

The Role of the Company Secretary in Stakeholder Engagement and ESG

AGENDA

30th March 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.

❖ **Who Should Attend:**

- Company Secretaries
- General Counsel
- Chief Legal Officers
- Head of Risk Management
- Head of Sustainability/ESG
- Chief Sustainability Officers
- Chief Administrative Officers
- Legal Counsel
- Paralegal Executives
- External Counsel
- Corporate Secretarial Executives
- Corporate Services Providers

Course Outline

Part 1

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

Part 2

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

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.

Trainer Bio:



MS LINDA HOON

**Chief Legal Officer and Group Company Secretary
Singapore Post Limited**

Ms Hoon joined SingPost in August 2018 as Chief Legal Officer & Group Company Secretary to lead the Legal, Compliance, and Company Secretarial functions reporting to the Group CEO. In this role, Ms Hoon leads a team of professionals at the Group corporate office, to handle the legal advisory and compliance governance across the Group. Her responsibilities include corporate governance and Board practices, managing regulatory relationships and compliance and risk governance.

Ms Hoon has over three decades of C-Suite leadership experience as General Counsel, regulatory compliance, risk management and company secretary, mostly in-house with major regional listed companies. Her experience extends across various sectors including financial services, healthcare, engineering services and leisure and hospitality. In her current and previous roles, Ms Hoon has been involved in complex M & As, corporate restructuring and insolvencies, organizational transformation and regulatory/shareholder engagements.

Ms Hoon is currently a Board member of Singapore Obstetrics & Gynecology Limited (listed on SGX) and serves as the Chairman of the Nominating Committee and Member of the Audit and Remuneration Committees.

Ms Hoon is an alumnus of National University of Singapore Faculty of Law having obtained her Bachelor of Laws (Second Upper Honours) in 1986 and Masters of Law in 1992. She was admitted as an Advocate & Solicitor of the Supreme Court in Singapore in 1987. Ms Hoon has also completed her Masters of Science in Management of Healthcare Industries with Essec Business School (Asia Pacific) in 2018.

Ms Hoon is currently a member of the Singapore Institute of Directors, Institute of Corporate Directors (Malaysia) and a Management Committee Member of Securities Investors Association of Singapore.



Vineet Chhibber, Director, is a member of BlackRock's Investment Stewardship (BIS) team, based in London. He is responsible for engaging with portfolio companies in a number of markets within EMEA on behalf of BlackRock's clients globally, with a particular focus on the Materials and Industrials sectors. The BIS team actively works with BlackRock's portfolio companies to address economic risks that arise from environmental, social and corporate governance (ESG) issues, and co-ordinates the integration of corporate governance and responsible investment considerations into the investment process.

Prior to joining BlackRock in May 2021, Vineet spent 15 years working in investment stewardship in active management houses including J.P. Morgan Asset Management and Pictet Asset Management. From 2003 to 2006, Vineet worked at Institutional Shareholder Services in London where he was responsible for producing corporate governance reports and voting recommendations on UK listed companies.

Vineet holds a Masters degree in Corporate Finance & Strategy from the University of Nottingham and a Bachelors degree in Accounting & Finance from the University of Kent.