

CG BOARD ASIA PACIFIC



TRAINING CATALOGUE

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STRATEGIC RISK MANAGEMENT: ERM COSO

The 21st century boards are increasingly being held accountable for managing risk to ensure sustainability of the organization's brand and value. And when risk is considered in the formulation of an organization's strategy and business objectives, enterprise risk management helps to optimize outcomes.

OVERVIEW:

The Enterprise Risk Management COSO Integrating with Strategy & Performance touches on governance, strategy-setting, business-planning, execution, monitoring, and adapting processes of an organization for decision-making. It builds on the existing level of risk management and adds perspective to the strengths, weaknesses, and opportunities of a strategy as conditions change, and how well a strategy fits with the organization's mission, vision and values. The entire thrust provides reasonable assurance that organizational objectives will be met, and risks reduced to an acceptable level which leads to sound business, effective governance, and long-term sustainability. With this transformation of strategic risk management, internal auditors are increasingly expected to provide expanded oversight of enterprise risk management. A holistic approach towards governance and assurance is required to provide the board and board committees with how to proactively address and manage risk.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

OBJECTIVES:

- Explain the latest thinking on risk management and comparative differences from conventional approaches
- Explain the impact of 'radical uncertainty' on conventional risk management
- Understand and appreciate the ERM COSO architectural framework
- Learn how to set risk appetite in an organization and the board's role in setting the baseline and tone
- Recognize limitations of current approaches to operational, financial, behavioral, and strategic risk, and the impact of 'radical uncertainty'
- Demonstrate understanding through case studies

PROGRAMME OUTLINE:

1. Risk Management and the Evolution of Risk Management Thinking
2. Enterprise Risk Management – A Focused Framework in Strategic Setting
3. The Role of Risk in Strategy Selection: From Instrument to Strategy
4. Looking into the Future – Risk Governance Eco-System



STRATEGIC RISK MANAGEMENT: SUSTAINABLE GOVERNANCE

Preventing black holes and black swans through Strategic Risk Management; knowledge updated with the latest on strategic management and risk governance with relevant case studies.

Risks are constantly evolving as the company strives to achieve its objectives, creating a high demand for robust risk information. Regular updating by management (at all levels of the organization) of key risk indicators is critical in enhancing board oversight of key risk exposures for preservation and enhancement of stakeholder value.

OBJECTIVES:

- Understand the nexus between strategic setting and strategic risk management
- Gain a better understanding of the risk assurance matrix and the risk management maturity model
- Inculcate and embed risk management culture from board to line managers
- Reinforce the roles and responsibilities of board oversight on strategy and risk management
- Address current team-related challenges on business risks through engagement and sharing of ideas and experiences
- Have a very engaging and practical time together towards nurturing a culture of strategic risk governance leadership

PROGRAMME OUTLINE:

- Risk management regulatory framework (Principle B MCCG 2017 and latest 2017 COSO ERM)
- Black holes, black swans: Do they exist?
- Nexus between strategy and risk management
- Strategy, business plan, objectives and risk assessment
- Strategy and implementation – tracking, monitoring and oversight
- Reputational risk & brand risk impact
- Risk integrated assurance
- Risk management best practices

WHO SHOULD ATTEND:

Board members and senior management of listed companies in discharging governance, risk and control oversight, and stewardship management roles – each participant will be given a course hand booklet

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



MERGERS & ACQUISITIONS

Merging, acquiring, or being acquired are some of the most important means by which companies and entrepreneurs respond to changing economic and financial conditions.

Many organizations continue to increase their earnings through better managing their costs and balance sheets, but as global competition continues to intensify, investors and boards are demanding more top-line growth as a way to further increase shareholder value. Many are pursuing this growth in revenues and earnings through mergers or acquisitions, which are some of the more challenging endeavors any company can or will undertake. These transactions are like assembling a complex puzzle with thousands of unique pieces.

OBJECTIVES:

- Gain a better understanding of the risk management framework for merger & acquisition activities
- Understand how to manage the complexities of the merger processes
- Address current merger & acquisition challenges
- Understand roles and responsibilities, and those of other parties, to ensure the success of mergers & acquisitions in current and future organizations

PROGRAMME OUTLINE:

- The M&A process – What, why, when, who, how, and so what?
- Video presentation on M&A success and failures, followed by advice
- Synergies in M&A
- Increased oversight in M&A framework
- Risk management in M&A
- Key stages of the M&A process – Evaluating mergers & acquisitions
- The role of internal auditors in M&A
- Summary and closing

WHO SHOULD ATTEND:

Board members & senior management of listed companies in discharging governance, risk and control oversight, and stewardship management roles – each participant will be given a course hand booklet.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



BOARD DNA

The human touch.

OVERVIEW:

A brand's impact and success in achieving outstanding governance, guidance and oversight is in the richness of participative conversation, dialogue and contributions by each board member. However, the differing interpersonal interactions, characteristics and behavioral styles can significantly impact the Board's effectiveness.

This workshop aims to get behind the interaction dynamics that are creating the challenges for your current board. Through active engagement and facilitation, the unique characteristics and behavior traits of each board member will be discussed in a more open manner compared to the conventional way of self or peer assessment.

MANAGING BOARD RELATIONSHIP:

- Alignment and balance
- Boundaries and connections
- Clarity
- Discernment
- Perspective
- Effective communication
- Feedback

HOW DO WE OVERCOME THE FOLLOWING IN YOUR BOARDROOM?

- Ineffective conversations with Board colleagues concerning critical ideas, issues or challenges to the organization's success
- Discussion points taking longer than expected to reach a decision or resolution
- Untimely completion of Board meetings
- New Board members who have the right experience & skills but have negative impacts on current Board dynamics
- Board and CEO are having a difficult time interacting with each other during critical or difficult conversations
- Potential of Board members, especially the independent directors, reaching the point of "circuit breaking"
- Buddies and the bullies club

WHO SHOULD ATTEND:

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COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



EFFECTIVE BOARD

Securing your organization's sustainability by cultivating sound board leadership and oversight.

OVERVIEW:

The global financial crisis revealed that the governance, risk management, and compliance lessons of these corporate collapses were not learned by all organizations.

Corporate boards today are expected to be more engaged, more knowledgeable, and more effective than in the past. The tool which a growing number of boards are using to examine and improve their effectiveness is the board evaluation performance – a multi-pronged approach using board assessment techniques and 360-insight review to achieve real value and to establish opportunities to take a board from 'good' to 'great'.

However, the challenge the board faces today still remains and has since been amplified – they are expected to focus on the commercial needs of the business, while acting responsibly towards its employees, business partners, and the society as a whole. In essence, BAG – business, accounting, and governance – have to be balanced.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

OBJECTIVES:

- Understand common complaints among directors and how addressing them delivers improvement on overall board effectiveness
- Understand how lack of challenges within the board may lead to ghastly resolutions
- Recognize how strategy setting, execution, and delivery surface through efficient board oversight and commitment
- Understand how governance and sustainability work hand-in-hand
- Gain insight into truth and trust mandate from board to shareholders

PROGRAMME OUTLINE:

- Board DNA – is there one?
- Upgrading board performance: 5 steps towards boardroom excellence
 - Assessing board effectiveness
 - Crafting the 'road-map' to enhance board performance through better governance, regulatory compliance, and results to shareholders – key parameters of board building
- What boards are wrestling with every day: how to get better, how to move faster, how to stay relevant, and how to manage these risks
- Company leadership and values: foundation for growth and sustainability
- Managing and engaging with shareholders and stakeholders: key challenges



WHISTLE-BLOWING & FRAUD MANAGEMENT

Whistleblowers put their careers, reputations, and at times even their lives at risk in order to expose unethical actions, unfair treatments and abuse of authority – the kind of actions which could lead to fraud, massive financial losses, and tarnishing of the organisation's reputation that took years to build.

OVERVIEW:

Fraud is a serious issue pertaining to all organisations, irrespective of size, industry, or geographical location. Whistleblowing and fraud risk assessment are strongly correlated, as a high percentage of fraud red-flags come from whistleblowers' alerts. Therefore, it is imperative that management is aware of the fraud risk levels that their organisations are facing.

OBJECTIVES:

- Understand the criticality in protecting whistle-blowers
- Recognise and discuss the opportunities and conflicts that can arise when working to protect whistleblowers in the information age
- The positioning of internal audit in relation to whistleblowing
- Equip organisations with a whistleblower policy in order to mitigate fraud risks
- Equip professionals with the necessary practical knowledge required to identify fraud risk, thus allowing them to implement and manage fraud risk assessment within the organization

PROGRAMME OUTLINE:

Whistle-blowing: To blow or not to blow?

- The roles of all parties involved
- How to keep the audit committee appropriately informed
- Key elements of effective whistle-blowing arrangements
- Implications on oversight managers when whistle-blowing issues emerge circuit-breakers – The Four Cornerstones of Corporate Governance
- The legal framework to protect whistle-blowers

Fraud Management:

- Fraud Risk Assessment
- Fraud Detection
- Fraud Investigation
- Fraud Prevention

WHO SHOULD ATTEND:

Board members and senior management of listed companies in discharging governance, risk and control oversight, and stewardship management roles – each participant will be given a course hand booklet

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



MALAYSIAN CODE OF CORPORATE GOVERNANCE (MCCG 2017)

Previously, listed companies that ignored the code were required to “comply or explain”. Now, they are required to “apply or explain an alternative”. In short, companies now have to meet the intended outcome instead of just saying why they can’t comply. Is your organization ready to embrace this CG transformation?

OBJECTIVES:

- Understand the new code and its contents in order to prepare for transition
- Apply the CG principles in a real-life corporate environment in order to raise the bar for disclosure and reporting
- Benchmark your CG practices with your peers and industries
- Keep abreast with the CG gold standards locally and globally

DELIVERY METHODOLOGY:

This workshop consists of a combination of active learning and engagement, dialogues, two-way feed, and audio visual support. Case studies and recent corporate scandals (Wells Fargo, Toshiba, Olympus, Volkswagen, and some examples of local PLC governance failures) will be shared, explained and related back to CG codes and principles. A break-out session to work on a CG case is an option if it is a full day workshop.

PROGRAMME OUTLINE:

- Understand the insights and key aspects of the MCCG
- Identify key features and principles of the new approach (CARE – Comprehend, Apply & Report)
- Learn how to apply these features and principles that support the board, oversight committees, management, and gatekeepers
- Distinguish between different codes of governance especially on aspirational or exemplary codes (step up for FTSE Bursa Malaysia top 100 index or PLC with market cap of RM2b and above)
- Know how to select form and substance of governance that will add value to your company annual report disclosure framework
- Measure and develop CG scorecards and reporting to instill sustainable governance

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



CORPORATE GOVERNANCE REVIEW

Are internal audit and audit committees / governance stakeholders in sync? The mission of internal audit is to enhance and protect organizational value by providing objective, risk-based assurance, advice and insight.

OVERVIEW:

More often than not, there is a disconnection between audit committee members, governance stakeholders, and internal audit with regards to managing organizational risk and assurance framework. As a result, the assurance matrix of the organization is not integrated, resulting in fragmented data being provided to the audit committee and oversight board. Various strategies, tactics, and positioning are required to help the internal audit function efficiently and effectively in order to fulfil the organization's Governance, Risk and Control (GRC) objectives.

Internal Audit is an ART (A - Acceptance by stakeholders, R - Readiness to change, and T - Trust among key stakeholders). As such, it is vital for the internal audit function to develop a value/worth proposition which can be better understood by their stakeholders.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

OBJECTIVES:

- Understand how the internal audit function can provide more value to their audit committee and governance stakeholders
- Learn how to optimize the internal audit process and free limited resources to meet board oversight role of Governance, Risk and Control
- Understand how to align the organization assurance matrix to deliver one common assurance message to the board

PROGRAMME OUTLINE:

- GRC - strengthening board and audit committee oversight roles and responsibilities
- Risk management, black holes and black swans - recognizing and responding to emerging vulnerabilities
- Integrated assurance - lines of defense
- Internal audit leadership role in delivery assurance
- Driving success in a changing world - key imperatives for internal audit
- Internal audit building trust and enhancing competitive advantage



CORPORATE LIABILITY AMENDMENT BILL

Good corporate governance is critical for the continued success of an organization. Culture, tone and walk the walk must start from the top.

CHANGES IN LAW

The Malaysian Anti-Corruption Amendment Bill was passed by the Malaysian Parliament in April 2018 to hold corporations accountable for graft as opposed to previous legislation which only held individuals accountable. This amendment has far-reaching consequences as directors can now be held responsible for the corrupt practices of their employees when done in furtherance of the interests of the organisation.

FRAMEWORK

The landscape has changed for directors in that they have to ensure that a framework is in place to combat the elements of corruption. Proper safeguards have to be emplaced to ensure that such unlawful activities are not practised both in form and substance.

The message of anti-corruption has to be adequately and formally cascaded to all levels of staff so that employees are aware of the zero tolerance stance against corruption and the severe penalties for non-adherence.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

OBJECTIVE:

Elevate Malaysia's standing as a world-class player in combating bribery and corruption. To minimise risks, it is therefore important for organisations to ensure they have "T.R.U.S.T Adequate Procedures" in place.

1. **T**op Level Commitment
2. **R**isk Assessment
3. **U**ndertake Control Measures
4. **S**ystematic Review, Monitoring and Enforcement
5. **T**raining and Communication

DIRECTORS' RESPONSIBILITIES

Directors have to up-skilled and be well informed on the following:

1. Key issues pursuant to this Act and prevailing anti-bribery/corruption laws in other jurisdictions
2. Need for a comprehensive framework
3. To combat elements of corrupt practices
4. Efforts to be undertaken to promote a culture within the organisation based on high levels of ethics and integrity as contained in the Malaysian Code of Corporate Governance 2017 Principle A
5. Legal implications and penalties under the Act for non-compliance and the penalties for these corporate offences.



GENERAL DATA PROTECTION REGULATION (GDPR)

Comprehensive practical overview of the General Data Protection Regulation [(EU) 2016/679] with the differing effects of Brexit on GDPR compliance, depending on whether you are a UK, EU, or a third-country enterprise; why the GDPR cannot be affected by trade deals entered into by the UK, or not; why many national enactments of opt-outs (including the UK's post-Brexit) will fail; and how the risks of data trade war with the USA have played out in Court.

OVERVIEW:

You will study the regulation itself, including GDPR basics and risk management. You'll also study GDPR's relationship to current data protection and privacy legislation in Europe and elsewhere and learn the multi-jurisdictional consequences for the collection, retention, and processing of Personal Data. You'll learn how to interpret and apply the GDPR to practical situations. For example you'll appreciate from a recent case why choosing the correct legal basis for personal data processing is fundamental to avoid a "cascade" of many other breaches; the logical and practical connections of "monitoring" and "profiling", and why this typically is misunderstood by lawyers and businesses alike; why recruiting DPOs like other employment candidates necessarily assumes substantial risk; and the pros and cons of the international transfer regimes.

OBJECTIVES:

- Understand how GDPR concepts fit into the legal context
- Overview of legal systems and their interrelationships
- Embedding GDPR within organisations under common law, civil law, and other legal systems
- Major changes in corporate governance standards and processes
- Subtle effects of 'Big Data'
- How to succeed under the self-reporting model of GDPR

PROGRAMME OUTLINE:

- Foundations of Modern Privacy Law
- GDPR Basics
- Personal Data and Consent
- Key Data Subject Rights
- Monitoring, Profiling, IT, the business, the GDPR, and case law
- Key Controller Obligations
- Exemptions, Member State Opt-outs
- Risk Management & the EU DPO
- International Transfers / Adequacy Regimes - BCRs, SCCs, Privacy Shield
- Non-compliance - the new legal and technological routes to legal enforcement
- GDPR's new legal defences against Foreign Governments
- Effect of Brexit on the GDPR - and vice versa
- Business Impacts: Security, Cloud, outsourcing / Data Processors, IoT, Big Data
- Practical approaches to GDPR compliance
- PIAs, BCRs, Enterprise Privacy Architecture basics
- Project / Privacy Office Organisation and Workflow Management
- Information Architecture, Data Mapping, & Privacy Dataflow Mapping
- Enterprise Privacy Architecture as metadata
- Multi-jurisdictional Legal Architecture
- Automated Privacy Impact Assessment as core Project Initiation subprocess
- The Future: Embedding Transactional EPA Metadata into Operational Systems



DATA PROTECTION OFFICER

A comprehensively practical overview of the Data Protection Officer that enables the acquirement of theoretical and practical knowledge of how to create solutions to the privacy issues that virtually affect businesses.

OVERVIEW:

Through a practical course for non-lawyers, this course is delivered only by qualified data protection lawyers with court litigation experience.

In the course you'll learn what it means in law to be a DPO and the methodology on approaching the office as the law changes. You'll discover analytical techniques required to perform the job, including how to quantitatively measure your own and your enterprise's GDPR compliance, and to quantify GDPR financial risk. You'll practice with class exercises, creation of processing records, analysis of consequences including context-specific implementations, and production of processing-specific Notices and statutory High Risk Testing. Finally you'll see examples of the legal cases that law firms representing your data subjects might draft against your chosen solutions. There are special sections devoted to Brexit scenarios, and handling Merger and Acquisition risks associated with the office of DPO.

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

OBJECTIVES:

- Understand how GDPR concepts fit into the legal context
- Translate GDPR legal concepts to practical requirements
- Identify content/breadth/depth of DPO skills against statutory abilities
- Discover how DPOs personally can and have triggered GDPR breach
- Understand where DPO liability falls
- Identify/avoid/mitigate GDPR breach arising from the DPO
- Assess GDPR compliance of a DPO advertisement, Notices, etc
- Assess current enterprise compliance
- Align enterprise and Group governance strategy to the GDPR
- Appreciate and solve DPO-connected Merger and Acquisition 'deal-killers'

PROGRAMME OUTLINE:

- GDPR Theory Refresher
- DPO Theory
- DPO Compliance Methodology in Practice
- Practicing DPO Compliance Skills



CONNECT OR DISCONNECT

Preparedness is your only defence.

OVERVIEW:

The present era of computers, laptops, Internet, etc. is enslaving humans. We are devoting our time towards these non-living components which is no more than an "idiot box". There was a time when people used to call the television as the "idiot box", but now with the emergence of the Internet into the living world, it could be termed much worse than a pretty idiot box. Folks can hardly survive without technology, even though there are those who still don't know the usage of computers and its relevance in life. Even those unknowingly use technology, as every industry necessarily uses this device. Right from the banks, hospitals, railway stations, etc. which uses the technology for better co-ordination in the work process worldwide, makes this technology reach to each nook and corner of the country. Even an illiterate person who operates his bank account and books a railway ticket is using the technology indirectly.

OBJECTIVES:

- Learn & understand the importance of protecting the Crown Jewels of the Business and its Challenges
- Learn & understand the International framework for Managing Cyber Threats
- Learn how to Develop, Implement and Sustain a SAFE Environment

PROGRAMME OUTLINE:

- Understanding of key concepts in the world of World Wide Web and Dark Web
- Deliberation of framework and strategies in the space of World Wide Web and Dark Web
- Prevention and Detection controls to reduce the occurrence of Cyber Attacks

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.



PREDICAMENT OF PRIVACY & SECURITY

Auditing the Privacy and Security of your Business.

OVERVIEW:

As appointed Gatekeepers of Companies, we have a Fiduciary Duty to ask Management the Questions with regards to the management of risks especially in the areas of Data Privacy and Security. It affects all Companies whether Big or Small. There are several reasons for spending money, time and effort on Data Privacy and Security. The primary one is minimizing Financial Loss, followed by compliance with regulatory requirements, maintaining high levels of productivity and meeting customer expectations. Another important business driver for data protection is the recent spate of Regulations. Government throughout the world have begun imposing new regulations on the electronic communications and stored data. Businesses face dire consequence for noncompliance. Finally, the Loss of Productivity because of data breach.

OBJECTIVES:

- Learn & understand the importance of Privacy and Security and the Challenges faced by today's business
- Learn & understand the International framework for Managing Privacy and Security
- How to Develop, Implement, Sustain and Respond in event of Security Breach or Data Leakage or Theft

PROGRAMME OUTLINE:

- Understanding of key concepts in the world of Privacy and Security
- Deliberation of framework and strategies in the space of Privacy and Security
- Prevention and Detection controls to reduce the occurrence of Security Breach or Data Leakage or Theft

COURSE DURATION:

Limited to one day. Half-day sessions can be accommodated/reconfigured.

