



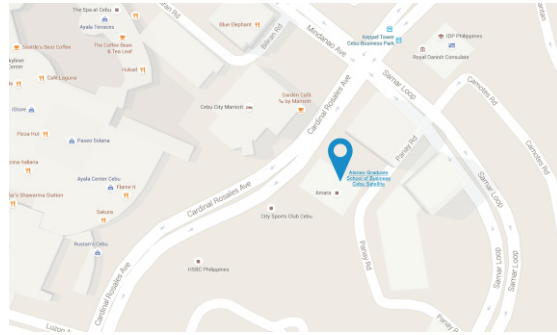
## Basics of Corporate Governance

### Package inclusions:

- Program fee
- Training kit
- AM/PM snacks
- Lunch
- Certificate of course completion

### Venue:

Ateneo Graduate School of Business - Cebu Campus  
GF Cebu Holdings Center, Cebu Business Park,  
Cebu City



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August 20, 2019



ATENEO DE MANILA UNIVERSITY  
GRADUATE SCHOOL OF BUSINESS



## leadership and management

# Basics of Corporate Governance

Accredited Institutional Training Provider  
of Corporate Governance of the Securities  
and Exchange Commission (SEC)

In Partnership with  
Ateneo Gov. Jose B. Fernandez Center for Ethics

 CENTER FOR CONTINUING EDUCATION

### DATES

December 17, 2019  
Tuesday  
9:00 am - 5:00 pm

### PROGRAM FEE

Php 5,900.00 (Early Eagle Rate  
until Dec. 3)  
Php 6,400.00 (Regular Rate)

### HOW TO REGISTER Online

[www.cce.ateneo.edu](http://www.cce.ateneo.edu)

### Email

[sales.cce@ateneo.edu](mailto:sales.cce@ateneo.edu)

### Call

(+632)8302041

Schedules and prices may  
change without prior notice

The course is a basic orientation on the concepts and applications of Corporate Governance (CG) as particularly defined under pertinent legislation and administrative issuances in the Philippines. Directors and Key Officers of companies established and/or operating in the Philippines corporations will benefit from the course. First time Directors and Key Officers, or persons who are about to be appointed as such in a Publicly-Listed Corporation, in particular will meet the required training and basic orientation on CG.

Beyond mere compliance, participants will benefit from a practical frameworks and tools that can be employed inside their companies to employ CG as a means of promoting adherence to internal controls, preventing fraud, and developing a culture of good governance.

This is a partnership between the Ateneo Graduate School of Business-Center for Continuing Education and the Gov. Jose B. Fernandez Center for Ethics.

## Basics of Corporate Governance

### objectives

By the end of the session, the participants should be able to:

1. Explain the concepts behind good corporate governance, particularly with respect to:
  - A. Fiduciary Duties and Responsibilities as a response to the Agency Problem
  - B. Stakeholder Approach to Corporate Governance
  - C. Rights and Obligations of the Corporate Entity and its Directors and Officers;
  - D. Link between values, ethics and good governance.
2. Apply these concepts to their respective organizations.

### who should attend

- Corporate Directors (whether in a Publicly Listed or Privately-Held Corporation)

- Key officers and Executives



### resource person



**MR. VINCENT EDWARD R. FESTIN** is currently an assistant professor at the Ateneo de Manila Graduate School of Business (AGSB) where he teaches Business Ethics, Corporate Governance, Law in the Business Environment and Business Communications. He started teaching in the said school in 2009 and is now one of its 10 full-time professors.

He is also the Chairman of the Board of the Good Governance Advocates and Practitioners of the Philippines (GGAPP), an association of professionals involved or working in the Ethics, Corporate Governance and Compliance space. He was the organization's founding president.

Prior to joining the AGSB full-time, he was the head of the Corporate Governance – Education of the Philippine Long Distance Telephone Company (PLDT).

He obtained his Bachelor's Degree (1989) and Juris Doctor (1995) from the Ateneo de Manila University. He was admitted to the Philippine bar in 1996.

## program content

### I. History and Basic Concepts of CG

- A. Corporate governance through the history
- B. Definitions of corporate governance
- C. The Agency problem
- D. Fiduciary duty
- E. The stakeholder approach to governance
- F. Governance distinguished from management

### II. Standards and Outcomes in CG

- A. Code of Corporate Governance for PLCs –Principles, Recommendations and Explanations
- B. Success Indicators for CG
- C. The Failed Board
- D. Business Benefits of Good CG
- E. What's next in CG?

### III. Director and Officer Responsibilities

- A. The Corporation and its Powers
- B. Directors' Three Fold Duty (Diligence, Obedience, Loyalty)
- C. Challenges and Issues:
  1. The Business Judgment Rule
  2. Conflicts of Interest
  3. Insider Trading
  4. Short swing Transactions
  5. Related Party Transactions

### IV. Implementing Corporate Governance

- A. Stages of Corporate Moral Development
- B. Corporate Culture and Governance
- C. Leadership and Governance: Examples, Enforcers and Enablers
- D. Policy Framework for CG
- E. Necessary Implementing Structures
- F. Education and Communication of CG
- G. Monitoring and Evaluation tools
- H. Stages of Internal Development

### V. Case Studies