. He gained substantial management experience over a period of 35 years from these positions and has been in charge of a number of successful acquisitions, mergers and rationalization measures. For more than 10 years, he was the Chairman of the Board of a global pharmaceutical company Lundbeck and for 7 years he chaired the Board of Deltaq, a private equity fund. He remains active on several Boards, including Prime Office A/S (Nasdaq Copenhagen) and Illums Bolighus (Nordic Design).



KEY LECTURERS

LASSE BOLANDER

Lasse Bolander is a Board professional, who currently chairs the Boards of several Danish companies, such as COOP, the largest grocery retailer in Denmark. He has accumulated a wealth of experience by working in industries that include fast moving consumer goods, retail and media.

WHEN AND WHERE



First session

VILNIUS

May 14-15

Novotel Hotel
Vilnius



Second session

TALLINN

May 21-22

Radisson Blu Hotel
Olümpia



Third session

RIGA

May 28-29

AC Hotel by Marriott
Riga

PRICE AND PAYMENT CONDITIONS

- ◆ Education fee: 2910 € (plus VAT, if applicable), payable at registration.
- ◆ Travel to the venues and accommodation expenses are not included.
- ◆ The participation fee that is paid cannot be returned. However, time of education can be fully transferred to another session if the participant becomes unable to attend and notifies BICG about their absence no later than 10 days before the program starts.

GRADUATES

Graduates of the program come from different industries and types of companies, including energy, logistics, retail, manufacturing, real estate, banking and finance, IT and telecommunications as well as state institutions and state owned companies. Some of these companies and institutions are:

Bank of Lithuania
Blue Bridge
Carlsberg
Circle K (Statoil)
Citadele group
Deloitte
EBRD
ERGO group
Ernst & Young
Estonian Ministry of Finance
Estonian Parliament
Eurovaistinė
Fermentas (Thermo Fischer Scientific Baltic)

Girteka Logistics
GSK
KG Group
Klaipėdos nafta
KPMG
Latvenergo
Latvian Ministry of Finance
Latvijas Finieris
LHV group
Lietuvos energija
Lithuanian Ministry of Energy
Microsoft
Narvesen Baltija

Nasdaq
Office of the Prime Minister of Latvia
Olainfarm
Philip Morris Baltic
Premia Foods
PwC
RB Rail
Samsung
SEB
Swedbank
Švyturys-Utenos alus
Tallinna Vesi
Telia Lietuva
UPB

ABOUT THE BICG

- ◆ **BICG** is a non-profit and non-governmental organization promoting best corporate governance practices in the Baltics, through policy advocacy, research and guidelines, education programs and other events.
- ◆ **BICG** is leading the way in Baltic business community by helping to create better governed public and private companies.
- ◆ **BICG** as an association is governed by its members. Relationship between the members, Board, management and other stakeholders is regulated in the bylaws of the association.

WE BELIEVE IN...

MISSION



BICG delivers value to its stakeholders by promoting global competitiveness of Baltic companies through adoption of leading corporate governance practices

VISION



BICG and its community are locally and internationally recognized as drivers of the best corporate governance practices

VALUES



Integrity,
Excellence,
Transparency,
Leadership

CONTACTS



BALTICS

Rytis Ambrazevičius

President

+370 698 17011

rytis@bicg.eu

www.bicg.eu



LATVIA

Andris Grafs

Vice President Latvia

+371 297 84407

andris@bicg.eu

www.bicg.eu