

MANAGING BOARD, COMMITTEES AND RELATIONSHIPS

– WORKSHOP FOR PLCs **NEW**

COURSE OBJECTIVES

The course aims to discuss the role of corporate governance committees in developing board effectiveness and the practical aspects of the workings of board committees in ensuring performance. Speaker will also share key points in relation to selection, induction, evaluations and assessment of board members and the emerging trends in succession planning.

LEARNING OUTCOME

By attending this workshop, participants will be able to:

- Explain the practical aspects of the workings of board committees in ensuring performance.
- Identify the overlooked aspects of the legal requirements, responsibilities and potential liabilities of the board and committees.
- Identify issues to be addressed by independent directors arising from shareholder agreements and conflict of interest in relation to substantial shareholders.
- Consider pertinent issues in relation to directors' liability insurance policies such as adequacy, coverage, and limits.
- Understand the increasing institutional investor and shareholder activism in relation to performance, accountability, tenure and succession planning responsibilities of the board.

COURSE CONTENTS

The Role Of Corporate Governance Committees In Developing Board Effectiveness

- Minimum requirement of their roles and responsibilities laid down by regulators.
- Guidelines and directives under Malaysian Code on Corporate Governance, BNM Guidelines, Listing Requirements and views of Institutional Investors.
- Degree of reliance permitted to be placed by the board on committees and the duty to monitor the committees.
- Increasing threat of liability faced by members of committees in relation to their functions and responsibilities.
- Committee members and reliance on expertise of management, consultants and professional advisors.
- Will the reliance absolve liability?

Selection, Induction, Evaluation and Assessment Of Board Members

- The process.
- Matters to be considered.
- Difficulty in sourcing candidates.
- Major shareholder, shareholder's agreement influencing appointments.
- Gender balance - an emerging consideration.
- Appointment and induction.

Evaluating the CEO

- Performance matrix / target setting.
- Dual assessment as fellow director and as CEO.
- Consultants as facilitators.

Directors and officers liability insurance

- Liabilities permitted to be insured. Limitations and term.
- Prohibition under the Companies Act.
- Indemnity under Articles of Association.
- Specific coverage for committees.

Succession Planning

- Focus normally on CEO / Senior Management. Applicable to all directors.
- Emerging trend to replace performing CEO / Directors.
- Investor, regulatory preference for limited tenure for directors. 70 year annual re-election requirement of the Companies Act.

Trainer

Mr Ravindra Kumar Thambimuthu.

Target participants

Chief executive officers, company directors and company secretaries, senior managers and officers who deal with the board of public listed companies.

ADMINISTRATIVE DETAILS	
Date	Event Code
23 Mar 2011	DIR/KL/11/039
24 Aug 2011	DIR/KL/11/118
Time	9am - 5pm
Venue	Menara SSM @ Sentral, Kuala Lumpur
Fee	RM400
SSM CPE Points	8
PSMB Scheme	SBL

Fee inclusive of certificate of attendance, compact disc pre-loaded with seminar materials, refreshment and lunch.