



# +AMPLIFI

GOVERNANCE

## Family & Private Directors Course

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## Introduction to AMPLIFi Governance

AMPLIFi Governance is a specialist governance company providing support to directors and boards of unlisted family and private enterprises within Australia and the United Kingdom. Operating since 2011, AMPLIFi has delivered its education and accreditation programs throughout Australia and the UK to over 500 practising directors, business leaders and organisations.

AMPLIFi delivers practical education to directors and senior business leaders that enables them to deliver effective governance for their organisation through advisory, governing or formal boards. With an AMPLIFi Associate Director community of over 500 accredited professional directors throughout Australia, AMPLIFi is a leader in the family and private governance environment.

## The Family and Private Governance environment

AMPLIFi has significant experience in addressing the specifics of operating a board and the art of directorship within the unique environment that is family or private business.

AMPLIFi Governance recognises that many family and private businesses, of all sizes, industries and levels of maturity can benefit from creating or enhancing their own board (whether it be advisory, governing or formal).

AMPLIFi believes that regular board meetings are key to delivering a competitive advantage to business. A board should deliver the following three critical pieces to create effective governance within a family or private business:

- ❖ **THINK TANK** To undertake research, discussion and other methods to ensure the strategy of the business is being achieved; and that all care and diligence is exercised to ensure sustainability and growth of the business
- ❖ **PLANNING** To plan and confirm operations, projects and other activities in the next period and to ensure resources and risks are managed.
- ❖ **CONFORMANCE** To review operations, projects and the operating environment in order to assess opportunity or risk to the business.

The core outcome for the participants of the FPDC is helping them understand how to establish or improve their business' board and governance culture. Whether it is an advisory board, formal board or a governing board, we enable you with the knowledge, tools and resources through the FPDC to undertake this yourself or with the assistance of an independent professional director.

What an effective boardroom culture can deliver to a participant's business:

- Strategic direction, innovation and perspective
- Accountability throughout the enterprise, especially at owner (director) level
- Stability and framework to be effective and thrive
- Independent perspective on opportunity, risk and internal performance
- Establishing a succession framework that demonstrates maturity and success
- Compliance with regulatory requirements



- A sustainable, respected solution for Family and Private Businesses

## Introduction to AMPLIFI's Family & Private Directors Course

The Family business sector is significantly different to the corporate sector's approach to governance. The dynamics involved within a family business, of any size, can be complex and confronting at times. Similar dynamics exist within private enterprises and can shape the way the firm operates and the approaches to fundamentals like profit, human resources, capital structures and management.

Most governance courses provided by other specialist organisations focus their content and delivery approach on the ASX approach to corporate governance. This is a best practice approach that often leaves gaps between 'theory' and practice in the family and private business models directors find themselves operating in.

AMPLIFI had developed a program that delivers a best practice approach to the fundamentals of corporate governance, but within a 'best fit' paradigm that allows directors to understand how family and private organisations are able to create their own flavour of effective governance. Importantly, not impacting the culture and objectives of the family or privately owned business is our key priority.

This course is delivered over four days by experienced family and private directors, who have not only the practical knowledge and experience, but are skilled facilitators and willing to share their personal experiences from within the closed doors of a family or private board room.

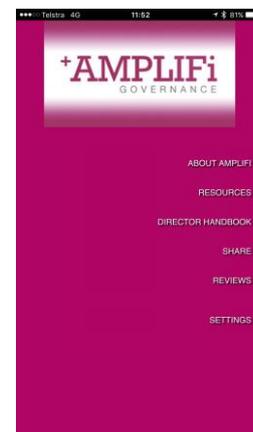


Graduates of the FPDC will be entitled to use the Certified Family & Private Director title within their CV and will receive a pin and a framed graduation certificate.

### FPDC package description

The FPDC program includes:

- 4 day education program (residential option)
- Experienced facilitators
- Residential course manager
- Online assessment package
- Two networking evenings with presentations
- Formal dinner with guest speaker
- Certified Family & Private Director Graduate certificate, pins and materials (on graduation)
- 12 month subscription to AMPLIFiMyBoard board portal (normally \$990 ex per annum)





- FPDC Handbook and smartphone/tablet/web App

### The learning goals of the FPDC

The aim of the FPDC is to empower directors who are sitting on boards within family businesses or privately owned businesses with the following understandings:

- Their responsibilities as directors to the organisation
- Their legal responsibilities and risks within their jurisdiction and context
- The complexities of culture, values, politics (family or organisational) and motivators that exist within the family and private space
- How effective governance is about 'best fit' not 'best practice' within the family and private space
- To arm them with a Director Tool kit of templates, documents and other resources to assist them as directors
- To provide examples of the types of complex 'shade of grey' issues that they may expect to encounter
- To provide a baseline methodology for chairing and running a board process within an organisation

### What should the participants be able to do as a result of attending the FPDC, or do differently?

- They will understand that "corporate" governance is not always applicable to the family & private business sector.
- They will be able to establish or improve their existing governance mechanisms within their own businesses.
- They will be able to govern themselves effectively which will make their relationship with their capital providers more stable and open.
- They should, as directors, be more open to things not being perfect or being different to corporate environments.
- They should be able to comfortably navigate the risks, processes and environmental dynamics that are the fabric of family and private organisations.
- They should understand the connections between effective governance, independence in the board room, accountability, performance and profit.
- They should view external stakeholders as beneficial partners and see their roles more clearly.

### What is the longer term benefit to a participant's business?

The establishment of boardroom culture in a family or private business can:



## Commercial-In-Confidence

- take the business and management to the next level
- have more control and understanding
- formalise and recognise key people in the business
- establish a framework that supports succession and exit
- give the kids the best chance of success
- avoid 'Rubber Stamps'
- attract investors and lenders, and future intentions (IPO)
- prevent disputes and arguments

### FPDC financial considerations

The fee for the four day course, assessment and governance package is \$5000 + GST (\$5,500).

A payment plan is available to participants through AMPLIFiPay on a 6 month interest free arrangement through a subscription facility with PayPal. (A credit card is required for the subscription option)

## AMPLIFi's approach to education

The delivery of the FPDC as a package will encompass the following key aspects:

### Modular learning.

Education modules that cover the full spectrum of director and board operations and dynamics. These modules are tailored to meet the specific needs of the participants and provide practical and experiential outcomes using tools to assist the individual refine their own 'art of directorship' and create a customised director toolkit.

### Experienced facilitators.

AMPLIFi has a pool of experienced directors who are able to facilitate our education programs in Brisbane, Sydney, Melbourne and Perth. Our facilitators all have practical experience as directors themselves and bring to our programs the critical real world 'war stories' that provide valuable experiential learning for our clients.

### Effective governance.

Creating a tailored outcome as to how directors and boards govern their enterprise, is the difference AMPLIFi brings to the director education sector. AMPLIFi does not believe in a 'one size fits all' approach that corporate governance institutions apply to their education programs. Directorship is a mix of legal responsibilities and business judgement. AMPLIFi believes an effective board should be 80% strategic thinking and 20% compliance.

### Networking activities

AMPLIFi will conduct on two of the FPDC evenings a networking event where participants will mix with other AMPLIFi directors, clients and partners, along with selected invited guests. The networking evenings will have a panel of experienced directors discussing relevant topics.



### Formal Dinner

A formal dinner will be held on the third day. This dinner will feature a key note speaker.

### AMPLIFiMyBoard solution

AMPLIFiMyBoard, which will be made available for 12 months to each participating organisation, is a leading, secure and innovative web based board portal that will allow their board and directors to:

- Manage Agendas, Minutes, and Board Papers
- Provide secure, global access to all the Board's resources, deliberations and records
- Track resolutions, delegations, tasks and out of meeting communication between directors, officers and management
- Create and manage sub committees, circular resolutions (polls, voting or discussions) and help find the best time for the next meeting or extra ordinary meeting
- Create work flows and rules for approving new business items, agendas and distributing Minutes
- Produce hard copies or PDFs with a single click from the personalized 'Dashboard' for each board member
- Dynamically take Minutes, record resolutions or delegate tasks during the meeting so at the end of the meeting, all the secretariat work is complete and ideally, minutes can be circulated then and there

Importantly, AMPLIFiMyBoard will send users reminders, record who has accepted meetings, deliver notifications of when board reports are submitted and give directors complete control of their board processes.

### Director's Handbook App.

AMPLIFi will provide a web based App that installs on smartphones, tablets and is accessible through personal computers which provide participants with access to our Director Handbook, our templates and resources as well as ongoing director and board support beyond the actual program days. This app will be customised and will include access to the course notes, presentations and a Q&A forum with our facilitators and directors.

### To Apply:

[www.amplifigovernance.com/fpdc](http://www.amplifigovernance.com/fpdc)

Attachment 1: Program content



## FPDC Outline Program Content

The FPDC is conducted over four days with the program broken into 10 modules.

AMPLIFi Governance Family & Private Directors Course		
Day Module	Module	Module details
Day one Module 1	Welcome	Individual Introductions <ul style="list-style-type: none"> <li>Participant bios included in resource package</li> </ul> Introductions <ul style="list-style-type: none"> <li>Name</li> <li>Favourite book or movie</li> <li>Three things they would bring to an island for a year</li> </ul> IT Setup <ul style="list-style-type: none"> <li>Wifi access</li> <li>AMPLIFiMyBoard accounts</li> <li>Download AMPLIFiTools</li> </ul>
Day one Module 2	Boards and Directorship	Boards <ul style="list-style-type: none"> <li>History</li> <li>Functions</li> <li>Types</li> <li>Advisory</li> <li>Governing</li> <li>Formal</li> </ul> Directorship <ul style="list-style-type: none"> <li>Roles and Responsibilities</li> <li>Qualities</li> </ul>
Day one Module 3	Governance and the Regulatory Environment	<ul style="list-style-type: none"> <li>Owner Models</li> <li>Controlling the enterprise</li> <li>Management</li> <li>Shareholders and Stakeholders</li> <li>Environment</li> <li>Corporate Laws</li> <li>Jurisdictional laws</li> <li>Responsibilities</li> <li>Social Expectations</li> <li>Family Governance</li> <li>Agreements</li> <li>Shareholder Agreements</li> <li>Partnership Agreements</li> <li>Family Charters</li> <li>Board Charter</li> <li>Director Appointment Instruments</li> <li>The CEO 'contract'</li> </ul>



<p><b>Day one Evening</b></p>	<p><b>Welcome Drinks</b></p>	<p>Key note speaker: relevant topic</p> <ul style="list-style-type: none"> <li>• Experiences in their directorship</li> </ul>
<p><b>Day two Module 4</b></p>	<p><b>Financial</b></p>	<ul style="list-style-type: none"> <li>• The 'Accounts'</li> <li>• Balance Sheet</li> <li>• Profit &amp; Loss</li> <li>• Cash Flow</li> <li>• Capital Structures</li> <li>• Understanding the figures</li> <li>• Liabilities</li> <li>• Taxation</li> <li>• Employment Conditions</li> <li>• Guarantees</li> <li>• Solvency in Family &amp; Private Enterprises</li> <li>• Profit versus Pride</li> <li>• Remuneration in Family &amp; Private Enterprises</li> </ul>
<p><b>Day two Module 5</b></p>	<p><b>The Strategic Board &amp; Director</b></p>	<ul style="list-style-type: none"> <li>• Driving strategic conversations</li> <li>• Vision Mission Execution</li> <li>• Accountability</li> <li>• Agendas                         <ul style="list-style-type: none"> <li>• Personal Agendas</li> <li>• Annual Agenda</li> <li>• Meeting Agenda</li> <li>• Committee Agendas</li> <li>• Annual General Meetings</li> </ul> </li> <li>• The environment                         <ul style="list-style-type: none"> <li>• Market</li> <li>• Industry</li> <li>• Product</li> <li>• Human Capital</li> <li>• Fiscal Capital</li> <li>• Social</li> <li>• Regulatory</li> </ul> </li> <li>• The Executive                         <ul style="list-style-type: none"> <li>• Managing Director / Chief Executive</li> <li>• 'C' level People</li> <li>• The Board supports the Executive?</li> <li>• Mentoring</li> </ul> </li> <li>• Enhancing the Board                         <ul style="list-style-type: none"> <li>• Networking</li> <li>• Board Presentations</li> <li>• Board Functions</li> <li>• Education</li> </ul> </li> </ul>
<p><b>Day two Evening</b></p>	<p><b>Board Dinner</b></p>	<p>A key note speaker to present on a relevant topic</p>



<p><b>Day three Module 6</b></p>	<p><b>Risk</b></p>	<ul style="list-style-type: none"> <li>• Strategic Risk             <ul style="list-style-type: none"> <li>• The right decisions</li> <li>• Risks and Rewards</li> </ul> </li> <li>• Business Risk             <ul style="list-style-type: none"> <li>• Competitor</li> <li>• Market</li> <li>• Industry</li> <li>• Organisational                 <ul style="list-style-type: none"> <li>• Human Resources</li> <li>• Structures</li> <li>• Distribution</li> </ul> </li> </ul> </li> <li>• Personal Risk             <ul style="list-style-type: none"> <li>• Fiduciary</li> <li>• Liabilities</li> <li>• Legal</li> <li>• Reputational</li> </ul> </li> <li>• Operational Risk             <ul style="list-style-type: none"> <li>• Work place safety</li> <li>• Rehearsals</li> <li>• Fire</li> <li>• Flood</li> <li>• Data Recovery</li> </ul> </li> </ul>
<p><b>Day three Module 7</b></p>	<p><b>Culture</b></p>	<ul style="list-style-type: none"> <li>• Values</li> <li>• Cultural fit</li> <li>• Family impacts</li> <li>• Evolution of the culture</li> <li>• Changing Culture             <ul style="list-style-type: none"> <li>• Why Change?</li> <li>• How Change?                 <ul style="list-style-type: none"> <li>• Transformational</li> <li>• Evolutionary</li> </ul> </li> </ul> </li> </ul>
<p><b>Day three Module 8</b></p>	<p><b>Common Issues</b></p>	<ul style="list-style-type: none"> <li>• The Personality             <ul style="list-style-type: none"> <li>• The Founder</li> <li>• The Patriarch</li> <li>• The Trusted</li> <li>• The Incompetent</li> </ul> </li> <li>• Effectiveness             <ul style="list-style-type: none"> <li>• Structures</li> <li>• Accountabilities</li> <li>• The Board Composition</li> <li>• The Board Charter</li> <li>• Conversations                 <ul style="list-style-type: none"> <li>• Breaking the indecision cycle</li> <li>• Managing the talkers</li> <li>• Encouraging the silent</li> </ul> </li> <li>• Voting                 <ul style="list-style-type: none"> <li>• Do you need to vote?</li> <li>• Breaking stalemates</li> </ul> </li> </ul> </li> </ul>



		<ul style="list-style-type: none"> <li>• Voting techniques             <ul style="list-style-type: none"> <li>• Ballot</li> <li>• Secret Ballot</li> <li>• Show of hands</li> </ul> </li> <li>• The Savior Syndrome             <ul style="list-style-type: none"> <li>• Looking to you for the answer</li> <li>• Leading the Board, not the business</li> <li>• The Chairman's vote</li> </ul> </li> </ul>
<b>Day three Evening</b>	<b>Networking event</b>	Networking event with invited directors, clients, partners
<b>Day four Module 9</b>	<b>The Art of Directorship</b>	<ul style="list-style-type: none"> <li>• Meeting Zero</li> <li>• Directing, not consulting</li> <li>• Gravitas</li> <li>• Rolling the sleeves up</li> <li>• Adding Value             <ul style="list-style-type: none"> <li>• Tips and Tools</li> </ul> </li> <li>• Your Director Tool Box             <ul style="list-style-type: none"> <li>• Articles</li> <li>• Templates</li> <li>• Presentations</li> <li>• Challenges</li> <li>• Solutions</li> </ul> </li> </ul>
<b>Day four Module 10</b>	<b>The Practical Board</b>	<ul style="list-style-type: none"> <li>• AMPLIFiMyBoard</li> <li>• The Art of the Agenda</li> <li>• In-Camera sessions</li> <li>• Board Assessment             <ul style="list-style-type: none"> <li>• What to assess</li> <li>• How to assess</li> <li>• Assessment Tools</li> <li>• External Assessment</li> </ul> </li> <li>• Selecting Directors</li> <li>• Board Charter</li> <li>• Delegation and Accountability             <ul style="list-style-type: none"> <li>• What and how to delegate</li> <li>• Delegations</li> <li>• Example Delegation             <ul style="list-style-type: none"> <li>• Task Matrix</li> <li>• Follow Up</li> </ul> </li> </ul> </li> </ul>
<b>Day four Afternoon</b>	<b>Assessment</b>	<ul style="list-style-type: none"> <li>• Short paper on Family or Private Governance</li> <li>• Multiple choice exam</li> </ul>
<b>Post Course Evening</b>	<b>Graduation and networking</b>	<ul style="list-style-type: none"> <li>• Certificate and Post nominal pin</li> <li>• CFPD (Certified Family &amp; Private Director)</li> <li>• Other materials</li> </ul>