

Governance Matters!



Rob DeRooy

VP Governance and Strategy

Governance Solutions and the Professional

Director Institute

TESLA

*Judge voids Elon Musk's
'unfathomable' \$56 billion Tesla pay
package.*

Reuters

ALPHABET
\$141.06

-10.24 **-6.77%**

BATS BZX

ADVANCED MICRO DEVICES
\$168.31

-3.66 **-2.13%**

BATS BZX

MICROSOFT
\$401.20

-7.41 **-1.81%**

BATS BZX

U.S. MARKETS

STOCKS FALL ON FED OUTLOOK; EARNINGS HIT TECH SHARES



**QUEST MEANS
BUSINESS**

The Governance Principle of Independence

- In order to be effective, the governance system must be independent from (and above) the operating system (the system that delivers products or service)
- The governance system determines the allocation of scarce resources to the most effective uses

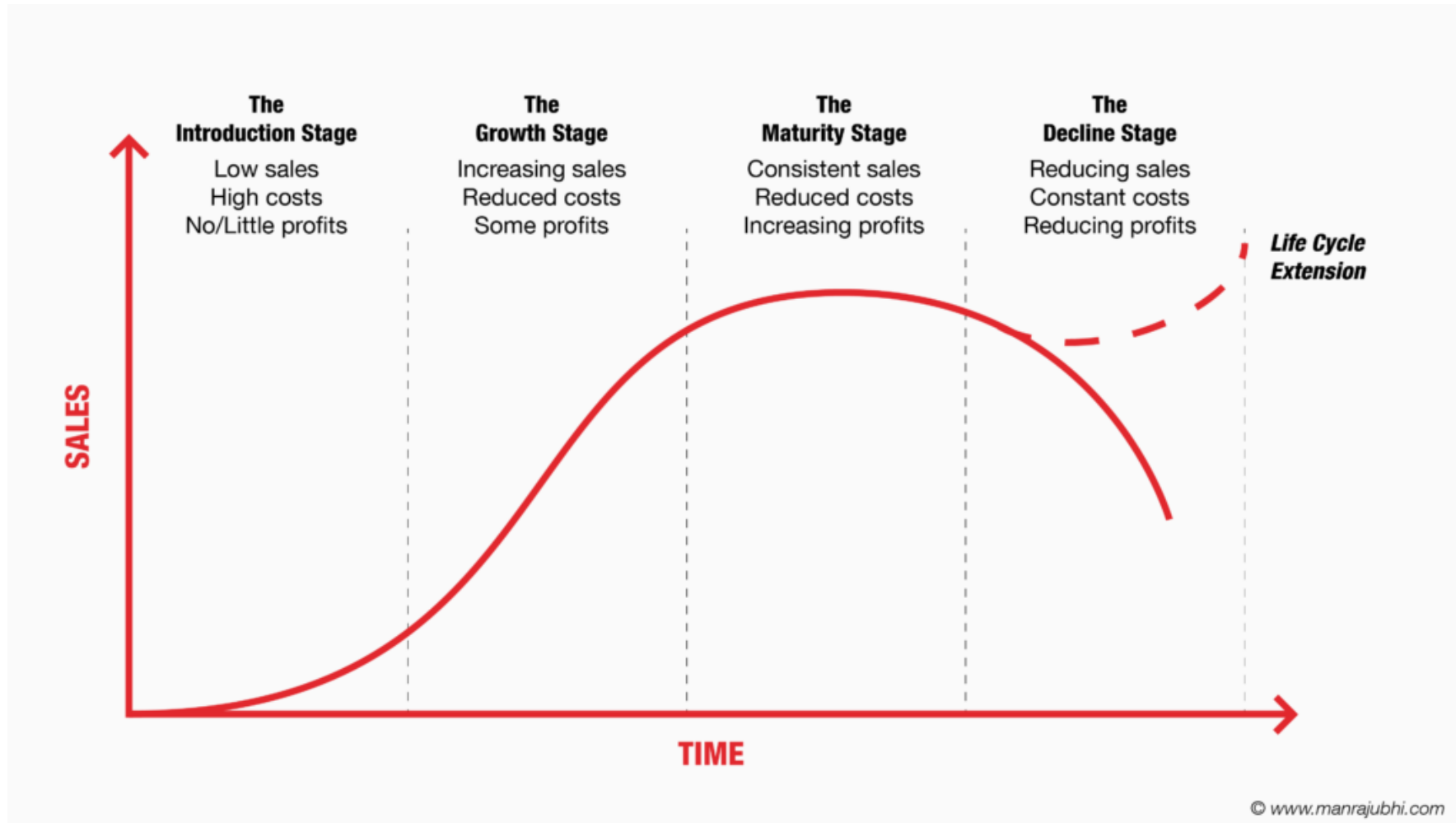
Tupperware

Tupperware puts a lid on it and files for bankruptcy protection



**Global
National**

The Stages of Business Growth



Black Business and Professional Association

Prominent charity serving Black business community paid \$1.5M to 2 board members' companies, records show

CBC



Different Kinds of Conflict of Interest

- **Direct:** narrow legal conflict of interest (e.g. board member or family member stands to gain financially)
- **Indirect:** the financial gain is one step removed from the board member (e.g. board member is an officer or executive of a potential supplier)
- **Perceived:** someone from the outside looking in perceives the director used their influence to get the board to make a particular decision that favoured someone or a group with whom the director has affinity (e.g. contract awarded to a neighbour, friend, local community, etc.)

Toronto Dominion Bank

TD Bank fined \$3B US after pleading guilty in historic U.S. money-laundering case

CBC



Corporate Culture

“Culture eats strategy for breakfast.”

Peter Drucker



Boeing

FAA Chief: “Issues around culture” at Boeing

Issuu

NBC
NIGHTLY NEWS
EXCLUSIVE

> BREAKING NEWS

**NEW: FAA ADMINISTRATOR SPEAKS WITH NBC NEWS
FOLLOWING STRING OF BOEING AIRPLANE SCARES**

MSNBC
REPORTS

A close-up portrait of Edgar H. Schein, an elderly man with a grey beard and glasses, wearing a brown cap and a blue scarf. He is smiling slightly and looking towards the camera. The background is a plain, light-colored wall.

Culture & Leadership

The only thing of real importance that leaders do is to create and manage culture.

Edgar H. Schein

Apple

Apple Has Avoided Layoffs and May Fare Better Than Peers

Business Insider 2023



yahoo!
finance

**SERVICENOW PROMISES NO JOB CUTS
IN 2023 AMID MASS TECH LAYOFFS**

**WHAT JUST
HAPPENED?**

Values - ESG

- **Environment:** We have an ambitious goal to be carbon neutral across our entire business, including products, by 2030.
- **Social:** People come first. We work every day to empower people with accessible technology, to be a force for equity and opportunity, to create an inclusive and diverse work environment, and to respect the fundamental human rights of everyone whose lives we touch.
- **Governance:** Our corporate governance framework fosters principled actions, informed and effective decision-making, and appropriate monitoring of compliance and performance.

Governance Matters!

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to win exciting prizes!*



Governance Solutions