

**CHARTERED**   
INSTITUTE OF PROFESSIONAL CERTIFICATIONS

# CERTIFIED AUSTRALIA CORPORATE GOVERNANCE CODE, DIRECTORS' DUTIES & LIABILITIES

**Fully Accredited  
By:**

Chartered Institute of  
Professional Certifications

CPD  
Certification Service

# PROGRAM OVERVIEW



Australian regulators are pursuing directors with greater scrutiny than ever before. ASIC's increasingly assertive enforcement posture, combined with courts' willingness to hold directors personally liable for governance failures, has fundamentally raised the stakes of board leadership.

This certified program will help you navigate directors' duties and boardroom responsibilities with confidence. You will develop a clear, working understanding of the **Corporations Act 2001 (Cth) and the ASX Corporate Governance Principles**, while strengthening your ability to apply key obligations – including the **duty of care and diligence, acting in good faith, managing conflicts of interest, and ensuring regulatory compliance**. Particular focus is placed on **directors' liabilities and risk exposure**, equipping you with concrete strategies to protect both yourself and your organization through sound governance practices and rigorous documentation.

Beyond the fundamentals, the program will help you build advanced capabilities across core governance functions: **board composition and independence, committee effectiveness, risk governance, financial oversight, and ethical leadership**. You will gain practical frameworks to

## ACCREDITATIONS



4.8



4.6



# PROGRAM OVERVIEW



manage **director liability exposure**, respond effectively to **regulatory scrutiny and enforcement actions**, and align governance practices with both statutory and common law requirements. The program also addresses emerging boardroom priorities – **stakeholder expectations, cyber risk oversight, and crisis governance** – ensuring you remain aligned with evolving standards.

By applying the insights gained, you will be positioned to embed strategic, ethical, and sustainable practices into board decision-making and deliver meaningful impact across boards, committees, and leadership roles.

Upon successful completion of the program, you will attain the **Certification in Australia Corporate Governance and Board Leadership**. This lifelong, industry-recognized certification will validate your capability to exercise effective board leadership, strengthen governance oversight, and confidently navigate the legal and regulatory complexities of Australian corporate boardrooms.

## ACCREDITATIONS



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# KEY SKILLS YOU WILL GAIN

## From This Program



**AUSTRALIAN CORPORATE GOVERNANCE  
FRAMEWORK  
ASX CORPORATE GOVERNANCE PRINCIPLES  
APPLICATION**

**DIRECTORS' FIDUCIARY AND STATUTORY DUTIES  
DUTY OF CARE, DILIGENCE & GOOD FAITH  
CONFLICT-OF-INTEREST MANAGEMENT  
BOARD ROLES AND RESPONSIBILITIES**

**EXECUTIVE VS NON-EXECUTIVE DUTIES  
DIRECTOR LIABILITY RISK MANAGEMENT  
PERSONAL LIABILITY MITIGATION STRATEGIES  
INSOLVENT TRADING RISK MANAGEMENT**

**GOVERNANCE IN FINANCIAL DISTRESS  
BOARD DECISION-MAKING FRAMEWORKS  
BUSINESS JUDGMENT RULE APPLICATION  
CORPORATE GOVERNANCE POLICY  
DEVELOPMENT**

**BOARD STRUCTURE AND COMPOSITION  
BOARD COMMITTEE GOVERNANCE**

# YOUR FACULTY DIRECTOR



## Dr. Danny Davis

### Globally Recognized Corporate Governance Expert

Dr. Danny Davis is a globally recognized corporate governance expert with over 30 years of experience **advising boards, CEOs, and senior executives across Fortune 200 companies, government bodies, and leading institutions.** A PhD-qualified specialist, he is known for **pioneering “Enhanced Governance” and decision-making frameworks that strengthen board effectiveness, accountability, and long-term value creation.**

He has advised organizations including BHP, the City of Melbourne, Parliament of Victoria, CPA Australia, and the Governance Institute of Australia, and has engaged directly with directors across all ASX 10 companies. Dr. Davis also **leads one of the world’s largest governance research initiatives, working with hundreds of boards globally to enhance governance maturity, risk oversight, and strategic performance.**

Dr. Danny is a **Visiting Fellow at the UTS Institute of Public Policy and Governance and an Australian representative on ISO standards for Corporate Governance, AI Governance, and IT Governance.** A former founder of a \$30 million advisory firm, he is also a respected author and international keynote speaker.

# OUR PARTICIPANTS

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HYUNDAI



Pfizer

Life is our life's work



Nestlé



# PROGRAM AGENDA

## **MODULE 1 - FOUNDATIONS OF MODERN CORPORATE GOVERNANCE**

- Defining Corporate Governance: Scope and Boundaries
- From Compliance to Value Creation
- Characteristics of High-Performing Boards

## **MODULE 2 - CORPORATE GOVERNANCE LANDSCAPE & REGULATORY CONTEXT**

- Global Governance Principles and Emerging Trends
- Australian Governance Frameworks: Structure and Oversight
- “If Not, Why Not” and Principles-Based Regulation

## **MODULE 3 - ROLE OF THE BOARD, CHAIR, AND COMMITTEES**

- Board Purpose, Authority, and Accountability
- Effective Chairing and Committee Structures
- Board Charters and Delegations

## **MODULE 4 - DIRECTORS’ DUTIES & STANDARDS OF CONDUCT**

- Core Fiduciary and Statutory Duties
- Care, Diligence, Good Faith, and Proper Purpose

- Decision-Making in Practice

## **MODULE 5 - DIRECTORS’ LIABILITIES & RISK EXPOSURE**

- Personal Liability and Regulatory Accountability
- Reliance on Information and Advisers
- Documentation and Governance Discipline

## **MODULE 6 - PURPOSE, STRATEGY & LONG-TERM VALUE CREATION**

- Purpose-Led Governance
- Board Oversight of Strategy and Performance
- Beyond Short-Term Financial Outcomes

## **MODULE 7 - RISK GOVERNANCE & ASSURANCE**

- Board Oversight of Risk Frameworks and Controls
- Financial Oversight and Non-Financial Risks
- Early Warning Signals and Escalation

## **MODULE 8 - ETHICS, CULTURE & TRUST**

- Board Responsibility for Tone and Culture
- Managing Conflicts and Ethical Grey Zones
- Whistleblowers and Speak-Up Frameworks



# PROGRAM AGENDA

## **MODULE 9 - BOARD-EXECUTIVE RELATIONSHIPS**

- Constructive Challenge vs Interference
- Performance Oversight and Accountability
- Supporting Without Supplanting Management

## **MODULE 10 - BOARD CAPABILITY, COMPOSITION & SUCCESSION**

- Skills Matrices and Future Capability Needs
- Appointment, Induction, Mentoring, and Evaluation
- Continuous Improvement and Renewal

## **MODULE 11 - GOVERNANCE ACROSS DIFFERENT CONTEXTS**

- Listed, Private, NFP, Government & B-Corp Models
- Context-Specific Governance Challenges
- Scaling Governance Appropriately

## **MODULE 12 - EMERGING & FUTURE GOVERNANCE CHALLENGES**

- ESG, Climate Risk, Cyber Oversight
- Stakeholder Capitalism and Transparency
- Future Expectations of Boards and Directors

# YOUR CHARTER DESIGNATION



Chartered Institute of Professional Certifications' programs are unique as they provide you with professional charter designations and marks that can be used across your lifetime once you have completed our programs.

Upon successfully attending this program, you will be awarded with the **Certification in Australia Corporate Governance and Board Leadership** that can be used in your resume, CV and other professional credentials. This certification is industry-recognized with lifelong validity.

Globally demanded and recognized, this certification will position you as a governance-ready professional with a clear understanding of directors' duties, liability frameworks, and modern board practices. It enhances your credibility with boards, regulators, and employers, supports your leadership ambitions, and demonstrates your commitment to high-integrity, value-driven governance in complex, accountability-focused environments. Developed by **Chartered Institute of Professional Certifications**, the content of this program has been independently accredited by **CPD Certification Service** as adhering to the highest standards of continuing professional principles.

# ABOUT US

49,525

Business Leaders Have  
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390

Certified and Fully  
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87%

Chartered Leaders Have  
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# OUR FACULTY DIRECTORS

We Collaborate With  
Instructors From  
Renowned Institutions



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# CONTACT US TODAY

We Thank You for Your Ongoing Support  
of Our Programs

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