

AFRICA DIRECTORS SUMMIT 2023



**18-21 APRIL, 2023.
LAGOON BEACH HOTEL
CAPE TOWN, RSA**

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CALLING ALL DIRECTORS...

TARGET AUDIENCE

Background

The world has changed in unprecedented ways. Rising inflation, supply chain slowdowns, geopolitical tensions, the effects of climate change, talent uprising, ESG activism, amongst many others – have triggered disruptions that are causing ripple effects on the world economy. With so much turbulence and uncertainty, the speed and agility with which our business leaders, including boards, anticipate and respond to such unprecedented challenges will determine the success or otherwise of the companies they steer. We believe these calls for a proactive sustainability driven governance model which rests on the presence of a multi-dimensional approach to risks, digital maturity, stakeholder-centricity, purposeful innovation, and self-regulation. Boards will need the B Factor – be bold and brave – to steer their organisations through these turbulent times and towards greater heights.

This conference will broaden the awareness of members and advisors to Boards of Directors in both developing and emerging markets of methods for improving the effectiveness of their board. This summit will provide an opportunity for participants to upgrade their knowledge needed in successfully fulfilling their roles.

Objectives

- Network with governance peers from across the continent
- Learn key risk management strategies to serve your board and organisation
- Gain new skills and practical solutions for boards and organisations
- Understand new developments in executive compensation
- Regaining trust: Anti-Fraud and compliance in governance

Areas of discussion

- Effective Induction and on boarding of directors in the new paradigm
- Financial Stewardship and Governance Oversight Issues/ IFRS
- Using Blockchain Technology to improve Governance and develop Modern Organisations
- Director misconduct and disciplinary action
- Elevating Corporate Performance through ESG: Redefining the Role of the Board
- Understanding business risks and mitigating from cyber threats and privacy breaches
- Board Evaluation and Assessment
- Lessons learnt from governance failures
- Strategic Leadership and the Board
- Shareholders, Stakeholders, and the Board
- Improving Board Effectiveness (**Workshop**)

Who Should Attend

- Board Members
- Chief Executive Officers
- Managing Directors
- Executive level managers
- Company Secretaries
- Legal counsel
- Corporate Affairs managers
- Operations manager
- Permanent Secretaries
- Policy Makers
- Corporate Governance Consultants
- Chief Financial Directors/Officers
- Head of Risk Management
- Head of Compliance
- Executive Directors
- Sub-Committee Members
- IT Managers
- Asset Managers
- Chief Internal Auditors
- Aspiring Directors
- ESG Directors
- Sustainability Officers
- Entrepreneurs

WHAT PREVIOUS ATTENDEES SAID:

EGENCO (MALAWI): Excellent Conference!!!

PRAZ (ZIMBABWE): Very Educative

BOTSWANA HOUSING COOPERATION: We Learned a Lot

AIRPORTS COMPANY (SA): Great Event

UNESWA PENSION FUND (SWAZILAND): Well Worth The Time

SPEAKERS



Sheila Ujoodha is the Chief Executive Officer and Executive Director of the Mauritius Institute of Directors (MioD), with 21 years of hands-on experience in internal audit, risk management, corporate governance and process improvement on both the local and international market. Sheila holds a BSc (Hons) in Accounting. As a fellow member of the Chartered Institute of Certified Accountants and the MioD, Sheila's membership extends to the Mauritius Institute of Professional Accountants. Sheila's participation extends to the Audit Committee Forum (ACF) and the Directors Forum, where she is presently the Chairperson. Sheila was awarded the CMO Africa Woman Leadership Award in 2017 for her contribution as a business leader displaying her best in the professional field.



Dr Terence Govender, Director and Principal Consultant; Phambili IT is a change evangelist, instrumental in disrupting to unlock value in any organization. He is an experienced CIO having transformed various corporate Technology shops from traditional to contemporary outfits. Experienced in IT Governance, Risk, Compliance, Security and Enterprise Architecture. Equipped with both business and technical qualifications also undertook COO roles and implementations of operational excellence that drive cost and process efficiencies. Terence has a great passion for people and change managing complex projects with a new dimension to human behavior.



Prof Suzette Viviers is the chair of the Financial Management focal area of the Department of Business Management's BCom (Management Sciences), and she teaches Financial Management at postgraduate and undergraduate level. From 2017 to 2019, she served as a trustee of the Stellenbosch University Retirement Fund. Prof Viviers is an NRF-rated researcher who investigates various aspects of responsible investing and corporate governance in South Africa. Prof Viviers has been an academic staff member of the Department of Business Management since 2010. She has presented a number of summer school modules at the University of Utrecht in the Netherlands and was previously a senior lecturer at the Nelson Mandela University. Her areas of expertise include Responsible investing, Shareholder activism, Impact investing and Proxy voting.



Escher Luanda is an astute and highly accomplished C-suite governance and ethics executive, commanding over a decade's experience in the financial services and retirement industry. Have amassed vast directorship experience through serving on governing bodies, national committees and advisory councils in the areas and sectors, aviation, insurance, business ethics, stewardship, youth development and financial services. Have advised, trained and consulted to over 50 boards (300 directors and senior executives) and successfully executed governance audits, governance effectiveness appraisals, board performance assessments, governance refreshers and board inductions across diverse sectors. Immediate Past-chairperson and Co-founder of the Namibia Institute of Corporate Governance (equivalent of IOD in Namibia), and was conferred Fellowship by the Mauritius Institute of Directors in 2014.



Steven Powell, Director ENSafrica is a renowned specialist white-collar crime prosecutor and forensics lawyer. Steven specialises in leading forensic investigations that result in successful disciplinary and criminal proceedings against offenders, as well as the recovery of losses in both civil and criminal matters. Steven is well-known for his skilful application of deception detection techniques, which has resulted in a high percentage of confessions during suspect interviews. In recognition of this expertise, Steven has been appointed to act for the South African Asset Forfeiture Unit to execute a multitude of restraint and forfeiture orders to recover the proceeds of crime flowing from corporate fraud, and drug and abalone smuggling. In addition, he has previously acted as a specialist prosecutor for the South African Justice Department, and has conducted a multitude of fidelity claims against insurers on behalf of clients



Dr Joshua Okumbe is a longstanding scholar, researcher, expert and trainer in corporate governance, leadership and management. He has undertaken this for more than 30 years, as a scholar and publisher at the University of Nairobi and as the key leader in corporate governance and leadership training and research at the Centre for Corporate Governance. Dr. Okumbe has facilitated the development and implementation of corporate governance Training Manuals and guidelines in a number of regions in Africa, US and Brazil. To-date, Dr. Okumbe has provided strategic leadership that has enabled the Centre to design and implement a variety of developmental, training and mentorship programmes in corporate governance and leadership for over 15,997 Public Leaders, Board Members, Executives and Senior Managers of a cross-section of organisations and companies in Anglophone and Francophone Africa.



Dr Patrick Smythe is the Executive Chairman of Emergence Growth. He has consulted to over 1500 organisations both nationally and internationally. He has published numerous articles for journals, newspapers & HR magazines. Pat has over 30 years of HR experience, having held board positions for over 25 years. He has presented at over 200 conferences across the Africa continent and specialises in numerous aspects of HR and Remuneration. He received Africa's HR Leader of the Year in 2011, was inducted into Africa's HR Hall of Fame in 2012 and in 2014 received the Africa HR Lifetime Achievement Award. He has served as an advisor to numerous Remuneration Committees and Boards of both Private Sector and Public Sector organisations. Pat has been instrumental in the rollout of HR Standards in Southern Africa.



Deon van der Westhuizen; Finance Anchor Faculty: Next Step Academy. As a Chartered Accountant and a Certified Internal Auditor Deon has acquired excellent practical skills during his career as external and internal auditor. He is a consultant to both the public and private sector, and often speaks on international conferences across the world. His knowledge of KING IV, COSO, governance, combined assurance and financial sustainability is well supported through reference letters from renowned clients. He is an Extraordinary lecturer: School for Public Leadership, University of Stellenbosch, and at the USB Business School, a fellow of the Institute of Internal Auditors Inc and a Fellow of the Hugenote Kollege: School for Social Innovation.

DRAFT PROGRAMME

Day 1: 18 April 2023	
07:30	Registration
08:30	Introductions by Chairperson
09:00	Effective Induction and on boarding of directors in the new paradigm <ul style="list-style-type: none">What is expected of Board Members?Guidance to familiarize Directors with the rules and regulations of the organisationProviding guidance through protocols and proceduresPolicies that are relevant to Board MembersThe Role of the Board and Directors' Rights, Duties and LiabilitiesThe identification of the board's governance role and responsibilities (to include strategic leadership, oversight of executive management and accountability activities)Recent trends concerning the evolving role of the boardStatutory duties, fiduciary duties, duty of care and duty to act within powersLegal liabilities and enforcement mechanisms Speaker: Escher Luanda: C-Suite Governance and Ethics Executive
10:30	Mid-Morning Refreshments and Networking
11:00	Financial Stewardship and Governance Oversight Issues/ IFRS <ul style="list-style-type: none">Oversight of financial reporting, legal & internal controlsOversight of information governance policies, systems and proceduresThe board's role in corporate reportingThe implementation of International Financial Reporting Standards (IFRS)The content of the Governance Report and good practice construction processesThe Annual reportBoard challenges associated with valuation, gearing and dividend policyThe importance of effective shareholder communications Invited Speaker: Prof Nicolene Wesson: Head; Centre for Corporate Governance: University of Stellenbosch
12:00	Lunch & Networking
13:00	Regaining trust: Anti-Fraud and compliance in governance <ul style="list-style-type: none">The Role of Businesses in combating fraud and corruptionTransparency and communication to the Board of Directors and stakeholders.Audit effectiveness for fraud, corruption and investigationsIT issues in the management of fraud and corruptionRisk measures and ethics programmes to mitigate potential corrupt activitiesKnowing your corporate risks Speaker: Steven Powell: Director: ENSafrica
14:30	Using blockchain technology to improve Governance and develop Modern Organisations <ul style="list-style-type: none">Blockchain innovations and opportunities; global regulatory efforts; and, recent law enforcement actionsBlockchain-based use-cases across both financial and non-financial industriesCryptocurrency/digital asset regulationBlockchain hurdles and challengesUnderstanding block chain technology and the opportunities that it presents for AfricaBlockchain business models and governanceChange management and blockchain competences Invited speaker: Ian Putter: Head; Block Chain Centre of Excellence: Standard Bank
16:00	Closing Remarks by Chairperson

Day 2: 19 April 2023	
07:40	Networking and Refreshments
08:30	Governance and Risk – Responsibilities of Directors and Management <ul style="list-style-type: none">The role of the board in times of turbulence, risk and uncertaintyIdentifying risks and their interconnectednessKey aspects of Risk Management and effective Risk Management ProcessModern systematic approaches to risk management, and tools for the BoardHow the board can assess whether management is doing an adequate jobUnderstanding the responsibilities of the parties involved at executive, departmental, operational and employee levelThe oversight of risk; assigning responsibility in management Speaker: Deon van der Westhuizen; Finance Anchor Faculty: Next Step Academy
10:00	Mid-Morning Refreshments & Networking
10:30	Director Misconduct and Disciplinary Action <ul style="list-style-type: none">Defining director misconductGeneral standard of conduct for a directorAddressing possible director misconductConsequences of director misconductMechanism and strategies available to deter director misconductInvestigative and/or disciplinary proceduresRemoving a director in terms of the companies act Invited Speaker: Sheila Ujoodha: CEO: Mauritius Institute of Directors
12:00	Lunch & Networking
13:00	The Board – Nominations and Remuneration <ul style="list-style-type: none">Board nominations: whom to appoint to the board?How the board should manage succession planningSetting pay and compensation in the company: basic principlesPay for performance – for board members?Share ownership by directors – an alignment, or a conflict of interests?Executive pay: structuring the incentiveHow much should non-executive directors be paid?Recent controversies, and 'best practice' developments in compensationRemuneration disclosure Speaker: Dr Pat Smythe: Executive Chairman: Emergence Human Capital
14:30	Elevating Corporate Performance through ESG: Redefining the Role of the Board <ul style="list-style-type: none">How ESG is redefining governance best practiceExpectations for boards and corporate governance professionals to incorporate ESG factors to governance practiceEmerging trends on oversight of company strategy, risk management, performance and disclosure for environmental and social factors, including climate change, bringing with it new data governance challenges.Board best practices with regards to ESGESG-related shareholder proposals and requests, including those related to climate and human capital;Integration of ESG components into executive compensation principlesSpecial focus on the JSE guidance on sustainability and climate change Speaker: Tebogo Makhabane: ESG and Implementation Specialist: Sanlam Investments
16:00	Closing Remarks by Chairperson
Day 3: 20 April 2023	
07:40	Morning Refreshments & Networking
08:30	Cyber risk on the rise: understanding business risks and mitigating from cyber threats and privacy breaches <ul style="list-style-type: none">The current cyber threat environment and trends, the risks they pose across business operationsStrategies to mitigate cyber threats and improve securityExamining the sources of cyber threats and growth of 'ransom as a service'Cyber essentials for Governance Professionals and Boards of DirectorsBusiness risks and potential mitigation from cyber threatsBoards and awareness of the risk and impact to their business from cyber attackers.Understanding of cyber risk reduction steps as a competitive advantage.Avoiding reputational damageSecuring the supply chainPromoting employee awareness Speaker: Dr Terence Govender: Director and Principal Consultant: Phambili

10:00	Mid-Morning Refreshments & Networking
10:30	Shareholders, Stakeholders, and the Board <ul style="list-style-type: none">Earnings management: when and when notInvestor relations: the practicalities for the boardCommunicating governance inside and outside the companyShareholders and their rightsShareholder stewardship; communications between board and shareholdersGrowing shareholder activism – the international perspectiveManaging the annual shareholders' meeting Speaker: Prof Suzette Viviers: Professor: Stellenbosch University
12:00	Lunch
13:00	Lessons learnt from governance failures <ul style="list-style-type: none">Why do Boards malfunctionWhere are we now and how did we get here? What is not working?Link to value of Directors duties and conflict of interestImpact of corporate reputation and minimising negative perceptionImportance of ChairmanLesson learnt and how to behave differently in the future Speaker: Dr Joshua Okumbe: Director: Centre for Corporate Governance Kenya
14:30	Closing Remarks by Chairperson
Day 4: 21 April 2022	
WORKSHOP: IMPROVING BOARD EFFECTIVENESS	
INVITED FACILITATOR: TIM HOLMES: Senior Partner: SIRDAR	
08:15	Opening Remarks by Chairperson
08:30	Strategic Leadership and the Board <ul style="list-style-type: none">The board's role in strategic managementAn identification overview of the policies and procedures that need to be ratified by the boardEthical challenges and how these may be addressed through a code of ethicsThe business case for corporate responsibility and citizenship to include sustainabilityDefining the role of CEO: requirements for successful company leadershipHiring the CEOThe board's role in evaluating CEO performance using key performance frameworks and indicatorsRole Play: The evaluation of CEO performance
10:00	Midmorning Break
10:30	Board Evaluation and Assessment <ul style="list-style-type: none">Types of Board evaluationWhat does Board Evaluation test and who should lead the process?The benefits of Board evaluationCharacteristics of effective and successful evaluationsCharacteristics of ineffective and unsuccessful evaluationsManaging the evaluation process and feedbackBoard assessmentPotential benefits of board evaluationsActioning the outputs of Board evaluationKING IV on performance evaluations
12:30	LUNCH
13:30	Improving Board Effectiveness <ul style="list-style-type: none">An Overview of Corporate Governance Frameworks and Practices Relating to BoardsThe Code for Responsible Investment in AfricaThe implementation and impact of the corporate governance frameworkSolutions to improve a board's effectivenessCase Study: Evaluating and implementing performance improvement plan in the boardThe role of the board in value protecting and value enhancementHow boards are responding to corporate governance concerns and challengesThe business case for improving board effectiveness and corporate governance within boards
15:00	End of Workshop and Certificate Ceremony