

เสวนา: “แนวทางปฏิบัติที่ดีของกรรมการบริษัท  
เพื่อการพัฒนารุรกิจที่ยั่งยืน”

# การติดตามแนวปฏิบัติที่ดีของกรรมการใน ต่างประเทศ ในประเทศ และข้อเท็จจริงที่พบ

ผู้ช่วยศาสตราจารย์ ดร.สุนทรี เหล่าพัดจัน

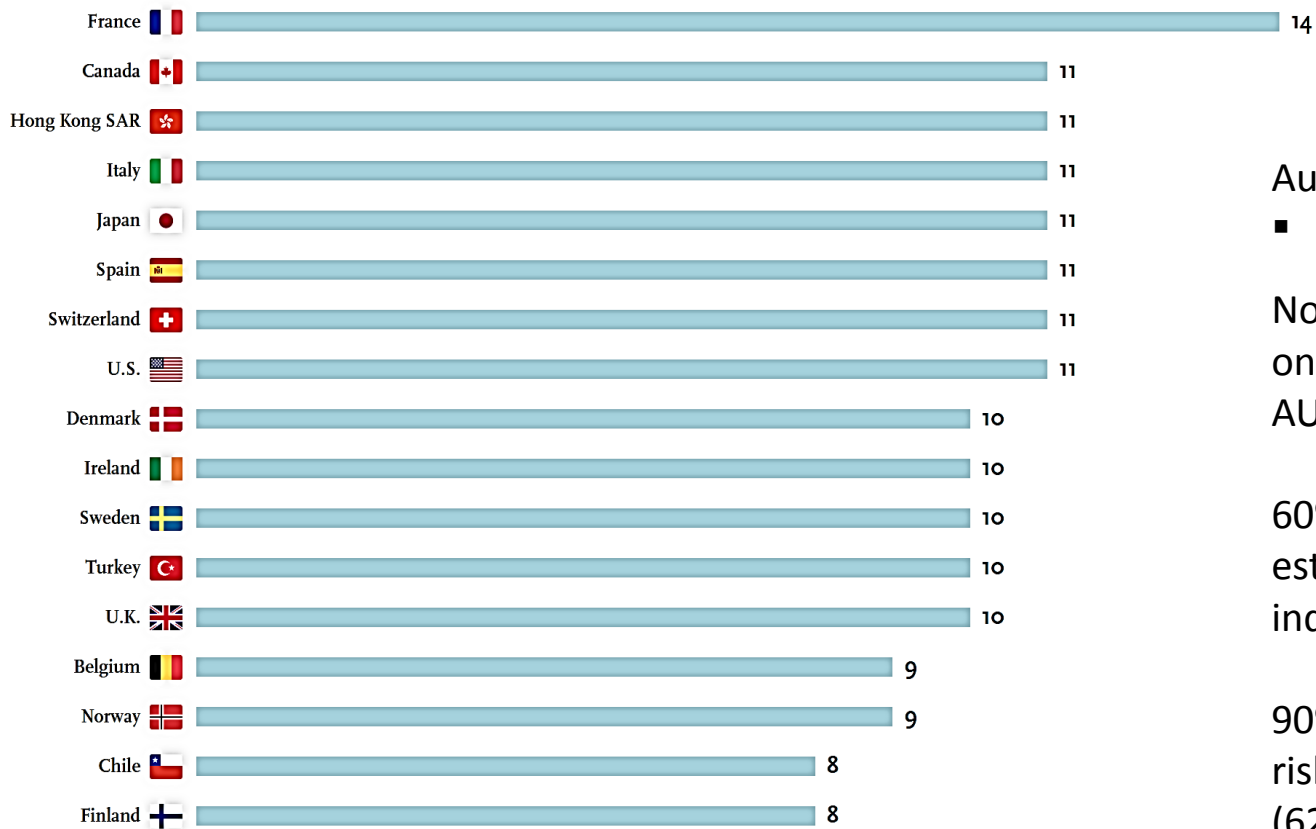
คณะวิทยาการจัดการ มหาวิทยาลัยเกษตรศาสตร์ วิทยาเขตศรีราชา

Board size	2020	2016	2015	2014
Max	20	21	21	21
Mean	10	10	10	10
Min	5	5	5	5

Chairperson	2020	2016	2015	2014
% CEO chair	6	14	12	10
% ID	44	39	36	36

### Board Size

Average number of directors (includes employee representatives, where relevant)



### CEO Chair

- 76% of jurisdictions recommend the separation of the board chair and the CEO has also risen sharply in recent years (just 36% in 2015).

### Audit committee

- 90% of jurisdictions require an independent audit committee.

Nomination and remuneration committees are mandatory in only 24% and 32% of jurisdictions respectively, such as US, UK, AUS, MY, ID.

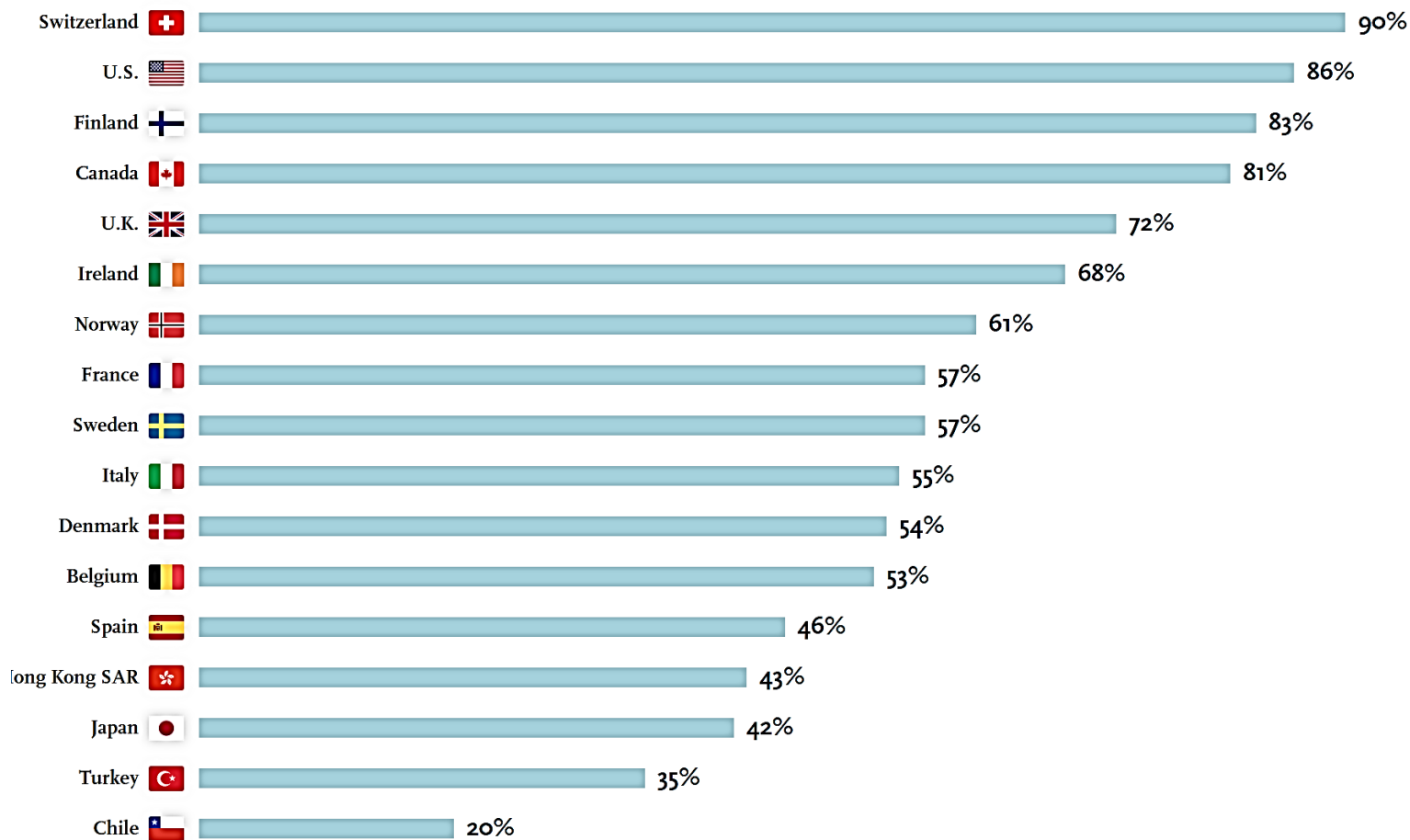
60% of jurisdictions recommend these committees to be established and often to be comprised wholly or largely of independent directors.

90% of jurisdictions have provisions for companies to assign a risk management role to board level committees have grown (62% in 2015).

Board size by directorial position	2020	2016	2015	2014
% IND	43	41	41	40
% EXD	25	32	31	32
% NED	32	27	28	28

### Independent Directors

Percentage of directors who fit the local criteria for independence



- 92% of jurisdictions require or recommend a minimum number or ratio of independent directors.
- The recommendation for boards to be composed of at least 50% of independent directors is the most prevalent voluntary standard.
- Two to three board members (or at least 30% of the board) are more commonly subjected to legal requirements for independence

Female	2020	2016	2015	2014
% firms with at least one female director	87	83	79	78
% firms with at least two female directors	59	55	52	50

## Provisions to disclose data on the gender composition of boards and of senior management

Provisions to disclose data on gender composition of boards of listed companies



Provisions to disclose data on gender composition of senior management



■ Law/regulation ■ Recommendation ■ No provision or n/a

- Targets are generally set at higher threshold than quotas.
- A combination of both (**Austria, Finland, and Germany**).
- Only three jurisdictions require at least 40% of women on boards of listed companies (**France, Italy and Norway**).
- The **United States**, while not establishing a federal policy, has set requirements at the state level for listed companies based in California to have at least one woman on the board by the end of 2019, and two by 2021, enforceable by sanctions.

Israel adopted a law in 1999 requiring “at least one” woman director on boards of listed companies.

Norway passed a law in 2003 requiring 40% of female representation on boards,

France, a law was passed in 2011 requiring a 40% gender balance among the nonexecutive directors of the largest companies with a deadline of 2017 and a mid-term target of 20% by 2014

India stands as one of the first Asian markets, requiring “at least one” female director on boards of listed companies since 2013.

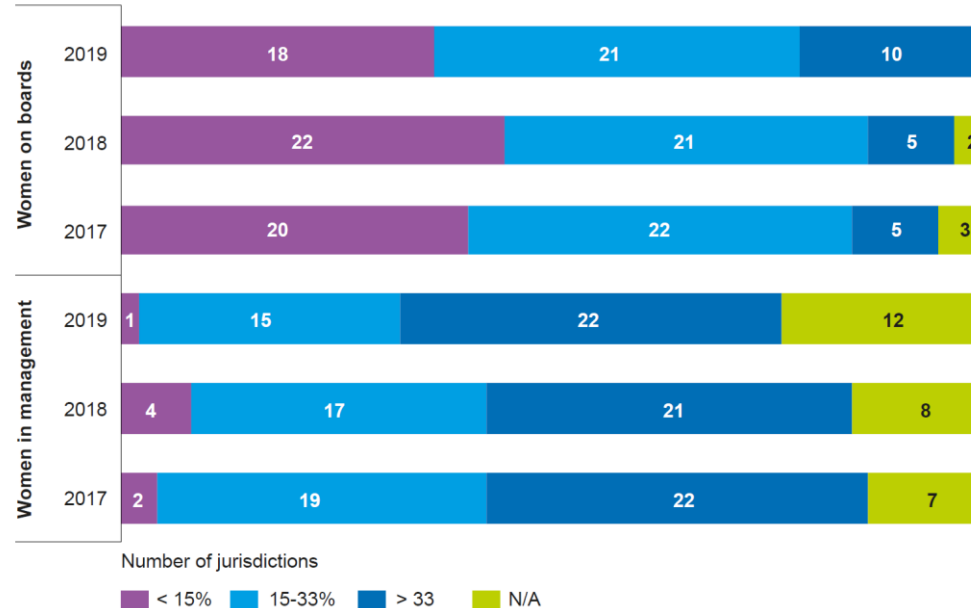
## Sanctions:

**Belgium, Denmark, France, Portugal and Italy**, >> fined, dissolved, or banned from paying directors.

**Austria and France**, appointments of new directors are considered as null and void in case of noncompliance.

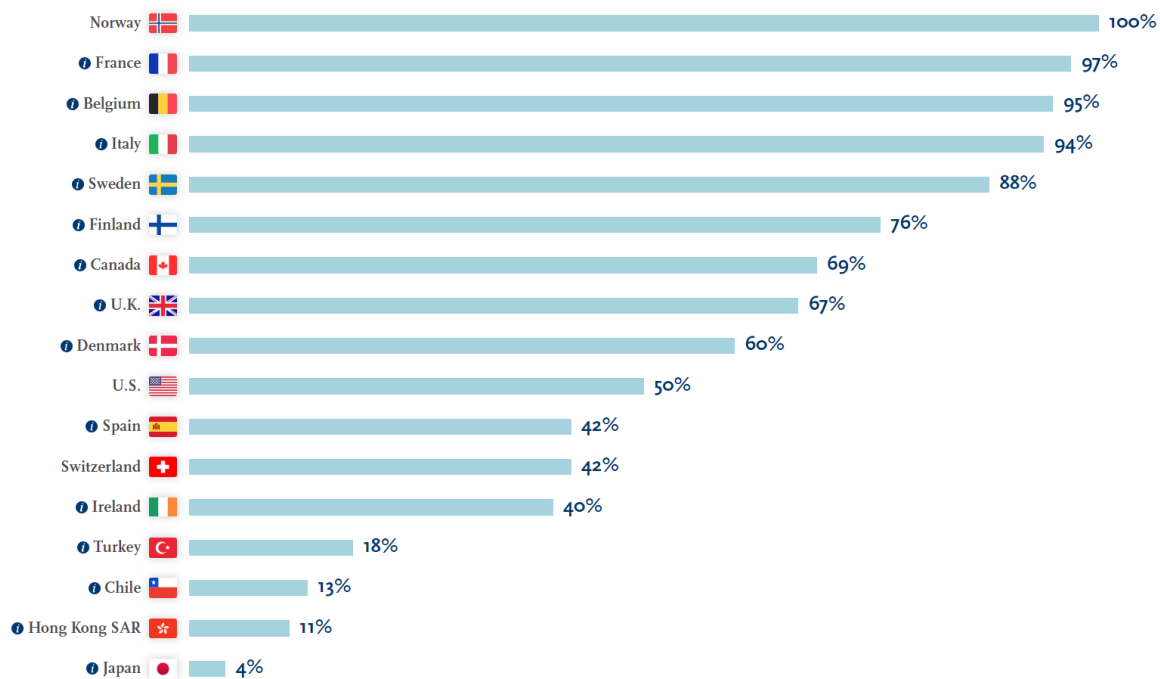
**Norway**, failure to comply with the 40% quota may ultimately lead to delisting.

## Women's participation on boards and in management



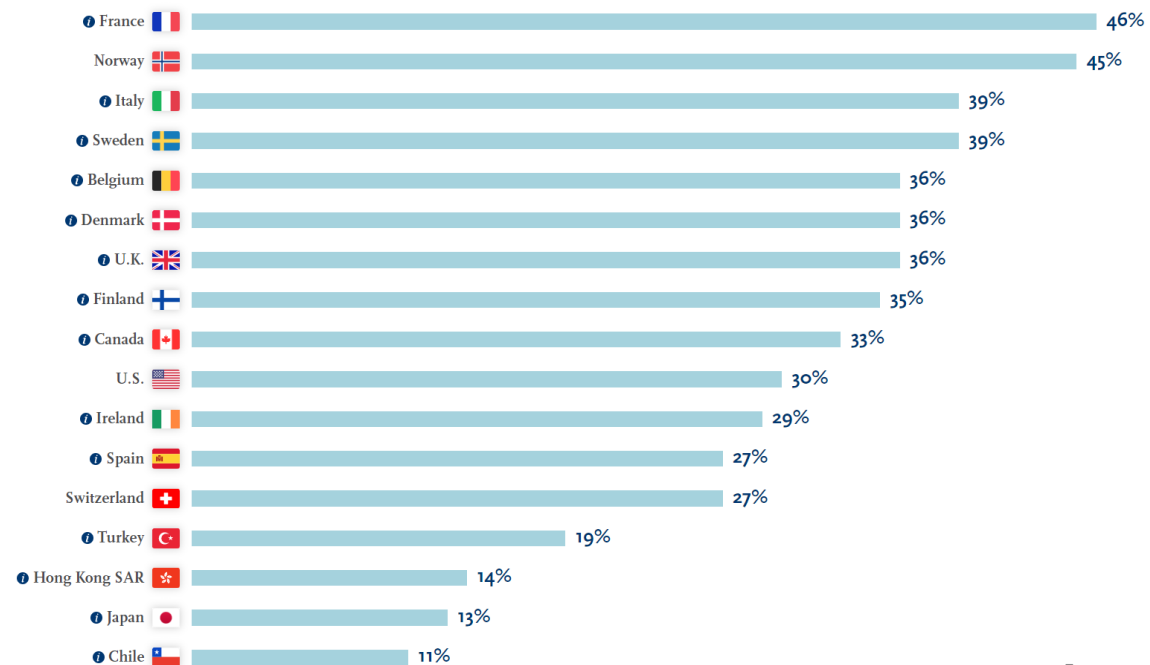
### % Boards with at least 30% female directors

Percentage of companies in which at least 30% of all board members are women. Click on "i" for information on quotas and targets.

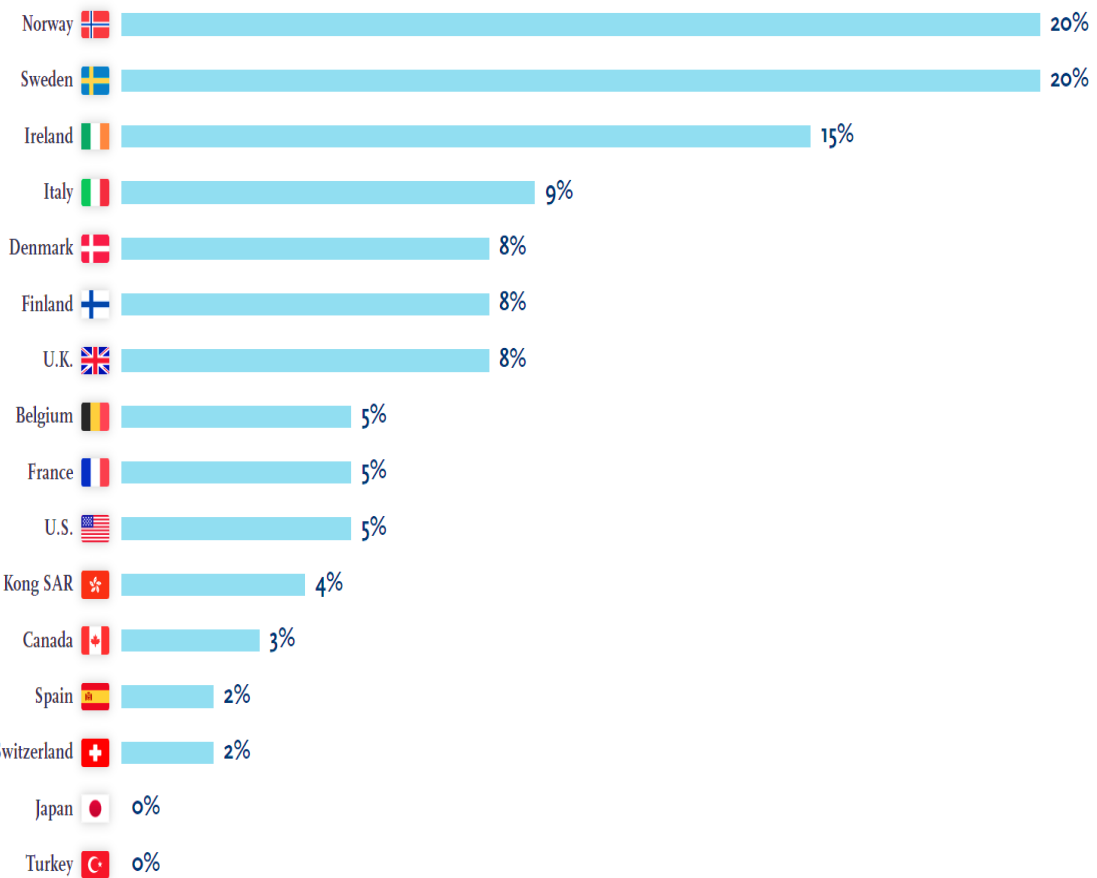


### % Female Board Directors

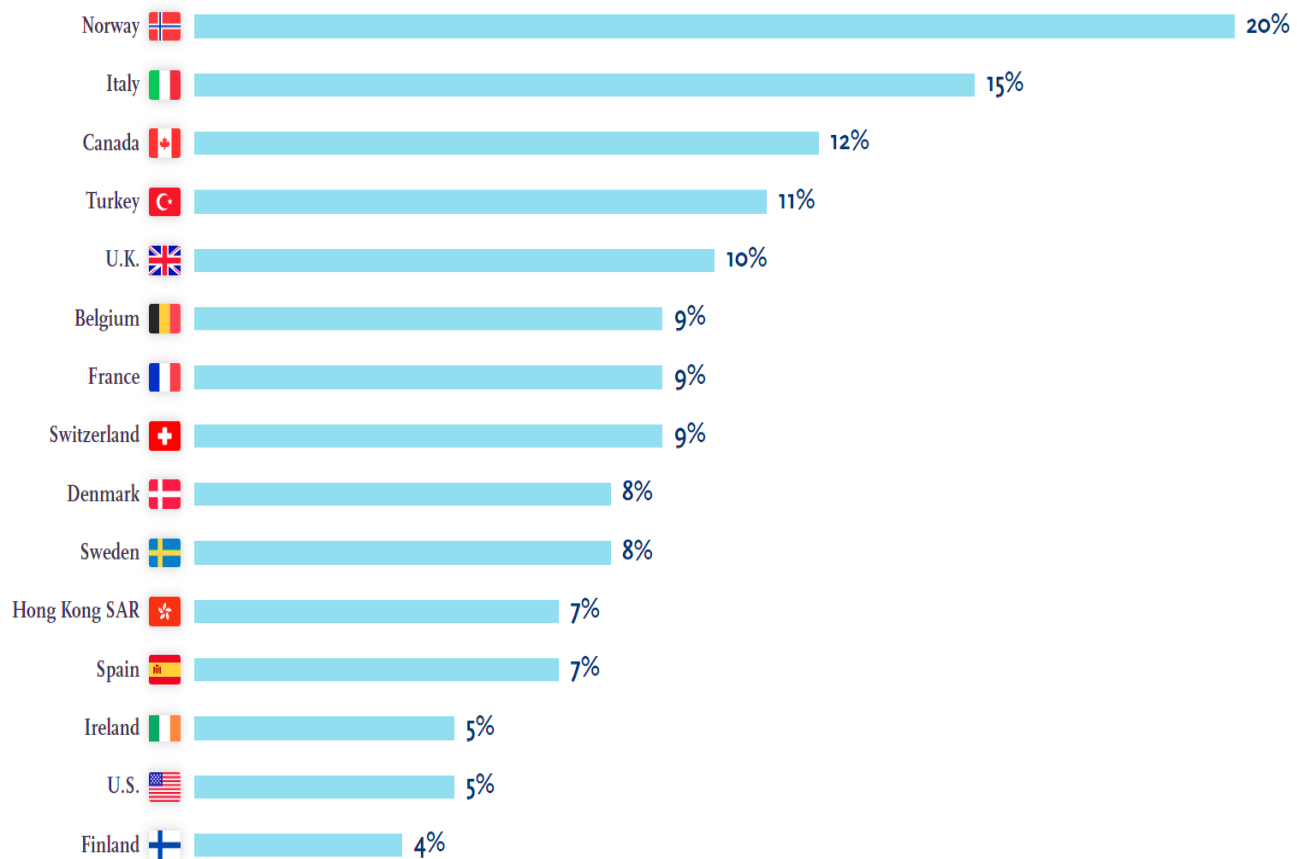
Click on "i" for information on quotas and targets.



### % Female CEOs



### % Female Chairs



Average remuneration	2020	2016	2015	2014	2013	2012	2011	2010
Director	0.72	0.60	0.61	0.63	0.69	0.66	0.669	0.584
Top management	4.95	4.95	4.93	4.67	4.61	4.44	4.56	3.885
Chair	0.81	1.04	1.05	1.13	1.07	1.02	1.045	0.978

### The US (S&P500)

	2022 (a)	2021 (b)	2017 (c)	2012 (d)	5-year change	10-year change
Total average compensation (e) **	\$316,091	\$305,808	\$286,119	N/A	10%	N/A

### The UK

#### REMUNERATION

	2022	2017	2012	5 year change	10 year change
Average non-executive retainer	£72,052	£66,655	£61,000	8.10%	18.12%
Average (part-time) chair retainer	£404,962	£384,907	£339,600	5.21%	19.25%

### Singapore

	2015		2018		2021	
	HSI	HSLI	HSI	HSLI	HSI	HSLI
Average INED compensation	65,000	59,000	96,000	85,000	96,000	95,000

### India

	Non-executive director			Independent director			Chair		
	Lowest	Highest (million)	Average (million)	Lowest	Highest (million)	Average (million)	Lowest	Highest (million)	Average (million)
2019	20,000	219.9	4.2	20,000	23.4	3.2	20,000	804.1	57.1
2015	20,000	190.6	2.9	20,000	25.2	2.2	20,000	446.2	50.5
2013	15,000	270	2.5	15,000	13.8	1.5	15,000	550	47.5

### Netherlands

	2012	2022	% change
Total remuneration: chair	€132,000	€162,149	23%
Total remuneration: non-executive directors	€72,000	€83,671	16%