

Programme:	<b>Board Governance &amp; ESG Oversight for Directors (ICD)</b>
Date:	<b>16 April 2026 - 17 April 2026</b>
Duration:	<b>16/4/26, 09.00am - 05.00pm 17/4/26, 08.30am - 12.00pm</b>
Director level:	<b>All Levels</b>
Programme category:	<b>Corporate Governance</b>
Programme mode:	<b>In-Person</b>
CPD:	<b>12</b>
RCH:	<b>14</b>
Price:	<b>RM 2,080,00 (members) / RM 2,600,00 (Standard) (*excluding SST)</b>
Venue:	<b>ICDM, Penta Training Room</b>
Speaker:	<b>Norhisham Abd Bahrin, Corporate and Mergers &amp; Acquisitions Partner Azmi &amp; Associates</b>

## Programme Description

### Programme Overview

Boards today are operating in an environment of heightened scrutiny, compressed timelines for decision-making, and rapidly expanding expectations around risk, culture, and ESG. For experienced directors, the challenge is no longer understanding what the rules are, but how to exercise sound judgement and stewardship amidst competing pressures such as financial performance, stakeholder expectations, regulatory changes, climate risks, technology disruption, and geopolitical uncertainty.

This one and a half day, in-person programme is designed specifically for sitting Directors and Senior Directors who already have board exposure and want to deepen their practice. The programme goes beyond basic fiduciary

duties to focus on how boards can strengthen oversight of strategy, risk and ESG; interpret regulatory expectations in context; and navigate real-life dilemmas that come to the board table. Emphasis is placed on Malaysian regulatory frameworks and market expectations, while drawing on regional and global trends in governance and sustainability.

Through case-based discussions, peer exchanges and focused “board lab” exercises, participants will examine issues such as board decision-making under uncertainty, the integration of ESG and climate considerations into strategy and risk, oversight of culture and conduct, and the board’s role in driving long-term value creation. Rather than prescribing one-size-fits-all answers, the sessions are designed to sharpen directors’ questions, improve judgement, and strengthen their ability to challenge constructively and lead with integrity.

By the end of the programme, directors will come away with clearer lines of sight on their evolving responsibilities, practical tools for overseeing ESG and non-financial risks, and a personal action agenda to enhance their individual and collective effectiveness at the board table.

### Who Should Attend

- Sitting Directors and Senior Directors of PLCs, GLCs, financial institutions, private and family-owned companies
- Independent and Non-Executive Directors who wish to deepen their oversight of governance, risk and ESG
- Board Committee Members (Audit, Risk, NRC, Sustainability/ESG, Governance) seeking more integrated perspectives
- Nominee Directors representing government-linked investment companies (GLICs), institutional investors or strategic shareholders
- Executive Directors and C-suite leaders who already serve on boards or are transitioning into multi-board portfolios

### Learning outcomes

By the end of this one and a half day programme, participants will be able to:

1. Articulate the evolving mandate of boards in the current Malaysian and global context, including heightened expectations around risk, culture, sustainability and stakeholder engagement.
2. Apply advanced concepts of directors’ duties and liabilities to complex boardroom scenarios, including group structures, cross-directorships, information asymmetry and reliance on management/advisers.
3. Strengthen board oversight of strategy and performance, including how ESG, climate and other non-financial factors are integrated into strategy, risk appetite, KPIs and capital allocation.
4. Evaluate the robustness of risk management and internal control frameworks, and probe management effectively on key risk areas such as digital, cyber, compliance, conduct and reputation.

5. Understand the board's role in ESG and sustainability oversight, including responsibility for governance structures, materiality, target-setting and sustainability reporting, and how these link to long-term value.
6. Interpret key ESG and climate-related expectations (e.g. regulatory requirements, stewardship codes, investor expectations, global standards) and translate them into meaningful board agendas and discussions.
7. Assess and influence board culture and dynamics, including psychological safety, quality of challenge, groupthink risks and the role of the Chair in enabling effective board behaviour.
8. Identify practical steps to enhance board effectiveness, including the use of board evaluations, director development, committee work, and better information flows.
9. Develop a personal and board-level action plan to strengthen governance, risk and ESG oversight in their own organisations.

## Agenda

### Programme Schedule

#### Day 1 — Thursday, 16 April 2026 8.0 Training Hours

Time	Key Coverage	Method
8:30 - 9:00	Registration — Arrival & networking	Arrival & networking
9:00 - 10:30	Evolving board expectations: risk, culture, ESG, stakeholder scrutiny, decision-making under uncertainty	Facilitated briefing + discussion
10:30 - 10:45	Morning break	—
10:45 - 12:30	Advanced application of duties: reliance on management/advisers, information asymmetry, group structures, cross-directorships	Case discussion + guided questions
12:30 - 13:30	Lunch	—
13:30 - 15:00	<ol style="list-style-type: none"><li>1. Linking strategy to ESG/climate, risk appetite, KPIs, capital allocation, long-term value</li><li>2. Probing management: risk governance, internal controls, conduct/compliance, reputation, digital &amp; cyber oversight</li></ol>	Board-level framework + peer exchange  Board Lab exercise (oversight checklist + probing lines)
15:00 - 15:15	Afternoon break	—
15:15 - 17:00	Board dynamics under scrutiny, trade-offs, quality of challenge, and avoiding groupthink	Simulation-style case + debrief

#### Day 2 — Friday, 16 April 2026 3.5 Training Hours

Time	Key Coverage	Method
8:30 - 10:15	ESG governance structures, materiality, target-setting, accountability, board agenda integration	Facilitated briefing + practice prompts
10:15 - 10:30	Morning break	—
10:30 - 11:45	Regulatory expectations, investor/stewardship pressures, global standards (translated into board questions & dashboards)  Board evaluation, director development, committee effectiveness, information flows; personal action plan	Guided clinic + small-group work  Action planning + commitments
12:00	Close - Wrap-up & next steps	Closing

## Trainer Profile



### **NORHISHAM ABD BAHRIN**

#### **ICDM Facilitator**

Corporate and Mergers & Acquisitions Partner Azmi & Associates

Norhisham Abd Bahrin is a corporate and mergers & acquisitions lawyer with over 24 years of experience. He is a partner at Azmi & Associates, a prominent legal firm in Kuala Lumpur.

His practice focuses on mergers & acquisitions, fund investments, corporate governance as well as climate change and sustainability. The IFLR 1000 (2024/2025) ranked him as a 'Notable Practitioner' for Mergers & Acquisitions in Malaysia. He is also the Legal 500 Recommended Lawyer for Mergers & Acquisition in Malaysia for 2025. Additionally, the deal that he worked on recently won the IFN 2024 ESG, Green & SRI Law Firm of Year.

Hisham holds an LLB (Hons) from the International Islamic University Malaysia (IIUM) and an MBA from the Royal Docks School of Business and Law, University of East London, UK. He also holds a Certificate in Business Sustainability Management from the University of Cambridge, UK. Hisham is an HRD-certified trainer and is a facilitator with the Institute of Corporate Directors Malaysia (ICDM) and a frequent speaker on various topics impacting business.

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For further information or enquiries, please reach out to:

Nisa' | +6011 3356 5185  
Latha (HRDC matters) | +6012 612 9541  
or email to [development@icdm.com.my](mailto:development@icdm.com.my)

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Malaysia Level 9, Mercu 2, KL Eco City,  
59200, Kuala Lumpur, Malaysia