

BOARD 3.0

The text 'BOARD 3.0' is rendered in a large, bold, sans-serif font. The letters are filled with a collage of images related to modern infrastructure and urban development. The 'B', 'O', 'A', and 'R' in the top row feature images of multi-level highways and bridges. The '3' and '0' in the bottom row feature images of cityscapes with illuminated buildings and streets.

**FUTURE-FLUENT
BOARD LEADERSHIP
IN ASIA**

India



BOLD 3.0 : FUTURE FLUENT BOARD LEADERSHIP IN ASIA

PARTNERS:



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FOREWORD

For more than a decade now, it's been my privilege to serve on the boards of three public companies and as the lead director on two of them. What have I learned from these experiences and in meetings with dozens of CEOs and other directors globally? The bad news is that too many boards overestimate their achievements, and too many board members are skeptical about the critical importance of continuing to develop their own leadership skills. The good news is that boards have a tremendous opportunity to function more effectively and accelerate their impact – if they commit to building their own leadership capacity.

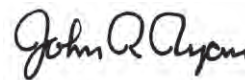
As this insightful and well-researched report reminds us, there are some dynamics unique to boards in Asia-Pacific, especially family ownership and the influence of the state. There are also several principles that CEOs and board members around the world should keep in mind at all times as they seek to add value. Among them:

- Most often, boards can be either the creators or destroyers of shareholder value.
- A board's culture determines whether creation or destruction occurs.
- Boards need a strong sense of when to partner with management, when to lead, and when to stay out of the way.
- The board's relationship with the CEO is crucial for the CEO's success.
- Boards must find the right CEO and make sure that successors are being developed.
- Boards should prioritize recruiting new members with future-fluent mindsets.

Leadership development is the thread that can weave these principles together, by making individual board members more self-aware and strategic, and by fostering a collective sense of teamwork and shared mission for the board as a whole. This report offers a roadmap for navigating that journey to improve board performance and alerts us that boards will need to fill a more strategic role in the next decade. It's up to you – whether you are a CEO, a current board member or aspire to be either in the future – not just to reflect on the wisdom contained in these pages but to take action now. The organizations you are privileged to serve are counting on you!

With best wishes for your leadership journey,

**BOARDS HAVE
A TREMENDOUS
OPPORTUNITY TO
FUNCTION MORE
EFFECTIVELY
AND ACCELERATE
THEIR IMPACT**



John Ryan
President and CEO
Center for Creative Leadership



BOLD 3.0 : FUTURE FLUENT BOARD LEADERSHIP IN ASIA

We are delighted to present the *BOLD 3.0: Future Fluent Board Leadership in Asia* research study. The study is a culmination of over a year of research led by the Center for Creative Leadership (CCL), in partnership with the Confederation of Indian Industry (CII), Institute of Corporate Directors Malaysia (ICDM), Institute of Corporate Directors (ICD), Philippines, Singapore Institute of Directors (SID), The Sri Lanka Institute of Directors (SLID), Vietnam Institute of Directors (VIOD), and supported by pymetrics. *BOLD 3.0* presents a comprehensive point of view on the evolution of board level leadership in the region, and what leadership in Asian boardrooms may look like in the future.

Asia undoubtedly is the “new” center of the world. Economic rise in the region has accelerated growth in goods, products, and services consumption, making the region a lucrative market for global enterprises. Asia is also emerging as the biggest catchment area for talent and a hotbed for entrepreneurial activity. Analysts predict that the region could become the world’s largest economy (by GDP contribution) by 2030.

Even as Asia has been on a sharp economic growth trajectory for the last few decades, the region has also witnessed several big and small corporate governance failures. Starting in the early 2000s, in response to the financial crisis, national governments across Asia led hectic efforts to strengthen corporate governance codes and regulations. Governance tightening initiatives however have not completely arrested sporadic corporate governance issues, which continue to emerge at regular intervals. This has led to a realization that Asian organizations also need to take a much closer look at the human elements of governance—the makeup of the leadership in the boardroom. This realization, coupled with disruptive markets and higher expectations from stakeholders, now more than ever, puts board leadership in Asian enterprises in the spotlight.

Leaders who spoke to us are convinced that Asian boards are increasingly expected to move beyond their traditional stewardship and trusteeship responsibilities on behalf of shareholders, to provide overall leadership to the organization. To make collective leadership happen on Asian boards, several critical elements need to fall in place. In addition to governance maturity at a company and country level, Asian boards and board leaders need to reflect upon their intent, capability, composition, mandate, and culture at play in the boardroom. The *BOLD 3.0* study delves into some of these very critical areas. It attempts to identify “active ingredients” that must be in place on Asian boards to make effective leadership happen. It also closely examines the state of leadership capability (and gaps) at the board level in public and private mid- to large-size organizations in Asia. The study further builds on the capabilities and skills that future-fluent board leaders in Asia must develop and polish, and the must-have culture in boardrooms for collective leadership to thrive and flourish.

Through this research, CCL takes yet another leap in furthering the Asian leadership development agenda. With the *BOLD 3.0* research we aim to not only help boards and board leaders in Asia to examine the current status of their collective leadership, but also enable them to look into the horizon and align their capabilities accordingly.

We take this opportunity to thank senior board leaders and C-suite executives across several countries in Asia who participated in the research and helped shape the key findings.

We sincerely hope you will find the *BOLD 3.0: Future Fluent Board Leadership in Asia* study useful as you prepare your organization, board, and board leaders to embark on the future fluency journey!

Elisa Mallis
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Alfredo E. Pascual
President, Institute of
Corporate Directors,
Philippines

Edwin Lee
Executive Director, Singapore
Institute of Directors

A. R. Rasiah
Chairman, The Sri Lanka
Institute of Directors

Nguyen Viet Thinh
CEO, Vietnam Institute of
Directors

BOLD 3.0 EXECUTIVE SUMMARY

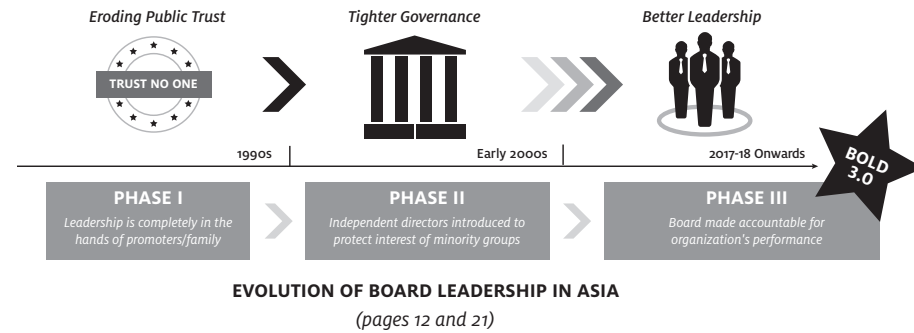
The Study in Six Conclusions...



I

THE FOCUS IN ASIA IS SHIFTING FROM TIGHT GOVERNANCE TO COLLECTIVE LEADERSHIP ON BOARDS

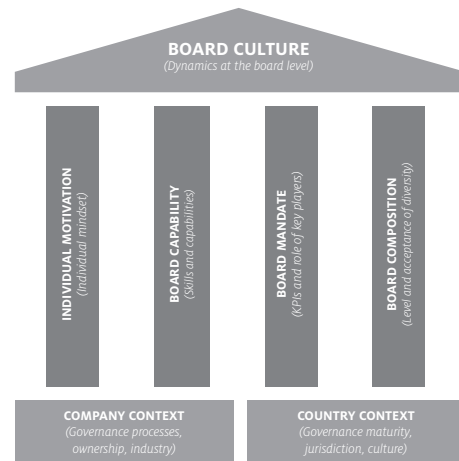
- Most countries in Asia have witnessed corporate governance breakdowns over the past decade. In response, governments have led multiple efforts to strengthen regulations and governance codes. However, even that has not arrested sporadic corporate governance issues, leading to a realization that organizations need to also take a closer look at the leaders in the boardroom.
- The evolution of board leadership in Asia happened in three distinct phases. Phase one, when leadership was mainly exercised by the promoter, family, or close group of shareholders. Phase two, when governance codes were tightened, and there was a push for independent directors. And, phase three, when we are seeing a focus on collective leadership on Asian boards (BOLD 3.0).



II

SEVERAL ELEMENTS NEED TO COME TOGETHER FOR COLLECTIVE BOARD LEADERSHIP (BOLD 3.0) TO HAPPEN

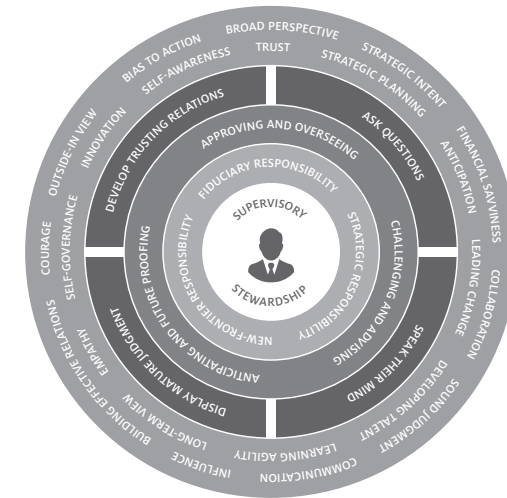
- Effective leadership on Asian boards is akin to building a “leadership house” with three distinct elements. The foundation constitutes the context in which boards operate – corporate governance processes, ownership structure, country jurisdiction, and national culture.
- Resilient pillars—individual drive and motivation of board leaders; functional, technical, and leadership expertise available; clarity of roles; and, board composition—must supplement the strong foundation.
- Finally, board culture, which may be defined as “the way things are done at the board level” is often the difference between having individual brilliance on boards and a “brilliant board.”



III

EFFECTIVE ASIAN BOARDS DIFFERENTIATE ON ACTIVITIES, BEHAVIORS, AND SKILLS

- Boards worldwide, must play supervisory and stewardship roles, which translate into fiduciary, strategic, and “new frontier” responsibilities.
- Four behaviors outstanding board directors in Asia often display: asking questions, speaking their mind, displaying mature judgment in evaluating decisions, and developing trusting relationships.
- The top five skills board leaders in Asia must have for sustained impact include trust and credibility, sound judgment, strategic intent, having a long-term view, and the ability to do strategic planning.

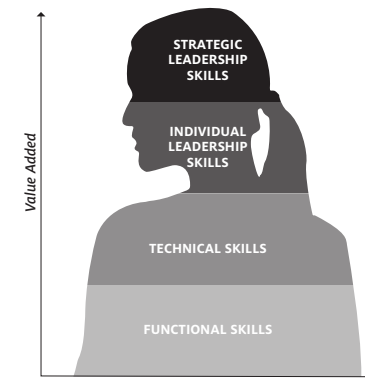


An enlarged version of the illustration is available on pages mentioned.



IV ASIAN BOARD LEADERS MUST FOCUS ON INDIVIDUAL AND STRATEGIC LEADERSHIP SKILLS

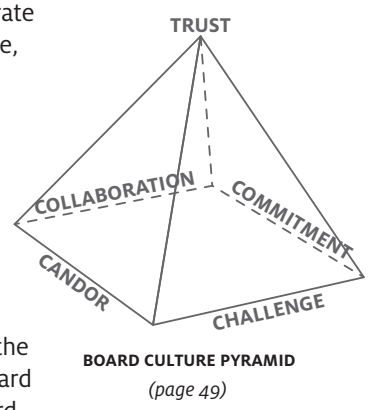
- Capabilities on Asian boards have traditionally centered around functional and technical skills—understanding of the governing law of the land, regulations, governance codes, financial savviness, etc.
- Most boards are quite content with these two streams of capabilities. They rarely look at nurturing, leveraging, or developing leadership skills and capabilities.
- As Asian board leaders prepare to take organizations forward, they will need to further develop their individual leadership skills and strategic skills.



DE-CONSTRUCTING A BOARD LEADER'S SKILL SET (page 35)

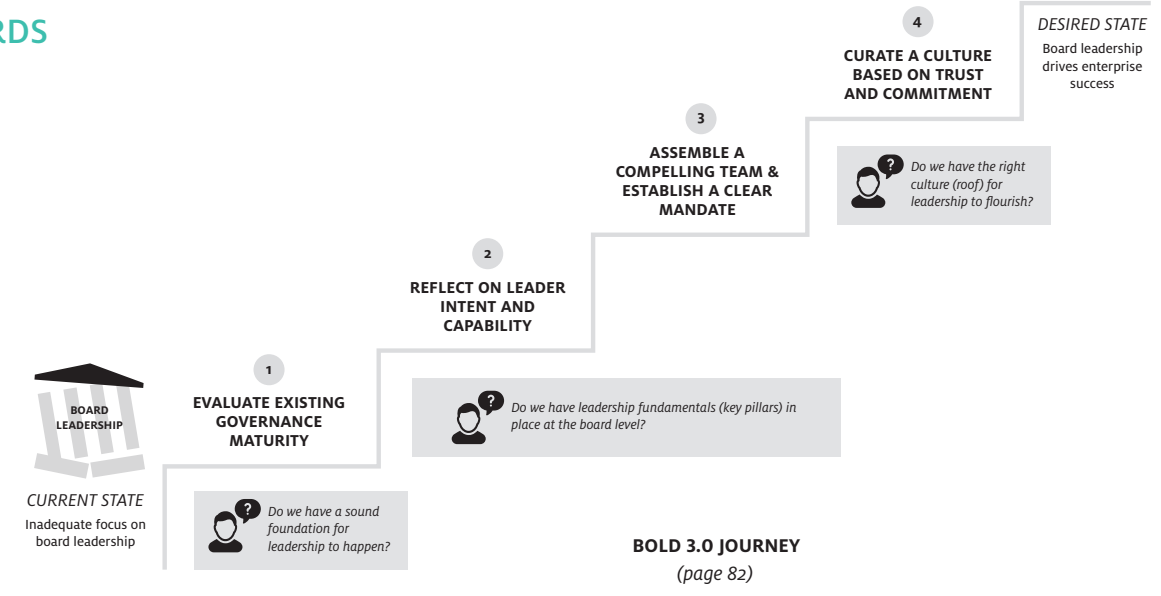
V CULTURE IS THE KEY DIFFERENTIATOR BETWEEN AVERAGE AND GREAT ASIAN BOARDS

- Boards in Asia must curate the “right” board culture, comprising of five key elements.
- Board dynamics must display a culture of 4Cs: collaboration, candor, challenge, and commitment.
- In addition to the 4Cs, the level of trust among board directors, between board and management, and between board and CEO is often the most critical element of board culture.



VI MAKING COLLECTIVE LEADERSHIP HAPPEN ON ASIAN BOARDS IS A MULTI-STEP JOURNEY

- Organizations in Asia and their boards must undertake a multi-step journey for collective leadership to happen. They must start with evaluating the existing governance framework since that is the BOLD 3.0 foundation.
- Boards must reflect on the individual and collective intent of board members, and skills and capabilities relevant now and in the future.
- And finally, board and shareholders must align to create the right board culture, that of collaboration, candor, challenge, and commitment, all deep-rooted in trust.



SELF DIAGNOSTIC

State of Board Leadership in My Organization...

Think about your board and select the applicable option in the questions below. Plot results in the graphic on the adjoining page.

BOARD DIRECTOR INTENT

- | | YES | NO |
|---|--------------------------|--------------------------|
| <input type="checkbox"/> Board directors treat their role as a serious commitment. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors dedicate enough time to fulfill key responsibilities. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors have enthusiasm towards learning new knowledge/skills to get better at their role. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Directors are well prepared for board meetings. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors are not scared of being the “lone voice” in the room. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Most directors do not depend on board remuneration to pay their bills. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Most directors hold less than 5 board positions. | <input type="checkbox"/> | <input type="checkbox"/> |
| TOTAL Ys | <input type="text"/> | |

OVERALL BOARD MANDATE

- | | YES | NO |
|--|--------------------------|--------------------------|
| <input type="checkbox"/> There is common and shared understanding of board performance evaluation criteria. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> The chairperson conducts board meetings efficiently. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> The chairperson and CEO act as “sparring partners” on most matters. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Independent directors respectfully question key management decisions for checks and balances. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> The CEO is transparent in sharing any and all information with the board. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board activities demonstrate the right balance between hindsight and foresight. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> The board spends almost 50% of the time in strategic discussions. | <input type="checkbox"/> | <input type="checkbox"/> |
| TOTAL Ys | <input type="text"/> | |

BOARD DIRECTOR SKILLS AND CAPABILITIES

- | | YES | NO |
|---|--------------------------|--------------------------|
| <input type="checkbox"/> Directors demonstrate functional skills such as understanding of relevant laws and governance codes. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors demonstrate technical skills such as financial savvy and risk assessment. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> My peer directors command the highest level of trust and credibility. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> My peer directors have a long-term view on business and economy. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> My peer directors demonstrate sound judgment. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> My peer directors are skilled in strategic planning. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> My peer directors display astute strategic thinking. | <input type="checkbox"/> | <input type="checkbox"/> |
| TOTAL Ys | <input type="text"/> | |

BOARD COMPOSITION

- | | YES | NO |
|---|--------------------------|--------------------------|
| <input type="checkbox"/> Board represents appropriate diversity of skills. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board represents good generational mix in its composition. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> I’d say there is enough gender diversity on my board. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There is a well-documented and detailed board evaluation process. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> External board evaluation happens at least once in 2 years. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Action steps from the evaluation exercise are discussed at the board and individual level. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board evaluation forms the basis of skills and capability refurbishment. | <input type="checkbox"/> | <input type="checkbox"/> |
| TOTAL Ys | <input type="text"/> | |

SELF DIAGNOSTIC

State of Board Leadership in My Organization...

Gaps indicate areas of improvement for effective leadership to happen.

BOARD CULTURE

- | | YES | NO |
|--|--------------------------|--------------------------|
| <input type="checkbox"/> There is deep respect for fellow board members and firm belief in their reliability and capability. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board members question and debate opinions and issues respectfully. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Directors align efforts and create synergy to achieve shared goals. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors are open, honest, and transparent in their demeanor. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Board directors often go above and beyond to fulfill their responsibilities. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> The chairperson is committed to creating an effective and efficient board culture. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There is an appropriate mix of independent and executive directors. | <input type="checkbox"/> | <input type="checkbox"/> |

TOTAL Ys

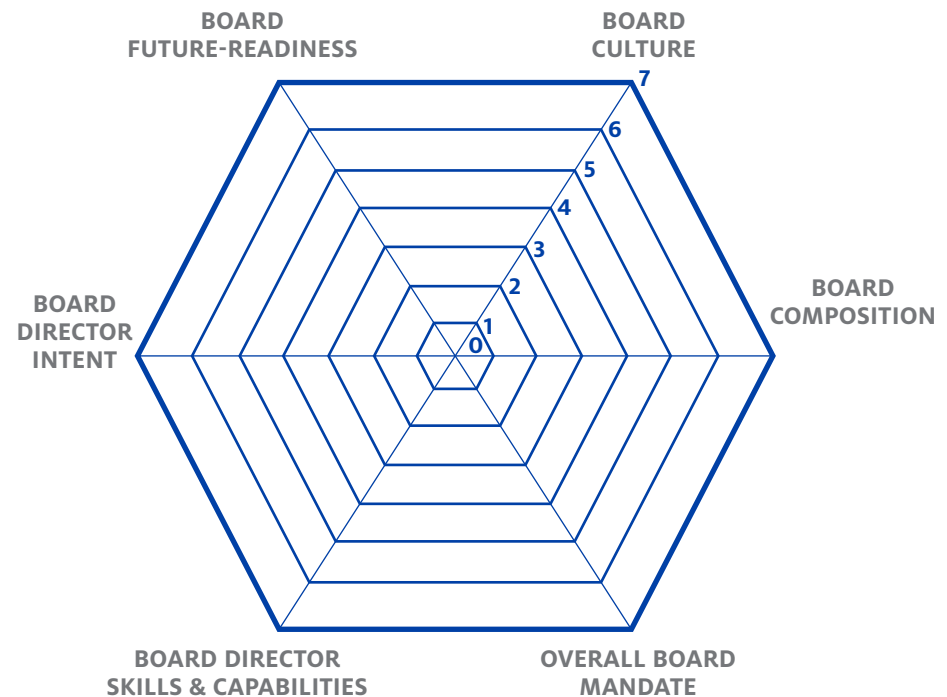
BOARD FUTURE-READINESS

- | | YES | NO |
|--|--------------------------|--------------------------|
| <input type="checkbox"/> There are tangible efforts in place to create a learning environment on the board. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There is at least one board director with a strong technology background. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There is a tech-committee or a tech-governance-committee in place. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There are 'frequent' conversations about ongoing and planned initiatives to achieve future readiness. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There is an ongoing dialogue about getting talent ready for the future. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> Sustainability—both human and environmental—'often' comes up in board dialogues. | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> There are proactive steps to tweak board composition to include future relevant skills. | <input type="checkbox"/> | <input type="checkbox"/> |

TOTAL Ys

STATE OF BOARD LEADERSHIP

Plot the total score for each segment on the six axes, join the points, and compare with the dark-coloured line. Gaps indicate improvement opportunities.



COUNTRY DEEP DIVES



SURVEY SUMMARY

INDIA

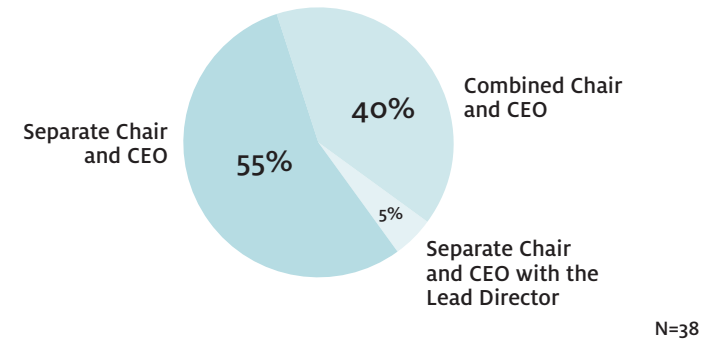
INDIA SAMPLE

- The CCL research team collected 38 valid survey responses.
- 16% of the total survey respondents were women board leaders.
- 66% of survey respondents had more than 25 years of total work experience, and 38% had more than 10 years of experience serving on boards, with the sample average of 2.2 board directorships per respondent.
- 13% respondents held chairperson title, 16% were CEO and chairperson, 8% were CEOs, 26% were independent non-executive directors, another 8% were non-independent non-executive directors, and balance 29% were executive directors (other than the CEO).
- 32% of survey responses were from directors in family-owned organizations, 46% from privately-held but not family-owned, 11% from closely-held/owned public-listed companies, 8% from widely-held/owned public listed companies, and the balance 3% from state-owned organizations, research institutions, etc.
- Almost 78% responses were from organizations with less than US\$200 million in revenue, 8% from organizations with revenue between US\$200 and US\$500 million, another 8% from larger organizations with revenue of US\$500 million to US\$1 billion, and the balance 2% from organizations with revenue of between US\$1 billion and US\$5 billion.
- 90% of the boards represented in the survey had up to 8 directors.
- 97% of company boards met up to 8 times a year.



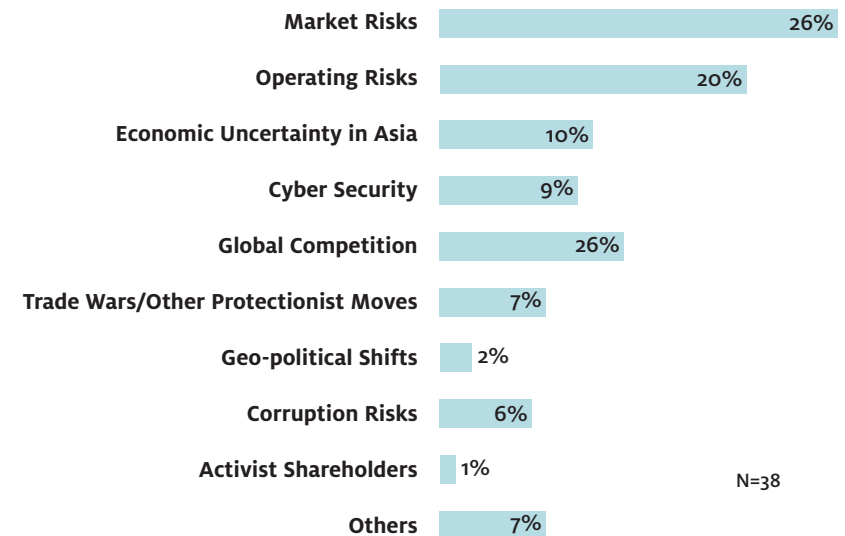
BOARD LEADERSHIP STRUCTURE

% of respondents who selected the size of the board

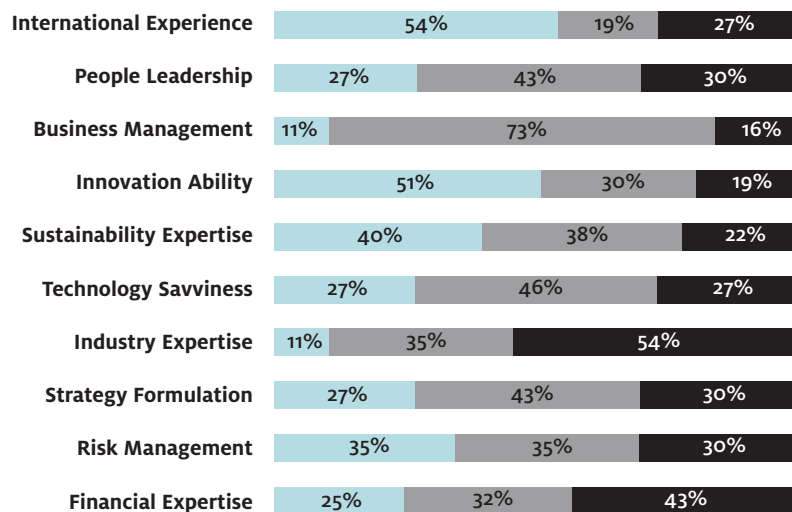


BOARD CHALLENGES

% respondents who selected the factor concerning boards in India



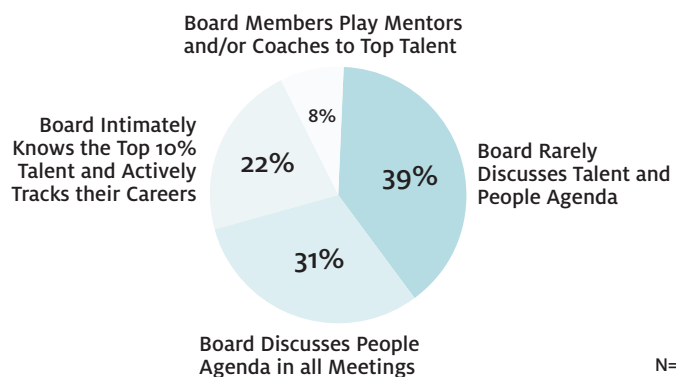
BOARD CAPABILITY % of respondents who selected the option



■ Not even thinking/Not satisfied and unhappy with the progress
■ Not satisfied but glad we are moving in the 'right' direction
■ Very satisfied with where we are on the capability

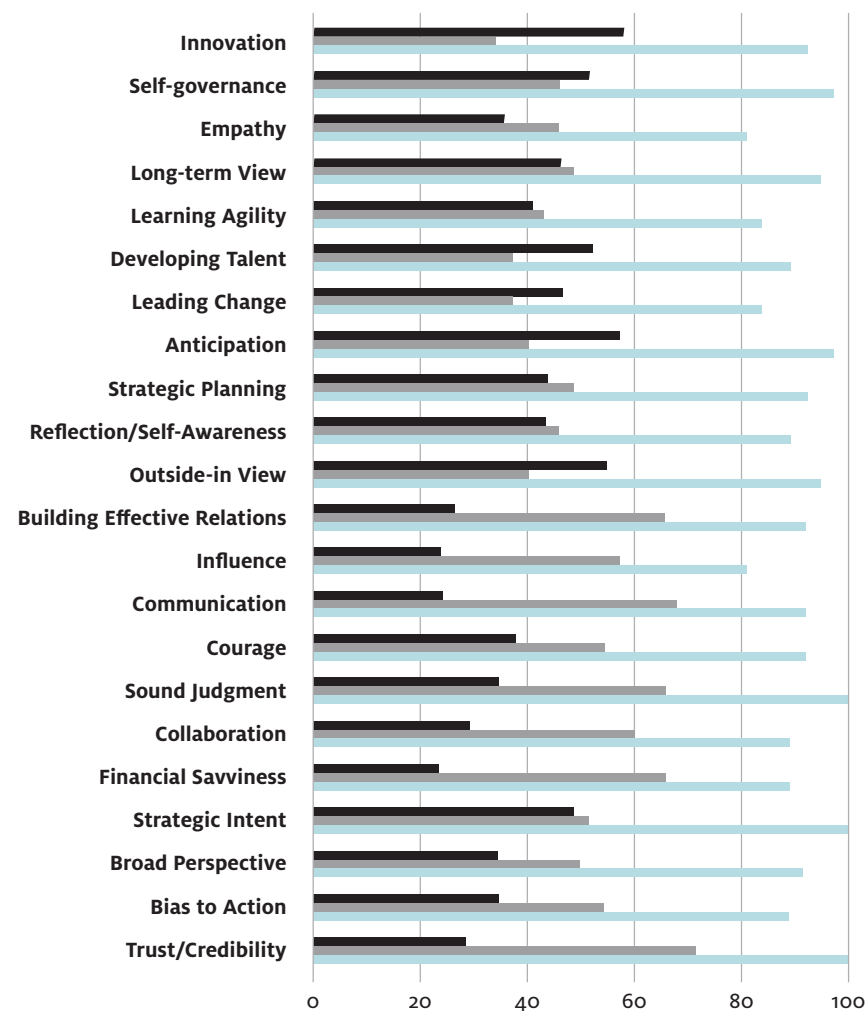
N=37

BOARD'S ROLE IN TALENT DEVELOPMENT % respondents who selected the option



N=36

BOARD LEADER SKILLS @ KEY GAPS % of respondents who selected the option

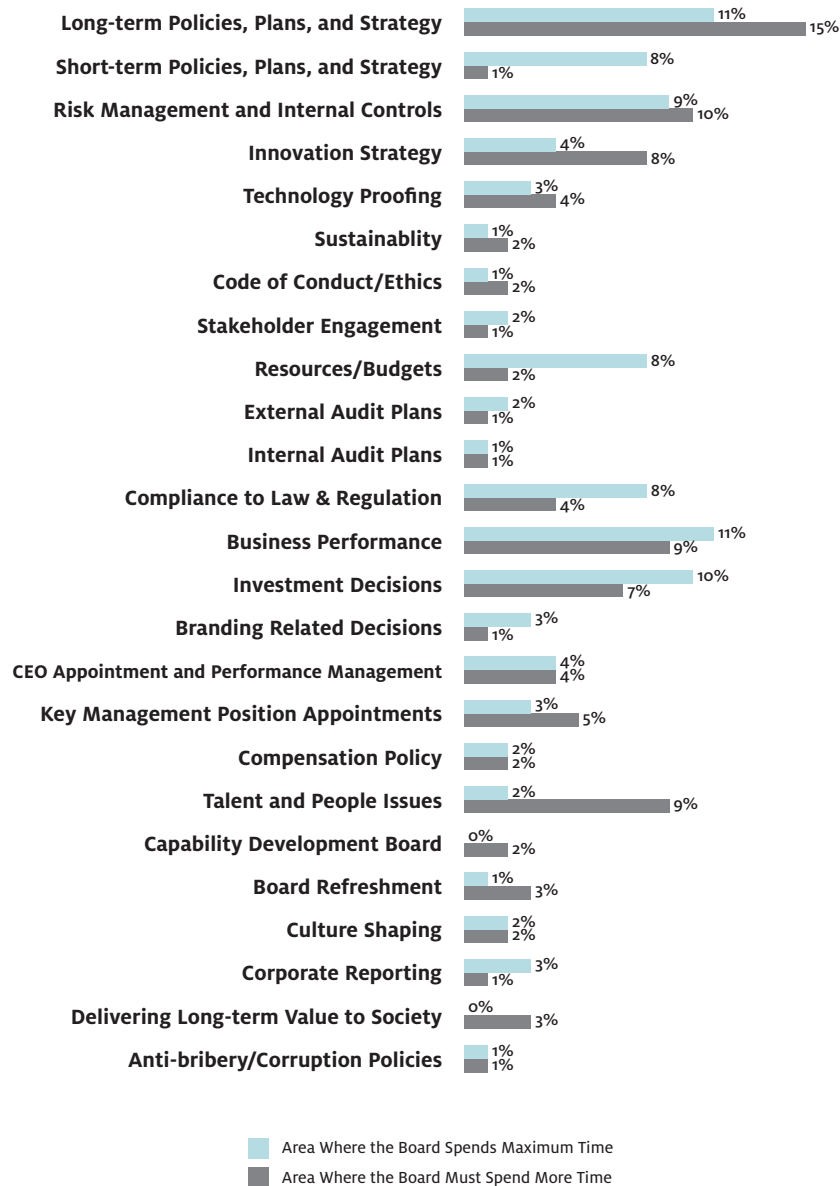


■ % respondents who selected the skill as 'Important' or 'Very Important'
■ % who selected incumbent director capability as 'Good' or 'Excellent'
■ Difference between respondents who marked the skill as 'Important/Very Important' and those who rated incumbents 'Good/Excellent'

N=36

BOARD ACTIVITIES—INTERNAL

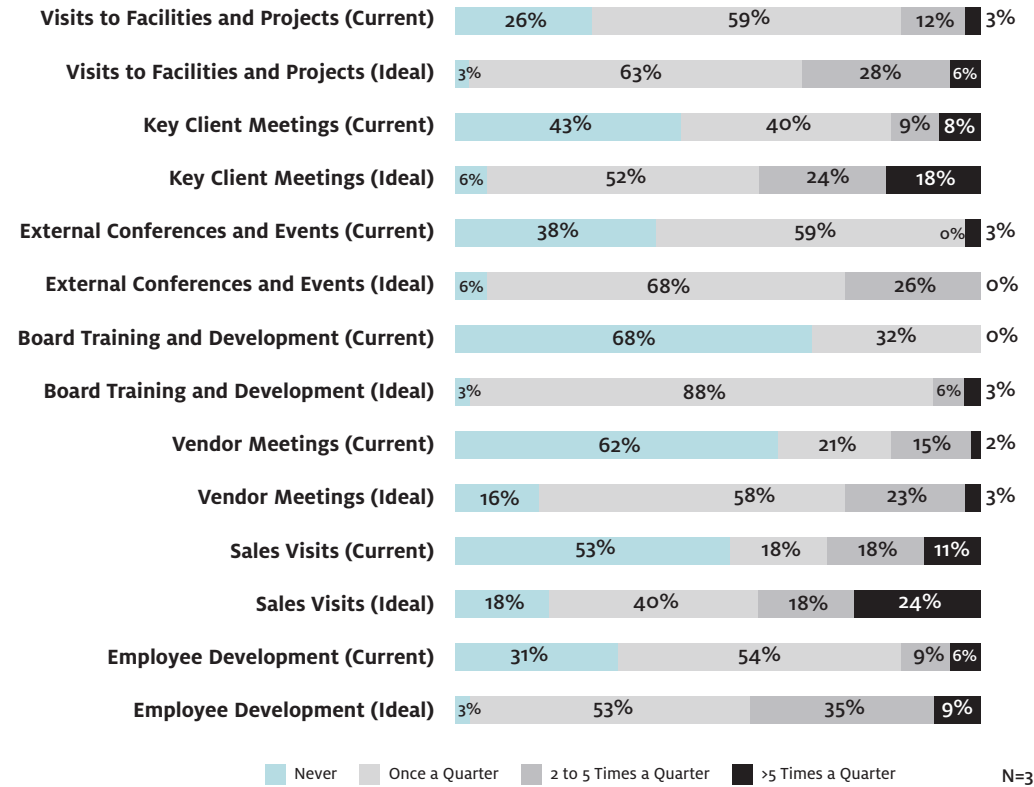
% respondents who selected (top-5) activities where boards currently spend maximum time, and must ideally spend more time



N=38

BOARD ACTIVITIES—EXTERNAL

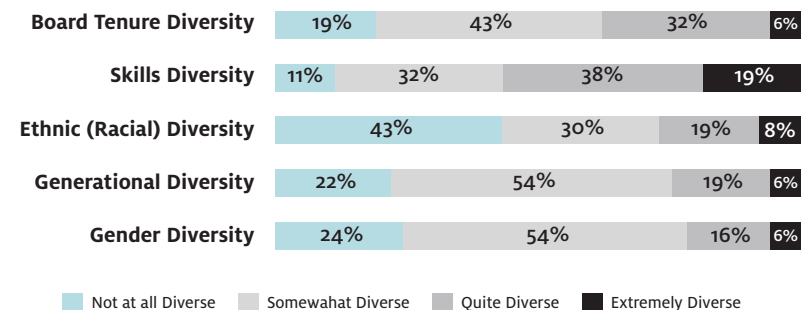
% respondents selecting options—current and ideal frequency of key board activities



N=34

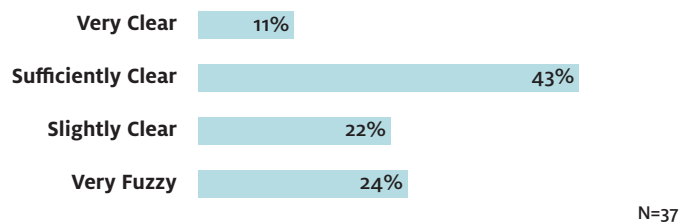
BOARD DIVERSITY

% of respondents who selected the option

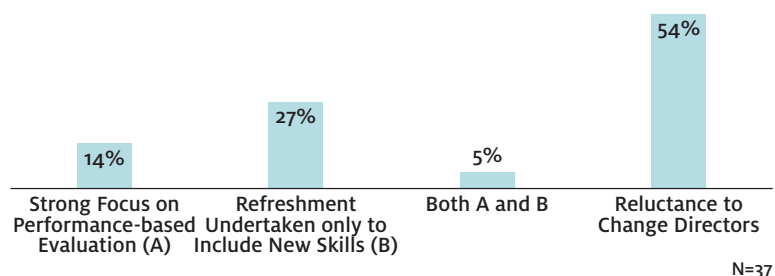


N=37

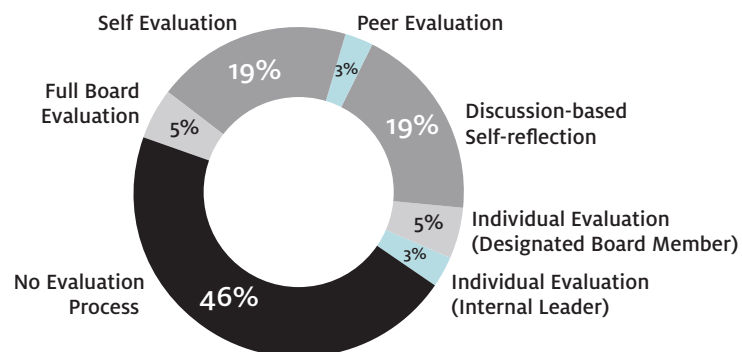
CURRENT LEVEL OF CLARITY AROUND BOARD KPIS % of respondents who selected the option



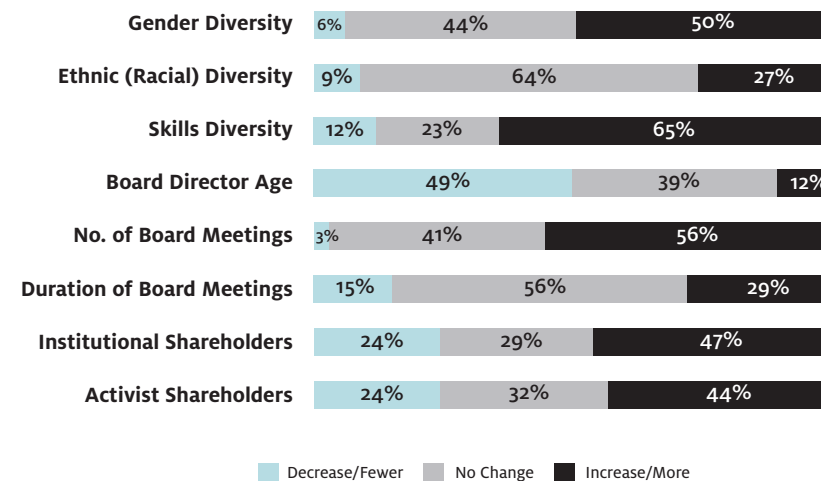
BOARD REFRESHMENT % of respondents who selected the option



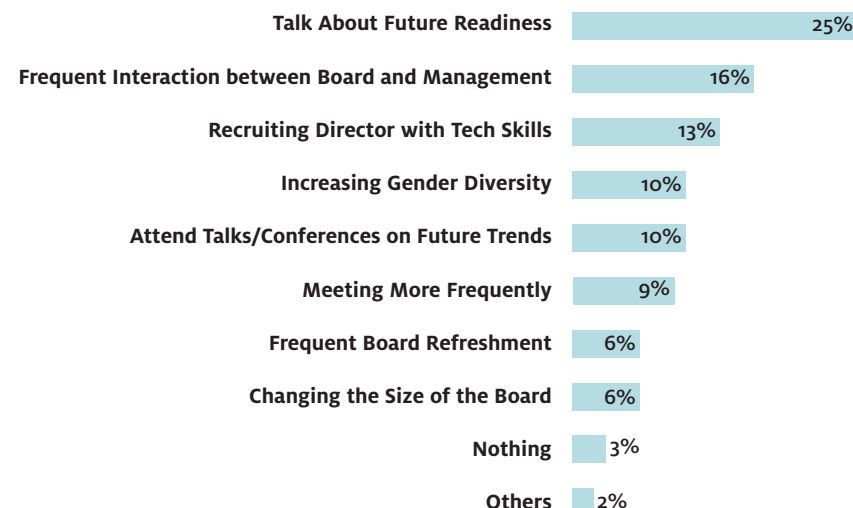
BOARD EVALUATION APPROACHES % of respondents who selected the option



KEY CHANGES INDIAN BOARDS WILL WITNESS IN THE FUTURE % of respondents who selected the option



ACTIONS BOARDS IN INDIA ARE TAKING TO BE FUTURE-READY % of respondents who selected the option



ACTIONABLE ADVICE AND CONCLUSIONS

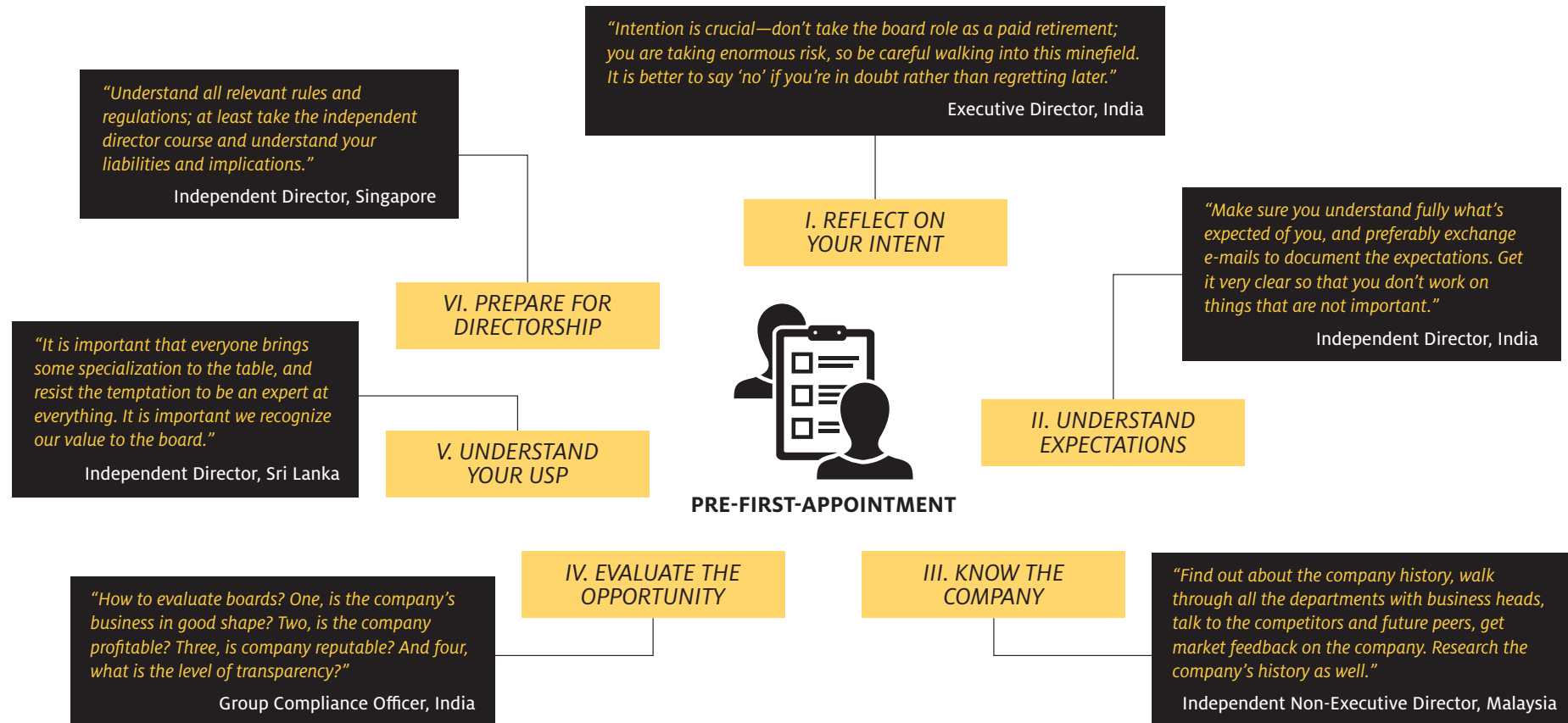
“

With potential liabilities for directors, you need to be more careful as to which board you join, so make sure you know the company, you know the promoter, management, and company's reputation. And when you onboard, you need to be independent, unbiased, have mutual respect, and must use your judgment.

”

Board Chair,
Singapore

GUIDANCE TO NEW OR ASPIRING BOARD DIRECTORS



BOARD COMPENSATION...

IS IT TOO LITTLE?

"Remuneration has not kept pace with the amount of liability that independent directors carry. The kind of remuneration companies offer is often not worth taking risks, especially in heavily regulated industries."

Independent Director, India

DOES IT COMPROMISE INDEPENDENCE?

"The more you get paid by a particular entity, the more likely you are to lose your independence; the moment you get paid handsomely, you become wholly dependent on that one entity. So, board remuneration should not be benchmarked with executive compensation."

Independent Director, Singapore

OR, IS IT SIMPLY A TRADE-OFF?

"If a second tier financial services company wants to attract people like me, I come at a very expensive price tag. If it was a tier-one company, I would accept a lower fee. So, the better the company, the lower the risk. The more established the company, the lower the rent, because you are attached to the prestige of being on the board."

Independent Director, Malaysia

ACTION STEPS BOLD 3.0 LEADERS MUST CONSIDER

PRE-JOINING...

Interviewee board directors underlined the need for a high level of commitment and accountability to fulfill the role of a board director. They had six pieces of advice for first-time, or new independent directors, and for the executives who aspired to be independent directors.

One, new directors must understand that a board position is “serious business.” “It is not a walk in the park, so make sure you understand the responsibilities and liabilities before you go down that route,” advised one director.

Two, directors must spend time upfront to understand what the shareholder/chairperson expects of them. Are they bringing a new skill to the board, for instance, or are they bringing deeper understanding of an already existing skill? This will help them align their efforts with expectations upfront.

Three, do adequate research, talk to other directors, read analyst reports, spend time with the chairperson, get briefings

from the management, etc., to know the company in detail.

Four, have a criteria to evaluate the opportunity or invitation to be on the board. “Know what you are stepping into, to make sure it is not a minefield,” warned an experienced board director.

Five, a new director must be clear about what skill he or she brings to the table. “No director can have all the skills, so don’t worry if you are not an expert at everything; just know your USP,” advised a company CEO.

And six, prepare well for the role, make time to take independent director courses, get familiar with the industry, regulations, governance codes, etc.

**IT IS NOT A WALK
IN THE PARK, SO
MAKE SURE YOU
UNDERSTAND THE
RESPONSIBILITIES
AND LIABILITIES
BEFORE YOU GO
DOWN THAT ROUTE**

ACTION STEPS BOLD 3.0 LEADERS MUST CONSIDER

ADVICE TO INCUMBENT BOARD DIRECTORS...

Interviewee directors also had some suggested action steps for incumbent board directors, especially non-executive directors, as they progress in their tenure in the organization.

During the onboarding period for instance, board directors must make an extra effort to understand the organization and board culture, develop meaningful relationships with peer directors, try and find a mentor or a go-to-person on the board, and practice the art of “active listening.”

The first year is a period when new directors must invest extra time to ramp up, engage in firm matters, and speak up in meetings, but in a respectful manner.

KNOW THE CULTURE

“Take the time to understand how things work at the board level, what is appreciated and what is not, what are the ways of doing things, what do good practices look like. Tune your behavior accordingly without compromising on your ethics.”

CEO, Hong Kong

INVEST IN RELATIONSHIPS

“Take time to build meaningful relationships with fellow board members and the executive management; you will not do that just by attending board meetings; meet them socially, at company dinners, etc.”

Ex-Board Director, India

TAKE THE ROLE VERY SERIOUSLY

“Board directorship is an onerous task; with personal liabilities involved, you could end up in a jail if you take the role lightly.”

CEO, Philippines

BUDGET FOR ADEQUATE TIME

“If you think it is one day a month, you can be sure it will be three days a month! Budget for a little extra time and then get involved in some of the extra projects. Without which, board directorship would not be as fulfilling.”

Independent Director, India

PREPARE FOR MEETINGS

“You may be running a business, you may have other priorities, but board responsibility is a significant one, with significant penalties for not fulfilling fiduciary responsibilities; you need to prepare, study the board pack, analyze issues before the meeting.”

Independent Director, India



ONBOARDING



YEAR 1

USE EARS MORE THAN MOUTH!

“The first couple of meetings, I would expect the board director to be extra attentive, observe more, and understand the dynamics in the room.”

Board Chair, Singapore

KNOW KEY PLAYER TEMPERAMENT

“Be careful to read the dynamics between the board chairperson and the CEO of the organization. The role of board directors will be hugely influenced by that dynamic.”

Independent Director, Cambodia

FIND A MENTOR

“Pick somebody on the board whom you can relate to, and reach out to him/her if you think you need further clarifications, develop relations, meet up with him/her, so that you are not lost in your first few meetings.”

Independent Director, Malaysia

SPEAK UP

“Always, always speak up; never feel you have to hold back because someone else has a stronger view or has a louder voice.”

CEO, Singapore

ADVICE TO INCUMBENT BOARD DIRECTORS...

Years 2 and 3 are periods of consolidation, learning more, adding more value, taking up incremental special projects, and most critically, being more open to feedback.

In the second inning, if the board tenure extends to the second term, or in the longer term, directors need to do the heavy lifting in committee operations, mentor new board joiners, limit the number of new directorships he or she wants to sign up for depending on time available, and continue to expand the sphere of influence within and outside of the organization through networking.

The CCL research team also picked up some general tips all board directors must adhere to, irrespective of their tenure—they must continuously upgrade their capabilities to be future-ready, bring in lateral experience if they serve on multiple boards, and finally, know the right time to “step aside” and “give way” to new board talent.

INVEST ENERGY ON FIRM MATTERS

“It is useful to reach out to peers and executive teams outside of the board meetings to discuss common interests and issues, because board papers are succinct, and sometimes they don’t capture the entirety.”

Independent Director, Philippines

LIMIT NUMBER OF BOARD POSITIONS

“I’d suggest that board directors commit themselves to the job; committing to anything more than 3-4 directorships is unreasonable in my view.”

Board Chair, Philippines

FOCUS ON SELF DEVELOPMENT

“Just because you are a board director does not mean you don’t need to learn. You may need to acquire new certifications, perhaps not a masters degree, but certifications in new areas, new leadership skills, etc.”

Executive Director, Vietnam

KNOW WHEN TO STEP ASIDE

“We must know when to step aside; a lot of senior executives don’t know when to make way for new blood to come in. It is important to have courage to say that my time is up, so that the next generation can come in.”

Board Chair, Malaysia



YEARS 2 & 3



YEAR 3+



LONG TERM

MENTOR NEXT GENERATION

“After having spent 16 years as executive, independent, lead director and also board chair, I’d like to spend the next few years giving back to the profession by mentoring young directors, nurturing them, and working with regulators.”

Independent Director, Singapore

BE OPEN TO FEEDBACK

“Don’t be afraid of seeking performance feedback. The power of the collective comes alive only if the board is willing to give and receive transparent feedback.”

Board Chair, Singapore

JOIN COMMITTEES, SPECIAL PROJECTS

“In a recent merger project, I played an important role, and as a result of that, I got to know a lot of people and I got to know the business better. So I tend to put my hand up and get involved in projects and committees each year.”

Board Chair, India

NETWORK, NETWORK, NETWORK

“You need to widen your network as a board director—join industry committees, attend conferences, engage with the regulator—have your own circle.”

Board Director, China

BRING IN LATERAL EXPERIENCE

“You may be associated with other companies as a director or you have your own organization; think how do you blend that part and bring it to the company in a way that they can make use of.”

Independent Director, India

WHAT TO BE CAREFUL OF?

SOME DON'TS!

Interviewees pointed out several “don'ts” as well for non-executive directors; potential minefields, behavioral or otherwise, that may hurt board directors.

“Don't get dragged into everything; you must have a lot of time to prepare for the board meetings; believe in the 80-20 principle, don't get dragged into conversations that have little value; instead, spend maximum time on dialogues that will add considerable value,” advised one board director.

Interviewees also suggested that while new directors must not be reckless in joining new boards, once onboard, they must not stay quiet, consider it as an extension of their executive role, or try and be an expert at everything.

Finally, board directors must take the role seriously, understand all liabilities and implications of their actions, and not ignore guidelines and regulations. “Be aware—you can be prosecuted for one ignorant move or face severe liabilities,” warned an experienced chairperson.

BOARD DIRECTORSHIP: SOME DON'TS...

<p>...CONSIDER IT A PERK <i>“Directors often make the mistake of looking at their position as a sort of perk, a privilege, a prestige.”</i> Independent Director, Philippines</p>	<p>...CONSIDER IT AN EXTENSION OF AN EXECUTIVE ROLE <i>“A lot of people feel you go from an executive role to a board role and it is sort of a continuum; the difference is that everything [in an MNC] is run through management structure, while boards are a different ball game.”</i> Board Chair, Singapore</p>	<p>...TRY AND BE AN EXPERT AT EVERYTHING <i>“You realize there are 8 other board directors who are also not experts on nine other items; so be comfortable with what you bring to the table, and don't feel stupid about not knowing everything.”</i> Board Director, Sri Lanka</p>
<p>...BE RECKLESS IN JOINING A BOARD <i>“Be selective in what board you join. We can be very quick to jump but we need to take time to reflect if it is the right board, does it have the right culture, and how much time will be required?”</i> Independent Director, Cambodia</p>	<p>BOARD DIRECTORSHIP - DON'T...</p> 	<p>...STAY QUIET <i>“You need to speak out; in India, it is extremely hazardous for independent directors; if you are not comfortable with a decision, please speak out and have your point recorded to protect yourself. Ignorance and silence is not good.”</i> Board Chair, India</p>
<p>...TAKE REGULATORY GUIDELINES LIGHTLY <i>“You better be careful because regulatory guidelines are very strict today and you don't want to go to jail because of that. Board directors must tread with caution.”</i> Regional Compliance Officer, India</p>	<p>...ROLL UP YOUR SLEEVES TOO SOON <i>“Don't get pulled into what you do best; get a holistic view on how the organization is run, and how to support the CEO. Don't play the game, be a guide or a coach.”</i> Independent Director, Malaysia</p>	<p>...TAKE THE EASY ROUTE <i>“The easy way is to tag along to the group decision, but you are there to play a particular role, and I believe that if you are truly independent and you are not there for the sitting fee, you should be able to speak out and kind of critique others' views.”</i> Independent Director, Sri Lanka</p>

Getting the “board leadership house” arranged and in order will enable Asian boards to be future-ready over the next decade.

From the current state wherein boards in Asia are often marked with political or individual agendas, directorship being viewed as a post-retirement “career,” focus on technical skills, fuzzy mandate, and mostly homogeneous composition, they are slowly yet surely moving to a new era of leadership.

Future-ready boards display a culture of trust and collaboration; there is a premium on leadership skills, in addition to functional and technical capabilities; boards have a clear mandate, and there is a

renewed focus on professionalism around a board “career,” with a more acceptable and higher level of diversity.

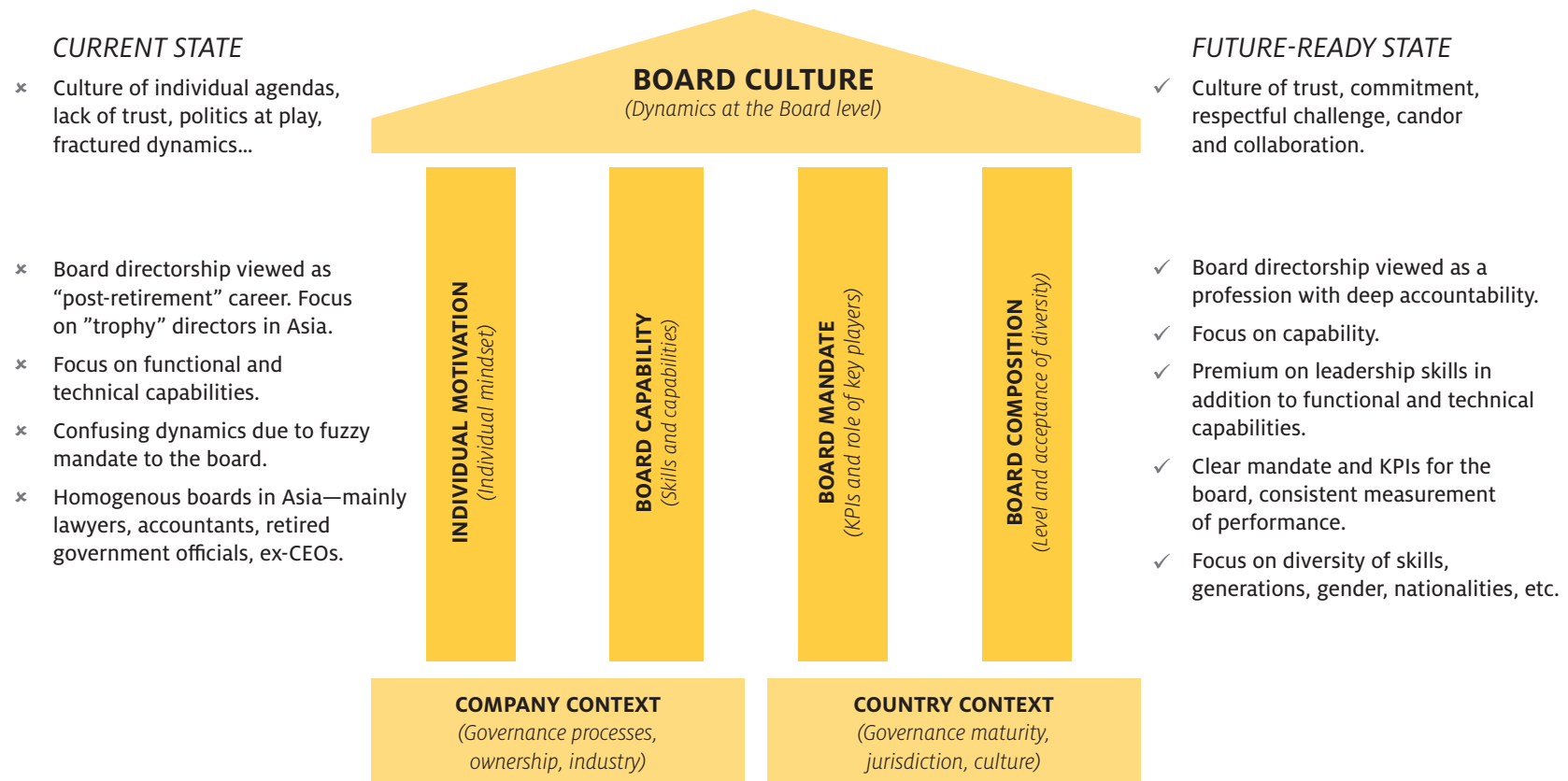
In a decade, more boards in Asia will play a future-fluent-sparring-partner role, more board leaders will play the role of advisors or coaches to the management, and there will be clearer play of direction-alignment-commitment among board leaders.

Boards in Asia will move away from the “old boys' club” image, towards being an accountable leadership group, providing a clear direction. Also, away from compliance focus, towards making the organization future fluent!

CONCLUSION

FROM NOW TO THEN...

BOLD 3.0: ROAD TO THE FUTURE



“The role of future board directors will be playing senior mentors to the management, guiding lights to reflect on leadership and governance issues, engaging in robust discussions with executive teams on things like customer-centricity, strategy, technology, talent, and millennials. Board directors of the future will need to wear multiple hats.”

Board Chair, India

KEY TAKEAWAYS

ACTION STEPS FOR ORGANIZATIONS IN ASIA...

CCL research suggests a four-step process to make effective leadership happen on Asian boards.

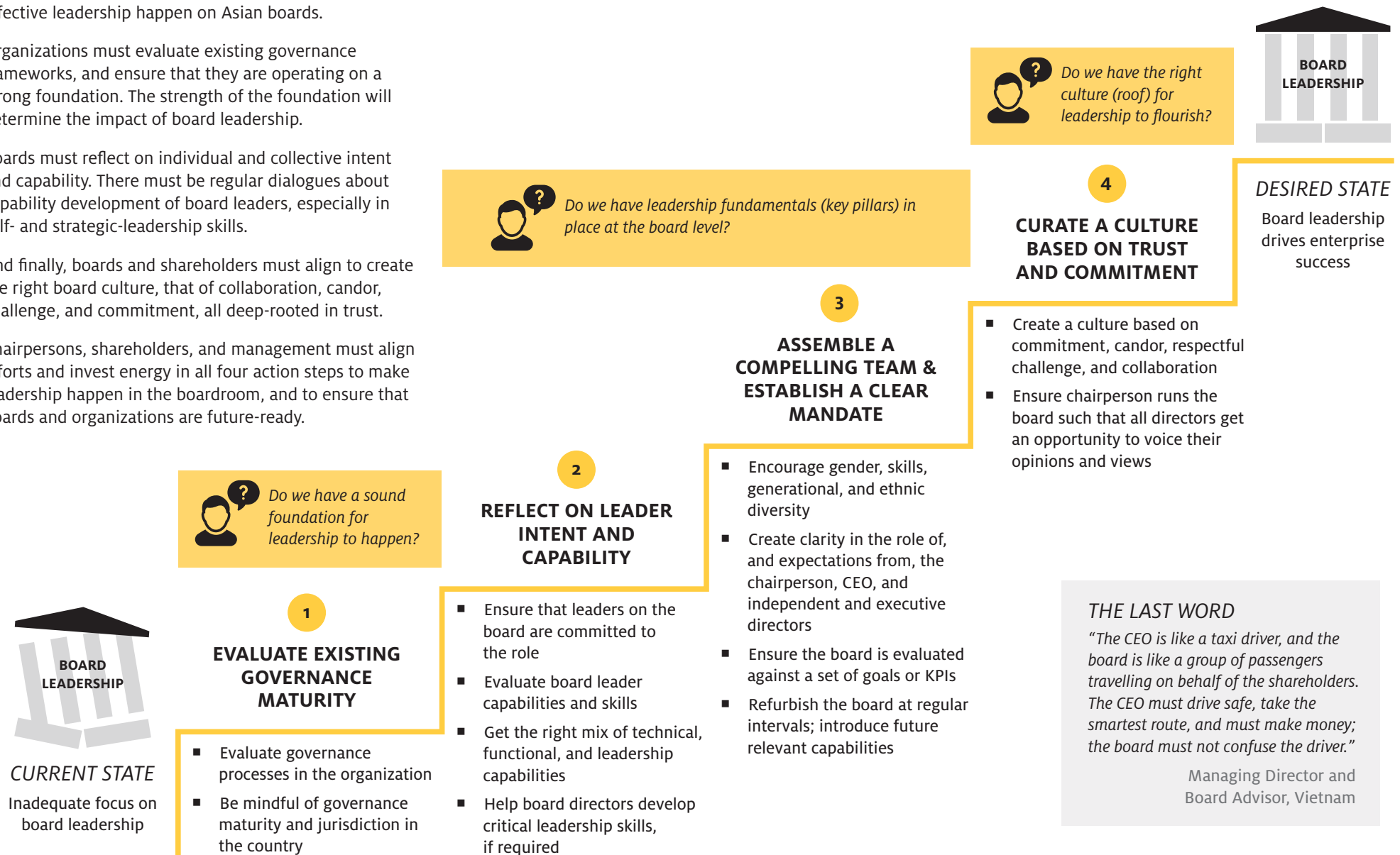
Organizations must evaluate existing governance frameworks, and ensure that they are operating on a strong foundation. The strength of the foundation will determine the impact of board leadership.

Boards must reflect on individual and collective intent and capability. There must be regular dialogues about capability development of board leaders, especially in self- and strategic-leadership skills.

And finally, boards and shareholders must align to create the right board culture, that of collaboration, candor, challenge, and commitment, all deep-rooted in trust.

Chairpersons, shareholders, and management must align efforts and invest energy in all four action steps to make leadership happen in the boardroom, and to ensure that boards and organizations are future-ready.

FOUR STEPS TOWARDS BETTER BOARD LEADERSHIP

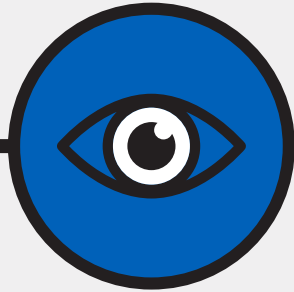


BOLD 3.0

HOW CAN CCL HELP IMPROVE BOARD LEADERSHIP AT YOUR ORGANIZATION?

BOLD 3.0: MAKING COLLECTIVE LEADERSHIP HAPPEN ON BOARDS

CCL Can Help You **IDENTIFY**...
Key mindset and capability-related leadership stalls at the board level

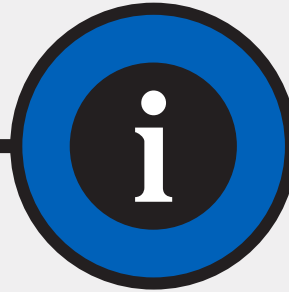


DISCOVER

*Conduct board leader interviews;
roll-out capability gap survey*

KEY FINDINGS

CCL Can Help You **UNDERSTAND**...
Gaps that the board needs to plug for effective leadership to happen

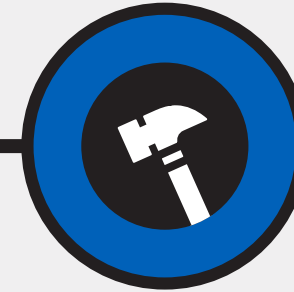


ADVICE

*Share discovery key findings, and
help evaluate action steps*

DISCUSSIONS/WORKSHOP

CCL Can Help You **CRAFT**...
Developmental interventions for board-level leaders



DEVELOP

*Partner with the board
chair/CEO to craft and roll out a
development intervention*

DEVELOPMENT JOURNEY



Please reach out to CCL to know more about the BOLD 3.0 offering:

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The Institute of Corporate Directors (ICD) is a non-stock, not-for-profit organization dedicated to professionalizing corporate

directorship and raising the corporate governance standards of the Philippines. The institute was established in 1999 by Chairman Emeritus Dr. Jesus P. Estanislao in the aftermath of the Asian financial crisis, to establish and promote higher corporate governance standards in the Philippines. ICD is part of the Centers for Excellence in Governance (CEG). For more information on ICD's programs and services, visit www.icd.ph



The Singapore Institute of Directors (SID) is the national association of company directors. SID promotes the professional development of directors and corporate leaders, and provides thought leadership and benchmarking on corporate governance and

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Formed in 1998, the membership of SID comprises mainly directors and senior leaders from business, government agencies and nonprofits. SID has a comprehensive training curriculum that covers the spectrum of a director's developmental journey. Members have access to a range of resources, including research publications, forums, seminars, benchmarking awards and indices, board appointment services, and regular networking and social events. Visit our website at www.sid.org.sg

ACKNOWLEDGMENTS



The Sri Lanka Institute of Directors (SLID) is the voice of directors and Boards in Sri Lanka. As a not-for-profit member association, we provide top-quality and relevant director education, advocacy and thought leadership, and current

resources to improve the performance of Sri Lankan Directors.

Our vibrant membership of 975+ includes seasoned and emerging directors who currently serve on Sri Lankan Boards in the private and public sector, listed and unlisted, family companies, for-profits, not-for-profits, Government institutions, State Owned Enterprises, and entrepreneurial ventures amongst many others. We also welcome C-suite and senior executives who aspire to serve on Boards as well as students who want to learn more about directors and Boards.

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The Vietnam Institute of Directors (VIOD) is a professional organization, which promotes corporate governance standards and best practices in the Vietnamese corporate sector. VIOD aims to advance board professionalism, promote business ethics and transparency, create a pool for independent

directors, build a network to connect corporate leaders and stakeholders, and help companies inspire investor confidence.

VIOD was formed in March 2018 under the Vietnam Corporate Governance Initiative (VCGI), with technical support from the International Finance Corporation (IFC) and the Switzerland's State Secretariat for Economic Affairs SECO. VIOD is governed by a well-respected Board of Directors comprising of various private sector representatives. VIOD is also working in close collaboration with the State Securities Commission, Hochiminh Stock Exchange and Hanoi Stock Exchange. For more information, please visit www.viod.vn

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