

機構董事工作坊 BOARD MEMBERS' INDUCTION PROGRAMME

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AGENDA

INTRODUCTION

DIRECTORS' DUTIES

CORPORATE GOVERNANCE

ACCOUNTABILITY AND COMPLIANCE

BOARD OVERSIGHT ON SENSITIVE ISSUES

QUESTIONS & ANSWERS

ACCOUNTABILITY OF NGO BOARDS

董事會與機構問責

- **A GUIDE ON DIRECTORS' DUTIES**

董事職責的一般原則

- TO ACT IN GOOD FAITH FOR THE BENEFIT OF THE ORGANIZATION AS A WHOLE
- TO USE POWERS FOR A PROPER PURPOSE FOR THE BENEFIT OF THE ORGANIZATION
- NOT TO DELEGATE POWERS EXCEPT WITH PROPER AUTHORIZATION AND DUTY TO EXERCISE INDEPENDENT JUDGEMENT
- TO EXERCISE CARE, SKILL AND DILIGENCE
- TO AVOID CONFLICTS BETWEEN PERSONAL INTERESTS AND INTERESTS OF THE ORGANIZATION
- NOT TO ENTER INTO TRANSACTIONS IN WHICH THE DIRECTORS HAVE AN INTEREST EXCEPT IN COMPLIANCE WITH THE REQUIREMENTS OF THE LAW


- NOT TO GAIN ADVANTAGE FROM USE OF POSITION AS A DIRECTOR
- NOT TO MAKE UNAUTHORIZED USE OF THE ORGANIZATION'S PROPERTY OR INFORMATION
- NOT TO ACCEPT PERSONAL BENEFIT FROM THIRD PARTIES CONFERRED BECAUSE OF POSITION AS A DIRECTOR
- TO OBSERVE THE ORGANIZATION'S CONSTITUTION AND RESOLUTIONS
- TO KEEP ACCOUNTING RECORDS

CORPORATE GOVERNANCE

- THE MECHANISMS, PROCESSES AND RELATIONS BY WHICH ORGANIZATIONS ARE CONTROLLED AND DIRECTED
- DISTRIBUTIONS OF RIGHTS AND RESPONSIBILITIES AMONG DIFFERENT PARTICIPANTS
- RULES AND PROCEDURES
- PROCESSES THROUGH WHICH ORGANIZATIONAL OBJECTIVES ARE SET
- MONITORING THE ACTIONS, POLICIES AND DECISIONS OF STAFF AND THEIR AGENTS



Accountability & Compliance

- ▶ What is accountability? 問責
 - ▶ "required to explain and justify action (or non action), i.e. if you are going to claim credit for things going well on your watch, you obviously need to accept blame when things are not going well"
 - ▶ "bean counting" - proper use of money and other resources
 - ▶ Responsibility over the whole range of powers and functions e.g. policy, administration, delivery of services
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LEVELS OF COMPLIANCE

- LAW -- CODES -- INTERNAL RULES & PROCEDURES
- 法例 - 行為準則 - 內部指引
- KNOWING THE RULES AND PLAYING BY THEM ARE PRE-REQUISITES TO A COMPLIANCE CULTURE

CHECK YOUR CODES AND GUIDELINES

- ARE THEY USED?
- ARE THEY CURRENT, SUFFICIENT AND UNDERSTOOD?
- ARE THEY WELL-REASONED, DOCUMENTED AND PUBLISHED?
- DO THEY COVER ALL MAJOR STAKEHOLDERS. INTERESTS?
- ARE THEY BACKED UP BY STIPULATED EXEMPTION AND ENFORCEMENT?
- ARE THEY AUDITED?
- ARE THEY BENCH-MARKED?

BOARD OVERSIGHT ON SENSITIVE ISSUES

- OUTSIDE WORK
- CONFIDENTIALITY
- RECRUITMENT
- SELECTION/APPOINTMENT OF SERVICE PROVIDERS
- SPECIAL EXPENDITURE
- SENSITIVE EXPENDITURE

- **OUTSIDE WORK**

- **SEEK PERMISSION ; PAID OR UNPAID**
- **AVOID PERCEIVED, POTENTIAL AND ACTUAL CONFLICT OF INTEREST**
- **SHOULD NOT BE ENCOURAGED UNLESS IT IS COMPLEMENTARY TO THE OBJECTIVE OF THE ORGANIZATION
E.G. PROFESSIONAL BODIES**
- **REMUNERATION**

CONFIDENTIALITY

- SENSITIVE INFORMATION E.G. CLIENTS' DETAILS, STAFF APPRAISALS
- ADEQUACY OF DISCLOSURE
- TRANSPARENCY REQUIREMENTS
- WHISTLEBLOWER 檢舉揭發舞弊內情的人

RECRUITMENT

- OPEN
- TRANSPARENT
- FAIR
- WELL DOCUMENTED
- CLEAR DELINEATION OF RESPONSIBILITIES AND AUTHORITIES

COMPLY OR EXPLAIN

- SUNSHINE TEST
- COMMON SENSE
- PREVENTION IS ALWAYS BETTER THAN CURE
- APPLY CODES AND GUIDELINES SENSIBLY

SELECTION/ APPOINTMENT OF SERVICE PROVIDER

- GUIDELINES ON PROCUREMENT
- OPEN TENDERING
- RESTRICTED TENDERING
- CONTRACTS SELECTION CRITERIA
- CONFLICTS OF INTEREST

SPECIAL EXPENDITURE

- FRINGE BENEFITS E.G. PRIVATE CLUB MEMBERSHIP
- STAFF EVENTS/PARTIES
- TRAINING EXPENSES
- MISCELLANEOUS E.G. PURCHASE OF GIVE AWAY ITEMS, SOUVENIRS, FUNG SHUI

SENSITIVE EXPENDITURE 敏感的支出

WHERE SOME PERSONAL GAINS ARE PERCEIVED :
MODERATE & CONSERVATIVE 適度和保守

- OFFICIAL ENTERTAINMENT:
- BUDGET GUIDELINES
- SPLITTING OF BILLS
- IN SITU CONSUMPTION OF FOOD AND DRINKS ONLY
- NUMBER OF GUESTS VS HOSTS

- OVERSEAS DUTY/BUSINESS TRAVEL
- HOTEL/ ACCOMMODATION EXPENSES
- MODE AND CLASS OF TRANSPORT
- SUBSISTENCE ALLOWANCE
- EXTENSION OF STAY
- COMBINING BUSINESS WITH PLEASURE/SIGHT SEEING TRIPS
- ACCUMULATION OF MILEAGE POINTS

DO REMEMBER:

You can delegate your work
but not your responsibilities

Thank you