

COURSE OBJECTIVES

This course will guide participants in ensuring the establishment of corporate governance structure in their organization complies with regulators' requirements and up to the expectation of investors. The speaker will also guide participants in identifying requirements in the establishment of board committees and constitutions and appraisal system for Board, Chairperson and Committees.

LEARNING OUTCOME

By attending this workshop, participants will be able to:

- Identify issues for the effective establishment of corporate governance structure in meeting the increasing expectation of regulators and investors in post financial crisis.
- Identify issues relating to the heightened expectation of the role and responsibilities of independent directors at board and committee levels by regulators and investors.
- Identify the requirements for a robust appraisal system for the board, committees, directors and senior management.
- Describe recent developments of the increasing regulatory, investor and minority interest groups expectations in the post financial crisis in respect of accountability and disclosures at general meetings.
- Describe the regulatory and investor expectations of the issues to be addressed at, and in the conduct of general meetings.

COURSE CONTENTS

Ensuring the establishment of corporate governance structure, comply with regulatory requirements and up to the expectation of investors

- Implementation of corporate governance structures driven by regulators - BURSA Listing Requirement, Securities Commission Rules and BNM Guidelines.
- Annual report on governance practices, inspection by regulators, institutional investor and watchdog group oversight of compliance.
- Company secretary's important role as corporate governance advisor.
- Continuous enhancement by regulators of corporate governance standards. Push by regulators for greater investor oversight and participation.
- More rules or greater enforcement?

Establishing board committees and constitutions

- Mandatory and optional committees.
- Constitutions based on bare minimum requirements laid down by regulators need to go beyond bare minimum due to increased expectation of regulators and investors for greater transparency and accountability.
- Move towards increased independent directors' participation in committees and accountability of committees to shareholders at general meetings. Need for greater commitment, time and effort and frequency of meeting.

Establishing appraisal system for board, committees, chairperson and directors

- Mandatory regulatory requirements.
- Nomination committee primary role.
- Fundamentals for a sound appraisal system.
- Use of consultants and issues related thereto.
- Company Secretary's role as lead facilitator.
- Weaknesses in peer assessment of performance.
- Continuous assessment by the chairperson of directors' performance.
- CEO / Senior management evaluation of board and committee performance.
- The move towards shareholder appraisal.
- Annual re-election of directors by shareholders.

Establishing process for the conduct of annual general meetings ('AGM') / extraordinary general meetings ('EGM')

- Comprehensive guidelines for AGMs / EGMs.
- Adherence to regulatory requirements.
- Investor relations. Ensuring attendance by shareholders / nominees / proxies.
- The importance of institutional investor votes.
- Addressing issues raised by shareholders / investors on the annual report before the meeting.
- The importance of the presentation at the commencement of the meeting in addressing issues raised by investors before the meeting and a presentation of developments since the date of the annual report and the future directions, plans / prospects.
- Importance of adhering to proxy voting instructions by the chairperson in relation to resolutions and amendments to resolutions.
- Move towards more comprehensive voting rights and access to company reports.

Trainer

Ravindra Kumar Thambimuthu.

Target participants

Company secretaries, chief executive officers, company directors and managers.

ADMINISTRATIVE DETAILS

Date	Event Code
12 Jul 2011	CG/KL/11/099
05 Dec 2011	CG/KL/11/171
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.