



# The *REAL* Work of Governance Program



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**President & CEO, Banff Executive Leadership Inc.**

Doug has more than 25 years experience in Leadership, Governance & Executive Development, Strategic Facilitation and overall Organizational Development. He has specialized in strategy formulation and implementation, wilderness/high risk environments, organizational leadership, branding, and sales/marketing/service development.

Doug Macnamara joined The Banff Centre in March, 1994 and served as Vice President, The Banff Centre and General Manager, The Banff Centre for Management until July 2001 when he left to set-up a privatized firm. During this time he built up annual programming from approximately 35 to over 140, increased annual participant numbers from 800 to 4,000. He led the development of dedicated programming areas for Aboriginal Leadership and Management, as well as Community & Not-for-Profit Leadership; in addition to enhancing both Core Leadership & Management, and Governance & Executive Leadership programming. He also invented unique competency profiling and active learning processes. These initiatives positioned The Banff Centre as Canada's leader in leadership development.

Doug is an active speaker and executive retreat facilitator, with recent sessions including: Leading in a Networked World, Leadership @ Internet, Speed, Improving Board Governance Effectiveness, Strategic Planning, Market Positioning & Creating Enhanced Customer Value, Competency Mapping and Performance Management Systems, Differentiating Yourself and Creating Value for your Customers, Economic Trends and Environmental Scanning, Trends in Networking and Communications, Communication to Employees in Volatile Times, Unleashing Creativity and Innovation, Merger and Acquisition Communications, Pension/Benefits/Incentive Compensation Design.

## Objectives:

- Explore the fundamental differences between Board Governance and Executive Leadership Practices and role definitions.
- Examine the various forms of Governance Models in popular use; their pros/cons and application to your organizational needs.
- Learn how to develop a sense of enhanced trust and communication amongst your Board members and between Board/Executives.
- Explore the Leading Practices and Competencies in Governance today and the framework for effective: Personal Practice, Team Practices, Organization-wide Practices, and Community-wide Practices.
- Develop a clear sense for The *REAL* Work of Governance, and where your Board can improve. Comparing practices to those recommended by such groups as the Toronto Stock Exchange, Broadbent Report (for Charities and NFPs), Sarbanes Oxley Act, Recommendations of industry panels in Britain, Singapore and Japan, plus OECD and CalPERS
- "Workshop" improved approaches and application to your own situation, included updating By-laws, Annual Board Calendar and Board Meeting Agenda Structures.
- Understand the Legal liabilities and expectations of trusteeship and fiduciary duty, plus many more.



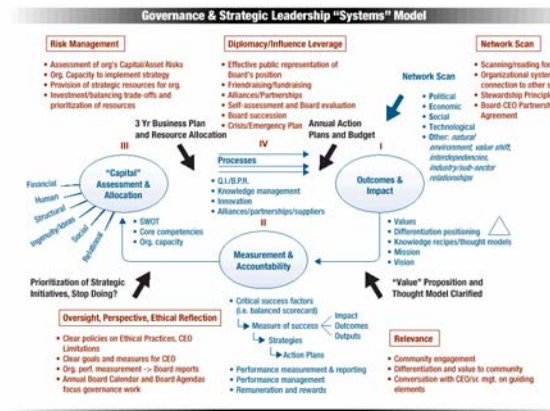
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## Facilitator



Dr. Oliver Schwabe is one of the worlds foremost community moderators and facilitators with over 50 theme areas delivered virtually to over 2500 students in 60 countries in the past decade. Key clients include:  
- Jones International University  
- Capella University  
- The Open University Business School  
- KnowInc  
- Entovation  
- Sveiby Knowledge Associates  
- United Nations Virtual Development Academy

For more information visit [www.euro-focus.com](http://www.euro-focus.com).



## Benefits:

Learn by doing -- no dry lectures on board governance. You will assume the role of a board member in a context of your choice. From there participate in action learning to explore the concepts of board governance, assess how to implement them and apply newly acquired skills in specially designed, integrated simulation exercises. The seminar itself focuses on providing insights into the fundamental issues of valuing board governance and finally on the development of a governance innovation proposal for the organization of each participant.

## Methodology:

An intensive 8-week program, consisting of a coached e-Learning program based on the work of Doug Macnamara and other leading authorities, who are actively involved in delivery.

## Target Audience/Time:

Directors of: Corporate, Health-care, Voluntary, Professional/Trade Association, Marketing and/or Resource Management Boards. CEO's, Corporate Secretaries, and other Senior Executives that must interact regularly with the Board. Ideally, the Board Chair and CEO will attend together, with other Board/Executive members in addition.

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### Session One

- Welcome and course overview
- Results from Board Governance Practices Inventory Pre-work by participants
- Current Practices Summary
- Priority Areas for Discussion and Exploration in the Program
- Roles & Responsibilities of Board Members Compared to Management

This introductory session sets the stage for the rest of the program, and specifically addresses the frames of reference that Board members can bring to their role: Self contributions; The Board-Executive members as a team; An organization-wide systems approach for policies and practices; A Community-referenced, network-appreciating approach including transparency and social accountability.

### Session Two

- Models of Governance: Traditional, Carver, Cortex, and other
- Pros and Cons of these models to participant's Board situation
- Governance made its leap in progress in the past decade through the popularization of the Carver model. We will examine this and several other models for approaching governance, and then look at the pros and cons of each as they apply to participants' situations.

### Session Three

- The *REAL* Work of Governance: Governance & Strategic Leadership Systems Model
- Evolving Standards and Expectations for Boards in various world regions
- Real governance is much more than models and policy. This session explores the heart of Governance as important and time consuming, and that needs to be done properly no matter what kind of organization: business, NGO, government agency, even government itself.

### Session Four

- Role of the Board/Management Team in Strategic Leadership – the dynamic tension and Stewardship agreements
  - Strategic Thinking, Systems Thinking, and Network Scanning
  - The Stewardship contract between Board and CEO/Executive team
- The Governance body and the Management body have two very different roles and perspectives when it comes to the strategy of the organization. And yet, they must also work from a commonly understood base of knowledge and awareness of the marketplace around them. There should be some positive, creative tension between the Board and Executives with each being well prepared for their interactions together. We also look at how the Board might clarify expectations for itself and the CEO/Executive team through a Stewardship Contract.

### Pre-Course Participant Preparation

- Complete BEL's *Board Governance Practices Inventory* – a competency-based assessment of individual Board member practices compared to standards described by Toronto Stock Exchange, US Sarbanes-Oxley Act, and British, German, OECD, Singaporean, and Japanese evolving recommendations.
- Readings: Various readings on Board Governance from Toronto Stock Exchange, Britain, Singapore; The *Real* Work of Governance – D. Macnamara; other readings as appropriate for participant mix. For a sample see: [www.banffexeclead.com/newsletter](http://www.banffexeclead.com/newsletter)
- *Corporate Boards - New Strategies for Adding Value at the Top* - Conger et al [or](#) *Nonprofit Boards That Work – The End of One-size-fits-all Governance* – Maureen Robinson [or](#) alternative Assignment: Summary of your current Governance Model and service/accountability expectations.

### Offerings

- Eight (8) week facilitated online course
- One day face-to-face workshop
- One (1) hr telecoaching
- 4 x 2 hours telecoaching using online platform

~ Corporate rates available upon request ~



This tree symbol can be seen on [www.unic.net](http://www.unic.net) - message is the roots for the fruits, i.e. turning the tree upside down.

### Session Five

- Future Positioning, Relevancy and Community Engagement
- Oversight, Perspective & Ethical Reflection – Various jurisdictional perspectives including issues of: independent directors, audit committees, non-executive chairmen, Chair-CEO separation, codes-of-conduct, etc.

Governance bodies ultimately need to take care of two things for the organization: sustainability and relevancy. In this session we dig deep into the role of the Board in community outreach and engagement to ensure relevancy of the organization's products, programs, and services. Also we look at how we can be more comprehensive in our oversight role of management.

### Session Six

- Evaluating the CEO, and the Board
- Annual Board Calendar and Agenda Management of Participants' own Board Dynamics

As recent stories in the media have shown us, the evaluation of CEO and Board performance is crucial. This follows on from session seven, and addresses pragmatic ways to do this, plus develop an annual calendar to ensure the *Real* Work of Governance gets addressed appropriately.

### Session Seven

- Risk Assessment, Capital/Asset Management,
- Organizational Capacity to implement strategy

### Diplomacy & Influence Leverage

The second major responsibility for Boards (Sustainability), has a large degree of risk management and leverage of Board members' networks to it. In this session we explore some approaches to ensure this is done and coordinated appropriately with what the management team is doing.

### Session Eight

- Legal Liabilities and "Duties" – as appropriate to the jurisdiction of the program
  - Board Processes: Succession Planning, Recruitment, Orientation and Measurement
  - Action Items and Next Steps
- We end the program with a review of the Legal liabilities and duties of Board members, plus the important element of sustainability – replacing the Board and training new members. Finally we discuss the next steps participants can take to implement the ideas from the program.

**Registration:** Please contact Dr. Oliver Schwabe via [oliver.schwabe@eurofocus.com](mailto:oliver.schwabe@eurofocus.com)

**Dates:** Course starts monthly or by agreement. **Group size:** up to 10 **Time commitment:** Each week minimum 10 hours **Delivery:** Asynchronous delivery via [www.sveibytoolkit.com](http://www.sveibytoolkit.com) and [www.communityzero.com](http://www.communityzero.com). **Online seminars** are conducted using [www.centra.com](http://www.centra.com). **Payment:** Via [www.paypal.com](http://www.paypal.com). **Refunds:** Only before receiving course materials