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ACGA Asian Business Dialogue on Corporate Governance 2018
2018亚洲公司治理协会第18次年会

Stream A: Creating Effective Whistleblower Systems
分会场**A**：创建有效的举报系统

Beijing, November 13 2018

Whistle-blowing – Why Bother?
为什么我们需要举报系统？

54% of fraud tip-offs come from insiders…

… while 17% are anonymous – meaning more employees!

54%的欺诈举报来自内部人士.......另外有17%是匿名举报 - 意味着其实可能有更多内部员工参与了欺诈举报！

$400,000   **$171,000**

Fraud losses at companies with a whistle-blowing system are less than half of those at companies without

拥有举报系统的公司，其因欺诈而引起的损失能比没有设立该系统的公司减半

Profiling fraudsters
欺诈者情况剖析

Most common areas for corporate fraud:
企业欺诈的最常见领域：

Operations
运营

Sales
销售

Executive
行政

Finance & accounting
财务与会计

73% of frauds committed by….men….fraud losses caused 50% larger than women!
73%的欺诈者为男性，其引起的欺诈损失比女性多50%

Above median age of 42, losses 4x higher
42岁以上的欺诈者所造成的损失比42岁以下的多出4倍

5 years plus: the longer the employment, the greater the loss caused
5年以上工作经验：欺诈者工作时间越长，其所造成的损失就越大

What should a WB system look like?
举报系统的构成

Anti-Fraud Policy
反欺诈政策

WB Hotline 举报热线
Internal system? 内部系统?
External ethics line? 外部职业道德守则?

Reporting Structure 举报受理单位
Audit Committee? 审计委员会?
BOD? 董事会?
Others? 其他?

Whistle-Blowers 举报人
Employees or others? 员工或其他人?
Anonymity? 匿名?
Reporting platforms? 举报平台?
Protections? 举报人保护?

What is permissible? 什么可被举报?
Serious issues 重大事故
 Financial 财务
 Unlawful 非法
 Breach of code of conduct 违背行为准则
Not a grievance channel 不是员工的申诉管道

Investigation 调查
Internal? 内部?
External? 外部?
Terms of reference 职权范围

Actions 行动
Disciplinary 纪律
Referral to authorities 转介权力机关
None? 不采取行动?

Communication 交流沟通
•Staff notices & briefings
•员工通知和简报
•Website/AR 网站公布、年报披露

Whistle-blowing:
How to and how not to…
欺诈举报：怎么做及注意事项

Culture is Critical 企业文化是关键

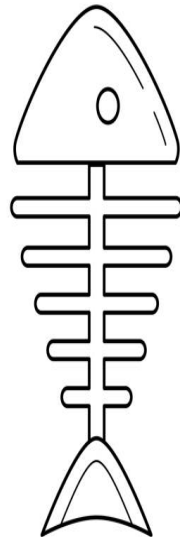**Major contributory factors to company fraud:**
发生公司欺诈的主要原因：
- **Poor tone at the top** 企业高层风气不佳
- **A lack of internal controls** 缺乏内部控制
- **Existing controls being bypassed or over ridden** 现有管控被绕开或凌驾
- **Lack of management oversight and review** 缺乏管理监督和检查
- **Incompetent management** 管理不善

Before you implement a whistle-blower system you may need to change the board!
在建立举报系统之前，你可能需要改变董事会！

A fish rots from the head
上梁不正下梁歪

Communication is Key
沟通是关键

Successful Whistle-blowing systems:
成功的举报系统：
- **Are part of a comprehensive Anti-Fraud Policy**
  是全面反欺诈政策的一部分
- **Adopt a zero-tolerance to fraud**
  对欺诈零容忍
- **Are clearly communicated to all staff**
  能被清晰地传达到每一位员工

Key communication points for companies:
公司与员工沟通的关键点：
- **Socialize the policy as widely as possible**
  尽可能广泛地传播公司相关政策
- **Provide training and regular follow up**
  提供培训和定期的跟进
- **Communicate findings and consequences**
  与员工交流调查发现及其结果
- **Identify and communicate tangible results**
  识别并传达有形的治理成效

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