EXECUTIVE BOARD DEVELOPMENT PROGRAMME

# Strategic Board Leadership: Governance, Stewardship and High-Impact Decision-Making

Strengthening Board Judgement, Accountability and Organisational Value

## Introduction

Board members operate in an increasingly complex environment where strategic performance, financial sustainability, stakeholder expectations, risk, integrity and long-term organisational value must be considered together. The responsibility of a director extends well beyond attending meetings or reviewing management papers. Effective board members must exercise independent judgement, challenge management constructively, understand financial and non-financial risks, oversee strategy and performance, and make decisions that can withstand regulatory, shareholder and stakeholder scrutiny.

This executive programme is designed for Board Members and senior officers who serve, support or work closely with boards. It adopts a boardroom perspective rather than an operational management perspective and focuses on how effective directors think, question, evaluate, decide and discharge their governance and stewardship responsibilities.

## Program Objective

1. Strengthen participants' understanding of the governance, fiduciary and stewardship responsibilities of Board Members.
2. Improve board-level judgement in strategy, financial oversight, risk, performance, integrity and major corporate decisions.
3. Develop the ability to distinguish clearly between the responsibilities of the board, shareholders and management.
4. Enhance the quality of boardroom challenge, decision-making and accountability while protecting sustainable organisational and stakeholder value.

## Learning Outcomes

By the end of this programme, participants should be able to:

1. Explain the role, authority and collective responsibilities of a board within a corporate and organisational governance environment.
2. Distinguish between the responsibilities of Board Members, shareholders, management and other key governance parties.
3. Read board papers critically and identify strategic, financial, legal, risk and governance issues requiring board attention.
4. Ask stronger board-level questions and challenge management constructively without crossing into operational management.
5. Apply a structured judgement framework to major board decisions and demonstrate appropriate oversight, integrity and accountability.

## Who Should Attend?

Specially designed for Board Members and senior officers who serve, support or work closely with boards.

## Training Approach

The programme is designed as an executive board-development experience. Delivery will minimise lengthy lectures and emphasise facilitated boardroom discussion, director-level case analysis and practical decision exercises.

- Short expert briefings focused on issues directors need to know.
- Realistic corporate and organisational governance scenarios.
- Board-paper review and red-flag identification exercises.
- Boardroom simulation involving management proposals, challenge and collective decision-making.
- Financial and risk interpretation exercises for both finance and non-finance directors.
- Peer discussion among Board Members and senior officers from different organisations and professional backgrounds.
- Director reflection and personal board-effectiveness action plan.

## Program Outline

DAY 1 | FROM BOARD MEMBER TO EFFECTIVE BOARD DIRECTOR

### Module 1: The Contemporary Board Governance Environment

- The evolving role of boards in a complex business and stakeholder environment
- Organisational purpose, commercial sustainability and long-term value stewardship
- Governance architecture: shareholder, board, board committees and management
- What shareholders and stakeholders expect from an effective director
- Board accountability under shareholder, regulatory, audit and stakeholder scrutiny

### Module 2: Director Duties, Authority and Personal Accountability

- Collective responsibility of the board and individual responsibility of directors
- Fiduciary judgement, duty of care, loyalty and acting in the company's best interest
- Managing potential tension between stakeholder expectations and director responsibilities
- Conflict of interest, disclosure, recusal and related-party considerations
- When a director should question, object, seek further information or ensure concerns are properly recorded

### Module 3: Board versus Management - Governing Without Managing

- Where board oversight ends and management responsibility begins
- Setting strategic direction without becoming operational
- The board-chairman-CEO relationship
- Constructive challenge without creating management paralysis
- Information asymmetry and testing the quality of management information
- Case discussion: When should the board intervene?

### Module 4: Reading Board Papers and Making Better Decisions

- How an experienced director reads a board paper
- Identifying missing information, hidden assumptions and weak recommendations
- Separating facts, management judgement and optimistic projections
- Testing strategic fit, affordability, implementation capacity and downside exposure
- Board-decision framework: Purpose, Evidence, Risk, Alternatives, Accountability and Organisational Value
- Board-paper clinic: review, question and decide

## DAY 2 | STRATEGY, FINANCIAL OVERSIGHT, RISK AND BOARDROOM JUDGEMENT

### Module 5: Strategy and Performance Oversight at Board Level

- Translating organisational purpose and shareholder expectations into a clear corporate strategy
- Balancing strategic objectives, commercial performance and long-term sustainability
- Monitoring strategic outcomes rather than operational activity
- Selecting meaningful board KPIs and avoiding misleading performance signals
- Challenging underperformance and ensuring management accountability
- Scenario: strong financial results but weak delivery of strategic purpose

### Module 6: Financial Literacy for Board Members

- What directors must understand from the income statement, balance sheet and cash flow statement
- Profit versus cash flow and why profitable companies can still face financial stress
- Reading budgets, forecasts, capital expenditure and funding proposals
- Warning signs in liquidity, gearing, receivables, cost escalation and contingent liabilities
- Questions before approving major investments, borrowings and guarantees
- Practical exercise: board-level review of a simplified financial pack

### Module 7: Risk, Integrity and Assurance

- Board responsibility for enterprise risk and internal control
- Strategic, financial, operational, technology, cyber, reputational and integrity risks
- Risk appetite: what the board is prepared to accept and what it should not
- Internal audit, external audit and board committees as assurance mechanisms
- Tone from the top, organisational culture, whistleblowing and anti-corruption controls
- Crisis governance: how the board should respond when a major issue emerges

### Module 8: High-Quality Boardroom Practice and Capstone Simulation

- Preparing effectively before a board meeting
- The anatomy of a productive board discussion
- How to challenge, disagree and reach a collective decision professionally
- Ensuring decisions, conditions and accountability are clearly captured
- Capstone board simulation: evaluation of a high-value strategic proposal
- Director reflection: personal commitments for stronger board effectiveness

## Executive Programme Output

Participants will leave the programme with a practical Director's Boardroom Checklist covering governance and mandate, strategic alignment, financial implications, risk and assurance, integrity and conflict considerations, and the questions that should be resolved before a board decision is made. The capstone simulation requires participants to apply the checklist to a realistic board scenario and defend their decision from a director's perspective.

## Reference Framework

The programme is designed around widely applicable principles of effective board governance, directors' duties, strategic oversight, financial stewardship, risk, integrity and boardroom effectiveness. It can be adapted for public-listed companies, private companies, statutory or institutional bodies, government-linked organisations and other entities according to their legal, regulatory and sector-specific requirements.