

Irrigation NZ IOD Governance Training workshop 29 June 2010
In partnership with
KPMG and Goodman Tavendale Reid



Accommodation:

Some motels rooms have been held for this INZ workshop at the:

Bay Viaduct Motor Lodge

Cnr of Main Highway and Wai-iti Road
(03) 686 6338

Please contact this accommodation directly, noting that you are booking with the Irrigation NZ group.

<http://www.bayviaduct.co.nz/pages/studio.html>

Programme

Start Time: 8.00am
Tuesday - 29 June
Venue: Seven Oaks
64 Wai-iti Road
Timaru 7910
(03) 688 9823

GOVERNANCE ESSENTIALS Training

Understand the role of management in relation to the purpose and role of the board

- What is governance?
- Distinction between board and management roles in governance

Gain insight into management's boardroom responsibilities and how to fulfil them effectively

- CEO's role - defining and communicating strategy, leading and motivating the
- organisation and managing change
- CEO's accountability, authority and constraints vs. the board
- Relationship - CEO and Chair
- The Executive Board, Company secretary and CFO (chief Financial Officer)

Know what information to provide to a board in your capacity as a senior manager

- Essentials of good board papers

Appreciate the principles of corporate governance from a senior manager's perspective

Expound the key elements for the conduct of board meetings – arrangements, papers etc

- Board work plan preparation

- Protocols concerning board operation: disclosure of interests, extraordinary
- contracts, changes to auditors and the appointment and removal of directors

Understand the key functions of a board

- What does a board do?
- Model of Board functions

Define the role and fundamental responsibilities of a director

- Who is a director?
- Outline of Companies' Act requirements and IoD (Institute of Directors) Code of Practice
- Director's duties, rights and liabilities
- Board balance
- Collective responsibility and confidentiality
- Executive and non-Executive directors

Distinguish between directing and managing a company

Appreciate the principles of corporate governance from a director's perspective

- How to make an informed decision on joining a board

Contrast matters which a board should reserve for its collective decision from other

matters which can be delegated

- Effective delegation systems
- Problems and solutions
- Case(s) with real life board situations
- Insights from existing experienced directors

Finish: 5:30pm
Drinks: 6:30pm Ginger & Garlic Restaurant
 335 Stafford Street,
TIMARU
Dinner: 7:00pm Ginger & Garlic Restaurant
<http://www.gingerandgarlic.co.nz/>

Please contact Marilyn at INZ admin@irrigationnz.co.nz should you have any special eating requirements.

Richard Westlake

Richard Westlake is an Accredited Fellow of the Institute of Directors and has an MA from Oxford University. He has a record of leading significant change in complex and large organisations in New Zealand and Australia, largely in the banking and finance sector, in executive management, director and chairman roles, including both the private and public sectors.

Richard runs his own governance consulting business, advising all types of organisations on corporate governance and strategy, throughout New Zealand and overseas. The following is just a taste of Richard's extensive experience:

Acting CEO of the Animal Health Board Inc some years ago and spent 7 months as Acting CEO of Horizons Regional Council, immediately after the devastating Manawatu floods in 2004; two years ago Richard was the Project Director for the

merger between DairyInsight and Dexcel until a new CEO was appointed. Through the Institute of Directors – Richard has worked with Rakaia Diversion Race Management Ltd.

Richard is an experienced company director with over 15 years experience as a director including: a year as the DairyInsight Independent Director nominee on the Dexcel Board, until its merger; an independent Director, and Chair of Finance, Audit & Risk, of Kiwibank Limited, since the start in 2001. Board member of the Standards Council of New Zealand(Chair) - New Zealand's member of ISO; the Telecommunications Carriers' Forum; and a large collaborative research joint venture, Better Border Biosecurity- trading as B3.

Among his earlier roles he was the chairman of two State-owned Enterprises, MetService (from 1992) and Quotable Value (from 1998), and was independent chairman of the Holmes Consulting Group. He is deputy chairman of Wellington Water Management Ltd.

Richard's not-for-profit experience includes a long involvement with organisations as diverse as Canterbury Opera (chairman for 6 years), the Centre for Advanced Engineering.