



## **MEMBERSHIP & STRATEGY COMMITTEE TERMS OF REFERENCE**

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### **1. ROLES**

- 1.1 The Membership & Strategy Board Committee (“MSC”) shall perform its roles pursuant to Clause 4.0 of the By-Laws of the Institute of the Corporate Directors Malaysia (“ICDM”).

### **2. AUTHORITIES**

- 2.1 The MSC is a board committee constituted by the Board of Directors (“Board”) of ICDM with delegated authority pursuant to Article 80 of the Constitution to carry out the MSC’s roles and functions as set out in these Terms of Reference (“TOR”) and Clause 4.0 of the By-Laws.

- 2.2 The MSC may establish any matter within these TOR to an ad-hoc task sub-committee comprising of a minimum of two (2) MSC’s Members (“Members”) to advise the MSC when making a decision. The ad-hoc sub-committee may seek advice from external parties with relevant expertise as deemed as appropriate, subject to these TOR.

The ad-hoc sub-committee shall be automatically disbanded after completion of its specific tasks.

- 2.3 The MSC, with Board’s approval may delegate any matter within these TOR to the management for operational efficiency and effectiveness, as long as it is within the approved membership policies and procedures.

- 2.4 The MSC engages with ICDM’s members from the respective membership categories through participation in various membership events and activities. The member’s engagement is meant for the MSC to receive feedback from the members, in particular to the membership benefits, privileges and engagement activities. Any matters received or outcome shall be reported to and deliberated at the earliest Board meeting.

- 2.5 The MSC shall exercise its roles and authorities with due care and diligence as well as in the best interest of achieving the strategies and objectives of ICDM.

### **3. COMPOSITION**

3.1 The Board Committee shall not be less than three (3) and not more than five (5) persons appointed by the Board comprising of:

- (a) Chairman of the MSC, which shall be a member of the Board. The Chairman may be elected among the MSC or by the Board; and
- (b) Minimum two (2) ordinary Members which shall be members of the Board.

Appointment of the Chairman and Members shall be up to a period of three (3) years, which may be extended by the Board for an additional period of three (3) years subject to the recommendation by the Nomination & Remuneration Committee.

3.2 The President & Chief Executive Officer (“CEO”) of ICDM shall be the permanent invitee to the meeting. The MSC may also invite Head of Membership Division and/or any other person to be in attendance during the meeting to assist its deliberations. The invitees shall not be taken as a meeting quorum and have no voting power in the meeting.

3.3 The Head of Membership Division or any other employee of ICDM nominated by the CEO and approved by the MSC shall provide administrative support to the MSC.

### **4. SECRETARY**

4.1 A company secretary qualified under the Companies Act 2016 shall be appointed to provide secretarial support to the MSC (“Secretary”). The Secretary shall be appointed by the Board on the recommendation of the CEO. The functions and responsibilities of the Secretary shall be approved by the Board.

4.2 The Secretary shall attend, record the proceedings and decisions at all meetings of the MSC, as well as to take into record any conflict of interest that may exist.

4.3 In the event of his/her absence to any of the meeting, the Secretary may submit a nomination to the Chairman for the following officer of ICDM to act as his/her representative in that meeting:

- (a) Head of Membership; or
- (b) Any other ICDM employee.

## 5. REPRESENTATION AT THE GENERAL MEETING

5.1 The Chairman shall attend ICDM's general meeting and respond to any questions submitted by the ICDM's members relating to the MSC's activities. In the event of his/her absence, the Chairman may nominate any one of the Members to attend and act as his/her representative during that meeting.

## 6. DUTIES AND POWERS

6.1 The MSC shall have the duties and powers on the following matters:

(a) **Membership Policies and Procedures:**

- Reviewing and guiding membership criteria, qualifications, and categories as set out in the Members' By-Laws and making recommendations to the Board.
- Save for the Honorary Fellow category where the MC shall make recommendations to the Board for approval, the MC shall have the power to review the applications for all membership types/classes/categories based on the criteria approved by the Board in the By-Laws, where any application is assessed on an "exceptions-basis" by the MC, any decision made must be approved by the Board.
- Reviewing and guiding complex membership applications outside the Members' By-Laws. This may include establishing a supplementary membership approval guide that is not explicitly covered by the By-Laws.
- Reviewing and approving ICDM members' eligibility framework to be included in the ICDM Directors' Registry, ensuring a sustainable supply of high-quality entrants to the talent pipeline
- Make recommendations to the Board on the Management's Limits of Authority governing membership fee waivers and discounts for programmes/ collaborations/ partnerships; extension of not more than three (3) months to the 6-month grace period after membership expiry.
- Receive report from Management on CPD monitoring on an annual basis.
- Ensuring fair and equitable membership practices.

(b) **Membership Engagement:**

- Providing guidance on relevant events, programmes, and activities to engage members.
- Review feedback from members and guide improvement plans on services and offerings.

(c) **Membership Growth, Outreach and Revenue Stream:**

- Providing guidance on membership-building programmes and recruitment drives, including a review of potential target audiences, fee structure, new revenue streams, membership trends, recognition status, etc.

- Reviewing ICDM's current membership collaborations and making recommendations regarding possible strategic partnerships to boost membership growth
- (d) **Strategic Direction & Value Creation of ICDM's and its Offerings:**
- Reviewing and guiding the overall direction of ICDM and its product/ services offerings, including but not limited to membership, on its alignment to the organisation's strategic objectives, value creation, effectiveness and commercial viability, and to make recommendations to the Board on the long-term development strategies and plans of ICDM.
  - Providing guidance and support to the establishment of the formal framework towards the Directors Certification Pathway, not limited to the programme content and assessments, but to also include strategies to encourage recognition/ acceptance of the certification by both the public and private sectors,
  - Reviewing subscriptions to key product/ service offerings and providing suggestions on potential opportunities to diversify into new products or markets, reaching out to a different set of target audiences and filling development gaps at certain levels of required expertise.

## **7. MEETING PROCEEDINGS**

- 7.1 The quorum for the MSC meetings shall be at least two (2) Members present at that meeting. The meeting may be held via video/voice conference or any other means that enable the Members to participate at the same time.

Such participation shall be counted as a quorum for the meeting and resolution passed by the MSC at such meeting is in accordance with these TOR shall be deemed to be effective as a resolution passed at a meeting in person duly convened and held.

In the event of difficulty in forming a quorum, the Chairman or any Members present at that meeting may propose for postponement to a date not later than seven (7) working days from the date of convening the meeting.

- 7.1 The MSC meetings shall be held not less than four (4) times each year or at such other frequency as the MSC may determine. The Board, MSC's Chairman or at least two (2) Members may requisite a meeting if any of them consider that one is necessary.
- 7.2 The notice and agenda of each meeting shall be prepared by the Secretary with consultation from the Chairman. The notice and agenda of each meeting shall be

issued and circulated by the Secretary to the MSC and any other persons that may be required to attend.

The notice of a meeting shall be served either in a printed copy or electronic transmission at least seven (7) working days prior to the meeting. Meeting papers which accompany any agenda papers shall be circulated in full either in printed set or electronic transmission to the MSC at least three (3) business days prior to the meeting. However, the meeting may be convened with a short notice period being given, provided that it is approved by the MSC.

- 7.3 If the Chairman is not present within 15 minutes after the time for convening the meeting, the Members present during that meeting may choose any one among themselves to chair the meeting provided that a quorum is sufficient to convene the meeting.
- 7.4 Resolutions, proposals and matters tabled for approval at the meeting shall be decided by a simple majority of the Members present during the meeting. The resolution may also be passed via circulation either in the form of paper, email or otherwise, if approved by a simple majority of the Members.

In the case of an equality of votes, the Chairman shall have a second or casting vote.

- 7.5 In the event of conflict of interest, the Chairman and/or any Member shall declare his/her interest on a particular subject matter and shall abstain from participating in deliberation and decision.
- 7.6 Minutes of meetings shall be recorded by the Secretary in sufficient detail as the matters considered by the MSC and decisions reached, including any concerns raised by any Member, or dissenting views expressed.

Full sets of minutes of the meetings shall be under custodian by the Secretary, and such minutes shall be available for inspection at any reasonable time and reason by the Board, MSC, Internal Auditors and External Auditors.

- 7.7 Minutes of each meeting shall be distributed to each Member and the minutes shall be reported by the Chairman to the Board at earliest Board meeting.
- 7.8 The Committee may, from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a resolution in writing, in lieu of formally convening a meeting. A written resolution signed or approved by all of the Members shall be as valid and effectual as if it has been passed by a meeting of the Committee duly convened. Approval of the Committee on the resolution can be

through email and/or other means of electronic communication. Any such resolution may consist of several documents, including facsimile or other means of communications, in like form, each signed by one or more Directors.

## **8. GOVERNANCE AND RESOURCES**

- 8.1 The MSC shall, via the Secretary make available to a new Member a suitable induction process and for the existing Members, ongoing training as discussed and agreed by the MSC.
- 8.2 The MSC shall conduct an annual self-assessment of its activities under these TOR and report any conclusion and recommendation to the Board. As part of the assessment, the MSC shall consider whether to receive adequate and appropriate support in the fulfilment of its roles and functions.
- 8.3 The MSC shall in its decision making, give due regard to any relevant regulatory requirements and associated best practices including risk and reputation implications of its decision.
- 8.4 The MSC shall be provided by the Management with adequate information in a timely manner, in order to enable the MSC to make informed decisions and if deemed appropriate, to engage independent counsel and other professional advisers.

## **9. CONFIDENTIALITY**

- 9.1 All matters discussed during MSC meetings are strictly private and confidential and shall not be released, either during the tenure of the Member or following the end of the appointment, to third parties without the prior written approval from the Board.
- 9.2 The Chairman and Members shall not make any public announcements without prior written approval from the Board.

## **10. AMENDMENT**

- 10.1 The MSC may recommend revising and amending the TOR from time to time to ensure its adequacy and relevancy subject to approval by the Board.