

# ICA Specialist Certificate in Corporate Governance Syllabus

## Learning Objectives

- To clarify the role, purpose and influence of effective governance systems on the functioning and success of the organisation.
- To introduce the student to the primary concepts of company direction, the roles and functions of shareholders, board directors, executive and senior management.
- To enhance the interaction between the executive risk functions and the executive and non-executive directors of the organisation in pursuit of long-term business sustainability and success in the achievement of its mission.
- To improve the executive compliance function in its understanding of its role in the internal control framework, its support of the business and activities of the organisation and its potential in promoting the mission of the enterprise.
- To provide the executive and non-executive director, as well as senior management of the organisation, a better understanding of governance as a means of improving long term business performance, and the internal control framework as a means to identify and manage risks.
- To improve the understanding of the role and potential of risk functions in general, and the compliance function in particular, and the contributing factors to rendering them effective and productive to the achievement of organisational purpose.

## Learning Outcomes

At the end of the course, participants will be able to:

- Demonstrate that a governance system shows organisational purpose and is robust or flexible in the face of external challenges.
- Describe how to develop an organisational strategy relevant for its core purpose and mission.
- Assess and design decision-making frameworks that serve organisational objectives.
- Explain what organisational culture is and how this impacts behaviour within the enterprise.
- Identify the features of an organisational culture that improves the performance and achievement of organisational purpose.
- Understand the synergies and conflicts between organisational purpose and regulatory requirements.
- Understand the relationships between management, shareholders and other stakeholders, and how they impact the short and long term performance of the enterprise.
- List key characteristics important in the development of an organisational policy framework that furthers the mission of the enterprise.
- Understand and contribute to the development of reward systems within the enterprise, and the success parameters to adhere to in order for them to be effective in the pursuit of organisational purpose.
- Define the core principles of leadership and the main forms of organisational structures that enhance performance and facilitate the achievement of organisational purpose.

- Unit 1** The function and purpose of the organisation
- Unit 2** The governance of regulated enterprise
- Unit 3** The purpose of the Board of Directors
- Unit 4** Decision making frameworks
- Unit 5** The importance, impact and opportunity of organisational culture
- Unit 6** Conflict management in the organisation
- Unit 7** Organisational structure, hierarchy and policy frameworks
- Unit 8** Communication strategy
- Unit 9** Board duties and leadership
- Unit 10** The role of internal control functions
- Unit 11** Internal control and influence power
- Unit 12** Broad-base governance – Beyond the balance sheet
- Unit 13** The digital revolution and its influence on governance
- Unit 14** Governance – A never ending story

**Case study 1:** Olympus Corporation

**Case study 2:** Siemens AG

**Case study 3:** Volkswagen Group