

Introduction to Corporate Directorship



18 - 19 June 2019
The Majestic Hotel, Kuala Lumpur



12
CPD
POINTS

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

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.

The programme is intended to provide invaluable education and practical insights on effective board structures and important perspectives on their decision-making and oversight role. On the regulatory front, participants will learn about the latest development on their roles and responsibilities under the Companies Act 2016 (CA 2016) and have an overview of the Malaysian Code on Corporate Governance (MCCG) and the Corporate Governance Monitor 2019, with focus 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 in terms of the twelve intended outcomes

PROGRAMME CONTENT

The 1.5-day programme is divided into six modules as follows:

Module 1: What is Corporate Governance?

This module seeks to introduce participants to the concept and different approaches to corporate governance. It will highlight the value creation as well as destruction of good and bad governance before proceeding to provide participants with an overview of the salient legal aspects of directorship as set out in the Companies Act 2016.

Module 2: Role of the Board – Panel Discussion

This module draws on the experience and expertise of senior practitioners to share their insights or ‘war stories’ as well as practical measures to be taken and/or implemented as a member of the board as the company confronts the various and constantly changing circumstances in its business segment. The panelists will also share their views on a range of issues from the roles of the Chairman and the CEO as well as on board committees and boardroom dynamics.

Module 3: Directors and the Companies Act 2016

This module addresses two important and related issues that are raised in the context of company law, namely, the extent to which directors can delegate their responsibilities and the extent to which they may place reliance upon third parties. This is especially significant following the enactment of the Companies Act that codified both the duty as well as the standard of care expected of directors.

- Definition of a ‘director’
- Powers and responsibilities of directors
- Statutory duty and standard of care
- Reliance and delegation
- Business Judgment Rule

Module 4: Bringing It All Together – An Open Discussion

This module allows participants to effectively test and practice the various principles that were highlighted throughout the day through hypothetical case studies. This ‘hands on’ approach requires each group to present the issues; their findings and recommendations of their cases, which will then be subject to open discussion by all participants.

Module 5: Companies Act 2016 (CA 2016)

Participants will learn about the separation of powers between shareholders and directors and how the latter are appointed to corporate boards. The interaction between rights of shareholders and the office of directors will also be discussed to lead into the MCCG. Participants will learn about the mandated regulatory expectations in the CA 2016 sections 192-209.

Module 6: Malaysian Code on Corporate Governance (MCCG) & Corporate Governance (CG) Monitor 2019

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. They will also discuss the findings and observations of the CG Monitor 2019 on the adoption of MCCG best practices.

PROGRAMME

DAY ONE | TUESDAY, 18 JUNE 2019

Facilitator: Low Chee Keong

8.30am - 9.00am	Registration
9.00am - 10.30am	Module 1: What is Corporate Governance?
10.30am- 11.00am	Networking Break
11.00am - 12.30pm	Module 2: Role of the Board – Panel Discussion
12.30pm - 1.30pm	Networking Lunch
1.30pm - 3.00pm	Module 3: Directors and the Companies Act 2016
3.00pm - 3.30pm	Networking Break
3.30pm - 5.00pm	Module 4: Bringing It All Together – An Open Discussion
5.00pm	End of Day One

DAY TWO | WEDNESDAY, 19 JUNE 2019

Facilitator: Ravin Gill

9.00am - 10.30am	Module 5: Companies Act 2016
10.30am- 11.00am	Networking Break
11.00am - 1.00pm	Module 6: MCCG & CG Monitor 2019
1.00pm	End of Programme, Followed by Lunch

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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DAY ONE FACILITATOR

LOW CHEE KEONG

B.Ec, LL.B (Monash) & LL.M (HKU)
Associate Professor in Corporate Law
The Chinese University of Hong Kong Business School

Chee Keong LOW ('CK') is an Associate Professor in Corporate Law at The Chinese University of Hong Kong Business School with research interests in issues pertaining to corporate governance and the regulatory framework of capital markets. His research which has been published internationally is supported by grants from the Companies Registry and the Sino Group.

An Advocate and Solicitor of the High Court of Malaya, CK is a member of the Process Review Panel of the Financial Reporting Council as well as of the Standing Committee on Company Law Reform in Hong Kong. He was previously a member of the Listing Committee of The Stock Exchange of Hong Kong from May 2006 to July 2010; the Financial Reporting Review Panel from July 2007 to July 2013; the Securities and Futures Appeals Tribunal from April 2011 to March 2017, and served as a Director of the Asian Institute of Finance in Malaysia for three years through April 2012.

CK was elected to serve as a Council member of the Hong Kong Institute of Chartered Secretaries from 1 January 2019 and a selection of his papers is available at www.ssrn.com/author=332882.

DAY TWO FACILITATOR

RAVIN GILL

Senior Policy Advisor/Public Speaker on
Companies Act/AML CFT

Ravin Gill is currently a Senior Policy Advisor who looks into the formulation and development of new policies and law reforms related to companies/businesses in Malaysia. She is also a Trainer/Public Speaker who specialises in identifying the training and development needs of companies and is involved in developing and delivering training modules related to Company Law, as well as conduct related research projects. Currently, she is one of the prominent speakers in Peninsular Malaysia and regionally who has delivered numerous trainings and awareness programmes on Anti-Money Laundering and Anti-Terrorism Financing Act (AMLA) and the New Companies Act 2016 in many aspects, in particularly relating to the impact of the New Act on company operations and the fiduciary duties of its Board of Directors. In public service, she has held various roles, amongst them, as a Senior Investigating Officer investigating serious financial fraud and breaches of corporate governance and corporate hijacking cases involving officers within a company. Prior to this, she has had experience heading a dedicated Anti-Money Laundering / Counter Financing of Terrorism unit in the Legal Department. Ravin has also been actively involved in numerous projects on counter financing of terrorism organised by the United Nations Terrorism Executive Directorate. In 2013, she represented Malaysia for the Expert Group Meeting to counter terrorism financing relating to NPO sector in New York organised by the United Nations.

Ravin graduated with a Bachelor of Law (Hons) from the University of London. She has practiced as an Advocate & Solicitor with more than 10 years experience as a litigator and corporate lawyer. She is a renowned Trainer who specialises on topics such as fiduciary duties of directors, corporate governance, fraud and corporate hijacking offences, as well as the roles and responsibilities of Reporting Institutions in Combating Money Laundering and Financing of Terrorism. She is also a registered trainer with the Pembangunan Sumber Manusia Berhad and a Certified Trainer for the Certificate IV in Training and Assessment by the Australian Government.

PARTICIPANT REGISTRATION FORM

ICDM | INTRODUCTION TO CORPORATE DIRECTORSHIP
Tuesday & Wednesday, 18 - 19 June 2019 | The Majestic Hotel, Kuala Lumpur

REGISTRATION TERMS & CONDITIONS

YES, I understand that seats are very limited and will do my best to provide immediate notification if there is a change in the details below:

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

Organisation/Company:

Billing Address:

IF DIFFERENT FROM ABOVE

Full Name:

Designation:

Office Number:

Mobile Number:

Email:

Note: Kindly bring sufficient business cards for networking

Authorised Signatory

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

*SST of 6% will apply

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.

Please email the completed form and payment advice to development@icdm.com.my. You may complete the registration online via ICDM's Portal if you already have an account. Alternatively, you may create an account [here](#) or from ICDM's website. For further inquiries, kindly contact Jonathan or Zefry at 03-2276 3440.

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