

Extracts of findings from *Global Director Survey 2018*, an inaugural survey organised by Global Network of Director Institutes (“GNDI”), executed by the Institute of Directors in New Zealand and presented in comparison of Global and Hong Kong findings by The Hong Kong Institute of Directors (“HKIoD”).

下文摘錄由「全球董事學會網絡」(GNDI) 進行之首創《全球董事調查 2018》結果。該調查由紐西蘭董事學會執行研究，全球統計與香港分組結果比較由香港董事學會編訂。

ABOUT GNDI 有關 GNDI

GNDI is a worldwide alliance of director institutes, each being the recognised premier body of directors in its jurisdiction. The alliance consists of 21 member institutes including HKIoD, representing over 130,000 directors.

GNDI 是一個由各個司法權區代表董事的首要組織所組成的環球聯盟，目前擁有包括香港董事學會在內共 21 個成員組織，代表 130,000 名董事。



Australia (AICD)	New Zealand (IoDNZ)
Argentina (IGEP)	Pakistan (PICG)
Brazil (IBGC)	Philippines (ICD)
Canada (ICD)	Russia (IDA)
Europe (ecoDa)	Singapore (SID)
Germany (VARd)	South Africa (IoDSA)
Gulf (GCC BDI)	Switzerland (Slod)
Hong Kong (HKIoD)	Thailand (TloD)
Israel (IDU)	UK (IoD)
Malaysia (MACD)	USA (NACD)
Mauritius (MloD)	

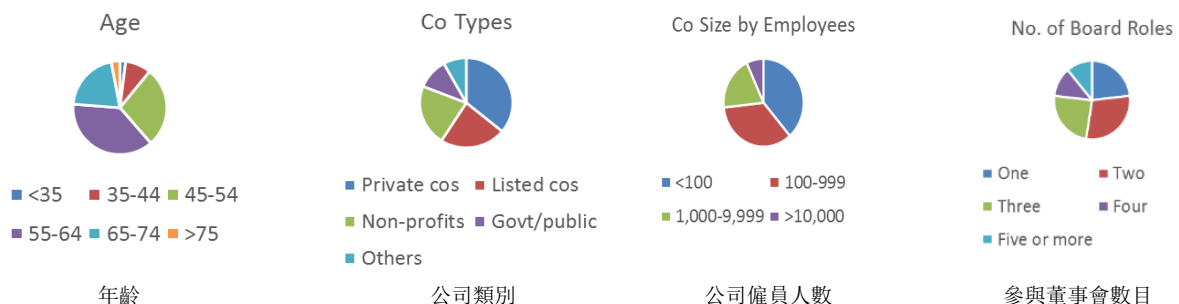
SAMPLE SCOPE 樣本範圍

An online survey 網上調查: May-June 2018.

2,159 responding directors from 17 member institutes. 2,159 回應董事，來自 17 成員組織。

A diverse representative sample with the following compositions 樣本組合多元代表性:-

Gender distribution 性別分佈: 30% female 女性.



The Hong Kong Institute of Directors is Hong Kong's premier body representing directors to foster the long-term success of companies through advocacy and standards-setting in corporate governance and professional development for directors.

香港董事學會為香港代表專業董事的首要組織，其宗旨是促進所有公司的持久成就；為達成使命，學會致力提倡優秀企業管治與釐訂相關標準，以及協助董事的專業發展。

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SURVEY FINDINGS 調查結果

<p>1. Perceived Social & Economic Issues 認定社會經濟問題</p> <p>2. Business Confidence 營商信心</p> <p>3. External & Internal Areas of Focus 對外及對內焦點:-</p> <p>a. Board Performance Evaluation 董事會表現評估</p> <p>b. Succession Planning 傳承計劃</p> <p>c. Board Diversity 董事會多元化</p> <p>d. Director Development 董事進修</p> <p>e. Stakeholders 持份者</p>	<p>4. ESG Issues 環境、社會及管治問題</p> <p>a. ES Issues & Risks 環境及社會問題與風險</p> <p>b. Reporting Frameworks 報告架構</p> <p>c. Disclosure & Remuneration 披露與薪酬</p> <p>5. Technology & Information Governance 科技與信息管治</p> <p>a. Cybersecurity 網絡安全</p> <p>b. Technological Disruption 科技顛覆</p> <p>c. Big Data 大數據</p> <p>d. Data Analytics 數據分析</p> <p>e. Data Privacy 資料私隱</p>
<p>On board radar: BIG DATA scores as the Top Disruptor 董事會視野：大數據被視為頭號顛覆</p>	

Survey findings are reported in Global Aggregates. 調查結果以全球統計報告。

Some observations in Regional Subsets: Africa-Middle East, Americas, Asia-Pacific, Europe.

部份觀察作地區性分組：分別為非洲及中東、美洲、亞太區、歐洲四個區域。

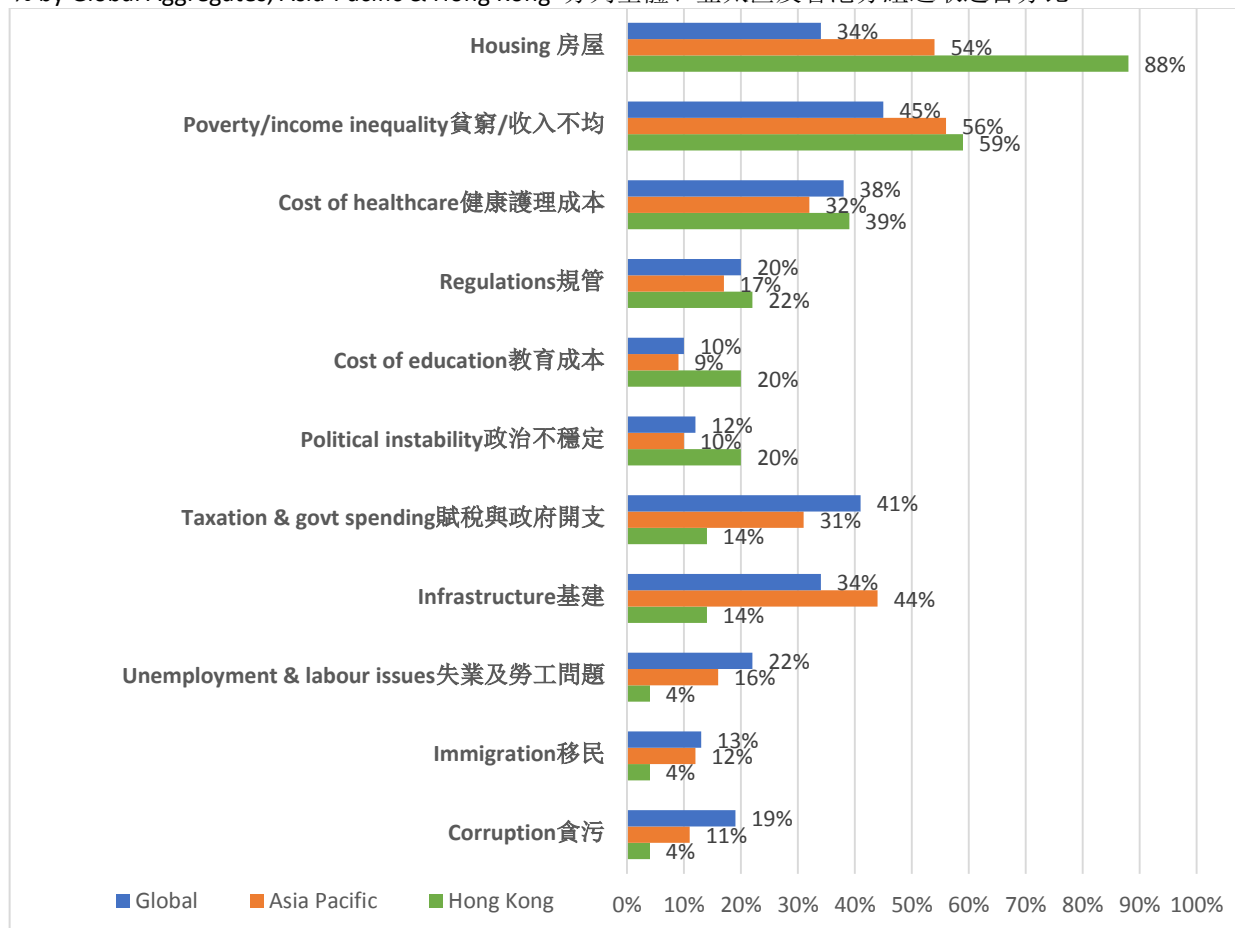
Jurisdiction Subsets: Hong Kong among all jurisdictions. 另有不同司法權區的分組：包括香港分組。

Full report downloadable 整份報告可以下載：http://www.hkiod.com/GNDI_Survey_2018.pdf

In supplement, this paper puts together Global Aggregates and Hong Kong Subset for readers with interest in the latter. 此文件補充以全球統計及香港分組作並排顯示，給對香港情況有興趣的讀者。

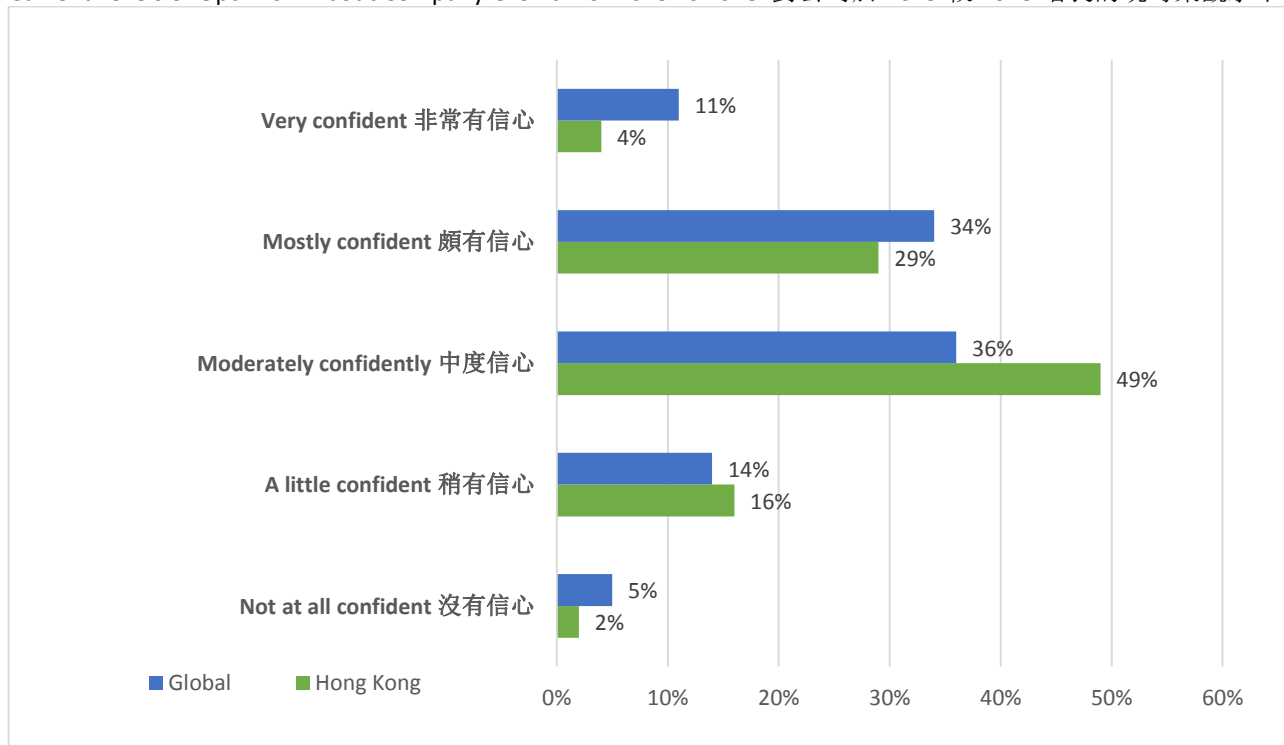
Top Social & Economic Issues Perceived by Respondents 回應者認為最重要的社會經濟問題

% by Global Aggregates, Asia-Pacific & Hong Kong 分列全體、亞太區及香港分組選取之百分比



Business Confidence 營商信心

Current Levels of Optimism About Company Growth for 2019 vs 2018 對公司於 2019 較 2018 增長的現時樂觀水平



Areas of Focus in Board Practices 董事會常規焦點範疇

Corresponding Observations and Comments by GNDI and HKIoD annotated in boxes
配合 GNDI 與 HKIoD 的觀察與理念備註於框內。

1. External and Internal Issues 外在與內在問題

1.1 Board Performance Evaluation 董事會表現評估

88% (HK: 67%): Boards conduct evaluation formally or informally. 董事會有進行正式或非正式評估。

Board Performance Evaluation helps to focus on improvement and achieve greater insight from directors regarding the strengths of the board.

董事表現評估協助聚焦於改善及讓董事多了解董事會的實力。

1.2 Succession Planning 傳承計劃

57% (HK: 51%): Boards discuss either proactive full-board succession or as part of strategic plan.

董事會或積極主動討論全體傳承或納入策略性計劃一部份。

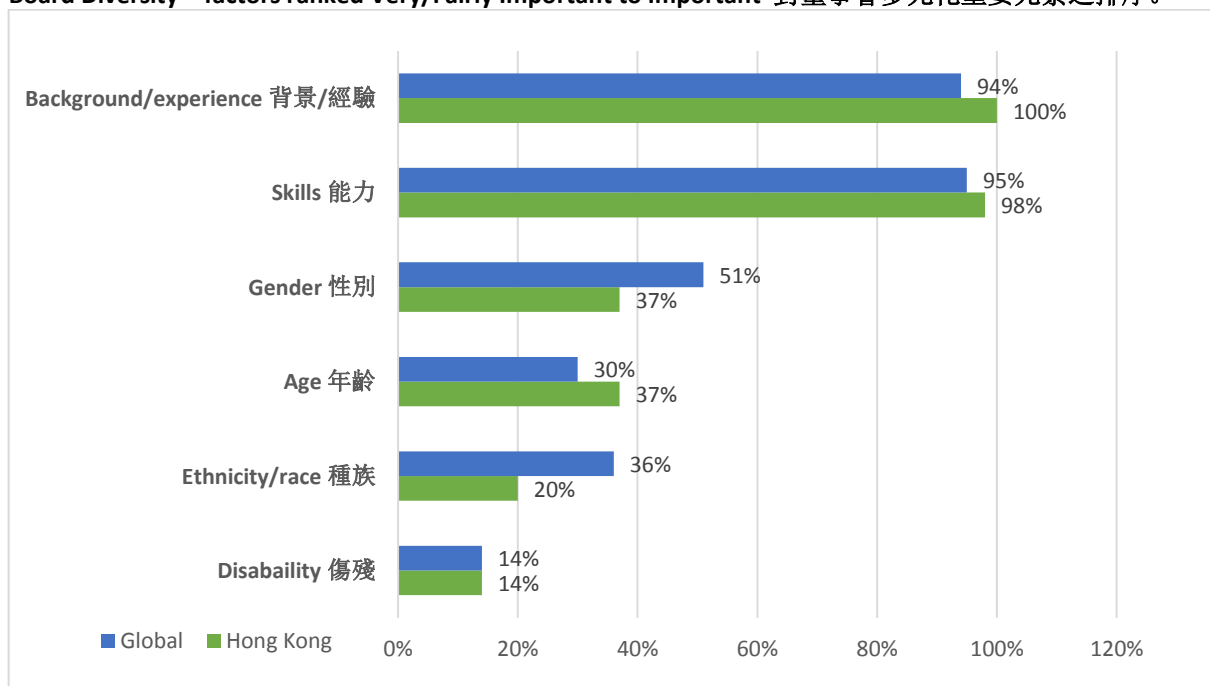
In succession planning, there is an opportunity for directors to be more proactive and not be limited to addressing immediate vacancies.

傳承計劃賦予董事機會更積極主動策劃，而不局限於只在有空缺時處理傳承。

Both Board Performance Evaluation and Succession Planning help to strengthen board and director quality, build board diversity and meet company needs.

董事會表現評估及傳承計劃兩者同有強化董事會與董事素質的功用，促使董事會多元化，以致切合公司所需。

1.3 Board Diversity – factors ranked Very/Fairly Important to Important 對董事會多元化重要元素之排序。



An effective and balanced board needs a broad mix of directors. The meaning of Board Diversity varies around the world and in accordance with business model. A board that considers diverse perspectives in discussion and decision-making adds value to company, helps combat groupthink and is core to effective governance.

一個有效及平衡的董事會需要廣闊的董事組合。董事會多元化的定義因地域而異，亦取決於業務模式。董事會於討論及決策時若考慮到不同觀點會為公司增值，也針對取締小集團思想，兼利於有效管治。

1.4 Board Member Development 董事會成員進修

50% (HK: 47%): Boards frequently/often engage in ongoing board member development.

董事會經常讓成員進行持續進修。

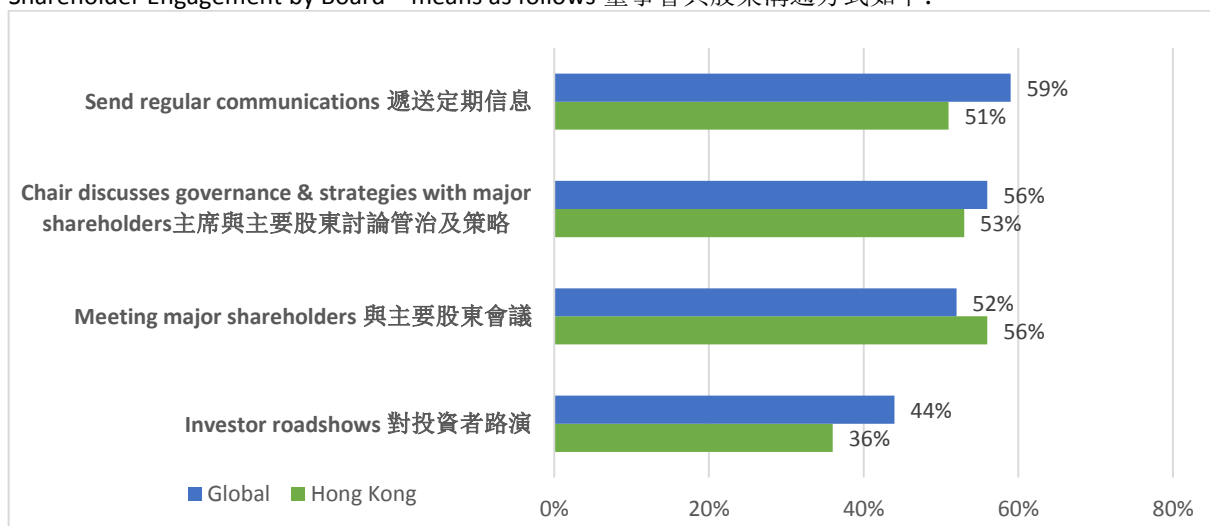
Professional development for directors helps upskill for current and emerging needs around the board table.

董事專業進修提升能力，有助於會議桌上討論現行及浮現的問題。

1.5 Shareholder Engagement by Board 董事會與股東溝通

55% (HK: 42%): Actively engaged. 積極溝通。

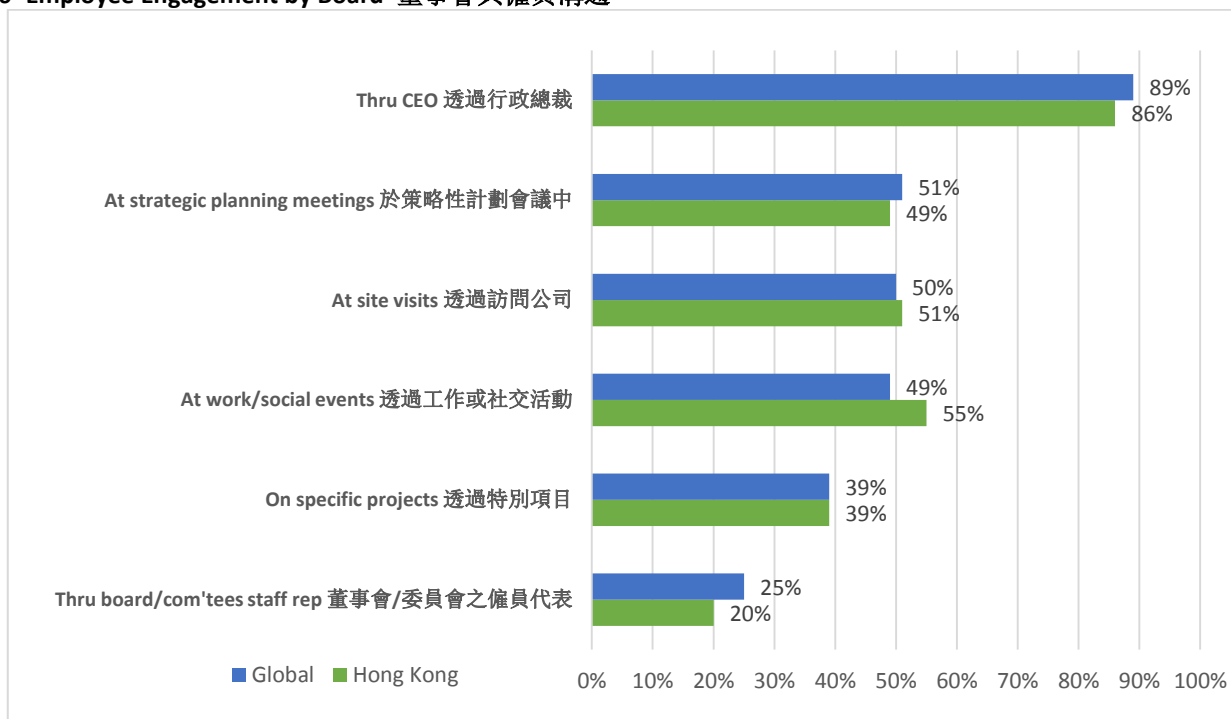
Shareholder Engagement by Board – means as follows 董事會與股東溝通方式如下： -



Boards play an important role in bridging the actions of the company to the interests of shareholders. Effective communication of strategy supports shareholders to make more informed decisions about capital allocation and risk. There is an opportunity for increased engagement with shareholders across all regions.

董事會於作為公司行動與股東利益的橋樑肩負重要職能，有效的策略溝通可協助股東了解資本分配與風險，從而作出有依據的決定。調查結果反映有需要於所有地域提升董事會與股東溝通。

1.6 Employee Engagement by Board 董事會與僱員溝通



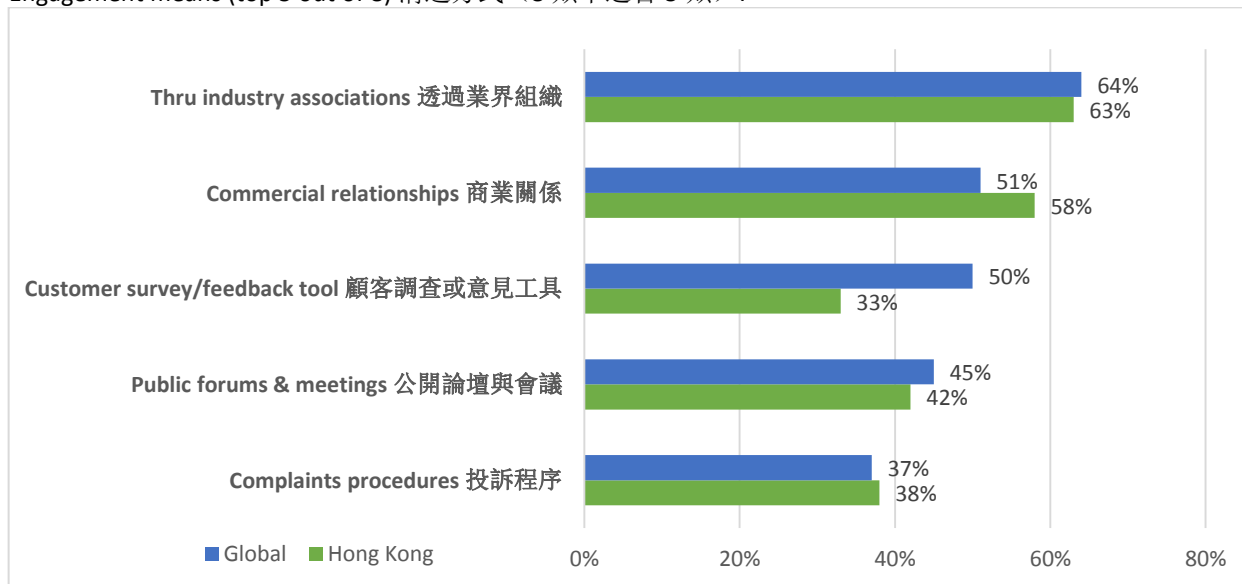
Engagement with employees is an important part of setting the cultural and ethical tone for the company. 與僱員溝通是設立公司文化及倫理協調的重要環節。

1.7 Stakeholder Trust and Engagement by Board 持份者的信任及董事會與持份者溝通

69% (HK: 61%): Frequently/often discuss stakeholder trust in board meetings

經常於董事會會議討論持份者對公司的信任。

Engagement means (top 5 out of 8) 溝通方式 (8類中之首5類) :-



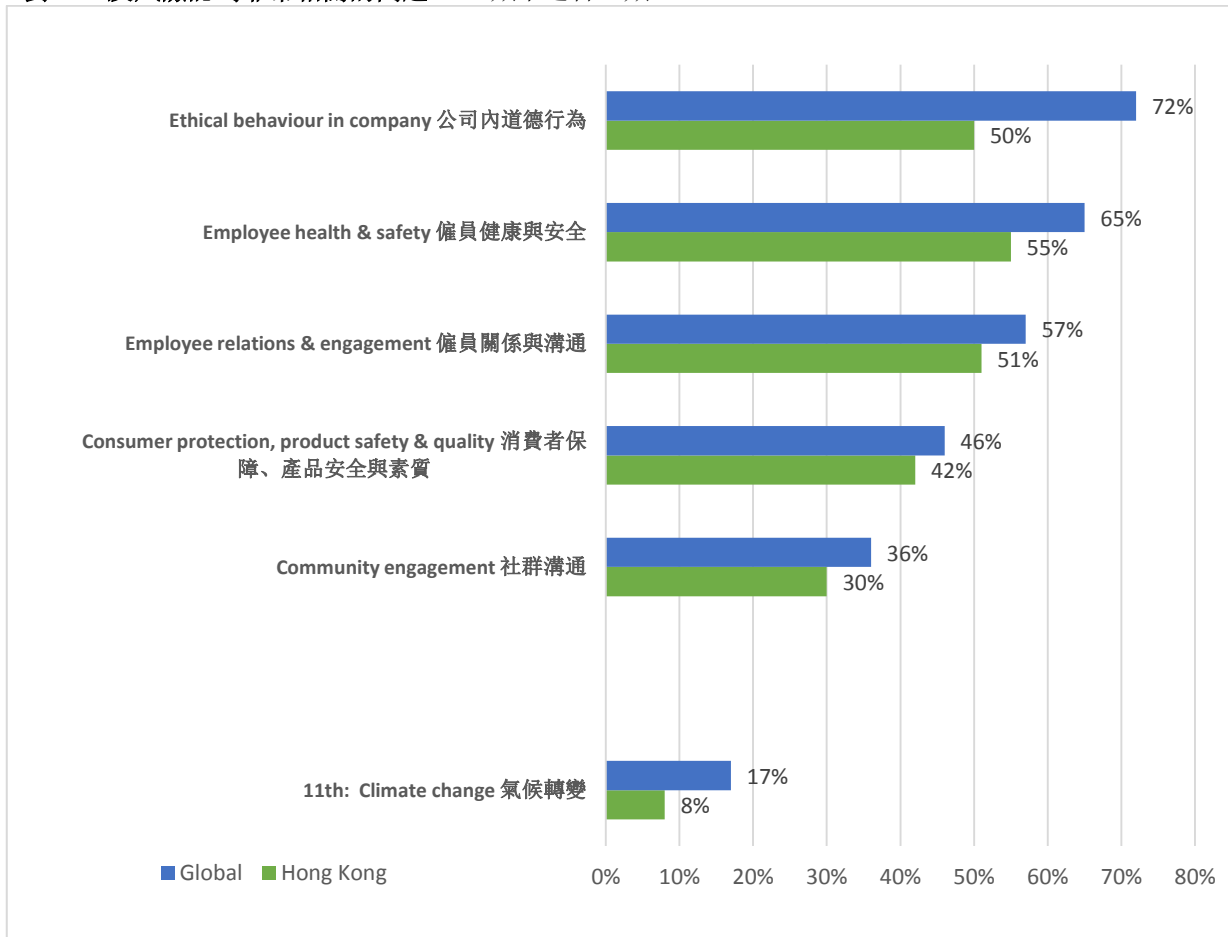
Improving effective engagement can help boards manage increased stakeholder expectations. Technologies such as social media give stakeholders a powerful voice and can place much more pressure on companies to respond to issues that are important to them.

提升有效溝通可協助董事會處理日漸增加的持份者期望。科技有如社群媒體賦予持份者強大聲音，對公司施加更大壓力，要求回應他們認為重要的問題。

2. ESG Issues 環保、社會、管治問題

2.1 Perceived Very Relevant ESG Issues and Risks (top 5 out of 15)

對 ESG 及風險認為非常相關的問題 (15 類中之首 5 類)



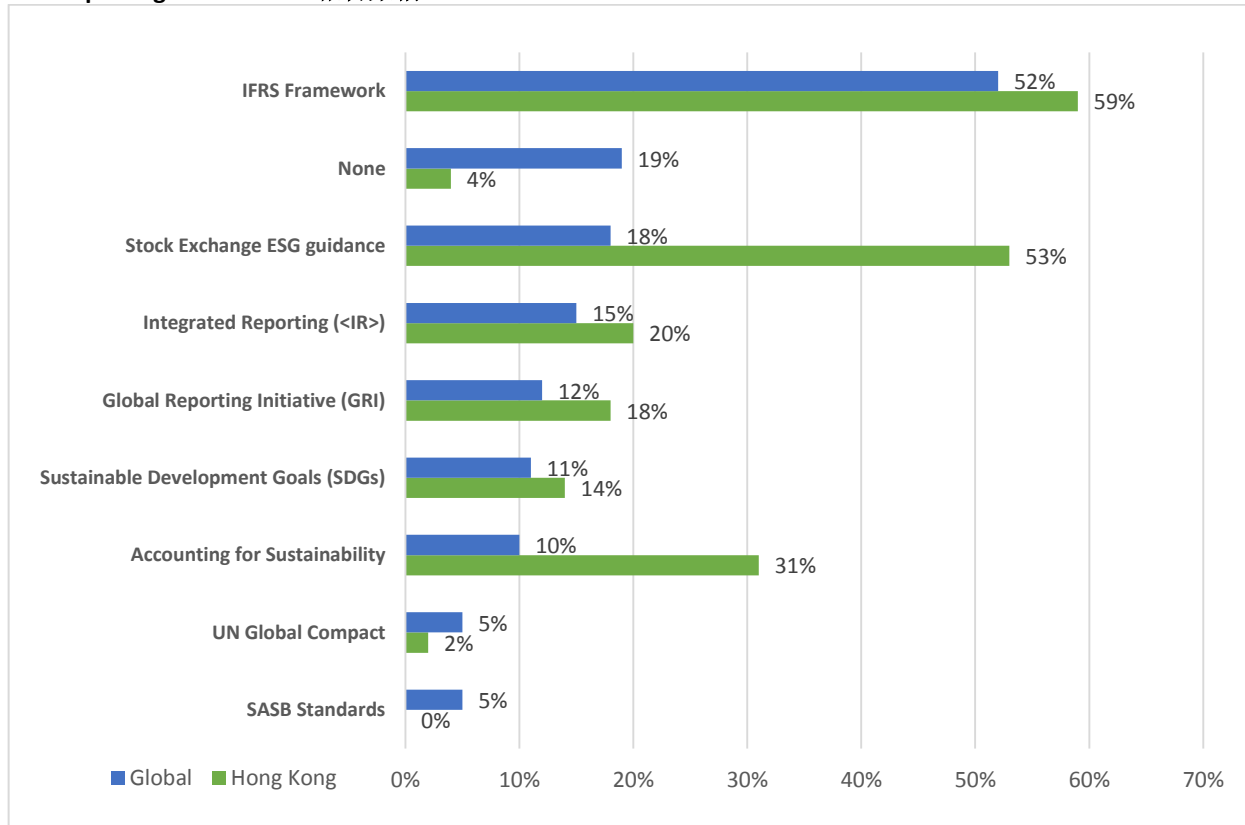
Social issues and risks are increasingly placed on board agenda. Underpinning this is the understanding of and responding to the evolving expectations of investors, consumers, staff & other stakeholders. Boards need to be engaged in strategic matters to ensure the long-term sustainability of their companies, consider alternative future scenarios and balance short-term vs long-term thinking and needs.

The concerns of environmental issues among boards need to be raised.

董事會議程已日漸增添社會問題及風險的討論，基礎是必須了解及回應投資者、消費者、僱員以致其他持份者的逐步演變期望。董事會必須投入策略性事務，以確保公司的長久持續發展，當中包括周詳考慮未來的不同設想情況，平衡短期及長期的思維與需要。

董事會對環保議題的關注需要提升。

2.2 Reporting Frameworks 報告架構



The global trend is for more holistic corporate reporting frameworks that go beyond financial information. This includes reporting on selected ESG or sustainability metrics or adopting one of the established frameworks, eg GRI, <IR>, SDGs.

世界趨勢是在財務資訊以外更進一步採用整體性的公司報告架構，包括選擇性的 ESG 或計量持續性的數據，或採用如 GRI, <IR>, SDGs 等的已確立架構。

2.3 Disclosure and Remuneration 披露與薪酬

38% (HK: 69%): Regulator requirement to disclose director remuneration breakdown.
規管要求披露董事薪酬分析。

Transparency and consistency in governance reporting, particularly of remuneration, is important to the market, shareholders and stakeholders.

管治報告尤其是薪酬資訊的透明度及一致性對市場、股東與持份者都重要。

3. Technology and Information Governance 科技與資訊管治

3.1 Cybersecurity 網絡安全

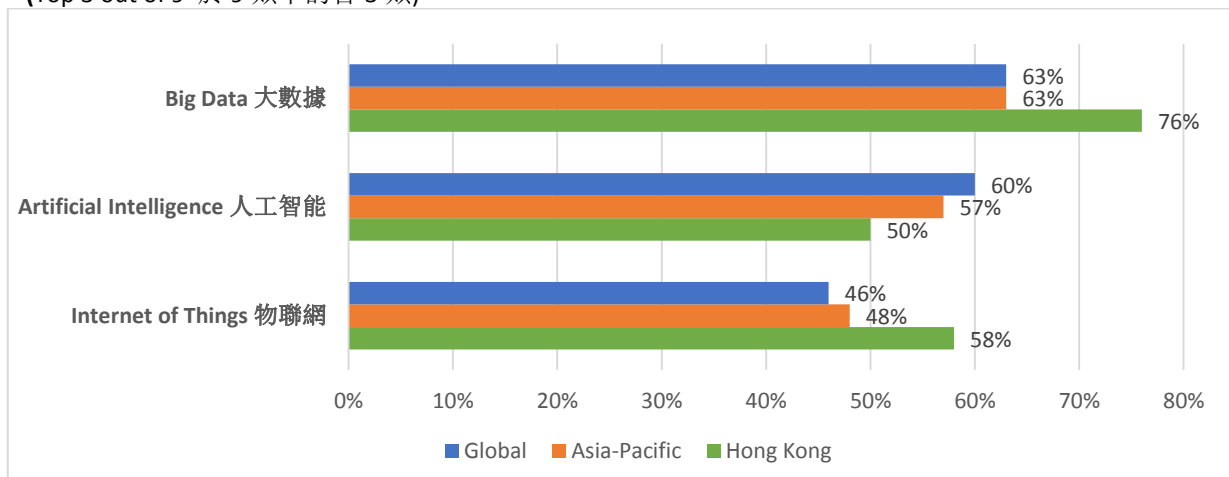
53% (HK: 60%): Boards have high-level understanding of cybersecurity & cyber risks of their company.
董事會高度了解公司的網絡安全及網絡風險。

As most companies use or rely on technology, cybersecurity must be deemed part of enterprise-wide risk management. The ability of directors to ask the right questions of managers is critical to ensure the company's cyber resilience.

由於公司廣泛採用或依賴科技，網絡安全備視為企業風險管理的必需環節。董事具備向管理層發問切合問題的關鍵素質，可確保公司的網絡適應能力。

3.2 Technological Disruptions & Related Issues 科技顛覆及相關議題

(Top 3 out of 9 於 9 類中的首 3 類)



Technological disruption is increasingly viewed as a risk and an opportunity for companies to re-evaluate business model and adapt to survive. Big Data is high on the agenda of directors.

越來越頻繁地，科技顛覆被視為風險亦為機會，讓公司重估業務模式，調整以適應及生存。大數據位列董事議程高位。

3.3 Data Analytics 數據分析

52% (HK: 51%): Boards use Data Analytics in decision-making.
董事會引用數據分析協助決策。

More directors should leverage Big Data and related analytics to create value for the company. Data Analytics helps to detect, investigate and monitor patterns and transactions across the company.

更多董事應引用大數據及相關分析以為公司增值。數據分析能協助察覺、審查及監測公司的運作模樣及交易狀況。

3.4 Data Privacy 資料私隱

61% (HK: 80%): Boards have good/excellent understanding of their company's data privacy practices.
董事會對公司的資料私隱常規具備良好或卓越的理解。

With large-scale data breaches occurring regularly, data privacy is a significant risk for companies. There is room for improvement.

由於經常發生大規模資料洩密，資料私隱成為公司的重大風險。有改善的空間。

Overall: Boards have a leadership and oversight role in data governance.

總體上：董事會肩負資料管治的領導及監管責任。

Epilogue 後記

Angela Cherrington, Chair, GNDI and Chief Executive, Institute of Directors in Southern Africa: "This report provides interesting perspectives and ample food for thought. No doubt the results will provide stimulus for debate, discussion and innovative thinking as we continue our collaboration and quest to continually improve governance best practice. We believe this first global survey will provide you with rich information and also serve as a useful benchmark."

GNDI 主席兼南非董事學會行政總裁 **Angela Cherrington**: 「這份報告提供有趣觀點及促進思維，無疑地調查結果將刺激我們辯論、討論及產生創意思維，讓我們繼續追求管治最佳常規的提升，我們深信這首次全球調查為您提供了豐富資訊及有用的基準。」

Henry Lai, Chairman, HKIoD: "The GNDI Global Director Survey 2018 provides snapshots on the global landscape of corporate governance and director practices. It is timely for directors' reference, reflection and action, particularly when we are living in a rapidly changing business world."

香港董事學會主席賴顯榮律師：「《GNDI 全球董事調查 2018》給了我們有關企業管治及董事專業行為景觀的數據快照，讓董事參考，反思及採取行動，非常合時，尤其是我們處於瞬息萬變的商業世界。」

Dr Carlye Tsui, CEO, HKIoD and Executive Committee Member, GNDI: "A crucial factor in director competence is the pursuit of continuing professional development. Findings from the GNDI Global Director Survey 2018 are important aids for our design of education and training programmes for directors in areas of needs of today and tomorrow."

香港董事學會行政總裁兼 GNDI 執行委員會成員徐尉玲博士：「勝任董事的要素之一是追求持續專業進修。《GNDI 全球董事調查 2018》提供我們在設計董事教育及培訓課程時的重要輔助，切合今天及明天所需。」