

Deloitte Africa's Governance Academy

Good Governance Academy Showcase

Introducing Deloitte Africa's Governance Academy



Deloitte Africa Governance Academy

Creating the ethical and effective leaders that our society needs

Leveraging the power of **Deloitte Market Insights** to provide upcoming non-executive directors with evolving **Governance practices and industry insights**. Providing an environment for upcoming directors to **gain wisdom** on the ever-evolving role of a director.

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The objective of the Deloitte Africa Governance Academy

Building on the existing engagement with Directors and Boards through the NED program and market facing services to Boards, the Governance academy will provide the Deloitte Africa firm with a sustainable mechanism to engage UpComing Directors on evolving Governance topics, whilst building long-term productive relationships with To-Be Directors through the sharing of market insights.

Deloitte is uniquely positioned to share end to end insights on Governance, Industry trends and evolving business topics, helping to develop the Directors of the Future.

1

Focus on the board

- Elements of corporate governance and the role of the board
- Leveraging business chemistry to enhance board dynamics
- Responsibility, liability and accountability of a director
- Ethics and responsible leadership
- The art and science of board composition and refresh
- The role of the board as a strategic differentiator
- Integrated reporting
- Shareholder engagement – opportunities to strengthen relationships
- Tone at the top and more – board and committee oversight of ethics and compliance

2

Technical topics

- Sustainability and the evolving role of the Board Keeping Vigilant on Cyber Crime
- Corporate Culture Risk and the Board
- Exponential change: Guiding transformation by challenging basic assumptions
- The Board as a key player in risk oversight
- Crisis Management: Is your Board ready?
- Creating a competitive advantage in the digital age
- Future of Work – Rethinking work at a fundamental level
- Navigating the future of mobility
- Defining a north star – Corporate social purpose
- The nuts and bolts of executive pay practices

Delivery methods

- Classroom sessions
- E-Learning
- Mentoring panel discussions
- Mini-director lab experience
- Board labs
- Colloquium



Value proposition

- **Upcoming directors**
The Governance Academy is aimed at providing upcoming directors with an opportunity to upskill themselves on the key elements that are relevant to the role of the Board and the Duties of a Director.
- **One-on-One sessions**
In the future, UpComing Directors will have the opportunity to request one-on-one labs based on topics of their choosing both from a governance and technical perspective.
- **Academy sessions every second month**
The Governance Academy will run sessions every 2 months with Upcoming directors on topics identified by such directors. A survey will be circulated to confirmed participants where input on technical topics to be covered will be requested. Governance topics will be retained as standing agenda items.
- **Mentoring and strategic partnerships**
Participants of the Governance Academy will be assigned a mentor who will partner with the Participant on their journey to becoming a Non-Executive Director. Academy sessions will be concluded by mentoring sessions where Participants can reflect on technical topics and discuss the relevance of such topics to them and their future Directorships.

Key differentiators



Business Chemistry

Each Participant will undergo Deloitte's Business Chemistry Assessment in order to determine their individual Business Chemistry. Understanding your Business Chemistry as well as other Business chemistries allows you to gain insights about individuals and teams based on observable business traits and preferences.



Deloitte Global Boardroom Program

Each Participant will automatically be granted access to the Deloitte Global Boardroom Program – a global program that brings together Global leaders to deliberate and debate on matters that are of interest to Boardrooms across the world.



Chair of the Future Forum

Access to the Deloitte Chair of the Future Forum which includes insights from Deloitte's research into the chair of the future in Australia, Belgium, Canada, China, East Africa (Kenya and Uganda), Germany, India, Ireland, Italy, Japan, New Zealand, the Netherlands, South Africa, the United Kingdom, and the United States.



Curriculum Vitae

Participants will be assisted in the development of a world-class CV that positions you for future Board positions, leveraging current experience as well as skills gained as part of the Governance Academy.

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Deloitte's Board Effectiveness Framework

BOARD LEARNING AND EVALUATION – the board as a whole, and individual Board members continually review and reflect on their performance, both formally and informally, and can evidence improvements as a result.

CHAIR LEADERSHIP – The Chair is an effective leader of the board and is supported by effective governance leadership from committee chairs and leadership from the CEO.

BOARD TONE AND DYNAMICS – Board members operate effectively as a team, striking the right balance between trust and challenge.

BOARD REPORTING – the information received by Board members is comprehensive, accurate, easy to understand, timely and relevant.



BOARD COMPOSITION AND TALENT – the Board has the right balance of skills, knowledge and experience to govern effectively given the organization's purpose, strategy and operating environment. Board member tenure and succession planning is kept under review. Each Board member has a positive impact on the performance of the board.

STAKEHOLDER ENGAGEMENT – the Board communicates and engages effectively and transparently with its 'owners' and internal and external stakeholders on a regular basis.

GOVERNANCE STRUCTURE – the Board has effective and efficient structures and processes, and clear documentation to support discussion and decision making.

BOARD AGENDA AND FORWARD PLAN – the Board's agenda and forward plan ensures that Board members are focusing on the right areas at the right time.

The characteristics of a high performing Board

Successful Chairs and Boards are *mindful* of, and are consistently *managing*, *multiple Board-level polarities*. A polarity (also known as a paradox, dilemma or conundrum) is an interdependent *pair of opposites* where *each side has benefits and drawbacks* but *both are needed over time to achieve a common purpose and to be successful*.



How impactful is the Board?

LEVELS OF BOARD IMPACT

Level 2: The Board enables great things to happen and is effective in its stewardship role.

- There is evidence of things changing for the better as a result of Board-level dialogue
- The Board shapes its own agenda
- The Board is sufficiently focused on matters of strategy, culture, purpose and talent
- The views of individual Board directors are sought outside formal meetings

Level 1: The Board stops bad things from happening and is effective in its oversight role.

- Management are robustly challenged on the content of their papers and presentations so consequently prepare well for Board-level meetings
- Management shape the Board's agenda
- The Board is predominantly focused on matters of compliance, regulation and risk
- Board directors are unified and management are supported

Level 0: The Board simply ratifies what management put before it.

- Management can easily get things past the board.

The Beach Boys were reputed to have had a particularly antagonistic working relationship with their father and manager, Murray Wilson. Clearly frustrated with his incessant meddling and fractious relationship with his sons, their long-time studio engineer created a mixer panel for Wilson to fiddle with during the band's recording sessions. What Wilson did not know, was that the panel was completely disconnected from any of their production equipment. Ignorant to this, his dad mixer had no impact on the music they made, but gave him a sense of control over the band.

<http://www.independent.co.uk/arts-entertainment/music/features/rhodri-marsdensinteresting-objects-the-fake-beach-boys-mixer-10085425.html>

Individual or Board Insight/awareness

KNOWING WHAT IS NOT KNOWN	KNOWING WHAT IS KNOWN
NOT KNOWING WHAT IS NOT KNOWN	NOT KNOWING WHAT IS KNOWN

Extent of knowledge from various other sources, e.g. Board, organisation, system, etc

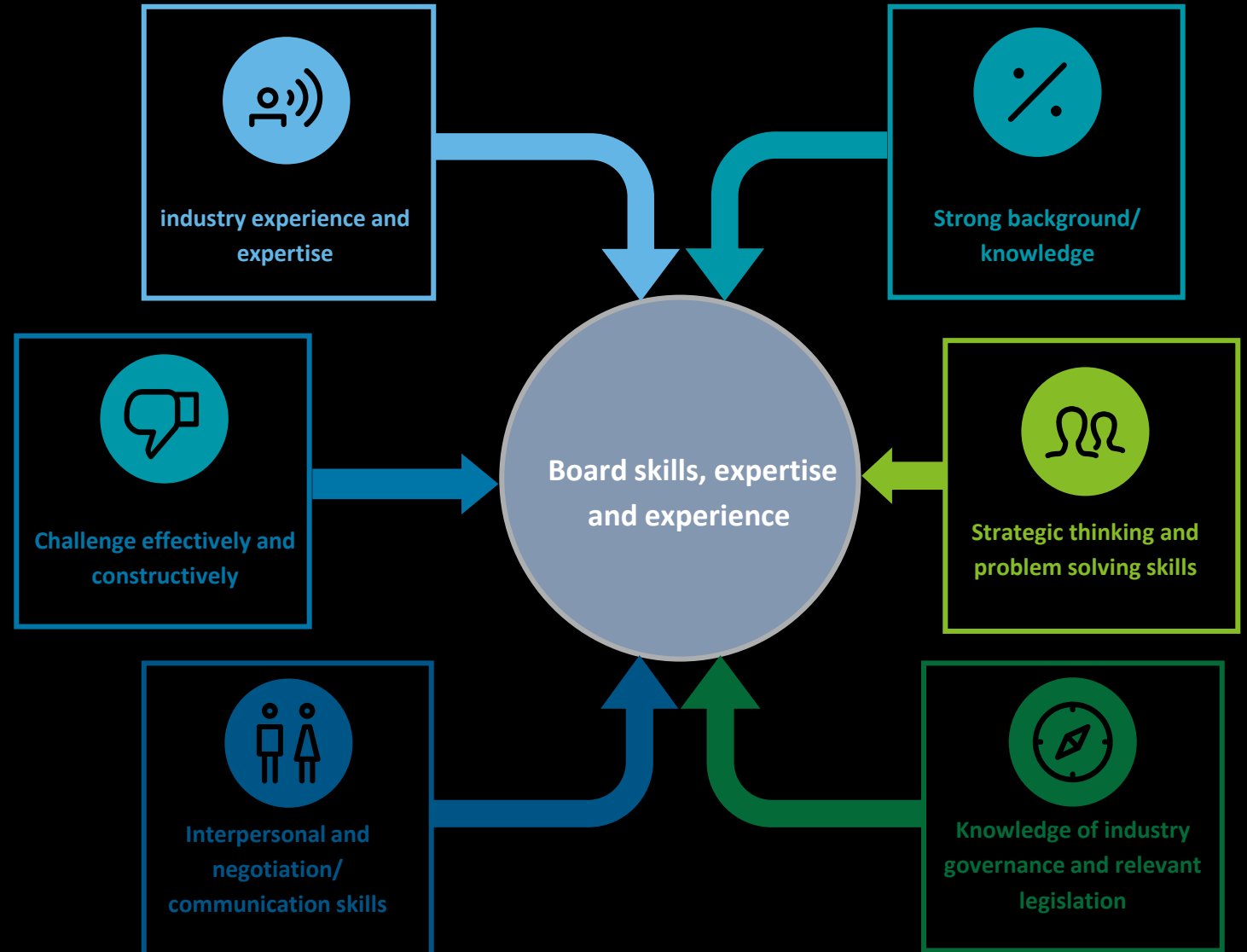
Contributing effectively as a Board member

All directors have a responsibility to contribute, including executive directors, in their role as corporate directors.

All directors reflect upon whether their contribution will add value to the board BEFORE making it

There is a bias towards asking questions over making statements and expressing opinions. "When I was at..." statements do not go down well!

It is often a director's secondary and subsequent contributions that adds value so there needs to be sufficient space on the board's agenda to allow time for this



Breakdown of Deloitte Africa's Governance Academy Sessions

Deloitte Africa's Governance Academy is comprised of five key modules:

	Session Name	Description
Session 1	Legal considerations for joining a Board	<ul style="list-style-type: none"> • Discussion on the fiduciary and general responsibilities of the board. • Governance landscape, trends and hot topics; fiduciary and general responsibilities of the board; high level board dynamics, core board committees; effectiveness and performance discussion
Session 2	A focus on Ethics	<ul style="list-style-type: none"> • Ethical Leadership and the role of Ethics in Board deliberations and oversight. • Sustainability and the evolving role of the Board
Session 3	Leadership dynamics and the role of the Board in strategic oversight	<ul style="list-style-type: none"> • The characteristics of a High performing Board • Engaging effectively as a Board member • The role of the Board as a strategic differentiator • The oversight of risk, ICT, remuneration • Integrated Reporting • Shareholder engagement: Opportunities to strengthen relationships
Session 4	Finding the right fit: Insights into board recruitment	<ul style="list-style-type: none"> • Valuable Director and Recruiter insights and strategies that will be shared by our Partners who are tasked with recruitment of Board members. • The development of a fit-for purpose CV will also be facilitated as part of this session.
Session 5	Sustainability and the role of the Board	<ul style="list-style-type: none"> • Key concepts and sustainability trends • Reporting • The key facets of the governance of ESG • The Board's role in: <ul style="list-style-type: none"> <input type="checkbox"/> Ensuring a sustainable future <input type="checkbox"/> Realising value from a Just Transition <input type="checkbox"/> Climate Action <input type="checkbox"/> Valuing Nature

Session 1

Legal Considerations for Joining a Board

Candidates for directorship on Company Boards have much to consider. Potential exposure to legal liability, public criticism, and reputational harm, a complex tangle of applicable regulations and requirements, and a very significant time commitment are facts of life for Company Directors in the modern era. The extent to which individuals can effectively manage the risks of directorship often depends on company-specific factors and can be increased through diligence and thoughtful preparation on the part of the Director.

In this session, participants will be taken through the legal considerations for joining a Board. This will include unpacking the Role of a Non-Executive Director to the fiduciary duties of a Director. The key facets of the King IV Code on Corporate Governance will also be unpacked in this session.

In addition, participants will be taken through:

- Board Dynamics
- A deep-dive into the core Board committees – as well as considerations for the mandate and composition of such committees
- The manner in which Boards must assess their effectiveness and performance from time to time

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Session 2

A Focus on Ethics

King IV does well to emphasise that the Governing Body (or Board) of any organisation should not only lead effectively but also ethically. The importance of ethical decision-making and oversight cannot be overstated.

In this session, participants will unpack “ethical” Leadership and the role of Ethics in Board deliberations and oversight.

Integrally linked to a discussion pertaining to Ethics is a topic that is currently gaining more traction in the Board room – Sustainability. This is becoming increasingly integral to core business in all industries – in organisations big and small. Businesses are expected drive sustainability and measure their efforts through ESG – and the Board is required to oversee such management activities. Participants will be taken through the evolving role of the Board as it relates to ESG, and key questions and considerations that must be top-of-mind for a Board member in the context of today.

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Session 3

The role of the Board as a strategic advisor

Leadership dynamics and the role of the Board in strategic oversight
One of the key considerations in transitioning from an Executive role to that of a Board is the transition to an “oversight” role.

This session unpacks exactly what this means and how you can adapt to this role.

In this session participants will be taken through

- The characteristics of a High Performing Board
- Engaging effectively as a Board member
- The role of the Board as a strategic differentiator
- The oversight of risk, ICT, remuneration
- Integrated thinking and reporting
- Shareholder engagement: Opportunities to strengthen relationships

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Session 4

Insights into Board recruitment

The burden is generally on future Board members to find ways to register on the radar of those scouting for members. In the service of doing just that, it is crucial that aspiring Board members pay close attention to a tool that, if kept sharp, can help them cut a path to securing a seat at the boardroom table: the Board Ready CV.

We will explore steps Board candidates can take to create an effective Board Ready CV, from prioritising pertinent information, to framing a persuasive story, to defining the unique value proposition that each prospective Board member possesses.

In this session, we will provide valuable Director and Recruiter insights and strategies that will be shared by our partners who are tasked with recruitment of Board members.

We will also provide guidance and insights into the development of a fit for purpose Board Ready CV.

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Session 5

Sustainability and the role of the Board

Multiple pressure points as well as the shift from voluntary to authoritative ESG and climate disclosure are driving companies and their Boards to think differently about their role, responsibilities and governance.

This session unpacks the ever evolving role of the Board in the ensuring a sustainable organisation.

In this session participants will be taken through:

- Key concepts and sustainability trends
- Reporting
- The key facets of the governance of ESG
- The Board's role in:
 - Ensuring a sustainable future
 - Realising value from a Just Transition
 - Climate Action
 - Valuing Nature

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