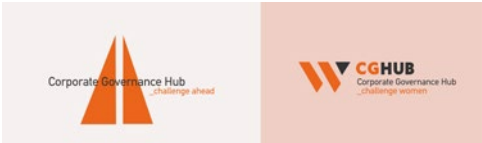




Executive Education



Hellenic Director Programme

Corporate Governance

The Business School
for the World®

HELLENIC DIRECTOR PROGRAMME

Developing more effective Greek directors in a global context

The world is changing and brings with it new challenges, pressures and risks. Executives at all levels must adapt and keep pace with the ever-evolving global business environment.

Directors are no exception. Provided that they are held ever more accountable for their company's performance and vitality, they must set its strategic direction, often across diverse product markets and geographies, and monitor the company's risk profile. They must also evaluate the performance of the CEO and senior executives.

A partnership between INSEAD, The CGHub and HCGC, the **"Hellenic Director Programme"** is a unique educational experience that aims to develop effective Greek directors for the global business scene. Set within an international context, the programme offers practical and tested frameworks as well as tools to hone judgement, sharpen decision-making and increase the oversight abilities of directors seeking to boost their existing competencies or to be better prepared for new board mandates.

Over 3 Modules you will gain an in-depth understanding of the latest global developments in corporate governance. You will acquire new perspectives and see your role as director with a new lens. You will return to your Board mandate inspired and with the knowledge, tools, skills and most importantly, confidence, to make an immediate, and lasting, impact.

The programme leads to the **INSEAD Certificate in Corporate Governance (ICCG)**, enabling participants to receive a recognised credential (**IDP-C**) in the field of governance from one of the world's most diverse and thought-leading global business schools and join a network of international directors (**the INSEAD Directors' Network**).

Programme directors



Enrico Diecidue

Professor of Decision Sciences



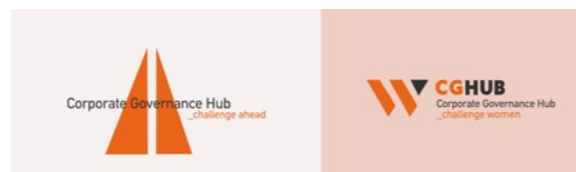
Timothy Rowley

INSEAD Corporate Governance Centre Distinguished Fellow and Visiting Professor of Strategy
Professor of Strategic Management at the Rotman School of Management, University of Toronto

Key benefits

- Understand the broader context in which boards operate and the responsibilities that come with a director mandate
- Gain an overview of the knowledge and competencies expected from directors in today's environment
- Develop director-specific skills that contribute to the creation of a high-performing board culture
- Hone your ability to challenge executives through positive exchanges focused on the key issues that underpin corporate performance

Programme in Partnership with:



Programme content

The **Hellenic Director Programme** consists of three modules – board effectiveness and dynamics, board decision-making and oversight, and director effectiveness and development – which represent the knowledge base that trained directors are expected to master and which form the basis of effective board membership.

Within each module, the programme will focus on three fundamental questions:

- What do directors need to know in order to set the direction of the company?
- What are the proper boundaries within which the company should operate?
- How best can directors exercise their responsibilities to get things done in the boardroom?

Board fundamentals: responsibility, effectiveness, decision-making and strategy

- Fundamentals of director and board effectiveness
- Fiduciary duty and shareholder supremacy
- The main governance challenges
- Effective decision-making in the board room
- The strategy imperative
- Value creation at the board level

Board dynamics, efficiency and the role of committees

- CEO-board dynamics and conflicts
- The director as a political actor and the question of power
- Fair process leadership – a model for the board
- CEO selection, oversight, evaluation, and succession
- CEO remuneration
- Financial statements and red flags in reporting

Developing directors and their boards

- Boards and organisations in crisis
- Fraud as a consequence of poor governance
- The challenge and opportunity of board diversity
- Putting it all together through a board simulation
- 360-degree evaluation of director strengths and development opportunities
- Group coaching techniques for director improvement
- Reflecting on roles and commitments

Session topics and faculty within each module and across modules could change, mostly due to faculty availability.

Participant profile

- Chairs and non-executive directors of listed and private corporations
- CEOs, COOs, CFOs and other C-suite executives
- Family members and controlling shareholders of boards of family companies
- Directors of government and non-profit organisations and agencies
- Senior professionals from the institutional investment community
- Senior partners of professional firms who serve boards and interact with them frequently

Applicants must have a minimum of one year of experience sitting on a board so that they can fully benefit from and contribute to a programme that involves role-play, simulations and exchanges with other participants.

Certification

Participants who successfully complete the three **Hellenic Director Programme** modules may apply for the **INSEAD Certificate in Corporate Governance**. The certificate enables participants to receive a recognised credential in the field of governance from one of the world's most diverse and thought-leading global business schools. Participants who complete the certificate are offered full INSEAD alumni status, joining more than 58,500 alumni worldwide.



Certificate in corporate governance IDBP-C

Length of programme

3 modules of 3 days

PROGRAMME PARTNERS

HCGC

The Hellenic Corporate Governance Council (HCGC) was established in 2012 as a non-profit company with the joint initiative of Athens Stock Exchange (ATHEXGROUP) and the Hellenic Federation of Enterprises (SEV). The purpose of the HCGC is to continuously increase the credibility of the Greek market among domestic and international investors and to improve the competitiveness of Greek corporations. It functions as a specialized body for disseminating the principles of corporate governance and seeks to develop a culture of good governance in the Greek economy and society. The HCGC is the responsible body for drafting and updating the Hellenic Corporate Governance Code. Its overall action plan includes: formulating positions on the institutional framework, making proposals, taking part in consultations and working groups, organizing educational and information actions, monitoring and evaluating corporate governance practices and implementing corporate governance codes, providing support and rating tools for the performance of Greek corporations.

CGHUB

The Corporate Governance Hub (CGHub) is a non-profit organization established in 2019, in Athens Greece, by law professionals Angelika Gouskou and Xenia Kazoli. Both Xenia and Angelika showcase a rich, valuable experience in the area of corporate governance for small and medium, as well as large corporations. The objectives of the CGHub are to promote best practices for corporate governance and flow of experience and information, to facilitate interaction and networking of its members and to contribute actively towards the future development of business.

INSEAD Certification for Directors

Maintaining competitive advantage and leveraging emerging opportunities in today's fast-moving business panorama means equipping board members with the insights, tools and frameworks to deliver effective governance – and steer your organisation towards sustainable value creation. As one of the world's foremost actors in global business education, INSEAD is uniquely positioned to help your business meet this need.

We offer two types of certification for directors: the **Certificate in Corporate Governance** and the **Advanced Certificate in Corporate Governance**.

These two certificates complement each other: participants who obtain our Certificate in Corporate Governance can then attend a selection of INSEAD open programmes to obtain the Advanced Certificate in Corporate Governance.

DEVELOPING A NETWORK OF INTERNATIONAL DIRECTORS

INSEAD Certificate in Corporate Governance

This certificate offers directors an opportunity to prove – and improve – their effectiveness and excellence. The Certificate in Corporate Governance is designed to be a global credential for board members operating internationally. It aims to be the first of its kind offered by an academic institution, and underlines our desire to be part of this educational area, complementing our activities in management education. Participants build on the skills and knowledge they acquired through successfully completing the International Directors Programme. Holders of the Certificate in Corporate Governance understand the foundations of corporate governance. Furthermore, the certificate attests to a director’s commitment to continuously develop their effectiveness and excellence.

INSEAD Advanced Certificate in Corporate Governance

This advanced certificate is designed for holders of the Certificate in Corporate Governance who wish to further pursue their development across core competencies that are key to effective directorship. It provides participants with a personal development plan at board level over multiple years (up to a maximum of five years) that is both stimulating and engaging. Directors gradually master the different technical and leadership competences and skills needed in the boardroom, better equipping them to address their duties and responsibilities. Directors can choose from a selection of INSEAD open programmes that focus on key areas that bring value to the boardroom, including leadership, strategy and value creation. In addition, active board membership is required to be able to explore and demonstrate effective application of theory and concepts in practice. Holders of the Advanced Certificate in Corporate Governance convey confidence and authority in their professional circles.



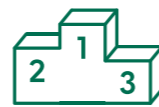
Become an INSEAD certified director

Demonstrate your ability to assume board roles by completing programmes that focus on four core competencies: director effectiveness, leadership, strategy and value creation.



Deliver value to your board work

Improve your performance and make a positive difference as a director, and show your commitment to your own development and to your organisation.



Join our global network of directors

Benefit from lifelong networking and learning opportunities through the INSEAD Directors’ Network and INSEAD’s worldwide community of more than 59,500 alumni.

After successful completion of the **Hellenic Director Programme**, participants are invited to join the INSEAD Directors’ Network (IDN), a growing community composed of chairs and non-executive directors, CEOs and other C-suite executives, and senior professionals from the institutional investment community and senior partners of professional firms who serve on boards.

Representatives of former classes have formed an official INSEAD alumni group: the INSEAD Directors’ Network (IDN). Its mission, in partnership with INSEAD, is to keep this international network active and provide its members with opportunities to share, exchange and deepen their knowledge in order to create better governance practices. The INSEAD Directors’ Network provides guidance to the **INSEAD Corporate Governance Centre (ICGC)** on INSEAD’s future corporate governance offer and possible partnerships, and also sponsors joint activities with ICGC for IDN members.

Holders of the INSEAD Certificate in Corporate Governance (IDP-Cs) are invited to join the IDN LinkedIn Group, where INSEAD posts updates on its latest research and activities in the field. IDP-Cs are regularly invited to events around the world, and benefit from the INSEAD Directors’ Network Advocate and Connect Board Search Initiative.

Events such as the **INSEAD Directors Forum** are organised on a regular basis to hand out certificates and as an opportunity to meet, share experiences and discuss the latest developments with faculty. These meetings are held in France, Singapore and other countries, as determined by the INSEAD Corporate Governance Centre (ICGC), in discussion with the INSEAD Directors’ Network.



The Advisory Committee of **INSEAD Directors’ Network** currently comprises:

Helen Pitcher OBE, (IDP3, IDP-C)

President INSEAD Directors Network (IDN), Chairman CCRC, Advanced Boardroom Excellence, SID One Health Group, NED C&C Group plc and Chairman of Rem Co, NED UB UK, President of KidsOut (a National Children’s Charity)

Liselotte Engstam, (IDP8, IDP-C)

Non-Executive Director Tieto, Zalaris, Aino Health, Transtema, Digoshen

Antonio Nieto-Rodriguez, (IDP-C)

World Champion in Project Management, Thinkers50, Director PMO, PMI Past Chair, Professor, Author, Executive Coach

Dominic Nixon, (IDP-C)

Former Asia FS, Leader and Global FS Risk Leader at PWC

Thomas Seale, (IDP8, IDP-C)

Founder Seale Advisory, Previous CEO European Fund Administration

Hagen Graf von Schweinitz-Krai, (IDP-C)

Senior Partner Korn Ferry

Helen Wiseman, (IDP-C)

NED, Executive Coach, Mentor

Karen Loon, (IDP-C)

NED, Former Partner at PwC Singapore, Chartered Accountant (FCA)

Jeff Scott, (IDP-C)

NED Chair, NatWest Trustee and Depositary Services, Chairman Perspective Financial Group Ltd., Advisory Board, Callsign

Pamela Ravasio, (IDP-C)

Executive in Corporate Responsibility, Innovation, Governance, Digitalisation, Speaker, Certified Board Director

They are supported by 20 regional ambassadors.

The INSEAD Corporate Governance Centre

INSEAD'S DISTINCTIVE CONTRIBUTION TO GOVERNANCE

The INSEAD Corporate Governance Centre (ICGC), launched in 2010, undertakes cutting-edge research and teaching tailored to the needs of boards and those who serve on them. It is designed to foster a global dialogue on the challenges facing board members in an international context and to identify and support new research that addresses these challenges. The ICGC combines faculty expertise and institutional visibility around a mission that combines three inter-related dimensions.



A CROSS-DISCIPLINARY INSEAD RESEARCH AGENDA

The ICGC shifts INSEAD's traditional research focus from management to governance – with two fundamental questions:

- How do board members add value to the corporations they serve?
- What are the effective governance mechanisms and cultures that ensure effective board functioning?

INSEAD's research in this field is designed to be cross-disciplinary and global, spanning all regions and cultures. Its activities harness and enhance INSEAD's expertise in multiple disciplines – including accounting, finance, economics, strategy, risk management, entrepreneurship, family governance and corporate social responsibility – to offer a comprehensive and sustainable response to the challenges of corporate governance.

The ICGC also develops innovative teaching materials on the fundamental issues faced by international directors, including case studies, simulations and 360-degree feedback instruments specifically designed for board members.

LEVERAGING INSEAD'S INTERNATIONAL PERSPECTIVE AND REACH

The ICGC brings a truly global perspective to all its activities. INSEAD has a distinct advantage in this respect, offering the opportunity to study governance from a truly international perspective, both on an intellectual level and through the multicultural diversity so typical of its classrooms. The international composition of INSEAD's programmes, both in terms of faculty and participants, makes them a unique source of exchange, observation, learning and networks.

The ICGC has developed many ways for INSEAD, its faculty and participants to shape a unique global vision for board effectiveness that takes into account the various regional contexts within which directors evolve. These include the presence of the ICGC on INSEAD's campuses in Europe, Asia and the Middle East; and the development of strategic partnerships with directors' institutes in Europe and Asia (ecoDa: The European Confederation of Directors' Associations, Institut Luxembourgeois des Administrateurs and the Singapore Institute of Directors) and with academic institutions further afield (for example, Stellenbosch University in South Africa).

IMPACT IN THE BOARDROOM: EDUCATION AND DIALOGUE TO PROMOTE THE HIGHEST STANDARDS OF PROFESSIONAL CONDUCT

The INSEAD Corporate Governance Centre also provides opportunities to share its groundbreaking insights through regular INSEAD Governance Meetings. These events bring together a select group of board members, regulators and academics from around the world – united in the conviction that advances in the understanding and practice of corporate governance are most likely to occur in a cross-disciplinary environment.

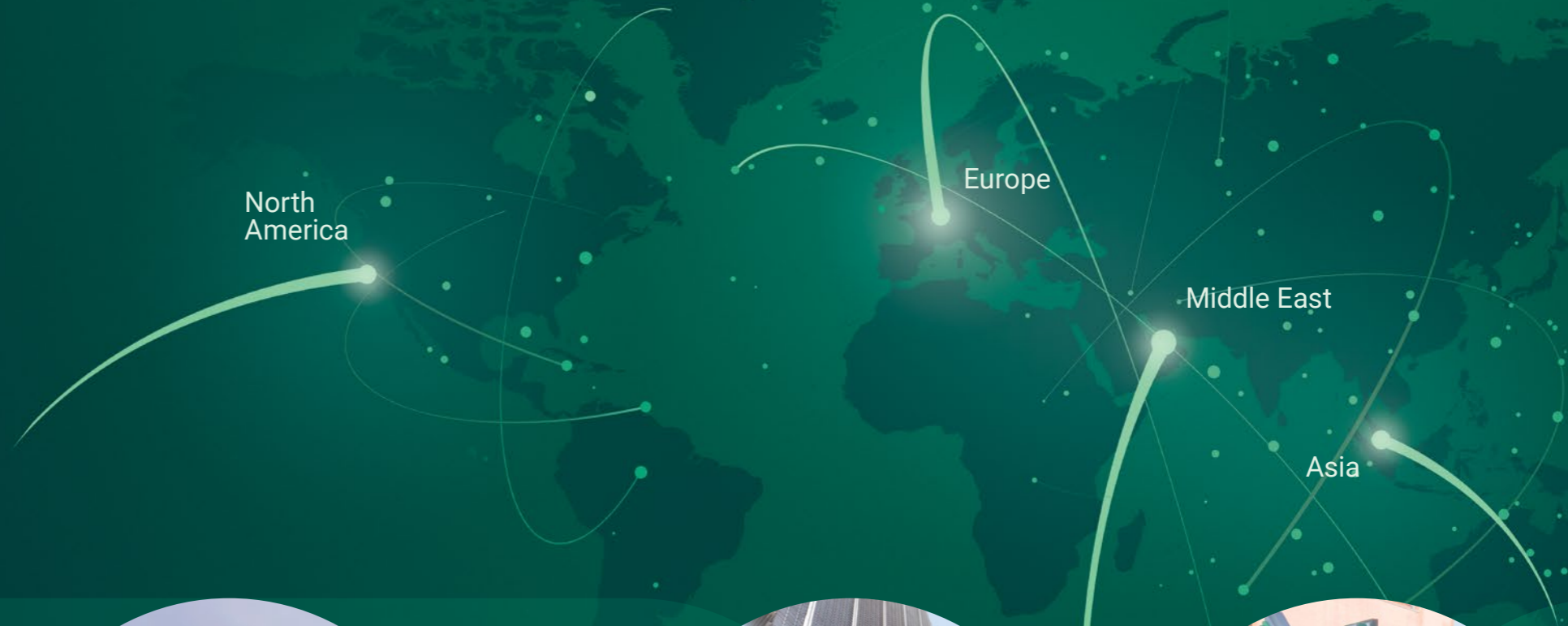


Jose Luis Álvarez

*Academic Director, INSEAD Corporate Governance Centre
Senior Affiliate Professor of Leadership
and Organisational Behaviour*

Our Mission

We bring together people, cultures and ideas to develop responsible leaders who transform business and society.



Fontainebleau Campus

Our original campus is based in Europe. There, we are nestled in the tranquil forest of Fontainebleau, which offers a pleasant contrast to the sleek, modernist architecture of the campus. The proximity to local French culture keeps us close to our roots.



Singapore Campus

Our Asia Campus, based in Singapore, was established as an extension of our longstanding presence in Asia. It is situated close to Singapore's bustling city centre and financial district, and benefits from the area's warm climate and culturally rich environment.



Abu Dhabi Campus

Our Middle East Campus, based in Abu Dhabi, is INSEAD's latest evolution. The campus is located in Al Khatem Tower on Al Maryah Island, right on the midpoint between the city's downtown district, fast-growing Al Reem Island and thriving cultural district on Saadiyat Island.



San Francisco Hub

Our first official center in North America, the San Francisco Hub for Business Innovation is a state-of-the-art facility which translates our unique global insights and perspective to organisations and business leaders from the US and around the world. Located in down-town San Francisco, just two blocks from the Giants' Oracle Park, the Hub is set to capitalise fully on the Bay Area culture of innovation and the digital transformation of business.

Practical Information

CONTACT US

For further information on our **Hellenic Director Programme**, contact:

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Visit our website: www.insead.edu/executive-education/corporate-governance/international-directors-programme

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