

Getting Your Board  
Ready for the Future:

# The Evolving Role of a Company Secretary

**Register Now!**  
Seats are Limited

**Wee Hock Kee**  
ICDM Faculty & Fellow  
Malaysia

**4**  
CPD  
POINTS

**Wednesday, 15 January 2020**

9.00am – 1.00pm

ICDM Training Room, Level 9, Mercuru 2, KL Eco City

Board Evaluations are an integral part of a board's governance structure and the board must take ownership and control of these evaluations. The Malaysian Code on Corporate Governance (MCCG) states that all boards should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees, and each individual director and that the board should disclose how the assessment was carried out and its outcome. For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

A board evaluation that is periodically facilitated by a professional, experienced and independent party will lend greater objectivity to the assessment by providing an unbiased perspective on a director's performance and his ability to contribute effectively to the board. An independent board evaluation which is conducted every 2 to 3 years can be supported by online board assessment tools annually.

## **ABOUT INSTITUTE OF CORPORATE DIRECTORS MALAYSIA (ICDM)**

ICDM is a professional institution dedicated to enhancing the professionalism and effectiveness of corporate directors in Malaysia. As the one-stop centre that caters for all board and director needs, ICDM's goal is to promote good governance amongst boards of companies by:

- Developing professional competence of directors
- Building a pipeline of capable directors
- Promoting research and development on the law and practice of corporate governance
- Representing directors' interests by lobbying and advocating on issues affecting directors
- Providing a platform for networking and directorship opportunities through membership

## ABOUT THE PROGRAMME

**Corporate governance has become a topic of broad interest. As global businesses are plagued with scandals, corporate failures and ethical misconducts, the debate over the roles of company boards intensifies. Not surprisingly, there is now a renewed focus on corporate governance – better structures, calls for greater independence of directors, more rigorous oversight, to name a few.**

As a result, a large amount of time is spent on scanning historical activities instead of focusing on strategic and future prospects of the company. With rapid technological, social and environmental change, are directors equipped with the right skillsets and mindset to navigate the unexpected?

Board evaluation is a forward-looking exercise, besides driving improved leadership, better performance and boosting investors' confidence in the company.

Company Secretaries play a crucial role in the initiation of meaningful and effective board evaluations. In their central role, they need to drive the process with the Nomination and Remuneration Committee Chair and/or the Board Chair and facilitate the execution of the entire process - from inception to the delivery of the final report to ensure sustainable effectiveness and performance of boards. They can further contribute towards the board-chair relationship, board processes, and dynamics and be seen as a valued advisor in the corporate governance structure and framework of the company. When successfully administered, an evaluation can help steer boards towards enhancing their organisations' capacity.

Having an impactful assessment consists of more than just a 'box-ticking' exercise and requires an in depth analysis of the different board relations within a board, identifying oversight matters and aligning them into line of sight of the board, identifying and mitigating disruption that the board would face while empowering boards to be agile and innovative in a continuously evolving environment. The analysis must also, draw out the issues faced by the board so that remedial action can be taken and this is only achieved through meaningful, candid and confidential one-on-one interviews.

So how are today's leading boards evolving their evaluation to enhance the effectiveness of boards and how are the companies communicating to stakeholders about their board evaluation process? The disclosure of the board evaluation practices and outcomes are equally as crucial. Last year's Corporate Governance Monitor 2019 by the Securities Commission Malaysia highlighted that the explanations provided by companies on the adoption of the board evaluation practice lacked details, particularly in relation to the outcomes of the board effectiveness evaluation, discussion on key strengths and weaknesses, and measures that were taken to address them.

*Join Wee as he shares his experience on what a meaningful board evaluation will look like and the importance for Company Secretaries to familiarise themselves with the various evaluation methodologies and approaches used in order to achieve a desired outcome. Learn how you can utilise the findings to add value to the board process and provide a practical roadmap for the company's long term success.*

## LEARNING OUTCOMES



Define what is an effective Board Evaluation



Identify the benefits that you can gain from a meaningful Board Evaluation



Learn about the best practices for evaluation disclosures

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## ABOUT THE SPEAKER

Wee Hock Kee (Wee) consults on matters relating to corporate governance, risk management and internal control for PLCs. He was the past President of IIA Malaysia and Asian Confederation of Institute of Internal Auditors, former board member of IIA Global, member of ACCA Malaysia's Advisory and past Chairman of the Internal Audit Working Group of MIA. Wee has also worked in a number of multinational companies as Chief Audit Executive. The last position that Wee held was with AstraZeneca (UK) as the Regional Audit Director of Asia Pacific, Middle East and Africa. Among his other notable achievements, Wee had won the prestigious Malaysian Internal Auditor of the Year Award for 2001.

As a seasoned speaker, he has facilitated, spoken for and chaired numerous international, regional and national conferences organised by professional bodies throughout the span of his career in internal audit including the 2011 IIA International Conference in KL.

Apart from facilitating ICDM courses, he is also one of ICDM's key facilitators for board and directors evaluations, bringing with him extensive experience in conducting board evaluations for major companies' with market capitalisation ranging from RM500 million to RM30 billion, covering a wide range of industries including insurance, plantation, manufacturing and shipping. He was previously engaged by BURSA from 2013 to 2016 to conduct awareness and education for Governance, Risk and Compliance (GRC), Audit Committee (AC) and board members on risk management and internal control assurance framework and was involved in the NIEW women directors' training programme from 2013 to 2014. He was a Research Fellow in HELP University ELM Faculty.

Wee has also sat on a number of public listed companies. In his capacity as a board member of these PLCs, he chaired the Audit and Risk Management Board Committee as well. Currently, he sits as a board member of MIMOS Berhad and the Chair for its Audit and Risk Committee.

*"When your board considers only an internal assessment with no third pair of eyes, alarm bells should ring. Thinking about external board evaluation is not just about identifying options to an existing situation but about constantly imagining and innovating ideas to raise the board performance bar. By making this mindset part of your board leadership team's culture, you automatically start to come up with a higher number and wider range of best practices."*

## PROGRAMME

Wednesday, 15 January 2020

ICDM Training Room, Level 9, Mercu 2, KL Eco City

8.30am	Registration
9.00am	<b>What Does an Effective Board Evaluation Look Like</b>
10.30am	Networking Break
11.00am	<b>The Company Secretary's Role in an Effective Board Evaluation</b>
12.30pm	Q&A Session
1.00pm	End of Event

ICDM reserves the right to amend the programme in the best interest of the event and will not be responsible for cancellations due to unforeseen circumstances.



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or contact Jonathan Lesslar or Zefry  
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# PARTICIPANT REGISTRATION FORM

## GETTING YOUR BOARD READY FOR THE FUTURE: THE EVOLVING ROLE OF A COMPANY SECRETARY

Wednesday, 15 January 2020 | ICDM Training Room, Level 9, Mercu 2, KL Eco City

### REGISTRATION TERMS & CONDITIONS

#### REGISTRATION FEE

PRICE PER PAX (Please tick (✓) where applicable)

<input type="checkbox"/> ICDM Member	RM135 (This programme fee is exclusive of 6% SST)	<a href="#">REGISTER NOW</a>
<input type="checkbox"/> Standard	RM150 (This programme fee is exclusive of 6% SST)	<a href="#">REGISTER NOW</a>

#### TERMS & CONDITIONS

##### Attendance Fees

- Fees include programme materials and refreshments.

##### Payment

- Registration(s) is confirmed only upon receiving full payment.
- Full payment must be made no later than 10 days prior to the programme date to:

**Account Name** Institute of Corporate Directors Malaysia (ICDM)

**Bank Name** Maybank Islamic Berhad

**Account Number** 564324609320

##### Cancellation Policy

- Cancellation notice must be made in writing.
- The following cancellation charges apply:
  - Less than ten (10) working days before the event: 50% of the programme fee will be charged.
  - Less than five (5) working days before the event: 100% of the programme fee will be charged.
- Replacement of participant is acceptable to avoid incurring cancellation fees. Notification and details of the replacement of participant shall be given to the organiser no later than seven (7) days before the event.

##### Others

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

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

For "Pay Later" option, please email the payment advice to [development@icdm.com.my](mailto:development@icdm.com.my) once you have made the payment. For further inquiries, kindly contact Jonathan or Zefry at +603 2202 2022 ext 123 or ext 122 respectively.