



Smurfit Executive Development  
UCD Michael Smurfit Graduate Business School

# DIPLOMA IN CORPORATE GOVERNANCE



Executive Education  
Ranking 2019



## PROGRAMME OVERVIEW

With Corporate Governance issues becoming more and more important across all areas of business, this diploma will impart the technical competence necessary to carry out the varied tasks required of senior executives in governance positions and current and prospective company directors. This programme offers an in-depth knowledge of corporate governance and a sound knowledge and understanding of the legal and regulatory framework relevant to Directors and Board members. Furthermore, participants will have an understanding of the technical competence necessary to carry out the varied tasks required of company directors.

## PROGRAMME DETAILS

### Structure

This programme is delivered over one year and takes place over 2 twelve-week semesters: September–December and January–May. The workshops are held on two evenings per week (generally Mondays and Tuesdays) from 4.30pm to 7.30pm. In addition, two weekend workshops will be organised externally, one in each semester. 100% attendance is required.

### Assessments and Workload

Participants are required to complete two 2-hour open book examinations at the end of semester 1 and semester 2. Continuous assessment assignments are completed during the course of each semester and where these are for-credit, marks awarded count towards the final examination. The majority of continuous assessment assignments are completed in pre-assigned work groups. Participants can earn between 10% and 30% of marks through continuous assessment with the remaining marks coming from the 2-hour open book written examinations.

### Accreditation

On successful completion of the programme, participants will be awarded the Professional Diploma in Corporate Governance by UCD Smurfit Executive Development (30 ECTS at NFQ Level 9). This diploma forms part of the MSc in Business (Leadership and Management Practice) Pathway (see back page for more details).

## Who is it for?

- Company directors or prospective company directors looking to expand their knowledge of governance;
- Senior managers operating at board level;
- Middle managers being groomed for board positions;
- Public sector managers with governance responsibilities;
- Experienced business people expecting to hold non-executive board positions.

## Key Benefits

Upon completion of this programme, the participant will:

- Appreciate corporate governance in an overall business context, including origins, definitions, and mechanisms;
- Actively participate in current debates on challenges and developments in corporate governance which includes analysis of real life case studies;
- Compare and contrast alternative corporate governance approaches internationally;
- Work with the other like-minded peers, sharing insights and experiences combined with guest lectures from highly regarded senior level managers and practitioners.

## PROGRAMME CONTENT

### Course 1: Overview of Corporate Governance

- Provide insights into the theory and practice of governance in modern real-world situations and different types of organisations;
- Understand statutory and other regulations affecting companies, directors and their board in different international jurisdictions;

### Course 2: Regulatory Framework I

- Understand the regulatory framework relevant to directors and the means by which organisations are compelled to implement corporate governance measures;
- Understand how board members of Irish organisations are regulated;
- Examine the different regulatory frameworks applicable;
- Understand the evolution of corporate governance regulation;
- Explore the progression and future of governance regulation.

### Course 3: Regulatory Framework II

- Provide a detailed understanding of the legal framework relevant to directors;
- Gain an appreciation of directors' legal responsibilities, including the powers, duties and accounting responsibilities of directors under the relevant company legislation;
- Understand the fiduciary duties of directors, particularly in relation to duties of care, skill and diligence;
- Understand the regulatory framework associated with the appointment and removal of directors.

#### Course 4: Directors' Responsibilities

- Provide an ability to apply basic business principles to situations frequently encountered by directors including fraud, irregularities and illegal acts;
- Provide guidance for the assessment of going concern and liquidity risk;
- Develop an ethical perspective relevant to directors, in particular conflict of interest and confidentiality;
- Provide a detailed understanding of the ethical considerations relevant to directors and good faith reporting in an Irish context.

#### Course 5: Role of Company Boards

- Understand how organisational culture influences how individuals act and make decisions;
- Understand the antecedents and signs of ethical breakdown in organisations;
- Explore the role of the Board in promoting ethical behaviour in an organisation.

#### Course 6: Selection of Non-Executive Directors/Behavioural Aspects of Boards

- Gain an understanding of the pivotal role played by the Chairman of the Board and the relationship between the Board and Management;
- Understand the importance of strong leadership and team-building in driving an organisation;
- Understand the process of recruiting and selecting non-executive directors;
- Examine the criteria to be considered in selecting the Chairman and other Non-Executive Directors;
- Understand the role and composition of the nomination committee and its role in succession planning;
- Explore regulation and employment law as it relates to director recruitment and selection;
- Be aware of the criticality of self-awareness in driving director effectiveness.

#### Course 7: Executive Remuneration and Incentives

- Provide an appreciation of the theoretical basis for using executive remuneration as a corporate governance mechanism;
- Understand best practice guidelines on setting executive remuneration;
- Appreciate the difficulties inherent in determining remuneration packages;
- Understand the concept of "pay for performance" and using executive remuneration as a governance mechanism;
- Understand how a remuneration policy might be formulated and a remuneration package devised.

#### Course 8: The Annual Report/The Annual Financial Statements

- Gain an understanding of the accounting and reporting responsibilities of Directors and Boards in context and content of annual reports;
- Develop financial literacy through a knowledge of the role of financial reporting in corporate governance.

## FACULTY

Our dedicated team of faculty are widely recognised as skilled educators, ground-breaking researchers and accomplished authors. Through publishing, consulting and teaching they leverage their business expertise and field-based research to deliver programmes, encourage participants to develop new ways of thinking, widen their perspectives and to understand their own challenges and capabilities. The faculty present topics in a range of engaging methods such as 'action learning' projects, case studies, role plays, individual assessment and one-on-one coaching, so as to deliver a unique and lasting learning experience.

#### Course 9: Role, Function and Responsibilities of Audit Committees

- Examine regulations on audit committees;
- Gain an understanding of the role and functions of audit committees;
- Appraise the work of audit committees focusing on effectiveness of audit committees in practice.

#### Course 10: Risk Management and the Role of the Director

- Appreciate the role of risk management in an organisation;
- Understand risk management concepts and theories;
- Contribute to the debate on how risks should be identified and managed in an organisation;
- Understand how to add value to risk management in an Executive and Non-Executive Director role.

#### Course 11: Business Strategy

- Understand the differing views of strategy and how it is formed;
- Gain awareness of the concepts of business-level and corporate-level strategy;
- Develop and apply analytical techniques and conceptual frameworks to understand different types of business-level strategies;
- Develop the requisite analytical skills in evaluating strategies, strategic decisions and business plans;
- Develop enhanced self-awareness among participants about the importance of group dynamics;
- Identify and clarify the Board's role in the development and evaluation of strategy and strategic decisions.

#### Course 12: Improving Business Performance

- Analyse the business model and growth strategies of a firm, to assess the likely performance consequences of chosen strategies;
- Appraise the business model of an organisation to establish the boundary conditions under which it is likely to succeed or fail;
- Evaluate the diversification strategy of a firm, recommend appropriate routes to manage growth;
- Gain an understanding of the role of non-financial measures in assessing the performance of a business and the implementation of performance and evidence based management systems in organisations.

# APPLICATION INFORMATION

## Entry Requirements

Participants should hold a primary degree or equivalent professional qualification. Consideration will be given to applicants who do not hold a primary degree but their depth of industry and organisational experience qualifies them as suitable participants.

## Fees

The fee of €15,325 or €14,558 (UCD Business Alumni Discount) is a comprehensive cost that includes tuition, all course related materials, lunches and refreshments while on campus. There are no additional overheads. We offer staged payments and there is no interest charged for choosing this option. Tax relief is also available on fees. For details visit [www.revenue.ie](http://www.revenue.ie)

## Application Procedure

A completed application form, digital photograph and copy of transcripts for all university-level degrees (if applicable and excluding those taken at UCD) are required. A telephone or personal interview with the Programme Director may form part of the admission process to help determine whether the programme is the most appropriate solution for the applicant.

## How to Apply

To apply for this programme, please contact a member of our team on +353 1 716 8889, email [exec.dev@ucd.ie](mailto:exec.dev@ucd.ie) or visit [www.smurfitschool.ie/executivedevelopment](http://www.smurfitschool.ie/executivedevelopment)

## Pathway to the MSc in Business

### (Leadership & Management Practice)

The Diploma in Corporate Governance forms part of the MSc in Business (Leadership & Management Practice) Pathway. The pathway framework is comprised of ten diploma programmes. If participants successfully complete three of these ten diplomas within a 5-year timeframe, they are awarded with the MSc in Business (Leadership & Management Practice).

The other diploma options available in the Masters pathway are as follows:

1. Professional Diploma in Leadership Development
2. Professional Diploma in Strategy Development and Innovation
3. Professional Diploma in Organisational Change & Transformation
4. Professional Diploma in Business & Executive Coaching
5. Professional Diploma in Advanced Management Performance
6. Professional Diploma in Strategic Growth (Food Industry)
7. Professional Diploma in Strategic Growth (Biotech & Pharma Industry)
8. Professional Diploma in Business Finance
9. Professional Diploma in High Performance Sales & Business Development

## Smurfit Executive Development

As part of Ireland's leading business school, Smurfit Executive Development programmes are designed to provide the business leaders of today and tomorrow with a transformational experience. We are one of an elite group of schools worldwide to hold triple accreditation from AACSB (US), EQUIS (Europe) and AMBA (UK) and are the only Irish member of the leading international business school alliances CEMS, GNAM and PIM. UCD Smurfit Executive Development is the only Irish member of UNICON, an invitation-only alliance of the world's leading university-based executive education providers.

UCD Smurfit Executive Development has been ranked 1st in Ireland, 24th in Europe and 43rd in the world for its Open Enrolment programmes according to the prestigious 2019 Financial Times Executive Education Rankings. By offering a world-class range of customised, diploma and open enrolment programmes, Smurfit Executive Development helps executives and their organisations create new opportunities to drive growth and create value.

Please note that University College Dublin's terms and conditions apply to all offers of places of study at Smurfit Executive Development. Copies are available on request. Every effort has been made to ensure the information in this publication is correct. However, details may be subject to change by the University without notice.



## Executive Education Ranking 2019

### Smurfit Executive Development

UCD Michael Smurfit Graduate Business School  
Carysfort Avenue, Blackrock, Co. Dublin.

[www.smurfitschool.ie/executivedevelopment](http://www.smurfitschool.ie/executivedevelopment)

Tel: +353 1 716 8889

Email: [exec.dev@ucd.ie](mailto:exec.dev@ucd.ie)

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