
AGRC Certificate in Corporate Governance - Syllabus

About the Association of Governance, Risk & Compliance (AGRC)

AGRC is a non-profit global professional accreditation & certification organization & networking platform. AGRC aims to facilitate the exchange of knowledge & sharing of experiences among Compliance, Risk & Governance professionals (GRC) with the goal of growing its community to ensure multi-jurisdictional regulatory compliance in the financial services & exchange values, experiences, expertise & professional opportunities.

Aim of the Certification

In this programme, participants will review key definitions of corporate governance and the benefits associated with the implementation of good corporate governance practices. More specifically, participants will look in greater detail at the Board of Directors, covering the duties and responsibilities of Directors, the composition of the Board, the role of key post-holders, the many Board committees and how they are structured, and how a Board's performance can be evaluated.

Additionally, the Certificate places emphasis on how internal control mechanisms need to be designed and underlines how useful the three-lines of defence model may be. The certificate also covers the importance of maintaining strong and productive relations within the Board, ones that are based on trust and which allow for effective meetings and interaction to be achieved.

Lastly, emphasis is placed on the modern concepts of Corporate Social Responsibility (CSR), Environmental Social Governance (ESG), and Sustainability, and how the Board needs to respond to these trends as they gain increased relevance and importance for the corporate world.

Certificate & Training Hours

The recommended number of learning and training hours is 15 to 20. This does not include additional time studying, revising, and preparing for the exam. A candidate should expect to spend an additional 15 hours of studying time to pass the exam, depending on prior knowledge and/or work experience.

Exam Information

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|------------------------------|----------------------------------|
| Type of Exam | Multiple-choice questions (MCQs) |
| Number of Questions | 40 questions |
| Passing Grade or Mark | 70/100 |
| Exam Duration | 60 minutes |
| Method of Delivery | Computer-Based |

Learning Objectives - Bloom Level

Based on **Bloom's Taxonomy**, AGRC's certificates prepares students to acquire knowledge that covers Bloom Levels 1, 2 and 3.

- **Level 1 - Remember:** Recall facts related to corporate governance and be able to define the main concepts involved in the governance sector.
- **Level 2 - Understand:** Explain, describe, identify, and discuss the main ideas or concepts pertaining to corporate governance.
- **Level 3 - Apply:** Use, apply and implement the information acquired to new scenarios, and solve problems or meet challenges related to corporate governance in the financial services sector.

Certificate Learning Outcomes & Content

Expected Learning Outcomes

By acquiring the Certificate, participants are expected to be able to:

- Review key corporate governance definitions that will allow for an understanding of the term and the importance it carries.
- Summarize the many benefits of a robust and effective corporate governance practice for your organisation.
- Understand how Boards function, how they are structured in terms of Board Committees, and how the composition of Boards should be shaped.
- Review the duties and responsibilities of Directors, identify the role of key post-holders, and understand the importance of building relations between Directors that are based on trust.
- Explain the need for diversity and inclusion in the Board of Directors.
- Describe the importance of Board committees covering areas such as audit, risk, and remuneration.
- Study how internal control mechanisms apply in a corporation and highlight the relevance of the three-lines of defence.
- Design effective and successful Board meetings.
- Identify the importance of ESG and CSR programmes to an organisation's corporate governance practices.

Introduction to Corporate Governance

- 1.1 Definition of Corporate Governance
- 1.2 Ethics and Governance
- 1.3 Key Relevant Governance Theories
 - 1.3.1 Agency Theory
 - 1.3.2 Stakeholder Theory
- 1.4: The Benefits of Corporate Governance

Board of Directors

- 2.1 Duties and Responsibilities of Directors
- 2.2 Specific Requirements for Financial Institutions
- 2.3 Board Appointments and Composition

- 2.4 Independent and Non-Executive Directors (INEDs)
- 2.5 The Importance of Diversity in a Board
- 2.6 Committee Structure - Board Committees
 - 2.6.1 Committee Structure
 - 2.6.2 Audit Committee
 - 2.6.3 Risk Committee
 - 2.6.4 Nominations Committee
 - 2.6.5 Remuneration Committee
- 2.7 Key Post-Holders in a Board
 - 2.7.1 Chair of the Board
 - 2.7.2 Senior Independent Director (SID)
 - 2.7.3 CEO (ex-Officio Board Member)
- 2.8 Evaluation & Continuous Development
- 2.9 Knowledge of Industry and Organisation

3 Internal Control Mechanisms

- 3.1 Internal Controls and Risk Management
- 3.2 Three-Lines of Defence model

4 Intra-Board Relations

- 4.2 Effective Meetings

5 CSR, ESG and Sustainability

- 5.1 Definitions of Relevant Terms
 - 5.1.1 Corporate Social Responsibility (CSR)
 - 5.1.2 Environmental Social Governance (ESG)
 - 5.1.3 Sustainability
- 5.2 The Business Case for CSR, ESG, and Sustainability
- 5.3 ESG, Sustainability, and the Role of the Board