



Greater insights for best-in-class boards:  
"Your personal invitation to the fifth international executive seminar on board effectiveness presented by Intrabond Capital, The Decision Institute, and leading Harvard Business School faculty members."

# MAXIMIZE YOUR BOARD'S POTENTIAL

THE 5TH EXECUTIVE SEMINAR ON CORPORATE GOVERNANCE

THE HARVARD FACULTY CLUB, JUNE 1-4, 2015

Caroline Tsay, Vice President and General Manager, HP Software:

"Maximize Your Board's Potential completely beat my expectations. I met a number of incredible faculty members and executives, and gained deep insight into dealing with issues that many companies face. Inspiring case studies, involving topics like decision-making, evaluating options, value creation, shareholder activism, behavior under pressure, all have practical application in the boardroom."

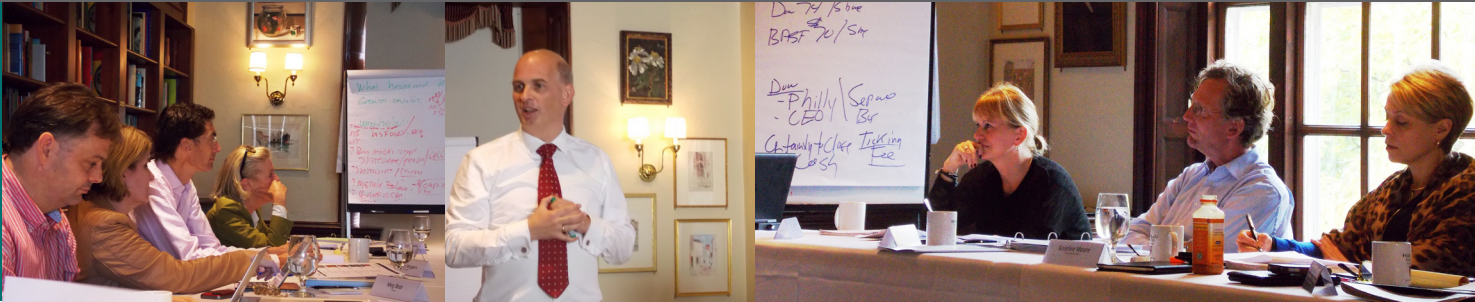
Gerard Paulides, Royal Dutch Shell, Global Head M&A and Structured Finance:

"This seminar does an excellent job to understand the structure of boards and the duties and liabilities of the directors in boards. It inspires understanding of the drivers of directors' behavior in navigating the boardroom. Variations in cross-jurisdictional governance, cross-border operations and the allocation of decision-making powers in one and two-tier boards, is enlightened through the Harvard business cases and interactive sessions."

Fer Amkreutz, Chief Financial and Risk Officer at APG US Inc.:

"Insightful and complete. Very inspiring environment with new thoughts and dynamic interactions guided by an inspiring case method approach in analyzing the specific case studies I received. Deep intellectual thoughts and analytic thinking are presented in a very pragmatic way and presented with expertise and experience by these professionals in business and science."

## A UNIQUE EVENT



### Key topics - latest cases and insights

The seminar covers a wide-ranging variety of corporate governance topics that address virtually all important aspects of board governance ranging from governance inside the top layers of corporations and family businesses to external governance in global finance, legal and regulatory institutional frameworks.

The new corporate governance agenda covers a selection of the latest cases and actual insights in:

- Corporate and economic governance in the world's capital markets and in various national jurisdictions.
- In-depth insight in how U.S. corporate boards function as compared to the rest of the world.
- One tier and two tier boards. Executive and non-executive board roles and responsibilities.
- The professionalization of boards. Board engagement, leadership and dealing with uncertainty and risk.
- Board dynamics. Interactions and balance between CEO and chairman, shareholders, stakeholders, the public and the government.
- The board committees: audit, remuneration, governance, and risk management committees.
- Corporate misalignments and signs of failure, including executive compensation and CEO succession planning.
- Investment company governance: institutional investors, compliance, transparency and disclosure.
- Corporate Social Responsibility and Sustainability.
- ESG integration and SRI principles.

### A commitment to governance excellence

Participation in this seminar offers many benefits:

- Make a powerful statement to your investors, management team and the public about your commitment to governance excellence.
- Meet with top international business leaders and academics to discuss the most relevant corporate governance topics in today's business landscape.

### The Harvard Case Method - real life situations

The curriculum is based on learning by the Harvard Case Method, group work and personal reflection sessions. Sample cases: Tesla, Starbucks, Coca-Cola, Imtech, Goldman Sachs, New Century Financial, Deutsche Börse Group, Dow and Rohm and Haas, Ahold, Yahoo!, Hewlett-Packard, and more.

Margaret van Kempen, Managing Director, Van Kempen Associates: "The Harvard case-based teachings by excellent professors enhance analytical thinking, reflective judgment and participation skills and realize a clear understanding of board dynamics".

Emma FitzGerald, Director, Gas Distribution at National Grid: "The Harvard case approach really supports practical discussion of the dilemmas facing boards and reinforced the importance of culture and human interaction in the way that corporate governance is evolving and being applied".



2015	DAY 1	DAY 2	DAY 3	DAY 4	
	THE CURRENT BOARD ENVIRONMENT	"MAKING BOARDS MORE EFFECTIVE"	"MAKING BOARDS MORE EFFECTIVE"	"MAKING BOARDS MORE EFFECTIVE"	
TRAVEL AND ARRIVAL IN BOSTON, MA, USA	<p><b>The Washington and Global Update. The Current Environment</b></p> <p>Key agreed principles to strengthen corporate governance for U.S. Publicly Traded Companies.</p> <p>Evolution of the C-Suite. Shareholders, directors and executives. Long term value creation.</p> <p>Functional and dysfunctional boards. Board Styles and Board Dynamics. The self-assessment of boards.</p>	<p><b>Board Composition, Roles and Responsibilities</b></p> <p>Governance and leadership. Board leadership challenges.</p> <p>Boards in different forms of corporations. Harvard Business Cases.</p> <p>Structuring boards. The role of the board in strategy and risk oversight.</p> <p>Impact of change, technology and innovation affecting the governance and leadership agenda.</p>	<p><b>Effective Meetings and Informed Decisions</b></p> <p>The board's agenda in complex situations.</p> <p>Providing information and metrics that boards require to understand and monitor strategy.</p> <p>Transparency, reporting and financial disclosure. The Audit Firm Governance Code.</p> <p>The board's internal and external interactions. Responsibility, integrity, ethics, norms, values dilemma's, reputation.</p>	<p><b>Monitoring, Measurement and Compensation</b></p> <p>CEO performance and director compensation.</p> <p>The board's audit, remuneration, corporate governance and risk management committees.</p> <p>Stay ahead of the curve on international corporate governance issues and key best practices. The international Corporate Governance Codes and path dependencies.</p>	RETURN HOME

LEARNING BY THE HARVARD CASE METHOD, GROUP WORK AND PERSONAL REFLECTION SESSIONS

## THE ACADEMIC DIRECTORS



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### **Prof. Jay Lorsch, PhD** Harvard Business School

Jay W. Lorsch is the Louis Kirstein Professor of Human Relations at the Harvard Business School. Having taught in all of Harvard Business School's educational programs, he is currently Chairman of the Harvard Business School Global Corporate Governance Initiative, Faculty Chairman of the Executive Education Corporate Governance Series and director of the successful HBS program "Making Corporate Boards More Effective". As a consultant, he has had as clients such diverse companies as Applied Materials, Berkshire Partners, Biogen Idec, Citicorp, Cleary Gottlieb, Steen & Hamilton LLP, Deloitte Touche, DLA Piper Rudnick, Goldman Sachs, Kellwood Company, MassMutual Financial Group, Tyco International, Shire Pharmaceuticals and Sullivan & Cromwell LLC. He formerly served on the boards of Benckiser (now Reckitt Benckiser), Blasland Bouck & Lee Inc., Brunswick Corporation, Sandy Corporation and CA, Inc.; he also served on the Advisory Board of the U.S. Foodservice. He is a graduate of Antioch College (1955) with a M.S. degree in Business from Columbia University (1956) and a Doctor of Business Administration from Harvard Business School (1964). At Columbia, he was a Samuel Bronfman Fellow in Democratic Business Administration. Professor Lorsch is a Fellow of the American Academy of Arts & Sciences.



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### **Prof. Krishna G. Palepu, PhD** Harvard Business School

Krishna G. Palepu is the Ross Graham Walker Professor of Business Administration and Senior Associate Dean for International Development, at the Harvard Business School. Professor Palepu's current research and teaching activities focus on strategy and governance. In the area of strategy, his recent focus has been on the globalization of emerging markets, particularly India and China, and the resulting opportunities and challenges for western investors and multinationals, and for local companies with global aspirations. He is a co-author of the book on this topic – Winning in Emerging Markets: A Road Map for Strategy and Execution. Professor Palepu chairs the HBS executive education programs, "Global CEOs Program for China" and "Building Businesses in Emerging Markets". In the area of corporate governance, Professor Palepu's work focuses on board engagement with strategy. Professor Palepu teaches in several HBS executive education programs aimed at members of corporate boards: "Making Corporate Boards More Effective", "Audit Committees in a New Era of Governance", and "Compensation Committees: New Challenges, New Solutions". He has served on a number of public company and non-profit Boards. Professor Palepu has a doctorate in management from the Massachusetts Institute of Technology and an Honorary Doctorate from the Helsinki School of Economics and Business Administration.





The  
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Institute™

**Prof. Dr. Fred van Eenennaam**  
**The Decision Group and The Decision Institute**

Fred van Eenennaam is an economist by education, has received his doctorate in strategy at the VU University and works fifty percent of his time as Associate and Full Strategy Professor at different Dutch and international universities. He currently works at Erasmus University, George Washington University, St. Gallen University and the University of Amsterdam. Prof. dr van Eenennaam is the co-founder of the successful New Board Program and the NCD-Nyenrode Commissarissencyclus and is nowadays involved in the design and teaching of several programs and masterclasses at Erasmus University in Rotterdam ('The New CFO', 'Boardroom Dynamics & Boardroom Evaluations' and specific strategy programs). Additionally, he works with Harvard Business School professor Jay Lorsch on different corporate governance and boardroom cases and regularly develops cases himself to teach in different programs. The remainder of his time is spent at The Decision Group, a strategy and board consulting firm he co-founded which also provides board counseling. He serves as a member of different boards and is co-chairman of the Global Impact Council of the Microeconomics of Competitiveness Initiative under leadership of prof. Michael Porter at his Institute of Strategy and Microeconomics of Competitiveness at Harvard Business School. As speaker/lecturer he is asked frequently for business and academic audiences of diverse international academic, student and business groups or to chair these events.



  
**INTRABOND CAPITAL**  
Rodria Laline

**Prof. Dr. Rodria Laline**  
**Intrabond Holdings Asia Ltd.**

Rodria Laline has been CEO of research and development collaborations with IBM, ING, Oracle, Hewlett-Packard, Digital Equipment Corporation, Bull, Elsevier, Ericsson, Siemens and Philips. For Philips and Oracle she had worldwide operational line responsibility. She lived and worked for more than 30 years in Japan, China, Hong Kong, Singapore, Indonesia, Malaysia, Australia, India, the Netherlands, America, and Spain. As professional board adviser she works with institutional investors in the fund and investment industry aligning top-down and bottom-up strategies affecting company-specific risks. Rodria is certified by the American Association of Corporate Board Directors NACD on the role of boards in strategy and risks and holds various board directorships. She was assistant professor in business studies at the faculty of economics and business of the University of Amsterdam and holds a doctoral degree in chemical physics. Rodria Laline is visiting professor in governance and leadership at IESE Business School, ESAA Erasmus University, ASRE Governance and Real Estate, MSM Maastricht, BNY Mellon Standish, ING Bank, Central Bank of Malaysia ICLIF Financial Institution Director's Education (FIDE), Asea Brown Boveri (ABB) SCM Excellence and KADIN Indonesia. She is an elected member of the national leading party finance committee supporting her party members in the House of Representatives, the Senate, and international institutions.

# MAXIMIZE YOUR BOARD'S POTENTIAL PROGRAM OVERVIEW

## Seminar schedule

The four-day seminar begins with the current board environment and role of the board. The event moves on to focus on a three-fold approach to tackling current board issues in specific, concrete and constructive ways.

### **DAY 1 | THE CURRENT BOARD ENVIRONMENT AND THE ROLE OF THE BOARD IN STRATEGY AND RISK OVERSIGHT**

Boards require prospective, new and seasoned directors who are able to stay ahead of the curve on key governance issues and leading practices. The Current Board Environment module will not only address leading practices in developed nations but will also include a spotlight on the corporate governance challenges that corporate boards and the boards of trustees of institutional investor's councils face in emerging markets investments. When emerging markets exhibit mid-cycle characteristics such as higher inflation, rising food prices, and vulnerable profit margins, it becomes a challenging task to deploy micro-driven over macro-driven strategies and to select companies with a degree of comfort in risk-return tradeoffs and corporate governance transparency.

### **Afternoon BOARD STYLE AND BOARD DYNAMICS**

In an interactive session, we discuss ideas for an optimum board dynamics environment and obtain insight into board governance behavior, style and effectiveness, using a proprietary psychometric model. Participants will complete a self-assessment online tool to identify their own personal governance style and explore the factors which contribute to functional and dysfunctional board behavior.

### **DAY 2 | BOARD COMPOSITION, ROLES, AND RESPONSIBILITIES**

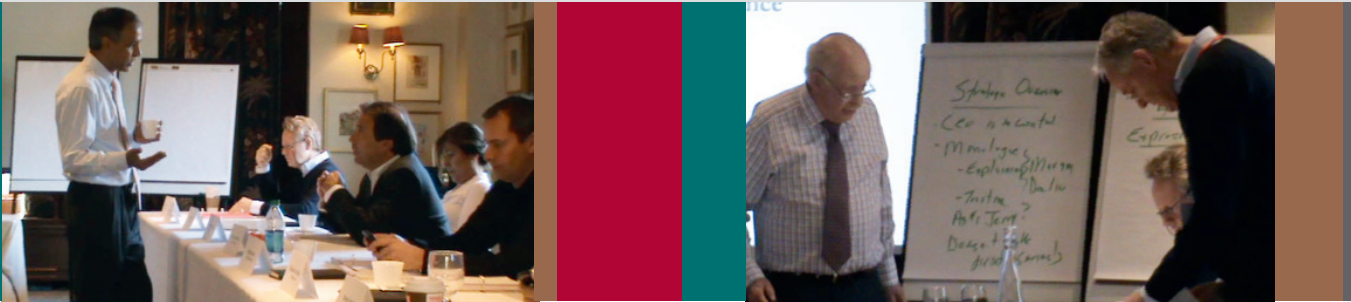
This part of the program addresses ways to maximize the effectiveness of the board's individual member contributions. Topics include designing the board's structure, the board's role in strategic planning and goal setting, choosing directors and understanding their legal responsibilities, designing optimal strategies for external reporting and disclosure, and using committees.

### **DAY 3 | EFFECTIVE MEETINGS AND INFORMED DECISIONS**

This section of the executive seminar focuses on how to lead dynamic, constructive board meetings with time-efficient agendas. It deals with the benefits of structuring different types of meetings, and ways to identify exactly which information and metric boards one needs to understand to monitor company strategy.

### **DAY 4 | MONITORING, MEASUREMENT, AND COMPENSATION**

The area of evaluation and compensation can be highly charged in today's economic climate. This section of the seminar deals with evaluating CEO performance and compensation, planning management succession, evaluating the board and its members, and determining director compensation and stock ownership.



## PRACTICAL INFORMATION

### Delegation venue

Harvard Faculty Club, 20 Quincy Street,  
Cambridge, MA 02138, USA. Tel +1 617 495 5758

### Registration and attendance fees

Participation requires company registration.

To register, please go to: [www.decisioninstitute.org](http://www.decisioninstitute.org) or [www.intrabond.com](http://www.intrabond.com)  
Alternatively, for information about registration, attendance fees and the program,  
contact:

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### Cancellation policy

If you cancel less than 30 days before the start date of the program we will charge  
a cancellation fee equivalent to the cost of the tuition fee.

### Changes in program

The program including its faculty and speakers, is subject to change. Management reserves  
the right to change those without any prior notification, or cancel the program if the number  
of participants is deemed insufficient to proceed effectively. A change in part(s) of the program  
including its faculty and speakers does not entitle participants to any form of refunding or  
exemption from the cancellation policy.

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The Maximize Your Board's Potential program is a cooperative between Intrabond Capital and The Decision Institute.

The Decision Institute is a modern business school which offers high-end education programs and tailor-made in-company Real Action Learning Programs™ used to solve complex problems while simultaneously developing leadership skills.

Intrabond Capital has a global footprint in the creation of high-performing boards. We demystify the overwhelming mix of dynamics, processes and tasks, and use our portfolio of services to challenge traditional ways of thinking as you build value and improve board effectiveness.



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