

COMPETENT BOARDS

# Corporate Subscription Plans

Keeping board and executive competency fit for  
purpose through sustainability and climate upskilling



COMPETENTBOARDS.COM



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With the release of IFRS inaugural standards S1 (general disclosures) and S2 (climate disclosures), board members and executives around the world are faced with a new challenge of gaining and reporting their sustainability and climate-related competencies. Regulators such as the European Commission have released similar standards, and the United States SEC is preparing to release updated climate standards on the heels of new landmark climate disclosure laws CCDA and CRFRA issued by the California State Assembly.

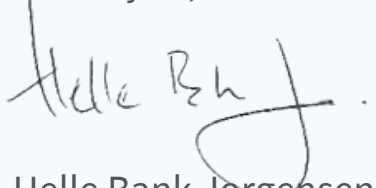
Management must disclose the abilities of the board to oversee sustainability and climate risks and opportunities or face real consequences, which can include significant financial penalties and reputational damage.

Competent Boards offers clear, pragmatic education that's globally relevant, always up-to-date, and delivers transparent, tangible value to all facets of your business.

Directors and management from globally recognized organizations such as the Ontario Teachers' Pension Plan, Moody's Analytics, General Electric, Export Development Canada, and Azure Power have already chosen Competent Boards to ensure they are prepared to meet their sustainability competency requirements.

For more information about the service we offer to upskill your board and executive team, I have attached our slide deck with more details.

Thank you,



Helle Bank Jorgensen  
Founder and CEO

 [hbj@competentboards.com](mailto:hbj@competentboards.com)





# New regulatory requirements demand upskilling

- Regulations and standards are evolving on a near monthly basis worldwide.
- Investors and shareholders are scrutinizing board directors' competence on sustainability issues and may not invest in or vote for those who lack insight and knowledge.
- Increasing greenwashing litigation and enforcement by corporate regulators has resulted in escalating fines around the globe.
- Companies must now disclose the sustainability and climate competencies of management and board directors.

**IN THE NEWS:** International Organization of Securities Commissions (IOSCO) announced July 25 that it endorses the ISSB's sustainability-related financial disclosures Standards. It's calling on its member jurisdictions, which regulate 95% of the world's financial markets, to adopt them.

Source: IOSCO



An **upskilling** subscription  
plan for your directors and  
senior management will  
keep your leaders **current**  
and **compliant**



# Your upskilling plan includes:

	Entry	Standard	Premium
Access to upskilling/training programs on 18 vital leadership topics	✓	✓	✓
Quarterly training status report	✓	✓	✓
Draft language to use in your governance documents/proxy statements about board and management competency	✓	✓	✓
Monthly updates and webinars to stay informed of new ESG/sustainability/climate -related developments	✓	✓	✓
Dedicated leadership support, relationship and success manager		✓	✓
Your company logo featured as a member on the Competent Boards website		✓	✓
Access to monthly global insights meetings with other boards and executive teams		✓	✓
Board skills assessment			✓
Annual board presentation			✓
Hours of leadership support		10	20
Seats per year: <10*			
Seats per year: 11-15*			
Seats per year: 16-20*			

\*10% discount on 2 year membership



# Why subscribe to an upskilling plan?

- 1 Meeting regulatory requirements** - the certification and upskilling plan provides ongoing training and support to your directors and executive teams globally. It will ensure your leaders stay **current** and **compliant**, providing relevant credentials and helping them manage and mitigate risks to your business while meeting new and evolving regulatory requirements.
- 2 Cost savings and approvals** - board training and robust sustainability plans are increasingly a positive consideration in risk assessments for many financial institutions and insurance providers across the globe. Competent Boards credentials can help your company gain greater access to investor capital, increase shareholder approval and support, help with approvals on lending and insurance policies, as well as lower premiums and interest rates.
- 3** For most organizations, it is usually **less expensive and more effective** to subscribe to a plan and commit to a holistic approach rather than sending each board member and senior leader individually and without coordination.
- 4 Best practice sharing and support** - it is beneficial for all board members and senior leaders to be educated and competent in the many topic areas covered (see learning modules on slides 8-9). Having multiple leaders certified will help to ensure effective governance, organizational transformation and long-term sustainability of the business.



# WORKING WITH Competent Boards

Once subscribed, you can immediately insert the following text into your governance documents as the first step in meeting the ISSB requirements:

// **We have engaged Competent Boards to upskill our board and executives' sustainability and climate competencies.** //



## The board certification and upskilling plan will:

- **certify** that your board and executives meet their sustainability, climate and biodiversity competency and disclosure requirements
- **empower** them to successfully oversee related risks and opportunities
- **inform** them so they can stay on top of new regulatory trends and requirements

## We'll keep your board and executives current with:

- monthly updates and continually updated material guides
- best practices from globally recognized board directors and business leaders
- ongoing leadership support (set number of hours per year, more can be purchased if needed)



# How we support you



## Knowledge

We provide your board and executives with relevant insight and foresight - so you can provide effective oversight

## Systems

We provide best practices to accelerate effective governance, increase engagement, and improve culture and financial performance

## Integrity

We arm your board and executives with the right questions to ask, to protect your organization from internal and external greenwashing

## Confidence

We instill confidence so you can take decisive action to protect the interests of your organization





# 12 Sustainability Modules



**Understanding  
New Geopolitical Risks  
and Expectations for  
Companies**



**Dealing with Dilemmas:  
Turning Business Risks  
Into Opportunities**



**How to Use the UN  
Sustainable  
Development Goals  
Strategically**



**Learning the Impacts  
of Climate Change  
and a Board's  
Accountability**



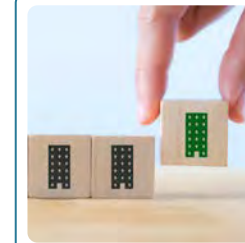
**How to Build  
ESG Oversight  
and Foresight**



**Understanding Human  
Rights and  
Environmental Issues  
in Supply Chains**



**Creating Diversity,  
Equity, Inclusion and  
Wellness in the  
Boardroom and Beyond**



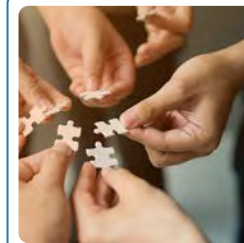
**Gaining Trust: Anti-  
Corruption, Integrity  
and Transparency Best  
Practices**



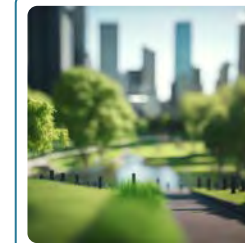
**Understanding  
Responsible Use of  
Data, Cybersecurity,  
AI and Digitalization**



**Addressing Tax,  
Investment and Pay in  
an ESG-Focused World**



**Maximising  
Shareholder and  
Stakeholder  
Engagement Around  
Disclosures**



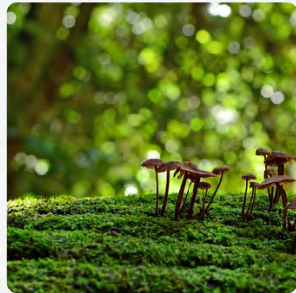
**Becoming a  
Steward of the Future:  
Best Practices in  
Corporate Governance**

**Eligible for up to 3.5 hours CLE credits per module in most US states.**





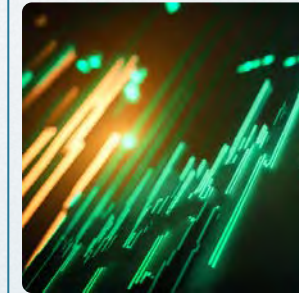
# 6 Climate & Biodiversity Modules



**Understanding  
Climate Change and  
Biodiversity Risks and  
Opportunities**



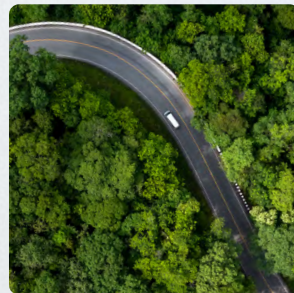
**Staying on Top of  
Disclosure  
Requirements and  
Reporting and  
Regulatory Trends**



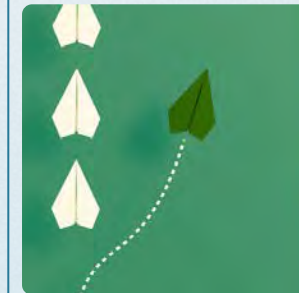
**Responding to  
Stakeholder  
Expectations for  
Responsible Investment  
and Insurance**



**Responsible Climate &  
Biodiversity  
Governance: Ensuring  
Accountability at the  
Board Level**



**Strategic  
Implementation  
Guide to Achieve  
Net Zero**



**Learning from the  
Pioneers of Climate  
Change and Nature  
Action in Business**



# Additional benefits to signing on

## From an investor perspective

Companies that disclose they have engaged **Competent Boards** to upskill the board and management send a signal they are serious. It lends credibility, making them better prospects in an economic landscape with increasing ESG and climate risks.

## From an insurer perspective

When asked to provide D&O insurance, insurers look at competencies at the board level similarly to the health of an individual seeking life insurance. Seeing that **Competent Boards** are educating a company's leadership indicates good governance health and can positively influence corporate insurance premiums.



# The Brightest Minds in the Room

World-class sustainability  
and climate education for and  
by directors and executives.

**180+ faculty from 50+ countries**



**Mervyn E. King**  
Chair Emeritus,  
King Committee on  
Corporate Governance  
in South Africa



**Joyce Cacho**  
Board Chair &  
Independent Director,  
Sistema Biobolsa



**May Siew Boi Tan**  
NED, CLP; Former CEO,  
Standard Chartered  
Bank (Hong Kong)



**Mark Konyn**  
Group Chief  
Investment  
Officer, AIA



**Robert G. Eccles**  
Chair of KKR's  
Sustainability Expert  
Advisory Council



**Charles O. Holliday Jr.**  
Former Chair, Royal  
Dutch Shell & Bank of  
America



**Jane Diplock AO**  
Chair, Regulatory  
Committee,  
Abu Dhabi Global  
Markets



**Jim Hagemann Snabe**  
Chair, Siemens and  
Northvolt, Board  
Member C3.AI, Member,  
WEF Board of Trustees



**Robert H. Herz**  
NED, Morgan Stanley,  
Workiva & Fannie Mae



**Kathleen Taylor CM**  
Vice Chair, Adecco  
Group; Director, Air  
Canada; Former Chair,  
Royal Bank of Canada

Meet our Faculty





“Competent Boards gives invaluable guidance on what boards must do if the businesses they guide are to respond successfully to today’s enormous economic, environmental and social challenges.”

**Martin Wolf**

Associate Editor and Chief Economics Commentator,  
Financial Times

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“Hands down the best director education out there. Global in scope, deep in content, extraordinary faculty. I am far more prepared to perform at a high level on the most important issues my boards are grappling with today.”

**Eric Wetlaufer (GCB.D)**

Managing Partner, TwinRiver Capital and Director, TMX Group, Investment Management Corporation of Ontario (IMCO), Enterra Solutions LLC, and Niyogin Fintech Ltd.; Former Senior Managing Director, CPPIB



CASE STUDY

# EDC

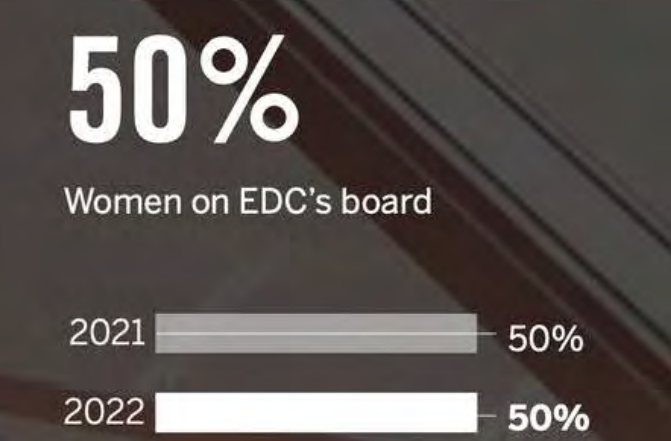
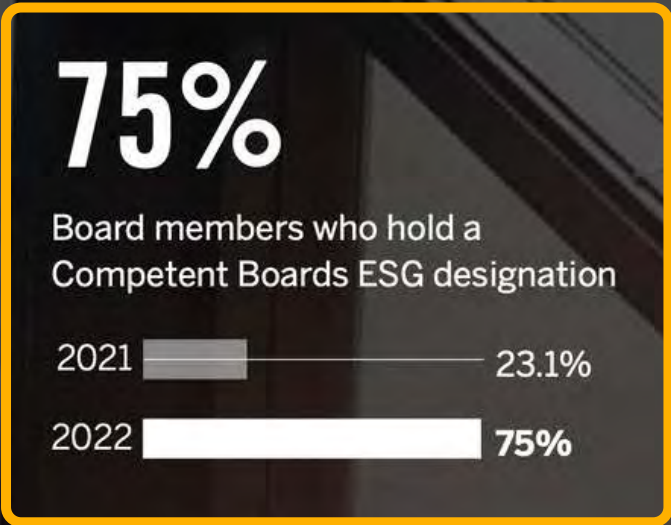
“I highly recommend this program to senior executives and directors. It immerses you in leading edge thinking and discussion of the ESG issues that are reshaping the business landscape.”

**CARL BURLOCK**  
Executive Vice President and Chief Business Officer



Excerpt from  
EDC’s 2022  
integrated  
annual report

Export Development Canada (EDC) Annual Report 2022



See our [ESG Scorecard](#) and our [Data Appendix](#) for more details on our metrics and performance.



## REFERENCED IN GOVERNANCE DOCUMENTS

## CASE STUDY

# Moody's

## Excerpt from Moody's 2022 integrated annual report



COMPETENT  
BOARDS

### DEEPENING BOARD EXPERTISE AND EDUCATION

In addition to extensive financial, strategic, legal and governance, risk and international experience, our Board of Directors is composed of individuals with wide ranging experience in ESG, innovation, technology and cybersecurity. Leslie F. Seidman, who has been a member of the Board since 2013, is certified in ESG oversight (GCB.D, 2021) and cybersecurity oversight (2018). Lloyd W. Howell Jr., who joined the Board in 2021, brings a strong background in information systems and cyber-related matters as well.

The Board continues to enhance its collective knowledge of sustainability topics through ongoing education. The Board and its committees receive regular presentations from management on environmental and social issues such as climate; diversity, equity and inclusion; pay equity; and the integration of ESG factors into our products and solutions.

In order to perform risk oversight, the Board receives presentations at each regularly scheduled meeting from the head of Enterprise Risk Management. Additionally, the CEO updates the Board regularly on the company's progress with respect to the six focus areas of its Strategic and Operational (S&O) metrics, which includes the advancement of corporate sustainability.

## Corporate Governance

**Strong leadership and governance start at the top of the organization. Our Board of Directors sets high standards for our employees, officers and directors. The Board oversees Moody's management and overall strategy — including the advancement of our sustainability strategy. The Board's oversight extends throughout the year, as management continually adjusts its approach in response to emerging sustainability-related risks and opportunities.**

The Executive Leadership Team, which is composed of the CEO and his direct reports, serves as the decision-making body for key strategic sustainability efforts, with oversight from three committees of the Board of Directors. These committees are:

- » **Audit Committee:** Oversees financial, risk, accounting and other disclosures made in our annual and quarterly reports related to sustainability and supports the Board in its duties related to the oversight of risk assessment and risk management processes.
- » **Governance & Nominating Committee:** Oversees sustainability matters related to the business and to long-term value creation and makes recommendations to the Board regarding these issues.
- » **Compensation & Human Resources Committee:** Reviews introduction of sustainability-related performance goals for determining compensation of all senior executives.

Senior Management, composed of the Executive Leadership Team's direct reports, is responsible for identifying and implementing sustainability and environmental, social and governance (ESG)-related risks and opportunities into their respective strategies.

[Source: Moody's 2022 Stakeholder Sustainability Report](#)

### Our actions

We continue to improve our corporate governance to further integrate sustainability into our business strategy. In 2022:

- » The Board approved [Global Tax Policy](#), which aligns Moody's tax practices and strategies with the Stakeholder Sustainability framework.
- » We more fully integrated sustainability-related performance metrics into the Strategic and Operational compensation metrics for all senior executives.

**"The Board's role is to oversee the sustainability, or long-term value creation, of the company for the benefit of all of our stakeholders, including our investors, employees, customers and the communities in which we operate."**

**Leslie F. Seidman**  
Member of Moody's Board of Directors





## REFERENCED IN GOVERNANCE DOCUMENTS

## CASE STUDY

# Ontario Teachers' Pension Plan (OTPP)

“I recommend [the Competent Boards training] to anyone looking to better manage and assess the most material Environmental, Social and Governance aspects of their business!”

**BETH TYNDALL** (GCB.D)  
Chief People Officer



## ONTARIO TEACHERS' PENSION PLAN

2022 ANNUAL REPORT



### **Bill Chinery, ICD.D**

Appointed 2015 | Attendance 92%

Former CEO, BlackRock Asset Management; Director, IA Financial Group; Member, Advisory Committee of GreenSky Capital Inc.

Chair, Investment Committee; Member, Audit & Actuarial and Governance Committees



### **Cathryn (Cathy) Cranston, ICD.D**

Appointed 2019 | Attendance 100%

Former Treasurer, BMO Financial Group; Director, Audit Committee Chair, and member of the Environment, Social, Governance Committee of Toromont Industries Ltd.; Former director, Bank of Montreal Mortgage Corporation, BMO Trust Company, Bank of Montreal (Barbados) Limited, BMO InvestorLine, BMO Harris Investment Management Inc., and BMO Nesbitt Burns Financial Services Inc.

Chair, Human Resources & Compensation Committee; Member, Investment and Operational Risk Committees



### **Steve McGirr, Chair, ICD.D**

Appointed 2015 | Chair since 2019 | Attendance 100%

Former Senior Executive Vice-President and Chief Risk Officer, CIBC; Senior Advisor, Lazard Canada Inc.; Member, Queen's University Cabinet; Former director and Investment Committee Chair of Wellspring Cancer Support Network

Member, Investment Committee



### **Patti Croft, ICD.D, GCB.D**

Appointed 2016 | Attendance 96%

Former Chief Economist, RBC Global Asset Management, Sceptre Investment Counsel, TD Canada Trust, and Phillips, Hager and North; Vice-Chair, Ontario Pension Board; Former director and founding member, Women in Capital Markets; Former director, International Foundation for Employee Benefit Plans, Canadian Medical Association Holdings Inc. and the Boilermakers' National Pension Plan Canada

Chair, Governance Committee; Member, Human Resources & Compensation and Investment Committees



### **Monika Federau, ICD.D**

Appointed 2021 | Attendance 96%

Former Chief Strategy Officer for Intact Financial Corporation; Director, Aviva Canada; Director, Assuris; Vice-Chair, UNICEF Canada; Member of the Advisory Board of the Smith School of Business at Queen's University

Member, Governance, Human Resources & Compensation and Investment Committees

ONTARIO TEACHERS' 2022 ANNUAL REPORT



REFERENCED  
IN GOVERNANCE  
DOCUMENTS

# The Global Competent Boards Designation (GCB.D)



Governance eldorado gold



**Independent director since:**  
September 2020  
**Resides:** London, United Kingdom  
**Age:** 55

**Areas of Expertise**  
Mining engineering  
Sustainability  
Finance  
Investment banking  
Mergers & acquisitions

**Education**  
Diploma, Business  
Administration, University  
of Warwick  
M.A., Oxford University

**Current Occupation**  
Corporate director

**Accreditations  
and Memberships**  
ESG Competent Boards  
Certificate and Designation  
(GCB.D)

**Other Directorships**  
Blackrock World Mining  
Trust plc  
Galiano Gold Inc.

Member of the Board of Directors



**Sandra Emme**

Member of the Board of Directors

German-Swiss dual citizen, born 1972  
First elected 2022  
Non-executive member  
Member of the Nomination and Compensation Committee

Professional background and education

- Since 2011 Long career with Google in Online Marketing, Global Business Development, Digital Transformation Consulting, currently Industry Leader Cloud of Google Switzerland GmbH, Zurich (CH)
- 2008–2009 CEO, Swixpert GmbH, Zurich (CH)
- 2000–2008 Co-founder and CEO, SoftThinks SA, Lille (FR) and SoftThinks USA Inc, San Jose (US)
- 1997–2000 Co-founder and Business Development Director, AS Media, Marseille (FR) and London (UK)

■ 2022 ESG Designation Program for Board Members, Competent Boards (CA)

**zehnder**



**Liselotte Munk**

CEO at Fadata

**fadata**

Liselotte Munk is the current CEO at Fadata. Prior to this, they held various positions at different companies including Industry General Manager Insurance at DXC Technology, Director and Industry General Manager at CSC, Board Member at InsuBiz ApS, CEO at TIA Technology, Vice President at TIA Technology, and COO at both Gjensidige and Fair Forsikring A/S / KommuneForsikring A/S. Liselotte started their career as a Consultant at Realkredit Danmark in 1994 and has since gained extensive experience in the insurance industry.

Liselotte Munk is a Board Responsibility who has completed the Competent Boards Certificate Program. Liselotte also holds a Master's degree in Business Administration and Management, General from Copenhagen Business School, and a Bachelor's degree in Business Administration and Management, General from Aalborg Universitet.



# The global regulatory landscape is evolving quickly.

## Are you prepared?



Recent sustainability disclosure initiatives, like the ISSB's global standards and the EU's CSRD, are transforming global corporate governance.

While these lead the way, the **US, Australia, Canada, UK, India, Singapore, Hong Kong, California, Brazil** and others are rolling out their own directives. They mandate the disclosure of sustainability-related risks and opportunities that could be considered material to financial performance. Moreover, **several demand disclosure of the competency of board members around sustainability and climate issues.**



# Helle Bank Jorgensen

Founder and CEO | Competent Boards



Helle Bank Jorgensen is the Founder and CEO of Competent Boards, the original and premier creator of online environment, social, governance (ESG) and climate and biodiversity education programs for board directors and business leaders. She is an Internationally recognized expert on sustainable business practices, with a 30-year record of turning ESG risks into innovative and profitable business opportunities.

Author of the Amazon best-seller **Stewards of The Future: A Guide for Competent Boards**, Helle serves on:

- Nasdaq Center for Board Excellence's Sustainability & ESG Insights Council
- World Economic Forum (WEF) Expert Network for Corporate Governance, Leadership, and Emerging Multinationals
- Global Expert Panel Member of A4S (Accounting for Sustainability) established by HM King Charles III
- Canadian Climate Governance Experts – a Commonwealth Climate & Law Initiative

Helle is a former PwC audit and advisory partner in Denmark and the United States, where she led the firm's sustainability and climate practices.





## SENIOR TEAM



**Nancy Wright** | COO

Nancy joined Competent Boards in 2021 and is responsible for overall company operations, corporate strategy, people management, marketing and communications. She is the former COO for GLOBE Series, the world's longest-running Leadership Summit for Sustainable Business, and currently serves on the board of Pembina Institute.



**Jeff Thomson** | Senior Strategic Advisor

Jeff provides ongoing strategic guidance to help identify key growth and business development opportunities. Jeff was CEO and president of the Institute of Management Accountants for nearly 15 years before retiring from the position in March 2023. During his tenure, Thomson led strategy development, which resulted in double-digit growth in its Certified Management Accountant program, and more than 140,000 members in 150 countries. Previously, he was Financial Director and CFO of business sales for AT&T.



**Ayman Chowdhury** | Director, Advisory & Programs

Ayman leads education program development and oversees advisory services. He is the former Head of Secretariat of the Canadian chapter of the UN Global Compact, the world's largest corporate sustainability initiative. There he guided many organizations, including Fortune 500 companies, on improving commitment and performance on issues related to climate action, gender equality, governance, anti-corruption, and implementation of the SDGs.



**Martina Filipic** | Director, Engagement

Martina leads corporate subscriptions servicing and education program delivery, and stewards alumni relations and programming. Prior to joining Competent Boards, Martina held positions with the Recycling Council of Ontario, Schneider Electric Canada and Canada Green Building Council. Martina holds a Master of Science in Sustainability Management, as well as a Bachelors in Economics and Environmental Science from the University of Toronto.



# We provide **insight**, so you can provide **oversight** – and **foresight**!

For more information on our corporate subscription service please contact:

**Helle Bank Jorgensen**

CEO and Founder

[hbj@competentboards.com](mailto:hbj@competentboards.com)



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