

Workshop on *Corporate Laws and Practice in Mauritius*
Institute for Judicial & Legal Studies
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“Importance & relevance of Corporate Governance”

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The views expressed in this presentation are the views of the author.

They are not necessarily the views of the National Committee on Corporate Governance.

Agenda

1. Corporate Governance
- what & why
2. Corporate Governance in Mauritius
3. Relevance of Corporate Governance for lawyers
4. Qs & As

1. What is Corporate Governance ?

“A framework of company processes and attitudes that add value to the business, help build its reputation and ensure its long-term continuity and success.”

The National Code of Corporate Governance for Mauritius (2016)

- Why is the world talking about Corporate Governance?

Enron Scandal

2. Corporate Governance in Mauritius

- First Code published in 2003
- The National Code of Corporate Governance for Mauritius (2016)
- Entities required to apply the Code:
 - Public Interest Entities
 - Statutory/Parastatal bodies listed in Schedule 1 of the Financial Reporting Act 2004
 - Some FSC licensed companies, e.g GBL 1 & Management Companies

2. Corporate Governance in Mauritius - ctd.

Code Principles:

1. Governance Structure
2. The Structure of the Board and its Committees
3. Appointment Procedures
4. Director Duties, Remuneration & Performance
5. Risk Governance and Internal Control
6. Reporting with Integrity
7. Audit
8. Relations with shareholders and other key Stakeholders

- Principles v/s rules based

- “apply and explain” approach

2. Corporate Governance in Mauritius – ctd.

Guidance:

1. Generic
2. Banks
3. Listed companies
4. Family companies (unlisted)
5. Statutory Bodies
6. Groups and Subsidiaries
7. Global Business Licence 1 and Management Companies

3. Relevance of Corporate Governance for lawyers

- Complex decision making process with the creation of Board sub- committees
- Approved corporate documents and processes posted on website:

Constitution

Board Charter

Code of Ethics

Risk Management Framework

Nomination Process and

Appointment of Directors

Related Party Transactions

approval process

Equal Opportunities Policy

Health & Safety Policy

Whistle Blowing Policy

IT Security Policy

Data Protection Policy

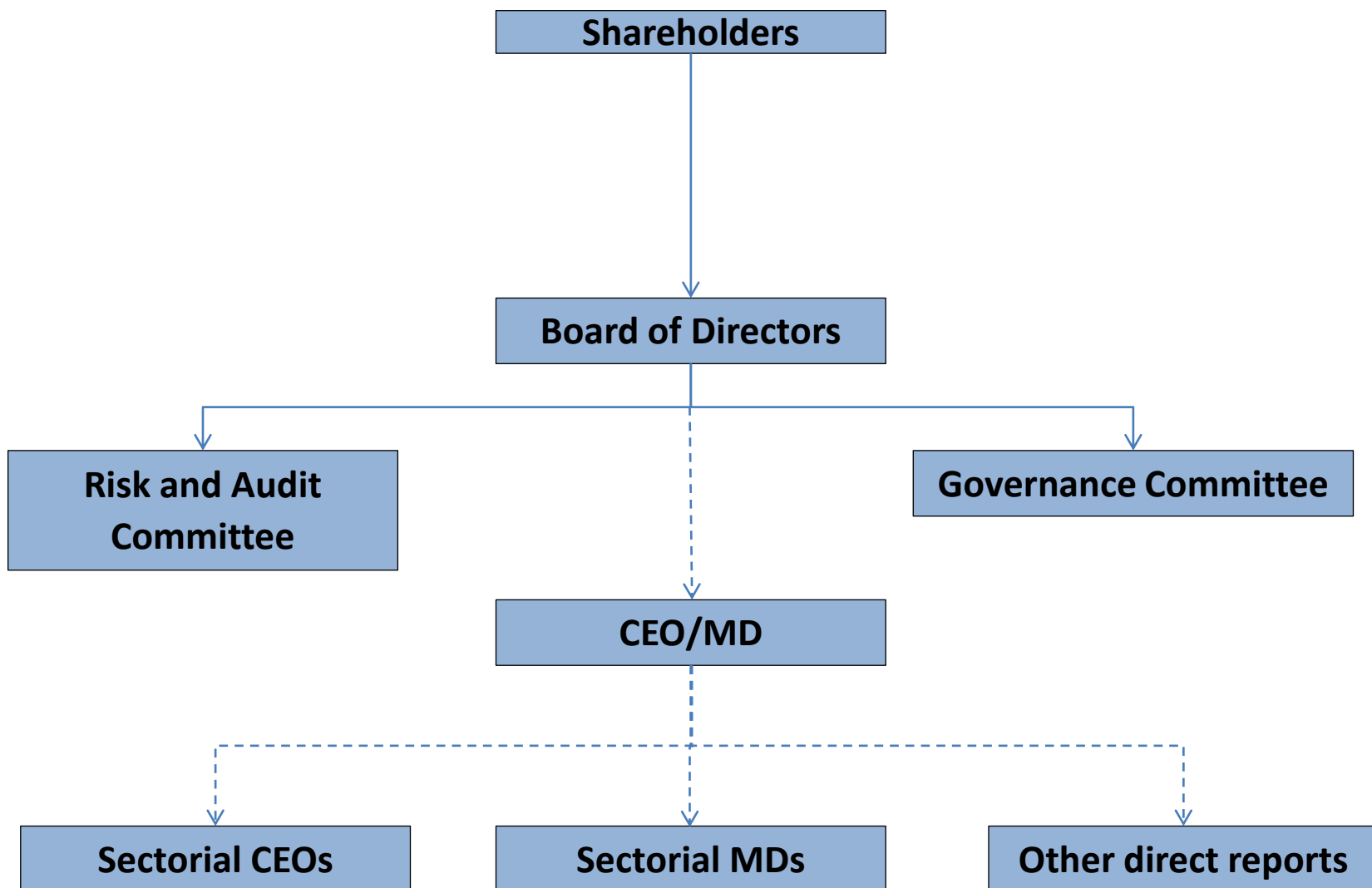
Job Description of senior
governance positions

Organisation chart

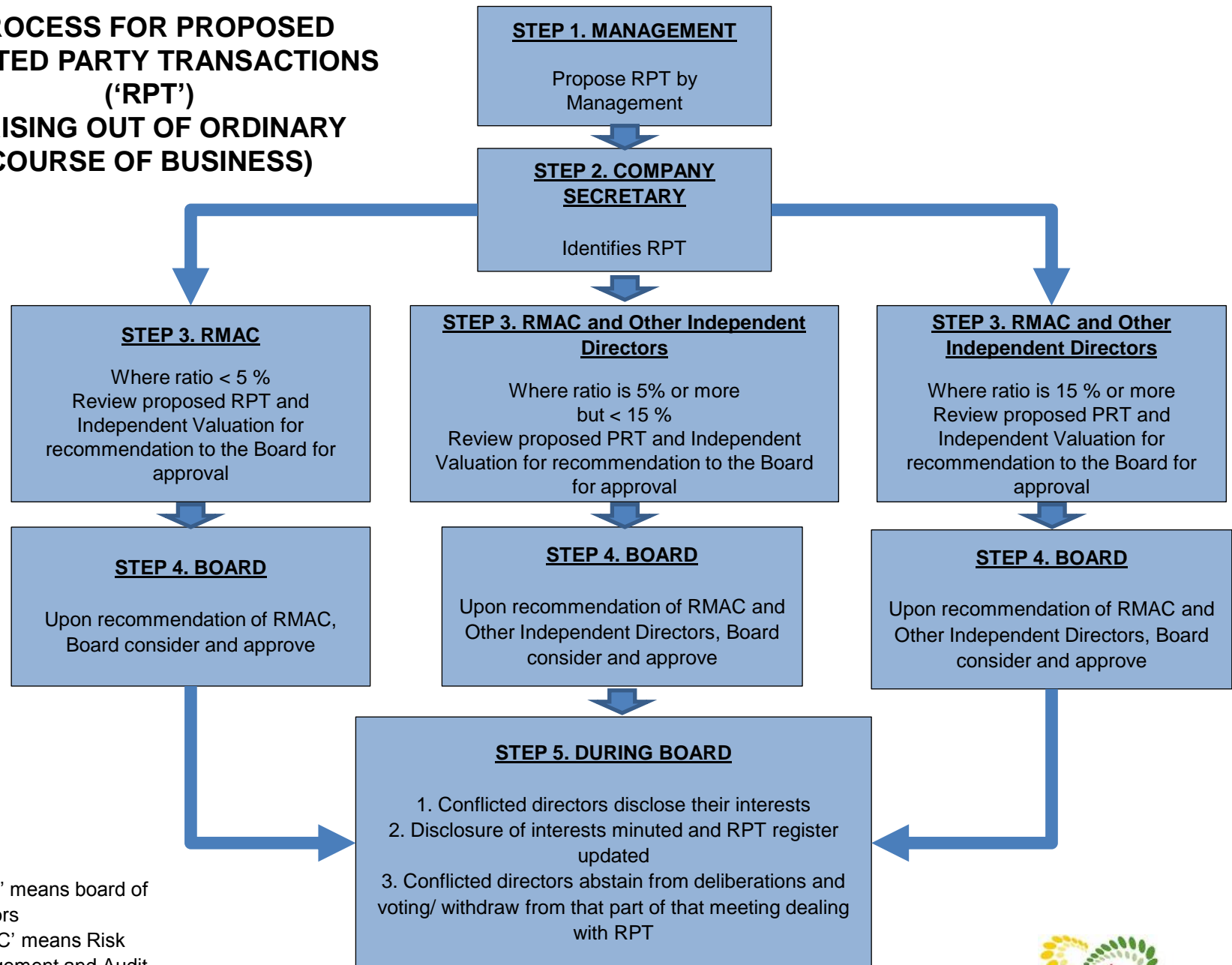
Skills Matrix of directors

Statement of accountabilities

Terms of directors' appointment



**PROCESS FOR PROPOSED
RELATED PARTY TRANSACTIONS
(‘RPT’)
(ARISING OUT OF ORDINARY
COURSE OF BUSINESS)**



Whereas:

- 1) 'Board' means board of directors
- 2) 'RMAC' means Risk Management and Audit Committee

Thank you

Qs & As session

About the NCCG –

- Objects and functions, amongst others:
 - *To act as the national coordinating body responsible for all matters relating to corporate governance;*
 - *To assess the need for corporate governance in the public and private sectors;*
 - *To issue the Code of Corporate Governance and guidelines, and periodically re-views same;*
 - *To advise the Minister of Financial Services and Good Governance on any matter relating to corporate governance.*
- [Do visit our website www.nccg.mu](http://www.nccg.mu)