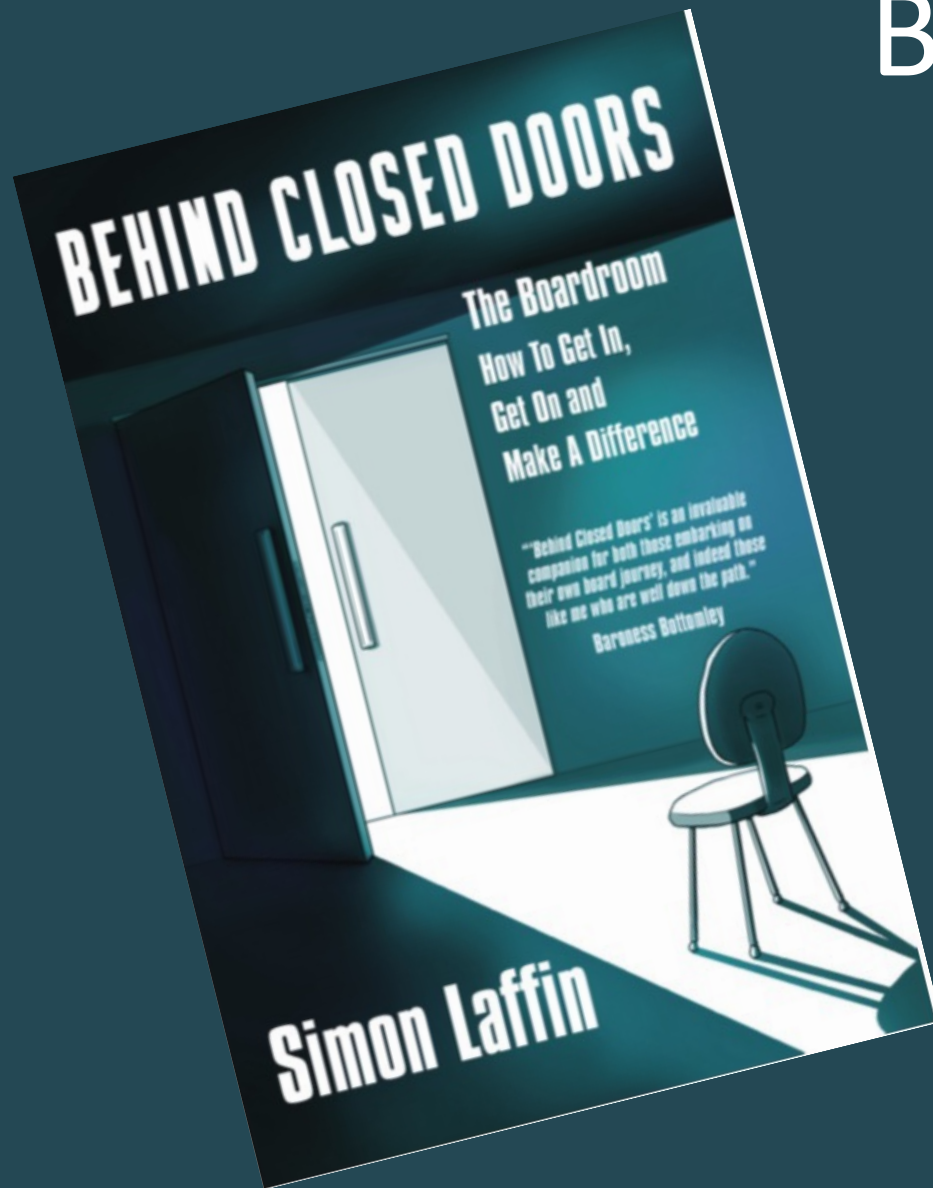


Behind Closed Doors

The Boardroom: How to Get In,
Get On and Make a Difference

Interactive Course Prospectus



*"30 years of real life board
experience in 6 months"*

A unique course that will blow open the doors of the boardroom

- This course is unique: It's about difficult decisions and real dilemmas for both executive and non-executive directors. It is not about corporate governance nor directors' responsibilities
- Led by Simon Laffin, a board veteran of over 30 years, with real life knowledge of all the situations covered
- Aimed at serving new executive and non-executive directors, aspiring directors and those who want to understand more about how boards work
- Independent and not part of any corporate machine, so tells how things really are
- Builds on the book with more content, and enables participants to have exchanges of views, experiences and information with both peers and Simon Laffin

Simon Laffin has devised and presents the course himself

Over 30 years on boards, including;

- Chairing three boards (two listed and one private equity)
- Non-executive director on five UK and one Japanese listed companies
- Extensive private equity experience
- Property & Finance Director of FTSE-100 grocery chain, Safeway
- Mentor and author of 'Behind Closed Doors'

His board experience includes; acquiring companies, failed bids, private equity bids, both successful and failed acquisition integrations, being acquired, shareholder revolts, equity raises, being nationalised, turnarounds, regulatory inquiries, boardroom fights, performance issues, liquidity crises, inappropriate boardroom behaviour, discrimination, resignations, recruitments and dismissals.

What Participants Will Gain From the Course

By the end of the course participants will;

1. Be able to walk into any interview for a board job, or any boardroom, and feel confident that they understand major issues facing boards, have debated key dilemmas and can draw on many years of experience (even if they themselves have only limited personal experience)
2. Be able to participate actively on a board, yet be sensitive to issues, risks and opportunities
3. Be clear on the different roles of executives and non-executives, the board and each committee
4. Understand board dynamics and be aware of potential conflicts or difficult decisions.

Course modules

1. Getting into the boardroom;

Choosing a board and company to join; how to be successful in a board interview; what nomination committees look for in a candidate; what to research; what not to do; what to do when you join a board; how execs and non-execos work together; and what your role might be on a new board.

2. The secret of taking risks;

Why risk matters and creates value; why it shouldn't be left to the risk committee; managing risks; non-financial risks; using financial risk to evaluate decisions; understanding and calculating risk measures (including WACC); and reviewing business cases for risk.

3. Finance can be fun;

Why finance is too important to be left to accountants; using finance to understand the business; financial numbers that matter the most; cash versus profit; the importance of the balance sheet; why trends are so interesting and important; and why the phasing of profit is more than just numbers.

4. The audit committee counts;

Why the Audit committee is so important (and you might want to be on it); how to stop the accountants confusing you; accounting gotchas to watch; what are accounting estimates and judgements; understanding materiality; internal controls and new requirements for board assurance.

Course modules

5. The remuneration committee is rewarding

What is the market rate for a job, and should you pay it?; are executives paid too much?; what metrics matter; should you listen to remuneration advisers?; short-term vs long-term bonuses; should you pay for ESG?; and how not to be embarrassed.

6. The nomination committee is about people

The growing responsibilities of the NomCo; succession planning & developing talent; promoting diversity; using head-hunters; recruiting new directors; and how board evaluations can turn nasty.

7. Shareholders – vital or just annoying?

Are public and private shareholders different?; institutional vs oligarch shareholders; what shareholders really want; dividends vs share buy-backs; pre-emption; and raising equity.

8. Corporate buying & selling – be prepared!

Are corporate acquisitions good?; what to watch on acquisition proposals?; selling yourself to the highest bidder; defending a bid; and when to listen to advisers.

9. Reflections & course summary

How do we improve board performance?; how do we improve ourselves?; ready for a board role? (If not, why not?); and where do we go from here?

Format for each module

Week 1

Read specially written course notes, questions and practical scenarios, plus relevant chapters of the course book

Week 2

Peer-to-Peer discussion about issues raised, their own experience and the various scenarios

Week 3

Discussion with, and input from, both participants and Simon Laffin

- Discussions will be an hour each
- Each course will comprise around 12 participants
- With 9 modules, the total course will be spread over 6 months

Launching the New Course

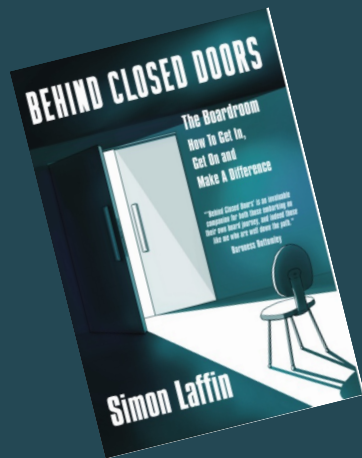
- The course will cost £550 per participant
- This represents exceptional value for a six month taught, interactive course that covers all major aspects of the boardroom
- The course will be delivered over the web

Special Offer:

- The new programme will however begin with a launch course at a special price of only £300 per participant.
- The launch course will give priority to individuals from groups that are currently underrepresented on boards.

Interested in joining the course?

- Contact Simon Laffin by email (simon@laffins.net) or via LinkedIn to discuss the course, or to get more details, express an interest or register yourself for the course.
- Tell him if you want to join the launch course or one of the subsequent courses and give your current job title and company.



- Simon will then contact you to discuss further and provide more details