

KEEPING THE BOARD OUT OF TROUBLE

(formerly offered as Case-Based Series: Part 2 - The Board's Conformance Role)

Faculty
Prof. Mak Yuen Teen



7 March 2023
9.00AM – 5.00PM



RM2,500 before SST
For every 2 pax who register from the
same organization, there will be a 40%
discount for the second participant i.e.
fee will be RM1,500.



Program Overview

Boards of directors have two key roles – a value creation or performance role to help the company perform well and achieve long-term success, and a conformance role to ensure that the company is transparent, accountable, and complies with ethical standards, rules and regulations. The Malaysian Code on Corporate Governance sets out the key responsibilities of the board relating to both roles.

To be effective, the board needs to focus on both value creation and ensure that there is good corporate governance, transparency and accountability. Value creation, good corporate governance, transparency and accountability are not mutually exclusive. For example, in making major acquisitions to help the company grow, directors must also ensure that there is proper due diligence, the interests of the company and all shareholders are protected, and disclosure and shareholder approval rules are complied with.

In this 1-day program, participants will discuss real-life case studies of companies covering topics relating primarily to the conformance role of the board. Participants should ideally have already completed a basic director training program. There will be minimal lecturing by the facilitator and the program will involve primarily discussion and debate among participants. Participants will discuss cases and make decisions like an actual board of directors. The program is offered in-person only for participants to fully benefit from the discussions and interactions.

Cases will involve companies that are facing issues relating to corporate culture; compliance; disclosure of material information; integrity of financial and non-financial information; conflicts of interest and related-party transactions; whistleblowing; investigations; and other challenges. The cases will span a range of companies, including government-linked, family controlled and widely-held companies.

Learning Outcomes

At the end of the program, participants will be able to:

- Ensure good corporate governance, and effective internal controls and risk management (including whistleblowing policies).
- Ensure integrity of financial and non-financial information.
- Disclose material information in compliance with regulatory requirements.
- Mitigate risks of insider trading, including in the context of share buybacks.
- Oversee related-party transactions.
- Oversee ESG risks.

Who Should Attend

- Directors of public listed companies who have completed a basic director training program and would like to be further equipped to carry out their roles and responsibilities more effectively.

Program Outline

Session 1: Introduction and Corporate Governance Failures

- Brief overview of board's performance and conformance roles and key responsibilities under the conformance role
- Common enforcement actions by Malaysian regulators
- Breakout group discussion

Session 2: Disclosure of Material Information and Integrity of Financial and Non-Financial Information

- Breakout group discussion

Session 3: Conflicts of Interest and Related-Party Transactions

- Breakout group discussion

Session 4: Overseeing ESG Risks

- Breakout group discussion
- Key takeaways

Faculty



Professor Mak Yuen Teen teaches at the NUS Business School, National University of Singapore. Professor Mak has served on three of the four corporate governance committees set up by the Singapore authorities to develop and revise the code of corporate governance, including the first committee in 2000 and the most recent committee under the Monetary Authority of Singapore (MAS) which released the 2018 Singapore Code. He currently serves on the Corporate Governance Advisory Committee under MAS aimed at continually raising corporate governance standards for listed companies in Singapore, and is a member of the Remuneration Sub-Committee.

He has produced a guide for Nominating Committees with KPMG, and served on the advisory panel of the Singapore Institute of Directors which produced the Nominating Committee Guidebook. Between 2000 to 2005, he served on the Governing Council of the Singapore Institute of Directors.

Each year, Professor Mak edits a collection of Asia-Pacific and global case studies which are published by CPA Australia and so far, ten volumes, a special financial services edition, and several volumes translated into Chinese and Vietnamese have been produced. In all, he has written or edited well over 200 case studies related to corporate governance.

Professor Mak has also produced numerous reports on corporate governance, often commissioned by the authorities or consulting firms. He developed the first corporate governance rating for Singapore companies called the Governance and Transparency Index and the first Singapore governance rating for REITs and business trusts. He was also the Singapore expert involved in the development of the ASEAN CG Scorecard.

In 2018, he produced the first-ever comprehensive report on remuneration practices of Singapore companies which covered more than 600 companies listed on the Singapore Exchange. He has extensive experience conducting training for directors, regulators and other professionals, including in the Mandatory Accreditation Program (MAP) and Financial Institutions Directors' Education (FIDE) program, and programs relating to nomination and remuneration matters.

Professor Mak is also a regular commentator on corporate governance issues in the Singapore and international media, and regularly posts articles and commentaries on his website Governance for Stakeholders.

REGISTRATION FORM

Keeping The Board Out Of Trouble



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FEE: RM2,500 before SST

Group discount: For every 2 pax who register from same organization, there will be a 40% discount for the second participant i.e. fee will be RM1,500.

Name:

Designation:

Company:

Address:

Contact Tel (Company):

Contact Tel (Mobile):

(mobile no of participant is mandatory to gain access to ASB Mobile App)

Email Address:

(email address of participant and not a representative)

Meal Preference:

Vegetarian

Non-Vegetarian

Name of Secretary:

Contact Tel & Email Address:

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