



Good Governance Guide: No. 6.2

Category: Chairman & CEO

Subject: Key Roles of the Chairman of the Board

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Decisions of the Board of Directors ("Board") are made collectively during Board meetings. In order to ensure that meetings are properly facilitated, and the Board properly led, the Board will normally elect among themselves a Chairman of the Board ("the Chairman"). The Chairman plays a crucial and pivotal leadership role in ensuring that the Board works effectively.

The Key Roles of the Chairman are:-

- Effectively leading the Board as a whole during Board Meetings.
- Ensuring that the whole Board plays a constructive part in developing and determining the company's strategy and overall business objectives;
- Setting the agenda for Board meetings, giving emphasis on important and strategic issues facing the company, rather than routine issues;
- Ensuring that clear and timely information in relation to the company is given to the Board;
- Ensuring that the advice of the Company Secretary, where appropriate, is carefully considered;
- Ensuring that the Chief Executive Officer effectively implements the strategies and action approved by the Board.
- Ensuring the effective communication between the company, the shareholders, executive management and other stakeholders;
- Taking a concerned view of the developmental needs of each member of the Board, from the induction programmes for newly appointed directors, to the continuous education and training requirements of all board members;
- Ensuring that the Board, its principal committees (Audit, Remuneration and Nomination Committee) and individual directors are evaluated at least once a year.
- Promoting the highest standards of integrity, probity and corporate governance in the company; and
- Be concerned with future succession planning of Board and executive management of the company and/or Group.
- To act in the best interest of the company at all times



Chairman should endeavour to create an environment, which promotes constructive deliberations leading to effective contributions by each Board member during board meetings. This is highly dependent on how well the Chairman dictates the whole style and tone of the Board to encourage open debates whilst arriving at decisions that command the subsequent support of the whole Board. Further, the Chairman must be able to manage personal conflicts and help to focus the board on what really matters as oppose to simply ploughing through the agenda.
