

GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS

Director's Name	Date of Director's Last Election	Attendance at Board Meetings in Financial Year	Key Directorships & Appointments in AMP
Dr Md Badrun Nafis Saion	12 Dec 2015	9 / 9	Chairman, AMP — <i>2019 to present</i> Board Member, AMP — <i>2015 to present</i> Chairman, Nominating Committee — <i>2019 to present</i> Chairman, Fund Raising Committee — <i>2019 to present</i> Board Member, MERCU Learning Point — <i>2015 to 2019</i> Member, Human Resource Committee — <i>2014 to 2018</i>
Mr Hazni Aris Hazam Aris	16 Dec 2017	6 / 9	Vice-Chairman, AMP — <i>2019 to present</i> Board Member, AMP — <i>2017 to present</i> President, Young AMP — <i>2017 to present</i> Chairman, Media & Relations Resource Panel — <i>2019 to present</i> Vice-President, Young AMP — <i>2014 to 2016</i>
Mr Abdul Hamid Abdullah	30 Nov 2013	8 / 9	Board Member, AMP — <i>1998 to 2003; 2006 to 2011; 2013 to present</i> Chairman, Corporate Governance Committee — <i>2019 to present</i> Member, Nominating Committee — <i>2019 to present</i> Chairman, AMP — <i>2016 to 2019</i> Vice-Chairman, AMP — <i>2008 to 2009</i> Chairman, Audit & Corporate Governance Committee — <i>2014 to 2015</i> Chairman, Nominating Committee — <i>2016 to 2018</i>
Dr Bibi Jan Mohd Ayyub, BBM (L)	30 Nov 2013	7 / 9	Board Member, AMP — <i>2013 to present</i>
Mr Fathurrahman Hj M Dawoed	8 Dec 2018	4 / 5	Board Member, AMP — <i>2018 to present</i> Member, Human Resource Committee — <i>2019 to present</i>

COMPOSITION OF THE BOARD OF DIRECTORS *(Continued)*

Mr Khairulnizam Massuan	8 Dec 2018	5 / 5	Board Member, AMP — <i>2018 to present</i> Board Member, MERCU Learning Point — <i>2017 to present</i> Member, Fund Raising Committee — <i>2019 to present</i>
Mr Mohamad Azmi Muslimin	12 Dec 2015	8 / 9	Board Member, AMP — <i>2005 to 2011; 2015 to present</i> Chairman, Finance & Investment Committee — <i>2008 to 2011; 2019 to present</i> Chairman, MERCU Learning Point — <i>2012 to 2018</i> Board Member, MERCU Learning Point — <i>2001 to 2010; 2012 to 2018</i> Member, Finance & Investment Committee — <i>2016 to 2018</i>
Mr Muhamad Nazzim Muhamad Hussain	12 Dec 2015	7 / 9	Board Member, AMP — <i>2015 to present</i> Chairman, Centre for Research on Islamic & Malay Affairs (RIMA) — <i>2014 to present</i> Member, Nominating Committee — <i>2016 to present</i>
Mr Muhammad Tarmizi Abdul Wahid	8 Dec 2018	4 / 5	Board Member, AMP — <i>2018 to present</i> Member, Media and Relations Resource Panel — <i>2019 to present</i>
Mr Othman Marican	12 Dec 2015	8 / 9	Board Member, AMP — <i>2015 to present</i> Chairman, Human Resource Committee — <i>2012 to present</i>

Note:

Board of Directors

Mr Zhulkarnain Abdul Rahim resigned as a board member on 30 March 2019.

Ms Zarina Yusof resigned as a board member on 1 March 2019.

Dr Hishamuddin Badaruddin resigned as a board member on 1 January 2019.

GOVERNANCE

Role of the Board

The Board is responsible for the overall governance of AMP by establishing and monitoring the policies and programmes, as well as in supporting its own development and effectiveness. The Board provides strategic purpose and direction for AMP by participating in regular strategic planning and monitoring the performance toward the plan's results. The Board is guided by AMP's Constitution and the Code of Governance for charities. The Board delegates the management of AMP's day-to-day operations to the Executive Director (ED), as well as supervises and monitors the general responsibilities and yearly objectives of the ED.

The Board ensures the financial health of AMP through conformance to up-to-date fiscal policies and procedures, as well as ongoing analysis of financial reports. The Board approves AMP's annual budget, audit reports, and material business decisions, while being informed of and meeting all of its legal and fiduciary responsibilities. The Board ensures that its resolutions are effectively and efficiently carried out and in

conformance to both the government's and AMP's policies and procedures.

The Board reviews the outcomes and metrics to evaluate AMP's impact, and regularly measures its performance and effectiveness using those metrics. The Board ensures effective performance of AMP's programmes through ongoing programme planning and evaluation. The Board also plans and participates in fund raising activities to secure the necessary resources to support AMP's operations, programmes and services. The Board represents AMP and its programmes and services to the stakeholders including community, funders and clients. In enhancing AMP's public image, the Board also acts as its ambassador.

Director's Duties and Responsibilities

Directors are to be cognisant of their duties, act honestly and use reasonable diligence in the discharge of their duties at all times. Directors are expected to attend the Board meetings to the best of their abilities and to contribute constructively to the Board discussions.

Directors are expected to act in the best interests of AMP, and not place themselves in a position of possible conflict between personal interests and company interests. Where any conflict may arise, it must be disclosed to and approved by the Board.

Term Limit of Board

A Director who is appointed as Chairman of the Board may serve in the office of Chairman for a maximum of four consecutive years, provided that his term of office as Director does not exceed eight consecutive years. For the avoidance of doubt, the Chairman shall also hold the office of Director for as long as he is the Chairman.

The Chairman shall hold office for as long as he is a Director, and shall retire at the same time he retires as a Director and be eligible for reappointment as Chairman at that time if he is also eligible for reappointment as a Director.

Board Meetings

The Board held nine meetings during the financial year ended 30 June 2019, on the following dates:

- ✓ 27 July 2018
- ✓ 31 August 2018
- ✓ 28 September 2018
- ✓ 9 November 2018
- ✓ 25 January 2019
- ✓ 22 February 2019
- ✓ 30 March 2019
- ✓ 26 April 2019
- ✓ 28 June 2019

Conflict of Interest Policy

All Board members and staff are required to comply with AMP's conflict of interest policy. The Board has put in place documented procedures for Board members and staff to declare actual or potential conflicts of interest on a regular and need-to basis. Board members also abstain and do not participate in decision-making on matters where they have a conflict of interest.

Whistle-blowing Policy

AMP has in place a whistle-blowing policy to address concerns about possible wrongdoing or improprieties in financial and other matters within the charity. The policy aims to encourage the reporting of such matters in good faith, with the confidence that the person who makes such a report will be treated fairly and with due follow-up action. All whistle-blowing reports including the identity of the whistle-blower will be treated in confidence. There were no whistle-blowing reports in this financial year.

Disclosure of Annual Remuneration

AMP has disclosed the remuneration of its key management personnel in the audited financial statements, Note 4b (Pages 83 and 84). Please refer to the statements for more information.

Restricted Funds

AMP has disclosed its restricted funds in the audited financial statements, Note 18 (Page 105). Please refer to the statements for more information.

General Reserves Policy

For more information on AMP's general reserves policy, please refer to Note 24 (Page 115) of the audited financial statements.

Looking Ahead

AMP is committed to upholding its high standards of corporate governance through establishing the right values from its leadership, improving its long-term performance, managing its risks and maintaining its internal controls. The Board, management and staff will work together to adopt best practices that are relevant to AMP and adhere to the principles and guidelines of its code.

GOVERNANCE

EVALUATION CHECKLIST

The Governance Evaluation Checklist (GEC) covers the key guidelines in the Code of Governance for Charities and Institutions of a Public Character (IPC). It is mandatory for all registered charities and IPCs to file their GEC as part of the annual submission for the financial year starting on or after 1 January 2018.

Some editorial refinements have been made to the GEC submitted form displayed below, while ensuring alignment to the Code guidelines.

GEC Submission for the Period July 2017 to June 2018

S/No.	Code Guidelines	Code ID	Response	Explanation (if unable to comply with the Code Guideline)
BOARD GOVERNANCE				
1	Induction and orientation are provided to incoming governing board members upon joining the Board.	1.1.2	Complied	
	Are there Board members holding staff appointments?	/	No	
2	Staff does not chair the Board and does not comprise more than one third of the Board.	1.1.3	Complied	
3	There are written job descriptions for the staff's executive functions and operational duties, which are distinct from the staff's Board role.	1.1.5	Complied	
4	There is a maximum term limit of four consecutive years for the Treasurer position (or equivalent, e.g. Finance Committee Chairman).	1.1.6	Complied	
5	The Board conducts regular self-evaluation to assess its performance and effectiveness.	1.1.10	Complied	
6	There are Board committees (or designated Board members) with documented terms of reference.	1.2.1	Complied	
7	The Board meets regularly with a quorum of at least one third or at least three members, whichever is greater (or as required by the governing instrument).	1.3.1	Complied	

GEC Submission for the Period July 2017 to June 2018 (Continued)

CONFLICT OF INTEREST				
8	There are documented procedures for Board members and staff to declare actual or potential conflicts of interest to the Board.	2.1	Complied	
9	Board members do not vote or participate in decision making on matters where they have a conflict of interest.	2.4	Complied	
STRATEGIC PLANNING				
10	The Board reviews and approves the vision and mission of the charity. They are documented and communicated to its members and the public.	3.1.1	Complied	
11	The Board approves and reviews a strategic plan for the charity to ensure that the activities are in line with its objectives.	3.2.2	Complied	
HUMAN RESOURCE MANAGEMENT				
12	The Board approves documented human resource policies for staff.	5.1	Complied	
13	There are systems for regular supervision, appraisal and professional development of staff.	5.6	Complied	
14	There is a system to address grievances and resolve conflicts.	5.11	Complied	
FINANCIAL MANAGEMENT & CONTROLS				
15	The Board ensures internal control systems for financial matters are in place with documented procedures.	6.1.2	Complied	
16	The Board ensures reviews on the charity's controls, processes, key programmes and events.	6.1.3	Complied	
17	The Board approves an annual budget for the charity's plans and regularly monitors its expenditure.	6.2.1	Complied	
18	The charity discloses its reserves policy in the annual report.	6.4.1	Complied	

GEC Submission for the Period July 2017 to June 2018 (Continued)

19	Does the charity invest its reserves?		Yes	
20	The charity invests its reserves in accordance with an investment policy approved by the Board. It obtains advice from qualified professional advisors, if deemed necessary by the Board.	6.4.4	Complied	
FUND RAISING PRACTICES				
21	Donations collected are properly recorded and promptly deposited by the charity.	7.2.2	Complied	
DISCLOSURE & TRANSPARENCY				
22	The charity makes available to its stakeholders an annual report that includes information on its programmes, activities, audited financial statements, Board members and executive management.	8.1	Complied	
23	Are Board members remunerated for their Board services?		No	
24	Does the charity employ paid staff?		Yes	
25	No staff is involved in setting his or her own remuneration.	2.2	Complied	
26	The charity discloses in its annual report the annual remuneration of its three highest paid staff who each receives remuneration exceeding \$100,000, in bands of \$100,000. If none of its top three highest paid staff receives more than \$100,000 in annual remuneration each, the charity discloses this fact.	8.3	Complied	
PUBLIC IMAGE				
27	The charity accurately portrays its image to its members, donors and the public.	9.1	Complied	