

Last Updated: 6 May 2024

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# BEYOND BOX-TICKING: ENHANCING EFFECTIVENESS OF NOMINATING COMMITTEES

Faculty  
**Prof. Mak Yuen Teen**



24 April 2024  
9:00am – 5:00pm



RM 2,500  
before SST



## Program Overview

The Nominating Committee is one of the key committees of the board and mandatory under both Bursa Malaysia listing requirements and Bank Negara Malaysia rules for regulated financial institutions. The NC deals with important matters such as board and board committee composition; nomination of directors; succession planning for directors and key management; assessment of director independence; board and director evaluations; and may also have a broader corporate governance mandate.

However, often the NC meets infrequently and adopts a “box-ticking” approach to discharging its responsibilities that falls far short of the expectations of external stakeholders and do not contribute to a well-governed and managed company.

In this 1-day program, participants will be exposed to leading practices relating to the responsibilities of nominating committees. The program will be highly interactive, with extensive use of real-life case studies and realistic scenarios. The cases and scenarios explored will span a range of companies – government-linked, family-controlled and widely-held companies, and both financial and non- financial services companies.

## Learning Outcomes

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

- Determine the appropriate board and board committee structure and composition.
- Apply a formal search and nomination process, including use of board skills matrix.
- Assess the suitability of directors and director independence.
- Manage the situation of an unsuitable director.
- Respond to shareholder requisitions to appoint or remove directors.
- Understand common pitfalls in board culture and dynamics and how to mitigate them.
- Build constructive board-management relationships.
- Plan for succession of directors and key management.
- Undertake effective board and director evaluations.
- Understand emerging issues in Nominating Committees.

## Who Should Attend

- Boards of Directors who sit on Nominating Committees
- Chairpersons of Boards of Directors
- Anyone who might find this program helpful

## Program Outline

### Session 1

- Key responsibilities of the nominating committee
- Board structure and composition
- Search and nomination process for directors

### Session 2

- Assessing suitability of directors and director independence
- Managing the situation of an unsuitable director
- Responding to shareholder requisitions to appoint or remove directors

### Session 3

- Understanding common pitfalls in board culture and dynamics and how to mitigate them  
Building constructive board-management relationships

### Session 4

- Planning for succession for directors and key management
- Undertaking effective board and director evaluations
- Emerging issues for Nominating Committees

## Faculty



**Professor Mak Yuen Teen** teaches at the NUS Business School, National University of Singapore, where he founded Singapore's first corporate governance center in 2003. He 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. Professor Mak 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. He is a member of the Advisory Council of the Vietnam Independent Directors Association and a member of the International Advisory Board of the Hawkamah Institute for Corporate Governance in Dubai.

Professor Mak has been chair, deputy chair and board member of several not-for-profit organizations in Singapore, and currently chairs the nominating committee of a large healthcare charity. He served consecutive six-year terms on two audit advisory committees of UN funds based in New York between 2007 and 2018.

He edited 11 volumes of Asia-Pacific and global case studies published by CPA Australia and a special financial services edition, and in all, he has written or edited nearly 250 case studies related to corporate governance. He will edit a new annual series of case studies on governance and ethics to be published under the newly established Centre for Investor Protection founded by him at the NUS Business School.

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.

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, governance in company groups, and the board's roles in compliance, value creation and sustainability.

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.



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