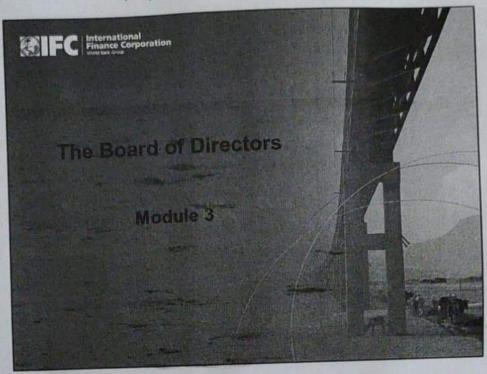
Monday. 4/Nov/2019
Two projects: enron, C.G. and C.R.



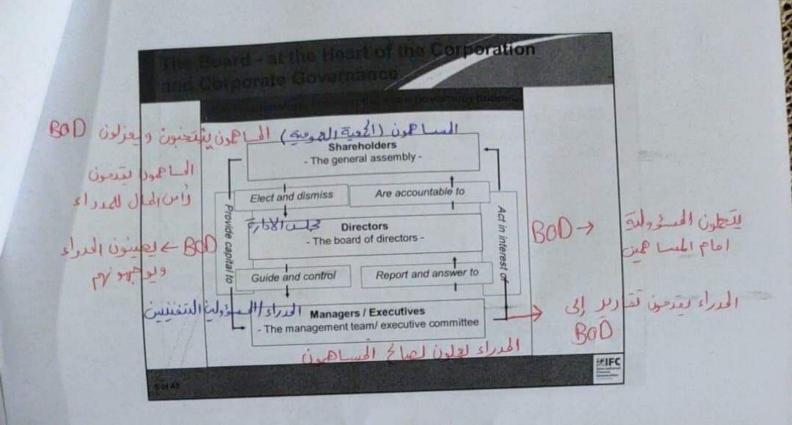
## Purpose and Outline

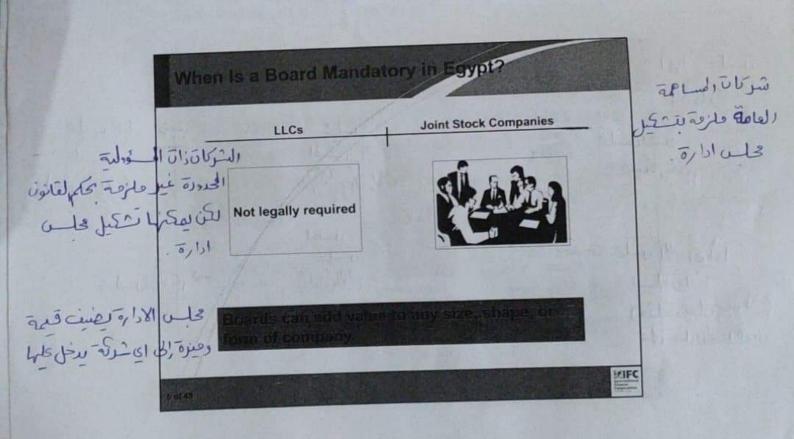
Purpose: To provide an overview of the board's purpose, role, and authority

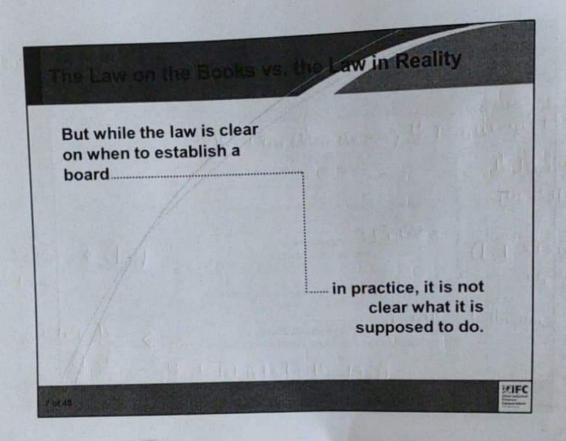
### Outline:

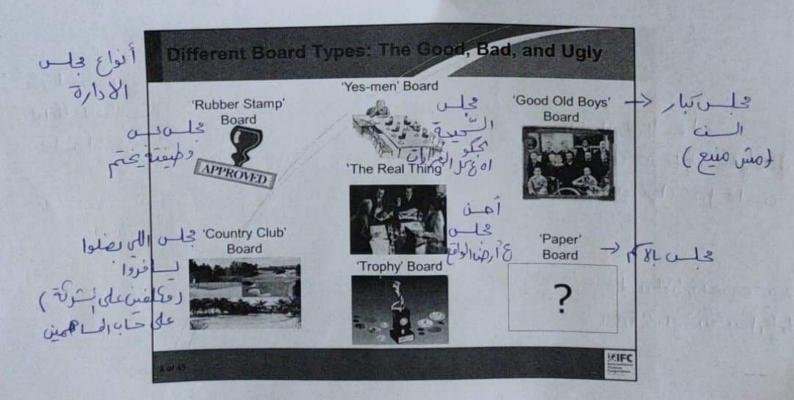
- When to Create a Board
- Why Boards Are So Important
- Understanding the Difference Between the Board and Management
- Board Size, Composition, and Evaluation
- The Role and Authority of the Board

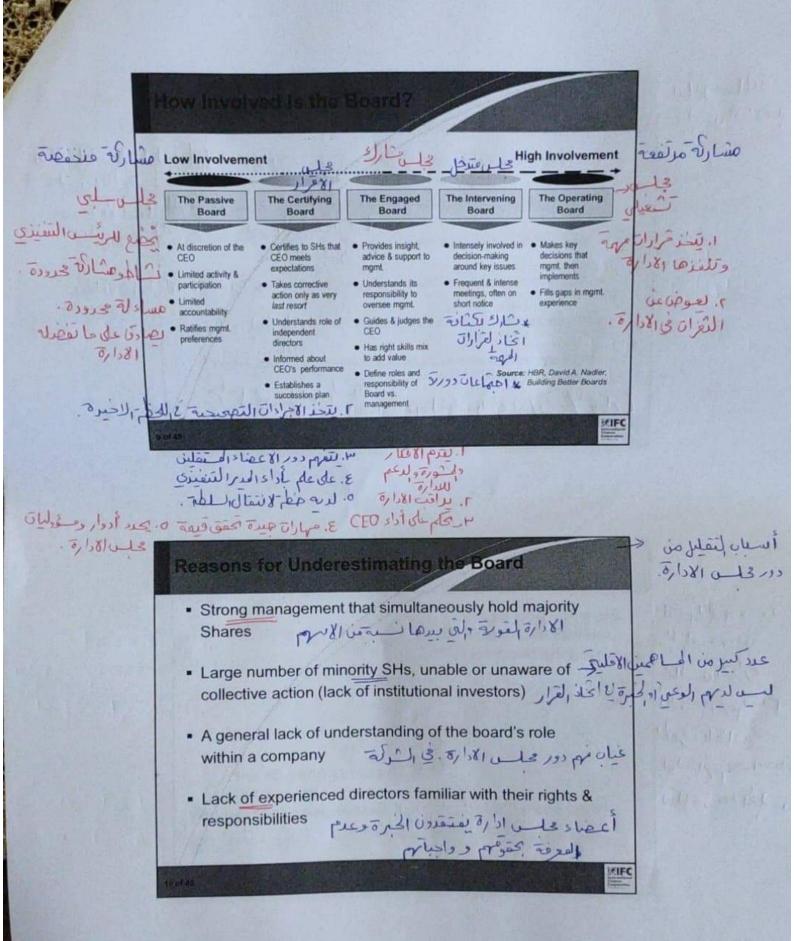


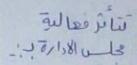












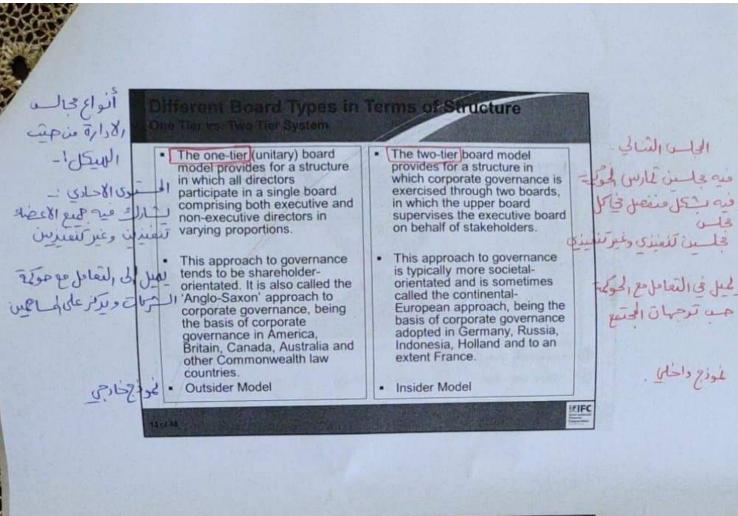
- Number of major shareholder representatives on the board للمنالك الكارة المنالك الكارة المنالك الكارة المنالك المنالك الكارة المنالك الم
- Company's performance results
- نظائ على الرك وتعقيره ح Scope and complexity of the company's business
- Characteristics of the industry/sector نعان لناء للذى ينتقون Characteristics of the industry/sector
- The stage of the company's development (early growth, growth, stagnation, decline) مراحل في و تطور المركة

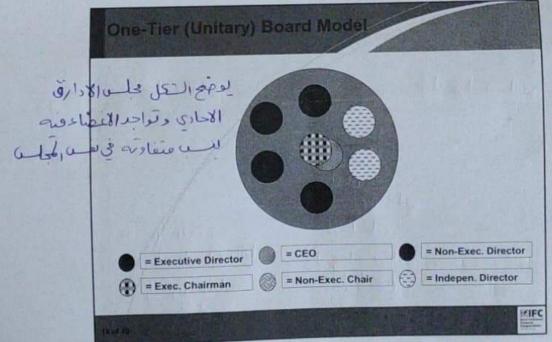
رعم أهمة وجود るりとくしいと لكن خبرتهم وعدم المعرف الكافية لواحباتهم وصلاحياتهم تعلل من دورالحلس

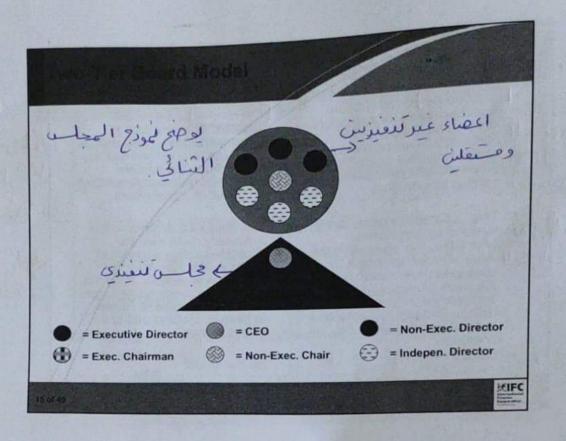
In Short: Much Remains Amiss

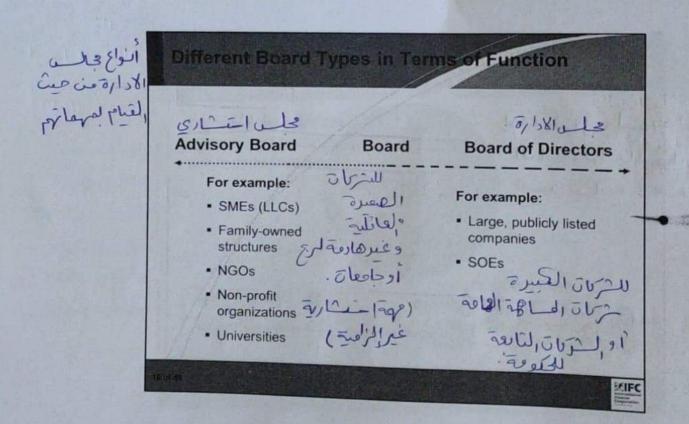
So, while boards are constituted because they are legally required.

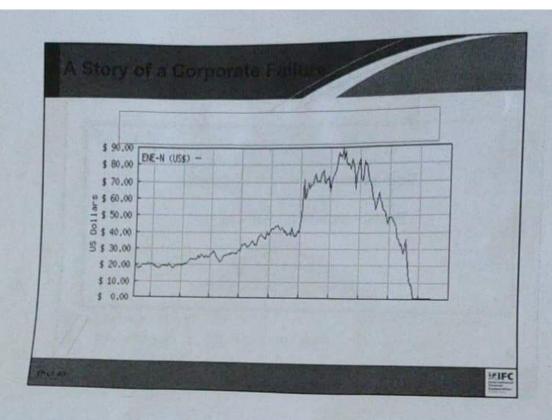
> boards often do not exercise many of the authorities conferred by

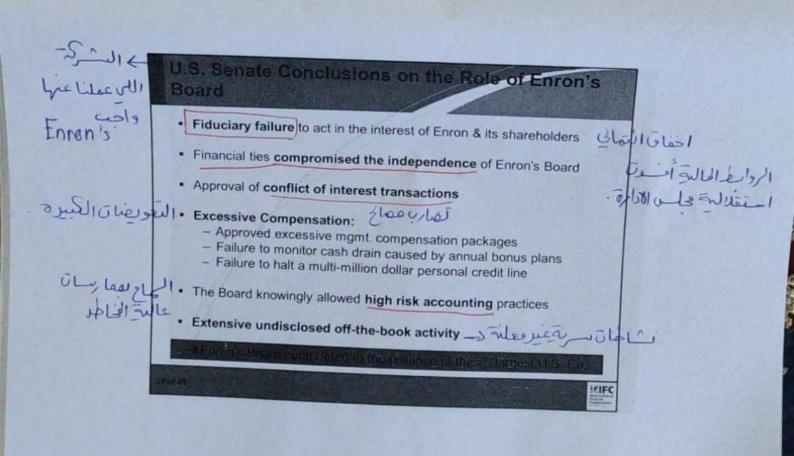


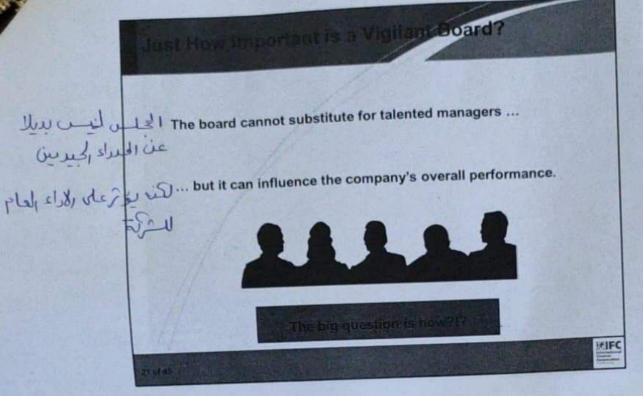


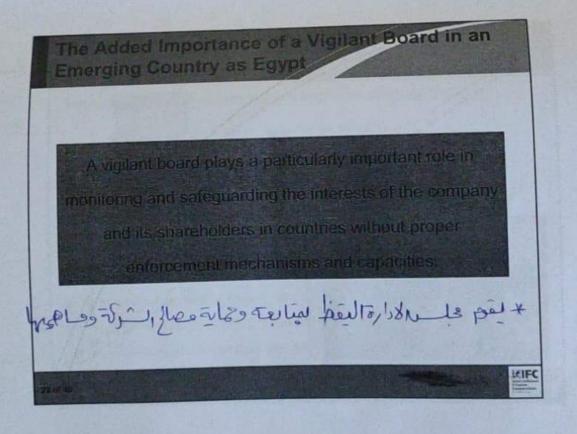


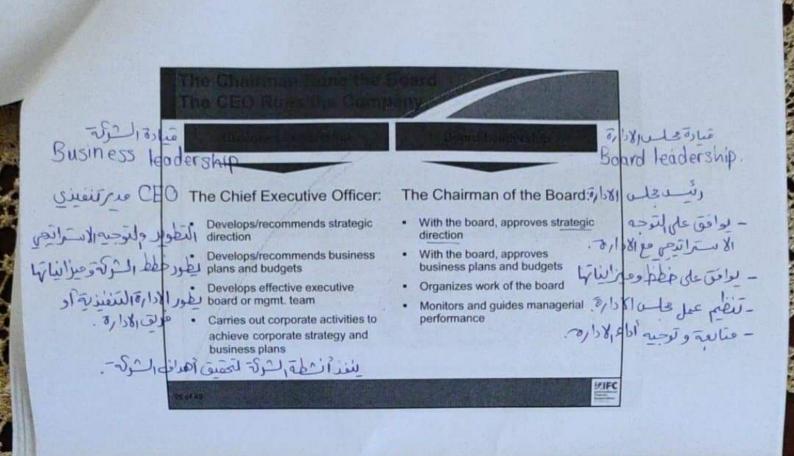












الدور تكاملي الن على الادارة والاذارة التفيذي

## But Remember to Foster Complementariness

### Mgmt. cannot run the company w/o corporate strategy. But:

- Mgmt. may help formulate corporate strategy, and
- · Mgmt. should take ownership over the final strategy

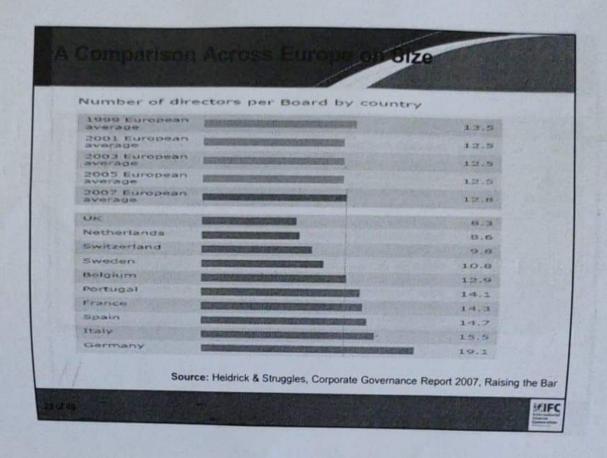
### Mgmt. then runs the company by delegated authority. Yet:

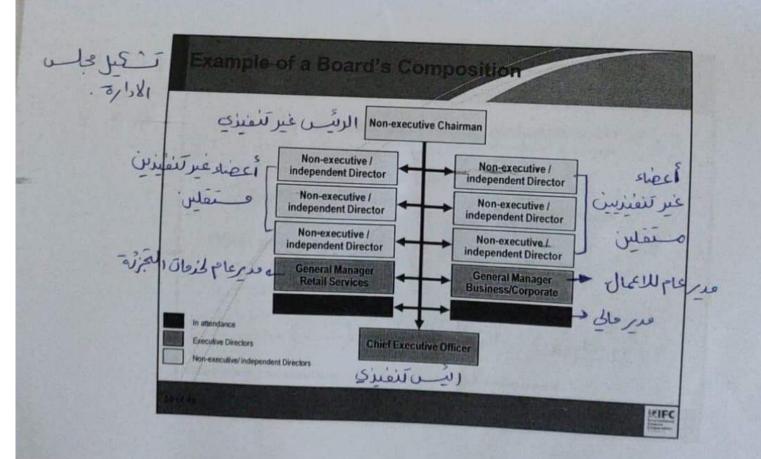
- Has autonomy, independence, and real authority
- · Takes initiatives & deploys resources to pursue objectives
- · Is justified in expecting rewards

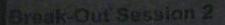
### In light of this authority, mgmt. has a set of duties. Notably:

- The duty of loyalty (e.g. to avoid conflicts of interests)
- · The duty of care (e.g. to provide accurate & timely reports)

KIFC







To what extent does the role of a non-executive and independent director apply to Egyptian companies?

What criteria for independence should be applied in Egypt?

كانمنيفية عن يحاب 1801,0-

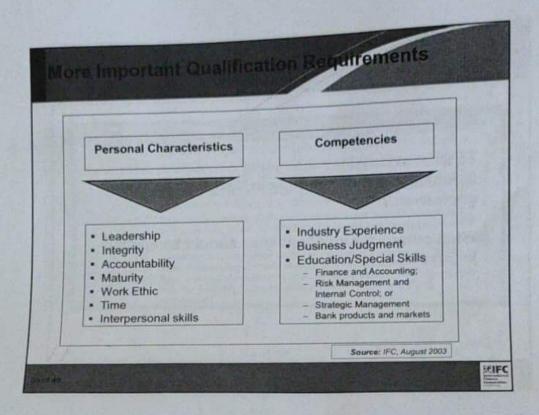
## Most common board committees include:

- Audit committee
- deplo aid
- · Compensation committee
- Oliever 313 لحنة ترشعان.

## Other committees may include:

Nomination committee

- Executive committee Julieu que
- Strategy committee
- لحنة المستراتيحية
- Corporate governance committee



سين ستم تعليم مجلس لادارة؟

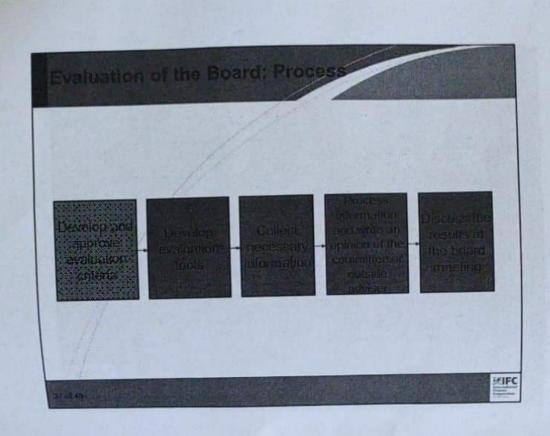
الاعضاء: ليم تقييم الحباس مكل ري (تقييم داخلي)

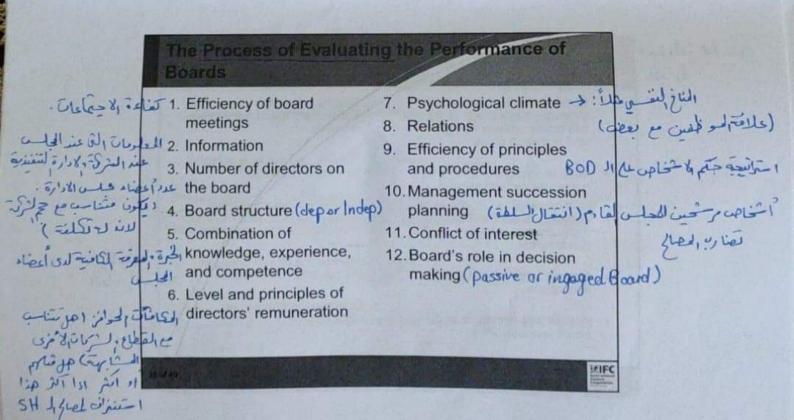
الركسة - عدر الاحماء - عدر الاحماءات - العام المطوروة المحماءات العام الاحماءات العام الاحماءات

וות שבין בענין Importance of Board and CEO Performance Evaluation

- Assessment of concerns about performance, the role of the board and management
- · Exchange ideas and voice concerns
- Outside feedback
- · Measure of board's contribution to value added the firm
- · Allows for basis of determination of compensation
- Enhances shareholder confidence in the company

MIF





When to Create a Board

Why Boards Are So Important

Understanding the Difference Between the Board and Mgmt.

Board Size, Composition, and Evaluation

The Role and Authority of the Board

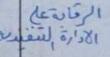


مسؤولية مجلس الادارة .

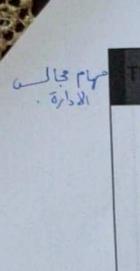
# OECD CG Principles: Duties of the Board

- Review and guide corporate strategy, major plans of action, risk policy, annual budgets, and business plans
- Monitor implementation and corporate performance
- Oversee major capital expenditures, acquisitions and divestitures
- Appoint and monitor key executives
- Review key executive and board remuneration

- Ensure a formal and transparent board nomination process
- Monitor and manage potential conflicts of interest
- Ensure the integrity of the corporation's accounting and financial reporting systems
- Monitor the effectiveness of the governance practices
- Oversee the process of disclosure







- واحد لولاد لله 5H
- . The duty of loyalty:
  - القامل مع كا جوانب المثركة لعام الرك The duty of fair dealing
- . The duty of care لمن مرك لا عميها الم المن مرك لا عميها Achrily
- The duty not to entrench

• The duty of supervision ( تعنونة لعزله المنابع المارة المنفيذية لعزله عنه المنابع ا

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