

GOVERNANCE & LEADERSHIP - A CONVENTIONAL VIEW

Fiji Development Bank
Nafitalai Cakacaka
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Governance

- Definition –
- Various Levels of Governances – personal level, family, communities, corporate level.
- Who owns the Institution, Family, Community ?
- Is the Bank a social institution?
- Is a profit the only point?

Leadership

- Definition
- How it relates to Governance
- According to Law & Standard

Economic Theories - governance

- Agency theory
- The Stewardship theory
- The Trustee theory
- Stakeholder theory

Corporate governance

- Became necessary when there was a separation of ownership and control
- Most theories fail to take into account **culture**, **politics** or **interpersonal relationships**

The Basis of Governance in Fiji

- The contract between the managers and the owners
- The contract between government and the governed
- Transparency, Procedure, Equality, and Respect

The relationship between government and statutory bodies

- When must we implement government policy?
- When do we have a discretion?
- (NBF, The Agriculture Scam)

Corruption

- What is corruption? Does it include nepotism? Favouritism? The old boys/girls network?
- What are the first signs of corruption?
- How do we protect the Bank from corruption and fraud?
- **How does Culture fit in ..**

Corruption - Defined

- Definition of public official, benefit and contractor for a government contract
- Bribery
- The burden of proof
- **Is Custom/Tradition a defence?**

Disclosure

- What must be disclosed? To whom? By whom?
- The ethics of disclosure
- Audits and financial reports
- **Disclosing personal and cultural relationships**
- What are the rules on disclosing conflicts of interest..

Why Monitor if we trust?

- Because we create an environment of institutional trust
- Because surveillance monitoring and control allows us to trust at a distance
- Because trust is earned and developed..
- Because trust is calculated and dependent on reputations (Japan)

Corporate Governance and Good Governance

- The relationship between government and the governed
- Equality
- The unequal treatment of unequal's
- Affirmative action and the disadvantaged
- Government policy and the civil service
- The independence of the Bank..

- Is the Minister always right? (The Agriculture Scam)

Governance in Government-owned Entities

- Fraud under the Crimes Decree
- Tender Processes and Accountability
- Abuse of Office – What is it? The Government Supplies case, the Housing Authority fraud, the National Bank and the Agriculture Scam.
- “An unreasonable act, a despotic act, an act guided not by rules and regulations but by the whims and fancies of the officer”

Shareholders, Banks, Employees, and Management

- What must the roles of each be?
- What should the relationships be?
- What is required of Management?
- What are the rights of the shareholders?
- What are the mechanisms of internal control?
- Is there integrity?
- What is the role of government on the Boards?
- **Now Needs To be Specified**

Whistle Blowing and Grievance Procedures

- Fraud, corruption, nepotism, inequality, sexual harassment
- How does the victim report?
- How do you blow the whistle on management misconduct?

A Whistle - Blowing Procedure

- May be anonymous
- Must be to two or three possible officers
- Must be investigated
- The results of investigations should be reported to the Council
- There must be a guarantee of no victimisation
- The perpetrator must be disciplined if found guilty

Gender Culture and Merit

- Who is the best person for the job or for promotion?
- What is the purpose of affirmative action? Is it consistent with equality of opportunity?
- Racism and Sexism
- Historical Disadvantage and the Creamy Layer
- What does merit mean?

The Crimes Decree

- The Law and what it means for your Institution
- Recognising and Managing Risk

The Crimes Decree

- Corporate bodies can be prosecuted for any offence under the Crimes Decree
- A company is said to authorise unlawful activity unless it has in place a corporate governance culture

Corporate Culture

- Did a corporate culture exist within the body corporate to direct, encourage, tolerate or lead to non-compliance?
- Did the company fail to create and maintain a corporate culture that required compliance with the relevant provision?

Section 53(6)

- Corporate culture means an attitude, policy, rule, course of conduct, or practice existing within the body corporate generally or within the part relevant to the offending..

Offences

- Fraud
- Theft
- Cyber crime
- Money laundering
- Financial Transactions Reporting Act
- Sexual offences and sexual harassment
- Corruption

Following the Rules

- What are they?
- Do they incorporate the law on corruption, fraud and sexual misconduct?
- Have we trained all officers on the rules?
- Is the Board and its management walking the Talk?
- Is there a Code of Conduct and does it bind the Board and management?
- Are there sanctions for breaking the rules? Are they consistently applied?
- Is there equality in the workplace?

Following the Rules

- Gender Equality and Sexual Harassment in the Workplace
- The Employment Relations Promulgation and unfair discrimination
- Your sexual harassment policy – does it incorporate the Crimes Decree offences?
- Are you covered for obscene emails?
- What are the sanctions for breach?
- Whistle Blowers?

Following the Rules

- What is the criteria for appointment and promotion?
- Is there unfair discrimination in the rules? In the implementation of the rules?
- How do we create an equal work place?
- Are we legally compliant?

Globalisation

- Standardisation
- International Practices

Impact on the Way Of Life

- How do we relate to our associates, family, community ?
- How do we reciprocate for good deeds ?
- Gift Exchange ?
- Action in Good Faith ?

Offenses Committed

- Corporate / Board level ?
- Leadership or Management level ?
- Floor Level
- Frequency and trend.

Change Direction of Leadership

- Limitation to Leadership freedom
- Affected ability to Exercise and Uncover Potential
- No more in Good Faith.

CLOSE