

Ensuring your company's regulatory compliance at the...

Attend the full day discussion forum on the King III provisions held by key Committee members

CORPORATE GOVERNANCE FORUM 2009

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Maintaining your corporate governance practices in light of the economic turmoil and the imminent regulatory amendments

28, 29, 30 & 31 July 2009 | The Hyatt Regency, Rosebank, Johannesburg

Hot in 2009!

- ✓ Full day discussion examining the King III report
- ✓ Explore the financial downturn impacts on governance practices
- ✓ Examine the controversy behind Directors' remuneration
- ✓ Identify the implications of the increased importance of the Audit Committee
- ✓ Analyse international corporate governance trends
- ✓ Gain insight into the complexities of integrated role of Company Secretaries
- ✓ Unpack the inclusion of business rescue legislation into governance frameworks
- ✓ Examine practical case studies for integrating GRC information

Hear from the following thought leaders and industry leaders:

- ✓ Annamarie van der Merwe
- ✓ Terry Booysen
- ✓ David Shapiro
- ✓ Victor Prozesky
- ✓ Januzs Luterek
- ✓ Keith Roxburgh
- ✓ Jan van der Walt
- ✓ Olasesi Martins
- ✓ Clive Kneale
- ✓ Michael Judin
- ✓ Alison Ramsden
- ✓ Gary Hardy
- ✓ Mike Henderson
- ✓ Lele Modise



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Dear Governance Executive,

The **Institute for International Research (IIR)** is proud to present its **2009 Corporate Governance Forum**. This premier event will provide you with the **latest and most up-to-date developments and changes** affecting corporate governance practices. In addition to the expert presentations offering you a look into implications of the financial volatility on governance practices, you will have the opportunity to discuss and debate the King III report in the full day pre-conference discussion forum.

To what extent are your governance practices in-line with the Companies Bill and King III, which are soon to be promulgated and officially legislated?

At IIR it has always been our aim to bring you the **latest corporate, strategic developments and concepts**. With this in mind, **Corporate Governance Forum will offer you the opportunity to ensure that you have comprehensive understanding of recent regulatory changes affecting governance practices, Directors, Company Secretaries, as well as other contentious issues**. We pride ourselves on **research conducted** with market experts, past delegates as well as movers and shakers in the industry so you are guaranteed to get the **latest information impacting your role and industry as a whole**.

This premier event will host an array of expert speakers and industry leaders that will bring forth and evaluate the changes in the **corporate regulatory sphere in South Africa**. This conference is a key meeting place for Africa's governance decision makers, industry leaders and innovators and will keep you updated on all issues affecting governance.

Ensure that you do not miss this unique opportunity to **share knowledge and gain innovative methods** which will assist you in **improving your company's governance practices**.

I look forward to welcoming you to the event in **July 2009**

Kind Regards,

Brigitte Movius
Project Manager: Conferences
Institute for International Research

P.S. Do not miss the panel discussion exploring the repercussions of the increasing amount of governance regulations!

Day 1: 28 July 2009

Discussion Forum

King III: Exploring the changes and the implications on corporate governance in South Africa

Led By:

Michael Judin, Attorney, Goldman Judin Inc.
Clive Kneale, Managing Director, Corporate Governance cc

09h00 Registrations and early morning refreshments

10h00 Discussion forum starts

- ✓ Examining the more important changes of King III
- ✓ Analysing the Alternative Dispute Resolution
- ✓ Assessing conflict of interests
- ✓ Exploring the subcommittees
- ✓ Question and Answer session

11h00 Mid-morning refreshments and networking

11h30 Discussion forum continues

- ✓ Question and Answer session

12h30 Lunch and networking

13h30 Discussion forum continues

- ✓ An in-depth look at the content of the King III Report
- ✓ Question and Answer session

15h00 Mid-afternoon refreshments and networking

15h30 Discussion Forum continues

- ✓ Exploring the fact that the King III is set to apply to all entities: determining how corporate governance rules can apply equally to state-owned enterprises, private companies, listed companies etc
- ✓ Question and Answer session

16h30 Closing remarks and end of discussion forum

Day 2: 29 July 2009

08:15 Registration and early morning refreshments

09h15 Chairman's opening remarks
Victor Prozesky
Partner
Heidrick & Struggles

09h30 Exploring the future of South African corporate governance: what can you expect in the next few years and how will it impact your current strategies

- ✓ Analysing the effects of increased liabilities on the availability of good Directors
- ✓ Examining increased transparency in corporate governance
- ✓ Determining the extent of the impact of the changing legislation on corporate governance in South Africa
- ✓ The long term implications of King III
- ✓ Discussing the impact of the economic crisis on expectations inside and outside the boardroom

Victor Prozesky

Partner

Heidrick & Struggles

10h30 Exploring common hurdles to good corporate governance

- ✓ Exploring the current political and economic issues
- ✓ Apex priorities and its implications on companies in South Africa
- ✓ What does the future hold for South African Companies?

Terry Booysen

CEO

Corporate Governance Framework (CGF)

11h15 Mid-morning refreshments and networking

11h45 Assessing the impacts of the financial

downturn: current and future consequences your company's corporate governance practices

- ✓ Analysing how the financial turmoil is impacting corporate governance practices in your organisation
- ✓ Critically evaluating whether the downturn is going to negatively impact on corporate governance practices
- ✓ Exploring upon who the blame should be placed for the financial downturn

David Shapiro

Consultant

Sasfin Securities

12h45 Lunch and networking

13h45 Identifying the importance and approaches you should take to integrated reporting: ensuring that both financial and non-financial activities of your company are effectively and efficiently aligned

- ✓ Exploring the implications on your company's reporting with the introduction of integrated reporting
- ✓ Establishing the need for the introduction of having to report on both financial and non-financial activities
- ✓ Determining the rationale behind this introduction into King III
- ✓ Discussing whether this new practice of integrated reporting will encourage companies to take stock of their non-financial activities

Alison Ramsden

Head: Governance and Sustainability

PriceWaterhouseCoopers

14h45 Mid-afternoon refreshments and networking

15h30 Insight into practical cases: integrating information surrounding Governance,

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Risk and Compliance (GRC)

- ✓ Practically demonstrating vantage which integrated the info of Governance, Risk and Compliance
- ✓ In this practical demonstration delegates will be shown how advanced companies make use of integrated software applications which transcends all company profile levels.
- ✓ In this practical exercise delegates will also be shown how to optimise competitive GRC software applications optimise

Terry Booyen

CEO

Corporate Governance Framework (CGF)

16h15 Chairman's closing remarks and end of Day 2

Day 3: 30 July 2009

08h00 Early morning refreshments

08h45 Chairman's opening remarks

Keith Roxburgh

Executive Consultant

P3

09h00 Discussing the controversy behind Directors' remuneration, particularly in light of the current financial crisis that is impacting companies world wide

- ✓ Examining how Directors' remuneration structures contribute to the financial crisis
- ✓ With the financial turmoil, what will the future hold for executive remuneration packages?
- ✓ Open Discussion: Is Director remuneration being exploited or is their payment justified as being part of their executive role?

Keith Roxburgh

Executive Consultant

P3

Mike Henderson

Executive Consultant

Calibr8 Management Technologies

09h45 Exploring the critical implications of the Corporate Laws Amendment Act on corporate governance

- ✓ Evaluating the impact of the Corporate Laws Amendment Act on Audit Committees and External Audit
- ✓ Discussing the challenges brought on by the implementation of the Corporate Laws Amendment Act as phase 1 of the Companies Bill
- ✓ Assessing the prohibition for providing financial assistance when a company is buying its own shares
- ✓ Identifying various important aspects of the Corporate Laws Amendment Act

Lele Modise

Partner

Bowman Gilfillan

10h30 Mid-morning refreshments and networking

11h00

Assessing latest regulatory impacts of the Consumer Protection Bill on your governance practices

- ✓ Examining the implications of the Consumer Protection Bill on corporate governance practices
- ✓ Determining how the Consumer protection Bill is impacting on companies view their governance practices.

Januzs Luterek

Partner

Hahn & Hahn Attorneys

11h45

Mastering the fundamentals of the newly incorporated IT governance provisions into the King III Report

- ✓ An overview of King III key concepts and how the IT governance provisions fit in
- ✓ Exploring reasons as to why you should focus on IT and IT governance?
- ✓ Focusing on IT governance and IT security provisions
- ✓ Critically understanding the impact on boards
- ✓ Examining the benefits of compliance

Gary Hardy

Director

IT Winners

12h45

Lunch and networking

13h45

Critically evaluating the new Companies Bill: an overview of the more important provisions

- ✓ Examining the structure of the final draft of the Bill
- ✓ Highlighting numerous governance provisions as set out in the bill:
- ✓ implications for the Board of Directors
- ✓ Shareholder impacts
- ✓ Exploring Directors' liability as set out in the Bill

Annamarie van der Merwe

Owner

Annamarie van der Merwe Consulting Services

14h30

Gaining insight into the complexities of the newly integrated role of the Company Secretary through the development of the new regulations affecting governance

- ✓ Assessing whether Company Secretaries are truly empowered by the current amendments made to corporate legislation
- ✓ Examining the role of the Company Secretary and the relationship with the board of Directors
- ✓ Board roles: Determining if Company Secretaries do in fact have a place on the Board
- ✓ Discussing Directors' opinions on the role and responsibility of Company Secretaries
- ✓ To what extent is the integrated role of Company Secretary really significant to their role in managing the company's governance practices

Olasesi Martins

Chief Executive Officer

Goldengate Consulting

15h15

Mid-afternoon refreshments and networking

15h45

Analysing the importance of business rescue legislation and its implications for your company

- ✓ The importance of business rescue
- ✓ Exploring the history of Chapter 6
- ✓ Objectives within the timeline of financial distress
- ✓ Identifying the process – from commencement to termination
- ✓ Understanding the roles of and impact on stakeholders
- ✓ Examining important characteristics
 - Implications
 - Accolades
 - Concerns

Jan van der Walt

Managing Director

Corporate Renewal Service

16h30

Chairman's closing Remarks and end of day 3

Day 4: 31 July 2009

Post –conference workshop

Implementing key corporate governance strategies & overcoming the practical challenges

Led by:

Olasesi Martins, Chief Executive Officer, Goldengate Consulting

"Attend this workshop and obtain the latest practical tools that will ensure good corporate governance in your company, as well as compliance. Olasesi Martins, a governance expert, will take you through key strategic focus areas you should be implementing, in light of the current corporate landscape and regulatory changes." Topics for discussion include the following:

- ✓ The need for Qualitative Governance
- ✓ Corporate Sins
- ✓ Corporate Culture
- ✓ Qualitative Evaluation: Self / Board

About your facilitator:

Olasesi Martins has 14 years working experience in the legal profession and 9 years experience in corporate governance. She is an attorney by profession, and holds a Masters Degree in Corporate Law. She has acted as Company Secretary for many companies, and is currently consulting as outsourced Company Secretary/ Corporate Governance Advisor for companies and organisations. She conducts peer assessment and board evaluation.

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