

STATEMENT ON GOVERNANCE

Board Members

The Board of the AOB comprises a Non-Executive Chairman, an Executive Officer, and five other Non-Executive Members who are appointed by the SC. The Non-Executive Members are representatives from the regulators, namely BNM and SSM, the legal profession, accounting profession and the private sector. The Executive Officer is responsible for the day-to-day administration of the AOB.

The Non-Executive Chairman of the AOB is appointed for a term not exceeding three years and the Non-Executive Members of the Board are appointed for a term not exceeding two years. Both the Non-Executive Chairman and Non-Executive Members are eligible for reappointment upon the completion of their term.

A person is disqualified from holding the office of a Board member of the AOB if he or she is—

- convicted of an offence under the law;
- declared a bankrupt;
- fails to attend three consecutive Board meetings without leave; or
- not capable of discharging his or her duties.

The SCMA requires a Board member to manage the conflict of interest by disclosing his or her interest in any matter under discussion by the Board. Once a disclosure is made, he or she—

- shall neither take part nor be present in any deliberation or decision of the Board or its committees; and
- shall be disregarded for the purposes of constituting quorum of the Board or its committees, relating to the matter.

Responsibilities of the Board

The Board is responsible for assisting the SC in discharging its functions under the SCMA. The responsibilities of the Board is included in Figure 1.

FIGURE 1

Board responsibilities



Board Meetings

There were nine Board meetings held in 2023. The quorum required three members to be present, one of whom shall be the executive officer or the officer of the SC. The attendance record of the Board members is set out in Table 1.

TABLE 1
Attendance at Board meetings

Board Members	Number of Meetings Attended
Dato’ Anantham Kasinather ¹	9/9
Alex Ooi Thiam Poh	9/9
Salmah Bee Mohd Mydin	8/9
Hong Chin Pheng	8/9
Datuk Nor Azimah Abdul Aziz	8/9
Dato’ Darawati Hussain ²	3/3
Dato’ Seri Ahmad Johan Mohammad Raslan	8/9
Dato’ Noorazman Abd Aziz ³	2/3

Committee of the AOB

The Registration Committee was established to deliberate matters regarding the registration or recognition of auditors with the AOB. Where applicable, the Registration Committee will make recommendations to the Board on matters that require further deliberation and decision.

The following are members of the Registration Committee:

- Tan Sri Abu Samah Nordin⁴
- Alex Ooi Thiam Poh
- Hong Chin Pheng

There were two Registration Committee meetings held in 2023. The Chairman of the AOB chairs the meetings of the Registration Committee. In his absence, a member of the Board who sits on the Registration Committee can be tasked to take on this responsibility.

¹ Completed his term as Non-Executive Chairman on 30 November 2023.
² Completed her term as Non-Executive Member on 31 March 2023.
³ Appointed as Non-Executive Member on 1 August 2023.
⁴ Appointed as Non-Executive Chairman and Chairman of the Registration Committee on 5 January 2024.

The attendance record of the members of the Registration Committee is set out in Table 2.

TABLE 2
Attendance at registration committee meetings

Members of the Registration Committee	Number of Meetings Attended
Dato’ Anantham Kasinather ¹	2/2
Alex Ooi Thiam Poh	2/2
Dato’ Darawati Hussain ²	1/1
Hong Chin Pheng ³	1/1

External Auditors

The consideration and recommended appointment of external auditors of the AOB is decided and approved by the independent non-executive members of the SC. The Chairman and Executive Officer of the AOB are excluded from decisions relating to the review and appointment or reappointment of external auditors.

¹ Completed his term as Non-Executive Chairman on 30 November 2023.
² Completed her term as Non-Executive Member on 31 March 2023.
³ Appointed to the Registration Committee on 19 May 2023.

Organisation Structure

