

# CORPORATE GOVERNANCE



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Just like the laws that regulate  
Nature, good practices will determine  
a company's value creation.

In theory and in practice, FDC

FUNDAÇÃO DOM CABRAL  
**FDC**  
DEVELOPING EXECUTIVES AND COMPANIES

# Learn about Fundação Dom Cabral

One of the best business schools in the world according to the Financial Times executive education ranking.

Theory and practice working hand in hand, academic education together with business experience. That is how Fundação Dom Cabral has developed executives, public managers, entrepreneurs, companies and organizations from the most diverse sectors for over 35 years.

FDC offers the most innovative techniques available through domestic and international educational solutions that are supported by strategic alliances and cooperation agreements with renowned institutions in Europe, the USA, Canada, China, India, Russia and Latin America. These alliances and agreements allow it to access modern tools and to generate joint knowledge, such as exchanging experiences among participants, professors, organizations and other business schools.

Our philosophy – to work WITH our clients and not only for them - respects the identity of our client organizations, the peculiarity of the sectors they are inserted in and the dynamics of their markets.

Due to these and to innumerable other efforts, FDC has become an international reference that contributes to the sustainable development of society through education and skills building, and our Programs host about 30,000 executives every year.

All this high-value-added knowledge generated by FDC is strategically relevant to organizations and to society and can become sustainable and successful businesses for your company.

# Corporate Governance Program

An analysis of the core issues and of the impact caused by best practices

Corporate Governance is one of the global economy's most important pillars and one of the determining tools for company sustainability.

Due to renewed capital opening moves and the creation of differentiated levels of company listings in Stock Exchanges in Brazil, the adoption of good governance practices has become one of the basic requirements demanded by both investors and market institutions. To examine the core governance issues and to understand the processes that they entail, FDC offers the Corporate Governance Program which focuses on the broad themes that have been the object of analyses, reflections and regulations.

## Who should attend

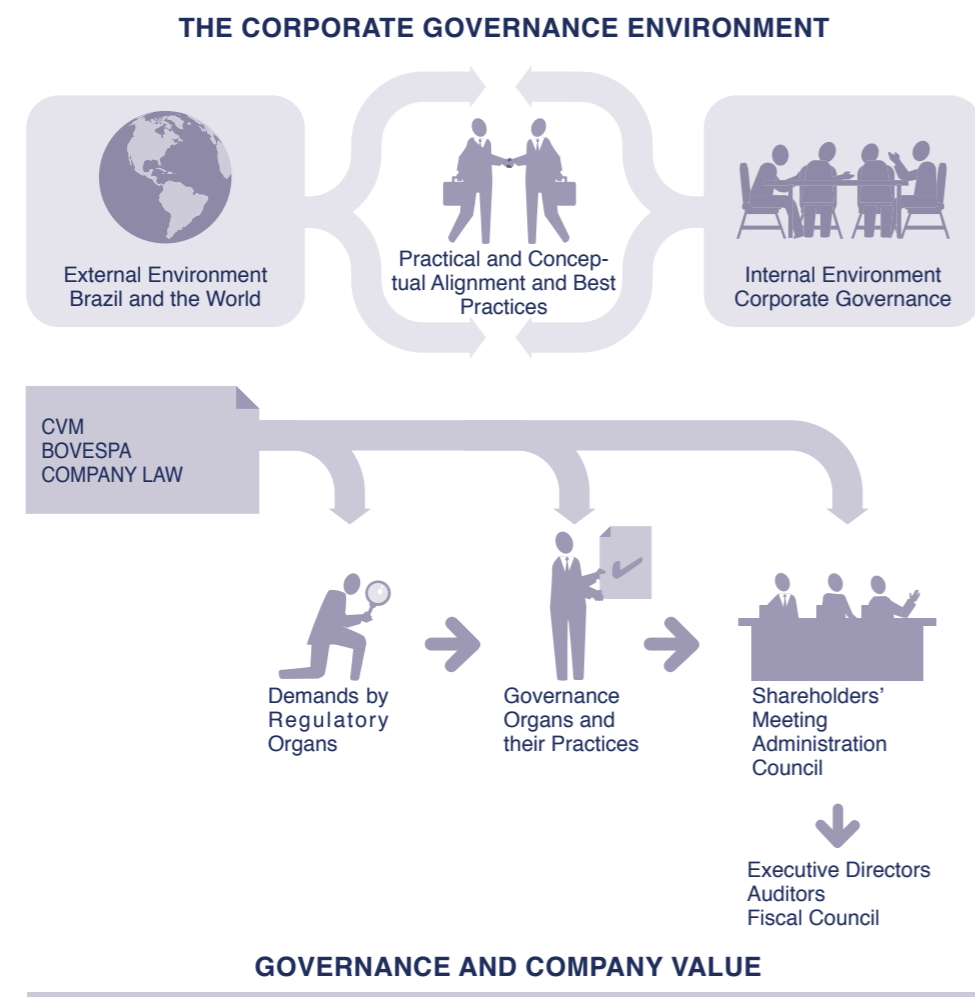
- Companies of all profiles and at all growth stages:
  - open or closed capital government-owned companies.
  - open capital private enterprises, or ones that are preparing to open their capital.
  - companies stemming from merger and acquisition moves.
  - Family businesses undergoing a transition to new successor generations, no matter their shareholding structure.
  - companies under consortium control.
- individual shareholders and investors, pension fund and insurance company senior managers, investment fund managers and financial holding company managers.
- Administration Council members, executive directors, and investor and market relations directors.
- capital market institutions



Aloysio Faria Campus

## How the Program is Structured

The program seeks to understand the essence and the logic that guides governance models and to debate issues linked to business principles and purposes as well as the power structure at companies as regards relations among shareholders, councilors and executive directors. Its methodology presents lectures with experts in the field, case study analyses and guided discussions.



## Key benefits

- to understand the fundamental reasons, the core issues and international differences in corporate governance systems
- to assimilate the demands to structure governance at companies
- to analyze the institutional requirements of corporate governance: the essential aspects of company law, regulatory laws and good practice codes.
- To understand the relations among shareholders, councilors and executive directors in internal governance environments: functions and responsibilities, building effective systems and structured models to assess results.
- To analyze the relationships between governance and value creation: company assessment by the market, governance goodwill and negative goodwill, exemplary cases, lessons and learning.
- To develop critical thinking about highly-relevant topics: the demands for an IPO, investor relations, internal controls and auditing, the responsibilities accruing to partners and administrators.

## Content

### The Corporate Governance Environment

- an overview of governance in Brazil and in the world.

### The Fundamental Issues in Governance

- the principles and values that support governance and their impact on best practices
- the reasons and the trends for companies to adopt governance: tangible benefits

### Administration Council Practices

- the way they work
- best practices
- tools

### Institutional Environment, Legal and Fiscal Responsibilities

- the requirements set by regulatory organs
- the responsibilities of the Shareholders' Meeting, the Executive Directors and the Fiscal Council
- independent auditing and internal auditing

### Corporate Governance and Company Value

- value generation
- accounting value, economic value and market value
- governance and other intangible assets
- tangible and intangible factors in pricing
- company assessment by the market
- obligations, responsibilities and risks
- practical cases as regards the relationship between the degree of governance practice adoption and market precification

### Wrap-up Panel

- companies debate the experience they have in corporate governance

## 2011 Technical Team

- Elismar Álvares – technical coordinator
- Alexandre Doria Machado
- Haroldo Moura Vale Mota
- Jairo Laser Procianoy
- Luiz Leonardo Cantidiano
- Marcelo Bertoldi
- Mônica Rocha de Carvalho
- Wilson Carnevalli Filho

**The Corporate Governance program stems from research carried out by the FDC Corporate Governance Center.**

**This guarantees the quality of the program, as it is constantly enriched by updated, innovative and relevant content.**

## Upcoming Sessions/2012 Venue

**Single module** – June 20-21, 2012  
FDC, São Paulo Branch, SP

## Registration/Selection

### Registration

Registration is subject to space available. To enroll for the Corporate Governance program, candidates must fill in a registration form and send it to be analyzed by FDC. For further information please contact us through our site at [www.fdc.org.br](http://www.fdc.org.br), our email at [atendimento@fdc.org.br](mailto:atendimento@fdc.org.br), or call + 55 31 3589 7300.

### Selection process

FDC has established a judicious selection process to analyze registration forms. Its purpose is to set up groups whose diversity of experiences will allow companies and participants to find interlocutors for their exchanges and learning process. Should the Corporate Governance program not be the most suitable program for either the company or the executive, FDC will suggest another solution.

### Cancellations

Please consult the "General Conditions" described on the registration form for the program. It is available on the FDC portal: [www.fdc.org.br](http://www.fdc.org.br)

## 2011 Participating Companies

- Alupar Investimento
- Araújo Fontes
- Arevale – Artefatos de Concreto
- Avant Soluções em Equipamentos para Construção Civil
- Brascorp Participações Ltda.
- Dadalto
- Ecolares Empreendimentos
- El Paso Oleo e Gás do Brasil
- General Shopping Brasil
- Grupo Cimed
- Grupo Infinita
- Hortigil Hortifruti S.A.
- INDG – Instituto de Desenvolvimento Gerencial
- JValério Estratégia e Negócios
- Localiza
- Ornare
- Pallas Operadora de Turismo
- Partner Consulting do Brasil
- Petrobras
- Porto de Areia Tubarão
- Porto Seguro Administradora de Consórcios
- Tigre
- Usina de Açúcar Santa Terezinha
- Vale
- VPSA Tecnologia e Informática
- Westfal-Larsen Shipping

## In theory and in practice, FDC

*"The experience of attending the program was excellent for my professional life and contributed very much to direct the organization I work for. The topics that were dealt with favor the expansion of ideas, the building of new strategic models, and a deeper analysis of the risks inherent to organizations' current and future scenarios. These are visions that encompass subjects linked to company governance, strategy and sustainability. It is due to the success achieved by programs such as this one that FDC stands out among the best business schools in the world."*

Tiago Fachetti Miotto  
CEO  
Hortigil Hortifruti S.A.

