

A number of authorities have defined “corporate governance” from a macro perspective, such as:-

“...institutionalization of a set of relationships between a company’s management, its board, its shareholders and other stakeholders” – *The OECD Principles of Corporate Governance 1999*.

“...the system by which business corporations are directed and controlled. Boards of directors are responsible for the governance of their companies” – *Cadbury Report 1992*.

“...addresses the issues facing boards of directors, such as the interaction with top management, and relationships with the owners and others interested in the affairs of the company.” – Prof Robert I Tricker.

Having made reference to definitions from authorities and for the purpose of facilitating understanding and practice, The Hong Kong Institute of Directors has developed a Statement of Definition for “Corporate Governance”.

The Hong Kong Institute of Directors Statement of Definition for “Corporate Governance”

What: The aim of corporate governance is to advance owner value through greater efficiency resulting from the accountability of the board and management to owners. **Corporate governance refers to the system of policies and procedures established by the board of directors to direct and control the company’s behavior and performance in order to foster the company’s long-term success.** Good, performance driven, governance thus supports wealth creation, which in turn drives more investment and employment. The key is to ensure that the corporate governance agenda is focused on improving conformity and compliance as well as performance.

Who: The role of shareholders in corporate governance is to appoint the directors and the auditors to satisfy themselves that an appropriate governance structure is in place. The board of directors of a company is ultimately responsible for corporate governance and makes the decisions that determine the company’s prosperity and integrity. The board’s actions are subject to laws, regulations and the approval of shareholders in general meetings. Corporate governance applies to all types of companies, covering listed companies, public companies, private companies, statutory organisations and non-profit-distributing organisations. Among non-profit-distributing organisations, shareholders are replaced by members, but the same basic principles and accountability apply.

How: To fulfill the role in corporate governance, the board of directors is responsible for executing the following functions of direction with skill, care and diligence:-

- Determining the company’s strategic objectives and policies, including but not limited to corporate directions, long-term goals, risk policy, performance targets and business plans.
- Monitoring the progress of the management in the achievement of objectives, compliance of legal and regulatory stipulations and conformity to corporate policies.
- Appointing the company’s top management and evaluating its work performance.
- Monitoring and managing potential conflicts of interest of management, board members and shareholders.
- Giving an account of the company’s activities to the parties to whom an account is properly due and ensuring the integrity of financial accounting and corporate reporting.

Other references:-

HKIoD website www.hkiod.com

The HKIoD *Guidelines for Directors*.

The HKIoD *Guidelines on Corporate Governance for SMEs in Hong Kong*.

The HKIoD *SME Corporate Governance Toolkit – From Guidelines to Implementation*.

Report on the HKIoD Corporate Governance Score-card

The HKIoD Training Courses on *The Role of Company Directors I – Legal and Regulatory Framework* and *The Role of Company Directors II – Board Practices*.

當今已有不少權威組織及人士為「企業管治」作出宏觀定義，例如：

「...有關公司管理層、董事會、股東及其他權益相關者之間的關係規範化」— *The OECD Principles of Corporate Governance* (國際經濟合作及發展組織的企業管治準則) 1999.

「...指引導及監控公司的一套制度。公司的管治由其董事會負責。」— *Cadbury Report* 1992.

「...指董事會面對各種問題的處理，例如與最高管理層的溝通互動，與擁有者及其他權益相關者的關係。」— Prof Robert I Tricker.

參考過權威定義，為了協助理解及實踐，香港董事學會特別編訂《「企業管治」定義宣言》一文。

香港董事學會《「企業管治」定義宣言》

釋義： 企業管治的目的是為擁有者增值，因透過董事會與管理層對擁有者的問責性而提高效率所致。所謂企業管治，是指董事會建立適當的程序及政策，以指引及監控公司的行為及表現，從而促進公司的持久成就。由績效推動的優秀管治對創造財富產生一定支持作用，進而帶來更多投資及就業機會。關鍵之處是確保企業管治日程主要集中於改善符合及遵從制度以至提升表現。

誰屬： 股東的企業管治職能在於委任公司董事及審計師，從而建立適當的管治架構。企業管治由董事會肩負最終責任，董事會決策足以影響公司的榮昌與誠信。董事會行為必須遵循法律、規管、股東大會的決定。企業管治適用於各類公司，包括上市公司、公共公司、私人公司、法定組織、以至非分配利潤組織。於非分配利潤組織，股東由會員取代，但基本原則與問責制度同樣適用。

實踐： 為履行企業管治職能，董事會於執行下列督導功能上具責任付出才略、慎思、勤務：

- 決定公司策略目標和政策，包括但不局限於公司路向、長遠目標、風險政策、表現指標、業務計劃。
- 監管管理層於達至工作目標、遵從法律及規管指定、符合公司政策方面的進度。
- 任命公司最高管理層及評估其工作表現。
- 監管管理層、董事會成員、股東的潛在利益衝突情況。
- 向有需要向其匯報的有關各方報告公司營運情況，並確保財務帳目及公司報告的可靠性。

其它參考資料：—

香港董事學會網頁 www.hkiod.com

香港董事學會【董事指引】。

香港董事學會【香港中小企業管治指引】。

香港董事學會【香港中小企業管治導引全集】。

【香港董事學會上市公司企業管治水準報告】。

香港董事學會培訓課程「公司董事職能 I：法律及規管架構」、「公司董事職能 II：董事會常規」。