



## Board Academy

The Board Academy is an organisation whose aim it is to promote competence, integrity and corporate responsibility in company supervisory and advisory boards.

Behind this commitment is our conviction that these three aspects mainly determine the success of corporate supervisory and advisory boards.

**Specialist competence:** Demands placed on the members and chairpersons of German corporate bodies with supervisory or advisory functions are growing. On the one hand, greater outside pressures are being exerted on these persons since the financial and economic crisis of 2008/9 while, at the same time, their field of activity is rapidly becoming more complex.

Management experience and knowledge of their particular business sector are no longer sufficient to enable them to overcome this two-fold challenge. Those serving on supervisory and advisory boards must now be aware of the specifics and details of the strategic, legal, fiscal and employee relevant factors that relate to their remit and must also be familiar with the various facets of risk management. The Board Academy offers training programmes tailored to your specific needs in which you will benefit from the practical experience and business expertise of our module tutors. To ensure the quality of the programme in 2010 we assigned the "TÜV Süd" to certify the standards and processes of the Board Academy to build a professional and state-of-the-art examination and certification. Until 2014 we offered the option to receive a TÜV certificate. Starting with the new fiscal year 2015 the Board Academy together with the "Partners of Excellence" provides its own certificate.

**Integrity:** We consider integrity to be the key human faculty that makes us reliable and credible individuals. A person with integrity is – to put it quite simply – someone whose actions conform to their words. With respect to this core value we are an exclusive network for corporate service providers who share our conviction.

**Corporate responsibility:** With in-depth experience in steering committees, the members of supervisory and advisory boards share the responsibility for the future sustainability of their organisation. Their task is not simply to master internal corporate challenges – the implications of their decisions have a much wider impact. To be effective, members of today's supervisory and advisory boards need to be aware of their accountability towards the company ownership and the social obligations of business enterprises. The Board Academy has made it one of its objectives to draw attention to this circumstance not only in its seminars, but also in the public sphere.

The three decisive factors that enable steering committees to act credible and effective are competence, integrity and corporate responsibility. These three personal characteristics not only determine the success of enterprises over the long term; they also ensure that corporate organisations are perceived as trustworthy.

## Programme

The curriculum contains 6 x 2 days with group workshops and presentations as well as an exam completed by a certificate "certified member of board of directors / advisory board".

## Exclusive partner group



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## Membership





### **HR, Organisation, Communication**

The Human Resources module like every other module is foundation and supplementation at once. We will not only focus on how to become member of an advisory or supervisory board but also on challenges, expectations and the increasing complexity of HR-related concerns and will take a look at core topics that play a central role in the work of these boards. We will be considering the skills required by executive boards and managers in order to maintain the competitiveness of their organisation and will be looking at the effects of culture and change management. We will then turn to analyse the topic of appointment of board members and managers. We will also take up the topic of performance reviews and compensation issues from an HR perspective to consider control and incentive systems. The HR module will take the form of a mixture of lecture, group work (with presentation) and discussion.

### **Reporting, Controlling, Accounting**

The starting point of the Reporting/Controlling/Accounting module will be an overview of the basics and legal background to the monitoring function of supervisory and advisory boards, with particular reference to the new responsibilities of audit committees as outlined in the German Accounting Law Modernisation Act (BilMoG). This module examines the various instruments that a supervisory board can employ to obtain the relevant information it requires to be able to exercise its supervisory function. Firstly, we will look at the basics of internal auditing/controlling. We will then move on to look in more detail at the various standards and regulations that apply to external reporting, with a focus on international accounting and the main consequences of BilMoG for commercial law in Germany.

### **Risk & Compliance**

The Risk & Compliance module is designed to make members of supervisory and advisory boards aware of their responsibilities with regard to risk and compliance and to help them assume the appropriate roles.

As a first step, we will consider the terminology and the legal regulations that define the tasks and responsibilities of legal representatives and supervisory bodies. In addition to considering specific aspects of accountability in practice, we will look at auditing standards that such bodies can apply to reduce their exposure to liability. We will also be looking at and discussing various best practice approaches to risk identification and evaluation and concepts for fully integrated risk management systems. The Risk & Compliance module will be rounded off with practical advice on how to incorporate aspects of risk and compliance in supervisory and advisory boards.

### **Legal**

In this module, we will consider the legal basis of the work of supervisory and advisory boards. We will also be focussing on the cooperation with the executive management, the appointment and dismissal of board members, the stipulations of payment and the accountability of supervisory boards. We will consider the legal basis of financial market related obligations, such as ad hoc duties and problems of corporate co-determination in view of German co-determination legislation. Moreover, the special status of advisory boards within concerns and their responsibilities in crisis and insolvency situations and the characteristics of supervisory boards and similar in limited companies (GmbHs) will also be discussed.

### **(Corporate) Finance, M&A, Restructuring**

In the finance module, acting and designated members of supervisory and advisory boards will learn about M&A, equity capital markets, loans and bonds. Practitioners with many years of experience in the various financial sectors will outline solutions and structures relevant to practice and discuss their corporate and legal aspects. Actual case studies will be used to illustrate the material. On successful completion of this module, the participating supervisory and advisory board members will be aware of all practice-oriented structures and tools used in financial markets, for financing and M&A, and will thus be in the position to put appropriate questions to the executive management when it comes to development projects and financial restructuring measures.

### **Strategy, IT, Digitalisation**

The strategy module helps to reflect the company development and planning on a national and international level. The participants will be provided with the skills needed as members of supervisory and advisory boards to make far-reaching decisions with regard to the development and implementation of business strategies and to monitor these over the long term. We will take a look at strategy dimensions and variants and also discuss the understanding of strategy from a risk management point of view. We will get an overview of the strategy committee and talk about possibilities and responsibilities in the context of strategic opportunities as an advisory and supervisory board member. The question of the committee as a strategy supervisor, opportunities and risks will be discussed as much as the topics IT and communication. The module will incorporate experiences from committee practice, consulting and science in equal measure.

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