



Corporate Governance

The FIDE Core & Elective
Programmes

www.iclifgovernance.org

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Leadership and
Governance
Centre

 **FIDE** Financial Institutions
Directors' Education Programme



Corporate Governance at Iclif



Iclif was established as a non-profit organisation, under the auspices of Bank Negara Malaysia (Central Bank of Malaysia). ICLIF is an international, Asia-focused centre dedicated to research, executive education, coaching and advisory services in the areas of corporate governance and leadership development.



Our Corporate Governance Programmes focuses on roles, responsibilities and key issues faced by the board in the areas of risk management, succession planning and talent management, strategy, financial reporting and stakeholder management.

Iclif also conducts the much acclaimed Financial Institutions Directors' Education (FIDE) programme for the financial sector to develop world-class directors who are advocates of best practices and excellence in corporate governance.

We also conduct custom-built corporate governance programmes for financial and non-financial institutions targeting directors and senior management. The programmes are individually crafted with duration and frequency to suit the individual needs of organisations.

The FIDE Core Programme

The Core Programme is a non-residential programme which consists of two modules:

Module A (4 Days)
Module B (3 days)



The FIDE Core Programme is designed with specific focus on financial sector issues, challenges and stresses on honing the skills and enhancing the knowledge and expertise of directors. The sessions are highly interactive with a combination of case studies, scenario analysis, board simulation and experiential learning and sharing.

We have been continuously reviewing the programme to ensure that it is relevant and effective.

Our mission is to help boards strengthen governance effectiveness to drive long term sustainability of financial institutions. Participants will also have the opportunity to expand their network of peers.

Programme Overview

Corporate Governance practices have come under increased scrutiny in recent years, as investors, regulators and the general public seek to determine the cause of multiple, high profile failures and search for areas of competitive advantage. Heightened expectations and an increasingly complex business and regulatory environment have placed additional demands on board members of financial institutions. Policymakers and regulators are focused on changes to corporate governance practices to enhance board transparency, increase director accountability, and give greater voice to shareholders over critical boardroom decisions.

The FIDE Core programme is designed to provide directors of financial institutions with a profound understanding of sound governance principles, their roles and responsibilities, and how these responsibilities are fulfilled in practice. Participants will have the opportunity to engage with international thought leaders with vast experience and knowledge in the field of corporate governance. The programme promises a highly interactive and stimulating experience, during which the faculty take participants through real-life case studies and scenarios.

MODULE A

LEARNING OBJECTIVES

In the first module, we set out to identify the board's key stakeholders, describe the board's responsibilities to those stakeholders, and explore how those responsibilities are fulfilled in practice. We will examine effective board structures and identify key aspects of board effectiveness, as well as identify common pitfalls and discuss strategies to address them. Finally, we will explore the role of financial institution boards in setting and overseeing risk policies.

The key learning objectives of Module A are:

- To emphasise and reinforce a clear understanding of the role of the board and the fiduciary responsibilities of individual directors to all stakeholders.
- To deepen boards' understanding of principles of sound governance, and to translate this into practice; lessons from within best-in-class organisations, and how they inculcate values throughout the organisation and promote organisational values and effectiveness.
- To equip directors with tools and strategies that can be applied to build a dynamic and sustainable management team.
- To emphasise the principal responsibility of the board for promoting a strong risk control culture and sound ethical standards throughout the organisation.
- To create a heightened awareness of the changing dimensions of risk.
- To explore plausible and extreme stress scenarios and how boards can ensure the organisation's ability to withstand shocks.
- To examine the link between risk and capital management, exploring what capital adequacy really means.
- To help boards appreciate their oversight role in risk management and the adoption of key risks and organisational structures for managing risk.

MODULE B

LEARNING OBJECTIVES

In the second module, we turn our attention to board oversight of management, the board's role in setting strategy and preventing failures, and dealing with interpersonal issues and ethical quandaries.

The key learning objectives of Module B are:

- To deepen boards' understanding of principles of sound governance, and to translate these into practice; lessons from within best-in-class organisations, and how they inculcate values throughout the organisation and promote organisational values and effectiveness.
- To encourage the adoption of more structured and robust processes for the selection of board members and ongoing assessments of board effectiveness to achieve an optimal board mix.
- To heighten awareness of the impact of internal conflicts and effects of dominant influences associated with controlled companies.
- To provide an understanding of the key issues in financial reporting and help boards to discharge their responsibilities effectively for ensuring the integrity of financial reports.
- To examine the impact of differing accounting treatments and provide an understanding of financial analysis needed when considering reports and proposals.
- To examine the heightened expectations and responsibilities of the audit committee, and help boards consider how best to organise audit committees to ensure independence and achieve overall effectiveness.
- To equip boards with the know-how to set or review strategy that creates value for the organisation, and to be able to identify when strategies need to be adapted in response to changing business and market conditions.
- To help boards identify and avoid common pitfalls in strategy execution.

Elective Programmes

FIDE also complements the core modules with elective programmes that focus on board committees, technical, advanced governance issues and soft skills programmes. The knowledge provided in the programmes is grounded in both practical and usable solutions for business growth. For a list of our elective programmes, please visit our website (www.iclifgovernance.org).

Distinguished Faculty

FIDE faculty leverages on highly experienced international and local thought leaders who have been selected based on their area of specialisation, experience on boards and facilitation skills. They will share their expertise, practical insights, knowledge and best practices in the different areas of corporate governance.



Nabil N. El-Hage is Chairman of Academy of Executive Education, LLC, and had previously served as Professor of Management Practice at Harvard Business School, where he also held various other positions, including Senior Associate Dean for External Relations. At Harvard, he taught courses in corporate finance, private equity, and corporate governance, for eight years. But Nabil is not a lifelong academic. He has served as Chairman and CEO of Jeepers! Inc, a private equity-financed national chain of indoor theme parks, for nearly 10 years.

Nabil also has operating experience in private equity and venture capital with TA Associates and Advent International, and as CFO of Back Bay Restaurant Group, a listed restaurant holding company. He has also served on several boards around the world, of private and listed companies.

Youssef Nasr joined the HSBC Group in April 1975 and retired in March 2010. During his career in the HSBC Group, he has worked in the New York, Paris, London, Toronto, Vancouver, San Paulo and Dubai offices.

His most recent roles were as President and CEO of HSBC Canada from 1997 to 1999. Thereafter, he served as the President and CEO of HSBC USA and North America. In 2003, he was made the President of HSBC Brazil and the Group General Manager of South America. This was a position he held till 2006. In 2007, he became the Chairman and CEO of HSBC Middle East and North Africa (MENA).

Besides serving in HSBC, Youssef has chaired and served on boards of numerous cultural, medical,



professional and educational associations. He currently serves on the boards of various companies in North America in the areas of private equity, infrastructure, bio technology, electricity generation and real estate. Youssef teaches an Executive MBA Programme and does some consulting work.

Youssef speaks fluent English, French, Arabic and Portuguese. He received his BA and MA in Mathematics from Cambridge University in the UK, and an MBA from the Harvard Business School in the US.



Dato' Seri Johan Raslan was the Executive Chairman of PricewaterhouseCoopers (PwC) Malaysia until his retirement in mid-2012. He has 30 years' experience in audit and business advisory in Malaysia and the United Kingdom, and has a keen interest in the areas of corporate governance, corporate reporting and sustainability.

Johan began his career in London where he spent 10 years working with Messrs Robson Rhodes and Price Waterhouse (PW). In 1992, Johan joined PW (later PwC) Malaysia, and was admitted as a Partner in 1993. Among his early achievements was to form and lead the firm's Financial Services specialist arm. Johan is a member of the Institute of Chartered Accountants in England and Wales and is an Eisenhower Fellow.

Johan assisted the Securities Commission (SC) Malaysia with the roll-out of the Malaysian Code on Corporate Governance. He was a member of the SC's Corporate Governance Consultative Committee. He was also a member of Bank Negara Malaysia's Financial Stability Executive Committee, established under the Central Bank of Malaysia Act 2009.

Johan was a past Chairman of the Institute of Corporate Responsibility Malaysia, the Financial Reporting Foundation, Malaysia and the President of the Malaysian Institute of Certified Public Accountants. He was also a board member and audit committee chairman of Putrajaya Corporation, a board member of the Retirement Fund Incorporated (KWAP) and a member of the International Advisory Panel of the Labuan Offshore Financial Services Authority.

Participants' Testimonials

"The FIDE Programme was one of the best courses I have attended. Very professionally run and I learnt a lot. I found the case work of great value and the course will help me in the future."

LESLIE J. MOUAT, CHAIRMAN OF CHARTIS INSURANCE BERHAD

"An extremely useful and relevant learning experience in financial corporate governance for directors of financial institutions. A must attend course for newly-appointed directors."

TAN SRI DATUK CLIFFORD HERBERT, AMBANK BERHAD

"FIDE has helped me focus on the key issues that we should concentrate on i.e. to see the forest from the trees. It also provides useful insights and techniques which can be applied to various challenges we may face as directors. Continuous enhancement of the course based on participants' feedback makes it refreshing and up-to-date."

DATUK ZAITON MOHD HASSAN, DIRECTOR OF BANK ISLAM MALAYSIA

"Attending FIDE leaves one feeling proud to be a financial institution director."

DATUK FONG WENG PHAK, DIRECTOR OF GREAT EASTERN LIFE ASSURANCE (M) BHD

"Very comprehensive and practical for the directors."

DR CHOONG TUCK YEW, CHAIRMAN OF OSK INVESTMENT BANK BHD

"The FIDE programme is very practical especially when it is delivered through interesting case studies. I found the simulation exercise on the last day most helpful as it facilitates the application of knowledge gained during the programme. The facilities and service from the administration staff were also efficient."

DAVID CHAN, MANAGING DIRECTOR OF UNITED OVERSEAS INSURANCE LTD

"I have thoroughly enjoyed attending the FIDE programme. The programme consists of case studies which are new to me and with the assistance of Prof Nabil and other facilitators, all participants of my group of bankers had to be on our toes at all times. This made the programme more exciting and it was beneficial to our banking profession."

PITI SITHI-AMNUAI, DIRECTOR/ADVISOR, BANGKOK BANK PUBLIC CO. LTD, THAILAND

"The FIDE programme offered a practical scope-of-coverage through real-world case studies, with ideas and solutions that can be adapted and applied. I was very impressed with the knowledge of the lecturers, and commend the organisers for putting together a programme that is relevant to the challenging and evolving financial landscape."

WONG KIM CHOONG, CEO, UNITED OVERSEAS BANK (MALAYSIA) BHD

"Thank you for organising this programme, the instructors were great. The board simulation was most useful and will assist in reflecting real life examples of what happens in a board meeting and how to approach situations."

ISLAMIC DEVELOPMENT BANK, UAE

Programme Details

CORE PROGRAMME FEES

RM60,000 per participant for both modules

ELECTIVE PROGRAMME FEES

Ranging from RM2,000 – RM5,000 per participant per programme

PROGRAMME LOCATION

Kuala Lumpur, Malaysia

For further information, programme dates and registration details, please contact us at +603 2725 9000 or fide@iclif.org. You can also visit our website www.iclifgovernance.org.

Registration forms are available in hard copy or downloadable from our website.

POLICY ON PAYMENT

All payments hereunder shall be made within 7 working days prior to the programme commencing to secure a place for the registered participant.

- BY CHEQUE** Cheques should be made payable to THE ICLIF LEADERSHIP AND GOVERNANCE CENTRE (Company No. 625729-W). Please indicate the following details at the back of your cheque.
 - Your Full Name as per registration detail
 - Contact Number & Email Address
 - Name of Event
- BY TELEGRAPHIC TRANSFER** Kindly remit payment to account number: 5140 1138 4115 at MAYBANK BERHAD KL MAIN BRANCH, 50050 KUALA LUMPUR
 - Participants will bear all bank telegraphic transfer charges.
 - Once we receive your registration form, we will provide you with an invoice number.
 - Please quote our invoice number on the bank-in-slip, and fax / email to +603 2725 9002 / fide@iclif.org
- BY CREDIT CARD**
 - Participants can register and pay online through our website: www.iclifgovernance.org

POLICY ON LAST MINUTE CANCELLATIONS

- Cancellations are allowed up to 5 working days before the date of the programme.
- Cancellations made with less than 5 working days notice will incur a penalty of RM500 for Elective and RM3,000 for Core programme.



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