

(MC) Assessment of the Board, Committees & Directors and Nominating & Remuneration Committees

Date: 20 December 2022

Time: 9am – 5.00pm

Course Fee: RM 700

***HRDC Claimable / payable to MEF Academy Sdn. Bhd**

Venue: Online MS Teams / ZOOM

Registration:

CLICK HERE



Introduction

Bursa's Listing Requirements mandate the annual assessment of the Board, Board Committees and individual Directors to be conducted by a listed issuer.

The Malaysian Code on Corporate Governance 2021 espouses the use of **independent experts** by Large Companies to facilitate such an evaluation at least once in 3 years.

This session explores the “purpose of assessment, how it is conducted, & how the outcome is used for identifying areas of enhancements within the Board, including justifications in the re-appointment of retiring Directors & extension of tenure of Independent Directors beyond the 9-year limit prescribed by the MCCG 2021.

The second half of the day will cover establishment of a Remuneration Committee in listed issuers, which is prescribed by the MCCG 2021, is tasked by the Board to assess the remuneration structure as well as criteria used in the compensation system, involving the **formalisation of Policies and Procedures on the remuneration of Directors and Senior Management** with a view of attracting, motivating and retaining talents within the listed issuer as a group.

This session examines the roles and responsibilities of these 2 Board Committees envisaged under the MCCG 2021, Bursa's LR & the SC Guidelines on the conduct of Directors of listed corporations & their subsidiaries. Practical challenges faced by these Committees will be discussed together with pertinent mitigating measures to be implemented, for example how a small cap listed issuer with 4 or less Directors is able to fulfil the requirements of the MCCG 2021 on such Committees.

Recommended for

- ❖ Directors of listed corporations & their subsidiaries
- ❖ CEOs / CFOs
- ❖ Chief Regulatory or Compliance Officers
- ❖ Chief Risk Officers
- ❖ Chief Sustainability Officers
- ❖ Company Secretaries

- ❖ Corporate Advisors
- ❖ Internal & External Auditors
- ❖ Service providers on Governance, Risk & Controls
- ❖ Advocates of Corporate Governance
- ❖ Personnel from the academia (lecturers, undergraduates, etc.)

Learning Outcomes

- understand the need for an assessment of the Board, Board Committee & individual Directors;
- be apprised of how a typical assessment is conducted, including using the outcome thereof to enhance the effectiveness of the Board, Board Committees & individual Directors;
- be familiar with the criteria & questionnaire used in assessment;
- appreciate the importance of pertinent documentation on work conducted, to enable objective reporting to stakeholders; and
- be aware of pitfalls to be avoided in the assessment process.
- be apprised of the roles & responsibilities of the Board Committees, including the rationale to have such Committees assisting the Board;
- understand the need to formalise terms of reference approved by the Board;
- be familiar with pertinent documentation on work conducted, including objective reporting to stakeholders; and
- be aware of pitfalls to be avoided in discharging the Committees' remit.

Course Outline

Assessment of the Board, Committees & Directors

Morning session (9AM – 1PM)

- Introduction
- Regulatory perspectives for an assessment of the Board, Board Committees & individual Directors
- New areas to be covered in the annual assessment:
 - Performance of the Board & Senior Management on Environmental, Social & Governance perspectives of the Group's business
 - Conflict of interest of Directors, including statement by the Board on its stance regarding the re-appointment of retiring Directors
- Method of assessment, including the criteria & questions to be used
- Who should be involved in the exercise?
- Reporting the outcome – strengths, weaknesses & how it impacts upon the composition of the Board, including the way forward
- Common pitfalls to be aware of
- Key learning points
- Questions & Comments

Nominating & Remuneration Committees

Afternoon Session (2PM – 5PM)

Lunch: 1PM – 2PM

- Introduction
- The regulatory & business perspectives of establishing a Nominating Committee & Remuneration Committee
- Roles & responsibilities of the Nominating Committee on selection & assessment – MCCG 2021 & Bursa's Listing Requirements
- Roles & responsibilities of the Remuneration Committee on compensation & benefits for Directors & Senior Management – attract, motivate & retain talents
- How the roles of these 2 Board Committees are intertwined – augmenting each other in assisting the Board
- Challenges, pitfalls, & mitigating measures in discharging the Committees' responsibilities
- Key learning points
- Questions & Comments

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- Certified Public Accountant, CPA(M)
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- Fellow Member, CFIIA, Institute of Internal Auditors Malaysia

Facilitator Background

- Retired as Partner of KPMG Malaysia after serving almost 37 years (20 years in Audit and 17 years in Advisory) with the Firm
- Headed the Firm's Risk Consulting division and Internal Audit, Risk & Compliance Services unit
- Speaks regularly at public seminars and in-house training on Sustainability, Corporate Liability on corruption, Corporate Governance, Enterprise Risk Management (including Fraud Risk Management), Internal Controls & Risk-Based Internal Audit, Companies Act 2016, focusing on how best to apply the relevant insights practically
- Serves as Independent Director of several Main Market listed issuers in Malaysia