

# ***The Role of the Company Secretary in Stakeholder Engagement and ESG***

## **AGENDA**

**15<sup>th</sup> February 2022**

**10:00 am – 1:00 pm (Dubai Time)**

The vital importance of the Company Secretary in ensuring the Board works effectively is often underestimated.

A Board is a highly complex organism and there are many factors at play which influence how well a Board works, how much does the Board create long term value, and the extent to which the Board is able to rely on the Company Secretary to discharge its duties and responsibilities.

Fueled by the growing impact investing movement and amplified by stakeholder and investors demands in the midst of an ongoing pandemic, pressure is coming from all sides for boards to step up on performance governance. The formulation of performance as opposed to conformance governance would motivate boards to gain increased line of sight over stakeholder engagement. The pandemic has highlighted the interdependence between businesses and their stakeholders as well as the benefits to be gained from treating stakeholders well.

At the same time, there is a massive and accelerated push towards boards committing their governance oversight towards areas of Environmental, Social & Governance (ESG) in investment decisions and choosing to invest sustainably as a way of mitigating investment risk and future proofing investments.

In both stakeholder engagement and value governance through ESG considerations, the Company Secretary has a role to play. In addition to ensuring regulatory compliance, reporting obligations and regular Board support work, the Company Secretary must now pivot to a role that seeks to support and assist the Board in increasing the value of stewardship in stakeholder and ESG governance oversight.

The course comprises two parts, involving a presentation by the trainer, combined with interesting case studies of bad and good examples of the subject matter, a moderated panel involving a [BlackRock] representative and interspersed with healthy and constructive Q & A.

## Course Outline

### Part 1

<b>(A) Stakeholder engagement is a question of purpose</b>	<ul style="list-style-type: none"> <li>* What is the Purpose of Stakeholder Engagement?</li> <li>* How does a Board arrive at a Purpose Statement</li> <li>* Why should companies be concerned with the Purpose</li> <li>* Purpose vs Mission vs Vision Statements</li> </ul>
<b>(B) Investors' Shift in decision making</b>	<ul style="list-style-type: none"> <li>* Alignment and integrating ESG issues into overall investment decisions</li> <li>* Views of institutional investors on major matters at shareholder meetings</li> </ul>
<b>(C) Role of the Company Secretary in Stakeholder Engagement</b>	<ul style="list-style-type: none"> <li>* Shareholder engagement: IR or Company Secretary-whose role is it?</li> <li>* Identification</li> <li>* Prioritisation</li> <li>* Creating Engagement Plans</li> <li>* Executing Engagement Plans</li> </ul>

### Part 2

<b>(D) Role of the Company Secretary as a Strategic Advisor</b>	<ul style="list-style-type: none"> <li>* Definition of ESG as relates to the Board's governance oversight</li> <li>* Connectivity with the Company Strategy and Value Creation</li> <li>* Institutional investors new demands on ESG disclosures</li> <li>* Enhanced Climate Related Disclosures and Standards</li> </ul>
<b>(E) Company Secretary's Execution Plan</b>	<ul style="list-style-type: none"> <li>* Board Governance Process</li> <li>* Roles &amp; Responsibilities of the Board and Committees</li> <li>* Terms of Reference</li> <li>* Board Policy on ESG Governance; Policy on Diversity &amp; Inclusion</li> <li>* Board Competency &amp; Composition Matrix</li> <li>* Governance Policies at Company level-Anti Bribery; Privacy; Modern Slavery; Diversity; Code of Conduct; Anti Competition</li> <li>* Board Evaluation Process</li> </ul>
<b>(F) Collaboration with the Chief Sustainability Officer</b>	<ul style="list-style-type: none"> <li>* Role of the CSO</li> <li>* Overlap between the roles</li> <li>* Partnership \ Collaboration\Integration-Materiality Assessment, Goals setting</li> <li>* Sustainability Reporting-division of work, coordination on reporting tasks</li> </ul>

## Panel Discussion:

A panel discussion moderated by the trainer will take place at the end of *Part I* of the course, for participants to hear the views of a major institutional fund manager. A representative from [BlackRock] will be invited to share his views on various topics which include:

- Successful stakeholder engagement
- Alignment of Values
- Creating Impact through engagement and disclosures
- Communications with the company: IR & Company Secretary

This will be followed a Question & Answer session for participants to ask questions on any aspect of the scope of stakeholder engagement.