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Course Name

Board Governance & Directors' Legal Duties

Sector Name

Legal and Corporate Law

Document Type

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Board Governance & Directors' Legal Duties

Course Introduction

Board decisions carry consequences that extend beyond business performance. Directors exercise significant authority over corporate strategy, resources, oversight, and major transactions, while simultaneously operating within legal duties that shape how decisions should be made. Problems can arise when responsibilities are unclear, information is insufficient, personal interests interfere with judgment, or the board approves significant actions without an appropriate decision process.

Boost Consulting & Training offers this course to develop a practical understanding of the legal position of boards and directors within the corporate structure. The program examines board authority, directors' duties, informed decision making, conflicts of interest, oversight responsibilities, delegation, accountability, and the legal considerations surrounding sensitive board decisions. Participants will apply these principles to realistic board situations rather than approaching directors' duties as abstract legal concepts.

The main concept of this course is to help directors and corporate professionals exercise board authority through informed, independent, properly governed decisions that meet legal responsibilities and protect the company's interests.

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Target Audience

- ✓ Board members and prospective directors
- ✓ Corporate legal counsel and legal professionals
- ✓ Company secretarial and governance professionals
- ✓ Senior executives working closely with boards

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Learning Objectives

- ✓ Explain the legal role and authority of the board within the corporate structure.
- ✓ Distinguish between board responsibilities and executive management responsibilities.
- ✓ Interpret the principal legal duties applicable to company directors.
- ✓ Apply appropriate care, judgment, and diligence when considering board matters.
- ✓ Recognize and manage situations involving directors' personal interests.
- ✓ Evaluate the legal implications of delegation and reliance on management or advisers.
- ✓ Strengthen the process used to consider, challenge, approve, and document significant decisions.
- ✓ Identify circumstances that may increase director or board exposure to legal liability.

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Board Governance & Directors' Legal Duties

Course Outline

✓ DAY 01

Defining the Board's Legal Position

Board Authority within the Company

- ✓ Examine the board's position within the wider corporate decision structure.
- ✓ Identify powers reserved for the board and their legal significance.
- ✓ Distinguish board oversight from involvement in day-to-day management.

Directors as Corporate Decision Makers

- ✓ Understand individual and collective responsibilities within board decisions.
- ✓ Examine the relationship between directors, shareholders, and executive management.
- ✓ Build a Board Responsibility Map for a practical corporate structure.

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Course Outline

✓ DAY 02

Applying Directors' Core Legal Duties

Acting in the Company's Interests

- ✓ Examine the duty to exercise powers for appropriate corporate purposes.
- ✓ Evaluate decisions where competing interests or objectives are present.
- ✓ Recognize circumstances that may compromise independent judgment.

Exercising Care and Informed Judgment

- ✓ Determine what information directors should obtain before making significant decisions.
- ✓ Assess when questioning assumptions or requesting additional evidence becomes necessary.
- ✓ Complete an Informed Director Decision Exercise using an incomplete board proposal.

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Board Governance & Directors' Legal Duties

Course Outline

✓ DAY 03

Handling Interests and Sensitive Board Matters

Recognizing Director Conflicts

- ✓ Identify direct, indirect, financial, and relational interests affecting board matters.
- ✓ Determine when disclosure or other safeguards may be required.
- ✓ Examine how conflicts can affect participation in discussion and decision making.

Managing Sensitive Decisions

- ✓ Apply appropriate processes when the board considers matters involving competing interests.
- ✓ Protect decision integrity through transparency and appropriate procedural controls.
- ✓ Conduct a Conflicted Board Meeting Simulation and evaluate the actions of participating directors.

Board Governance & Directors' Legal Duties

Course Outline

✓ DAY 04

Delegation, Oversight, and Accountability

Delegating without Losing Oversight

- ✓ Distinguish legitimate delegation from inappropriate transfer of board responsibility.
- ✓ Determine the information and reporting needed to supervise delegated matters.
- ✓ Evaluate reliance on executives, committees, specialists, and external advisers.

Responding to Warning Signs

- ✓ Recognize financial, operational, legal, or governance signals requiring board attention.
- ✓ Determine when directors should challenge, investigate, or escalate concerns.
- ✓ Work through a Board Oversight Case involving emerging corporate problems and incomplete management information.

Board Governance & Directors' Legal Duties

Course Outline

✓ DAY 05

Strengthening Legally Defensible Board Decisions

Building a Sound Decision Process

- ✓ Structure board consideration around adequate information, challenge, deliberation, and approval.
- ✓ Ensure significant assumptions, concerns, and conditions are appropriately addressed.
- ✓ Identify weaknesses that may undermine the defensibility of a board decision.

Managing Director Legal Exposure

- ✓ Examine circumstances that may increase personal or collective board liability.
- ✓ Connect proper process, oversight, disclosure, and documentation with director protection.
- ✓ Complete a Board Decision Review and assess whether the directors fulfilled their legal responsibilities.

Board Governance & Directors' Legal Duties

Confirmed Sessions

FROM	TO	DURATION	FEES	LOCATION
Dec. 28, 2026	Jan. 1, 2027	5 days	4950.00 \$	Malaysia , Kuala Lumpur
April 25, 2027	April 29, 2027	5 days	4250.00 \$	KSA , Riyadh
Sept. 5, 2027	Sept. 9, 2027	5 days	4250.00 \$	Bahrain , Manama
Nov. 1, 2027	Nov. 5, 2027	5 days	4250.00 \$	UAE , Dubai
Nov. 16, 2026	Nov. 20, 2026	5 days	4250.00 \$	UAE , Abu Dhabi

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