



BDI

GCC Board Directors Institute



Better Boards Better Business

Driving board effectiveness and corporate
governance across the GCC

Welcome

Dear captains of industry,

When the GCC Board Directors Institute (GCC BDI) was first launched in 2007, corporate governance and board effectiveness in the Gulf were nascent. In the intervening years, external shocks globally and an increasingly demanding regulatory environment have sharpened the focus on corporate governance. It is now one of the top priorities of GCC board chairs and executive management. Rightly, governance is recognised as critical to a business' success, stakeholder engagement, investment attractiveness and sustainability. Accordingly, the role of the board director continues to evolve from a largely honorary role into one with extensive responsibilities. We take the role very seriously and we can use it as a competitive advantage.

GCC BDI has a successful and proven track record of helping directors and boards to stay abreast of their changing role in a dynamic regulatory environment across the GCC. Our mission is to make a positive impact on the economies and societies of the region by promoting professional directorship and raising the level of board effectiveness. We work with the leading companies in the GCC, alongside a large and talented pool of top international, regional, and local experts. In this way, we provide a mix of best international practice and actual board experience, combined with specialist knowledge and experience of corporate governance and director issues in the Gulf. We are proud to be the only director institute in the region to be admitted as a member of the prestigious Global Network of Director Institutes (GNDI).

GCC BDI has now built up an exclusive network of over 3,500 senior directors and business leaders as members, and they are our greatest ambassadors. We appreciate all their support and continued collaboration, as well as that of our founders and corporate affiliates, who continue to sponsor and nurture GCC BDI, an integral part of our success to date.



Since our inception, GCC BDI has developed a unique combination of local experience and understanding, strong corporate governance and regulatory knowledge, practical director expertise, and tried and tested programmes. We look forward to further expanding our service offering to meet the needs of GCC boards and continuing to make a positive impact on the economies and societies of the region.

Yours sincerely,

John Gollifer
Chief Executive Officer



About the GCC Board Directors Institute



Launched in 2007, GCC BDI is a not-for-profit company that guides board directors of organisations, from family-owned businesses to state-owned and listed companies, to acquire the know-how and tools to reach and sustain effective governance.

GCC BDI is supported by eight leading regional corporations and professional services firms who serve as our strategic partners: First Abu Dhabi Bank, National Bank of Bahrain; SABIC, Saudi Aramco; Allen & Overy; Heidrick & Struggles; McKinsey & Company; and PwC.

Whilst GCC BDI is a completely independent company, representatives from these entities continue to sit on our Board of Governors today.

We are also supported by the regional regulatory authorities, including the Capital Market Authority and Saudi Arabian Monetary Authority of the Kingdom of Saudi Arabia, the Emirates Security and Commodities Authority of the UAE, the Central Bank and Capital Markets Authority of Kuwait, the Central Bank of Bahrain and the Capital Market Authority of Oman.

Vision



To be the pre-eminent institute of boards and directors in the GCC, promoting the highest professional standards of corporate governance and professional directorship

Mission



To strengthen corporate governance in the GCC region through capability building, advocacy and promotion of sound governance practices

Our strategic partners and supporters

GCC BDI Strategic Partners



ALLEN & OVERY

HEIDRICK & STRUGGLES

McKinsey & Company



GCC BDI Regulatory Partners



GCC BDI Corporate Affiliates



GCC BDI Supporters



GCC BDI was originally founded in 2007 by Saudi Aramco; SABIC; Emirates NBD; Investcorp; McKinsey & Company; Allen & Overy; Heidrick & Struggles; and PwC.

Member of the GNDI

We are highly regarded among the international community and are proud to be the only director institute in the GCC to have been admitted as a member of the prestigious Global Network of Director Institutes (GNDI).

This is a network of 25 global institutes, which includes, among others, the Institute of Directors (IoD) in the United Kingdom, the Australian Institute of Company Directors (AICD), Hong Kong Institute of Directors (HKIoD); Institute of Corporate Directors (ICD) in Canada; Institute of Directors in New Zealand (IoDNZ); Institute of Directors in Southern Africa (IoDSA), and the

National Association of Corporate Directors (NACD) in the United States, among others.

GNDI membership offers our members the opportunity to interact, learn and exchange from a global network of 150,000 directors and governance professionals.

Our Board of Governors

The Board of Governors is the highest governing body of GCC BDI and consists of representatives from our founding companies.



Mohammed Al-Shroogi
Chairman
GCC BDI

The main role of the Board of Governors is to set and guide the mission and the strategy of GCC BDI, determining our policies and monitoring their implementation. It is also responsible for ensuring that procedures and processes are in place for the protection of the company's assets and reputation and that all relevant legislation, regulations and best international practices are complied with. The Board of Governors comprises the following individuals:



Pradeep Rana
Group Chief Risk Officer
First Abu Dhabi Bank



Khalid Al Dabbagh
Senior Vice-President,
Finance, Strategy and
Development
Saudi Aramco



Ahmed Alumar
Vice President,
JV Affairs and Mergers &
Acquisitions
SABIC



H.E. Eng. Abdullatif A. Al-Othman
Owner & CEO
Al-Othman Engineering
Consultants



Mutlaq Al-Morished
CEO
Tasnee



Mohamed Hamad Al-Shehi
Deputy Director General
Department of Finance
Government of Dubai



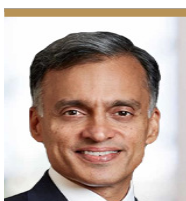
Bassam Asiri
Controller
Saudi Aramco



Hans-Martin Stockmeier
Senior Partner
McKinsey & Company



Richard Guest
Partner-in-Charge MENA
Heidrick & Struggles



Usman Ahmed
Group Chief Executive Officer
National Bank of Bahrain



Khalid Garousha
Regional Managing Partner
Middle East and Turkey
Allen & Overy



Hani Ashkar
Territory Senior Partner
Middle East
PwC

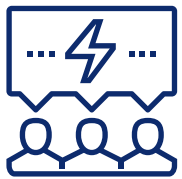
Our achievements

Since 2007, we are proud to have made significant progress towards fulfilling our mission:



7,500+

Companies reached through workshops and other services



600+

Director development workshops and events



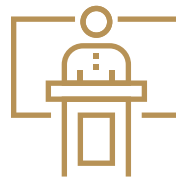
110+

Research documents, press releases and thought leadership articles



3500+

Members of GCC BDI



45+

Networking events, including dinners, forums and round tables



11,000+

Followers on social media



GCC BDI is also proud to have received award from International Business Magazine for Best Corporate Governance Institute UAE 2023. For more details on our awards, visit our website.

Our services

Please find set out below a snapshot of our services:

Director development programmes	<p>Open workshops We deliver a range of open workshops throughout the year. These cover a wide variety of topics and are open to senior board directors and business leaders across the GCC.</p> <p>Tailored in-house workshops For those clients who prefer to run workshops internally, we also offer workshops which are tailored to each group and company's individual needs.</p> <p>Director coaching We also provide support to directors and senior business leaders through our coaching programmes. These aim to enhance each individual's skills to enable the board to work better as a team.</p> <p>Online tutorials The live training sessions can be tailored to the company needs. Sessions can last up to 2 hours and can host up to 50 participants.</p>
Board evaluations	<p>Board evaluations are critical to good governance and we have seen a sharp rise in requests recently, as many GCC companies now incorporate evaluations into their annual calendars.</p> <p>We are very experienced in running board evaluations and have developed a proprietary tool to assist in assessing board effectiveness, as well as a database of regional results to enable benchmarking of results against peers.</p>
Corporate governance assessments and project work	<p>We perform corporate governance assessments to identify the nature and extent of specific strengths and weaknesses in corporate governance in the organisation. Our assessment is based not only on compliance with local laws and regulations and codes of corporate governance, but also looks at OECD principles and international best practices.</p> <p>We also deliver bespoke project work on a variety of topics such as drafting codes of conduct, board charters, board calendars, delegations of authority and board induction programmes, among numerous others.</p>
Research and surveys	<p>In line with our mission to strengthen corporate governance across the GCC, we regularly conduct research and surveys on board effectiveness in the region.</p>
Board Opportunities	<p>GCC BDI is offering this service to organisations to enable them to expand their search and to advertise their Board opportunities free of charge to our Members.</p>

See our website for more details:
www.gccbdi.org

Our clients

سابك
عندك

التعاونية Tawuniya

المينة الملكية لمحافظة العلاء
Royal Commission for Al-Ula

المؤسسة العامة لجسر الملك فهد
King Fahad Causeway Authority

NBB
بنك البحرين الوطني

أرامكو السعودية
saudi aramco

معادن
MA'ADEN
Saudi Arabian Mining Company شركة التعدين العربية السعودية

صناعات
SENAAT
GENERAL HOLDING CORPORATION الشركة القابضة العامة

VISION
INVEST

كيان السعودية
saudi keyan

AWJ HOLDING
أوج القابضة

الهيئة العامة للترفيه
General Entertainment Authority

جواب
JWAP

كيبكو
KIPCO
شركة مشاريع الكويت القابضة
Kuwait Projects Company (Holding)

دبالد
Aluminium
for the world

تداول
Tadawul

إينوك
enoc

كوا باور
CWA POWER

Alkhabeer
Capital

stc

البنك السعودي للاستثمار
The Saudi Investment Bank

بتروكيم
Petrochem

الصندوق
الصناعي
SIDF

KING
ABDULLAH
ECONOMIC
CITY

بنك الإمارات دبي الوطني
Emirates NBD

بنسباب
عندك

بنك الجزيرة
BANK ALJAZIRA

حكومة رأس الخيمة
Government of Ras Al Khaimah

سالك
SALIC

مدينة الملك عبد الله الطبية
KING ABDULLAH MEDICAL CITY
IN HOLY CAPITAL

سدكو
SEDCO
HOLDING القابضة

OLAYAN

لهبريف
luberef

البنك
السعودي
الفرنسي
Banque
Saudi
Fransi

Our faculty

GCC BDI draws upon the expertise and knowledge of our international network of faculty and content partners to assemble the best team to meet each client's needs.

We work with a large talented pool of top international and regional experts in their fields, mainly practitioners, matching their areas of expertise to our clients' needs. In this way, we

provide a mix of best international practice and actual board experience, combined with our specialist knowledge and experience of corporate governance and director issues in the GCC.



Our director development programmes

Professional director development is more critical than ever, at a time when shareholders are keeping an ever closer eye on boards and regional regulators are raising corporate governance standards.

Even for the most experienced board directors, development programmes are vital tools to help them keep up to date with the latest regulations and trends in a rapidly changing regional landscape.

GCC BDI has been delivering world-class director development programmes in the region for over a decade, assisting the GCC's most senior business leaders in achieving the highest standards of professional directorship and board effectiveness.

Our programmes are highly interactive and are designed to balance theory and practice, offering directors the opportunity to network and share their experiences with peers in similar positions.

Whether you are looking to on-board new directors or provide your board with an exclusive in-house tailored workshop, our services can be tailored to suit your board's unique needs and requirements.

We have listed here just a few of the programmes we offer, either through open or tailored in-house workshops. This list is not exhaustive so please feel free to contact us to discuss your specific needs.



- Latest trends and best practices in corporate governance
- Director duties and liabilities
- Managing conflicts of interest and related party transactions
- Business ethics and corporate culture
- Structured succession planning
- The effective director
- The effective board secretary
- IT governance and cyber security
- Anti-money laundering and counter terrorism financing
- Corporate finance
- Risk management
- Strategy and scenario planning
- Corporate regulatory frameworks
- Corporate governance assessments
- Sustainability and ESG factors
- Shareholder engagement
- Reporting to the board
- Foundations of directorship
- Stakeholder mapping
- Finance for non-finance directors
- Getting the Best out of Board Committees



Board evaluations

Improving the effectiveness of the board is a priority for leading organisations everywhere.

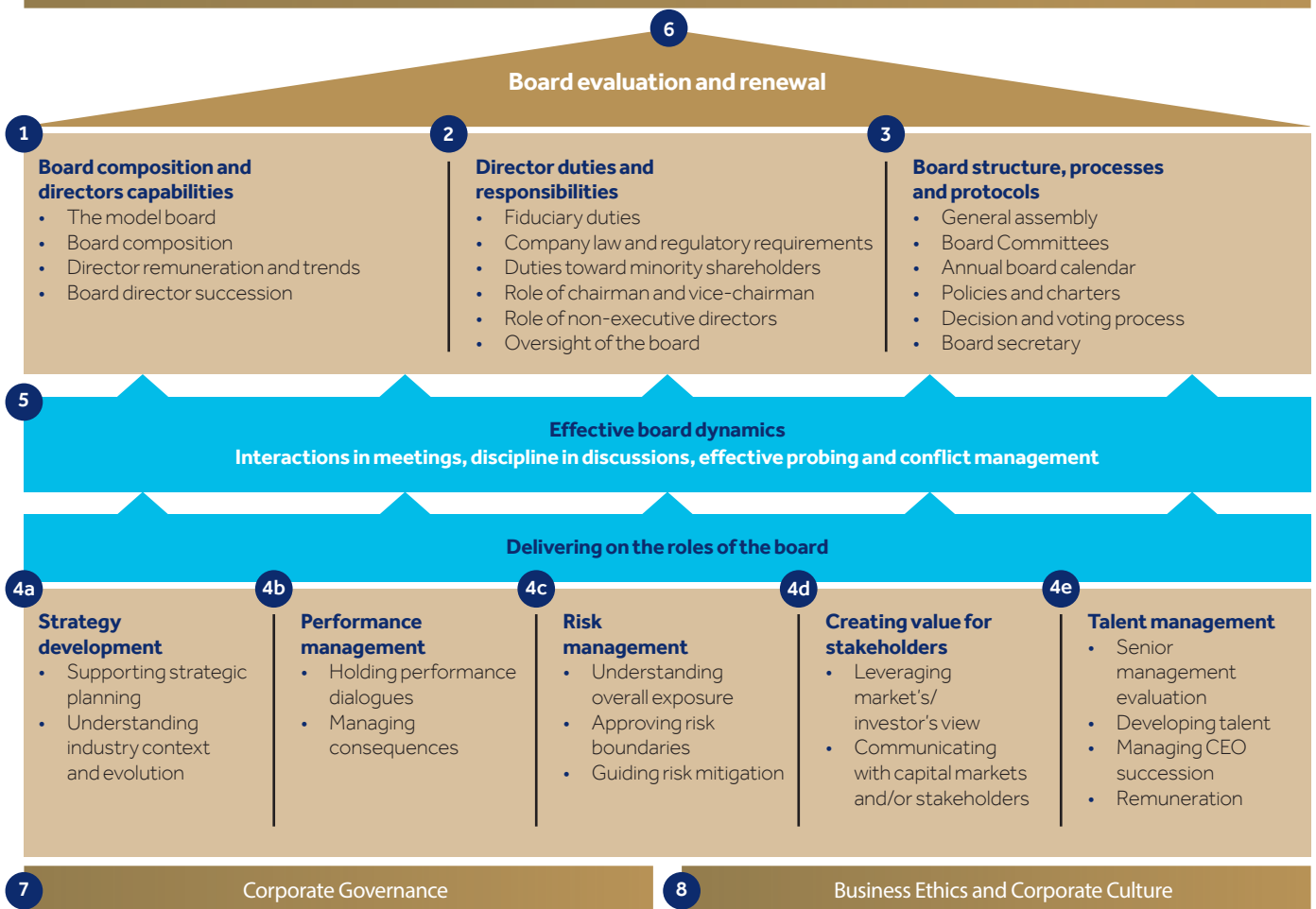
A board evaluation combines quantitative information, international best practices and board member opinions to create a comprehensive picture of board performance. It also serves as a platform to engage board members in the creation of a board improvement plan, to ensure board members have the resources they need to more easily and effectively fulfill their roles.

GCC BDI draws on the expertise and knowledge of a large pool of top local, regional and international evaluators, matching their areas of expertise to our clients' needs. In this way, we provide a mix of best

international practice and actual board experience, combined with our specialist knowledge and experience of corporate governance and director issues in the Gulf.

GCC BDI Framework for Board Effectiveness
GCC BDI is very experienced in running board evaluations for organisations across the GCC and has developed a proprietary tool to assist in assessing effectiveness. The framework is comprised of eight dimensions, each representing a critical component that define an effective board.

Figure 1. GCC BDI Framework for Board Effectiveness



The three stage process:

Stage 1: An anonymous online survey is completed by all board members and selected members of the senior executive team

Stage 2: One-on-one, in-depth interviews are conducted with each board member and senior executives

Stage 3: Presentation of findings to the board and creation of a board improvement plan

If you are interested in commissioning a board evaluation, please contact our team to learn more.

Corporate governance assessments and project work

Assessments

Corporate governance assessments are an important tool in promoting good corporate governance. Our assessment is based not only on compliance with local laws and regulations and codes of corporate governance, but also looks at OECD principles and international best practices.

The key areas of focus for the assessment are:

- Commitment to good corporate governance;
- Board practices;
- Control environment and processes;
- Transparency and disclosure; and
- Shareholder rights.

The ultimate purpose of the assessment is to identify the nature and extent of specific strengths and weaknesses in corporate governance in the organisation. It is primarily a qualitative assessment, although the methodology may take into account certain quantitative measures, and cannot be reduced to a quantitative score or set

of quantitative scores. All corporate governance assessments are bespoke and tailored to the individual client's needs and requirements.

Project work

As well as overall corporate governance assessments, we also perform bespoke project work. This can take a wide variety of formats, but examples of such work include designing and/or drafting:

- Delegation of authority matrices
- Board induction programmes
- Codes of conduct
- Board calendars
- Committee charters / terms of reference
- Board charters
- Board director and committee member services agreements
- Board manuals
- Policies such as conflict of interest, related party transactions



Our research and surveys

Companies in the Gulf region are facing disruption on multiple fronts, with profound implications for organisations and the boards that govern them. Boards in the region are also feeling the impact of rising stakeholder expectations.



GCC Board Directors Institute

8th Board Effectiveness Review:

“Determining board effectiveness across the GCC”

November 2023

**In collaboration with
HEIDRICK & STRUGGLES**

As part of our mission, we regularly conduct research and surveys on board effectiveness in the region.

Our eighth survey on board effectiveness is entitled “Board effectiveness review: Determining board effectiveness across the GCC”.

The report is based on a survey designed by GCC BDI and the GCC BDI Framework for Board Effectiveness. This proprietary framework enables the evaluation of board effectiveness in the GCC in a structured manner, whilst allowing for flexibility to highlight emerging trends emanating from GCC BDI’s work in the region. The 2023 report was developed in association with Heidrick & Struggles.

The review reveals that GCC boards are currently undergoing a significant transformation, having emerged from the pandemic. Directors are adapting to global best practices, meeting new government and regulatory requirements, and elevating their standards to embrace a new era of professionalism. This shift is aimed at ensuring their readiness to navigate complexity, disruptions, and future opportunities for their companies.

Our membership programme



Become a member of GCC BDI

GCC BDI is the largest network of board directors and senior C-suite executives from across the GCC with over 3500 members, each with extensive experience of operating at the highest levels of business.

We are highly respected among the international community and are proud to be the only institute of directors in the GCC to have been admitted as a member of the prestigious Global Network of Director Institutes (www.gndi.org).

GNDI collectively represents more than 150,000 individual directors and governance professionals.

As a member of GCC BDI, you would be part of this exclusive group. You would have the opportunity to network and enhance your own skills and knowledge, whilst supporting GCC BDI in its mission to promote best practice in corporate governance and directorship across the region.

Membership Categories

Associate

This is the entry level for membership. To become an Associate, it is first mandatory to attend a GCC BDI open or tailored workshop or tutorial. Associate membership is then free.

Certain eligibility criteria need to be met in order to attend a GCC BDI workshop or tutorial.

Member

An Associate may apply to become a Member providing they meet the following eligibility criteria:

A Board Director or a C-Suite Executive or a Senior Manager or a Board Secretary or a governance professional or a trustee or a professor with 5+ years of experience in that role.

Individuals who are Certified Directors or Certified Board Secretaries from recognized institutions may have direct entry to become a Member.

Fellow

Fellowship is by invitation only. Fellows should meet the following eligibility criteria:

A GCC Member and a Board Director or C-Suite Executive or Board Secretary or governance professional or trustee or professor with 10+ years of experience in that role.

Individuals who are Chartered Directors and Chartered Board Secretaries from recognized institutions may have direct entry to become a Fellow.



etter Board

www.gccbdi.o

th Tower / Dubai, UAE
gccbdi.org

Become a GCC BDI Corporate Affiliate



We have been fortunate enough to be supported by a number of Corporate Affiliates who have provided unwavering commitment to the achievement of GCC BDI's objectives throughout the years.

In partnering with GCC BDI, such organisations have been able to make a public statement of their commitment to enhancing board effectiveness and corporate governance, both within their respective organisations and across the GCC.

Please see the panel for full details of our Corporate Affiliate sponsorship package.

As a non-profit organisation, the financial support of Corporate Affiliates is critical to the success and growth of GCC BDI, helping us further develop our current services and improve corporate governance standards across the region.

Please do get in touch with us at if you are interested in learning more about our Corporate Affiliate sponsorship programme.

Complimentary benefits:

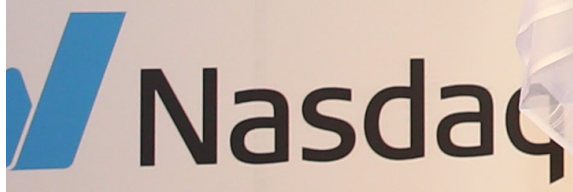
- Associate membership for board directors and C-suite executives
- 5 seats per year on any of our open workshops
- 1 seat on the Board Secretary Certification programme
- 1 seat on the Director Development Certification programme
- Branding promotion on all of GCC BDI's marketing collateral
- Copies of GCC BDI newsletters, surveys and research publications
- Invitations to networking events, including our flagship annual Chairman Summit

Fees: USD50,000 per year

GCC Board Directors Institute

Chairman Summit 2019

Supported by



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Chairman Summit 2019

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GCC Board Directors Institute

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www.gccbdi.org

Strategic Partners: First Abu Dhabi Bank, National Bank of Bahrain, SABIC, Saudi Aramco, Allen & Overy, Heidrick & Struggles, McKinsey & Company, PwC

Corporate Affiliates: Elm, Nesma & Partners, Saudi Telecom Company, The Saudi Investment Bank, Vision Invest, Tasnee