



## 1 COURSE OUTLINE

Course: **Corporate Governance: Ethical Leadership & Accountability**

Contact Hours: **24 Contact Hours**

Pre-requisite: **None**

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### 1.1 Target Audience

- Current and aspiring members of boards of directors
- Senior executives, company secretaries executive assistants, compliance officers, legal advisors.
- Public sector appointees to statutory bodies and state enterprises
- Legal, compliance, and governance professionals

### 1.2 Learning Outcomes:

Participants will:

- **Understand the core principles and legal foundations of corporate governance**
  - **Learn the duties, responsibilities, and liabilities and penalties of inaction of directors and secretaries under T&T law**
  - **Analyse recent governance failures, including (the SPORTT board ruling to be used as an example)**
  - **Explore practical tools for ethical leadership, board effectiveness, and risk oversight**
  - **Build capacity to foster transparency, accountability, and compliance in public and private entities**
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## **Weekly Outline:**

### **Week 1: Introduction to Corporate Governance**

- **Definitions, principles, and importance( including definitions of Directors and Secretaries, appointment, roles and penalties of inaction)**
- **Global trends and regional context**
- **Key stakeholders and their roles**

### **Week 2: Legal & Regulatory Framework in T&T**

- **Companies Act, Integrity in Public Life Act, and other relevant legislation**
- **Role of the NPO Act, Procurement Act, and financial disclosure laws**
- **Overview of Judge Ricky Rahim's ruling on the SPORTT Board**

### **Week 3: Roles, Duties & Liabilities of Directors**

- **Fiduciary duties and duty of care**
- **Conflicts of interest, related-party transactions**
- **Personal and legal liabilities**

### **Week 4: Board Structure & Dynamics**

- **Board composition and committees- types of meetings: Board General and Committee Meetings**
- **Chairperson vs. CEO roles**
- **Role and Importance of Company Secretary- (a) Professional Ethics and Responsibilities (know your Board) (b) Legal Framework Governing Company Secretaries**
- **Effective board meetings and decision making-Quorum, Notices, Agendas, Minutes, Resolution.**

### **Week 5: Risk Management & Internal Controls**

- **Oversight of financial reporting**



- **Audit committees and internal audit**
- **Enterprise risk management (ERM) frameworks**

#### **Week 6: Accountability & Transparency**

- **Reporting obligations and disclosures**
- **The role of whistleblowing and ethics hotlines**
- **Interface with external auditors and regulators**
- **Regulatory Compliance (eg Tax, Labor Laws and Company)**

#### **Week 7: Ethics, Culture & Leadership**

- **Ethical frameworks and values-based leadership**
- **Tone at the top and boardroom culture**
- **Case studies in ethical failure and reform**

#### **Week 8: Governance Challenges & Board Effectiveness**

- **Dealing with political interference and pressure**
- **Evaluating board performance**
- **Building a roadmap for improved governance practices**

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#### **Assessment & Certification:**

- **In-class participation and case discussions**
- **Final reflection paper or board scenario analysis**
- **Certificate of Participation awarded by SBCS GLI subject to attendance and associated requirements.**