

CORPORATE
DIRECTORS
INSTITUTE

NATIONAL ASSOCIATION OF
CORPORATE DIRECTORS



NACD CORPORATE DIRECTORS INSTITUTE



RECOGNIZED LEADERSHIP IN A CHANGING WORLD

“Effective governance is not a finite accomplishment – it’s an ongoing process of knowledge-gathering, courage and candor.”

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THE NACD CORPORATE DIRECTORS INSTITUTE

Offering:

- ▶ The Certificate of Director Education
- ▶ The Director Professionalism Course
- ▶ A Continuing Education Curriculum for Experienced Board Members

Recognized by:

Institutional Shareholder Services (ISS)

TIAA-CREF

NASDAQ

New York Stock Exchange

Association of Corporate Counsel

Financial Executives International

Society of Corporate Secretaries & Governance Professionals

AIG/National Union

KPMG's Audit Committee Institute

The Corporate Library

... and other key institutions that set or monitor corporate governance standards, practices and policies.

RECOGNIZED LEADERSHIP IN A CHANGING WORLD

For nearly three decades,
the National Association
of Corporate Directors has
provided vital leadership
on corporate governance
practice in both public and
private U.S. companies.

The NACD Corporate
Directors Institute
continues that tradition.

The NACD Corporate Directors Institute offers:

- ▶ **The Certificate of Director Education**, a program for corporate board members who are committed to practicing engaged, effective, and ethical corporate governance. The Certificate program can also help corporate governance leaders manage education goals for the whole board.
- ▶ **The Director Professionalism Course**, the 2-day prerequisite for obtaining the Certificate of Director Education. Recognized by the nation's leading governance experts and standard-setters as the definitive curriculum for new and prospective directors.
- ▶ A **Continuing Education Curriculum**, nationally recognized for experienced board members. Programs range from concise, single-topic seminars, to custom In-Boardroom programs, to multi-day directors "colleges" at leading universities and governance centers.

Recognizing that good governance is ultimately a personal choice of courage and integrity, the Institute is not a requirement of directorship. Rather, it is a forum where even the most experienced corporate directors make a personal commitment to stay current on the ever-changing corporate governance landscape.

Members of the **Institute Faculty** are themselves experienced corporate directors and seasoned governance professionals.

An **Independent Advisory Board** provides independent oversight and advice to the Institute, ensuring that the curriculum and the policies are current and relevant.

THE POWER TO LEAD... THE KNOWLEDGE TO LEAD WELL

CERTIFICATE OF DIRECTOR EDUCATION

The Certificate of Director Education is a nationally recognized program that allows corporate directors to demonstrate their commitment to continuous improvement and engagement.

How to Obtain and Maintain the Certificate of Director Education:

STEP 1: Complete the 2-Day Director Professionalism course*

This course is offered more than once a year. Successful completion requires attendance for the full time period. Grandfather Option: For a limited time, a grandfather option is available for experienced directors seeking the Certificate of Director Education (must have at least three [3] consecutive years of service on a public company board). See Grandfather Criteria and Exceptions, enclosed, or learn more online at www.nacdonline.org/cdinstitute/exceptions.asp.

STEP 2: Sign the Institute's Code of Conduct and submit application

STEP 3: Renew your certificate annually

Certificates are maintained annually by attending eight hours of Continuing Education Programs from the Institute's comprehensive menu. Choose from an array of programs, including seminars, custom In-Boardroom programs, NACD Chapter events, and intensive "directors colleges" conducted by leading universities and governance centers.



DIRECTOR PROFESSIONALISM

"Director education isn't just about orienting new directors... it's a means by which already-exemplary leaders can commit to a culture of continuous improvement."

DIRECTOR PROFESSIONALISM COURSE

The cornerstone offering of the Institute is **Director Professionalism** — a comprehensive, 2-day course that is nationally recognized as the fundamental set of knowledge required for effective directorship. Completion is required to obtain the *Certificate of Director Education*.

Director Professionalism provides a strong foundation for director effectiveness, including knowledge of corporate governance roles and responsibilities, fiduciary duties, financial acumen, committee roles, risk oversight issues, and regulatory requirements.

Director Professionalism is essential for new and prospective directors. It is also a comprehensive and timely review for experienced directors.

The program will NOT certify a director's effectiveness or integrity, acknowledging that individuals must choose to apply their acquired knowledge with the added characteristics of courage, candor, and integrity. The program WILL, however, encourage ethical awareness and demonstrate the negative results when governance principles are not properly applied.

Curriculum & Agenda

The **Director Professionalism** curriculum consists of the most current and relevant corporate governance content backed by research findings, documented best practices, faculty and peer expertise, current regulatory requirements, and annual recommendations of the NACD Blue Ribbon Commissions. The program is highly interactive, facilitating a valuable exchange of knowledge among peers. For current course agenda and dates, see enclosed brochure or view online at www.nacdonline.org.

The **Director Professionalism** curriculum is regularly reviewed by a body of the nation's top issue experts, educators, corporate directors, and standard-setters in the areas of law, audit, compensation, risk management, and governance. Oversight of curriculum development is provided by an Independent Advisory Board, the NACD Board of Directors and the Dean of the Institute.

NEXT OFFERING AND COURSE AGENDA

www.nacdonline.org

or call 202.775.0509 for registration brochure

PROGRAM OBJECTIVES

- ▶ Understand the current environment in which boards are operating... and how they are being rated in that environment.
- ▶ Examine director roles and responsibilities in the context of building board value.
- ▶ Review the fiduciary duties of directors and apply them in real life scenarios.
- ▶ Understand how the interpretations of director liability are evolving.
- ▶ Learn how to scrutinize corporate financials from the board's perspective — for value creation and to spot red flags.
- ▶ Improve audit committee quality, composition and performance.
- ▶ Develop effective principles for executive compensation and CEO succession.
- ▶ Develop an effective framework for improving shareholder communications.
- ▶ Learn important questions to ask independent auditors and outside consultants.
- ▶ Improve board effectiveness through leading governance practices in board evaluations, transparency, disclosure, and the right "tone at the top".

WHERE GOOD GOVERNANCE GETS BETTER



CONTINUING EDUCATION

The NACD Corporate Directors Institute maintains a comprehensive Continuing Education Menu to help directors and boards choose programs most appropriate to their tenure, strategic interests, and leadership roles. Current dates and topics are online at www.nacdonline.org.

The *Certificate of Director Education* must be renewed annually by completing eight total education credits from The Institute's approved list of offerings.

NACD's Board Leadership Seminar Series

Single-day programs providing intensive examination of specific governance issues.

- Corporate Strategy
- Risk Oversight
- Executive Compensation and Succession
- Board Leadership and Dynamics
- Board-Shareholder Relations
- Scrutinizing Financials
- Board Self-Assessment

PLUS programs on the responsibilities of each key committee: Audit, Governance/Nominating, and Compensation.

Seminars assume an understanding of fiduciary duties and the current regulatory environment. Director Professionalism is recommended as a pre-requisite, but not required.

Customized In-Boardroom Programs

The National Association of Corporate Directors customizes seminars of any length and presents them in your boardroom, carefully targeting the content to your board, culture, and company profile. NACD can serve as a neutral resource to address issues and share leading practices. Current benchmarking data is integrated. Programs are ISS accredited. Learn more at www.nacdonline.org or call for brochure.

NACD Regional Chapter Programs

Regional chapters meet monthly in more than 20 cities nationwide. Featuring seasoned directors and issue experts, programs are frequently offered in 2-hour breakfast or lunch venues. Learn more about programs in specific cities at www.nacdonline.org/chapters.

Other Qualified Programs

The Institute also maintains a list of non-NACD programs that may be applied toward the Certificate of Director Education. These programs are of breadth and depth similar to the Institute's Director Professionalism Program. Offered by universities and leading not-for-profit governance institutions, they also are ISS-accredited. The current list of qualified programs is available at www.nacdonline.org/cdinstitute.

LIGHTING THE WAY FOR THOSE WHO LEAD IT

INSTITUTE FACULTY & LEADERSHIP

The NACD's Corporate Directors Institute was established by the National Association of Corporate Directors, the U.S.-based 501(c)3 nonprofit membership organization for corporate directors. NACD's mission is to enhance corporate board effectiveness and performance in both public and private companies through independent research, information and education.

The **Institute Faculty** consists of distinguished instructors who themselves are experienced corporate directors and corporate governance specialists. They are skilled not only in the content, but in facilitating the exchange of valuable knowledge between participants. See faculty list, enclosed, or at www.nacdonline.org.

Leading the curriculum and outreach efforts of the Institute is the **Institute Dean**. Drawing upon decades of experience in corporate boardrooms, the Dean is a renowned corporate governance leader who works with the Institute leadership and staff to ensure program quality and relevancy to the realities of today's boardroom.

The Institute's **Independent Advisory Board** provides independent oversight and advice regarding curriculum, policies and programs. Members of the Independent Advisory Board are preeminent corporate governance experts, standard-setters and educators. *See list.*

The NACD Corporate Directors Institute is governed by the NACD Board of Directors.



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