

MANAGEMENT MEMBERSHIP COMMITTEE – TERMS OF REFERENCE

1. ROLES

- 1.1. The Management Membership Committee (“MMC”) shall perform its roles pursuant to Clause 5 of the By-Laws of the Institute of the Corporate Directors Malaysia (“ICDM”).
- 1.2. The MMC is also established to streamline the approval process for new membership applications, ensuring timeliness, efficiency, and scalability while maintaining robust governance and compliance with ICDM Members’ By-Laws.

2. AUTHORITIES

- 2.1. The MMC is a committee authorised via delegation by the Membership & Strategy Committee (“MSC”), and by extension the Board of Directors (“Board”) pursuant to Article 80 of the Constitution (read together with Clause 2.3 of the MSC Terms of Reference) and Clause 5 of the Members’ By-Laws.
- 2.2. The MMC 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, and shall be answerable to the MSC and by extension the Board.

3. COMPOSITION

- 3.1. The MMC shall comprise the following personnel that are reasonably constituted to be part of senior management:-
 - President and Chief Executive Officer (“CEO”);
 - Executive Vice President or Chief Growth Officer or any other personnel that can be reasonably construed as “C-Suite” (“C-Suite Personnel”);
 - Any Head(s) of Division(s) (not from the Membership Division or the Human Resources and Administration Division) that holds the designation of Vice President or higher.
- 3.2. For avoidance of doubt, the composition of the MMC can exceed three (3) members.
- 3.3. The Chairman shall, subject to Clause 6.1 below, be the CEO.
- 3.4. The MMC may also invite any other persons to attend the meeting to assist in its deliberations.
- 3.5. Any other employee of ICDM nominated by the CEO and approved by the MMC shall provide administrative support to the MMC.

4. **SECRETARY**

- 4.1. Any personnel from the Membership Division shall provide secretarial support to the MMC. ("Secretary").
- 4.2. The Secretary or any other employee of ICDM nominated by the CEO shall attend, record the proceedings and decisions at all meetings of MMC, as well as to take into record any conflict of interest that may exist.

5. **DUTIES AND POWERS**

- 5.1. The MMC shall have duties and powers on the following matters:-
 - (a) Validating the criteria for Membership admission pursuant to the Members' By-Laws and any other documents that form part of ICDM's Standard-Operating-Procedure (SOP);
 - (b) Validating the due diligence checks in conjunction with the Membership Applications;
 - (c) Approving and admitting all applicants that have cleared the processes set out above to the satisfaction of the MMC; and
 - (d) Provide conditional approval to partially cleared applicants in sub-paragraph (c) above, in the interest of time to attend time-sensitive programmes/events.
- 5.2. Without limiting the generality of Clause 5.1 above, all odd or complex applications shall be escalated to the MSC for deliberation and approval. For avoidance of doubt, odd or complex cases refer to membership applicants who do not fully meet the standard admission criteria but present unique or exceptional circumstances that may warrant special consideration.
- 5.3. The MMC shall, without limiting the generality of the Members' By-Laws, these Terms of Reference and the Terms of Reference of any other Board Committee of ICDM, be empowered to revoke any member (that has been admitted on a conditional basis), in the event where anomalies are found during the due-diligence process of said member.

6. **MEETING PROCEEDINGS**

- 6.1. The quorum for the MMC meetings shall be at least two (2) Members present at that meeting which shall consist of the CEO and failing the CEO, any one of the C-Suite Personnel (that has been designated by the CEO to attend in his/her stead expressly in writing) shall form part of the said quorum. 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 MMC at such meeting is in accordance with these Terms of Reference 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.

- 6.2. The MMC meetings shall be held at least on a bi-weekly basis (i.e. every fortnight) or at such other frequency as the MMC may determine.
- 6.3. Any matter requiring approval by the MMC shall be decided by a simple majority of the Members present during the meeting and in the case of an equality of votes, the Chairman shall not be entitled to a second or casting vote as such matter would be escalated to the MSC for decision. The resolution may also be passed via circulation either in the form of paper, email or otherwise, if approved unanimously by the Members.
- 6.4. 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.
- 6.5. Minutes of meetings shall be recorded by the Secretary in sufficient detail as the matters considered by the MMC and decisions reached, including any concerns raised by any Member, or dissenting views expressed, and shall be tabled to the MSC thereafter.
- 6.6. The MMC shall be notified of all material decisions made therein.

7. **CONFIDENTIALITY**

- 7.1. All matters discussed during MMC 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.
- 7.2. The Chairman and Members shall not make any public announcements without prior written approval from the Board.

8. **AMENDMENT**

- 8.1. The MMC may recommend revising and amending the TOR from time to time to ensure its adequacy and relevancy subject to approval by the MSC (and thereafter the Board).