

Introduction to Corporate Directorship

29 - 30 January 2019
Pullman Kuala Lumpur Bangsar

Organised by



Supported by



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CPD
POINTS

ABOUT INSTITUTE OF CORPORATE DIRECTORS MALAYSIA (ICDM)

Launched on 1 October 2018, the ICDM is a professional institution that caters for all board and directors' needs.

ICDM's mission is to be the institution representing corporate directors of Malaysia, advancing directors' professionalism and be the leading influencer of excellence in governance through:

- Continuous Directors' Professional Development;
- Board effectiveness evaluation and feedback;
- Competency-based sourcing for directors;
- Research and advocacy; and
- Membership support and services.

ABOUT THE PROGRAMME

The “Introduction to Corporate Directorship” is a foundation programme for aspiring, prospective and newly appointed directors. It is the first programme in the Directors’ Continuous Professional Development (DCPD) on improving the standards of governance in public listed companies. It is essential for the directors to understand the principles and elements of good corporate governance, the fiduciary duties and liabilities as expected under the law and what it takes to be effective within today’s business environment.

This programme provides company directors with the latest development on their roles and responsibilities under Companies Act 2016 (CA 2016) and offers a practical insight on the various options and how each option works. This programme will also share an overview of the Malaysian Code on Corporate Governance (MCCG) 2017, focusing on its 3 principles and 36 Practices as well as the rationale and how they impact listed issuers.

LEARNING OUTCOMES



Understand the principles and elements of good Corporate Governance



Explain the role of the Board and its respective components



Understand the duties and liabilities of being a director



Know what it takes to be an effective director



Understand the fiduciary duties of being a director under the CA2016

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Know the expectations of the MCCG 2017 in terms of the twelve intended outcomes



PROGRAMME CONTENT

The 1.5 days programme is divided into six modules as follows:

Day One (Full Day)

Module 1: What is Corporate Governance (CG) and why does it matter?

Participants will learn and explore about CG and discuss as to why there is no one-size-fits-all. They will also explore the five different types of board interaction with management and then be asked to reflect upon the type of board-management relationship at their organisation.

Module 2: Role of the Board

Participants will cover the elements of Board Charters defining the roles and Terms of Reference (TOR) of the Board as a whole, the Chairman of the Board, the Chairs of subcommittees, subcommittees and independent directors and also learn the importance of having the Chair and the CEO as two separate people. The evaluation criteria used to evaluate the effectiveness of Board, the Chairman and CEO will also be covered.

Module 3: Being an effective director (part 1)

Participants will cover duties and liabilities of being a director and the ten personal attributes of being an effective director, drawn up by the Australian Institute of Company Directors (AICD). There will also be a focus on the type of questions directors need to pose to management in order to be effective.

Module 4: Being an effective director (part 2)

Participants will learn about being fiduciaries – the unique demands placed on them by the concept of Fiduciary Duty and its component parts: the duty of care, candour and loyalty as well as the higher standards set for the duty of care in the 21st Century compared to the less demanding duty of care set in 1925.

Day Two (Half Day)

Module 5: Companies Act 2016 (CA 2016)

Participants will learn about the mandated regulatory expectations in the CA 2016 sections 211-222 on the behaviour of directors and the dilemmas that some of these expectations present.

Module 6: Malaysian Code on Corporate Governance 2017 (MCCG 2017)

Participants will learn about the regulatory expectations in the MCCG 2017 with its emphasis on achieving the twelve intended outcomes with guidance in explaining how these outcomes are to be achieved.

PROGRAMME

DAY ONE | TUESDAY, 29 JANUARY 2019

9.00am – 10.30am	Module 1: What is Corporate Governance CG and why does it matter? <ul style="list-style-type: none">• Define CG• Explain why CG matters• Explain why there is no one single way of implementing CG• Decide which of the five types of Board interaction suits them best
10.30am – 11.00am	Networking Break
11.00am – 1.00pm	Module 2: Role of the Board <ul style="list-style-type: none">• Role of the Board• Role of the Chair• Two separate roles for Chair and CEO• Role of the CEO• Role of Board Committees
1.00pm – 2.00pm	Networking Lunch
2.00pm – 3.30pm	Module 3: Being an effective director (Part One) <ul style="list-style-type: none">• Definition of a director• Duties and liabilities of a director• Ten attributes of an effective director• Questions to ask as a director
3.30pm – 4.00pm	Networking Break
4.00pm – 5.00pm	Module 4: Being an effective director (Part Two) <ul style="list-style-type: none">• Fiduciary duty explained• 21st century duty of care• Duty of good faith• Duty of loyalty
5.00pm	End of Day One

DAY TWO | WEDNESDAY, 30 JANUARY 2019

9.00am – 10.30am	Module 5: Companies Act 2016 <ul style="list-style-type: none">• Recognise potential dilemmas they will face as a result of CA 2016 and consider what action to take
10.30am – 11.00am	Networking Break
11.00am – 12.30pm	Module 6: MCCG 2017 <ul style="list-style-type: none">• Explain how the new Code is better than its predecessors• Understand what is expected of the directors
12.30pm	End of Programme

The Organiser reserves the right to alter the content and timing of the programme in the best interest of the event and is not responsible for cancellations due to unforeseen circumstances.

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FACILITATOR

John Zinkin, Managing Director,
Zinkin Ettinger Sdn Bhd

John Zinkin has 47 years' experience in business, of which thirty have been in Asia, holding senior line management and corporate strategy/business development positions in major multinational manufacturing, marketing and consulting companies. Since moving to Malaysia in 2001, John has set up his own independent consulting company specializing in corporate positioning, change management and communication, as well as marketing strategy and training.

He is a member of ICDM's faculty training boards and senior management in corporate governance, ethics and leadership. He was the Managing Director, Corporate Governance of Iclif Leadership and Governance Centre. He was also the CEO of the Securities Industry Development Corporation (SIDC) the training and development arm of the Securities Commission. John was Vice President of the Business Council for Sustainability and Responsibility Malaysia (BCSRM), and is a member of the Global Coaching Partnership based in Sydney. John has written "Rebuilding Trust in Banks" published by John Wiley in 2014, "Challenges in Implementing Corporate Governance: Whose business is it anyway?" published by John Wiley in 2010 and "What CEOs must do to succeed" published by Prentice Hall in 2003, and co-authored "Corporate Governance" published by John Wiley in 2005. He is a regular speaker on corporate governance and trainer of boards in the subject and a regular writer on issues of governance for the Star and was awarded writer of the year award in 2014 by MSWG.

John was Associate Professor of Marketing and Strategy at Nottingham University Business School, Malaysia Campus teaching marketing and strategy in the MBA program and International Management and International Marketing in the M.Sc program on International Business. He has published articles on CSR in international journals and was a Visiting Fellow at the International Centre for Corporate Social Responsibility in Nottingham, UK.

He is currently the Managing Director of Zinkin Ettinger Sdn Bhd for the past 18 years.

PARTICIPANT REGISTRATION FORM

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REGISTRATION TERMS & CONDITIONS

YES, I will be able to attend the above mentioned programme. I understand that seats are very limited and will do my best to notify if there is a change in my schedule. Below are my details:

ATTENDEE ONE

Salutation:

Full Name:

Organisation:

Designation:

Office Number:

Mobile Number:

Email:

ATTENDEE TWO

Salutation:

Full Name:

Organisation:

Designation:

Office Number:

Mobile Number:

Email:

CONTACT PERSON

Full Name:

Designation:

Office Number:

Mobile Number:

Email:

Note: Kindly bring sufficient business card for networking

Authorised Signature

Full Name:

Designation:

Date:

Company Stamp

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REGISTRATION TERMS & CONDITIONS

REGISTRATION FEE

PRICE PER PAX (Please tick (✓) your choice)

<input type="checkbox"/> ICDM Member	RM1,755
<input type="checkbox"/> Non-ICDM Member	RM1,950

• The pricing listed is excluding the SST of 6%

TERMS & CONDITIONS

Attendance Fees

- Fee includes programme materials and refreshments.

Payment

(Kindly email a copy of the transaction details to development@icdm.com.my)

- Upon registration, participant(s) are considered successfully enrolled in the event.
- Payment must be received prior to programme date.
- Full payment of fees is required prior to attending the programme.

Account Name	Institute of Corporate Directors Malaysia (ICDM)
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Bank Name	Maybank Islamic Berhad
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Account Number	564324609320
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Cancellation Policy

- Cancellation notice must be in writing.
- Cancellation fees are applicable if cancellation notice is received:
 - In less than five (5) working days before the event:
50% of the programme fee will be charged.
 - In less than three (3) working days before the event:
100% of the programme fee will be charged.
- Replacement participant is acceptable to avoid cancellation fees and must be informed to the organiser as soon as possible.

Others

When providing ICDM with any personal data, you should comply at all times with the Personal Data Protection Act 2010 (PDPA) and should not in any way cause ICDM to breach any of its obligations under the PDPA Act.

Upon submitting the registration, participant and the sponsored organisation are deemed to have read and accepted the terms and conditions.

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