



SID
SINGAPORE
INSTITUTE OF
DIRECTORS

Annual Report 2015

Mission

To foster good governance and ethics
in corporate leadership

Vision

To be the national association
advancing the highest level of ethical
values, governance and professional
development of directors

Corporate Information

Registration	Singapore Institute of Directors (SID), a public company limited by guarantee, is incorporated under the Companies Act, Cap. 50 (Registration No. 199803504W).
Legal Counsel	Wee Swee Teow & Co Advocates & Solicitors
Auditor	BDO LLP
Bankers	DBS Bank Limited United Overseas Bank Limited
Registered Office	168 Robinson Road #09-06/07 Capital Tower Singapore 068912
Telephone	+65 6422 1188
Fax	+65 6422 1199
Website	www.sid.org.sg

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Chairman's & Executive Director's Report

Dear Members,

As Singapore celebrates its jubilee as a nation, the SID has taken the opportunity to reminisce, reflect and renew itself in the spirit of SG50.

Our year-end issue of the *SID Directors' Bulletin* takes us on a retrospective journey of 50 years of corporate governance in Singapore. SID has been an integral part of that journey – born in the aftermath of the 1997 Asian Financial Crisis, and now propelled by our vision as the national association of directors.

In July 2015, the SID Governing Council held a two-day retreat during which we reflected on our recent past, our present and our future. We reaffirmed the direction we were heading towards as a revamped SID – established three years ago

under former SID Chairman John Lim's watch – and to continue the six strategic thrusts of leadership renewal, professional development enhancement, broader outreach, thought leadership, improved branding and a strengthened executive team.

2015 Progress

In this annual report, you will read about our progress during the year on these fronts.

For our members and external stakeholders, the key accomplishments this year include:

- Collaborating with the regulators (ACRA, MAS and SGX) to create a comprehensive series of corporate governance guides for boards in Singapore (page 14).

- Co-organising the 10th anniversary of the Singapore Corporate Awards with The Business Times and ISCA to celebrate the best in corporate governance (pages 22 to 23).
- Establishing new benchmarks for corporate governance in Singapore with the latest edition of the *ASEAN Corporate Governance Scorecard*, and partnering with CPA Australia and CGIO of the NUS Business School to create a national index, the Singapore Governance and Transparency Index (SGTI) (pages 20 to 21).
- Expanding our professional development curriculum with five new courses for private and listed boards, while creating a new training track for nonprofit directors with two new courses (pages 6 to 9).
- Creating a new biennial *Singapore Directorship Report* with ISCA to complement the biennial *Board of Directors Survey* (see page 14).
- Continuing with our weekly column, “Boardroom Matters” in *The Business Times* and compiling them into a book.

Internally, we continue to strengthen our council, executive team as well as our infrastructure in the following ways:

- We took on 800 square feet of additional space at Capital Tower to establish a corporate governance centre.
- The Governing Council and its committees continue to be renewed with new members, succession planning and an expanding number of volunteers (more than 150 in the committees for the year).
- The executive team has been reorganised with a few new hires although we are limited by our finances from significantly increasing our staff strength.
- The review and enhancements to our processes and controls are ongoing, while a new website is under development.

Moving Forward

In the coming year, our focus is on the successful and ongoing delivery of the programmes that are strategically important. These include the corporate governance guides series, the research studies, thought leadership publications, awards and corporate governance benchmarks initiatives. In addition, there will be a new push to significantly expand our membership base and outreach programmes.

All that we have achieved to-date could not have been possible without the support of the many players in the corporate ecosystem. We want to take this opportunity to thank them, especially the regulators, the corporations and professional firms, and other associations and institutions, such as ISCA, CGIO and the universities.

The SID is a unique institution: it is a nonprofit organisation that caters to directors in both the nonprofit and for-profit space. However, as a nonprofit organisation, our approach is not commercial, and our funding and staffing are constrained. For that reason, we are ever grateful to the small corps of staff that does so much of the day-to-day heavy lifting and the many volunteers who devote their time on a pro bono basis. Our heartfelt thanks go out to all of them and for making this a particularly special year. ■



Willie Cheng
Chairman

Joyce Koh
Executive Director





Programme & Activities

SID programmes and activities are designed to support its role of promoting the professional development of directors and corporate leaders, being a voice for directors, and encouraging the highest standards of corporate governance and ethical conduct.

Professional Development

The professional development of directors is a core part of SID's mission. During the year, SID organised and conducted over 70 professional development sessions that were attended by more than 6,500 participants. The list of these sessions is on pages 8 to 9.



SID and SSI signed MOU on NonProfit Directors Programme

Curriculum

SID's educational offerings are developed and delivered in accordance to a framework that maps out the needs of different types of directors at various stages of their directorship journeys. The current curriculum map is shown below:

	Listed Company (International)	Listed Company	Private Company	NonProfit Organisations
Focus	15. Seminars & Conferences			
	14. Hot Topics (Talks, Roundtables, Forums)			
	13. Chairmen's Conversations			
Updates	12. Annual Corporate Governance Roundup		11. CG Updates For Listcos	
	10. INSEAD-SID International Directors Programme		9. SID-SMU Directorship Programme	
Essentials	8. Listed Company Director Programme		7. NP Directors Programme	
	6. Effective Board Leadership		5. Directors Financial Reporting Essentials	
			4. Board & Director Fundamentals	
Fundamentals			3. Directors Compliance Programme	
			1. So, You Want To Be A Director	
			2. So, You Want To Be A NP Director	

The curriculum map was expanded in the last year to create new training courses for listed and private company directors, and to create a new track for nonprofit directors.

New Courses for Private and Listed Company Directors

Five new courses were successfully rolled out this year that cater to directors of listed and private companies:

- **Directors Compliance Programme (DCP)**
This is a course commissioned by ACRA that is primarily for directors who have not fully complied with statutory and annual return filing requirements under the Companies Act (Cap 50). More than 20 sessions were held since November 2014, with over 4,000 directors trained during this half day programme.
- **Board and Director Fundamentals**
This one-day course seeks to provide an introduction to the basics of directorship and corporate governance for new directors. Two sessions for 44 participants were held this year.
- **Directors Financial Reporting Essentials**
This course, developed in collaboration with ISCA and supported by ACRA, is on the essentials of financial reporting for non-financial directors. A total of six sessions were held since the course was first launched, and 134 directors who have little or no financial or accounting background have attended the programme.

- **Corporate Governance Updates for Listcos**
These are customised updates on regulation, law and accounting for individual boards. Two updates were conducted during the year.
- **Corporate Governance Roundup**
This is a summary of the year's corporate governance happenings and was held for about 130 participants just prior to the AGM.

New Courses for NonProfit Directors

In January 2015, SID and the Social Service Institute (SSI), the training arm of the National Council of Social Service, discussed collaborating on the developmental needs of nonprofit directors. An MOU was signed on 10 July 2015.

As a result, a new NonProfit Directors Programme (NPD) is being developed in collaboration with SSI, the Centre for NonProfit Leadership and the Charity Council. It will comprise seven modules, conducted by nonprofit leaders and experts, at different nonprofit organisations' venues. The first module will be conducted in October 2015 and the remaining modules will be held once a month.

In addition, SID added a variant of its two-hour introductory course for aspiring directors for the nonprofit sector. The first "So, You Want To Be A NonProfit Director" (SYN) course was conducted on 8 September 2015.

Directors Compliance Programme



Schedule of SID's Professional Development Offerings for Directors

(1 October 2014 to 30 September 2015)

Fundamentals

1. So, You Want to be a Director? (SYD)

28 Nov 2014, 3 Mar 2015, 30 Jun 2015

2. So, You Want to be a NonProfit Director? (SYN)

8 Sep 2015

3. Directors Compliance Programme (DCP)

27 Nov 2014, 9 Dec 2014, 16 Dec 2014, 8 Jan 2015, 17 Jan 2015, 22 Jan 2015, 29 Jan 2015, 5 Feb 2015, 24 Apr 2015, 25 Apr 2015, 7 May 2015, 16 May 2015, 21 May 2015, 10 Jun 2015, 17 Jun 2015, 23 Jun 2015, 1 Jul 2015, 11 Jul 2015, 28 Jul 2015, 13 Aug 2015, 27 Aug 2015, 10 Sep 2015, 23 Sep 2015

4. Board and Director Fundamentals (BDF)

24 Mar 2015, 5 May 2015

Updates

12. Corporate Governance Roundup

18 Nov 2014

Essentials

5. Directors Financial Essentials (DFE)

2 Dec 2014, 27 Jan 2015, 27 Feb 2015, 27 May 2015, 23 Jul 2015, 29 Sep 2015

6. Effective Board Leadership (EBL)

- *M1: The Effective Board*
8 Oct 2014, 23 Apr 2015
- *M2: The Board & Fund Raising*
8 Oct 2014, 14 May 2015
- *M3: Enterprise Risk Management*
9 Oct 2014, 19 May 2015
- *M4: Financial Literacy & Governance*
9 Oct 2014, 26 May 2015

8. Listed Company Director Programme (LCD)

- *M1: Listed Company Director Essentials*
17 Oct 2014, 15 Jan 2015, 11 Mar 2015, 6 May 2015, 7 Jul 2015
- *M2: Audit Committee Essentials*
25 Mar 2015, 8 Jul 2015, 22 Sep 2015
- *M3: Risk Management Essentials*
26 Mar 2015, 8 Jul 2015, 30 Sep 2015
- *M4: Nominating Committee Essentials*
15 Oct 2014, 2 Apr 2015, 9 Jul 2015
- *M5: Remuneration Committee Essentials*
29 Oct 2014, 8 Apr 2015, 9 Jul 2015
- *M6: Investor & Media Relations Essentials*
21 Oct 2014, 15 Apr 2015, 10 Jul 2015
- *Listed Company Director Essentials Mandarin Programme in China*
20 – 21 Nov 2014

9. SID-SMU Directorship Programme (Executive Certificate/Diploma)

- *M1: The Role of Directors – Duties, Responsibilities & Legal Obligations*
6 – 8 Apr 2015, 6 – 8 Jul 2015
- *M2: Assessing Strategic Performance – The Board Level View*
13 – 15 Jul 2015
- *M3: Finance for Directors*
11 – 13 May 2015
- *M4: Risk & Crisis Management*
10 – 11 Jul 2015
- *M5: Strategic Corporate Social Responsibility & Investor Relations*
13 – 14 Aug 2015
- *M6: Effective Succession Planning & Compensation Decisions*
7 – 8 Sep 2015

10. INSEAD International Directors Programme

- *IDP9, M2: Board Decision Making & Oversight*
29 Sep – 1 Oct 2014 (Singapore)
- *IDP9, M3: Director Effectiveness & Development*
15 – 18 Dec 2014 (Fontainebleau, France)
- *IDP13, M1: Board Effectiveness & Dynamics*
14 – 17 Jun 2015 (Singapore)
- *IDP13, M2: Board Decision Making & Oversight*
21 – 23 Sep 2015 (Fontainebleau, France)

Focus

13. Chairmen's Conversations

Board Chairmen's Conversation

- *The Role of the Board in Growing a Company (with DPI)* 18 Aug 2015
- *Is There Such a Thing as Corporate DNA? (with BCG)* 25 Sep 2015

Board Risk Committee Chairmen's Conversation

- *Technology, Cyber Risks & the Audit Committee (with EY)* 16 Oct 2014
- *Black Swan Events (with Deloitte)* 23 Jun 2015

Remuneration Committee Chairmen's Conversation

- *Incentive, Disclosure & Governance: The Role of the Remuneration Committee (with Mercer)* 25 Nov 2014

14. Hot Topics

- *SID-KPMG: Cyber Security – What Does It Mean For The Board?* 20 Jan 2015
- *SID-Hay Group: 2014 Hay Group Survey on Director & Executive Pay Re-evaluating Rewards* 28 Jan 2015
- *SID-Moore Stephens: Financial Reporting Challenges in 2014 and Beyond – Perspectives of a Company Director* 3 Feb 2015
- *SID-Intellectual Property Academy of Singapore (IPA): Directors' IP Due Diligence* 3 Mar 2015
- *SID: Tax Evasion & Consequences* 9 Apr 2015
- *SID-INSEAD Tea Talk on International Directorships* 21 Apr 2015
- *SID-ACRA: Audit Quality Indicators Feedback Session* 11 May 2015
- *SID-Caux Roundtable: Reshaping Modern Capitalism – A Guidance Initiative Supporting the UN Initiative to Adopt Global Goals for Sustainable Development 2015* 4 Jun 2015
- *SID-CAQ: Roundtable Luncheon on Audit Quality Indicators* 27 Jul 2015
- *SID: Roundtable on Innovation Leaders with Professor Jean-Philippe Deschamps* 17 Sep 2015

15. Seminars and Conferences

- *SID-ISCA Launch of Inaugural Singapore Directorship Report* 4 Nov 2014
- *SID-ACRA Seminar: Recent Changes to the Companies Act* 14 Nov 2014
- *SID-ACRA-SGX: Inaugural Audit Committee Seminar* 7 Jan 2015
- *SID-CGIO: Launch of the 2014 ASEAN Corporate Governance Scorecard* 4 Apr 2015
- *SID-Singtel: Staying Ahead of the Curve in Cyber Security* 25 Jun 2015
- *SID-YPO : Driving Value for Fast-Growing Enterprises and Family Businesses – An Innovation & Governance Perspective* 30 Jun 2015
- *SID-SGX-ACRA: Launch of the Nominating Committee Guide* 28 Aug 2015
- *SID Directors' Conference* 16 Sep 2015

Forums, Seminars & Conferences

In addition to the core professional development courses, SID conducts forums, seminars and conferences on current topics, and also for specific constituencies of directors. Most of these are held as Hot Topics by way of roundtables, briefings and forums for small groups of less than a hundred. More significant events are held as half- to full-day seminars and conferences for larger audiences. A list of the Hot Topics and the Seminars and Conferences that were held in the last 12 months is provided on page 9. Some of them are highlighted here.

Companies Act Reform

With the largest set of amendments to the Companies Act since its enactment was passed by Parliament in October 2014, SID and ACRA held

a seminar on 14 November 2014 to communicate and examine the changes.

Mr Andrew Abraham of ACRA presented the amendments and a panel of ACRA and SID representatives took questions and discussed them.

Corporate Governance Roundup

On 18 November 2014, SID held a year-end roundup of the key topics impacting corporate governance and directorship. SID Councillors presented short and energetic snapshots of what had happened during the year in 10 hot areas, which ranged from regulatory changes to crisis management.

SID Councillors presenting at the Corporate Governance Roundup





The inaugural Audit Committee Seminar brought regulators and audit committee members together

The book *Boardroom Matters: Making Sense of Corporate Governance* and the SID-KPMG *Singapore Directors' Toolkit*, an electronic guide for directors, were also launched at the event.

The Audit Committee Seminar

ACRA, SGX and SID jointly held an inaugural audit committee seminar on 7 January 2015. The SGX auditorium was packed with more than 160 audit committee chairmen and members, who were updated on the latest thinking by the regulators and industry representatives.

There were presentations on SGX's regulatory considerations, ACRA's Financial Reporting Surveillance Programme, the Guidebook for Audit Committees and a study of audit adjustments. A panel of industry representatives discussed the role of the various stakeholders in financial reporting.

Cybersecurity Forum

On 25 June 2015, SID organised a special session at the Singtel Comcentre on "Staying Ahead of the Curve in Cybersecurity".

Over 100 attendees had their eyes opened by the live demonstrations of how easy and prevalent cyberattacks, using common technologies and devices, can occur. Other speakers included



Panellists at the Companies Act Reform Seminar

Mr Khoo Boon Hui, the former president of Interpol, who shared stories of attacks in Singapore and elsewhere, and what boards and directors can do about them.

Participants were also given a special tour of the state-of-the-art Singtel-FireEye Advanced Security Operations Centre, which provides enhanced security protection to organisations.



Panellists at the Cybersecurity Forum

Value Creation for Growth Businesses

On 30 June 2015, SID organised a special forum for members of the Young Presidents' Organisation (YPO) on "Driving Value for Fast-growing Enterprises and Family Businesses". Speakers from PwC and SID explained how innovation can be fostered and managed. They also talked about the drivers of value and valuation, and the importance of governance for growth. The full-day session was capped by a networking dinner for the YPO attendees.

Annual Conference

SID held its flagship annual conference on 16 September 2015 at Grand Ballroom of the Marina Bay Sands. The conference, themed “Boards and Innovations”, had a mix of international and local speakers, and drew more than 700 participants.

The morning of the conference focused on “Getting Innovation on Board”. In his opening address, SID Chairman Willie Cheng observed that innovation is rarely featured on board agendas when it should be part of the governance mission of the board.

Minister S. Iswaran, in his guest-of-honour address, spoke of how Singapore, as a nation, was investing in innovation and urged companies

to do likewise. In his keynote address, Emeritus Professor Jean-Philippe Deschamps of IMD spoke of how boards can do more to foster innovation in their companies, including beefing up their capabilities beyond the usual mix of “lawyers, accountants and financiers”. This was followed up by Mr Fredrik Haren, founder of interesting.org who, in his animated speech suggested how boards could jumpstart a culture of innovation.

Minister S. Iswaran delivering his guest-of-honour address



Panellists on the Innovators and Innovations Roundup





More than 700 participants attended the Conference

Prof Deschamps delivering his keynote address on Innovation Governance



The morning plenary panel focused on how to get innovation into the boardroom and the members shared their own approaches and strategies. Mr Scott Anthony (Innosight) ably moderated the panel, which comprised Professor Deschamps, Mr Ang Kong Hua (Sembcorp Industries), Mr Simon Israel (Singtel), Ms Koh Soo Boon (iGlobe Partners) and Mr Lim Ho Seng (Baker Technology).

The afternoon panel featured an assembly of 10 innovators describing, in rapid-fire fashion, their respective ideas and innovations at the country level (Smart Nation by Mr Steve Leonard of IDA), in seven diverse industries (including space by Mr Nobu Okada of Astroscale and comic characters by Mr Ray Hatoyama of Sanrio) and even in the social space (Mr Lee Poh Wah of Lien Foundation and Mr Andreas Heinecke of Dialogue Social Enterprises). Many participants had their eyes opened on issues such as ageing, death, space debris and green buildings while being presented with possible solutions to and opportunities that could be found in these situations.

A major highlight of the conference was the Innovation Gallery where over 30 companies, start-ups and projects showcased their innovative concepts, products and services, business models and technologies. During lunch, participants had hands-on experience with some of the latest technologies, which included smart cars, board portals, robots, 3D printers, Internet of Things solutions, cybersecurity technologies and modular cities.



Innovation Gallery

Advocacy & Research

As the advocate for directors in Singapore, the Institute stays in touch with corporate governance issues and influencers, conducts research, communicates its views and provides guidance to directors.

Studies of Boards and Directorship

In November 2014, SID, together with the ISCA, jointly launched the inaugural *Singapore Directorship Report*, the most definitive study on the state of listed company directorships to-date.

The report provided an in-depth analysis of the 3,670 directors on the boards of 717 listed entities on the SGX as at the end of 2013. The research project was supported by the SGX and was conducted in partnership with Handshakes, Nanyang Business School, NUS Business School and Deloitte.

The report examined the structure of boards and their composition, director tenure, remuneration, meeting attendance, gender diversity and multiple directorships. It also revealed the extent of compliance with key aspects of the Code of Corporate Governance 2012 and provided much concrete data to think about when considering future governance recommendations.

Work also started during the calendar year of 2015 for the production of the biennial *Singapore Board of Directors Survey 2015*. The survey report will be released in October 2015.

Corporate Governance Guides

In January 2015, the Institute, with the support of ACRA, MAS and SGX, embarked on a 2-year project to produce a series of corporate governance guides for boards and boards committees in Singapore.



The SID-Caux Round Table on the UN Sustainable Development Goals



Minister Grace Fu addressing directors at the launch of the Nominating Committee Guide

The *Nominating Committee Guide* was the first in the series and was launched in August 2015. SID will be progressively launching the *Remuneration Committee Guide*, *Board Risk Committee Guide*, a revamped *Audit Committee Guide*, *Board Guide* and an e-Guide to the Code of Corporate Governance by the end of 2016.

The development of each Guide is supported by resources from a professional firm and a Review Panel of leading practitioners, directors and experts in the corporate governance field.

Boardroom Matters

“Boardroom Matters” is a weekly column in *The Business Times* and its online portal, BT Invest, that was launched in 2014. This ground-breaking initiative grew from strength to strength in 2015. It features thought leadership articles that run the

gamut of corporate governance and directorship issues, authored by SID Council and Committee members, and looked forward to by directors every Monday morning.

A book compilation of the first 50 articles was launched in November 2014. The second volume of this compilation is scheduled for November 2015.

Hot Issues

The Institute seeks to stay on top of the hot corporate governance issues of the day.

One of the key issues during the year is that of board diversity – in particular, gender diversity. SID’s chairman sits in the national-level Diversity



The Board Diversity Pledge was supported by more than 200 listcos

Advocacy & Research

Action Committee, while the SID Diversity Subcommittee formulates its thinking and plans in this area.

In conjunction with the launch of the *Nominating Committee Guide*, SID also launched a Board Diversity Pledge. More than 200 SGX-listed companies undertook a public pledge to commit themselves to promoting diversity as a key attribute of a well-functioning and effective board. The Board Diversity Pledge was published in *The Business Times*, together with the names of all the listed companies that support it.

SID and its Council members have also been invited to provide feedback on consultation papers, contribute to various working groups and organise roundtables on various issues, including:

- ISCA: Exposure Draft on the enhanced audit report, and Integrated Reporting
- MAS: Consultation paper on proposed changes to regulatory framework for REITs in Singapore (roundtable and submission of response held together with APREA)
- MAS: Consultation on OECD's draft revised Principles of Corporate Governance
- Singapore Stewardship Code Working Group (SSCWG): Development of the Singapore Stewardship Code
- ACRA: Consultation on Recommendation 24 of the Financial Action Task Force on maintaining a beneficial ownership register
- ACRA and CAQ: Roundtable on proposed Audit Quality Indicators



Panellists at the launch of the inaugural Singapore Directorship Report



Roundtable session on AQIs with ACRA and CAQ

- SGX: Consultation on codification of Exchange Regulatory Tools
- Caux Round Table: Feedback on the adoption of UN Global Goals for Sustainable Development

For some hot topics such as cybersecurity, financial report surveillance and executive compensation, the Institute organises forums and seminars to educate and receive feedback from members (see Forums, Seminars & Conferences on page 10).

The Institute also engaged in and liaised with the media on various corporate governance and directorship-related issues, which included publishing a series of letters to the press on the *Singapore Directorship Report* and the perennially thorny issue of multiple directorships. It also responds to media queries on the issue of bunching of AGMs in the final days of the month of April each year.

Network

SID Council members sit in various boards and committees of key organisations in the corporate governance ecosystem. These include the Policy Committee of the Global Network of Director Institutes, Accounting Standards Council, ACRA, CPA Australia, Diversity Action Committee, ISCA, Law Society of Singapore, NTU, NUS, SIM, SMU, Securities Industry Council, Singapore Corporate Counsel Association, SGX, Singapore International Chamber of Commerce, Singapore Venture Capital Association, and Women Corporate Directors.



Feedback session on the regulatory framework for REITs with APREA

Communications

In 2015, SID continued with its review and refreshing of its branding and communications. This was so that SID could become more relevant to its membership and to better reflect its positioning as the national association for directors in Singapore.

Visual Branding and Collaterals

Following the development of a Brand Visual Guide, SID sought to refresh all its collaterals and marketing brochures to provide a consistent and distinctive look and feel.



A refreshed look for the SID marketing collaterals

Membership brochures were produced for both corporates and individuals. A Professional Development booklet and calendar were also produced to guide directors on the types of courses relevant to their directorship journeys.

Publications

The quarterly communication vehicle of the Institute, the *SID Directors' Bulletin*, continued to receive positive responses from members. It was redesigned in January 2014 – its content was upgraded to become more topical, and more focused on local trends, developments and issues.

The editorial foci for the 2015 issues were:

- Q1: Directorship Landscape
- Q2: Audit Committees' Daunting Challenges
- Q3: Boardroom Agenda: Innovation
- Q4: Corporate Governance Through the Years





Boardroom Matters books were given out during the Corporate Governance Roundup event

In addition, SID produced a booklet with articles that had been contributed by speakers and partners of the SID Directors' Conference 2015 on topics related to corporate governance and innovation.

Several other publications were produced in conjunction with SID's advocacy and research thrust (see pages 14 to 15).

Website

A revamp of SID website and backend systems is currently in the works.

The initiative was initially aimed at creating a user-friendly browsing experience for members and the community at large. In addition to redesigning the aesthetics of the website, the Institute is looking

to refine the menu structure and categorisation of programmes and activities to enhance users' experience in the accessing of information.

The project expanded beyond its original scope of website redesign to incorporate an integrated membership system. Following a rigorous vendor procurement and review process, the revamp is underway, and the new website is expected to be launched by February 2016.

Media

SID continues to take a strategic and proactive approach in engaging the media. Press releases were issued for major SID events and statements issued with regards to its position on various issues related to directors and corporate governance.

Corporate Governance Benchmarks

SID is involved in the benchmarks and awards for corporate governance as part of its drive to promote excellence in it. (Awards for corporate governance are covered separately on page 22, under “Singapore Corporate Awards.”)

ASEAN Corporate Governance Scorecard

The ASEAN Corporate Governance Scorecard seeks to provide a common framework for assessing the corporate governance practices of listed companies across six countries in the region



Panellists discussing the effectiveness of corporate governance indices and other means in driving corporate governance excellence

– Indonesia, Malaysia, Philippines, Singapore, Thailand and Vietnam.

SID and the Centre for Governance, Institutions & Organisations (CGIO) of the NUS Business School have been appointed by the MAS as the Domestic Ranking Body for Singapore, and SID Immediate Past Chairman John Lim as the CG Expert for the Scorecard from 2013.

On 30 April 2015, SID and CGIO organised a forum to present the 2014 Scorecard results to the corporate community in Singapore. A ranked list of the top 100 listed companies in Singapore was released for the first time this year.

In his guest-of-honour address, MAS Assistant Managing Director, Lee Boon Ngiam, highlighted the importance of good corporate governance practices in preserving investor confidence in companies, as well as the role of enforcement actions against misconduct and market discipline in maintaining and strengthening investors' confidence.

Following up on this, SID held two additional briefing sessions in May and June 2015 for listed companies to learn more about the methodology and assessment process of the Scorecard.

Singapore Governance and Transparency Index (SGTI)

In August 2015, SID signed a MOU with CPA Australia and CGIO to enhance the current



CGIO, CPA Australia and SID signing the MOU to produce the SGTI

Governance and Transparency Index (GTI). The new SGTI will leverage on the strengths of the GTI and the ASEAN Corporate Governance Scorecard.

The GTI, a joint effort of CPA Australia and CGIO, assesses the financial transparency of companies based on their annual announcements. In the enhanced SGTI framework, companies will continue to be assessed on matters relating to board, remuneration, accountability and audit, and transparency and investor relations.

Additional factors such as how they handle a broader range of stakeholders, including employees, customers, suppliers, regulators and the community, will also be considered.

Singapore Corporate Awards

The Singapore Corporate Awards, one of the most prestigious events on Singapore's corporate calendar, celebrates the best in corporate governance among listed companies in Singapore.

President Tony Tan gracing the Gala

Since 2014, SID and ISCA have joined *The Business Times* as co-organisers of the award. There are five main awards. SID administers the Best Managed Board Award, Best CEO Award and the Best Investor Relations Award. The other two awards, the Best CFO Award and Best Annual Report Award, are managed by ISCA.





Winners of the BMBA 2015

This year, being the 10th anniversary of the Singapore Corporate Awards, a special award – the Distinguished Contribution to Corporate Governance Award – was created and presented to Mr J. Y. Pillay for his outstanding and sustained contributions to governance in the corporate world, as well as in the public, academic and religious spheres.

The black-tie gala was held Oscar-style at the Resorts World Sentosa with President Tony Tan Keng Yam as the guest-of-honour.



Clockwise from right: Gala emcee-hosts Mr Kenneth Yap and Ms Lynette Leong; Mr Richard Eu; Mr J. Y. Pillay giving his speech after receiving his award

	Market Cap \$1b & above	Market Cap \$300m to under \$1b	Market Cap Under \$300m	REITs & Business Trusts	Newly Listed Companies
Best Managed Board Award					
GOLD	Keppel Corporation Ltd	Del Monte Pacific Ltd	MegaChem Ltd		
SILVER	StarHub Ltd	Yoma Strategic Holdings Ltd	Micro-Mechanics (Holdings) Ltd		
BRONZE	Petra Foods Ltd	Eu Yan Sang International Ltd	Sing Investments & Finance Ltd		
Best CEO Award	Dr Wolfgang Baier Singapore Post Ltd	Dr Ng Chin Siau Q&M Dental Group (Singapore) Ltd	Mr Kuah Boon Wee MTQ Corporation Ltd		
Best Investor Relations Award					
GOLD	DBS Group Holdings Ltd	China Aviation Oil (S) Corp Ltd	OKP Holdings Ltd	Keppel REIT	
SILVER	Sembcorp Industries Ltd	Keppel Telecommunications & Transportation Ltd	Micro-Mechanics (Holdings) Ltd	CapitaLand Mall Trust	
BRONZE	Singapore Airlines Ltd	VICOM Ltd	MegaChem Ltd	Cache Logistics Trust	
MERIT					iFast Corporation Ltd IPS Securex Holdings Ltd IREIT Global

Socials

As a membership organisation, SID seeks to address the social and networking needs of its directors.



“Maximise your memory” talk by Mr Nishant Kasibhatla



SID inaugural Fellows’ Evening

Networking Socials

In the past year, SID organised several sessions for members to network informally while listening to expert speakers share on subjects of interest, such as topics relating to business or lifestyle. These included:

- Talk on “Succession – Mastering the Make or Break Process of Leadership Transition” by Professor Noel Tichy at Credit Suisse Singapore on 1 April 2015. Professor Tichy, a Professor of Management & Organisations at the Ross School of Business at the University of Michigan, shared on the importance of succession planning and the key traits of a good leader.
- Fellows’ Evening – our first social event for SID fellows was held on 6 June 2015 through the kind sponsorship of PwC. Fellows were treated to a musical comedy, *The History of Singapore Part 1*, by the critically acclaimed cabaret trio the Dim Sum Dollies.
- Lifestyle Experience at the Dolce & Gabbana flagship store at The Shoppes on 12 July 2015. This exclusive event for SID female members was held together with members from BoardAgender.
- Talk on “Maximise your Memory for Peak Performance” by Mr Nishant Kasibhatla, a Guinness Record Holder (2011) and the only Grand

Noel Tichy autographing copies of his latest book





Golfers gathered for the group photo, together with Minister Gan (also inset), before the shotgun tee off

Master of Memory in Singapore, on 23 July 2015 at Mandarin Hotel. Mr Nishant demonstrated on how to “activate” memories to attain peak mental performance and boost productivity.

In Appreciation

SID committee members were invited to a Lunar New Year’s “Lo-Hei” lunch on 25 February 2015. They were thanked for their contributions to the Institute and briefed on plans for the year.

The Council also held a social gathering to welcome new Council members and to show appreciation for Mr Chaly Mah, CEO of Deloitte Southeast Asia, and Mrs Yvonne Goh, Vice-Chairperson of SID, who were stepping down from the Governing Council. They will both continue to serve in SID committees and support its various initiatives.



“Lo-Hei” lunch on 25 Feb

Golf

The SID Annual Golf Tournament was held on Sunday, 28 June 2015 at the Tanjong course of Sentosa Golf Club. The event, now in its 15th year, was graced by Mr Gan Kim Yong, Minister of Health.

All 32 flights were fully subscribed by corporations. Golfers were greeted with perfect weather conditions and fully enjoyed the tournament, which was based on the Double Periora format.

The event started with a luncheon, where participants mixed and mingled with other fellow golfers. It concluded with a networking dinner, a lucky draw and a prize-giving ceremony.



Stakeholders

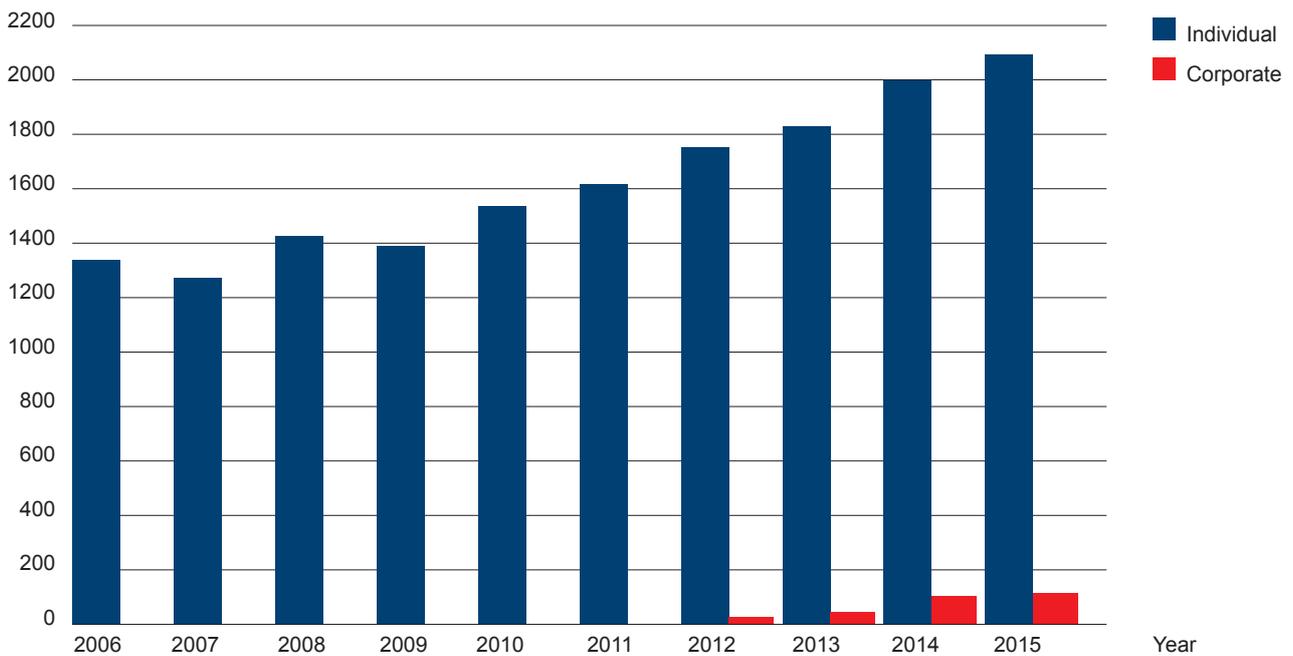


SID works closely with its members and key players of the corporate governance ecosystem, on matters related to corporate governance and directorship in Singapore.

Members

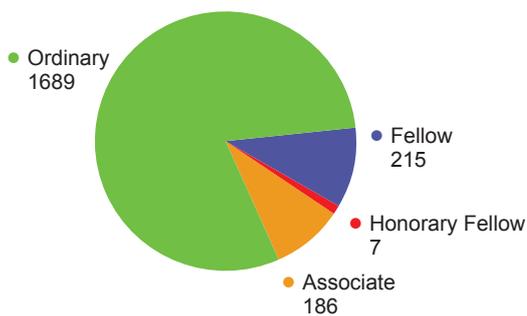
SID total membership has grown close to the 2,100 mark. More individuals and corporates have come on board during the year after the membership campaign was launched in Q4 2014.

Membership from 2006 to 2015

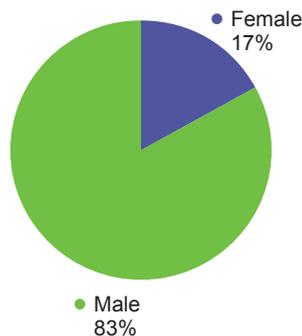


Profile of Individual Members

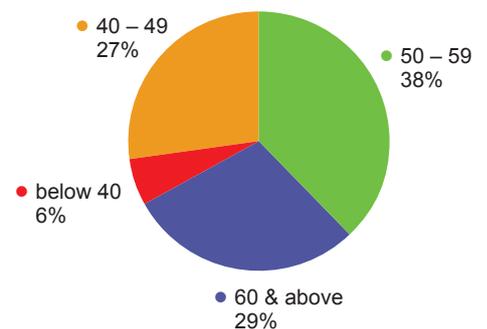
By Category



By Gender



By Age Group



Partners

SID wishes to thank the many organisations who have supported it in the past year.

Corporations

- Accenture LLP
- Allen & Gledhill LLP
- Alpha Catalyst Consulting Sdn Bhd
- Aon Singapore
- ARA Trust Management (Suntec) Ltd
- Ascendas Funds Management (S) Ltd
- Asian Development Bank
- Bacardi-Martini Singapore Pte Ltd
- Bain & Company SE Asia, Inc.
- Ball Watch Singapore Pte Ltd
- Bank Julius Baer & Co Ltd
- Bank of Singapore Ltd
- BDO LLP
- Boardroom Ltd
- Boardvantage (HK) Ltd
- Bok Seng Logistics Pte Ltd
- Boustead Singapore Ltd
- Borden Company Pte Ltd
- Bumitama Agri Ltd
- CapitalLand Ltd
- Carlsberg Singapore Pte Ltd
- Cerebos Pacific Ltd
- Citigate Dewe Rogerson i.MAGE Pte Ltd
- City Developments Ltd
- Cold Storage Singapore (1983) Pte Ltd
- Credit Suisse Wealth Institute
- CSE Global Ltd
- Daimler South East Asia Pte Ltd
- DBS Bank Ltd
- Deloitte & Touche LLP
- Diligent APAC Board Services Pte Ltd
- DPI Asia
- Eagle Growth International Pte Ltd
- Egon Zehnder International Pte Ltd
- Ernst & Young LLP
- FEO Hospitality Asset Management Pte Ltd
- Fraser & Neave, Ltd
- Frasers Centrepoint Ltd
- Grand Team Technologies Ltd
- Great Eastern Life Assurance Co Ltd
- Hall & Partners Ltd
- Handshakes
- Harvey Norman Singapore
- Hay Group Singapore
- Heidrick & Struggles
- Hewlett-Packard Singapore Pte Ltd
- Hitachi Data Systems Pte Ltd
- IronOne Technologies (Pvt) Ltd
- Jardine Cycle & Carriage Ltd
- KCS Corporate Services Pte Ltd
- Keppel Corporation Ltd
- Khong Guan Biscuits Factory (S) Pte Ltd
- KPMG LLP
- Lee & Lee Advocates & Solicitors
- Leelloyds Marine Engineering Pte Ltd
- Luxasia Pte Ltd
- Marina Mandarin Singapore by Meritus
- Mandarin Oriental Singapore
- Meiban Group Ltd
- Mencast Holdings Ltd
- Mercer (Singapore) Pte Ltd
- Midas Holdings Ltd
- Morgan Lewis Stamford LLC
- Moore Stephens LLP
- Nexia TS Pte Ltd
- NTUC Fairprice Co-operative Ltd
- NTUC Income Insurance Co-Operative Ltd
- Opal Lawyers LLC
- OSIM International Ltd
- Outdoor Sports Travel
- Parkway Hospitals Singapore Pte Ltd
- Pavilion Energy Pte Ltd
- Petra Foods Ltd
- PricewaterhouseCoopers LLP
- Protiviti Pte Ltd
- Provenance Capital Pte Ltd
- Rajah & Tann LLP
- Resorts World Sentosa Singapore
- Rotary Engineering Ltd
- Russell Reynold Associates Singapore Pte Ltd
- RSM Ethos Pte Ltd
- S&W Fine Foods International Ltd
- SAS Institute Pte Ltd
- Sembcorp Industries Ltd
- Senoko Energy Pte Ltd
- Singapore Exchange Ltd
- Singapore Press Holdings Ltd
- Singapore Telecommunications Ltd
- StarHub Ltd
- Straco Corporation Ltd
- StrategiCom Pte Ltd
- Tat Hong Holdings Ltd
- Telstra Singapore Pte Ltd
- The Boston Consulting Group Pte Ltd
- The Cocoa Trees Singapore
- Toshiba Singapore Pte Ltd
- Towers Watson Singapore
- Tuas Power Generation Pte Ltd
- United Overseas Bank Ltd
- Voice Caddie Singapore
- Wing Tai Holdings Ltd
- WongPartnership LLP
- Yoma Strategic Holdings Ltd

Other Organisations

- Accounting and Corporate Regulatory Authority
- BoardAgender
- Caux Round Table
- Center for Audit Quality
- Centre For Non-Profit Leadership
- Charity Council
- COSO Academy
- CPA Australia
- INSEAD
- Institute of Singapore Chartered Accountants
- Monetary Authority of Singapore
- Nanyang Technological University
- National Council of Social Service
- National University of Singapore
- SIM University
- Singapore Accountancy Commission
- Singapore Management University
- Social Service Institute
- SPRING Singapore
- The Business Times
- The Institute of Internal Auditors Singapore
- World Presidents' Organisation
- Young Presidents' Organisation

Governing Council



Chairman

Mr Willie Cheng is a former managing partner of Accenture. Since his retirement in 2003, he has stayed involved with the business and the infocomm community. He currently sits on the boards of UOB Bank, Far East Hospitality Asset Management, SingHealth and Integrated Health Information Systems, as well as several nonprofit organisations. He writes extensively on corporate governance and nonprofit matters. He is author of *Doing Good Well*, co-author of *Doing Good Great*, and co-editor of *The World That Changes The World*.



Vice-Chairman

Mr Adrian Chan is Head of Corporate at Lee & Lee. He serves on the Board of ACRA and is an independent director on the boards of several listed companies on the SGX. He has been appointed to the Corporate Governance and Directors' Duties Working Group of the Steering Committee that has been established by the Ministry of Finance to rewrite the Companies Act. He was also appointed to the Audit Committee Guidance Committee, established by the MAS, ACRA and the SGX. He is the co-author of Singapore's first *Annotated Code of Corporate Governance* that is published in Woon's Corporations Law.



Vice-Chairman

Mr Yeoh Oon Jin is Executive Chairman of PwC Singapore and has more than 25 years of public accounting experience. He graduated with a First Class Honours degree in Accounting from the University of Birmingham in the United Kingdom. Mr Yeoh is a member of the Institute of Chartered Accountants in England and Wales, as well as a practising member of the ISCA. He was previously a Council Member of ISCA and a member of the Singapore Accounting Standards Council. Mr Yeoh sits on the boards of JTC Corporation, ACRA and National Arts Council.



Treasurer

Mr Soh Gim Teik advises corporations through his firm, Finix Corporate Advisory LLP, and has more than 35 years of experience in corporate advisory, finance, accounting and general management. He was previously an executive director and Finance Director/CFO of Sincere Watch Ltd and has broad boardroom experience in the region. He is currently an independent director in a number of public companies and is also a director and audit committee chairperson in a number of charitable and nonprofit organisations.



Immediate Past Chairman

Mr John Lim is Chairman of Boustead Projects Ltd and IREIT Global Group Pte Ltd, and he sits on the Boards, Audit, Remuneration and Nominating Committees of several listed and non-listed companies. He was a member of the Companies Act Review Steering Committee and the Corporate Governance Council, and currently sits on the CFO Institute Advisory Council, Management Committee of Singapore Compact for Corporate Social Responsibility. Mr Lim was Chairman of the “OECD Asian network on Corporate Governance for State Owned Enterprises” and remains a core member of the OECD Asian Roundtable.



Council Member

Mr Ramlee Bin Buang is the founder of Uyko Advisory – a business that focuses on human capital, including leadership and talent development, coaching and mentorship. He currently sits on the board of Alexandra Health System, Centre for Fathering, Halogen Foundation (Singapore) and The Esplanade Co. Ltd. Mr Buang has more than 35 years of experience in international business and finance, and he was an Executive Director and CFO of Cerebos Pacific Ltd from 1998 to 2014. Mr Buang is also a member of the Chartered Association of Certified Accountants (United Kingdom), CPA (Australia) and a non-practising member of ISCA.



Council Member

Mr Robert Chew is a Managing Partner of early stage technology investors, iGlobe Partners and Stream Global. He is currently a Board Member of Alexandra Health System, Anacle Pte Ltd, Kwong Wai Shiu Hospital, Integrated Health Information Systems, Scanadu Holdings, Shared Services for Charities, and the National Council of Social Service. Mr Chew was a former Partner of Accenture. He is a Fellow of the Singapore Computer Society (SCS), and a council member in the National Information Technology Standards Committee (ITSC), where he chairs ITSC’s Cloud Computing Standards Task Force. He was awarded SCS’s IT Leader of the Year in 2009, and was conferred the Public Service Medal in 2013.



Council Member

Dr Wilson Chew is Group Principal Consultant and CEO of StrategiCom – a brand strategy consulting firm. He served on the board of Swee Hong Ltd and continues to serve on the board of the National Arthritis Foundation. Dr Chew holds a Doctorate of Business Administration from the University of South Australia, an MBA from the Strathclyde Business School and attended the Effective Corporate Boards programme at Harvard Business School. He is the author of three books – *Transforming Your Business into A Brand: The 10 Rules of Branding*, *Killer Differentiators: 13 Strategies to Grow Your Brand* and *B2B: 10 Rules to Transform Your Business into A Brand*.



Council Member

Mr Daniel Ee is an independent director of Keppel Infrastructure Fund Management Pte Ltd, the trustee manager of Keppel Infrastructure Trust. He was Chairman of CitySpring Infrastructure Management Pte Ltd, and the trustee manager of CitySpring Infrastructure Trust from July 2010 to 18 May 2015 when it was combined with Keppel Infrastructure Trust. Mr Ee is Deputy Chairman of the Securities Industry Council. He spent more than 14 years in investment banking and 10 years in public service. He was with Standard Chartered Merchant Bank Asia Ltd for 10 years from 1989 to 1999, in the latter part as Chief Executive. Mr Ee was conferred the Public Service Medal in 2003.



Council Member

Ms Junie Foo is Head, Corporate Banking Singapore, and Head, Global Subsidiary Banking, Asia Oceania at the Bank of Tokyo-Mitsubishi UFJ Ltd. A champion of women advancing into senior leadership roles, she views a focus on gender diversity within organisations to be both a recipe for business success and a socially responsible measure. Ms Foo is the Co-Founder of BoardAgender, Treasurer of SCWO and a member of the governing council of SIM. She is also a member of the Diversity Action Committee. As a seasoned corporate banker, she has previously held positions at ANZ, Standard Chartered Bank and Citibank.



Council Member

Mr Philip Forrest has lived in the ASEAN region since 1982, and in Singapore since 1991. He is a non-executive director of seven (mostly Australia-linked) companies in the region. He has also served on the Council of the Singapore Business Federation, the Boards of the Australian Chamber of Commerce (former president) and the British Chamber of Commerce, the Council of the Association of Banks in Singapore and the University of Queensland's BEL Ambassador Council in Singapore (chairman). He was previously Asia Head for ANZ Bank, with responsibility for the Bank's activities in 11 countries from Japan to Indonesia. He also spent 15 years with Citibank in five countries.



Council Member

Mr Kevin Kwok was a senior partner of Ernst & Young LLP and Head of the firm's Assurance & Advisory Business Services for Singapore and ASEAN. He holds a BA (Hons) from the University of Sheffield and qualified as a Chartered Accountant with the Institute of Chartered Accountants in England & Wales, as well as the Malaysian Institute of Accountants. He is a Fellow of both ISCA and the Chartered Malaysian Institute of Taxation. Mr Kwok is Chairman of the Audit Committee of the SGX and has several other board commitments. He is also a member of the Accounting Standards Council of Singapore.



Council Member

Mr Lim Chin Hu is Managing Partner of Stream Global Pte Ltd. He currently serves as an independent director at Kulicke & Soffa Inc, a US NASDAQ listed company, Telstra Corporation Ltd, an ASX-listed company, and Keppel DC REIT, a SGX-listed company. He is a non-executive director at Citibank Singapore Ltd, Heliconia Capital Management Pte Ltd and Eastern Health Alliance Pte Ltd. He also served as an advisory member of Personal Data Protection Commission and SGX Listing Advisory Commission.



Council Member

Mrs Elaine Lim is a pioneer communication and investor relations specialist with four decades of experience. In particular, she is recognised for her strong track record in capital market transactions, having supported more than 270 IPOs, landmark RTOs and M&A transactions on the SGX. She conducts training on Investor Relations under SID's LCD professional development series for directors. She was named the PR Professional of the Year in 1995 and awarded the Lifetime PR Achievement Award in 2012 by the Institute of Public Relations Singapore. She currently serves on the Boards of M1 Ltd and Lien Aid.



Council Member

Mr Irving Low is a Partner with KPMG Advisory LLP in Singapore and heads the Risk Consulting Practice for both Singapore and Indonesia markets. His recent appointment is as the Head of Markets, which also includes a seat at the KPMG Leaderships Group. As Head of Markets, he is responsible for the firm's marketing strategy, in addition to marcoms, branding, visibility and client care. Mr Low is also KPMG's ASPAC leader in developing their Board Advisory Services practice. He is a member of the ISCA Governance Committee and a member of the Internal Audit Committee for the Singapore Accountancy Council (SAC) on behalf of ACRA. He currently chairs the SAC Risk Advocacy Work Group.



Council Member

Ms Poh Mui Hoon is CEO of SP Telecoms Pte Ltd. She is an experienced board director in both the profit and nonprofit sectors. She currently serves as the Audit Chairman of SATA CommHealth, is the Chapter Chair of the World President Organisation (WPO) Singapore and also a member of the incoming Regional Board for WPO. She serves on the Alumni Advisory Committee of the Institute of System Science (ISS), NUS. She was a member of the Information Development Authority's IN2015 Masterplan Finance Industry Subcommittee and also an international advisor on the China Union Pay International Advisory Council. She is a Fellow of the Singapore Computer Society.



Council Member

Mr Andy Tan is the CEO of Generali Real Estate Asia at Generali Group, a global insurer and fortune 50 company with €500 billion of assets under management. He was formerly the Executive Vice President of MEAG Pacific Star Asset Management. He was also the Vice President of Government of Singapore Investment Corporation (GIC) real estate arm covering investments in Asia, Australia and Europe. He is also the Chairman of Asia Pacific Real Estate Association (APREA) Singapore Chapter and serves on the Stewardship Code Committee and the Law Society's Inquiry Panel.



Council Member

Ms Tan Yen Yen is Regional Vice President and Managing Director of Asia Pacific (South) for SAS Institute. Prior to joining SAS, she was Senior Vice President of Applications for Oracle Asia Pacific. She is currently the Chairman of Singapore Science Centre, Director of Singapore Press Holdings, Gemalto, Defence Science and Technology Agency, Cap Vista and Advisor Mentor of TNF Ventures. She was also awarded the "Most Inspiring Women" by *Women's Weekly* Great Women of our Time Awards in 2009, the 7th International Management Action Award in 2010 and the "IT Leader of the Year Award" in 2011 by the Singapore Computer Society.



Council Member

Mr Teng Wee Chen (Richard) is the CEO of Abu Dhabi Global Market (ADGM) Financial Services Regulatory Authority. Prior to this appointment, he was the Chief Regulatory Officer of SGX, heading the Regulation unit. Mr Teng's positions with SGX include Deputy Chief Regulatory Officer, Head of Regulations and Head of Issuer Regulation. He joined SGX from the MAS in 2007 where his last appointment was as Director of Corporate Finance Division. He was also the Secretary to the Securities Industry Council. Mr Teng was a member of the Singapore Divisional Council of CPA Australia. He chaired the Institute of Banking and Finance's Capital Markets and Financial Advisory Services Examination Board.



Council Member

Ms Wong Su Yen is the CEO of the Human Capital Leadership Institute, Chairman of the Board, Nera Telecommunications, and a member of the Board of Directors at MediaCorp and NTUC First Campus. Previously she was Chairman, Singapore, at Marsh & McLennan Companies and Managing Director, ASEAN, at Mercer. Ms Wong has over twenty years' experience in business strategy, strategic human capital development, organisation transformation, operations redesign and risk management. She was named to The Agenda Compensation 100: Top Board Candidates with Pay Setting Skills. She is also an active member of the Young Presidents' Organisation and Women Corporate Directors.

Executive Staff



Front row (L to R):

Joyce Koh (Executive Director)
Florence Lum (Operations & Logistics)
Juliana Boey (Website & Graphic Design)

Back row (L to R):

Ani Dinsan (Professional Development)
Gabriel Teh (Special Projects)
Chia Yi Hui (Communications & Events)
Jane Tan (Accounts & Administration)
Jemmie Yee (Membership Services)
Cecilia Cho (Professional Development Administration)
Ivy Teo (Accounts and Projects)
Adeline Tay (Membership Services)
Christopher Tan (Governance & Research)

Committees

Programme Committees

Advocacy & Research Committee

Adrian Chan (Chairman)
Marcus Chow
Junie Foo
Martin Garner
Eugene Kang
Kevin Kwok
Lee Kim Shin
Elaine Lim
Irving Low
Sharon Sng
Barbara Voskamp
Terry Wee
Wong Su Yen
Yeoh Oon Jin

Board of Directors Survey 2015 Subcommittee

Adrian Chan (Chairman)
Ramlee Bin Buang
Chua Wei Hwa
Fang Eu-Lin
Koh Wei Chern
Neo Beng Tong
Jonathan Edward Ramsay
June Sim

Diversity Subcommittee

Adrian Chan (Chairman)
Junie Foo
Juanita Woodward

Singapore Directorship Report 2014 Subcommittee

Adrian Chan (Chairman)
Chan Sze Yee
David Chew
Asda Chintakananda
Ho Yew Kee
Eugene Kang
Daryl Neo
Mandy Tham
Yee Cheok Hong
Victor Yeo

Membership Committee

Kevin Kwok (Chairman)
Jehu Chan
Junie Foo
Robert Fu
Philip Forrest
Benedict Lim
Sonya Madeira
Alexis Ng
Andy Tan
Henry Tan Ngiak King
Tonya Tan
Bernard Tay
Darryl Wee

Professional Development Committee

Poh Mui Hoon (Chairman)
Lyn Boxall
Philip Forrest
Martin Garner
Lim Chin Hu
Lo Kim Seng
Lu Ling Ling
Bernard Lui
Kathy O'Brien
V Ramakrishnan
Henry Tan Song Kok
Tan Yen Yen
Engelin Teh
Henry Tan Ngiak King
Patrick Liew

Directors Compliance Programme (DCP) Course Subcommittee

Poh Mui Hoon (Chairman)
Adrian Chan
Ku Xian Hong
Lim Chin Hu
Lu Ling Ling
Tan Peck Joo

Publication & Website Committee

Yeoh Oon Jin (Chairman)
Wilson Chew
Terence Foo
Michael Gray
Derrick Kon
Wayne Soo
Leonard Stornes
Victor Yeo
Annabelle Yip

Website Revamp Subcommittee

Wayne Soo (Chairman)
Patrick Liew
Leonard Stornes
Juanita Woodward

Public Relations Committee

Elaine Lim (Chairman)
Wilson Chew
Daniel Ee
Gary Harvey
Sameer Khan
Dennis Mark
Sonya Madeira

Board Appointment Service Committee

Andy Tan (Chairman)
Junie Foo
Nainesh Jaisingh
Mohamed Nasser
Gail Ong
Quek Peck Lim
Lawrence Wong
Hugh Young

Infrastructure Committees

Executive Committee

Willie Cheng (Chairman)
Adrian Chan
Yeoh Oon Jin
Soh Gim Teik

Audit Committee

Tan Yen Yen (Chairman)
Ramlee Bin Buang
Andy Tan
Yeoh Oon Jin

Finance Committee

Soh Gim Teik (Chairman)
Chua How Khiang
Willem Klaassens
Mikkel Larsen
Soh Kok Leong
Gerard Tan
Wong Chee Boon

Nominating & Governance Committee

Daniel Ee (Chairman)
Adrian Chan
Willie Cheng
Richard Teng

Other Ad Hoc Committees

Conference Committee

Robert Chew (Chairman)
Wilson Chew
Calvin Chu
Derrick Kon
Georgina Kwa
Vinnie Lauria
Dileep Nair
Robin Pho
Oliver Tian
Wong Su Yen

Innovation Gallery Subcommittee

Robert Chew (Chairman)
Vinnie Lauria
Karen Mah
Tan Jung Hui

Corporate Governance Benchmarks Committee

John Lim (Chairman)
Chaly Mah (Deputy Chairman)
Robert Chew
Richard Teng

Golf Committee

Lim Chin Hu (Chairman)
Ramlee Bin Buang
Terence Chan
Chin Chee Choon
Robin Lee
Raymond Verghese

Singapore Corporate Awards Committees

Best CEO Working Committee

Rung Jaismut
Joyce Koh
Andy Tan
Gabriel Teh
Jun Toh
Clarissa Wang
Wong Su Yen

Best CEO Judging Panel

John Lim (Chairman)
Willie Cheng
Karen Choy-Xavier
John Chuang
Graham Poston
Teo Eng Cheong
Bernard Yeung

BMBA Working Committee

El'fred Boo
Ramlee Bin Buang
Adrian Chan
Wilson Chew
Daniel Ee
Philip Forrest
Genevieve Heng
Yvonne Goh
Joyce Koh
Ku Xian Hong
Karen Low
Ng Siew Quan
Poh Mui Hoon
Soh Gim Teik
Andy Tan
Tan Yen Yen
Nicodemus Tan
David Toh

BMBA Judging Panel

Willie Cheng (Chairman)
Ravi Kumar
Lee Suet Fern
David Lim
John Lim
Png Cheong Boon
Yeoh Oon Jin

Best Investor Relations Working Committee

Joyce Koh
Debbie Lin
Ma Jiacheng
Elaine Teh
Gabriel Teh
Jason Yong

Best Investor Relations Judging Panel

Elaine Lim (Co-Chairman)
Alvin Tay (Co-Chairman)
Willie Cheng
Gillian Kwek
Andrew Lim
Quek Peck Lim
Vishal Sharma

Corporate Governance Guides for Boards in Singapore Committees

Steering Committee

ACRA Rep	Kenneth Yap
MAS Rep	Ng Yao Loong
SGX Reps	Tan Boon Gin June Sim
SID Rep	Willie Cheng

Programme Management Team

ACRA Reps	Andrew Abraham Nicholas Ngoh
MAS Reps	Lau Mei Seong Christabel Lim Jonathan Tan
SGX Reps	Agnes Cheong Siew Wun Mui Joyce Koh
SID Reps	Christopher Tan Juliana Boey

Nominating Committee Guide Working Committee

Neo Sing Hwee (Leader)
Jo Tay
Lim Yiwen
Erica Yeo

Nominating Committee Guide Review Panel

Max Loh (Chairman)
Kala Anandarajah
Gerard Chai
Junie Foo
Yvonne Goh
Lee Chong Kwee
Lim Chin Hu
Mak Yuen Teen
Ong Boon Hwee
Tan Ngiap Joo
Elaine Yew

Remuneration Committee Guide Working Committee

Shailesh Ganu (Leader)
Jon Robinson
Tiang Ker Ying
Sonalika Ahuja
Desmond Lau Kian Liong

Remuneration Committee Guide Review Panel

Wong Su Yen (Chairman)
Christopher Bennett
Ramlee Bin Buang
Rachel Eng
Fang Ai Lian
Simon Israel
Lee Kim Shin
Liew Mun Leong
John Lim
Jean-Francois Manzoni

Board Risk Committee Guide Working Committee

Irving Low (Leader)
Emilie Williams
Edouard Bertin-Mouro
Sebastian Wu
Jennifer Zheng

Board Risk Committee Guide Review Panel

Tham Sai Choy (Chairman)
Robert Chew
Philip Forrest
Nicholas Hadow
Ho Yew Kee
Koh Chiap Khiong
Soh Gim Teik
Tan Chin Hwee
Wong Meng Meng
Yap Chee Keong

Board Guide Working Committee

Ng Siew Quan (Leader)
Sanjoy Banerjee
Alvin Chiang
Nicodemus Tan

Board Guide Review Panel

Yeoh Oon Jin (Chairman)
Wilson Chew
Daniel Ee
Robert Gordon
Michael Gray
Piyush Gupta
JY Pillay
Tan Chin Tiong
Lucien Wong
Walter Woon

E-Code of CG Working Committee

David Chew (Leader)
Adrian Lee
Goh Wei Leong
Hsu Man Ping
Lim Thien Hui

E-Code of CG Review Panel

Chaly Mah (Chairman)
Adrian Chan
Alan Chan
Elaine Lim
Lim How Teck
Neo Boon Siong
Ong Boon Hwee
Jon Robinson
Gerard Tan
Malini Vaidya

Audit Committee Guide Working Committee

Gerard Tan (Leader)



Corporate Governance



SID has established the SID Code of Governance to articulate and communicate the governance standards and best practices that it wishes to uphold. This report describes the compliance with the SID Code.

Corporate Governance

As a body promoting excellence in corporate governance practices, the Singapore Institute of Directors (“SID” or “Institute”) is committed to practising the highest standards of good governance.

Towards this end, SID developed an SID Code of Governance (SID Code) in 2013 recognising its unique nature as a nonprofit organisation focused on corporate governance practices of commercial companies (listed and private) as well as that of nonprofit organisations.

The SID Code is drawn from the principles and guidelines contained in the Code of Corporate Governance (revised 2012) issued by the MAS and the Code of Governance for Charities issued by the Commissioner of Charities. A copy of the SID Code is provided on its website.

This report sets out the SID Governing Council’s assessment of its compliance with the SID Code.

1 **Governing Council**
Principle: SID is governed by a volunteer Governing Council, which is elected from among the members in accordance with its Memorandum and Articles of Association. As the highest policy and decision making body of the SID, the Council has the responsibility of ensuring that SID is governed and managed responsibly and prudently to ensure its effectiveness, credibility and sustainability.

Role of the Governing Council

SID is governed by a volunteer Governing Council (“Council”), which currently comprises 19 members, of which 16 are elected and three are co-opted.

In addition, John Lim, SID’s Immediate Past Chairman, has made himself available to advise and support the Council. The Council invites him to attend its meetings and he represents SID in international and other matters as deemed appropriate by the Chairman and the Council.

The Council members and their individual profiles are shown on page 30 to 34 of the Annual Report.

The role of the Council is to direct the affairs of the Institute and ensure its long-term success. The Council works with the Secretariat to achieve this objective.

The Council has also set up 15 Committees to assist it in the execution of its functions and to oversee specific programmes of the Institute.

Composition of Council

To discharge its responsibilities, the Council membership must be effective. The Nominating and Governance Committee and the Council seek to ensure appropriate renewal of a balanced and diverse Council that reflects the various facets of its membership and with a mix of skills,

background and experiences to lead and control the Institute.

The current group of 19 Council members covers the following dimensions:

- Eight members or 42 per cent are practicing directors (they are non-executives who function mainly as independent directors).
- Six members or 32 per cent are from the major professions (law, public accounting, investor relations/PR, search/HR) with not more than two from each profession.
- The rest come from a variety of industry backgrounds including government, banking, technology, property and retail.
- Five members or 26 per cent are female.
- Two members or 11 per cent are ethnic minorities.

Renewal of Council

Since 2012, specific efforts have been made to renew the Council. Term limits were introduced in the SID Constitution in October 2012.

After the AGM of November 2013, four new Council members were elected/co-opted. After the AGM of November 2014, another five new Council members were elected/co-opted. At the AGM of November 2015, four Council members are expected to step down.

In 2013, the Council introduced an enhanced nomination process for the identification of candidates for the Council. The process entails SID sending out a circular to all members in August of each calendar year, calling for interested candidates for Council and Committees. Existing Council members will meet with interested candidates to share with them the expectations and requirements for being on the Council and Committees. Most of these candidates will join the Committees, and a few will stand for election. This process reduces the tensions and risks that arise from unknown candidates who appear only at the AGM.

“The role of boards is to ensure that the companies they govern can, and do, create value, albeit within the context of the regulatory environment.”

— **Willie Cheng**

The Council has continued with the enhanced nomination process in 2015, and a total of 55 members volunteered to join the Committees and Council.

Committees

With limited executive staff, the Council has set up the following Committees and Subcommittees to assist with the governance and programmes of SID:

Infrastructural Committees

1. Audit Committee
2. Executive Committee
3. Finance Committee
4. Nominating & Governance Committee

Programme Committees

1. Advocacy & Research Committee
 - a. Board of Directors Survey 2015 Subcommittee
 - b. Diversity Subcommittee
 - c. Singapore Directorship Report 2014 Subcommittee
2. Membership Committee
3. Professional Development Committee
 - a. Directors Compliance Programme (DCP) Course Subcommittee
4. Publications & Website Committee
 - a. Website Revamp Subcommittee
5. Public Relations Committee
6. Board Appointment Services Committee

Ad Hoc Committees/Task Forces

1. Conference Committee
 - a. Innovation Gallery Subcommittee
2. Corporate Governance Benchmarks Committee
3. Golf Committee

4. Singapore Corporate Awards
 - a. Best CEO Working Committee
 - b. Best CEO Judging Panel
 - c. BMBA Working Committee
 - d. BMBA Judging Panel
 - e. Best Investor Relations Working Committee
 - f. Best Investor Relations Judging Panel
5. CG Guides for Boards in Singapore Committees
 - a. Steering Committee
 - b. Programme Management Team
 - c. Nominating Committee Guide Working Committee
 - d. Nominating Committee Guide Review Panel
 - e. Remuneration Committee Guide Working Committee
 - f. Remuneration Committee Guide Review Panel
 - g. Board Risk Committee Guide Working Committee
 - h. Board Risk Committee Guide Review Panel
 - i. Board Guide Working Committee
 - j. Board Guide Review Panel
 - k. E-Code of CG Working Committee
 - l. E-Code of CG Review Panel
 - m. Audit Committee Guide Working Committee

Each Committee has a defined set of terms of reference that is approved by the Council. Members to the Committees are renewed every year. The main committees are chaired by a Council member, and its members comprise other Council members and volunteers. These Committees collectively mobilise some 157 individuals in addition to the existing Council members.

“Independent directors have a key role in upholding corporate governance. They are often regarded as the first line of defence against misfeasance.”

— Adrian Chan

Secretariat

The affairs of SID are managed on a day-to-day basis by a team of 11 staff, headed by the Executive Director.

The Secretariat is fully accountable to the Council.

Human resource matters relating to the staff are handled by the Executive Committee.

2

Disclosure & Transparency

Principle: As SID is a membership body that promotes excellence in corporate governance, the Institute and the Council shall be exemplary in matters of corporate governance. SID shall be transparent in its affairs and provide proper disclosure of its structure, operations, programmes, activities, performance and finances to its members and the corporate community at large. Clear policies and procedures shall be set to declare, prevent and address conflicts of interest that could affect the integrity, fairness and accountability of SID.

Council Functioning

A *Governing Council Handbook* was developed and approved by the Council in 2014. It sets out policies, guidelines and practices of the Council.

The Handbook serves as a guide to existing Council members and to orientate new Council members.

Council Service

The expectations of Council members are set out in its Handbook and communicated to potential Council members. Among the expectations is the emphasis that membership of the Council is a service that includes:

- Volunteering of time on the part of the Council members to the cause of SID.
- No financial reward for Council members' involvement in SID.
- No reimbursement for Council members' overseas travel by SID.

- Putting SID's interest above their vested interest.
- Representation of SID in the community.

Independence

All Council members are non-executive. None of them are related to each other or to the Secretariat.

None of the Council members receive any remuneration for their time spent on SID matters.

The Executive Director and secretariat staff attend Council meetings as ex-officio to take minutes and provide information, but they do not take part in the decision making of the Council.

Conflicts of Interest

The *Council Handbook* documents clear policies to deal with conflicts of interest.

All Council members provide their disclosure of interests in other organisations in which they are directors or have control over when they were first appointed and when updates occur. Disclosures are provided in the Council Meeting Packs.

Should conflicts of interest arise during Council deliberations, these are declared and where necessary, the members will recuse themselves.

Where the employers of Council members are involved with the provision of services to the Institute during the year, these have been on a pro bono basis.

Council Meetings

Council meetings are held once in every two months. The quorum for Council meetings has been fixed by the Council to be half of the number of members. Executive Committee meetings are generally held in the alternate months during which Council meetings are not held.

Other Committee meetings are held as needed. Most Committees hold their meetings on a bi-monthly basis. The quorum for Committee meetings is half of the number of members.

In general, the Council and Committees seek to operate by consensus, although the constitution provides for voting by a majority of the members present.

Council meetings for the year have generally been well attended:

Attendance of Council Meetings*

Name of Director	Council Meetings		Comments
	Attended	Held	
• Willie Cheng	6	6	
• Adrian Chan Pengee	5	6	
• Yeoh Oon Jin	3	6	
• Soh Gim Teik	4	6	
• Ramlee Buang	4	5	Joined Council on 1 Dec 2014
• Robert Chew	4	6	
• Wilson Chew Huat Chye	6	6	
• Daniel Ee Hock Huat	5	6	
• Junie Foo	4	5	Joined Council on 1 Dec 2014
• Philip Forrest	6	6	Joined Council on 18 Nov 2014
• Kevin Kwok	5	6	
• Elaine Lee Kia Jong (Mrs Elaine Lim)	6	6	
• Lim Chin Hu	4	6	
• Irving Low	1	5	Joined Council on 1 Dec 2014
• Poh Mui Hoon	6	6	Joined Council on 18 Nov 2014
• Andy Tan Chye Guan	5	6	
• Tan Yen Yen	4	6	
• Richard Teng Wee Chen	3	6	
• Wong Su Yen	4	6	

* Council meetings are for the period 1 October 2014 to 30 September 2015.

** Denotes the number of Council meetings held during the Council member's term of office.

Minutes are kept for all Council meetings, and either Minutes or Notes of Meetings are kept for all Committee meetings. All Minutes and Notes of Meetings are circulated to all who are present, and also to Council members, as part of the Council Meeting Pack provided at each Council meeting.

Meeting papers are generally provided in electronic form for efficiency and to be environmentally responsible.

Council Induction

The Executive Director conducts a half-day orientation session on SID for all new Council members.

Council Evaluation

The Nominating and Governance Committee conducts a self-evaluation survey of the Council. A survey was done in October 2014, and the results were compiled by the Executive Director and shared with the Council in January 2015.

3

Strategy Implementation

Principle: SID is set up to accomplish the objectives set out in its M&A for the benefit of the corporate community in Singapore. The mission and vision of SID shall be clearly articulated and the strategies and actions carefully thought out, planned and implemented.

Mission and Vision

The mission and vision of SID as established at its 2012 Council retreat are:

Mission: To foster good governance and ethics in corporate leadership.

Vision: To be the national organisation advancing the highest levels of ethical values, governance, and professional development of directors.

Strategic Planning

The Council held a planning retreat in July 2015 to review its strategy, focus and core priorities. The retreat was conducted by Robert Chew, a Council

“While the preparation of the financial statements are performed by management and reviewed by auditors, ultimately, the directors bear responsibility for its accuracy and completeness.”

— Yeoh Oon Jin

member. It was attended by Council members and the Secretariat.

Programme Management

The detailed work of the Institute is largely undertaken through the various Committees and the Secretariat.

Following the Council retreat in July 2015, a review is currently underway on Committee's terms of reference, key objectives and work plan for the year.

At every Council meeting, select Committees provide their updates on work plans and key outcomes.

4

Human Resource Management

Principle: Human resources are a critical asset of SID. A pool of paid staff and volunteers from the corporate community define and implement its plans, manage its operations and deliver its programmes. Appropriate human resource policies shall be put in place for each of these groups of resources.

Human Resource Policy

The Institute has established a Human Resource Manual that contains policies and processes for paid staff and contract workers. The manual covers recruitment, remuneration, benefits, training, development actions and performance appraisal. The manual was reviewed and updated by the Executive Committee in February this year.

Recruitment

The recruitment of the Executive Director is made by the Executive Committee. All other hires are done by the Executive Director, and where appropriate, with oversight and endorsement by the relevant Committee Chairman.

On 31 December 2014, Penelope Phoon stepped down as Executive Director, and took on the role of consultant for SID's Board Appointment Services. The Institute appointed Joyce Koh as the new Executive Director.

Other staff appointments in 2015 include:

- Adeline Tay, Memberships
- Ani Dinasan, Professional Development
- Christopher Tan, Guidebooks and Research
- Juliana Boey, Website and Design

Staff Evaluation and Compensation

Staff appraisals are conducted for all staff by the Executive Director. The appraisal of the Executive Director is conducted by the Chairman.

The level of staff compensation is modest and is generally in line with that of a nonprofit organisation. Annual staff bonuses and increments are aligned with that of industry and the civil service.

No staff is involved with the setting of his or her remuneration.

Volunteer Management

The majority of volunteers are Council and Committee members. Guidelines exist for how Council and Committee members should conduct themselves. This year, a volunteer policy was established to broadly outline the courses and events that SID Council and committee members can attend on a complimentary basis.

A Lunar New Year "Lo Hei" and appreciation lunch was held in February 2015 for all Committee members and other SID volunteers. SID also

expresses its appreciation to volunteers and partner organisations with corporate gifts of SID publications and souvenirs.

5

Financial Management

Principle: As an organisation that provides services for the good of its members and the corporate community, and having membership subscriptions, corporate sponsorships and grants as its sources of income, SID shall establish sound financial management and regulatory compliance practices to ensure accountability and legitimacy in the use of its resources.

Budget Planning and Monitoring

The Secretariat prepares an annual budget with oversight by the Finance Committee and this is submitted to the Council for approval. The current focus of the Council is for a breakeven budget in view of the level of investments needed to build up the SID for the next stage.

Monthly financial reports are prepared by the Secretariat and reviewed by the Finance Committee and Audit Committee at their meetings, and submitted for information to the Council at its meetings. Financial reports provide an analysis of actuals against budgets and the previous year.

“In a functioning capital market, companies with good internal governance structures generally enjoy premium valuations.”

— Soh Gim Teik

Audit

The Audit Committee reviews the most recent monthly and annual financial statements of the SID at its meetings, and recommends these for adoption by the Council. It also receives, reviews and follows up on the findings of the External Auditor that usually includes a management letter that sets out the areas for improvement in internal controls.

The external auditor of SID is BDO. The external auditor attends all meetings of the Audit Committee.

Internal Controls

In June this year, Deloitte conducted a pro bono internal audit review of SID. The audit findings and management's response were reviewed by the Audit Committee.

Fundraising

Apart from membership fees and revenue from its education courses, SID's main form of fundraising has been through sponsorship of its events, especially the SID Directors' Conference and SID Golf Tournament. Corporate sponsors are appropriately recognised in the event collaterals.

6

Stakeholder Communications

Principle: SID provides important services to its members and the corporate community. It therefore needs to communicate its mission, programmes and activities, and performance to key stakeholders and respond readily to requests for information.

Image

SID adopts a proactive approach on projecting and maintaining its image. In 2015, SID refreshed its publications and marketing collaterals based on the *Visual Branding Guide* developed in 2014 to ensure a consistent look and feel across its communication channels.

A revamp of the SID website and membership system is currently in progress. The new website is expected to be up by first quarter of 2016.

Since November 2013, SID's Annual Report has been formatted to provide information similar to those provided by listed companies.

From 2014, SID, together with ISCA, joined *The Business Times* to organise the Singapore Corporate Awards that seeks to celebrate the best in corporate governance. The elevation of SID as a co-organiser of one of the most prestigious corporate social highlights of the year should enhance SID's standing in the corporate community.

SID's standing is further strengthened with its appointment as the Domestic Ranking Body for Singapore together with CGIO, NUS Business School, for the ASEAN Scorecard initiative, and its recent partnership with CGIO and CPA, Australia, on a new Singapore Governance and Transparency Index.

SID partnered with ACRA, MAS and SGX to develop a series of Corporate Governance Guides for Boards in Singapore. The first of the seven guides was first rolled out in August 2015 and the last is targeted for end 2016. This set of guides will enhance SID's position on corporate governance in Singapore.

“The law does not distinguish between an ‘active’ and a ‘sleeping’ director — or, for that matter, between an executive and a non-executive director. As long as a person is a director, he or she has specific duties and responsibilities under the Companies Act.”

— Joyce Koh

“The role of the board in regards to corporate strategy is to positively contribute to strategy development, approve the strategy, support management in its execution and review management’s performance in following through with the agreed strategy.”

— **Wilson Chew**

Media

SID has sought to be responsive to the media and maintain a media presence.

A team comprising the Council Chairman, Chairman of Advocacy & Research and Executive Director seeks to respond immediately to media queries. Press releases are issued for major SID events and happenings.

Since February 2014, SID started a weekly column, “Boardroom Matters”, in *The Business Times* and its financial portal, BT Invest, that provide its views and perspectives on directorship and corporate governance matters. The articles are written by SID Council and Committee members and edited and cleared by a rigorous internal process.

Members

SID sends weekly and ad hoc circulars to its members setting out the upcoming professional development and other offerings.

The *SID Directors’ Bulletin* has a section specific to members.

Networking member evenings are held on a quarterly basis.

SID’s activities, while generally open to the corporate community, are usually offered to members at a discount when there is a fee charged.

7 Code of Conduct

Principle: SID members shall function as corporate directors with integrity and care in the interest of their corporations. SID Council members additionally shall act in the best interest of the Institute.

SID has a Directors’ Code of Professional Conduct by which it expects its members to comply with in discharging their duties as directors.

The Council has established guidelines on the process for dealing with complaints against specific members.

“Digital leadership should be part of every board’s composition and its diversity agenda.”

— **Robert Chew**



Financial Report

The institute seeks to manage its financials on a prudent basis. SID's financial resources have been able to grow in tandem with the increased scale of our activities.



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Report of the Directors

The directors present their report together with the audited financial statements of the Company for the financial year ended 30 June 2015.

1. Directors

The directors of the Company in office at the date of this report are:

Willie Cheng Jue Hiang	(Chairman)
Adrian Chan Pengee	(First Vice-Chairman)
Yeoh Oon Jin	(Second Vice-Chairman)
Soh Gim Teik	(Treasurer)
Robert Chew	
Wilson Chew Huat Chye	
Daniel Cuthbert Ee Hock Huat	
Kevin Kwok Khien	
Elaine Lee Kia Jong (Mrs Elaine Lim)	
Lim Chin Hu	
Andy Tan Chye Guan	
Tan Yen Yen	
Teng Wee Chen (Richard)	
Wong Su Yen	
Philip William Forrest	(Appointed on 18 November 2014)
Poh Mui Hoon	(Appointed on 18 November 2014)
Ramlee Bin Buang	(Appointed on 1 December 2014)
Junie Foo Kwee Joen	(Appointed on 1 December 2014)
Irving Low Chee Whay	(Appointed on 1 December 2014)

As the Company is a company limited by guarantee, the Company is not required to report on the matters to be disclosed under Sections 201(6)(f) and (g) and Sections 201(11) and (12) of the Singapore Companies Act, Cap. 50.

2. Directors' Receipt And Entitlement To Contractual Benefits

Since the beginning of the financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(8) of the Singapore Companies Act, by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a Company in which he has a substantial financial interest.

On Behalf of the Board of Directors

Willie Cheng Jue Hiang
Director

Soh Gim Teik
Director

Singapore
14 September 2015

Statement by Directors

In the opinion of the directors, the financial statements as set out on pages 55 to 75 are drawn up so as to give a true and fair view of the state of affairs of the Company as at 30 June 2015 and of the results, changes in accumulated surplus and cash flows of the Company for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

The Directors have, on the date of this statement, authorised these financial statements for issue.

On Behalf of the Board of Directors

Willie Cheng Jue Hiang
Director

Soh Gim Teik
Director

Singapore
14 September 2015

Independent Auditor's Report

To the Members of Singapore Institute of Directors

Report on the Financial Statements

We have audited the accompanying financial statements of Singapore Institute of Directors (the "Company") which comprise the statement of financial position as at 30 June 2015, and the statement of comprehensive income, changes in accumulated surplus and cash flows of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair value in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that our audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent Auditor's Report (cont'd)

To the Members of Singapore Institute of Directors

Opinion

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and of the financial performance, changes in accumulated surplus and cash flows of the Company for the financial year ended on that date.

Other Matters

The financial statements of the Company for the financial year ended 30 June 2014 were audited by another auditor who expressed an unmodified opinion on those financial statements on 26 September 2014.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
14 September 2015

Statement of Financial Position

As at 30 June 2015

	Note	2015 \$	2014 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	3,623,052	3,005,101
Trade receivables	7	334,390	166,841
Other receivables and prepayments	8	255,347	203,074
Total current assets		4,212,789	3,375,016
Non-current assets			
Plant and equipment	9	208,694	145,433
Total assets		4,421,483	3,520,449
LIABILITIES AND EQUITY			
Current liabilities			
Subscriptions received in advance	10	490,657	347,136
Course fees received in advance	11	49,436	64,692
Other payables	12	961,626	297,089
Income tax payable		-	4,903
Total current liabilities		1,501,719	713,820
Non-current liabilities			
Subscriptions received in advance	10	428,890	486,179
Deferred tax liability	13	10,000	1,500
		438,890	487,679
Total liabilities		1,940,609	1,201,499
Reserves			
Accumulated surplus		2,480,874	2,318,950
Total liabilities and equity		4,421,483	3,520,449

The accompanying notes form an integral part of these financial statements.

Statement of Comprehensive Income

For the Financial Year ended 30 June 2015

	Note	2015 \$	2014 \$
Revenue	14	2,402,385	1,707,418
Other operating income	15	217,521	74,782
Course, seminar and golf tournament expenses		(673,747)	(322,910)
Staff costs		(893,537)	(667,250)
Depreciation expense	9	(94,488)	(43,120)
Other operating expenses	16	(792,615)	(391,292)
Surplus before income tax		165,519	357,628
Income tax expenses	17	(3,595)	(9,729)
Surplus for the financial year representing total comprehensive income for the financial year	18	161,924	347,899

The accompanying notes form an integral part of these financial statements.

Statement of Changes in Accumulated Surplus

For the Financial Year ended 30 June 2015

	Accumulated surplus
	\$
Balance at 1 July 2013	1,971,051
Total comprehensive income for the financial year	347,899
Balance at 30 June 2014	<u>2,318,950</u>
Total comprehensive income for the financial year	161,924
Balance at 30 June 2015	<u><u>2,480,874</u></u>

The accompanying notes form an integral part of these financial statements.

Statement of Cash Flow

For the Financial Year ended 30 June 2015

	Note	2015 \$	2014 \$
Operating activities			
Surplus before income tax		165,519	357,628
Adjustments for:			
Depreciation expense	9	94,488	43,120
Impairment of doubtful debts	18	-	5,049
Impairment loss of trade receivables written off	18	(5,049)	(800)
Reversal of impairment loss of trade receivables	18	-	(29,200)
Interest income	15	(6,891)	(3,004)
Operating cash flows before movements in working capital		248,067	372,793
Changes in working capital:			
Trade receivables		(162,500)	15,927
Other receivables and prepayments		(52,273)	(77,735)
Subscriptions received in advance		86,232	543,439
Course fees received in advance		(15,256)	20,255
Other payables		664,537	(35,365)
Cash generated from operations		768,807	839,314
Income tax refunded/(paid)		2	(30,117)
Net cash from operating activities		768,809	809,197
Investing activities			
Interest received	15	6,891	3,004
Purchase of plant and equipment		(157,749)	(168,104)
Deposits pledged		333,149	(167)
Net cash generated from/(used in) investing activities		182,291	(165,267)
Net increase in cash and cash equivalents		951,100	643,930
Cash and cash equivalents at beginning of financial year		2,671,952	2,028,022
Cash and cash equivalents at end of financial year	6	3,623,052	2,671,952

The accompanying notes form an integral part of these financial statements.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

These notes form an integral part of the financial statements.

1. Domicile and activities

The Singapore Institute of Directors was formed as a company limited by guarantee not having a share capital. The Company (Registration No. 199803504W) was incorporated in the Republic of Singapore on 18 July 1998 with its registered office and principal place of business at 168 Robinson Road #09-06/07 Capital Tower, Singapore 068912.

The objectives and principal activities of the Company are to act as the national association of directors of all corporations and to be concerned with the promotion and development of professional excellence, enterprise and integrity in company directors, and generally, to stimulate, inspire and guide corporations in Singapore to attain best practice standards in corporate governance. This is done through the organisation of different activities for participation by its members during the year. The Company is funded by entrance fees, subscription fees and surplus from director training programs, seminars and other events.

Under Clause 8 of the Company's Memorandum of Association, each of the members of the Company undertakes to contribute a sum not exceeding \$10.00 to the assets of the Company in the event of it being wound up.

As at 30 June 2015, the Company has a total of 2,097 members (2014: 2,006).

The financial statements of the Company for the year ended 30 June 2015 were authorised for issue by the Board of Directors on 14 September 2015.

2. Basis of preparation

2.1 Basis of accounting

The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards ("FRS"). The financial statements are prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires the management to exercise judgement in the process of applying the Company's accounting policies and requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the end of the reporting period, and the reported amounts of revenue and expenses during the financial year. Although these estimates are based on the management's best knowledge of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year, or in the financial year of the revision and future financial years if the revision affects both current and future financial years.

Critical accounting judgements and key sources of estimation uncertainty used that are significant to the financial statements are disclosed in Note 3 to the financial statements.

During the financial year, the Company adopted the new or revised FRS and Interpretation of FRS ("INT FRS") that are relevant to its operations and effective for the current financial year. Changes to the Company's accounting policies have been made as required in accordance with the relevant transitional provisions in the respective FRS and INT FRS. The adoption of these new or revised FRS and INT FRS did not result in any substantial changes to the Company's accounting policies and has no material effect on the amounts reported for the current and prior financial years.

FRS issued but not yet effective

The Company expects that the adoption of the FRS, if applicable, will have no material impact on the financial statements in the period of initial adoption except as discussed below.

FRS 109 - Financial Instruments

FRS 109 supersedes FRS 39 Financial Instruments: Recognition and Measurement with new requirements for the classification and measurement of financial assets and liabilities, impairment of financial assets and hedge accounting.

Under FRS 109, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for certain equity investments, for which the Company will have a choice to recognise the gains and losses in other comprehensive income. A third measurement category has been added for debt instruments – fair value through other comprehensive income. This measurement category applies to debt instruments that meet the Solely Payments of Principal and Interest contractual cash flow characteristics test and where the Company is holding the debt instrument to both collect the contractual cash flows and to sell the financial assets.

FRS 109 carries forward the recognition, classification and measurement requirements for financial liabilities from FRS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, FRS 109 retains the requirements in FRS 39 for de-recognition of financial assets and financial liabilities.

FRS 109 introduces a new forward-looking impairment model based on expected credit losses

Notes to Financial Statements

For the Financial Year ended 30 June 2015

to replace the incurred loss model in FRS 39. This determines the recognition of impairment provisions as well as interest revenue. For financial assets at amortised cost or fair value through other comprehensive income, the Company will now always recognise (at a minimum) 12 months of expected losses in profit or loss. Lifetime expected losses will be recognised on these assets when there is a significant increase in credit risk after initial recognition.

FRS 109 also introduces a new hedge accounting model designed to allow entities to better reflect their risk management activities in their financial statements.

The Company plans to adopt FRS 109 in the financial year beginning on 1 July 2018 with retrospective effect in accordance with the transitional provisions. There may be a potentially significant impact on the accounting for financial instruments on initial adoption. Due to the recent release of this standard, the Company has not yet made a detailed assessment of the impact of this standard, however the Company will be required to reassess the classification and measurement of financial assets and the new impairment requirements are expected to result in changes for impairment provisions on trade receivables and other financial assets not measured at fair value through profit or loss.

FRS 115 Revenue from Contracts with Customers

FRS 115 introduces a comprehensive model that applies to revenue from contracts with customers and supersedes all existing revenue recognition requirements under FRS. The model features a five-step analysis to determine whether, how much and when revenue is recognised, and two approaches for recognising revenue: at a point in time or over time. The core principle is that an entity recognises revenue when control over promised goods or services is transferred to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. FRS 115 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

On initial adoption of this standard there may be a potentially significant impact on the timing and profile of revenue recognition of the Company. Due to the recent release of this standard, the Company has not yet made a detailed assessment of the impact of this standard. The Company plans to adopt the standard in the financial year beginning on 1 January 2017 with either full or modified retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.

3. Significant accounting policies

3.1 Financial instruments

A financial instrument is recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transactions costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method less impairment losses. Interest is recognised by applying the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

Loans and receivables comprise cash and cash equivalent, trade receivables, other receivables and other financial assets. Cash and cash equivalents comprise cash at bank and fixed deposits and other short-term highly liquid assets that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Non-derivative financial liabilities

Financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date at which the Company becomes a party to the contractual provision of the instrument.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or expired.

The Company has the following non-derivative financial liabilities: subscriptions, course fees and sponsorships received in advance, and other payables. Such liabilities are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impaired. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3.2 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss.

3.3 *Plant and equipment*

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of assets, over their estimated useful lives, using the straight-line method, on the following bases:

Renovation and refurbishment	33%
Furniture and fittings	33%
Computers	33%
Office equipment	20%
Website development	33%

Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis.

3.4 *Provisions*

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.5 Leases

When the company is lessee of an operating lease

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3.6 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated rebates and other similar allowances.

Entrance and subscription fees

Revenue from entrance and subscription fees are recognised on an accrual basis.

Seminar and course fees

Revenue from training course fees and seminars fees are recognised when services are rendered.

Event income and sponsorships

Event income and sponsorships are recognised when the events are held.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.7 Employee benefits

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Company's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of reporting year.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

3.8 Government grants

Government grants are recognised as other income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

3.9 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Company's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised as an expense or income in profit or loss.

3.10 Foreign currency transactions

The financial statements are measured and presented in the currency of the primary economic environment in which the Company operates (its functional currency). The financial statements of the Company are presented in Singapore dollars, which is the functional and presentation currency of the Company.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year.

4. Financial instruments, financial risks and capital risks management

a. Categories of financial instruments

	2015	2014
	\$	\$
Financial assets		
Cash and cash equivalents	3,623,052	3,005,101
Trade receivables	334,390	166,841
Other receivables	214,721	164,795
Total loans and receivables	<u>4,172,163</u>	<u>3,336,737</u>
Financial liabilities		
Other payables	<u>228,788</u>	<u>144,262</u>
Total financial liabilities carried at amortised cost	<u>228,788</u>	<u>144,262</u>

b. Financial risk management policies and objectives

The management of the Company monitors and manages the financial risks relating to the operations of the Company to ensure appropriate measures are implemented in a timely and effective manner. These risks include credit risk, market risk (including currency risk and interest rate risk) and liquidity risk.

i. Credit risk management

Credit risk refers to the risk that debtors will default on their obligation to repay the amount owing to the Company.

The carrying amount of financial assets recorded in the financial statements, before any allowances for losses, represents the Company's maximum exposure to credit risk.

Details of credit risks on trade receivables are disclosed in Note 7 to the financial statements.

The Company places its cash and bank balances with creditworthy financial institutions.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

ii. Foreign exchange risk management

The Company operates mainly in Singapore and is not exposed to significant foreign exchange risk. Accordingly, no sensitivity analysis is prepared.

iii. Interest rate risk management

The Company is not exposed to interest rate risks as the Company's interest-bearing financial assets and liabilities only comprise of cash and bank balances which are subjected to insignificant risk of changes in value as they are short-term in nature. Accordingly, no sensitivity analysis is prepared.

iv. Liquidity risk management

The Company maintains sufficient cash and bank balances and internally generated cash flows to finance its activities. The Company's operations are financed mainly through accumulated surplus.

All financial assets and financial liabilities are repayable on demand or due within 1 year at end of reporting period and are non-interest bearing, except for the fixed deposits disclosed in Note 6 to the financial statements.

v. Fair value of financial assets and financial liabilities

The management considers that the carrying amounts of the Company's financial assets and liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

c. Capital risk management policies and objectives

The Company reviews its capital structure at least annually to ensure that the Company will be able to continue as a going concern. The capital structure of the Company comprises only of accumulated surplus. There were no changes in the Company's approach to its capital structure during the year.

5. Related party transactions

Some of the Company's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements.

Compensation of directors and key management personnel

No director received any remuneration for financial years ended 30 June 2015 and 2014.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

The remuneration of the key management personnel during the year was as follows:

	2015	2014
	\$	\$
Short-term benefits	226,058	228,508
Central Provident Fund contribution	13,117	10,119
	<u>239,175</u>	<u>238,627</u>

6. Cash and cash equivalents

	2015	2014
	\$	\$
Cash and bank balances	1,172,185	559,749
Fixed deposits	2,450,867	2,445,352
Cash and cash equivalents in the statement of financial position	<u>3,623,052</u>	<u>3,005,101</u>
Deposits pledged	-	(333,149)
Cash and cash equivalents in the statement of cash flows	<u>3,623,052</u>	<u>2,671,952</u>

Fixed deposits bear average effective interest rate from 0.05% to 0.888% (2014: 0.05% to 0.25%) per annum and for a tenure between 1 to 12 months (2014: 1 to 12 months).

The charge on the deposits pledged was discharged on 18 July 2014.

7. Trade receivables

	2015	2014
	\$	\$
Outside parties	334,390	171,890
Less: Impairment for doubtful debts	-	(5,049)
	<u>334,390</u>	<u>166,841</u>

The average credit period on trade receivables is 30 days (2014: 30 days). No interest is charged on the trade receivables.

Before accepting any new customers, the Company will assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. The trade receivables that are neither past due nor impaired belong to customers who have been making regular payments to the Company and are still considered recoverable.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. There has been no significant change in credit quality.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

The table below is an analysis of trade receivables at the reporting date:

	2015	2014
	\$	\$
Not past due and not impaired	168,961	93,728
Past due but not impaired ⁽ⁱ⁾	165,429	73,113
Past due and impaired ⁽ⁱⁱ⁾	-	5,049
Total trade receivables	<u>334,390</u>	<u>171,890</u>

(i) Aging of receivables that are past due but not impaired

	2015	2014
	\$	\$
Past due 0 to 3 months	74,447	14,290
Past due more than 3 months to 6 months	90,982	58,823
	<u>165,429</u>	<u>73,113</u>

(ii) Aging of receivables that are past due and impaired

	2015	2014
	\$	\$
Past due more than 12 months to 24 months	-	5,049

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

	\$
At 1 July 2013	30,000
Impairment loss recognised	5,049
Amounts written off	(800)
Reversal of impairment loss	(29,200)
At 30 June 2014	<u>5,049</u>
Amounts written off	(5,049)
At 30 June 2015	<u>-</u>

At 30 June 2015, the Company has assessed that receivables of \$nil (2014: \$5,049) were long overdue and not recoverable. In 2014, impairment losses in relation to these balances were recognised.

8. Other receivables and prepayments

	2015	2014
	\$	\$
Prepayments	40,626	38,279
Deposits	42,644	41,975
Accrued income	172,077	122,820
Total	<u>255,347</u>	<u>203,074</u>

Accrued income mainly consists of government grant receivable and course fees accrued but not yet billed.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

9. Plant and equipment

	Renovation & refurbishment	Furniture & fittings	Computers	Office Equipment	Website Development	Total
	\$	\$	\$	\$	\$	\$
Cost						
At 1 July 2013	58,595	40,685	52,776	8,455	51,504	212,015
Additions	101,756	17,290	23,548	25,510	-	168,104
Disposal/written off	(58,595)	(36,185)	-	(7,705)	-	(102,485)
At 30 June 2014	101,756	21,790	76,324	26,260	51,504	277,634
Additions	79,760	19,101	19,950	38,938	-	157,749
At 30 June 2015	181,516	40,891	96,274	65,198	51,504	435,383
Accumulated depreciation						
At 1 July 2013	58,595	40,419	45,027	8,455	39,070	191,566
Depreciation	20,846	4,485	6,440	3,387	7,962	43,120
Disposal/written off	(58,595)	(36,185)	-	(7,705)	-	(102,485)
At 30 June 2014	20,846	8,719	51,467	4,137	47,032	132,201
Depreciation for the financial year	54,888	10,653	14,227	11,366	3,354	94,488
At 30 June 2015	75,734	19,372	65,694	15,503	50,386	226,689
Carrying amount						
At 1 July 2013	-	266	7,749	-	12,434	20,449
At 30 June 2014	80,910	13,071	24,857	22,123	4,472	145,433
At 30 June 2015	105,782	21,519	30,580	49,695	1,118	208,694

10. Subscriptions received in advance

This relates to membership fees received in advanced from members which will be recognised in future financial years.

11. Course fees received in advance

Course fees received in advance pertains to payments received by the Company in advance for courses to be conducted in next financial year.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

12. Other payables

	2015	2014
	\$	\$
Sundry creditors	73,917	74,407
Accruals	171,591	90,141
Goods and services tax payable	28,449	32,541
Deferred income	666,781	100,000
Others	20,888	-
Total	961,626	297,089

Accruals are mainly provision for bonus and unutilised leave and contribution to Central Provident Fund payable.

Deferred income represents advance sponsorship for future events and grants received upfront net of expenses for the year.

13. Deferred tax liability

	\$
Balance at 1 July 2013	1,500
Credit to profit or loss	-
Balance at 30 June 2014	1,500
Credit to profit or loss	8,500
Balance at 30 June 2015	10,000

The deferred tax liability is attributable to temporary differences arising from plant and equipment.

14. Revenue

	2015	2014
	\$	\$
Entrance and subscription fees	549,181	486,410
Seminar and course fees	1,154,192	700,041
Event income and sponsorships	699,012	520,967
Total	2,402,385	1,707,418

Notes to Financial Statements

For the Financial Year ended 30 June 2015

15. Other operating income

	2015	2014
	\$	\$
Government grant and project funding	187,427	54,222
Interest income	6,891	3,004
Others	23,203	17,556
Total	217,521	74,782

16. Other operating expenses

	2015	2014
	\$	\$
Project expenses	168,112	31,762
Advertising, promotions & communications	241,615	152,393
Office Rental	155,841	98,626
Write-back of provisions for:		
- impairment of trade receivable	-	(29,200)
- reinstatement of premise	-	(25,610)
Other general & administrative expenses	227,047	163,321
Total	792,615	391,292

New initiatives and projects in 2015 included:

- Boardroom Matters articles and book
- Corporate Governance Guides for Boards in Singapore
- Professional Development Guide

The office also took an expanded space of 74sq meters at Capital Tower from September 2014.

17. Income tax

	2015	2014
	\$	\$
Current tax		
Based on results for the year	-	10,659
Over provision in prior years	(4,905)	(930)
	(4,905)	9,729
Deferred tax		
Based on results for the year	(1,039)	-
Over provision in prior years	9,539	-
	8,500	-
Income tax expenses	3,595	9,729

Notes to Financial Statements

For the Financial Year ended 30 June 2015

The income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% (2014: 17%) to surplus before income tax as a result of the following differences:

	2015	2014
	\$	\$
Surplus before income tax	165,519	357,628
Income tax expense at statutory rate of 17%	28,138	60,797
Non-taxable items	(40,110)	(39,512)
(Over)/under provision in prior years	4,634	(930)
Non-deductible expenses	17,138	12,619
Tax incentive	(6,205)	(23,245)
	<u>3,595</u>	<u>9,729</u>

18. Surplus for the financial year

	2015	2014
	\$	\$
After charging/(crediting):		
Impairment of doubtful debts	-	5,049
Impairment loss of trade receivables written off	(5,049)	(800)
Reversal of impairment loss of trade receivables	-	(29,200)
Cost of defined contribution plan included in staff costs	73,452	52,267
Operating lease expenses	155,841	103,100
	<u>164,204</u>	<u>120,416</u>

19. Operating lease arrangements

At the-end of reporting period, commitments in respect of non-cancellable operating lease for the rental of office premise were as follows:

	2015	2014
	\$	\$
Future minimum lease payments payable:		
Within one year	164,828	159,615
Between one and five years	521,957	683,198
	<u>686,785</u>	<u>842,813</u>

Operating lease payments represent rentals payable by the Company for its office property. The rentals are negotiated and fixed for an average of three years.

Notes to Financial Statements

For the Financial Year ended 30 June 2015

20. Reclassifications and comparatives

Certain comparative figures of the Company as at 30 June 2014 have been reclassified to better reflect the nature of the accounts:

	Previously reported 30 June 2014	After re-classification 30 June 2014
	\$	\$
Statement of financial position		
Cash and cash equivalents	1,393,899	3,005,101
Other financial assets	1,611,202	-
Statement of comprehensive income		
Revenue	1,717,978	1,707,418
Other operating income	33,798	74,782
Course, seminar and golf tournament expenses	(381,291)	(322,910)
Staff costs	(656,957)	(667,250)
Other operating expenses	(312,780)	(391,292)
Statement of cash flows		
Operating activities		
Adjustments for:		
Impairment of doubtful debts	-	5,049
Impairment loss of trade receivables written off	-	(800)
Reversal of impairment loss of trade receivables	-	(29,200)
Changes in working capital:		
Trade receivables	(9,024)	15,927
Investing activities		
Fixed deposits	(1,050,144)	-
Cash and cash equivalents at beginning of financial year	1,466,964	2,028,022

Acknowledgement:

- Photo Credit (pg 39): Capital Tower (Source: CapitaLand Commercial Trust)
- Quotes: Corporate Governance (pg 40 – 47). All quotes in this section are taken from the articles in the “Boardroom Matters” column of *The Business Times*

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SINGAPORE INSTITUTE OF DIRECTORS

168 Robinson Road #09-06/07 Capital Tower Singapore 068912 Tel +65 6422 1188 Fax +65 6422 1199 www.sid.org.sg