

**CII DIRECTORS GUILD
BOARDROOM LEADERSHIP PROGRAMME
Boards that lead - Value creation for all Stakeholders
22 & 23 May 2019: Taj West End: Bangalore**

FINAL PROGRAMME

DAY 1: Wednesday, 22 May 2019	
1030-1130 Hrs	<p>OPENING SESSION</p> <p>OPENING REMARKS</p> <p>Mr Ajay Nanavati Co Chair, CII Directors Guild & Chairman, Syndicate Bank</p> <p>CHAIRMAN'S ADDRESS</p> <p>Mr Ravi Venkatesan UNICEF Special Representative for Youth & Innovation & Former Chairman, Bank of Baroda, Microsoft India & Cummins India</p>
1130 - 1200 Hrs	<p>SETTING THE AGENDA & INTRODUCTION OF PARTICIPANTS</p> <p>Mr Ajay Nanavati Co Chair, CII Directors Guild & Chairman, Syndicate Bank</p>
1200 - 1215 Hrs	BREAK
1215 - 1315 hrs	<p>SESSION 1: DIRECTORS' DUTY OF CARE & SKILL IN THE CONDUCT OF COMPANY BUSINESS Directors are required to exercise due and reasonable skill and care. Where a director's actions fall below the basic standard of care and skill, he/she may be held personally liable for compensation to the company. To whom do directors owe a duty, and what constitutes "due and reasonable care"? Participants will discuss these issues in the context of a series of case examples.</p> <p>SPEAKER: Prof Sanjay Kallapur, Deputy Dean Planning and Governance, Indian School of Business</p>
1315 - 1400 Hrs	LUNCH
1400 - 1515 Hrs	SESSION CONTINUES
1515 - 1530 Hrs	TEA/COFFEE BREAK

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<p>1530 - 1645 Hrs</p>	<p>SESSION 2: INTEGRITY IN THE BOARDROOM: WHAT DOES IT REALLY MEAN?</p> <p>Integrity is critical to an organization’s culture and a requirement for effective dynamics in the boardroom. Whose values? An individual’s? The organization’s? Society’s? All of these?</p> <p>An effective board is concerned about integrity inside and outside the boardroom. It leads by example. The board plays a role in working with the CEO to help set the ethical tenor for the organization. It also promotes and monitors compliance with laws, regulations and organizational policies. Integrity in the boardroom is based on factors such as organizational values, the need to uphold the board’s fiduciary responsibilities and a willingness to be accountable.</p> <p>Session Moderator: Mr Ajay Nanavati</p> <p>SPEAKERS: Mr Soumitra Bhattacharya, Managing Director, Bosch Ltd Mr Mrutunjay Mahapatra, Managing Director & CEO, Syndicate Bank</p>
<p>1645 - 1800 Hrs</p>	<p>SESSION 3:FUTURE CASTING DISRUPTION: FUTURES THINKING, DISRUPTION, AND THE BOARD</p> <p>Directors face more uncertainty and complexity than ever before, whether from globalization and social demographic shifts or from a major disruption created by technology and competition. With the many regulatory and quarterly pressures facing companies, it can be hard to focus on the long term, but that’s precisely what the board is meant to do. In this session, we’ll get an overview of some of the latest disruptive trends shaping the business landscape and discuss how horizon and scenario planning play key roles in creating long-term shareholder value</p> <p>Session Moderator: Mr Ajay Nanavati</p> <p>SPEAKERS: Dr Gopichand Katragadda, Founder & CEO, Myelin Foundry Mr Salil Godika, Co-founder, CEO, Digital Business Services, Happiest Minds Technologies</p>
<p>1800 - 1830 Hrs</p>	<p>BREAK</p>
<p>1830 - 2000 Hrs</p>	<p>FIRESIDE CHAT: THE ‘ TWIST’: BOARD ROOM UNDER PRESSURE- GETTING TOUGH CHOICES RIGHT</p> <p>Venue: Blue Ginger Lawns</p> <p>Boards are being urged to play a more active role in strategy formulation. If evaluating the quality of management’s strategic and business plans, including the likelihood of realizing the intended results, is a key board responsibility, so the argument goes, should it not determine for itself whether the company has the capacity to implement and deliver? It is a good but tricky question. How might a board do this? What, for example, should a board do if management presents a bold plan for spinning off or acquiring strategic assets worldwide?</p>

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	<p>PANEL MODERATOR: Mr Ajay Nanavati</p> <p>PANELISTS: Mr Bhaskar Bhat, Managing Director, Titan Company Limited Mr Venkatesh Valluri, Chairman & Managing Director, Valluri Technology Accelerators & Valluri Change Foundation Mr J N Gupta, Co-Founder & Managing Director, Stakeholders Empowerment Services Prof Sanjay Kallapur, Deputy Dean Planning and Governance, Indian School of Business</p>
2000 Hrs	DINNER & CLOSE OF DAY I

DAY 2 : Thursday, 23 May 2019

0930 - 1000 Hrs	<p>MORNING SESSION WITH MR R MUKUNDAN & MR AJAY NANAVATI: REFLECTIONS OF DELEGATES</p> <ul style="list-style-type: none"> • A minute to talk about the expectations from the programme and learnings • A minute to ask a question. <p>During this fast-paced, peer-to-peer director exchange and Q&A we will examine the key issues affecting today's private-company boards</p>
1000 – 1115 Hrs	<p>SESSION 4: UNDERSTANDING THE IMPORTANCE OF THE BOARD'S ROLE IN SUCCESSION PLANNING & TALENT MANAGEMENT</p> <p>Although the circumstances may vary, every organization goes through a transition period when an executive steps down. When it's the CEO, the impact is often felt across the organization and at times by customers. In some cases, a company can lose this individual to retirement or a leader is abruptly gone from the helm due to health reasons or nefarious activities. Regardless of the cause, the effect is the same: the organization slows down, new rules and expectations take time to establish and the new leader endures significant growing pains.</p> <p>Session Moderator: Mr R Mukundan</p> <p>SPEAKERS: Mr Richard Rekhy, Former CEO, KPMG in India Mr Manish Sabharwal, Chairman, Team Lease</p>

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1115 - 1130 Hrs	BREAK
1130 - 1230 Hrs	<p>SESSION 5: BOARD INVOLVEMENT IN CORPORATE STRATEGY</p> <p>A framework for value-added engagement by the Board in corporate strategy development and oversight, including key opportunities and challenges, and grey areas. Prof. Nidumolu will draw upon existing research and company examples to identify an approach for effective collaboration between boards, CEOs and executive teams in this most important but often least understood of Board responsibilities, i.e., to approve and assess progress on corporate strategy development and execution.</p> <p>SPEAKER: Prof Ram Nidumolu, Clinical Professor of Organisational Behaviour, Indian School of Business</p>
1230 - 1330 Hrs	<p>SESSION 5 CONTINUES: WORKSHOP WITH PARTICIPANTS ON BOARD INVOLVEMENT IN STRATEGY</p> <p>Participants to engage in role plays and reviews through simulated Board meetings that illustrate the key opportunities, challenges and lessons described in their presentations. This will be an engaging and fun way to understand what it takes for Boards and executive teams to work together effectively in corporate strategy development and execution oversight.</p> <p>SPEAKER: Prof Ram Nidumolu</p>
1330 - 1415 Hrs	LUNCH

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1415 - 1530 Hrs	CLOSING SPECIAL SESSION
	<p>INVESTOR AND SHAREHOLDER ENGAGEMENT</p> <p>Investors and shareholders play a critical role in ensuring the company’s long-term health and success, and effectively engaging with these constituencies is a critical part of board strategy. In this session, we will discuss best practices for engaging with these groups, including how to create a strong, effective, and proactive communication plan.</p> <p>Session Moderator: Mr R Mukundan</p> <p>SPEAKERS:</p> <p>Mr J N Gupta, Co-Founder & Managing Director, Stakeholders Empowerment Services Mr Shriram Subramanian, Founder, InGovern</p>
1530 - 1700 Hrs	VALEDICTORY SESSION
	<p>OPENING REMARKS</p> <p>Mr R Mukundan Chairman, CII Directors Guild & Managing Director, Tata Chemicals Ltd</p> <p>OPEN HOUSE WITH Mr N R Narayana Murthy Founder Infosys Limited</p> <p>CERTIFICATE CEREMONY & GROUP PHOTOGRAPH</p> <p>SUMMING UP</p> <p>Mr Ajay Nanavati Co Chair, CII Directors Guild & Chairman, Syndicate Bank</p>
1700 Hrs	END OF PROGRAMME