



# THE DIRECTORS' CLUB

**HUNT  
PARTNERS**

LEADERSHIP  
EMERGENT INDIA

## Get on board for successful Independent Directorship



## ABOUT DIRECTORS' CLUB



The Board of an organization today is faced with unexpected and varied sets of challenges due to the unpredictable economic environment, ambiguity in business, volatile and complex market conditions (including regulations). With businesses and organizations becoming increasingly complex, the need for sound individuals at leadership positions is extremely critical for any company.

The Companies Act 2013 has been shaped to raise the bar on corporate governance. The certification program will dwell on the relevant themes such as investor protection, transparency, director responsibilities and balancing stakeholder interests.

The Directors' Club would be a group of privileged individuals who have recently been appointed to a Board or are considering taking Board positions. It will also include existing Independent Directors as well as Owners/Promoters of businesses who seek to maximize the value of their corporate boards.

**Directors play an important role in providing effective guidance and imbibing certain global best practices which :**

- ▣ Raise the standards of corporate governance
- ▣ Provide strategic insights and direction
- ▣ Balance multiple stakeholders interests
- ▣ Ensure appropriate focus on risk management

Hunt Partners have teamed up with Global Governance Services UK and have designed and launched a first-of- its-kind initiative in India, "Directors' Club'. This is a unique accredited certification program directed towards training and familiarizing aspiring directors in effective execution and running of Boards, by engaging the best-in-class faculty from across the globe.

**The program provides:**

- › Familiarization with global best practices in corporate governance
- › An understanding of the liabilities and duties of a Non-executive/Independent Director
- › Knowledge of Board dynamics and the behavioural skills required to better manage boardroom conflicts
- › The competencies NED / Independent Directors require to implement responsible corporate governance practices



## ORGANIZERS

### HUNT PARTNERS

Hunt Partners is a Retained Executive Search firm operating at the senior level across the Asia Pacific region. Founded in 2003, the firm's partners have distinguished careers in executive search and have served in a variety of executive roles in major firms, globally. The firm practices in the areas of Financial Services, Consumer, IT, Logistics & Supply Chain, Industrial Infrastructure, Pharmaceutical, Life Sciences and Engineering Services among others.

### GLOBAL GOVERNANCE SERVICES

GGG, UK was founded in 2004 by Dr. Chris Pierce, and has since evolved to become a globally recognized leader in governance-related services. They specialize in corporate governance advisory and development services, as well as producing governance national codes & standards. GGS's wide range of clients include companies, universities, professional bodies and financial institutions, utilizing its extensive services across Africa, Asia & Australia, Europe, Middle East, South America and the United States. The GGS staff and consultants are all experienced professionals, holding both academic and industry related qualifications within their respective specialties.



## PROGRAM CONSTRUCT

### SCOPE

The ever-changing global environment increasingly demands higher standards of board leadership. The program will examine best practices of successful boards and enable you to drive strategy, manage risk, understand board dynamics and enhance enterprise value. In addition, the program will provide the participants with the key tools to help them position their boards for long-term success.

While your corporate board may have broadly defined legal duties, its role in evaluating management providing strategic oversight and dealing with the complexity of today's regulatory environment has never been more tested or more critically dependent on effective leadership. Whether the issue is financial resilience, corporate strategy, executive compensation or regulatory compliance, this program is designed to help you promote sound governance. You will learn what it takes to design an optimal board structure, lead the organization through periods of adversity and opportunity, and

harness the considerable talents of your board members to create a cohesive and forward thinking unit.

### STRUCTURE

The structure of the program has been designed to include topics that directly impact board members and enhance their effectiveness while discharging duties on the Board. The program is designed as a series of intensive sessions spread over three days. To ensure efficacy, the program is completely residential and all participants are required to be on site for the complete duration.

### EVENT FLOW

The program starts with the inaugural session on Corporate Governance and is followed by sharing insights by senior Members of the boards and Independent directors. The next two days includes series of sessions covering various aspects of the IDs and a working dinner consisting of a Boardroom case study.

# TOPICS

The following topics are covered during the 3 days of training:

## INTRODUCTION TO CORPORATE GOVERNANCE

This module covered the nuances that are associated with the changing scenario. Included within corporate governance are topics such as structure of Boards to pursue the set of goals while reflecting the context of social, regulatory and market environment.

## BOARD DYNAMICS

When sitting on corporate boards interpersonal relationships play a major role in achieving the set of objectives that the organization as a whole aims for. This module highlights the importance of this aspect while working on corporate boards.

## TRANSITION FROM LEADING TO INFLUENCING

This module covers personal drivers and motivation for taking up an Independent director position on a board, owing to the pros and cons of the roles and responsibilities. This module reveals the core nuances of the roles of an Independent Director and how one should decide upon

the approach one needs to take, while taking up the position, followed by understanding the distinction between being an Executive vs a Non-Executive role.

## ROLE OF THE BOARD

The module consists of imparting working knowledge of intricacies of working within boards, where working styles matter in order to reach a desired result, tasks of the Board and clarifying board meeting roles and responsibilities of the Chairman, Directors and the Company Secretaries.

## THE DIRECTOR AND THE LAW

The module enables the participants to understand the legal duties and obligations associated with being a director. It also touches upon the judiciary duties.

Specific nuances related to the Independent Directors, handling a situation of mismanagement and protecting oneself from potential management defaults.

Cont...





## TOPICS

### RISK & CRISIS MANAGEMENT FOR THE BOARD

Risk Management module enables the participants to identify and assess the risks faced by an organization, unanticipated crisis such as hostile and friendly takeovers, CEO departures and firings and ways to approach and deal in context with the known and unknown risks.

### PEOPLE STRATEGY AND ORGANIZATION DEVELOPMENT

The module focuses on organizational development and the support of boards for the same. Emphasis was given to leadership style in normal day-to-day workings and in case of conflicts.

### DIRECTORS' ROLE IN STRATEGY

Developing a strategic plan to generate value for the company and the role of the Board in developing that strategic plan are the issues that are touched upon during the session. Understanding how a Board can hamper growth and ways to curb it are also part of this module.

### FINANCIAL ANALYSIS AND REPORTING

The module covers understanding and interpreting the balance sheets and statements of changes in equity. Audit committee basics such as qualification of reports and formulation of an external financial reporting and disclosure strategy are the topics that are also emphasized upon.

### WORKING OF COMMITTEES

This module is instrumental in imparting the functional knowledge of various committees and understanding the key characteristics of such committees. The session also covered challenges and solutions on recruiting, motivating and compensating the CEO for corporate success.

### CSR

Corporate and social responsibility is an ongoing challenge in today's corporate environment and the module focussed on CSR in light of the new Company's Act 2013.

# FACULTY

The training program is administered by industry practioners and faculty:

## Current

NAME	DESIGNATION	ORGANISATION
Chris Pierce	CEO	Global Governance Services / Board Evaluation Ltd.
Dr. Anil Khandelwal	Independent Director	Ex. Chairman BOB / Independent Director GAIL, Centre for Micro Finance, SEBI
Nawshir Mirza	Independent Director	Thermax Ltd. Tata Boards
O. P . Bhatt	Independent Director	Ex. Chairman. SBI / Independent Director HUL, ONGC. TCS Boards
Pradeep Mallick	Advisor Independent Director	
Prof. Raghu Iyer	Adjunct Faculty	SPJIMR
Toshan Tamhane	Senior Partner	Mckinsey & Company
V. Venkataramanan	Partner	KPMG
Vladislava (Slava) Ryabota	Regional Corporate Governance Lead for South Asia	International Finance Corporation

## Past

NAME	DESIGNATION	ORGANISATION
Anita Ramachandran	Founder	Cerebrus Consultants.
Amal Ganguli	Board Member	HCI Technologies
Barnik Maitra	Partner	Mckinsey
Deepak Satwaleker	Venture Advisor / Independent Director	Nexus Venture Partners/ ID on Multiple Boards
Dr. Keith D'souza	Faculty	SPJIMR
Jan Nigel Bladen Dubai	Chief Operating Officer	Financial Services Authority
Nitin Kini	Partner	KPMG
Omkar Goswami	Chairman	CERG Advisory Pvt. Ltd.
Prof. Prem Chandrani	Faculty	SPJIMR
Rama Bijapurkar	Independent Director	Crisil. M&M Financial Services. Etc. Boards
Shailesh Haribhakti	Managing Partner	Haribhakti & Co.
Santrupt Misra	CEO	Aditya Birla
Sid Khanna	CMD	IEP Fund Advisors Pvt Ltd.
Kalpana Unadkat	Partner	Khaitan & Co



# PHOTO MONTAGE



# PARTICIPANT FEEDBACK & COMMENTS

Overall design of the program is very good. Participant group is mixed, including freshers, which makes it quite interesting.

- **R Kannan, Chairman, Shasun Pharmaceuticals Ltd**

Very good & educative. Almost all the sessions were valuable. Most liked among be say role plays of Board room & the financial analysis.

- **V S. Rangan, Executive Director, HDFC.**

With the fast growth in the economy, businesses have expanded considerably increasing the roles and responsibilities of Independent Directors. So there is a need for various initiatives to help Ids with knowledge across sectors and to update the latest regulatory developments.

- **Sudha Ravi, CEO, Piramal Finance Ltd.**

Shailesh Haribakti's session was very helpful. Chris knowledge & experience has helped greatly

- **Rubi Arya, Director, Milestone Capital Advisors Ltd.**

Legal & Risk were the best spoken and covered relevant topics

- **Srinath Srinivasan, Chief Investment Officer, Oman India Joint Investment Fund**

Particularly enjoyed Raghu's session. Made a seemingly difficult subject riveting and lucid. Anita & Pradeep's session was extremely insightful. Role play was beautifully coordinated.

- **Rica Bhattacharyya, Assistant Editor, Times Group**

# PARTICIPANT FEEDBACK & COMMENTS

Board perspective, good presentations, good participations, interactive, very refreshing

**- S K Mitra, Independent Director**

Truly, thanks and kudos to Hunt Partners for the meticulous planning, the seamless flow from one topic to the next. the harmonious juxtaposing of the subjects and the quiet but incisive observation of every aspect of the program as it unfolded, day after day

**- Pradeep Mallick, Independent - Director, Ex-Regional Director CII**

A lot of ground has been covered. Articulations were very good, authenticity was maintained.

**- Anjana Menon, Head Compensations & Benefits, Aditya Birla financial services group**

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**- Pradeep Mallick, Independent Director, Ex-Regional Director CII**

Very useful, not only for people on the board but also enriching for personal & professional level. Well crafted agenda couriered well.

**- Dinesh Chhabra, CEO Usha International**