

CORPORATE GOVERNANCE

企業管治

As a government-subvented body, the HKTB is determined to implement high standards of corporate governance practices and enhance the transparency of its operational and financial matters. During the year, the HKTB strictly observed applicable regulations and procedures, and maintained a high level of integrity in its operations.

旅發局是政府資助機構，致力奉行高水平的企業管治常規，提高營運和財務範疇的透明度。旅發局年內嚴格遵行所有適用規例及程序，在日常運作中均保持最高誠信標準。

Structure and Management

The Board

The Board of the HKTB comprises 20 Members, representing a broad cross-section of the tourism and other industries. Members of the Board are appointed by the Chief Executive of the Hong Kong SAR (HKSAR) Government. They are broadly based and include, amongst others, passenger carriers, hotel operators, licensed travel agents, tour operators, retailers and restaurant operators.

The Board is the governing body of the HKTB, and is given the authority to exercise the general powers conferred under the Hong Kong Tourism Board Ordinance. The Board is also empowered to appoint committees to oversee various aspects of the HKTB's operations and provide advice to the Board on corporate governance matters arising from the Committee's work. The various committees are described in the following paragraphs.

架構及管理

旅發局的組織及成員

旅發局共有 20 位成員，均由香港特別行政區行政長官委任，並廣泛代表旅遊及其他不同的界別，包括客運商、旅館營運人、持牌旅行代理商、旅遊經營商、零售商及食肆營運人等。

全體成員組成一個監管旅發局的組織，有權行使《香港旅遊發展局條例》賦予的一般權力，並獲授權委任不同的委員會，監督旅發局不同範疇的工作，及就與委員會職責相關的企業管治事宜向旅發局成員提供建議。各委員會的資料詳載如下。

Marketing and Business Development Committee (MBDC)

This committee provides strategic input and advice to the Board on its marketing direction and business development, reviews the draft annual business plan, and provides advice on new marketing directions and opportunities, global developments affecting tourism in Hong Kong, and strategies for enhancing the Board's external communications and industry relations. The committee meets on a quarterly basis, and extraordinary meetings can be convened if necessary. It comprises a chairman and seven Members from the Board, with the Senior Manager, Strategic Planning & Research acting as Committee Secretary.

Product and Event Committee (PEC)

This committee provides strategic direction and input on the development of product and event strategy, and evaluates the contribution of any initiatives to the HKTB's overall marketing direction set by the Marketing and Business Development Committee. It reviews and approves the Product and Event Strategy Plan by providing comments and recommendations on new product initiatives and infrastructure development. It also approves the concepts and implementation of Mega Events. The committee meets quarterly, and extraordinary meetings can be convened if necessary. It comprises a chairman and six Members from the Board, with the Head, Product Marketing acting as Committee Secretary.

Staff and Finance Committee (SFC)

The committee reviews and endorses financial matters, including financial policies, management control, audited annual accounts, and matters involving long-term financial commitment by the HKTB such as office lease. It also reviews and endorses manpower planning, human resources policies, terms and conditions of employment, the creation and deletion of senior managerial positions, and the promotion of senior executives. The committee meets every four months, and extraordinary meetings can be convened if necessary. It comprises a chairman and five Members from the Board with the General Manager, Human Resources & Administration acting as Committee Secretary.

市場推廣及業務發展委員會

委員會就旅發局的市場推廣方向及業務發展提供策略和意見，檢討全年業務計劃草擬本，就新的市場推廣方向和契機、國際市場發展的趨勢對香港旅遊業的影響，及改善旅發局對外溝通及與業界關係上的策略提供建議。委員會每季開會一次，如有需要亦會召開特別會議。委員會由一位主席和七位旅發局成員組成，並由策略籌劃及研究高級經理擔任秘書。

產品及活動委員會

委員會就產品及活動的發展策略提供意見，評估個別項目是否能協助達至由市場推廣及業務發展委員會為旅發局制定的整體市場推廣方向。委員會就新旅遊產品和基建設施的發展，提供策略意見和建議，並據此審議和批核產品及活動策略綱領。此外，委員會又審批大型活動的概念和推行方案。委員會每季開會一次，如有需要亦會召開特別會議。委員會由一位主席和六位旅發局成員組成，並由旅遊產品推廣主管擔任秘書。

財務及編制委員會

委員會負責檢討和確認有關財務的事項，包括財務政策、管理監控、經審核年度賬目及關乎旅發局長期財務承擔的事項，如辦公室租約等。委員會又負責檢討和確認員工規劃、人力資源政策、聘用條款及條件、高級管理職位的增刪，以及高級行政人員的晉升。委員會每四個月開會一次，如有需要亦會召開特別會議。委員會由一位主席和五位旅發局成員組成，並由人力資源及行政總經理擔任秘書。

Audit Committee (AC)

This committee provides advice to the Board on the adequacy of internal controls and the effectiveness and efficiency of HKTB operations, and is authorised to investigate any activities within its terms of reference. It reviews and endorses the annual audit plan to ensure adequate audit coverage of critical operations, reviews major findings, recommendations and the implementation of actions arising from internal audit and other relevant authorities. It also reviews the annual audited financial statements before submission to the Board. The committee meets three times a year, and extraordinary meetings can be convened if necessary. It comprises a chairman and four Members from the Board, with the Chief Internal Auditor acting as Committee Secretary.

Quality Tourism Services Committee (QTSC)

This committee acts as the governing body of the Quality Tourism Services Scheme (QTS Scheme) and provides strategic input and advice to the Board on the development of the QTS Scheme. It also approves the assessment criteria, scheme rules, complaint handling policy and pricing policy of the QTS Scheme. The committee meets twice a year, and extraordinary meetings can be convened if necessary. It comprises a chairman, six Members from the Board and four industry members, with the General Manager, Business Development acting as Committee Secretary.

稽核委員會

委員會就旅發局運作的成效和效率，以及內部監控是否充足，向旅發局成員提供建議。委員會獲授權調查屬其職權範圍內的任何事宜，並負責檢閱及確認周年審核計劃以確保其涵蓋重要的業務運作、檢討內部及其他相關機構審查所得的主要結果和建議及其執行情況。同時，委員會亦會預先審閱經審核的周年財務報表，以供各成員審批。委員會每年開會三次，如有需要亦會召開特別會議。委員會由一位主席和四位旅發局成員組成，並由總稽核擔任秘書。

優質旅遊服務委員會

委員會負責監管「優質旅遊服務」計劃，並就「優質旅遊服務」計劃的發展，向旅發局成員提供意見。委員會亦負責審批「優質旅遊服務」計劃的評審準則、規則、投訴處理機制和收費政策。委員會每年開會兩次，如有需要亦會召開特別會議。委員會由一位主席、六位旅發局成員及四位業界成員組成，並由業務拓展總經理擔任秘書。

For the year ended 31 March 2012 截至2012年3月31日止年度

Board Members' Meeting Attendance 旅發局成員會議出席率

Members 旅發局成員		Board 旅發局會議	MBDC 市場推廣及 業務發展委員會	PEC 產品及 活動委員會	SFC 財務及 編制委員會	AC 稽核 委員會	QTSC 優質旅遊服務 委員會
The Hon James Tien (Chairman)	田北俊議員 (主席)	6/6	-	-	-	-	2/2 [^]
Mr Philip Yung (Deputy Chairman)	容偉雄先生 (副主席)	6/6	3/3	6/6	5/5	2/2	2/2
Ms Shirley Chan	陳淑玲女士	5/6	-	4/6	-	-	1/2
Dr Michael Chan	陳裕光博士	1/6	2/3	-	-	-	0/2
Ms Florence Chan	陳苑芬女士	6/6	-	-	-	2/2	-
Mr Benjamin Chau	周啟良先生	4/6	3/3	-	-	-	-
Ms Chitty Cheung	張鳳婷女士	2/6	3/3 [^]	-	-	-	-
Dr Patrick Fung	馮鈺斌博士	5/6	-	-	-	2/2 [^]	-
Mr Stanley Hui	許漢忠先生	4/6	-	-	2/5	-	-
Mr Ko Chi-sum	高志森先生	3/6	-	0/6	-	-	-
Mr Larry Kwok	郭琳廣先生	6/6	-	-	5/5 [^]	-	2/2
Mr Peter Lam	林建岳先生	6/6	-	4/6 [^]	-	-	-
Ms Lo Po-man	羅寶文女士	5/6	-	6/6	-	-	1/2
Mr William Mackay	祈偉立先生	6/6	-	-	4/5	-	-
Ms Winnie Ng	伍穎梅女士	4/6	3/3	-	-	2/2	-
The Hon Sin Chung-kai	單仲偕議員	5/6	-	-	5/5	2/2	-
Mr Michael Wu	胡兆英先生	6/6	2/3	-	-	-	2/2
Ms Linda Yuen	袁麗鳳女士	3/6	-	6/6	-	-	-
Sir Wayne Leung (i)	梁偉賢爵士 (i)	3/3	-	-	-	-	-
Mr Perry Mak (i)	麥華章先生 (i)	3/3	-	-	1/1	-	-
Mr Stephen Chan (ii)	陳志雲先生 (ii)	3/3	1/2	-	2/3	-	-
Mr Wilfred Wong (ii)	王英偉先生 (ii)	1/3	2/2	-	-	-	-

[^] Committee Chairman (as at 31 March 2012) 委員會主席(截至2012年3月31日)

(i) Appointment effective from 1 November 2011. 任期由2011年11月1日起生效。

(ii) Appointment until 31 October 2011. 任期於2011年10月31日後屆滿。

Internal Control and Compliance

One of the Board's responsibilities is to ensure that satisfactory systems and procedures of internal control are in place. These procedures are to provide reasonable assurance that management policies are adhered to, assets are safeguarded, operations are efficient and effective, misconduct and errors are prevented or detected, accurate and complete accounting records are compiled, and financial information is prepared in a timely manner. An exception reporting mechanism is in place through which cases of significant violation of internal rules and respective follow up actions are reported to the Board or its relevant committees. The compliance with legislations relevant to the HKTB is regularly reviewed by the internal Legal Counsel.

The Internal Audit Department has an independent role to evaluate the adequacy and effectiveness of the internal control. It formulates an audit plan yearly, covering the financial, operational and compliance control of functional units and worldwide offices. The Department has unrestricted access to information and personnel to perform its duties under the Internal Audit Charter. The Chief Internal Auditor reports to the Executive Director and has direct access to the Audit Committee and its chairman, thereby ensuring his/her independence.

Apart from internal audit, the HKTB also engages an external auditor to perform statutory audit. The Audit Committee meets, at least once a year, with the external auditor without the presence of the HKTB Management, and discusses the nature and scope of the statutory audit before the audit commences.

Management

Under the current organisation structure, the HKTB's activities are conducted through the following divisions:

- Business Development Division
- Corporate Affairs Division
- Finance & Information Technology Division
- Human Resources & Administration Division
- Marketing Division
- MICE & Cruise Division
- Strategic Planning & Research Division
- Worldwide Offices

內部監控及遵規

旅發局成員的職責之一是確保內部監控系統和程序合乎滿意水平而且行之有效。這些程序是為合理保證管理層推行的政策得以遵循、資產得以保障、日常運作暢順而有效率、防止及偵察不當行為和謬誤、編製準確完備的會計賬目，以及確保財務資料能適時備妥。旅發局設有匯報機制，可向旅發局成員或有關委員會報告重大違規情況及相應的跟進行動。內部法律顧問亦會定期檢討旅發局遵守與其相關法例的情況。

稽核部屬獨立部門，負責評估內部監控是否足夠及有效。部門每年制訂審核計劃，審閱各部門和全球辦事處的財務、運作及遵規監控。稽核部在根據稽核規章履行其職責時，有權在不受任何限制的情況下取得所需資料及聯絡有關人員。總稽核除向總幹事匯報外，並可直接與稽核委員會及其主席接觸，以確保其工作的獨立性。

除內部稽核外，旅發局亦聘用獨立核數師進行法定審核。稽核委員會最少每年一次在旅發局管理層避席的情況下與獨立核數師會面，及在展開法定審核前與獨立核數師討論審核的性質與範圍。

管理層

在現行架構下，旅發局透過以下部門推行各項業務和活動：

- 業務拓展部
- 企業事務部
- 財務及資訊科技部
- 人力資源及行政部
- 市場推廣部
- 會議展覽及郵輪部
- 策略籌劃及研究部
- 全球辦事處