CLARIDEN CREDENTIALS AND ENGAGEMENT

Clariden Global is the pre-eminent and influential global business leadership institution. Today, we host more than 200 global executive education and major conference events around the world. We have partnered with professional organizations such as the Association of Chartered Certified Accounts (ACCA) and thought leaders from prestigious universities such as Harvard University John F. Kennedy School of Government, Wharton School of the University of Pennsylvania and Stanford University.
To maximize both your enjoyment and professional development, Clariden Global holds its executive programs at five star hotels, some of which include:

**Shangri-La Hotel, Singapore**
Singapore

Amidst lush gardens, this 3-wing luxury hotel is 6 km from the iconic Marina Bay Sands resort and 9 km from Sentosa.

**Conrad London St James**
London, United Kingdom

Across the street from St. James’s Park tube station, this sophisticated hotel is 10 minutes’ walk from Buckingham Palace and 2 miles from the Victoria and Albert Museum.

**InterContinental Melbourne The Rialto**
Melbourne, Australia

Set in a grand 1891 building, this upscale chain hotel is 3 blocks from the Yarra River, and an 8-minute walk from the SEA LIFE Melbourne Aquarium.

**Grand Hyatt: Union Square San Francisco Hotel**
San Francisco, United States

Less than a block from Union Square, this stylish high-rise hotel is an 11-minute walk from the Moscone Center and 1.9 miles from Pier 39.

Terms & Conditions: Clariden Global Pte Ltd reserves the right to change the venue of the program due to reasons beyond their control.

Contact Karen Nguyen, Program Director at karen.nguyen@claridenglobal.org | +65 6899 5030
WHY CLARIDEN GLOBAL EXECUTIVE EDUCATION?

GLOBAL ENGAGEMENT
Clariden Global is the pre-eminent and influential global business leadership institution. Today, we host more than 200 Global Executive Education and major conference events across 15 countries and 17 cities, including Singapore, London, Hong Kong, Sydney, Melbourne, Perth, New Zealand, San Francisco, Toronto, Johannesburg, Shanghai, Beijing, Kuala Lumpur, Dubai, Toronto, The Netherlands, New York and Zurich.

INTERNATIONALLY DIVERSE, SENIOR-LEVEL PARTICIPANTS
Clariden Global Executive Education programs have attracted participants from more than 5,000 global MNCs, regional corporations, and FORTUNE 500 companies, from more than 40 countries. All applications are reviewed based on professional achievement and organizational responsibility. Designed for individuals at all levels, from top executives to emerging leaders, each intensive program is crafted to equip leaders with essential capabilities to improve corporate performance and position their organizations to thrive.

THOUGHT LEADERSHIP
To provide strategic insights and relevant world-class executive education to global organizations, Clariden Global engages the best thought leaders and leading authorities from around the world. These include professors and faculty leaders from Harvard University, Stanford University, University of Pennsylvania Wharton, London Business School and other premium institutions to deliver transformational knowledge.
M&A FOR BOARD AND DIRECTORS

PROGRAM INFORMATION

DATES
5 - 6 October 2017

LOCATION
Shangri-La Hotel Singapore

TUITION FEES
- Early Bird 1 (Register & pay by 7 August 2017): S$3,395
- Early Bird 2 (Register & pay by 4 September 2017): S$3,595
- Regular Tuition Fees: S$3,695

Group discount of 10% for 2nd participant from the same organization. For limited time only by 4 September 2017, register 3 participants and the 4th participant will receive a complimentary seat (One discount scheme applies).

Note: GST is applicable only to participants from Singapore registered companies. Check your eligibility for 40% Cash Back at IRAS website.

PROGRAM ESSENCE

Mergers and acquisitions demand the right skills, governance and strategy. Based on a recent Harvard Business School article, 70% of acquisitions fall short of meeting their financial expectations and 97% of public M&A deals resulted in a litigation. This comprehensive executive program is designed to help Board Members and Senior Leadership teams guide their company to make their M&A strategies right.

In this two-day intensive executive program, you will learn how to establish effective M&A governance, review and approval process - from overseeing an acquisition’s strategic fit to examining the potential value created by the deal and ensuring a successful post-merger integration strategy. You will discover how to test the alignment of the deal with your company’s strategy, challenge its value-creation potential, monitor key aspects of the due diligence process closely before approving and ensure your management has undertaken a rigorous due diligence.

FACULTY DIRECTOR

Thomas Kessler

- Thomas has led some of the most successful M&A deals around the world – including Deutsche Post acquisition of Global Mail, Goodyear, Sumitomo Rubber merger, Avaya Global Connect joint venture with Tata and Albany International and Geshmay group merger
- His successful deal transactions have been selected by Harvard as part of Harvard Business School case studies on mergers and acquisitions
- Accomplished faculty leader who has taught in institutions like the KPMG Zürich University, PwC European Center of Excellence

Contact Karen Nguyen, Program Director at karen.nguyen@claridenglobal.org | +65 6899 5030
Throughout the program, you will also learn to examine the key issues a board should consider when evaluating a deal, minimize any potential litigation & conflicts due to rising shareholder activism and learn the intricacies and best practices of M&A transactions throughout the deal lifecycle, from strategy development to origination, execution and post-deal integration.

KEY BENEFITS

- **Develop M&A Capabilities** – Understand the steps to build a successful M&A management team for your organization with the right capability and deal structuring knowledge
- **Value Creation** - Discover how to examine the value creation potential of the deal, strategic fit and alignment
- **Financial** - Review the financial impact of the deal to your company and understand shareholder’s reaction and concerns to the deal before the deal goes public
- **Due Diligence** - Understand the key due diligence required when conducting an M&A process
- **Post Merger** - Examine the post-merger integration plan in detail, and track performance against the plan
- **Governance** - Understand the key steps a board should take to be well-prepared for any M&A transaction that may arise
- **Fiduciary Duty** - Review the key issues that boards should consider when evaluating a proposed deal, including governance, conflicts, fiduciary duty, deal review and approval processes to ensure litigations and conflicts are minimized
- **Conflicts** - Understand how to maintain the board’s objectivity, be sensitive to possible management bias, and ensure that any concerns raised by the due diligence and integration teams are not overshadowed by pressures to get the deal done
- **Board Composition** - Understand how to build a diverse board with different roles and perspectives. Having the right composition - a diversity of director backgrounds, perspectives, skills and experiences - can greatly enhance the board’s effectiveness.

WHO WILL ATTEND THIS PROGRAM

This highly interactive program is designed for Chairmen, Board Members, General Counsels, C-level and senior level executives (SVP, VP, MD, Director, Head) who are involved in M&A or who are in these roles or related ones: CFO, Finance, Financial Controller, Strategic Planning / Management, Corporate Planning / Strategy, Group Strategy, Business Planning / Analysis / Development.
FACULTY DIRECTOR

Thomas Kessler
IntegrationSuccess GmbH
Founder and Managing Partner

With over 19 years of M&A experience, Thomas Kessler has led major landmark M&A transactions including Deutsche Post acquisition of Global Mail, Deutsche Telekom Orange Netherlands combination, Goodyear Sumitomo Rubber merger, Avaya Global Connect JV with Tata, Wacker and Air Products JV and the Albany International and Geshmay group merger. The latter has been featured as a Harvard Business School Case Study. He is now the Founder and Managing Partner of IntegrationSuccess GmbH. His primary focus is on creating financial value for companies through M&A, JV and corporate restructuring. He has been involved in over 25 major transactions with a total valuation of more than US$20 billion. Thomas is an accomplished faculty leader in universities and institutions globally such as the KPMG, Zürich University PWC European Center of Excellence and Ericsson Training Center.
More M&A activities are expected over the next 18 months. Whether a potential M&A transaction is initiated or welcomed by the company to be acquired or results from an unwelcome suitor’s offer, the board plays a critical role in evaluating whether the transaction is in the best interests of the company and its shareholders such that it should be pursued or rejected.

At the same time, companies and their boards are becoming more sensitive to shareholders’ concerns regarding M&A success rates. A significant number of deals are falling short of achieving their projected shareholder returns for a variety of reasons, ranging from valuation overreach, overly optimistic projections and assumptions, the lack of a rigorous due diligence process, to develop a robust post-merger integration plan and monitor the execution of that plan. Based on a recent Harvard Business School article, 70% of acquisitions fall short of meeting their financial expectations and 97% of public M&A deals resulted in a litigation.

This comprehensive executive program is designed to help Board Members and Senior Leadership teams guide their company to make their M&A strategies right. In this two-day intensive executive program, you will learn how to establish effective M&A governance, review and approval process - From overseeing an acquisition’s strategic fit to examining the potential value created by the deal and ensuring a successful post-merger integration strategy. You will discover how to test the alignment of the deal with your company’s strategy, challenge its value-creation potential, monitor key aspects of the due diligence process closely before approving and ensure your management has undertaken a rigorous due diligence.

Throughout the program, you will also learn to examine the key issues a board should consider when evaluating a deal, minimize any potential litigation & conflicts due to rising shareholder activism and learn the intricacies and best practices of M&A transactions throughout the deal lifecycle, from strategy development to origination, execution and post-deal integration.
DAY 1

08:30 - 09:00  Registration & Welcome Coffee & Tea

09:00 - 10:30  CORPORATE GOVERNANCE AND M&A TRANSACTIONS – WHERE DOES M&A GOVERNANCE FIT IN?
  •  M&A TRANSACTION CATEGORIES AND CORPORATE GOVERNANCE – SETTING THE STAGE!
    Corporate governance mechanisms and their application during different M&A transaction categories. What are the key questions for a board to answer in order to ensure independent decision-making? How can non-executive board directors ensure that M&A transactions are value enhancing?
    ‘Group Exercise I’ CASE DISCUSSION - How did the Heinz board ensure adherences to corporate governance while being acquired by Berkshire Hathaway and 3G.

THE IMPORTANCE AND TRENDS OF M&A GOVERNANCE – PRESSURE FROM REGULATORS AND INVESTORS, M&A PERFORMANCE AND STRUCTURAL CHANGES?
  •  CORPORATE GOVERNANCE – HOW TO MANAGE THE EXPECTATIONS OF DIFFERENT STAKEHOLDERS
    Understanding shareholder activists? Ways to prepare for and manage shareholder activist campaigns. How do boards best prepare for regulatory challenges and trends such as [tax inversion, Brexit, increased scrutiny of Chinese FDI, etc.]
    ‘Group Exercise II’ CASE DISCUSSIONS – Learning from Carl Icahn’s shareholder activist investments.

10:30 - 10:45  Morning Refreshments Break

10:45 - 12:30  M&A STRATEGY – HOW AND WHEN DOES M&A ADD OR DESTROY VALUE; WHAT IS A SOUND M&A STRATEGY?
  •  KEY CHARACTERISTICS OF VALUE CREATION IN MERGERS & ACQUISITIONS
    The importance of experience and expertise, deal structure and integration approach. What empirical studies tell us about the value creation in M&A? The 7 deadly sins of M&A - or what triggers M&A failure?
    ‘Group Exercise III’ discussion of the key characteristics of M&A transactions.

THE M&A PLAYBOOK
  •  THE IMPORTANCE OF A PROPER M&A PLAYBOOK IN THE M&A GOVERNANCE PROCESS
    Why establishing a M&A playbook is necessary? What is the content of a good playbook?
    ‘Group Exercise IV’ Comparing several M&A playbook outlines and discussing content, approach and benefits.

12:30 - 13:30  Networking Luncheon
ENSURING STRATEGIC FIT USING A ROBUST FRAMEWORK

- **ADVANCED STRATEGIZING MODEL**
  Linking situation analysis, scenario development, strategy development and goal/criteria assessment to option evaluation

  ‘Group Exercise V’ Discussion of the application of appropriate tools to support the various elements of the strategizing model – enabling re-thinkability of thoughts and corporate decisions

- **GROW FROM THE CORE – WHEN TO INVEST – WHEN TO DIVEST?**
  How easy and natural will the target add value to your business? How significant will the value contribution be?

- **THE GE 9 BOX MATRIX – THE FUNDAMENTAL IDEA BEHIND WHERE TO INVEST AND WHERE TO DIVEST?**
  How does the comparison of industry attractiveness and business strength assist you in defining which target may be best to support your growth strategy, or which business unit may be best to divest?

- **STRATEGY THAT WORKS – COHERENCE ACROSS VALUE PROPOSITION, CAPABILITY SYSTEM, AND THE PRODUCT AND SERVICE PORTFOLIO**
  Why it is important to align value creation for customers with a distinctive capability system that enables a differentiated product and service portfolio? How to ensure that your target fits in?

- **INSEAD’S RESOURCE PATHWAY FRAMEWORK – SELECTING THE RIGHT CORPORATE GROWTH APPROACH ALIGNING RESOURCE, CONTROL AND RISK!**
  How easy and natural will the target add value to your business? How significant will the value contribution be?

  ‘Group Exercise VI’ Discussion of the various strategy tools and application based on various case studies

THE M&A LIFE CYCLE – MANAGING THE DEAL PROCESS

- **THE ACQUISITION PROCESS**
  Structuring your deal process: How to link your corporate strategy with your M&A strategy to drive your strategic selection. How to manage key steps in the acquisition process from NDA and non-poaching agreement, due diligence, management presentations, no shop agreement, SP&A, signing process to closing. How to address the steps when bidding for a target as part of an auction process vs. negotiating a transaction.

- **THE DIVESTITURE PROCESS**
  Structuring your sale process: How to manage the transaction process when you are on the sell side.

- **THE BOARD AND THE TRANSACTION PROCESS**
  Interaction among the board and non-executive board members. How to ensure the proper governance process is in place and lived.

  ‘Group Exercise VII’ Discussion of the deal process using a variety of case studies
15:00 - 15:50  Afternoon Refreshments Break

15:15 - 18:00  TRANSACTION ORIGINATION AND SETTING UP THE M&A TEAM – THE FOUNDATION FOR GOOD M&A GOVERNANCE

- **PRE DEAL IS POST DEAL – MINDSET AND PREPERATORY STEPS THAT DETERMINE YOUR SUCCESS POST DEAL**
  What are the five critical steps during the “Strategic Selection Phase”

  **Hunting for the right partner**
  Discussion of sources of deals – Presentation and ‘Group Exercise II’ – identify your relevant sources

  **Assembling the right team**
  Discussion of size and skills

  **Building a list and establishing a shortlist of targets**
  Approach to identify your best target

  **Profiling your target**
  Which criteria are essential for pre and post acquisition success? Discussion of potential risks that could cause value erosion post deal? How to assess anti trust risks? Linking the information memorandum to your due diligence planning.

  **Building your M&A vision**
  What will get your board to buy? What will get you to demonstrate success post deal?

  ‘**Group Exercise VIII**’ – Define your key focus points of your M&A strategy based on competitive strength, focus on core, target screening, anti trust regulatory approval, sound investment case, solid relationship with target, size and frequency of acquisitions key operational and cultural issues
08:30 – 17:00 / 6 October 2017

DAY 2

08:30 - 09:00  Registration & Welcome Coffee & Tea

09:00 - 10:30  M&A RISK MANAGEMENT – THE DUE DILIGENCE PROCESS AS A TOOL TO MANAGE THE RISK ASSOCIATED WITH THE ACQUISITION
   • UNDERSTANDING DUE DILIGENCE
     Discussion of the due diligence process and its components
   • COMPLETING CORE FINANCIAL AND OPERATIONAL ANALYSES ON A TARGET BUSINESS
     What are the most critical financial metrics that need to be fully understood?
     ‘Group Exercise IX’ – Discussion on the importance of understanding the story behind the numbers.

M&A RISK MANAGEMENT – SYNERGIES & DISSYNERGIES – ANALYZING THE TARGET COMPANY AND ITS VALUE CREATION POWER
   • ANALYZING TRANSACTION SYNERGIES AND RISKS
     Discussion of possible transaction challenges, risks, hurdles versus synergies and dis-synergies. How to identify and quantify synergies using interviews? Introducing two largely successful synergy analysis templates used by MNCs and SMEs.
     ‘Group Exercise X’ – Discussion about the criticality of synergies for any significant acquisition.
     How to manage deal pressure from overconfident board members?

10:30 - 10:45  Morning Refreshments Break

10:45 - 12:30  BUSINESS VALUATION
   • IDENTIFY THE KEY COMPONENTS OF THE PURCHASE PRICE FORMULA
     ‘Group Exercise XI’ – Case Study / class exercise on business valuation. Understanding the foundational elements of the purchase price formula
   • THE DIFFERENT APPROACHES USED FOR VALUATION AND THEIR DIFFERENCES
     ‘Group Exercise XII’ – Group discussion of the valuation methodologies (DCF and value drivers, net asset methodology, different types of multiples, comparable transactions, method mix, impact of size on valuation, the reason for potential control premiums in public transactions and potential discounts in private deals)
   • HOW WILL SPECIFIC CORPORATE SITUATIONS IMPACT VALUATION RESULTS?
     Should you incorporate the value of synergies into the overall pricing of a transaction? How to conduct valuations of loss makers using multiples? How do restructuring costs impact valuations? How to use earn-outs in your valuation? How to incorporate LBO valuation principles into your pricing?

12:30 - 13:30  Networking Luncheon
13:30 - 14:45  M&A NEGOTIATION

• THE LETTER OF INTENT AND ITS STRATEGIC IMPORTANCE
  Starting M&A negotiations with the Letter of Intent or Term-sheet. Structure, reason and purpose of the Letter of Intent vs. that of a Term-sheet. When do you sign a Letter of Intent versus a Term-sheet?

• THE SALE AND PURCHASE AGREEMENT (SPA)
  Developing and or reviewing the clauses of the sale and purchase agreement (SPA) while progressing with due diligence (auctioned / negotiated deal) while preparing and driving M&A negotiations.

• BUILDING YOUR M&A NEGOTIATION STRATEGY AND PREPARING YOUR M&A NEGOTIATION TACTICS - How to prepare for M&A negotiations using the PIANO method (Harvard concept based on Fisher, Ury, and Patton)? Which 8 key interests should you prepare for your M&A negotiation? How to apply 5 tactical steps leading difficult negotiations.

'Group Exercise XIII’ – Simulation of a negotiation of a revived transaction

SETTING UP APPROVAL PROCESSES AND USING COMMITTEES APPROPRIATELY

• LINKING THE M&A / DIVESTITURE PROCESS TO THE BOARD APPROVAL PROCESS
  What committees should support a M&A / divestiture decision? (Audit & Risk committee, Investment & Finance committee, HR Nomination & Renumeration committee, M&A Committee)
  Under which circumstances is the board well advised to put special committees in place to decide about M&A / divestiture transactions? What is the appropriate timing to do so? How to best evaluate the adequacy of the independence of the directors appointed specifically to the M&A committee? What scope should the mandate entail? How should the M&A committee interact with the Investment & Finance committee? What role should financial and legal advisors play when engaged by the M&A committee? What should be the role of the in-house counsel in connection with the M&A committee? How to ensure the fiduciary duties are adhered too?

14:45 - 15:00  Afternoon Refreshments Break

15:00 - 15:15  Evaluation Form

15:15 - 16:45  POST MERGER INTEGRATION SUCCESS

• 8 KEY PHASES OF PRE AND POST MERGER INTEGRATION
  Delegates will review key phases, their components, including practical to do’s to implement and manage any integration effectively

• 7 DEADLY SINS OF M&A INTEGRATION

• HOW TO MANAGE THE INTEGRATION PRO-ACTIVELY FROM AN INTEGRATION MANAGEMENT OFFICE POINT OF VIEW?

• HOW TO PLAN FOR DAY ONE?? - Rigorous focus eliminates overwhelm and accelerates a successful integration
• **WHAT IS GOING ON IN THE MIND OF YOUR STAKEHOLDERS AND HOW TO MANAGE THE COMMUNICATION WITH ALL INVOLVED?** – How to align your stakeholders around your key objectives while maintaining a healthy dialog, driving the momentum of the integration

• **CULTURE INTEGRATION IS RESPONSIBLE FOR 50% OF M&A FAILURE?** – How to analyze the impact of culture before you even sign the transaction. How to manage culture integration and avoid cultural pitfalls post signing / closing respectively. Using the 20/4 model and psychometric tools effectively to drive cultural change

• **3 KEY EVENTS OF SUCCESSFUL M&A INTEGRATIONS**
  Delegates will work through the reasoning, desired outcome and agenda of the 3 key events in any successful M&A integration. [Executive Alignment – Signing; Synergy Working Session – Signing to Closing; Transition Team Launch - Day One]

  "Group Exercise XIV" – Discussion based on over 30 M&A integration cases

**DEAL REVIEW PROCESSES – ENSURING THE OPTIMAL LEVEL OF DETAIL AND FOCUS**

• **HOW TO PUT PROPER M&A DECISION AND PERFORMANCE TRACKING IN PLACE**
  How to ensure a proper link between M&A decision-making and the deal review process? What documentation requirements are needed? What structure, detail and governance is required to facilitate a proper performance tracking post closing?

  "Group Exercise XV" – Discussion comparing review processes for MNCs and SMEs highlighting the differences and best application of the respective approach.

16:45 - 17:00 Awarding Certificates & Closing of Program
YOU MAY BE INTERESTED IN

PROGRAM A
BUILDING AND SUSTAINING AN EFFECTIVE BOARD

PROGRAM INFORMATION

DATES
2 - 3 October 2017

LOCATION
Shangri-La Hotel Singapore

TUITION FEES
Early Bird 1 (Register & pay by 7 August 2017): S$3,395
Early Bird 2 (Register & pay by 4 September 2017): S$3,595
Regular Tuition Fees: S$3,695

Group discount of 10% for 2nd participant from the same organization. For limited time only by 4 September 2017, register 3 participants and the 4th participant will receive a complimentary seat (One discount scheme applies).

Note: GST is applicable only to participants from Singapore registered companies. Check your eligibility for 40% Cash Back at IRAS website.

PROGRAM ADVISOR
Karen Nguyen
Email: karen.nguyen@claridenglobal.org
Phone: +65 6899 5030

FACULTY DIRECTOR

Seamus Gillen

- A practiced governance adviser with more than 30 years of experience. Former Policy Director at the UK Institute of Chartered Secretaries and Administrators (ICSA), where he authored ICSA’s 2010 guidance on ‘Boardroom Behaviours’, and led the working group to produce the FRC’s 2011 ‘Guidance on Boardroom Effectiveness’
- Produced and implemented a Code of Practice for Independent External Board Evaluations, and has written numerous articles and speaks at conferences
- Lecturing for the Institute of Directors on directors’ duties and also advising on matters relating to reputation and reputational risks, where he works closely with the research and academic body Reputation Institute
- He has trained directors in the UAE, US, India, Singapore, Malaysia, South Africa and the Baltic States, as well as in the UK where his clients include Standard Chartered Bank, AXA, GSK, Unilever, Hays, Marks & Spencer, ICICI Bank, BAT, Wipro, Microsoft, Lord Mayor and City of London Corporation and many more
PROGRAM A
BUILDING AND SUSTAINING
AN EFFECTIVE BOARD

PROGRAM ESSENCE

At this interactive and comprehensive two-day executive program, you will obtain a clear view and evaluation of the crucial competencies of developing an effective board that will help you steer your organization towards the intended strategic direction. This program will enlighten the board of directors with a clearer role and purpose in delivering optimal business benefit, reinventing the board structures, harnessing the full capability to deliver high-quality business decisions and safeguarding your organization against potential risks to stay in the forefront in this competitive business.

In addition, you will learn the key relationship between business strategy and risk management that is crucial for your organization to transform to a contemporary board. At the end of this two-day program, you will master the techniques to form an effective team of board members as well as conduct an objective and effective board evaluation to ensure the optimal performance.

KEY BENEFITS

• REDEFINE the roles and purpose of board of directors in delivering optimal business values
• DELIVER high-quality business decisions by developing an effective board structure
• MASTER the key relationship between business strategy and risk management to outperform your peers financially
• DEVELOP a robust management grid and mitigate risks or business threats to control future processes
• DISCOVER key techniques of how to form a team of effective board members and select a dynamic team member
• SUSTAIN board effectiveness and optimal performance through conducting effective board evaluation

WHO WILL ATTEND THIS PROGRAM

This highly interactive program is designed for Members of the Board, Chairmen, Non-Executive Directors, Executive Directors, Managing Directors, C-level Executives, Secretaries, Finance, Legal and Compliance Committees of the Board as well as Advisors who work closely with committees from any organization’s Board of Directors, and those who participate in corporate governance, financial and risk management oversight and strategy formulation in the company.
Seamus is a practiced governance adviser with more than 30 years of executive management experience gained in senior roles.

Seamus was formerly Policy Director at the UK Institute of Chartered Secretaries and Administrators (ICSA), where he authored ICSA's 2010 guidance on 'Boardroom Behaviours', and led the working group which produced the FRC's 2011 'Guidance on Boardroom Effectiveness'. He also led the working group which produced 'Enhancing Stewardship Dialogue', a guide to improving communications between companies and institutional investors, and was responsible for the Financial Times/ICSA Boardroom Bellwether, the ICSA Excellence in Governance Awards, and for a range of initiatives relating to the NHS and not-for-profit sectors.

He oversaw the production of ICSA's technical output, including its best practice Guidance Notes on boards and directors, relating to areas such as 'Director induction', 'Joining the right board', 'Non-executive director appointments', 'Matters reserved for the board', 'Committee terms of reference', and 'Care, skill and diligence'.

Seamus has been at the forefront of thinking and practice on governance issues, in the UK and internationally. He has trained directors in the UAE, US, India, Malaysia, South Africa and the Baltic States, as well as in the UK. He has been involved in the production of a Code of Practice for Independent External Board Evaluations, and written numerous articles and speaks at conferences.

Previously, Seamus was the Group Company Secretary and Director of Regulation at Anglian Water (later AWG) plc, advising the board on regulatory, governance, environmental, operational and corporate issues; and Head of Public Policy and Regulation at O2 plc, where he had a similar role. He was originally a Senior Policy Adviser in Whitehall, and was Private Secretary to John Gummer MP, Secretary of State for the Environment, and John Prescott MP, Deputy Prime Minister. He has also served as an Adviser to the French Government.
Since the economy was hit by the recession in 2008, the focus on the board directors and its roles and effectiveness in executing business responsibilities has been heightened. The definition of board effectiveness has shifted dramatically, and board of directors is now expected to oversee personal risks and liability instead of just the accountability of the business. The effectiveness of the board plays an undeniably crucial role in the success of any business’ sustainability. Many organizations have hit rock bottom when the board is not performing effectively and strategically. HPE, for instance, suffered from a painful negative $1.5 billion loss this year, jumping from negative $75 million in 2016 when the board of directors was unable to deliver a sustained and competitive performance in the hardware and software business.

To assist organizations to build an effective board, Clariden Global is launching the latest program on Building and Sustaining an Effective Board, led by Seamus Gillen who is a seasoned governance adviser with more than 30 years of experience and former Policy Director at the Institute of Chartered Secretaries and Administrators (ICSA). You will be able to discuss in details with Seamus on how to unlock the key to developing board effectiveness and learn viable long-term strategies to steer your organization into a more strategic position.

By attending this program, you will learn how to redefine the roles and purpose of the board of directors in delivering an optimal business value. In addition, you will also able to acquire valuable tips to reinvent your board structures to harness the full capability in delivering high-quality business decisions, to safeguard your organization against potential risks to stay at the forefront of the competitive edge. In addition, you will master the key relationship between strategy and risk management that is crucial turnaround for the organization from a transition from a contemporary board.

At the end of the 2-day program, you will leave with the techniques in forming an effective team of board members as well as conducting an objective and effective board evaluation to ensure optimal performance.
Day 1

Session 1: Boards as a central feature of best practice governance
- The purpose of a board
- The purpose of an organization
- The business case for corporate governance
- The board’s role in delivering business benefit

Session 2: The board’s principal role of making high-quality decisions
- What high-quality decision-making looks like
- The three main forms of decision-making delegation
  - The role of committees
  - Delegating to the management team
  - Subsidiaries and Special Purpose Vehicles

Case Study 1 – The Demise of Kodak (Technology) and Blackberry (Telecoms)

Session 3: Improving the quality of decision-making
- Board support structures
- MI – Management Intel and Market Intel
- Quality of board information
- Lag and lead KPIs
- Optimizing decision making – avoiding the mistakes

Session 4: ‘Companies don’t fail, boards do’
- Board roles and relationships
- Tone from the top
- Culture, values and behaviours
- Ethical leadership
Day 2

**Session 1: Understanding the relationship between strategy and risk**
- Sharpening your organizations’ prospects for success by linking business strategy to key drivers of risk management
- Understanding the risk tolerance and risk appetite conundrum
- Execution and key performance indicators / key risk indicators
- Optimizing strategic delivery and achieving strategic success

**Session 2: Dealing with the practicalities of risk**
- Developing a more robust management grid to control future processes
- Diagnosing your organization’s risk culture
- Forecasting potential red flags
- How do we confront the challenge of the ‘unknown unknowns’?
- Catching the “Black Swan” Before it Takes Flight
- Staying ahead of the game: the emergence of new risks and the importance of horizon scanning
- Why risk is as much about the positives, and seizing opportunity

**Session 3: Director Effectiveness as a key feature of board effectiveness**
- Director selection
- Director competencies – getting the best team into place
- Director attributes – knowledge, skills, experience, independence and diversity
- Director induction, development and succession planning
- Identifying danger signals
- Director remuneration rules and disclosure
- Staying current and vital

**Session 4: Strategies for improving board effectiveness**
- What a good board doesn’t look like!
- Board performance
- Board dilemmas
- Board behaviours
- Board evaluation as an assurance mechanism
- The twelve steps to a performing board
- Building high-performance organizations

**Case study 2 – How RBS became the world’s biggest failed bank (Financial Services)**
PARTICIPATING COMPANIES
More than 5,000 companies have participated in our programs

ADVERTISING, INTERNET, MEDIA, PUBLISHING
BBC Worldwide
CNN
eBay
LinkedIn
MediaCorp
Saatchi & Saatchi
Singapore Press Holdings
The Financial Times
The Hoffman Agency
The Walt Disney Company
Thomson Reuters

CONGLOMERATE
Fraser & Neave
General Electric
General Motors
Mitsubishi
Monsanto
Siemens AG
Sodexo

FINANCIAL SERVICES, INSURANCE
Bank of America Merrill Lynch
AIA
Allianz Global Investors
American Express
Aviva
AXA
Barclays Bank
Citibank
DBS Bank
Deutsche Bank
HSBC
JP Morgan Chase Bank
Manulife
MasterCard
Maybank
Mizuho Bank
OCBC Bank
PayPal
Prudential
Rabobank
Standard Chartered Bank
Suncorp
Swiss Reinsurance
TD Securities
Visa
Westpac
Zurich Insurance

FOOD, BEVERAGE
Coca-Cola Beverages
Danone
Ferrero
Heineken
McDonald
PepsiCo

GOVERNMENT, NONPROFIT
Australian Securities and Investments Commission
Central Provident Fund Board
Changi Airport Group
Economic Development Board
GIC
NSW Treasury
Serco
Temasek Group

HEALTHCARE, PHARMACEUTICALS
Abbott Laboratories
Eu Yan Sang
Glaxosmithkline
Hoffmann-La Roche
Johnson & Johnson
Merck
Pfizer
Sanofi

HOSPITALITY
CapitaLand
Far East Organization
Frasers Hospitality
Hilton Worldwide
Marriott Hotels
Pan Pacific Hotels Group
Shangri-La Hotels & Resorts

MANUFACTURING (CONSUMER)
British American Tobacco
Estee Lauder
Fonterra Brands
Heineken
Kimberly-Clark
Kraft Foods
Lego
Mars Foods
Nestlé
Procter & Gamble
Unilever

MANUFACTURING (INDUSTRIAL)
Airbus
Corning Optical Communications
Daimler
Harley Davidson
Intel Semiconductor
Rolls-Royce
Volvo Group
Wearnes Automotive

OIL & GAS, NATURAL RESOURCES
Caltech
Chevron
ConocoPhillips
ExxonMobil
Maersk

Petronas
Santos
Saudi Arabian Oil
Schlumberger
Shell

PROFESSIONAL SERVICES
AECOM
Aon Hewitt
Ernst & Young
PricewaterhouseCoopers

RETAIL, TRADE
Adidas
Cargill
DFS
Harvey Norman
Hennes & Mauritz
IKEA
L’Oreal
Marks and Spencer
NTUC Fairprice
Tesco

TECHNOLOGY, ELECTRONICS
3M
Apple
Canon
Dell
Hewlett Packard
Intel Technology
Lenovo
Micron Technology
Microsoft
Oracle
SAP
Sony Electronics
TE Connectivity

TELECOMMUNICATIONS
Ericsson
Nokia
Olive Communications
Singtel
Starhub
Tata Communications
Telstra
Verizon
Vodafone

TRANSPORTATION
Auckland Transport
Cathay Pacific Airways
Dubai Air Navigation Services
New Zealand Transport Agency
Fiji Airways
Metro Trains Melbourne
NSW Trains
SBS Transit

Contact Karen Nguyen, Program Director at karen.nguyen@claridenglobal.org | +65 6899 5030
Thomas Kessler’s enthusiastic participation in all of our training was excellent. I have no doubt that it would not have been that success without his presence. Both of his expertise and personal attitude have made a great impact towards delegate’s expectations.

"This is one of the best courses I have attended. Very comprehensive and detailed in coverage."

SVP, TriQuint International Pte Ltd
Clariden Global delivers custom learning programs for organizations all around the world. Whatever your business challenges are, we create focused learning experience that enables your organization to achieve success. Through partnerships with the most renowned thought leaders, industry experts and professors from around the world, these in-house custom executive programs will equip you with essential skills and capabilities to develop and implement strategies more effectively at your organization.

Engage with our thought leader today:

Thomas Kessler  
IntegrationSuccess GmbH  
*Founder and Managing Partner*

With over 20 years of M&A experience, Thomas Kessler has led major landmark M&A transactions including Deutsche Post acquisition of Global Mail, Deutsche Telekom Orange Netherlands combination and Goodyear Sumitomo Rubber merger. Due to its success, Thomas’s transactions have also been studied by Harvard Business School and his transactions have been featured as the key M&A case studies.
We encourage you to learn more about Clariden Global Executive Education custom and open-enrollment programs. Our staff will be happy to answer your questions and help you determine the programs work best for you and your organization.

**ENQUIRY FOR THIS PROGRAM**
Karen Nguyen  
Email: karen.nguyen@claridenglobal.org  
Phone: +65 6899 5030

**REGISTRATION & PAYMENT MATTERS**
Email: admissions@claridenglobal.com  
Phone: +65 6899 5030

**CUSTOMIZED PROGRAMS**
Karen Nguyen  
Email: karen.nguyen@claridenglobal.org  
Phone: +65 6899 5030

**SINGAPORE**
Email: clientservice@claridenglobal.com  
Phone: +65 6899 5030  
Fax: +65 6567 4328  
Address: Clariden Global Pte Ltd  
3 International Business Park #04-29,  
Nordic European Centre Singapore 609927

**LONDON**
Email: clientservice@claridenglobal.com  
Phone: +44 (0) 20 7129 1222  
Fax: +44 (0) 84 3218 0413  
Address: 28 Grosvenor Street  
London W1K 4QR, United Kingdom

**AUSTRALIA**
Email: clientservice@claridenglobal.com  
Phone: +61 3 9909 7310  
Fax: +61 3 9909 7788  
Address: Clariden Global Pty Ltd  
530 Little Collins Street, Level 1  
Melbourne VIC 3000, Australia
REGISTRATION

PROGRAM FEES

<table>
<thead>
<tr>
<th>Program</th>
<th>1st Early Bird Fee (If payment &amp; registrations are received by 7 August 2017)</th>
<th>2nd Early Bird Fee (If payment &amp; registrations are received by 4 September 2017)</th>
<th>Regular Fee Per Participant</th>
</tr>
</thead>
<tbody>
<tr>
<td>Program A (2 - 3 October 2017): Building and Sustaining an Effective Board</td>
<td>$3,395</td>
<td>$3,395</td>
<td>$3,695</td>
</tr>
<tr>
<td>Program B (5 - 6 October 2017): M&amp;A for Board and Directors</td>
<td>$3,395</td>
<td>$3,395</td>
<td>$3,695</td>
</tr>
</tbody>
</table>

4 WAYS TO REGISTER

Email: admissions@claridenglobal.com
Fax: +65 6567 4328
Call: +65 6899 5030
Website: www.claridenglobal.com

GROUP DISCOUNTS

Group discount of 10% for the 2nd participant from the same organization. For limited time only by 4 September 2017 register 3 participants and the 4th participant will receive a complimentary seat.

*One discount scheme applies.

Please register the following participant for this seminar. (Please tick ☐ to select your seminar(s). You may tick more than one.)

1st Participant Name (Mr/Mrs/Ms:__________)
Job Title:__________ Department:__________
Telephone:__________ Fax:__________
Email:__________ Date of Birth:__________

Seminar(s): ☐ Program A ☐ Program B

2nd Participant Name (Mr/Mrs/Ms:__________)
Job Title:__________ Department:__________
Telephone:__________ Fax:__________
Email:__________ Date of Birth:__________

Seminar(s): ☐ Program A ☐ Program B

3rd Participant Name (Mr/Mrs/Ms:__________)
Job Title:__________ Department:__________
Telephone:__________ Fax:__________
Email:__________ Date of Birth:__________

Seminar(s): ☐ Program A ☐ Program B

4th Participant Name (Mr/Mrs/Ms:__________)
Job Title:__________ Department:__________
Telephone:__________ Fax:__________
Email:__________ Date of Birth:__________

Seminar(s): ☐ Program A ☐ Program B

FOR OFFICIAL USE

FEE RECEIVED
REFERENCE L7199.7200/MW/BY/KC

3 PAYMENT METHODS

☐ By Cheque/ Bank Draft
☐ By Telegraphic Transfer
☐ By Credit Card

An invoice and registration confirmation will be sent within 7 days, please contact us if you have not heard from us within 7 days. Payment details will be sent together with the invoice based on your preferred payment method.

ALL PAYMENTS MUST BE RECEIVED IN ADVANCE OF THE EVENT.

VENUE AND ACCOMMODATION INFORMATION

Shangri-La Hotel Singapore
2 - 6 October 2017
22 Orange Grove Rd, Singapore 258350
+65 6737 3644
http://www.shangri-la.com/singapore/shangrila/

Accommodation is not included in the program fee but you will be entitled to use our corporate rate for your accommodation. Information will be sent along with your registration confirmation.

CANCELLATIONS AND SUBSTITUTIONS

*All cancellations must be received in written form.

Once we have received your booking, the place(s) are confirmed. No refunds will be made for any cancellations, however, program credits of equivalent value only applicable for Clariden Global events will be provided. Credits can only be redeemed for 1 program and is valid for only one (1) year from date of issue.

Substitution with a qualified candidate is allowed by providing at least 5 working days of advance notice to Clariden Global. One time substitution is allowed with no charges. Subsequent substitutions will be charged 10% admin fee.

PLEASE NOTE: Clariden Global Pte Ltd reserves the right to change the content and timing of the programme, the speakers and the date and venue due to reasons beyond their control. If in the unlikely event that the course is cancelled, Clariden Global Pte Ltd will refund the full amount and disclaim any further liability.

PRIVATE DISCLOSURE STATEMENT: Any information provided by you in relation to this event is being collected by Clariden Global Pte Ltd and will be held in the strictest confidence. It will be added to our database for the primary purpose of providing you with information about future events and services.