



CORPORATE GOVERNANCE MASTER CLASS - **(Hybrid Training)** **Boards That Lead**

19th – 20th November, 2020
Mövenpick Hotel & Residences Nairobi

Background

Scribe Services™ is a leading corporate services firm, duly registered in Kenya in accordance with the provision of The Companies Act 2015. The company prides itself in offering dedicated attention to detail in the provision of a wide spectrum of corporate services ranging from Corporate Secretarial, Corporate Governance Training and Governance Auditing.

The training programmes are facilitated through Leading Edge Consulting (NITA/TRN/954), a wholly owned business name of Scribe Services™.

Scribe Services™ is a CMA recognized trainer on the Code of Corporate Governance Practices for Issuers of Securities to the Public (2015), and conducts Masterclasses and bespoke corporate governance trainings for Directors and C-Suite Managers with the aim of strengthening corporate governance structures in Kenya.

While the scrutiny placed upon the Boards of both public and private companies continues to intensify, regulators, shareholders and other stakeholders have become more demanding and less forgiving. On the other hand, the business environment has become more complex and more competitive.

Program Overview

The Boards That Lead Masterclass Series seeks to examine the changing role of boards with some of the country's most distinguished thought leaders on the subject. Participants who currently serve on a board will learn how to improve their leadership and decision-making effectiveness. Aspiring board members and those whose roles involve extensive contact with directors will get fresh insights on how to establish partnerships and build boards that add new value to the company.

The Program will educate participants on topics related to the current state of Corporate Governance compliance in Kenya from a regulator's perspective the role of the Board in the company's future and value creation,

assessing and managing the principal risks, and overseeing the risk management and internal control systems, the critical performance factors that determine a successful board evaluation board evaluation, the importance of good governance and the implementation of ethical standards, and how to deliver a Company's current business objectives while future-proofing the organisation.

Who Should Attend

The Boards That Lead Masterclass Series is designed for both prospective and current directors, company secretaries, legal officers of a corporation, institutional investors and senior executives. It is also beneficial for mid-level management who want to gain an understanding of how directors move beyond monitoring and help lead a company to prosperity.

Training Methodology

Experts on the board leadership and corporate governance issues will deliver the course in an interactive manner to allow and encourage peer discussions among the participants. Course materials will comprise of presentations, background materials (e.g. articles and papers), case studies and best practice documents.

Program Structure

The program consists of two (2) related modules, 6 sessions, over a period of 2 days.

Certification

Participants will be issued with certificate of participation upon successfully completing the Masterclass.

Cost and Registration

Investment: Kshs 37,500/- and Kshs 65,000/- (for online and physical participants respectively).

Registration: Kindly register by 13 November 2020 by clicking this link:

<https://www.training.scriberegistrars.com>

AGENDA**MODULE 1: UNDERSTANDING CORPORATE GOVERNANCE AND THE RISK
MANAGEMENT REGULATORY FRAMEWORK IN KENYA**

Day 1	19 November 2020
08:00 – 08:15	Registration and Refreshments
08:15 – 08:30	Welcome Remarks, Introductions and Expectations.
08:30 – 09:50	The Changing Governance Landscape; 2020 Global & Regional Trends in Corporate Governance <i>Purpose: To examine the current state of Corporate Governance compliance in Kenya from a regulator's perspective.</i> CMA rep (TBC)
09:50 – 10:30	Compliance as an engine for Success; The importance of well-done Governance Audits and Board Evaluations <i>Purpose: To acquire insights and knowledge on the critical performance factors that determine a successful board evaluation board evaluation/governance audit.</i> Bernard Kiragu
10:30 – 11:00	Coffee Break & Group Photo
11:00 – 12:25	Risk Management and Value Creation <i>Purpose: To understand the role of directors and senior executives in assessing and managing the principal risks, and overseeing the risk management and internal control systems.</i> Charles Muchene
12:30 – 13:00	Group role play and Discussions
13:00 – 14:00	Lunch break
14:00 – 15:15	Sustainability and Social Responsibility: Environmental, Social and Corporate Governance <i>Purpose: To understand sustainable business models, global impact of production and consumption on the environment, business impact on society and benefits of Corporate Governance to all stakeholders.</i> Jones Kimeu
15:15 – 16:00	Case Study – Video
16:00 – 16:30	Review, Action Ideas and Participant Feedback
17:00	Closure and End of Day One Scribe Services

AGENDA

MODULE 2: UNDERSTANDING GOVERNANCE OF ETHICS AND THE BOARDS ROLE IN STRATEGY

Day 2	20 November 2020
08:00 – 08:30	Registration and Refreshments
08:30 – 08:45	Welcome Remarks and Recap
08.45 – 11.00	The Governance of Ethics and Integrity <i>Purpose: To equip directors and senior executives with knowledge on the importance of good governance and the implementation of ethical standards.</i> Bernard Kiragu
11:00 – 11:15	Coffee Break
11:15 – 12:30	The Board's role in Strategy <i>Purpose: Practical insights into how The directors can deliver a Company's current business objectives while future-proofing the organisation.</i> Charles Muchene
12:30 – 13:00	Group work
13:00 - 14:00	Lunch
14:00 – 15:30	The Board of The future <i>Purpose: The changing role of the Board from safe-guarding, controlling and supervising to actively engaging in the company's future and value creation.</i> Panel Q & A: Charles Muchene, Bitange Ndemo, Rose Mwaura(TBC)
15:30 – 15:45	Review and Action Ideas and Participant Feedback
15:45 – 16:00	Scribe Services
	Presentation of Certificates
	Closure and End of Day Two

Our Facilitator Panel

The Boards That Lead Series will be developed and taught by widely recognized professionals, educators and career directors. Through their board memberships, consulting, and field-based research, they address the complex challenges facing business leaders across the region.



Bernard Kiragu
Managing Partner

Bernard is Managing Partner at Scribe Services, and the Chief Trainer at Leading Edge Consulting, the firm's training division. He is a Certified Secretary with more than 17 years' practicing experience, providing Company Secretarial and Statutory compliance advisory to entities across all sectors.

His areas of expertise include: Corporate Governance, Board Structures and processes, Board evaluations, Board and Committee charters. Bernard is also a member of the Membership and Advocacy committee of the Institute of Certified Public Secretaries of Kenya. He has been providing Corporate Services to major international companies with subsidiaries or branches registered in Kenya.

He is a member of the Institute of Certified Public Secretaries of Kenya, and the Institute of Directors (K) and holds an Executive Masters in Business Administration from Jomo Kenyatta University of Agriculture and Technology.

Bernard is also a Certified Governance Auditor and an authorised tax agent.



Charles Muchene
Board Advisor

Mr Muchene is a board advisor focusing primarily on corporate governance, ethics and strategy. He has served as an independent non-executive director in several companies among them East African Breweries Limited and Barclays Kenya Limited, both of which he is currently serving as the Chair.

Mr Muchene served as the Country Senior Partner for PricewaterhouseCoopers for over a decade providing advisory and corporate governance services to clients. During this time, he was actively involved in leading initiatives such as the East African Business Summit that sought to identify and remediate gaps in governance. He also participated in East Africa's Most Respected, which sought to identify drivers of respect and to recognise exemplars.

Mr Muchene has in the past been involved extensively in the leadership of ICPS-K in the technical field where he played key roles in standard setting and interpretation. He also served as a FiRe judge in the programme's nascent years and worked closely with CMA and CBK on disclosure standards.

Over the years, Mr Muchene has facilitated governance trainings and spoken at numerous sessions focused on governance, board effectiveness and culture.

Mr Muchene is a member of the Institute of Directors (K), the Institute of Certified Public Secretaries of Kenya (ICPS-K) and a Fellow of the Institute of Certified Public Accountants of Kenya (ICPA-K) and holds a Bachelor of Commerce (Hons) degree from the University of Nairobi.



Jones Musyoki Kimeu
Financial Consultant

CPA Kimeu is a **Financial Consultant** specializing mainly in Strategy, *Enterprise Risk Management and Corporate Governance* with over Eighteen (18) years of relevant experience.

He has a *wealth of experience* gained while working for a number of organizations among them: The Communications Authority of Kenya (CA) as the Director/Risk Management & Internal Audit; Moore Stephens International (Zain); The Standard Group Ltd; PKF and PricewaterhouseCoopers.

Additionally, Mr. Kimeu holds various *academic and professional qualifications including*; a Master in Business Administration (MBA for Executives) - Strathmore University, Nairobi, Kenya; a Bachelor of Commerce degree in accounting (B.Com/Honours) from the University of Nairobi, Kenya; Fellow of the Association of Chartered Certified Accountants (FCCA, UK); Member of ISACA: Certified Information Systems Auditor (CISA); and Certified Public Accountant (CPA) of Kenya.

His *core areas of experience include*: Strategy, Corporate Governance, Enterprise Risk Management (ERM) and Internal Control systems assurance (Audit). He has been involved in both External & Internal Audit (assurance) in various sectors (Public Sector, Insurance, Banking, Manufacturing, Agricultural, NGOs', ICT, Media and Telecommunications etc) as well as Project Audits including, due diligence, Monitoring & Evaluations and impact Assessment.

He has also gained Country experiences in Kenya, Uganda, Tanzania, Rwanda, Zambia and Kuwait.

CPA Kimeu is a Trained Trainer; Associate Consultant and regular facilitator for the Institute of Directors (IOD), Centre for Corporate Governance (CCG), Institute for Certified Public Accountants, Rwanda (ICPAR), KCA University Centre for Capacity Building (ICAD), IIA, ICPAK, Kenya Institute of Management (KIM) among others.

He is a former *Council Member* of the Tom Mboya University College (TMUC), a *Co-opted member of Audit & Risk Committee/AMREF Kenya* and Bomet University College (BUC) Council. He is a member of the Strategy Development and Oversight Committee (SDOC)/Royal Nairobi Golf Club in addition to serving in a Board of Management for a Secondary School.

He has also been engaged in the preparation of client reports, presentations and has presented assignment findings before clients leveraging on good client relations. He is currently the *Managing Director (Gamax Ltd) in-charge of Strategy and Business Development*.



Prof. Bitange Ndemo
Professor of Entrepreneurship

Bitange Ndemo is Professor of Entrepreneurship at the University of Nairobi's Business School. His research centers on the link between ICTs and small and medium enterprises with emphasis on how ICTs influence economic development in Africa.

Prof. Ndemo is the Chairman of Kenya's Distributed Ledgers and Artificial Intelligence Taskforce that is developing a road map for the country's digital transformation. He is also an advisor and Board member to several organizations including Safaricom one of the leading telecommunication company in Africa, OECD Expert Panel for Blockchain, Foundation, Research ICT Africa that is based in South Africa.

Besides having been a Permanent Secretary of Kenya's Ministry of Information and Communication where he was credited with facilitating many transformative ICT projects, he is a member of the Global Learning Council, a member of the Global Blockchain Council (part of the World Economic Forum's Global Fourth Industrial Revolution Councils), a Senior advisor to UN's Global Pulse (Big Data initiatives) and the UNCDF's Better than Cash Alliance.

He is an Open Data/Big Data evangelist and dedicated to simplification (visualization) of data for ordinary citizens to consume. He writes two columns every week for the Business Daily and Nation on-line.



CPA Rose Mwaura
Chairperson of ICPAK

Rose Mwaura currently serves as the Chairperson of ICPAK.

She has been a Deloitte Partner with over 22 years as an Audit and Advisory Partner with significant experience in external audit, risk advisory, financial management, accounting, internal audit, internal controls, and corporate governance.

She also has extensive local and international experience in the private and public sectors having worked with a variety of organizations and advised management and boards of directors on how to improve their financial management and operational practices.

She has a long-standing involvement with ICPAK having actively served on ICPAK Committees and Council for over 7 years. In 2017 she received a commendation from ICPAK in recognition of her outstanding service to the Institute and the profession.

In 2018, she was honoured with a Presidential Award of the Order of the Moran of the Burning Spear (MBS) for her contributions to the Accounting Profession and nation, as a whole.