

Global IoD Network Meeting & Consultation

May 13 – 14, 2014

Istanbul, Turkey

Sermaye Piyasası Lisanslama Sicil ve Eğitim Kuruluşu A.Ş

Address: Arapcami Mahallesi, Bankalar Caddesi. No: 21/A Kat: 1-2 | 34420 Karaköy, Beyoğlu, İSTANBUL

Background

IFC has long been a leader in working with board training organizations to develop local capacity and make sustainable improvements in corporate governance. This includes both IFC regional corporate governance projects, which have partnered with and help develop Institute of Directors (IoDs) and Corporate Governance Associations in a number of emerging markets, as well as IFC's Global Corporate Governance Forum (GCGF) which has worked with leading IoDs to develop key global tools and publications, including Toolkit 1 Building Director Training Organizations and Toolkit 3 Board Leadership Training Resources and associated training supplements.

In 2011, the GCGF held a first network meeting of global IoDs, bringing together leaders on board training from 15 emerging markets. For the 2014 network meeting, the numbers expand to over 25 institutions from as many countries, and include a mix of some of the more successful IoDs, ones that have grown very quickly, and others at different stages of development.

This IoD Network Meeting and Consultation will allow for direct sharing of experiences by participants, create a forum for structured discussion of key challenges and opportunities, and will include an exercise that will ensure that participants are ready to put these lessons into action when they return home. The meeting also provides an opportunity for IFC to showcase the work it does with IoDs and similar bodies/organizations, and the relevant tools and good practice guidance it has developed. It will also be an important input into the updating and revision of some of IFC's corporate governance tools and good practice going forward.

This year's two-day meeting will cover three main areas:

1. **IoD success and sustainability**, including key topics such as building and sustaining membership, governance and organization, financial viability, right sizing and scaling up, and the role of director certification.
2. **IoD opportunities and IFC the World Bank (WB) tools**, including recent knowledge products and IoD experiences with scorecards, corporate secretaries, media, board practices, small and medium enterprises, and state-owned enterprises.
3. **International Cooperation among IoDs**, including both regional networks and cooperation with IFC and WB.

The meeting will be hosted by the Corporate Governance Association of Turkey (TKYD) with the support of the Arguden Governance Academy and take place at the Capital Market Licensing, Registration and Training Agency (Sermaye Piyasası Lisanslama Sicil ve Eğitim Kuruluşu | SPL) in Karaköy, Istanbul, Turkey. It is being supported by the Governments of Luxembourg, the Netherlands, and Switzerland.

IoD Network Meeting and Consultation

Monday, May 12, 2014

19:30 – 22:00

RECEPTION AT THE MARMARA PERA

DRESS CODE: BUSINESS CASUAL

Hosted by the IFC Corporate Governance Projects for Europe and Central Asia and Middle East and North Africa

Tuesday, May 13, 2014

9:00 – 9:30

**REGISTRATION AT THE CAPITAL MARKET LICENSING, REGISTRATION AND TRAINING AGENCY
(SERMAYE PIYASASI LISANSLAMA SICIL VE EĞİTİM KURULUŞU | SPL)**

9:30-10:00

OPENING REMARKS

- **Güray Karacar**, Coordinator, Corporate Governance Association of Turkey
- **Darrin Hartzler**, Global Manager, IFC Corporate Governance Group

10:00 – 11:00

IOD SUCCESS AND SUSTAINABILITY: PART I

Moderator: **Chris Pierce**, CEO, Global Governance Services

Discussants:

- **Heloisa Bedicks**, Managing Director, Brazilian Institute of Corporate Governance
- **Dr. Bandid Nijathaworn**, Secretary to the Board of Directors, President & CEO, Thai Institute of Directors
- **Kristian Kaas Mortensen**, President, Baltic Institute of Corporate Governance
- **Lamia El Bouanani**, Executive Director, Institut Marocain des Administrateurs

Issues for discussion:

How do you build and sustain a successful IoD? We will examine how to find and retain members, ensure financial sustainability and maximize impact. We will look at global trends and commonalities as well as different strategies and approaches

	between institutions in different regions and at different stages of development.
11:00-11:30	COFFEE BREAK
11:30-13:00	<p>IoD SUCCESS AND SUSTAINABILITY: PART II</p> <p>Continuing from Part I, we finish our presentations and turn to questions and answers. Key topics for discussion will include:</p> <ul style="list-style-type: none"> • Sustainable revenue models and how to organize a functional/viable business/operating model; • Governance and ethics considerations to ensure the integrity of the organization and its operations; • Managing potential conflicts of interest, the role of the CEO, staffing, talent retention; • Scaling up, training aimed at different audiences, ongoing professional development, and quality control and certification and its potential role in board member development. <p>Both Part I and Part II of this session will be considered in our plans for updating or augmenting Toolkit 1: Building Director Training Organizations.</p>
13:00 – 14:00	LUNCH
14:00-15:00	<p>IoD OPPORTUNITIES AND IFC TOOLS: PART I: BOARD EVALUATIONS</p> <p>Moderator: Phil Armstrong, Head, IFC Global Corporate Governance Forum</p> <p>Discussants:</p> <ul style="list-style-type: none"> • John Lim, Immediate Past Chairman, Singapore Institute of Directors, • Chris Pierce, CEO, Global Governance Services <p>In the first of three sessions on IoD opportunities and current or potential IFC tools, we examine board evaluations, which form part of the IFC Board Leadership Training Resources and will be the focus of other IFC publications. We will look at both the good and potential bad examples of board evaluations, how they should be developed through time by the board, and the relative roles of self-evaluation and external consultants. We will discuss the potential role of the IoD and touch on relevant regulation and code requirements.</p>
15:00 – 15:30	COFFEE BREAK/MOVE TO BREAKOUTS
15:30 – 16:30	<p>IoD OPPORTUNITIES AND IFC TOOLS: PART II: BREAK OUTS:</p> <p>COMPANY SECRETARIES, MEDIA, SCORECARDS</p> <p>Moderators and Discussants:</p> <ul style="list-style-type: none"> • Company Secretaries: Alison Dillon Kibirige, Managing Director AMDK Consultancy & Training Services Ltd (Uganda), Ghita Alderman, Operations Officer, Corporate Governance, IFC • Media: Farooq Sobhan, President Bangladesh Enterprise Institute, Marjorie

	<p>Pavia Operations Officer, Corporate Governance, IFC</p> <ul style="list-style-type: none"> • Scorecards: James Simanjuntak, Indonesian Institute for Corporate Directorship, Ralitza Germanova, Associate Operations Officer, Corporate Governance, IFC <p>We will divide into three separate groups to look at three recently developed IFC tools as well as the related work of IoDs:</p> <ul style="list-style-type: none"> • Company Secretaries: we will talk about differences across markets for this key function, CG training for company secretaries and the role of the IoD versus other institutions in this area. • Scorecards: we will look at the role of IoDs in developing national and multinational scorecards, as well as the scorecard as a tool for dialogue with particular companies and boards. • Media: we will look at the key role that media plays in raising awareness about corporate governance and how IoDs can work with the media to support media training.
16:30 – 17:00	COFFEE BREAK/SWITCH BREAKOUTS
17:00 – 18:00	<p>IoD OPPORTUNITIES AND IFC TOOLS: PART III: BREAK OUTS</p> <p>BOARD PRACTICES, SMALL AND MEDIUM ENTERPRISES (SMEs), STATE-OWNED ENTERPRISES (SOEs).</p> <p>Moderators and Discussants:</p> <ul style="list-style-type: none"> • Board Practices: Verica Hadzivasileva, Founder and Board Member, IoD Macedonia, Anar Aliyev, Operations Officer, IFC, Mongolia Corporate Governance Project, East Asia and the Pacific • Small and Medium Enterprises: Mohammed Reyad, Training Expert, Egyptian IoD, Alexey Volynets Knowledge Management Officer, Corporate Governance, IFC • State Owned Enterprises: Dr. Jesus Estanislao, Founder and Chairman, The Philippines Institute of Corporate Directors, David Robinett, Senior Private Sector Development Specialist, Corporate Governance, World Bank/IFC <p>For Part III we continue to look at IFC tools and the work of IoDs, including some more recent or proposed tools;</p> <ul style="list-style-type: none"> • Board Practices: IoD work with boards and more specialized areas, such as working with bank directors and board dispute resolution, as well as the related or possible IFC tools, will be covered here. • SMEs: This session will focus on working with smaller, non-listed, founder and family controlled companies, and the current tools IFC has in this area and ones it might develop. • SOEs: We will discuss the role of the IoD in working with SOE board members as well as advocating for wider SOE reform, the forthcoming SOE toolkit by the World Bank and related IFC tools will also be discussed.
19:30	<p>DINNER – SPONSORED BY ARGUDEN GOVERNANCE ACADEMY</p> <p>VENUE: KIVA RESTAURANT</p>

Wednesday, May 14, 2014

9:00 – 9:45	REPORTING FROM BREAKOUTS: IoD OPPORTUNITIES AND IFC TOOLS <i>BREAK OUT MODERATORS AND DISCUSSANTS</i>
9:45 – 11:00	INTERNATIONAL COOPERATION: PART I: IoD Networks Moderator: Anne Molyneux , Director CS International Discussants: <ul style="list-style-type: none">• Jane Valls, CEO, Mauritius Institute of Directors• Marta Vaca, CEO, Anahuac (Mexico)• Irena Prijovic, General Secretary, Slovenian IoD For this session, we look at the benefits and challenges of international cooperation through regional networks. This includes starting and sustaining IoD networks and using these networks to share knowledge and expertise.
11:00 – 11:30	COFFEE BREAK
11:30 – 13:00	INTERNATIONAL COOPERATION-PART II: Working With IFC and the World Bank Moderator: Anne Molyneux , Director CS International Discussants: <ul style="list-style-type: none">• Fuad Hashimi, President & CEO, Pakistan Institute of Corporate Governance• Oliver Orton, Regional Project Manager, Corporate Governance, IFC Europe and Central Asia We turn to working with IFC and the World Bank on awareness raising, building training capacity, and working together with board members and companies. We look at how IFC support for IoDs is shifting, and how IoDs are benefitting from this cooperation but with important considerations to take into account.
13:00 – 14:00	LUNCH

<p>14:00 – 15:30</p>	<p>WAY FORWARD PART I: BREAK OUTS: IOB ACTION PLANS</p> <p>Moderator: Mary Jo Larson Principal, FlexAbility Int. LLC</p> <p>Facilitators:</p> <ul style="list-style-type: none"> • Khawar Saeed Ansari, Regional Program Manager, Corporate Governance, IFC Middle East and North Africa • Chinyere Almona, Program Manager, Corporate Governance, IFC Sub-Saharan Africa • Lopa Rahman, Operations Officer, Corporate Governance, IFC South Asia • Alison Dillon Kibirige, Managing Director AMDK Consultancy & Training Services Ltd (Uganda) <p>Mentors:</p> <ul style="list-style-type: none"> • Dr. Jesus Estanislao, Founder and Chairman, The Philippines Institute of Corp Directors • Heloisa Bedicks, Managing Director, Brazilian Institute of Corporate Governance • John Lim, Immediate Past Chairman, Singapore Institute of Directors, • Irena Prijovic, General Secretary Slovenian IOB <p>In Part I, we provide an opportunity for IOBs to develop and display their own action plans based on their experiences so far in the workshop. Each group will be assisted by both a facilitator and a mentor who can share their experiences in building a successful IOB.</p>
<p>15:30 – 16:00</p>	<p>COFFEE BREAK & GALLERY WALK</p>
<p>16:00 – 17:00</p>	<p>WAY FORWARD PART II: THE FUTURE WORK OF THE NETWORK</p> <p>Moderators: Phil Armstrong, Head, IFC Global Corporate Governance Forum</p> <p>Discussants:</p> <ul style="list-style-type: none"> • Amira El Saeed Agag, Operations Officer, Corporate Governance, IFC Middle East and North Africa • David Robinett, Senior Private Sector Development Specialist, Corporate Governance, World Bank/IFC • Güray Karacar, Coordinator, Corporate Governance Association of Turkey (TKYD) <p>In Part II, responding to the IOBs' action plans and other feedback from the meeting, we look at the future of the network and the IFC's work on board leadership and IOB capacity building.</p>