

# **Consultation Document**

## **Re HKIoD Membership Accreditation - An Invitation to Respond -**

**Presented by**



**April 2005**

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## 1. Background

1.1 In a forum organized by The Hong Kong Institute of Directors (“HKIoD”) on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development (“CPD”). In follow-up, HKIoD conducted a questionnaire survey among all members in October-November 2004 to collect views as to whether the proposal is acceptable to and practicable by members. This was a very important exercise that facilitates the development of HKIoD in the way forward. Based on discussions of the forum and the findings of the questionnaire, which have been published in a Concise Report available for download from web-site [www.hkiod.com](http://www.hkiod.com), HKIoD has developed the proposed scheme of membership accreditation contained in this Consultation Document.

1.2 All members are invited to respond to this Consultation Document with comments forwarded by **Saturday 30 April 2005** to HKIoD in one of the following ways:-

- By post to HKIoD at 8/F Chinaweal Centre, 414-424 Jaffe Road, Causeway Bay, Hong Kong.
- By fax to 2889 9982.
- By email to [consultation@hkiod.com](mailto:consultation@hkiod.com).

1.3 The ultimate Membership Accreditation Scheme will become a result of collaboration of wisdom and efforts from members. HKIoD would like to acknowledge the following:-

- All members who will take part in this consultation exercise and assist in future implementation.
- All members who have responded to and assisted in the questionnaire survey conducted in October-November 2004.
- All those who attended and participated actively in the forum on director competence and professionalism on 16 September 2004.
- The Council and Executive Committee in reviewing and approving the accreditation strategies in line with future directions of HKIoD.
- The Accreditation Committee, which consists of Mr A F M Conway (Chairman), Mr Kelvin Wong, Mr Paul Kan, Ir Edmund Leung, Mr Stanley Mok, Ms Carlye Tsui and Ms Linda Y W Yung, for the intense review, study and work on the development of accreditation over the past two years and making recommendations after careful consideration of trends of practices, market expectations, identified values of HKIoD and members’ preferences and comments.

**The final scheme will be jointly owned and hopefully embraced by HKIoD members.**

## 2. Nurturing Director Competence

2.1 Since inception in 1997, HKIoD has amassed over 1,000 members. The value proposition to members has shifted from the objective of affinity and fraternity in the beginning to a combination of director development, information updates, advocacy of corporate governance, collective voice representing directors, friendship and business opportunities through networking. A membership survey conducted in May-June 2001 indicated the following five most important values voted by members: (1) CPD for directors, (2) standards and guidelines re directors’ conduct, (3) authoritative advocate on corporate governance, (4) up-to-date information and publications on director practices and (5) status of a professional group with high standards.

2.2 HKIoD works to promote corporate governance through multi-prong programmes. Directors have the ultimate responsibility of corporate governance. Therefore our corporate governance programmes primarily aim at empowering and equipping directors in the fulfillment of their role in corporate governance.



2.3 While the Hong Kong community is getting attuned to corporate governance and the government and regulators prescribe standard requirements in corporate governance, HKIoD takes it as our responsibility to nurture excellence in corporate governance. The key to it is to enhance director quality in the fulfillment of corporate governance duties. In order to facilitate the development of excellence in corporate governance, HKIoD encourages members to keep up with changes, to take part to enhance our individual capability and to influence the overall standards of corporate governance in Hong Kong, benefiting practitioners, companies and the economy.

2.4 Our basis for the design of director development programmes is the definition of Core Competencies for Directors, which defines five groups of knowledge and skills that a competent director should master. Based on this definition, we have developed and rolled out various guidelines, speaker events and forums, structured training courses, the annual selection of Directors Of The Year and outreach talks to groups and conferences, etc – an abundance of programmes for directors to engage in, for the purpose of building competence and keeping up with changes.

### **3. Accreditation and Self-discipline**

3.1 According to the Oxford Dictionary, accreditation refers to the action of gaining belief or influence for or making credible. An accredited person, according to the Dictionary, is one who is officially recognized. In a professional context, accreditation involves the processes of establishing the competencies of a person in performing the role of a professional, through licensing or other form of recognition, which at times calls for examination and very often proof of going through continuing professional development on an annual basis, as administered by an authorized or recognized professional body.

3.2 There is no statutory requirement in any country for directors to be licensed by a public authority. HKIoD believes that for the time being there is no call for licensing directors, for the following reasons:-

- The spirit of free entry to economic activities stipulates a low threshold for director qualifications.
- In reality, directors in most cases may have gone through a solid career path as a corporate manager or may be a practitioner of an established profession or may be business entrepreneurs or shareholders looking after their businesses.

3.3 Unlike the professions of lawyers, accountants, medical doctors, engineers, etc, the accreditation of company directors is not yet a universal practice. However, there are emerging examples of regulator-initiated efforts in mandatory training of directors of listed companies, for example in China and Malaysia, and private-sector-initiated efforts in accreditation, such as the Chartered Director status granted by the Institute of Directors in the UK and the CPD requirement for membership of the Australian Institute of Company Directors. While being a pioneer initiative, the proposed accreditation of directors in Hong Kong will be in-keeping with world trends.

3.4 HKIoD's mission is to become the premier body representing professional directors in Hong Kong. The key word is "professional". Although directors are not required to be licensed in a similar way as practitioners of established professions, it is but apt for directors to apply self-discipline without being regulated to demonstrate professionalism. Being business leaders and in some cases captains of industries, directors should adopt a professional approach in their practices.

3.5 While HKIoD is not a body licensing professionals nor would HKIoD impose any examination on membership, it is believed that HKIoD should project a professional image and

encourage members to behave with professional conduct. HKIoD has the responsibility to set standards and cultivate self-discipline among members. In doing so, HKIoD does not assume the role of a regulator of directors but serves as a promoter, facilitator and service provider to nurture excellence in director practices and to do so through a peer-inspiring culture.

#### **4. Elements of the Proposed Accreditation Scheme**

4.1 The Membership Accreditation Scheme that HKIoD proposes is outlined as follows:-

- Firstly, the compliance with a Code of Conduct by all members will be introduced.
- Secondly, the pursuit of CPD as an ongoing membership requirement will be instigated.

#### **5. Reference Cases**

5.1 In the UK, the Institute of Directors (IoD) is over 100 years old and has a total membership of over 50,000. IoD has developed an extended membership status of Chartered Director through stringent requirements of experience, study, and examination. Post-qualification, Chartered Directors are required to maintain CPD of 30 hours per annum, administered so far with 100% monitoring, which will probably go down to 20% by random selection. In the UK, it is a distinguished honour to be qualified as Chartered Director. IoD is considering the extension of the CPD requirement to apply to the membership grades of Fellows and Members. The IoD's Code of Conduct contains 12 articles with 9 pages of explanatory notes. Proper complaint procedures, investigation committee and disciplinary panel are in place.

5.2 The Australian Institute of Company Directors (AICD) is more than 30 years old and has over 18,500 members. AICD currently has a CPD requirement on its membership, of 10 hours per annum, which may be increased gradually. Out of the 10 hours, a minimum of 5 hours have to be obtained from formal training courses or seminars. Failing the minimum of 10 hours, the requirement for the next year will be increased to 20 hours. This is administered through self-declaration by members. AICD'S Code of Conduct contains 11 rules with 7 pages of explanatory guidelines.

#### **6. The Proposed Code of Conduct**

6.1 The proposed Code of Conduct for HKIoD members consists of 12 concise statements accompanied by explanatory guidelines, which have been drafted and fine-tuned in accordance with findings from the questionnaire survey conducted in October-November 2004.

6.2 The contents of the proposed Code embraces the values of Becoming Conduct, Honesty, Legality, Diligence, Accountability, Integrity, Justice, Leadership in Enterprise, Participation, Excellence in Contribution, Continuing Professional Development and Discipline.

6.3 The text of the Code statements and explanatory notes are presented in **Appendix I**, which forms an integral part of this Consultation Document seeking views and comments from members.

#### **7. The Proposed CPD Stipulation**

7.1 CPD or Continuing Professional Development is sometimes referred to as Continuing Professional Training ("CPT") or Continuing Professional Education ("CPE"). According to IoD, CPD is "the systematic maintenance, improvement and broadening of knowledge, experience and skills, and the development of personal qualities helpful in the execution of professional duties

throughout a career.”

7.2 The scope of the proposed CPD activities is classified in the two categories of **Formal CPD** and **Informal CPD**. *Activities of Formal CPD may be in the format of participation in a training course or an event like a speaker meeting or a project or a task, all of which involves some form of interaction with other individuals, whereas Informal CPD covers self-directed learning and any other form of learning where there is no interaction with other individuals.*

7.3 The following are examples of CPD activities.

- Formal CPD:-
  - ✓ Attending HKIoD training courses
  - ✓ Attending HKIoD speaker forums
  - ✓ Attending training courses of other bodies with relevance to director development.
  - ✓ Attending speaker forums of other bodies with relevance to director development.
  - ✓ Delivery of talks in HKIoD forums or facilitating HKIoD training courses.
  - ✓ Delivery of talks or facilitating training courses organized by other bodies with relevance to director development.
  - ✓ Organizing HKIoD talks or events.
  - ✓ Organizing talks or events of other bodies with relevance to director development.
  - ✓ Director work based: in-house training
  - ✓ Director work based: leading a new technique or discipline
  - ✓ Director work based: making a presentation after research
  - ✓ Director work based: coaching or mentoring regarding director practices
  - ✓ Service: HKIoD committee work
  - ✓ Service: board work or committee work regarding director practices in public duties
- Informal CPD:-
  - ✓ Knowledge from books, general/business journals, general/business press, documentaries, videos, audio materials, distance-learning, e-learning, which is relevant to director development.
  - ✓ Authoring a paper or article with relevance to director development.

7.4 The above is a non-exhaustive list. The approach is certainly not to be stringent but to put in perspective the necessary factors that contribute towards CPD. Thus members may cite any activity from a wide spectrum of opportunities producing learning outcome, which may emerge in our day-to-day activities. Emphasizing on substance rather than form, CPD may be attained not only from class-room activities but also in a variety of other ways, some incurring costs and some incurring service or self-study. Those who are concurrently members of other professional bodies may make cross-claiming of CPD from the same activities.

7.5 In accordance with the findings of the questionnaire survey conducted in October-November 2004, the proposed CPD-time requirements are stipulated in **minimum Total CPD Hours** per year and, out of this total, **minimum Formal CPD Hours**. The proposed scheme will begin with relatively small numbers of hours and gradually increase over the years.

7.6 The annual CPD-time requirements for Fellows and Members are proposed as follows:-

Grades:		Fellows		Members	
Min CPD Hrs <sup>+</sup> :		Min Total Hrs	Min Formal Hrs <sup>#</sup>	Min Total Hrs	Min Formal Hrs <sup>#</sup>
2005*	To fix in 2005	5	0	10	0
2006*	To fix in 2005	10	5	10	5
2007*	To fix after review in 2006	15	10	15	10

Notes:

- \* The duration is the calendar year, which also falls within the financial year of HKIoD. Membership is renewed in January.
- # Out of the Min Formal Hours, the maximum claim of CPD from activities organized by other professional bodies will be 30%.
- + While the above are minimum hours, all members are encouraged to exceed the stipulated minimum and reach better standards.

7.7 Exemptions of CPD undertaking will apply to the following:-

- a) Associates of HKIoD.
- b) Those who satisfy the “Rule of 100”, whereby the sum of the member’s age and number of years in experience as a director is not less than 100.

Although not required to comply with the CPD-time requirement, those who qualify for exemption are still encouraged to pursue CPD as a recommended best practice.

## **8. The Proposed CPD Administration**

8.1 While HKIoD maintains records of attendance by members in training courses and events organized by HKIoD, records of participation in activities organized by other bodies, participation in board work service, self-study, etc are the responsibility of members. It will not be unreasonable to expect members to maintain their own records of CPD. To facilitate recording, members may avail of simple log sheets from HKIoD to create their own log-files.

8.2 It is proposed that the CPD-time requirement will be administered through an honest self-declaration at year-end via a simple form from members stating the CPD undertaken during the year. This will be accompanied by a random-checking system, whereby HKIoD may request for elaboration of the CPD undertaken by selected members. It is believed that this will be a straightforward and easy-to-administer system.

## **9. Benefits**

9.1 Through the proposed accreditation scheme, it is hoped to achieve a win-win situation with the following benefits:-

- Benefits to individual directors by:-
  - ✓ Keeping up with the state-of-the-art in corporate governance practices.
  - ✓ Improvement of performance in current director roles and enhanced career prospects.
- Benefits to companies through:-
  - ✓ Empowering and equipping directors in the fulfillment of fiduciary duties entrusted to them by shareholders.
  - ✓ Better corporate governance, corporate image and company performance.
  - ✓ Attracting investment.
- Public benefits by:-
  - ✓ Propagation of good director practices.
  - ✓ Contributing towards enhancing Hong Kong’s corporate governance standards, international status and investments to Hong Kong.
- Benefits to HKIoD with:-
  - ✓ Reinforced status and image of a professional body representing directors.
  - ✓ Building a peer-inspired culture among members.
  - ✓ Keeping up with world trend and other professional institutes in membership requirement.

## CODE OF CONDUCT

### PURPOSE

The Hong Kong Institute of Directors (“HKIoD”) Code of Conduct (“the Code”) has been developed with the following purposes:-

- To facilitate company directors in meeting high standards of professionalism and ethics,
- To provide guidance to directors in practice and
- To lay down the standards that HKIoD expects of its members in fulfilling the roles and responsibilities of directors.

The principles set out in the Code are applicable to:-

- Both executive directors and non-executive directors and
- Directors of all organizations, including listed companies, private companies and non-profit-distributing organizations.

While law and regulation prescribe a business framework with basic requirements, the Code is an important element supporting a self-regulatory approach to director practices and the conduct of business. When upheld by all in a group, or indeed the entire society, the Code contributes to the development of a culture of accountability and greater confidence in the group or the society involved. Moreover, the Code also contributes to the enhancement of the image of the group which adopts and embraces it.

### ADMINISTRATION

Effective [date], Fellows and Members of The Hong Kong Institute of Directors have agreed to be bound by the Code. Associates of the Institute and other directors are encouraged to comply. Should there be cause of complaint, Fellows and Members are subject to review and subsequent disciplinary action, if proven with failure to comply with the principles and spirit contained in the Code.

The Code is subject to revision in order to address issues of importance as they arise and to progress in pace with current trends in corporate governance.

**MISSION, VISION AND VALUES:** The Code has been developed to synchronize and integrate with the mission, vision and values of HKIoD.

**Mission:** The Hong Kong Institute of Directors is Hong Kong’s premier body representing professional directors working together to promote good corporate governance and to contribute towards advancing the status of Hong Kong, both in China and internationally.

**Vision:** We are an Institute recognized locally and internationally as an authoritative advocate, influential promoter and dynamic facilitator of excellence in director practices in a multi-cultural environment through education, information, accreditation, value-added service and community integration.

**Values:** The HKIoD Code of Conduct embraces the values of Becoming Conduct, Honesty, Legality, Diligence, Accountability, Integrity, Justice, Leadership in Enterprise, Participation, Excellence in Contribution, Continuing Professional Development and Discipline.



## THE CODE

### CODE OF CONDUCT

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A member of The Hong Kong Institute of Directors undertakes to uphold the Institute's Code of Conduct in fulfilling the roles and responsibilities as a company director with the following commitment:-

1. **Becoming Conduct:** To behave with conduct which becomes a member of the ultimate body that is responsible for corporate governance and hence the prosperity and integrity of the company.
2. **Honesty:** To act in good faith in the best interests of the company, exercising powers for their proper purpose.
3. **Legality:** To act within the legal framework as conferred on directors by the *Companies Ordinance*, the company's *Memorandum and Articles of Association* and any other relevant documents of authority.
4. **Diligence:** To exercise care, skills and due diligence
5. **Accountability:** To be accountable to the company and its shareholders.
6. **Integrity:** To avoid conflicts of duty and personal interest and to promote ethical director and company conduct.
7. **Justice:** To ensure equality of shareholder opportunity and adequate and proper disclosure of information to relevant parties.
8. **Leadership in Enterprise:** To enhance shareholder value by steering the company through sound strategic directions, proper internal control and alert risk management.
9. **Participation:** To contribute towards a participative board culture as well as enlightened and considered decision-making processes.
10. **Excellence in Contribution:** To engage in self-assessment of work performance from time to time so as to align with the goals of the company and enhance personal and board contribution towards the company.
11. **CPD:** To pursue continuing professional development programmes for directors so as to master up-to-date knowledge, skills and best director practices.
12. **Discipline:** To be subject to review by a disciplinary panel and an appeal panel, if necessary, set up by The Hong Kong Institute of Directors, should any cause of complaint call for such a review.

## GUIDELINES

The guidelines are explanatory notes aiming to assist members in complying with the Code. They are not meant to be exhaustive and similar to the Code, are subject to review and revision. In the guidelines, words in singular purports plural as well and references in masculine gender cover both genders.

1. **Becoming Conduct:** To behave with conduct which becomes a member of the ultimate body that is responsible for corporate governance and hence the prosperity and integrity of the company.

A director should recognize that the board is the ultimate body responsible for corporate governance and hence the prosperity and integrity of the company. As a member of the board, a director has individual and collective responsibility in leading the company.

Each director should make his best endeavours to ensure that the board fulfills its key role of safeguarding and improving the company's prosperity. At the same time, a director should ensure that such processes are executed in a proper approach.

When acting on behalf of the board, a director should carry dignity and grace.

2. **Honesty:** To act in good faith in the best interests of the company, exercising powers for their proper purpose.

A director owes his responsibility to the company and should therefore have the best interests of the company in mind. When executing the powers entrusted upon him, a director should ensure that the purpose has been specified clearly and is properly understood.

A director must acquire a broad knowledge about the business of the company and the statutory and regulatory requirements affecting company direction. Moreover, a director should have full understanding of the vision, mission, values and strategic plans of the company. A director must make the initiative to ask for relevant information although the onus to supply the information is on the company.

In the exercise of his responsibilities, a director must be prepared and have the courage to express disagreement, if necessary, with other board members, including the chairman or the CEO. When a director concludes that he cannot acquiesce in a decision of the board, he must pronounce this status and may ask for additional legal, accounting or other professional advice.

3. **Legality:** To act within the legal framework as conferred on directors by the *Companies Ordinance*, the company's *Memorandum and Articles of Association* and any other relevant documents of authority.

A director should at all times comply with the law, regulation and relevant codes. A director should also endeavour to ensure that the company complies with the law, regulation and relevant codes.

A director should have a general understanding of the stipulation of the *Companies Ordinance* and a careful perusal of the company's *Memorandum and Articles of Association*. In the case of a listed company or a regulated business, a director should have understanding of the *Listing Rules* and the accompanying *Code* and other relevant Ordinances where applicable.

4. **Diligence:** To exercise care, skills and due diligence.

In return for the trust bestowed on him by shareholders, a director should be diligent in discharging his duties to the company. A director must strive to attend all meetings of the board and the committee(s) of the board that he is a member of.

A director should give all board papers conscientious scrutiny and endeavour to understand the contents in order to actively participate in board discussions. In approaching board matters, a director must exercise care, examining options and various perspectives. In all assessments of board matters, a director should apply his personal skills.

5. **Accountability:** To be accountable to the company and its shareholders.

A director is accountable primarily to the company. Each director should endeavour to ensure that the company is financially viable, properly managed and constantly improved.

A director should seek to understand the expectations of shareholders and endeavour to fulfill them when deciding upon the best interests of the company.

In evaluating the interests of the company, a director should take into account the interests of the shareholders as a whole, but where appropriate should take into account the interests of other stakeholders, i.e. all individuals and groups which the board judges to have a legitimate interest in the achievement of company objectives and the way in which these objectives are achieved. A director should help the board to promote goodwill with stakeholders.

6. **Integrity:** To avoid conflicts of duty and personal interest and to promote ethical director and company conduct.

A director must not take improper advantage of his position as director for personal gains.

A director should avoid conflicts of interest. The personal interests of a director and those of associated persons must not take precedence over interests of a company. Full and prior disclosure of any conflict or potential conflict must be made to the board. In the case of an actual or potential conflict, a director must refrain from participating in the discussions and voting on that matter.

A director should not divulge confidential information made available in the course of performing his duties as a director, unless that disclosure is required by law and has been properly authorized.

A director should endeavour to ensure that the company is engaged in ethical conduct and discharge of corporate social responsibilities. A director must evaluate the impact of the company's action in a broad social context, paying special attention to the environment, occupational health and safety, employee relations, equal opportunities, anti-corruption policies, personal data protection, fair competition, consumer rights and other societal issues.

7. **Justice:** To ensure equality of shareholder opportunity and adequate and proper disclosure of information to relevant parties.

A director should seek to ensure that all shareholders or all classes of shareholders are treated fairly according to their relative rights.

A director should endeavour to ensure that the board conducts proper communication with shareholders on the general strategies of the company and to assist to ensure proper disclosure of information to shareholders, regulators and other stakeholders where relevant.

8. **Leadership in Enterprise:** To enhance shareholder value by steering the company through sound strategic directions, proper internal control and alert risk management.

A director should endeavour to ensure that the board is properly constituted, structured and managed in fulfilling its roles, so as to ultimately enhance shareholder value.

A director should assist his board in establishing vision, mission, values, strategic plans and goals and targets for the company, delegating appropriately to management and motivating and monitoring management in the meeting of goals and targets.

In the strategic plans, a director should endeavour to ensure that the board exercises creativity and versatility in developing business and creating wealth for the company.

A director should endeavour to ensure that the board puts in place proper checks and balances and audit control, at the same time making sure that there is open access between the board and the auditors.

A director should at all times be alert with risk management of the company.

9. **Participation:** To contribute towards a participative board culture as well as enlightened and considered decision-making processes.

A director should take a conscientious and active part in the board.

A director should attempt to communicate with colleagues on the board by conveying clearly his deliberations and listening objectively to other board members. In order to contribute towards quality discussions, a director should endeavour to give thorough thoughts to the subject matter, to produce independent analyses and to develop innovative ideas so as to help the board in arriving at wise decisions.

10. **Excellence:** To engage in self-assessment of work performance from time to time so as to align with the goals of the company and enhance personal and board contribution towards the company.

A director should be constantly in pursuit of excellence. In order to do this, a director should engage in self-assessment of work performance from time to time. The assessment should be conducted in conjunction with the role and achievement of the director within the board and how well he contributes in the board towards meeting the goals of the company. The aim is to seek improvement in contribution towards the board and the company.

A director should endeavour to influence the board in the pursuit of self-improvement and excellence.

11. **CPD:** To pursue continuing professional development programmes for directors so as to remain up-to-date with knowledge, skills and best director practices.

A director should keep abreast of both practical and theoretical developments in direction to ensure that he is equipped with best practices. Every member of HKIoD is obliged to engage in CPD (continuing professional development) through the membership accreditation system of CPD.

12. **Discipline:** To be subject to review by a disciplinary panel and an appeal panel, if necessary, set up by The Hong Kong Institute of Directors, should any cause of complaint call for such a review.

HKIoD members must honour the Code in letter as well as spirit.

If there is any cause for complaint and call for investigation, a member of HKIoD is subject to review by a disciplinary panel set up by The Hong Kong Institute of Directors. If the member is not satisfied with the decision of the disciplinary panel, he may seek hearing by an appeal panel set up by the Institute. Thereafter, he should abide by the final decisions of the appeal panel.

**Extract from A Concise Report on Questionnaire Findings:  
Self-Discipline & Accreditation – Inquiry into Members’ Commitment**

## Preface

### Background

In a forum organized by The Hong Kong Institute of Directors (“HKIoD”) on Thursday 16 September 2004, members actively participated in the discussion of director competence and professionalism. Ultimately the meeting posed the proposed consideration of invoking self-discipline and membership accreditation through (a) compliance of a Code of Conduct and (b) practice of Continuing Professional Development. In follow-up, HKIoD conducted a questionnaire survey among all members in October-November 2004 to collect views as to whether the proposal is practicable by and acceptable to members. This was a very important exercise that facilitates the development of HKIoD in the way forward. All members were urged to complete and return the questionnaire with candid views. This is a concise report of the findings from the response to the questionnaire.

### Questions Polled

- Regarding director conduct: values perceived.
- Regarding the pursuit of Continuing Professional Development (“CPD”) by directors: perception of the scope of CPD.
- Regarding the perception of time commitment in CPD by members.
- Regarding the administration of annual CPD requirements for members by HKIoD.
- Regarding personal and company profiles for the compilation of overall demographics.

### Questionnaire Methodology

Language: In line with HKIoD’s multi-cultural environment, the questionnaire was bilingual, in Chinese and English. As far as possible, questions were designed in a neutral tone. Wherever suitable, non-quantitative answers such as reasons and specific preferences were polled.

Polling method: The approach of postal questionnaire enclosing reply-paid envelopes was taken in order to encourage response and to assure non-duplication of response.

Pilot test: A pilot test was conducted among two

groups: (1) 3% of the membership sampled in the HKIoD Membership Database in proportion to statistics by membership grades and (2) members of the HKIoD Council. The purpose of the pilot exercise was to test the user-friendliness of the questionnaire, such as the time required for completion, clarity of questions and any objectionable questions. Based on the response, the questionnaire was fine-tuned for the full poll that reached all members.

Anonymity: Respondents had the option of remaining anonymous on the questionnaire. All information supplied was treated in strict confidence, in accordance with ethical disciplines, and used only for tabulating results for statistical analyses. In appreciation of response, a token was offered. HKIoD handled the token-claim forms separately from the processing of the questionnaire.

### Announcement of Questionnaire Findings

While the Executive Summary of this Concise Report is circulated to members, the entire version of the Concise Report containing more details is available for download by members and the public from the HKIoD web-site:-  
[http://www.hkiod.com/eng/membership\\_survey.asp](http://www.hkiod.com/eng/membership_survey.asp)

### Acknowledgements

All members who responded to the questionnaire.

All members who supported the questionnaire.

For the supply of gifts for respondents:-

Tsit Wing Group  捷榮集團

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Web-site: www.hkiod.com

## Executive Summary of Findings

Total No. of Members on Date of Poll: **945**

Respondents: No. **189** % of Membership **20%**

- 96.5%** of respondents agree that directors should adhere to a defined set of professional conduct and **92.6%** of respondents agree that the introduction of a Code of Conduct for compliance by members is an appropriate move forward for HKIoD.
- Majority of the respondents agree that integrity and ethics, legality and compliance and accountability are the main values that should be included in a Code of Conduct for directors.
- The majority of members select HKIoD courses, HKIoD speaker forums and training courses of other professional bodies as their preferences that should be included in the scope of CPD activities for directors.

### 4. Summary of preferences of time commitment in CPD practice by members:-

#### Majority selection:-

Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>10</b>	<b>0</b>	<b>15</b>	<b>5</b>	<b>20</b>	<b>10</b>
% response	79%	57%	58%	85%	48%	67%
<b>2006</b>	<b>15</b>	<b>5</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>
% response	62%	81%	56%	66%	64%	70%
<b>2007</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>	<b>20</b>	<b>10</b>
% response	61%	58%	66%	70%	69%	70%

#### 80% response threshold:-

Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>
<b>2006</b>	<b>10</b>	<b>5</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>
<b>2007</b>	<b>10</b>	<b>5</b>	<b>10</b>	<b>5</b>	<b>0</b>	<b>0</b>

#### 90% response threshold:-

Grades:	Fellow		Member		Associate	
CPD Hours:	Total	Min Formal	Total	Min Formal	Total	Min Formal
<b>2005</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2006</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2007</b>	<b>5</b>	<b>0</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>

- 87.8%** of respondents agree to the practice of CPD by HKIoD members on an annual basis
  - 86.2%** of respondents agree to declare the CPD time taken on an annual basis.
  - 78.8%** of respondents agree to an administration system whereby year-end CPD declarations by members will be taken on an honest basis but will be subject to sample-checking requests for information by random selection.
  - 75.1%** of respondents agree that the introduction of CPD as a membership commitment is an appropriate move forward for HKIoD.
  - 81%** of respondents agree that a commitment to CPD will enhance the quality and status of HKIoD's membership.
  - Demographics of the respondents:-
    - Ratios of Fellows to Members to Associates = 48:45:4
    - Majority of director experience in years = 4-20 years
    - Ratio of Female to Male = 14.5:85.5
    - Majority age group = 41-60
    - Majority claim to belong to a profession.
    - Principal company categories:-
      - Listed company = 31.7%
      - Private company = 58.7%
      - Board size majority = / < 10
- The above demographics generally match the profile of HKIoD's membership database

# 諮詢文件

## 有關香港董事學會會員評鑒

- 徵求意見 -



呈獻

2005年4月



香港董事學會為香港代表專業董事的首要組織，其宗旨是鼓勵全體會員齊心推廣優秀公司管治，並為推進香港在中國及國際間的地位作出貢獻。為完成使命，香港董事學會積極致力於： -

- 薈萃董事，發展多元文化，攜手策使命。
- 為新任命董事賦予指引、為資深董事持續地提升董事領導才能、為有潛質人士提供強化晉升條件的培訓。
- 提供實踐公司管治的最新資訊，掌握世界脈搏 策動董事實務與世界趨勢同步前進
- 投入社會，發表影響性意見，以促進香港繁榮。

**諮詢文件**  
**有關香港董事學會會員評鑒**  
**- 徵求意見 -**



**呈獻**

**2005 年 4 月**

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## 1. 背景

1.1 於 2004 年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為實踐「持續專業進修」(簡稱 CPD)。為跟進討論而搜集意見、辨識上述建議的可行性及認受性，香港董事學會於 2004 年 10-11 月期間向會員進行了一項問卷調查，結果的簡要報告已於香港董事學會網頁 [www.hkiod.com](http://www.hkiod.com) 上刊登並供下載。於跟進論壇及問卷結果再研究後，香港董事學會擬出建議，成立會員評鑒制度，現透過這份諮詢文件徵求意見。

1.2 歡迎會員就這份諮詢文件內容提出意見，請於本年 4 月 30 日(星期六)或之前選擇下列方式之一回覆： -

- 郵遞至香港銅鑼灣謝斐道 414-424 號中望商業中心 8 樓香港董事學會。
- 傳真至 2889 9982。
- 電郵至 [consultation@hkiod.com](mailto:consultation@hkiod.com)。

1.3 最終敲定的會員評鑒將為集合各會員智慧及合作而成的計劃，為此香港董事學會特別鳴謝下列人士： -

- 全體回應這份諮詢文件及將協助推行計劃的會員。
- 全體回應及協助 2004 年 10-11 月期間問卷調查的會員。
- 全體出席 2004 年 9 月 16 日有關董事勝任能力及專業精神的論壇並積極參與討論的會員。
- 檢討及批准評鑒策略以配合大方向的香港董事學會理事會及執行委員會。
- 過去兩年投入精密研究評鑒發展工作的評鑒委員會，經過深思，考慮遍及實際趨勢、市場期望、香港董事學會價值觀、會員意願及意見等多方面，然後作出建議。委員會成員包括江偉先生(主席)、黃天祐先生、簡文儉先生、梁廣灝先生、莫兆光先生、徐尉玲女士、翁月華女士。

**學會大前提是最終推出的制度，將為全體會員共同擁有及推動的抱負。**

## 2. 培育董事才幹

2.1 自 1997 年創會以來，香港董事學會至今已雲集逾千會員。對會員而言，學會最初發揮聯繫及聯誼作用，至今其價值已結合董事培訓、資訊更新、鼓吹企業管治、綜合董事意見發表代表聲音、透過網絡發展友誼及商機等。於 2001 年 5-6 月期間舉行的會員意見調查顯示，會員重視的五大意義依次為(1)董事持續專業進修、(2)有關董事行為的標準及指引、(3)權威性地推動企業管治、(4)有關董事常規的最新資訊及刊物、(5)具備高標準的專業團體地位。

2.2 香港董事學會推廣企管的工作，透過多元化計劃實行。董事為企業管治負最終責任，因此我們的企管計劃致力於賦予董事實力及裝備以履行企管職能。

2.3 香港社會逐漸認識企業管治，政府與規管者亦制定企管的標準要求，而香港董事學會則以培育卓越企管為己任，關鍵是提升董事於實踐企管的素質。為此，香港董事學會鼓勵會員與時並進、自我提升、參與推進香港的整體企管水平，最終惠及個別董事、公司、以至社會。



2.4 我們設計董事發展規劃，建基與「董事核心勝任要素」的定義。根據此定義所涵蓋五組勝任董事必須掌握的知識及技能，我們設定及推出各類指引、演講聚會及論壇、具結構的培訓課程、年度選舉傑出董事、向不同組織及大會作出外展演講等豐富項目，以協助董事與時並進、強化勝任素質。

### 3. 評鑒與自律

3.1 根據牛津字典，「評鑒」指為獲取信任或影響力或建立認受性的行動；又據該字典，取得評鑒人士即被正式承認。在專業範圍內，評鑒往往涉及專業人士為履行職責而獲取必需才幹的過程，透過簽發執照或引用其它特許方法，而往往須先考試及格，繼而每年證明通過持續專業進修，這些程序通常由公認專業團體所管轄。

3.2 至今沒有任何國家設定法制由公營機構簽發執照予董事，香港董事學會亦相信現行無此必要，原因如下： -

- 因應自由經濟精神而設定董事資格下限低點。
- 事實上多數董事擁有豐富經驗，或曾為企業管理人員、或為某種專業人士，或兼為自理業務的企業家或股東。

3.3 有別於其他專業人士如律師、會計師、醫生、工程師等，董事的評鑒仍未普遍。然而情況顯露，以中國及馬來西亞為例，有規管機構指定上市公司董事必須接受培訓，亦有民間組織自發評鑒，如英國董事學會頒發的「特許董事」及澳洲董事學會對會員的持續專業進修要求。因此在香港推行建議中的董事評鑒雖為首創，實際上亦循應世界趨勢。

3.4 香港董事學會的使命是作為代表香港專業董事的首要組織，關鍵在於「專業」。董事雖然無需如其它專業人士一樣拿取執照，但也應行使自律顯示專業精神以切合重任。作為業務領導或兼為行業翹首，董事於履行任務時必需專業化。

3.5 香港董事學會固然並非是簽發專業執照的機構，亦不會實施會員考試，惟學會深信應建立專業形象，鼓勵會員奉行專業行為。香港董事學會肩負釐定標準及促進會員自律的責任，為此，學會的角色縱非為規管者，但為倡導者、協助者、服務提供者，致力培育卓越的董事行為，並透過培育同儕互勵的文化達成此目標。

### 4. 建議中評鑒制度元素

4.1 建議中的香港董事學會評鑒制度大綱如下： -

- 其一，引入會員必須遵行的「行為守則」。
- 其二，推出會員實踐持續專業進修的要求。

## 5. 參考實例

5.1 英國董事學會歷史悠久已逾百年，擁有超過五萬會員。透過嚴格條件包括實踐經驗、修讀、考試，該學會頒發予符合的會員「特許董事」附加地位。「特許董事」在英國是殊榮，於獲取資格後，每年必須履行最少 30 小時的持續專業進修，並接受現行的 100% 檢定、將來或許降低至 20% 的抽樣檢定。英國董事學會亦正考慮引伸持續專業進修至資深會員及會員級別。至於英國董事學會的會員「行為守則」，釐定 12 條文，輔以九頁註解，其制度包括投訴程序、調查委員會、紀律委員會。

5.2 澳洲董事學會成立已逾 30 年，會員超過一萬八千五百人。該會現行要求會員每年履行 10 小時持續專業進修，此時數可能逐漸遞增，而 10 小時中之五小時必須透過正規培訓課程錄得，年內如未臻 10 小時則次年必須履行 20 小時，執行方法是透過會員自行申報。該會的會員「行為守則」臚列 11 條文，輔以七頁解釋指引。

## 6. 建議中「行為守則」

6.1 建議中的香港董事學會會員「行為守則」內含 12 簡要條文，輔以解釋指引，全經過研究及參考 2004 年 10-11 月期間進行的問卷調查所得結果後草擬而成。

6.2 守則內容涵蓋價值包括行為得當、真誠視事、合法合例、克勤於務、肩負責任、正直高潔、公正持平、領導創建、積極參與、卓越貢獻、持續進修、遵守紀律。

6.3 附錄 I 為守則全文及註解，亦為本諮詢文件徵求會員意見的重要部份。

## 7. 建議中 CPD 規定

7.1 CPD (“Continuing Professional Development”之簡寫)或持續專業進修，又稱 CPT (“Continuing Professional Training”之簡寫)或持續專業培訓，又稱 CPE (“Continuing Professional Education”之簡寫)或持續專業教育。據英國董事學會解釋，CPD 指「於人生事業全途上持續進行有條理的活動，以拓闊知識、增進經驗、強化技能、發展個人素質，藉此輔助實踐專業任務」。

7.2 建議中的 CPD 活動，分為兩大類，即「正規 CPD」及「非正規 CPD」。正規 CPD 活動形式在某程度上必涉及與別人互動，例如參加培訓班或演講集會、執行項目或作業等。非正規 CPD 則包括自修、其它無涉及與別人互動的進修等。

7.3 以下列舉 CPD 活動例子。

- 正規 CPD： -
  - ✓ 參加香港董事學會主辦的培訓課程。
  - ✓ 參加香港董事學會主辦的演講集會。
  - ✓ 參加其它組織主辦有關董事發展的培訓課程。
  - ✓ 參加其它組織主辦有關董事發展的演講集會。
  - ✓ 於香港董事學會主辦的集會或培訓課程中主講。
  - ✓ 於其它組織主辦的集會或培訓課程中主講有關董事發展的題目。
  - ✓ 參與籌組香港董事學會主辦的演講集會或項目。
  - ✓ 參與籌組其它組織主辦有關董事發展的演講集會或項目。
  - ✓ 關乎本身董事工作：參加內部培訓。
  - ✓ 關乎本身董事工作：領導落實新技術或科目。
  - ✓ 關乎本身董事工作：經過研究後發表解說。
  - ✓ 關乎本身董事工作：指導或師導有關董事常規。
  - ✓ 服務範圍：參與香港董事學會委員會工作。
  - ✓ 服務範圍：參與公職上的董事會或有關董事發展的委員會工作。
- 非正規 CPD： -
  - ✓ 從書籍、普通或商業期刊、普通或商業報章、紀錄性刊物或影片、影音材料、遙距學習、電子學習等中獲取有關董事發展的知識。
  - ✓ 編寫有關董事發展的文件或文章。

7.4 以上清單只為舉例並非徹底詳盡。提案不着重嚴格拘泥的規定範圍，只是闡示確立 CPD 的一些要素。會員可從眾多湧現於日常生活提供學習效能的活動中引錄為 CPD。重質不重形式，CPD 並非只局限於課堂內，而可引伸至多種活動，有些需要付出費用，有些需要付出免費服務，有些是自修。本會會員同時又擁有另外學會會籍者可以一項 CPD 活動兩面申報。

7.5 參考過 2004 年 10-11 月期間問卷調查結果，建議中的 CPD 時數臚列於下段，包括每年最少總 CPD 時數及此總數內必須包含的最少正規 CPD 時數。建議中的時數由低開始，逐年遞增。

7.6 建議資深會員及會員級別須履行的每年 CPD 時數： -

級別:		資深會員		會員	
最少 CPD 時數 <sup>+</sup> :		最少總時數	最少正規時數 <sup>#</sup>	最少總時數	最少正規時數 <sup>#</sup>
2005*	於 2005 年設定	5	0	10	0
2006*	於 2005 年設定	10	5	10	5
2007*	於 2006 年檢討後設定	15	10	15	10

註釋：

\* 年度據年曆，因香港董事學會財政年度循年曆，會員於每年一月延續會籍。

# 申報其它學會活動為正規 CPD 可達最少正規時數的 30%。

+ 以上為指定最少時數，學會鼓勵全體會員追求更多進修，精益求精。



7.7 下列人士可獲豁免承擔 CPD 活動： -

- a) 香港董事學會的附屬會員。
  - b) 符合「公式 100」者，即會員年齡及董事年資之和不少於 100。
- 這些人士雖可獲豁免，惟學會仍鼓勵他們跟從最佳常規，追求進修。

### 建議中 CPD 行政方式

8.1 香港董事學會存錄所有會員於本會培訓課程及各種活動的參與，但卻不能記錄會員參與其它學會的活動、公職服務、自修等，因此請會員自行負責紀錄 CPD。為便於紀錄，香港董事學會將提供簡單易用日誌表格，會員填寫後可自行裝訂日誌檔。

8.2 建議中行政方式以信任基礎由會員作出年終申報，於簡單表格上填寫年內所履行的 CPD，輔以由學會隨機抽樣選擇要求會員進一步提供資料，相信這是簡單易行的作法。

### 9. 益處

9.1 推行評鑒制度，香港董事學會希望能達致全贏局面，惠及各方面，綜合其益處如下：

- 對董事個人而言
  - ✓ 於實踐企業管治上與時並進，獲取尖端知識。
  - ✓ 於董事職能上提升表現，事業更上層樓。
- 對公司而言
  - ✓ 賦予董事實力及裝備以履行股東所授信任責任。
  - ✓ 達致更佳企業管治、公司形象、公司業績。
  - ✓ 吸引對公司的投資。
- 對公眾而言
  - ✓ 普及宣揚優秀董事常規。
  - ✓ 有助提升香港企業管治水平及國際地位，吸引對香港的投資。
- 對香港董事學會而言
  - ✓ 強化代表董事的專業團體地位與形象。
  - ✓ 建立會員間同儕互勵的文化。
  - ✓ 緊跟專業團體水準的國際脈搏。

## 行為守則

### 目的

香港董事學會（以下簡稱「學會」）制定行為守則（以下簡稱「守則」），目的如下：

- 促進公司董事符合專業操守準則與倫理；
- 提供協助董事常規的指引；
- 列出學會期望會員履行董事職能與責任的標準。

守則內所定立的內容適用於：—

- 執行董事及非執行董事；
- 任何組織的董事，包括上市公司、私人公司、非分配利潤組織的董事。

法規制度釐定營業架構及基本要求，而守則卻是支持自我監管董事常規及業務行為的重要元素。具備團體甚至社會認受性的守則有助於發展該團體中甚至社會上的問責文化及加強大眾信心，更因得到集體接受及擁護而有助於鞏固團體形象。

### 守則的施行

於生效日期[•年•月•日]起，香港董事學會全體資深會員及會員均接受需遵行守則的條件，而學會亦鼓勵附屬會員及其他董事跟隨守則。學會倘接獲任何有關資深會員或會員未能遵從守則原則或精神之投訴，將採取調查，一經確實將頒佈相關的紀律處分。

學會於未來將因應重要時論及企業管治發展趨勢而修訂守則內容。

**使命、遠見、抱負：**守則內容的釐定，配合着學會使命、遠見、抱負等的步伐，並與之一體融合。

**使命：**香港董事學會為香港代表專業董事的首要組織，其宗旨是鼓勵全體會員齊心推廣優秀公司管治，並為推進香港在中國及國際間的地位作出貢獻。

**遠見：**學會為本地及國際公認於多元文化環境中培育卓越董事常規，發揮着權威倡導、具影響力推廣、富動力促進等功能，透過提供教育、資訊，評鑒、增值服務、社群融合工作而達成。

**抱負：**學會守則的內容涵蓋對以下價值觀的擁護：行為得當、真誠視事、合法合例、克勤於務、肩負問責、正直高潔、公正持平、領導創建、積極參與、卓越貢獻、持續進修、遵守紀律。



## 守則內容

### 行為守則

香港董事學會會員承諾，在履行公司董事職能與責任時遵循學會行為守則如下：—

1. **行為得當：**作為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位成員，行為必須配合身份。
2. **真誠視事：**克盡所能，為維護公司的最佳利益，正當地行使權力。
3. **合法合例：**依據公司法、公司組織章程大綱及細則、其他權威性有關文獻所規範行事。
4. **克勤於務：**引用慎思、才略、專注。
5. **肩負問責：**坦然向公司及股東負責。
6. **正直高潔：**避免職責及個人利益上的衝突，並推廣符合倫理的董事及公司行為。
7. **公正持平：**確保股東享有均等機會、有關人士獲得足夠妥當的資訊披露。
8. **領導創建：**透過健全策略方針、適當內部監控、應變風險管理引領公司，達致為股東增值。
9. **積極參與：**投入促進董事會內的參與文化，並協助促進董事會經充分理解和考慮的程序完成決策。
10. **卓越貢獻：**定時自我檢討工作表現，以配合公司目標，並為公司努力增進個人貢獻，以至協助董事會發揮貢獻。
11. **自我提升：**不斷實踐有關董事的持續專業進修，以掌握知識、才略、最佳董事常規，與時並進。
12. **遵守紀律：**如有涉及投訴，將願意接受香港董事學會紀律委員會及上訴委員會的審查與裁決。

## 指引

以下所提供之註釋指引目的在於協助會員履行守則，請注意指引不能為守則作徹底闡述，亦如守則本身一樣將因應時需而獲檢討及修訂。指引中如引述單數即涵蓋普遍眾數含義、如參照男性即涵蓋普遍兩性含義。

**1. 行為得當：**作為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位成員，行為必須配合身份。

董事應認同董事會為公司中負責企業管治因而影響公司榮昌及信譽的最高權力單位，作為董事會成員，董事肩負着個人及參與集體領導公司的責任。

董事應竭盡所能，確保董事會履行保衛及增進公司榮昌的主要職能，同時董事亦應確保這些程序以正當方式進行。

董事代表董事會行事時應端方自持。

**2. 真誠視事：**克盡所能，為維護公司的最佳利益，正當地行使權力。

董事需向公司負責，因此應以公司的最佳利益為念。在執行所受的權利重託時，董事應確保目的已被清晰地說明及理解無誤。

董事對其公司的業務以及影響公司方針的法律與規例須取得廣泛認知，更應深切了解公司的遠見、使命、抱負、策略性計劃。雖然提供資料的責任歸於公司，董事須主動索取有關資訊。

在履行職責時，如有必要，董事須勇於直言，提出與其他董事甚或主席或行政總裁意見相反的異議。當董事結論自己不能認同董事會的決議時，他必須說明立場，並可要求獲取就法律上、會計上、其他專業上的額外意見。

**3. 合法合例：**依據公司法、公司組織章程大綱及細則、其他權威性有關文獻所規範行事。

董事應時刻遵從法律、規例、有關各類守則等行事，並應竭力確保所屬公司也遵從這些律例守則營運。

董事應廣泛認知公司法、又應細讀所屬公司的公司組織章程大綱及細則。如所屬公司為上市公司或受規管公司，董事應了解上市規則、有關守則、有關法例等。

#### 4. 克勤於務：引用慎思、才略、專注。

為回報所受信託，董事應殷勤於完成任務，並力求出席董事會及其所參與的董事會屬下委員會全部會議。

董事應認真詳閱董事會文件，並盡力了解其內容，以便積極參與董事會討論。在研究董事會議題時，董事須慎思，更從不同角度審視各種可供選擇的方案。董事於評定董事會議項時應引用個人才略。

#### 5. 肩負問責：坦然向公司及股東負責。

董事基本上向公司負責。每位董事應盡力確保所屬公司財政可行、管理恰當、業務不斷地增進。

董事應尋求了解股東期望，然後當決定公司的最佳利益時，竭力符合股東期望。

就評估公司的最佳利益上，董事應考慮全部股東的整體利益，而於適當時候也應考慮其他權益相關者的利益。其他權益相關者即據董事會認為，對達致公司目標的結果及方法都存繫合理利益關係的其他人士或群組。董事應輔助董事會推進其與權益相關者的良好關係。

#### 6. 正直高潔：避免職責及個人利益上的衝突，並推廣符合倫理的董事及公司行為。

董事不得濫用其董事地位而謀求私利。

董事應避免利益衝突，不得將其個人及親屬的利益凌駕於公司利益之上。董事須為利益衝突或潛在利益衝突作出事先及全盤申報。在真正或潛在利益衝突的情況下，董事須放棄參與討論有關問題及投票。

董事不應泄露於他擔任董事時所獲取的機密資料，除非經律令下須披露該資料，或已正式地取得批准。

董事應竭力確保公司從事合符道德經營及履行企業社會職責。董事須從整體社會情況評估公司行為的影響，考慮層面包括環境保護、職業健康及安全、僱員關係、平等機會、反貪污政策、個人私隱保障、公平競爭、消費者權益、其它社會論題等。

**7. 公正持平：**確保股東享有均等機會、有關人士獲得足夠妥當的資訊披露。

董事應尋求確保全體股東或全部級別的股東得到公平及因應其相關權利的待遇。

董事應盡力確保董事會作出適當安排，與股東溝通有關公司的概括策略，並協助確保向股東、規管者、其他權益相關者等作出妥當的資訊披露。

**8. 領導創建：**透過健全策略方針、適當內部監控、應變風險管理引領公司，達致為股東增值。

為履行最終給股東增值的職能，董事應竭力確保董事會具備妥善組合、架構、運作功能。

董事應輔助董事會建立遠見、使命、抱負、策略方案、目標及指標等，適當地授權予管理層，並激勵及監察管理層實現目標及指標。

於策略方案上，董事應竭力確保董事會發揮創意理念及應變能力，以便發展業務及為公司創富。

董事應盡力確保董事會建立恰當的檢核與平衡程序以及審計監控，同時確保董事會及審計師接觸無阻。

董事應對公司的風險管理保持警覺。

**9. 積極參與：**投入促進董事會內的參與文化，並協助促進董事會經充分理解和考慮的程序完成決策。

董事應認真及積極地參與董事會。

董事應盡力與董事會同事溝通，清晰地傳遞自己的思考，又客觀地聆聽其他董事的意見。為了投入優質討論，董事應盡量徹底考慮議項、作出獨立分析、發展創新想法，以協助董事會達致明智的決策。

10. **卓越貢獻:** 定時自我檢討工作表現, 以配合公司目標, 並為公司努力增進個人貢獻以至協助董事會發揮貢獻。

董事應時刻追求卓越。為此, 董事應常作自我評估。此評估關連他參與董事會的職能與成績及他對董事會達成公司目標的貢獻若何。評估的目的是尋求增進他對公司及董事會的貢獻。

董事應竭力推動董事會追尋自我提升及卓越表現。

11. **自我提升:** 不斷實踐有關董事的持續專業進修, 以掌握知識、才略、最佳董事常規, 與時並進。

董事應與時並進, 為自己裝備有關董事學實際兼理論發展的最佳常規。每位香港董事學會會員必須實踐會員評鑒制度的持續專業進修。

12. **遵守紀律:** 如有涉及投訴, 將願意接受香港董事學會紀律委員會及上訴委員會的審查與裁決。

香港董事學會會員須奉行守則的字義及精神。

如有涉及投訴及需要調查的情況, 會員將願意接受由學會成立的紀律委員會審查。如會員不滿紀律委員會的決定, 他可以尋求學會成立的上訴委員會聽證, 此後他應接受上訴委員會的最終決定。

問卷結果簡要報告撮要：自律與評鑒 - 探討會員承擔

## 前言

### 背景

於 2004 年 9 月 16 日舉行的香港董事學會論壇，會員積極參與討論有關董事勝任能力及專業精神，最終帶出促進自律與會員評鑒的建議，考慮以透過二項條件達成，其一為遵守「行為守則」，其二為履行「持續專業進修」。為跟進討論而搜集意見、辨識上述建議的可行性及認受性，香港董事學會於 2004 年 10-11 月期間向會員進行了一項問卷調查，由於此意見調查亦為推進發展香港董事學會的重要環節，因此歡迎全體會員參與，坦言回覆問卷。此文為回應問卷調查結果的簡要報告。

### 探討問題

- 有關董事行為：探討覆卷者對董事行為的價值觀。
- 有關董事履行「持續專業進修」(“CPD”)：探討覆卷者對 CPD 範圍的意見。
- 有關對會員須實踐 CPD 的時間承擔。
- 有關香港董事學會要求會員實踐年度 CPD 的執行。
- 有關覆卷者的個人及公司資料，以納入整體統計的數據分析。

### 問卷方法

語文：為配合香港董事學會的多元文化，問卷採取中英雙語，並於設計問題時盡量採用中立的文句，於適當處更探討非量化答案如理由及選擇等。

調查方式：問卷以郵寄並附貼有郵票的回郵信封直達會員，以鼓勵覆卷及避免重覆。

預評測試：為測試問卷設計是否容易為用者接受，例如覆卷所需時間、問題清晰度、有否不當問題等，預

評測試選擇了兩組顧問，其一為自香港董事學會會員資料庫中根據不同會員級別比例挑選 3% 會員，其二為香港董事學會理事會成員。根據他們的回應修訂過的版本為最終徵詢全體會員的問卷。

逸名：回應者可選不記名方式覆卷。所有回覆資料將因應倫理紀律獲嚴格保密，並僅用於綜合數據作為統計分析。覆卷後每位獲贈優惠心意，認領優惠表格與覆卷資料將由香港董事學會分流處理，不作連繫。

### 公佈問卷結果

香港董事學會除為會員傳閱此報告內的【結果概要】外，亦於學會網頁上刊登本【問卷結果簡要報告】的全部細節，以供會員及公眾人士下載，網址為： - [http://www.hkiod.com/chi/membership\\_survey.asp](http://www.hkiod.com/chi/membership_survey.asp)

## 鳴謝

參與回覆問卷的所有會員

全體支持問卷的會員

提供禮物給予回覆問卷者



如有查詢，請聯絡香港董事學會  
香港銅鑼灣謝斐道 414-424 號中望商業中心 8 樓  
電話: (852) 2889 9986  
傳真: (852) 2889 9982  
電郵: executive@hkiod.com  
網頁: www.hkiod.com

## 結果概要

問卷調查日會員總數: 945

回覆者: 人數 189 會員人數百分比 20%

- 96.5%覆卷者贊成董事應遵守一套釐定的專業行為。92.6%覆卷者贊成引入會員必須遵守「行為守則」是香港董事學會合適的發展路向。
- 多數覆卷者贊成誠信與倫理、合法合例、肩負問責為董事「行為守則」內應包括的價值觀。
- 大多數覆卷者選擇香港董事學會培訓課程、香港董事學會演講論壇、其它學會培訓課程為 CPD 活動範圍內應包括的項目。

- 選擇會員實踐 CPD 投入時間概要: -  
大多數選擇

級別:	資深會員		會員		附屬會員	
	總時數	正規時數	總時數	正規時數	總時數	正規時數
最少 CPD 小時:						
2005	10	0	15	5	20	10
覆卷者%	79%	57%	58%	85%	48%	67%
2006	15	5	20	10	20	10
覆卷者%	62%	81%	56%	66%	64%	70%
2007	20	10	20	10	20	10
覆卷者%	61%	58%	66%	70%	69%	70%

### 八成覆卷者最低時間

級別:	資深會員		會員		附屬會員	
	總時數	正規時數	總時數	正規時數	總時數	正規時數
最少 CPD 小時:						
2005	5	0	10	5	0	0
2006	10	5	10	5	0	0
2007	10	5	10	5	0	0

### 九成覆卷者最低時間 -

級別:	資深會員		會員		附屬會員	
	總時數	正規時數	總時數	正規時數	總時數	正規時數
最少 CPD 小時:						
2005	5	0	10	0	0	0
2006	5	0	10	0	0	0
2007	5	0	10	0	0	0

- 87.8%覆卷者願意每年實踐香港董事學會會員 CPD。
- 86.2%覆卷者願意每年申報履行 CPD 的時間。
- 78.8%覆卷者贊成行政方式以信任基礎由會員年終申報，輔以隨機抽樣選擇要求會員提供資料。
- 75.1%覆卷者贊成引入 CPD 為會員必須承擔的行為是香港董事學會合適的發展路向。
- 81%覆卷者贊成 CPD 承擔將提升香港董事學會會員素質及地位。
- 覆卷者背景:-
  - 資深會員、會員、附屬會員比例 = 48:45:4
  - 大多數董事年資 = 4-20 years
  - 女性、男性比例 = 14.5:85.5
  - 大多數年齡組別 = 41-60
  - 大多數申報屬於某類專業。
  - 主要公司類別:-
    - 上市公司 = 31.7%
    - 私人公司 = 58.7%
  - 大多數董事會人數 = / < 10

以上背景分析大致與香港董事學會會員資料庫配合。