

# Corporate Governance

**Effectiveness and accountability in the boardroom**

## In-person

Nov. 4-7, 2024  
June 9-12, 2025  
Nov. 3-6, 2025  
\$11,500\*

Effective board members possess skills and capabilities distinctly different from other corporate roles, including management. This program paves the way to acquiring and mastering these skills.

With top faculty from the Kellogg School of Management in collaboration with outside governance experts, you'll improve your understanding of the responsibilities of board membership and develop the skills and strategic insight needed to become a more effective director or aspiring director. You'll orient yourself to the shareholders' perspective and gain an understanding of the interests of multiple constituencies. You'll also learn frameworks that can move the board beyond compliance to the creation of opportunities for long-term value.

Most importantly, you will be prepared to effectively deal with an unpredictable, yet eventually inevitable, difficult situation facing you and your board.

**“[F]ull spectrum board responsibilities coursework is fast-paced and in-depth. Very useful for audit committee and compensation committee members or chairman. Absolutely first-rate faculty who have not only academic credentials but diverse and applicable work experience.”**

BOARD MEMBER, BENCHMARK ELECTRONICS, INC.

## Key benefits

- Develop a deeper understanding of board governance models and what it takes to become an effective board member
- Analyze the role of the board vis-à-vis management, internal and external auditors, and other outside advisors
- Understand how to navigate boardroom conflicts
- Engage in a “board in crisis” case simulation
- Study the legal and ethical challenges faced by today's boards in areas such as executive compensation
- Become conversant in current boardroom topics such as cybersecurity and activist investors

## Who should attend

- New board members or senior executives who expect to be on a board in the near future
- Experienced board members who are in need of a “refresher”
- Executives from outside North America who wish to learn about North American governance practices

Learn more and apply: [kell.gg/kxcorpgov](https://kell.gg/kxcorpgov)

\* Your in-person program fee includes accommodations, meals and course materials.  
Dates and program fees are subject to change.

## Program content

### Understanding the role of the board

- Different models of governance and how they affect the various constituencies (shareholders, employees, communities, etc.)
- The roles and responsibilities associated with key board committees versus the full board
- The board's role as it relates to crisis management — making sure that the company is prepared and mobilized appropriately if/when a crisis occurs

### Understanding the role of the committees

- Executive compensation issues and trends, including properly aligning pay with performance
- The audit committee/accounting issues
- Assessing skill gaps and recruiting new board members

### Current issues

- Legal issues in the boardroom — how to protect the company (and yourself) from legal liability
- Activist investors — who they are, what role they play and how to be prepared for them
- Cybersecurity — why this is actually a board-level issue

**“This program includes all critical topics necessary to effectively perform as a director in a boardroom, and the people who attended it enriched the program due to their worldwide experience. It is highly recommended experience.”**

EXECUTIVE DIRECTOR, ERNST & YOUNG LLP

## The faculty

The outstanding faculty for this program includes experts from the Kellogg School of Management, plus special presenters offering corporate and regulatory viewpoints. They combine their diverse perspectives to create a rich, interactive learning experience.

#### Rob Apatoff

Academic Director; Clinical Professor of Executive Education; Executive Director, Kellogg Executive Leadership Institute

#### Tim Feddersen

Wendell Hobbs Professor of Managerial Politics; Professor of Managerial Economics & Decision Sciences; Chair of Personnel Committee

#### Harry Kraemer

Clinical Professor of Management & Organizations

#### Jim Woodrum

Clinical Professor of Executive Education

#### Ed Zajac

James F. Bere Professor of Management & Organizations

*Please note:  
Faculty is subject to change.*



### Your learning experience

Whether you choose to join us in-person or in a live virtual format, you'll be immersed in a rich learning environment that fosters personal growth. You'll be guided through a transformative experience with our world-renowned faculty and active engagement with your peers.

Learn more and apply:  
**[kell.gg/kxcorpgov](https://kell.gg/kxcorpgov)**

Consult with an Advisor:  
**[execed@kellogg.northwestern.edu](mailto:execed@kellogg.northwestern.edu) 847.467.6018**