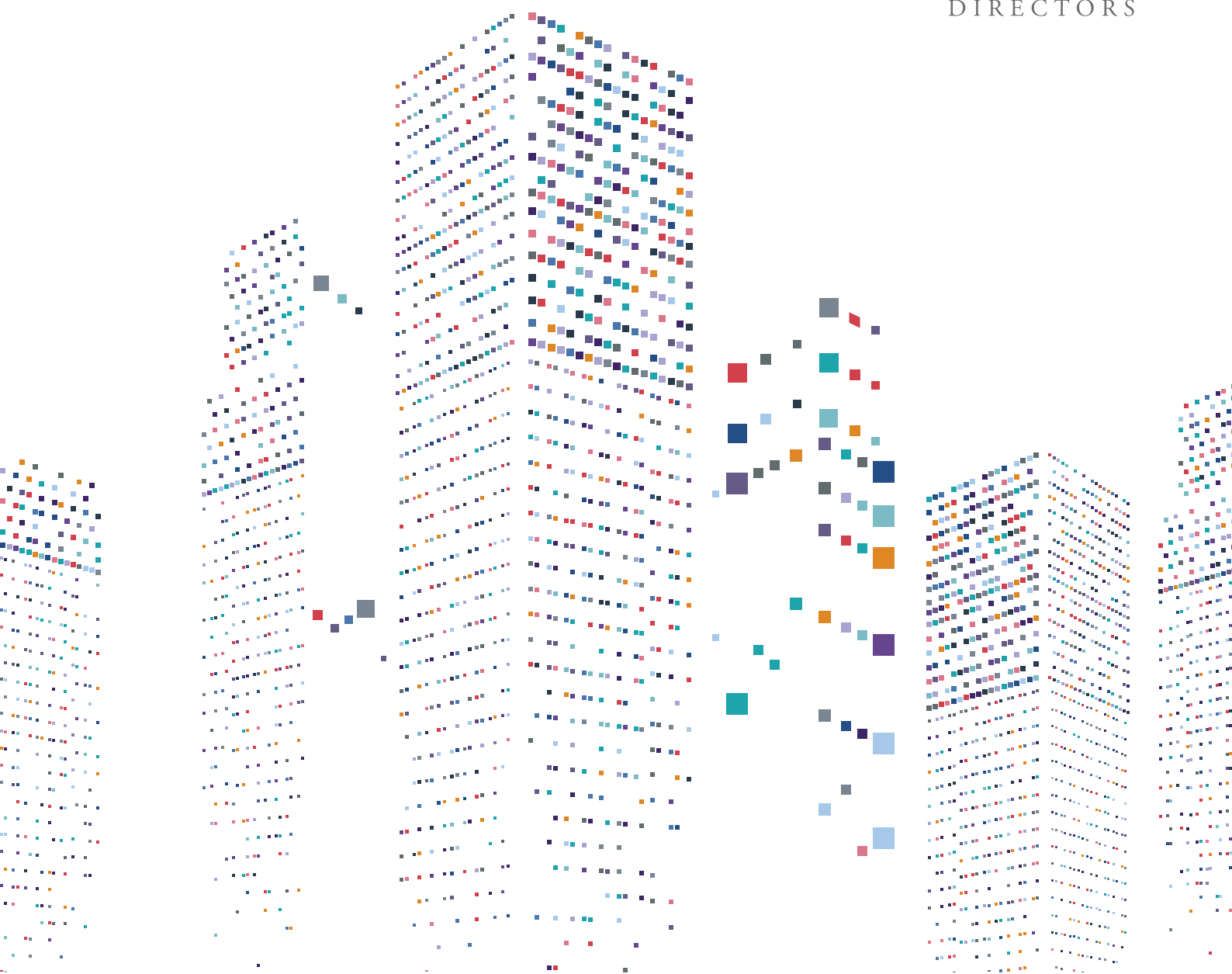


SID

SINGAPORE
INSTITUTE OF
DIRECTORS



ANNUAL
REPORT

| 2020

EXCELLENCE IN CORPORATE GOVERNANCE

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
Auditors	BDO LLP
Bankers	DBS Bank Limited United Overseas Bank Limited Standard Chartered Bank
Registered Office	168 Robinson Road #11-03 Capital Tower Singapore 068912
Telephone	+65 6422 1188
Fax	+65 6422 1199
Website	www.sid.org.sg
LinkedIn	www.linkedin.com/company/singapore-institute-of-directors

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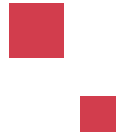
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CHAIRMAN'S MESSAGE



The Singapore Institute of Directors marks its 22nd year in a vastly changed economic landscape. The Covid-19 pandemic has had a huge impact on all of us, in every corner of the globe. And as we contemplate a global economy ravaged by the disruptive effects of the virus-induced crisis, what are some of the lessons?

First, Covid-19 has massively accelerated the pace of change in business transformation. In a short space of weeks, the business world has leapfrogged years in the adoption of new business practices to adjust to new realities. The ability to do so has differentiated one company from another, sometimes marking the difference between survival and extinction.

Emergency laws and ongoing statutes are rapidly being upgraded to support social distancing



through digital meetings and de-materialisation of legal documents, and job creation through right-sized rules for company formation and compliance. The contributions by SID in the review of the Companies Act will better equip our business community for the long period of recovery as the economy regains its footing to tap new opportunities in a changed world.

For us at SID, digitalisation has accelerated at a pace considered unthinkable when the year started, altering the dynamics of work and placing greater focus on connectivity. The SID Directors Conference moved to the virtual space, plugging in speakers and participants from around the world. While we lost the comfortable setting of the networking in a conference hall, we gained through a new-found ability to reach world-class speakers bringing to-the-minute insights from farflung places that we now practically cannot reach by any form of travel.

Secondly, and sadly, the pandemic has exposed weaknesses in companies, some so severe that they are failing to survive. Several high-profile corporate collapses and an upturn in insolvency statistics have showed up in the media headlines, foreboding more to come as government relief measures run their course. While it is not a surprise that there will be casualties, given the scale of the onslaught, there are nevertheless questions to be addressed on the strength of corporate governance arrangements. A reminder is emerging at every corner of the critical role of good corporate governance.

A good framework of governance affords resilience to companies, particularly in such times of distress when all stakeholders need to work together if any difference is to be achieved in outcomes.

SID's continuing programme to foster good corporate governance and ethics has become even more important at this time of challenge. When the virus-induced lockdown disrupted classroom training, SID collaborated with its partners and regulators to put together a host of online webinar series on a range of issues, including technology and cyber security, risk management controls, supply chain resiliency,

CHAIRMAN'S MESSAGE

customer engagement, sustainability and board diversity.

Our flagship Listed Entity Director Programme went online for the first time, and accommodated more participants than would have been possible in a lecture-theatre style setting. SID is also making available its core modules in Mandarin, which will be accessible to directors online, wherever they are based.

In response to the uncertainty and fast pace of change, SID has curated a repository of articles and updates on regulatory positions on the SID website for the benefit of directors working on their boards to help companies navigate the impact of Covid-19.

Thirdly, the role of corporate leadership has become even more urgent during these trying times. As board directors, we do not have the luxury of indulging in virus statistics and up-to-the-minute details of social media chatter. While important to an understanding of our surroundings, corporate leaders must take a step back and look at the big picture.

Our companies command the vast majority of the resources in our economy, and our shareholders expect us to put them to best use even if contagion control measures get in the way of our business activities.

Our employees make up the vast majority of the labour market, and look to us as their employers for their continued well-being as valued members of the workforce. All the stakeholders in our companies look to us for leadership.

Not so much leadership for the purpose of communicating and explaining the suffering that is obvious to all of us; but leadership to build a course of action that ensures that the resources at our disposal are applied well – for the well-being of all of our stakeholders, all of whom are essential members of the ecosystem that has allowed our businesses to thrive.

While leadership is expected from each of us, it is also clear that we are dealing with an incredibly huge challenge, a challenge that is beyond any one of us.

The final point is a particularly important one, that is separating winners and losers around

the world. Effective leadership will require that we reach out to other stakeholders to find better ways to collaborate, align and bulk up on our responses to give ourselves a better chance to find solutions that match up to the scale of the pandemic challenge.

Those societies that have forged effective collaboration across the board in dealing with the pandemic and its consequences have coped better. And in those situations where instinctive competitive spirits have gotten in the way of collaboration, the virus has had a better chance of winning.

None of these challenges spare SID. Along with other businesses in Singapore, our operational difficulties have seen contraction of our revenues and funding sources, a consequence of our inability to fulfil all of the needs of our members, course participants and sponsors in the ways they have been accustomed to. The council is focused on the upgrading of our offerings to suit our new circumstances, and to mitigate the impact on our financial position during this difficult time.

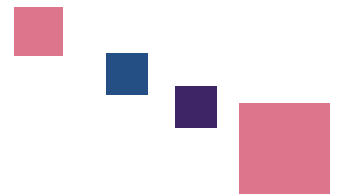
While I feel privileged to be in Singapore at this time, knowing our capacity to collaborate across all segments of society to do better for ourselves, I also know that it means – for myself and all of us – that we have a big job to do. And that each of us needs to be engaged personally in finding new ways to collaborate across all affected segments of Singapore society, to find a path forward that works for all of us.

The pandemic has reminded us that we must remain nimble, and be ready to adapt and seize opportunities. Even after a vaccine is found, the world will likely not revert to “business as usual”. Companies have to take charge of their no-longer-assured destinies, and adjust to new realities. The directors on their boards will need to be fully engaged in charting new strategic directions for their organisations.

Innovation, creativity and a profound respect for professionalism and good governance will be needed to steer the way through the storm and beyond.

Tham Sai Choy
Chairman

STAKEHOLDERS



MEMBERS

SID membership has remained fairly stable, growing slightly (up 3.5 per cent) over the past year, with 2,999 total members as at 30 June 2020. Women members comprise just under a quarter of the total membership base, and the majority of members (70 per cent) are 50 years old and above.

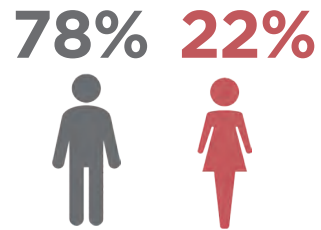
SID has five categories of membership. Individuals may apply to join as either an

Ordinary member, an Associate member or a Global Associate member. Fellow and Honorary Fellow memberships are by invitation only.

SID's category of corporate membership for NonProfit Organisations and Social Enterprises complements its corporate membership for Commercial Organisations. This broadens SID's network to listed and non-listed entities.



2,999 INDIVIDUAL MEMBERS
 3.5% INCREASE FROM 2019



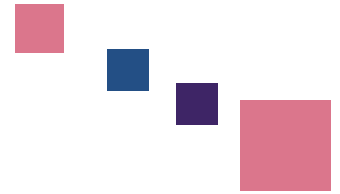
2,193 ORDINARY | **552** ASSOCIATE | **247** FELLOW | **7** HONORARY FELLOW



224 CORPORATE MEMBERS



PARTNERS



SID wishes to thank the many organisations for their support in the past year.

Corporations

- AT Kearney
- Accenture
- Allen & Gledhill
- Aon Singapore
- ARA Asset Management
- Bain & Company
- Bamboo Code
- BDO
- Board Accord
- Boardroom
- Citigate Dewe Rogerson Singapore
- City Developments Ltd
- Criticaleye
- Dell
- Deloitte & Touche
- Diligent APAC Board Services
- Ernst & Young
- Evercore Inc
- Far East Organization
- FTI Consulting
- Google
- Handshakes
- Hehsed Consulting
- Heidrick & Struggles
- Heliconia
- Huawei
- Keppel Corporation
- Korn Ferry
- KPMG
- Lenovo
- McKinsey & Company
- Mercer (Singapore)
- Milbank
- Morgan Lewis Stamford
- Nexia TS
- OCBC Bank
- ONE Championship

- PricewaterhouseCoopers
- QED Consulting
- Rajah & Tann
- Razer
- Russell Reynolds Associates Singapore
- RSM Singapore
- Sea
- Spencer Stuart Singapore
- StashAway
- Twitter Asia Pacific
- United Overseas Bank
- V3 Group (Singapore)
- Virtus Law
- Willis Towers Watson
- WongPartnership

Other Organisations

- Accounting and Corporate Regulatory Authority
- BoardAgender
- Center for Creative Leadership
- Centre For Non-Profit Leadership
- Charity Council
- COSO Academy
- Council for Board Diversity
- Council for Third Age
- CPA Australia
- DesignSingapore Council
- Enterprise Singapore
- Global Compact Network Singapore
- Global Network of Director Institutes
- Infocomm Media Development Authority
- INSEAD
- Institute of Singapore Chartered Accountants
- Investor Relations Professionals Association (Singapore)

- Lions Befrienders Service Association
- Ministry of Culture, Community and Youth
- Ministry of Trade and Industry
- Monetary Authority of Singapore
- Nanyang Technological University
- National Council of Social Service
- National Silver Academy
- National University of Singapore
- National Volunteer & Philanthropy Centre
- Personal Data Protection Commission
- Public Service Division
- Singapore Accountancy Commission
- Singapore Exchange
- Singapore Management University
- Singapore University of Social Sciences
- Social Service Institute
- Stewardship Asia Centre
- The Business Times
- The Institute of Internal Auditors Singapore
- The Law Society of Singapore

GOVERNING COUNCIL



THAM SAI CHOY | CHAIRMAN

Mr Tham Sai Choy is actively involved in various organisations as an independent director. He serves on the boards of listed companies DBS and Keppel, as well as statutory boards HDB and ACRA. He has been an active participant in the development of accounting standards and governance standards for businesses, with previous roles at the Accounting Standards Council and currently on the Corporate Governance Advisory Committee. He has a longstanding involvement with education, with current roles on the boards of Nanyang Polytechnic, SMU Academy and the Tax Academy of Singapore. He is a chartered accountant by background, practising in the firm KPMG until his retirement as chairman of its Asia Pacific operations.



WONG SU-YEN | VICE-CHAIRMAN

Ms Wong Su-Yen serves on the boards of several public, private, and not-for-profit organisations in Singapore and overseas. She chairs or is a member of various Nominating, Remuneration and Audit Committees. She is Chairperson, Nera Telecommunications, and a director at Yoma Strategic Holdings, First Resources, CSE Global, and CPA Australia. Ms Wong brings experience in business strategy, human capital development and organisation transformation, across North America and Asia. She is the only Asia-based individual named to the Financial Times' Agenda Directory of Top 100 Board Candidates with Pay-Setting Skills. She is an active member of the Young Presidents' Organization and WomenCorporateDirectors.



ADRIAN CHAN | VICE-CHAIRMAN

Mr Adrian Chan is Head of Corporate at Lee & Lee. He serves on the Legal Service Commission and on the board of ACRA. He is an independent director on the boards of several listed companies on the SGX, and the SGX has appointed him to its Catalyst Advisory Panel to review Catalyst Sponsor and Registered Professional applications. He is a Council Member of the Law Society of Singapore and chairs the Corporate Law Advisory Panel at ACRA. He also serves on Singapore Management University's Enterprise Board.



RAMLEE BIN BUANG | TREASURER

Mr Ramlee Bin Buang is an Independent Director, Consultant, Life and Executive Coach. He has extensive experience in business and finance, having worked in audit and led multinational corporations from various industries. Mr Ramlee is a member of the Chartered Association of Certified Accountants (UK) and CPA (Australia) and a non-practising member of the Institute of Singapore Chartered Accountants. He also holds a graduate diploma in Marketing and Applied Positive Psychology and attended the Harvard Business School Advanced Management Program. He is a certified professional co-active coach with the Coaches Training Institute and an associated certified coach with International Coaching Federation. He serves on the board of various charities and companies in Singapore.

GOVERNING COUNCIL



WILSON CHEW | MEMBER

Dr Wilson Chew is Partner at PricewaterhouseCoopers in Singapore. He leads the strategy team in the Entrepreneurial and Private Clients practice of the firm. Dr Chew served on the board of Swee Hong Limited, and continues to serve the boards of SID and The National Arthritis Foundation. He is an advisor for the Wharton-SMU-IBM Business & Industry Insight Program and lectures at the University's Lien Centre for Social Innovation. Dr Chew has authored three books; holds a Doctorate in Business Administration from the University of South Australia, an MBA from the University of Strathclyde, and completed the Board Leadership Program at Harvard Business School.



FERDINAND DE BAKKER | MEMBER

Mr Ferdinand ('Ferry') de Bakker is an adjunct lecturer at NTU's Wee Kim Wee School of Communication and Information. He is chairman of Cognac Groperrin in France, and managing director of La Croisette, a boutique consulting firm in Singapore. He serves on boards and committees of multiple nonprofits in Singapore. He had a two-decades long career at the international public relations firm Burson-Marsteller, as country manager, and later CEO of its European and Asia-Pacific operations. He has served as an independent director in several European countries. He has written for various publications in The Netherlands, the UK, France and Singapore on education, corporate communication and lifestyle matters.



JUNIE FOO | MEMBER

Ms Junie Foo is Group Executive Director at MWS (Methodist Welfare Services). 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. A Co-Founder and Immediate past Chair of BoardAgender, Ms Foo is a former President of Financial Women's Association and has held senior management positions in international banks. She is President of SCWO and an audit committee member of the SIM board. She also sits on the board of the Singapore Art Museum and on the advisory council of the NUS Faculty of Arts and Social Sciences.



PHILIP FORREST | MEMBER

Mr Philip Forrest has lived in the ASEAN region since 1982, and in Singapore since 1991. He is a non-executive director of several (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.



PAULINE GOH | MEMBER

Ms Pauline Goh is Chairman for Southeast Asia of CBRE Group, Inc, a Fortune 500 company and the world's largest commercial real estate services and investment firm. In her 36 years with the company, she has been key to its success, having been involved in Singapore's record-breaking property sales and leasing transactions. As CEO since 2010 and Chairman since 2019, Ms Goh has steadily built up the Southeast Asia business, overseeing all operational, financial, legal and people aspects across the region. A strong believer of social and philanthropic causes, she volunteers in and is director of several charities and a private philanthropic organisation.



THERESA GOH | MEMBER

Ms Theresa Goh is the Managing Founder of 360 Dynamics in Singapore and Malaysia. She started her career with IBM Singapore, and went on to establish boutique businesses focusing on organisational and leadership development. She has accumulated more than 20 years of experience working with corporates and private-equity clients on organisational design and development, leadership acquisition, development and executive coaching. She is the Board Advisor to SATA Commhealth, Immediate Past Chairman of the Centre for Non-Profit Leadership, a board member with the Agency for Integrated Care (Ministry of Health). She is also on the council of ICLIF's (Bank Negara Malaysia) Leadership Energy Awards.



DEREK LAU | MEMBER

Mr Derek Lau joined Heliconia as CEO and board member in April 2013. Prior to that, he was the Managing Director, Investment, with Temasek Holdings. In his 10-year tenure, he headed the industrials cluster and also served as country head in Vietnam overseeing investments in Vietnam, Myanmar, Cambodia and Laos. He has more than a decade of experience in investment banking, and specialised in mezzanine debt, project finance, leveraged buyouts and private equity investments. Mr Lau holds a Bachelor's degree in Business Administration from the National University of Singapore.



HOWIE LAU | MEMBER

Mr Howie Lau is the Assistant Chief Executive, Media & Innovation Group at Infocomm Media Development Authority (IMDA), with oversight of developing the technology, telecommunications and media business in Singapore as well as technology capability development. He was previously the Chief Marketing Officer and head of consumer business at StarHub, and Vice President of corporate development at Lenovo, with more than 25 years of experience in corporate development and marketing in Lenovo and IBM. He is the Immediate Past President of Singapore Computer Society and sits on the Science Centre Singapore board, Singapore Pools technology advisory board among others. He graduated from National University of Singapore and received the Philip Kotler marketing excellence award and NUS outstanding alumni award.



LEE SUAN HIANG | MEMBER

Mr Lee Suan Hiang was previously Deputy MD of Economic Development Board and CEO of SPRING Singapore, National Productivity Board, Singapore Institute of Standards and Industrial Research and National Arts Council. He was also Chairman of PSB Corporation; and Deputy Chairman of Old Parliament House Ltd and International Federation of Arts Councils & Cultural Agencies. He is currently President of EDB Society; Chairman of Anacle Systems, Global Cultural Alliance and Arts Fund Committee; and an independent director of several listed companies. He was awarded the National Day Public Administration Gold Medal, World Academy of Productivity Science Award, World SME Association Award, JETRO Award, Chevalier de l'Ordre des Arts et Lettres and NTUC Friend of Labour and Meritorious Service Awards.



MAX LOH | MEMBER

Mr Max Loh is the EY Managing Partner for Singapore and Brunei and previously, its ASEAN Regional Managing Partner for many years. He leads and manages the Singapore and Brunei business and operations, providing strategic leadership on market and people development. With years of audit and business advisory experience, his clients span a broad range of industries including technology, food and beverage, construction, manufacturing, trading, hospitality, financial institutions and government concerns. He is an ex-board member and Public Accountants Oversight Committee Member of the Accounting and Corporate Regulatory Authority; and current board member and Audit Committee Chair of Enterprise Singapore, Health Sciences Authority and Singapore Polytechnic and Deputy President of the Singapore Council of CPA Australia.



NG WAI KING | MEMBER

Mr Ng Wai King is the Managing Partner of WongPartnership LLP. An M&A and private equity lawyer, he has worked on a number of high profile and complex transactions in Singapore and across the region including the merger between Fraser Commercial Trust and Fraser Logistic & Industrial Trust, CapitaLand's acquisition of Ascendas-SingBridge; privatisation of GLP by the Nesta consortium; Temasek's privatisation of SMRT; Walmart's acquisition of Flipkart in India; Blackstone's acquisition of Croesus; KKR's acquisition of Goodpack, Unisteel and MMI, and TCC/Thai Beverage's takeover of F&N. He holds an LLB from NUS where he was awarded the AV Winslow Prize, and an LLM from Columbia University School of Law where he graduated as a Harlan Fiske Stone Scholar.



NEIL PAREKH | MEMBER

Mr Neil Parekh is a Partner and Head of Asia Pacific for Tikehau Capital. Prior to this, he was General Manager, Asia for National Australia Bank. He serves as chairman of the advisory committee for the Australian Institute of Company Directors, as a board director of AMTD Digital and as a board adviser to the ASEAN Financial Innovation Network (formed by the Monetary Authority of Singapore and International Finance Corporation). He is a member of the SkillsFuture sub-committee at Singapore Indian Development Association. Mr Parekh is a former member of the Governing Council of the Association of Banks in Singapore and previously vice-chairman of the Singapore Indian Chamber, as well as a board director of Nautilus Insurance and TiE Singapore.



POH MUI HOON | MEMBER

Ms Poh Mui Hoon is a Co-founder and Executive Director of foodtech startup, Esseplore. A CEO for many years, she has broad execution experience across various businesses. She chairs the Audit and Finance Committee for Sistic.com and is a member of the Audit and Risk Committee for Singapore Pools. She previously chaired the Technology Advisory Panel of Singapore Pools and the Digital Committee for SATA CommHealth. Ms Poh is board mentor of the London-based Criticaleye, and a member of the NTUitive's Investment Committee for Strategic Research Innovation. She was conferred the Distinguished Alumni Achievement Award by the Institute of Systems Science, NUS, in 2011 and is a Fellow of both the Singapore Institute of Directors and Singapore Computer Society.



JASPAL SINGH | MEMBER

Mr Jaspal Singh served in the Singapore Administrative Service for 26 years (1978-2004) before heading to London, where he led ComfortDelGro's bus, coach, taxi, limousine and engineering businesses across the UK and Ireland as CEO (2004-2018) and chaired the boards of two UK-based pension schemes. His past Government appointments include Singapore Director of Budget and Deputy Secretary of the Finance and Transport Ministries. Notable achievements include winning the "London Bus Operator of the Year" award for ComfortDelGro at the 2016 London Transport Awards, and the "Outstanding Overseas Executive of the Year" award at the 2018 Singapore Business Awards. He is an Adjunct Senior Research Fellow at the Institute of Policy Studies of the Lee Kuan Yew School of Public Policy and a Senior Corporate Advisor.



SOH GIM TEIK | MEMBER

Mr Soh Gim Teik advises corporations through his firm, Finix Corporate Advisory LLP, and has many years of experience in corporate advisory and governance, finance and general management. He was previously an executive director and CFO of a listed company and has broad boardroom experience in the region. Besides being an independent director in a number of public and government-owned companies, he is also active in a number of other charitable and nonprofit organisations.



TAN BOON GIN | MEMBER

Mr Tan Boon Gin joined SGX as Chief Regulatory Officer on 15 June 2015. He now heads Singapore Exchange Regulation, an independent regulatory subsidiary of SGX, which undertakes all front-line regulatory functions to promote a fair, orderly and transparent market. Before joining SGX, Mr Tan was the Director of the Commercial Affairs Department of the Singapore Police Force. Prior to this, Mr Tan held several appointments at the Monetary Authority of Singapore including Director of the Enforcement Division, the Corporate Finance Division and Executive Director of the Investment Intermediaries Department. Mr Tan is an advocate and solicitor and holds degrees from the University of Cambridge and Harvard Law School. He was also awarded the Public Administration (Silver) Medal in 2010.

COMMITTEES

INFRASTRUCTURE COMMITTEES

Executive

Tham Sai Choy (Chairman)
Wong Su-Yen (Vice-Chairman)
Adrian Chan (Vice-Chairman)
Ramlee Buang (Treasurer)
Soh Gim Teik (AC Chairman)

Finance

Ramlee Buang (Chairman)
Chua How Kiang
Kok Cheang-Hung
Max Loh
Soh Kok Leong
Wong Chee Boon

Audit

Soh Gim Teik (Chairman)
Pauline Goh
Adrian Teng
Wan Mei Kit

Nominating & Governance

Wong Su-Yen (Chairman)
Ramlee Buang
Adrian Chan
Soh Gim Teik
Tham Sai Choy
Tan Boon Gin

PROGRAMME COMMITTEES

Membership & Growth Committee

Derek Lau (Chairman)
Rajeev Karp
Schutz Lee
Henry Lim
Mitchell Joseph John (Joe)
Punit Oza
Sanjoy Sen
Jaspal Singh
Vincent Tan Boon Hiong
Shiva Venkatraman

Advocacy & Research Committee

Adrian Chan (Chairman)
Anthony Cheong
Eugene Kang
Low Wee Siong
Linus Ng
Jon Robinson
Sharon Sng
Jeffery Tan Eng Heong
Terry Wee

Professional Development Committee 1 (Traditional)

Wilson Chew (Chairman)
Bill Chua
Marleen Dieleman
Michael Heng
Abdul Jabbar
Kitson Lee
Bernard Lui
Ng Wai King
Kathy O'Brien
Poh Mui Hoon
Derek Sharples
Jaspal Singh

Professional Development Committee 2 (Online)

Poh Mui Hoon (Chairman)
Martin Garner
Jayanth Nagarajan
Alan Zeller
Tim Zhang Fan

Branding & Communication Committee

Ferdinand de Bakker (Chairman)
Albert Chan Mun Tak
Chan Yu Meng
Jorg Dietzel
Amanda Huan
Samitha Karunarathne
Shirley Lam
Schutz Lee
Lelia Lim Loges
Steve Manning
Kathy Park
Saw Kok Wei
Georgette Tan

Board Diversity & Appointments Committee

Junie Foo (Chairman)
Aw Joo-Lee
Stephen Chan
Shai Ganu
Sriram Iyer
Koh Phee Wah
Lynette Lim
Karen Loon
Nishant Mahajan
Robin McPhail
Ng Wai King
Max Ng Chee Weng
Nick Winsor

Boardroom Matters Editorial and Technical Review Committee

Adrian Chan (Chairman)
Willie Cheng
Philip Forrest
Ng Wai King
Soh Gim Teik
Tan Boon Gin
Gerard Tan

Bulletin

Pauline Goh (Chairman)
Adrian Chan
Willie Cheng
Robert Chew
Philip Forrest
Kevin Ho
Howie Lau
Victor Yeo

NonProfit Organisations Committee

Theresa Goh (Chairman)
Ang Hao Yao
Jorg Dietzel
Fermin Diez Augusto
Kitson Lee
Ngien Hoon Ping
Vivek Sharma
Tan Kok Heng
Daniel Teo

Audit Committee Chapter

Soh Gim Teik (Chairman)
Max Loh (Vice-Chairman)
Bong Yap Kim
Basil Chan
Daniel Ee
Luar Eng Hwa
June Sim Peck Hong
Gerard Tan

COMMITTEES

TASK FORCES & PROJECT COMMITTEES

Corporate Governance Benchmarks Committee

John Lim (Chairman)
Adrian Chan
Daniel Ee
Chaly Mah

Annual Golf Tournament Committee

Sonny Yuen (Chairman)
Chua Hung Meng
Robin Lee
Lee Suan Hiang
Saroj Mishra
Neil Parekh
Kelvin Tan

Annual Conference Committee

Howie Lau (Chairman)
Jenny Aw
Robert Chew
Wilson Chew
Philip Forrest
Han Chung Heng
Julia Leong
Kwok Chui Lian
Lee Suan Hiang
Nicholas Ma
Dileep Nair
Kevin Ng
Neil Parekh
Tony Zameczkowsk

SINGAPORE CORPORATE AWARDS

2020 Steering Committee

Wong Su-Yen (Chairman)
Kelvin Tan
Wong Wei Kong
Christine Ang
Lilian Ang
Fann Kor
Carol Lee
Edwin Lee
Lee Suan Hiang
Tham Sai Choy
Zoey Xie

2020 Best Managed Board Award Working Committee

Tham Sai Choy (Chairman)
Sanjoy Banerjee
Philip Forrest
Derek Lau
Lee Chong Kwee
Lee Suan Hiang
Edwin Lee
Ng Siew Quan

2020 Best Investor Relations Award Working Committee

Lee Suan Hiang (Co-Chairman)
Joan Ng (Co-Chairman)
Scott Clement
Edwin Lee
Lawrence Loh
Verity Thoi

2020 Best CEO Award Working Committee

John Lim (Chairman)
Daniel Cullen
Alain Deniau
Junie Foo
Pauline Goh
Lim Ee Seng
Edwin Lee
Rachel Gan
Jordyn Goh
Keith Ho
Marc Lim
Vijay Rajkumar
Dhivya Rajasekaran
Chelsea Wilson
Wu Jiat-Hui

2020 Best Risk Management Award Working Committee

Adrian Chan (Chairman)
Edwin Lee
Irving Low
Poh Mui Hoon
Tea Wei Li
Emilie Williams
Elaine Tay

EMPLOYEES

Executive Staff



Edwin Lee
Executive Director



Angela Chong
Head, Professional
Development



Ann Chong
Advocacy and
Professional Development



Haryana Jaafar
Website and
Graphic Design



Cynthia Leong
Accounts and
Administration



Je-Anne Lin
Professional
Development



Florence Lum
Operations and
Logistics



Sri Rajeswari
Accounts and
Administration



Amy Tan
Professional Development
and Events



Ivy Teo
Accounts and
Projects



Yang Wai Wai
Head, Communications
and Research



Pamela Yap
Professional
Development



Jemmie Yee
Membership
Services



The Rainbow Centre Singapore seeks to provide innovative programmes that improve the quality of life for persons with disabilities and create opportunities for people to make the most of their abilities and participate meaningfully in communities.

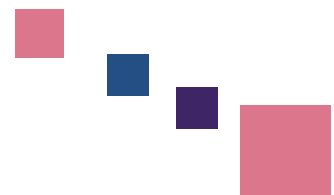
Team bonding took a new twist on 19 December 2019 when SID staff cooked up a mini-storm at the OUE Social Kitchen at Down Town Gallery. Seasoned cooks and novices alike within the SID team worked together to create Korean seafood pancake (“haemul pajeon”) and spicy chicken stew (“dak bokkeum tang”), which made for a delicious and satisfying meal.

Employee Engagement

On 11 November 2019, SID fielded 13 volunteers from among its executive team, to take students from the Rainbow Centre Singapore for an outing to the Children’s Biennale at the National Gallery. The Gifts of Joy programme was organised by CapitalLand Commercial Trust.

SID staff attended a pre-event briefing to learn about the work and the beneficiaries of the Rainbow Centre Singapore, and were teamed up with staff and students from the Centre. The volunteers’ role was to support and encourage the beneficiaries and their helpers/carers. On the day of the outing, volunteers were introduced to their assigned teams and brought students around the various exhibits at the National Gallery.

Through the activities, SID volunteers gained the opportunity to bond as a team and a chance to learn from a new experience while interacting with the children. SID employees befriended, guided and assisted students with the activities, in what turned out to be a meaningful community project.



PROGRAMMES AND ACTIVITIES



HIGHLIGHTS

99 SESSIONS

6 FUNDAMENTALS | 33 ESSENTIALS | 13 ADVANCED

17 UPDATES / FOCUS | 7 SEMINARS & CONFERENCES | 23 WEBINARS

CONDUCTED BY



106 TRAINERS

124 SPEAKERS

180 PANELLISTS

ATTENDED BY

8,911
PARTICIPANTS

SID programmes and activities are designed to foster good governance and ethics in corporate leadership. In advancing the professional development of directors and corporate leaders, SID seeks to provide thought leadership, support a community of engaged professional directors and encourage the highest standards of corporate governance and ethical conduct.

During the reporting period, SID curated a range of programmes to broaden its outreach to directors at all levels, from aspiring board members to committee and board chairs.

SID also focused its membership offerings on the trending issues of technology and cyber security, risk management, supply chain resiliency, customer engagement, sustainability and board diversity, among others.

From April 2020, following the Covid-19 related restrictions on physical classes and social gatherings, all training sessions, courses and events were shifted to the virtual space.

This included SID's flagship Directors Conference, members' networking and orientation, and an outreach session headlined by Minister Chan Chun Sing on the role of public sector boards of directors. The industry benchmarking Singapore Governance and Transparency Index and the inaugural launch of the Singapore Board Diversity Index were also conducted online.

Professional development courses, such as the Listed Entity Director programme and the Governance for Outstanding Organisation Directors courses for nonprofit organisations, continued their runs.

Highlights

- Singapore Directors Virtual Conference 2020
- Singapore Board Diversity Index
- SID Survey on Boards' Response to Covid-19
- Responding to Covid-19: Resource Hub
- Fireside Chat: Go Big or Go Home?
- Board of Directors Survey 2019
- Singapore Governance and Transparency Index 2020
- BOLD 3.0: Future Fluent Board Leadership in Asia
- Conversation with Minister Chan Chun Sing: Role of Public Sector Board of Directors
- SID-SGX Roundtable on Compliance with 2018 Code of Corporate Governance
- Global Virtual Roundtable series
- Statement of Good Practice: Cyber Security
- Technology and Cyber Security webinar series
- Embedding Resilience webinar series
- AC Chapter Pit Stops: Weathering the Storm
- Money for Good series
- Qualified Listed Entity Director Assessment

NETWORKING



As a members' organisation, SID seeks to address the needs of directors, including serving their professional development needs, providing community support, and connecting directors to board appointment opportunities and other directors.

With the traditional face-to-face networking disrupted by the Covid-19 related restrictions, virtual networking was introduced. The pilot programme, targeted especially at onboarding new members, will be extended to augment future virtual networking at training sessions and events.

Fireside Chat Series

Following the inaugural Fireside Chat session with Emeritus Senior Minister Goh Chok Tong in July 2019, SID organised an event on 13 November 2019, appropriately billed as "Go Big or Go Home?". The speakers collectively represented some of the biggest names in the world of the corporate "unicorns" (startups valued in excess of US\$1 billion).

Mr Chatri Sityodtong (Chairman and CEO of ONE Championship), Mr Ye Gang (Group Chief Operating Officer, Sea), Mr Lee Li Meng (Chief Strategy Officer, Razer) and Mr Ron Sim (Founder, Executive Chairman and CEO, V3 Group) were among the dazzling lineup of speakers. Sharing their personal entrepreneurship journeys, they offered a unique insight into the world of the unicorns.



A networking session after the fireside chat proved to be a big hit, with over 100 participants mingling with the speakers and their fellow directors.

Members Networking

SID hosted over 30 members at its "Board Ready" networking event on 27 November 2019, to highlight the importance of board diversity. Targeting aspiring and new directors, the evening offered a platform for networking and sharing. An initiative of the Board Diversity and Appointments Committee, speakers shared their experiences and personal directorship journeys.

The Covid-19 related restrictions on group gatherings and social interaction meant that following networking sessions had to be conducted online.

More than 60 new members signed up for the first virtual orientation session on 10 June 2020, organised by the Membership and Growth Committee. Participants received practical tips on the resources available to members, and details on how to navigate the online membership system. As a follow up, an informal virtual "happy hour" was conducted on 1 July 2020, to enable members to continue the conversation and interact online in a smaller group setting.

A subsequent networking session to welcome new members was held on 9 September 2020, with an ice-breaker session: "Work-from-home: A new permanent in today's business?". As the Covid-19 related restrictions continue, SID is using more creative ways to reach out and connect its members.

Regrettably, the annual SID Fellows Evening, Golf Tournament, and Singapore Corporate Awards were cancelled because of the government guidelines on group interactions and safe distancing measures. In the interest of safety and health considerations, and the

well-being of our members, employees and stakeholders, SID took the difficult decision to cancel the events as they were not conducive in a virtual setting.

SID acknowledges the important work that boards, management and staff are doing at this time, working together to navigate their companies into the post-Covid era, and respectfully support them in their mission. We are grateful to the organising committees and judging panels who have given their time and effort, and hope to tap on their inputs and contributions in the coming year.

Since the inauguration of the Singapore Corporate Awards in 2005, the awards have come to represent the pinnacle recognition of corporate governance excellence in Singapore over the years. SID is committed to continuing the spirit embodied in this event, and is planning to resume the event in 2021 when conditions allow our corporate governance stakeholders to gather safely again.

Board Appointment Services

SID Board Appointment Services continue to provide an alternative approach for organisations in their search for director candidates from among SID members. In the past year, SID reached out to companies to promote the opportunities and benefits of independent director searches, successfully placing its members in a range of organisations. SID Board Appointment Services cover local and international companies, as well as startups and nonprofit organisations.

The number of listed companies making use of the SID Board Appointment Services increased during the reporting period. Board diversity is a key focus, among companies seeking to refresh their boards.

Audit Committee Chapter

Since the launch of the Audit Committee (AC) Chapter in 2017, SID has reached out more effectively to help AC members build capacity and enhance their effectiveness. Among its target activities, SID has curated a series of AC Pit Stops in the past year to update and train members on areas of particular significance to AC matters.

The collaboration with professional firms and regulatory agencies has generated positive feedback. In particular, the joint session with the Accounting and Corporate Regulatory Authority and the Institute of Valuers and Appraisers Singapore on “Reviewing Financial Statements and Selecting Auditors” on 19 August 2020 has been well received. The full list of AC Pit Stops can be found on page 30.



FORUMS, SEMINARS AND CONFERENCES



In addition to its core professional development courses, SID conducts forums, seminars and conferences on specific areas of focus. Most of the current topic discussions are organised as roundtables, briefings and workshops for small groups of typically fewer than 100 participants. Larger events are held as half- to full-day forums, seminars and conferences for bigger audiences. A list of the current topic events, seminars, webinars and conferences held in the last 12 months (1 October 2019 to 30 September 2020) is on pages 30-32. Below are some of the highlights of the SID event calendar.

SID Directors Conference 2020

For the first time in its 11 years, the SID Directors Conference was held in the virtual space. The annual flagship corporate event for directors is traditionally held at large convention centres over a full-day session.

This year, the Conference Organising Committee leveraged on the Zoom platform to put together a stellar cast of speakers and panellists. A total of 1,001 participants signed up to the Conference, “Living with Covid-19: A Singapore Perspective”. The programme was spread over two days and featured keynote speakers from around the world.

Mr Eric Yuan, CEO and Founder of Zoom Communications; Mr Kishore Mahbubani, Distinguished Fellow of the Asia Research Institute at the National University of Singapore; and Mr John Wood, Founder of Room to Read,

were the keynote speakers. Their insights on changes in the global economy, shifts in international geopolitics, and the synergies between business and social capital, were well-received.

The main plenary session featured industry leaders, including Ms Anita Fam, President of National Council of Social Service; Mr Keith Tan, Chief Executive of Singapore Tourism Board; Mr Lew Chuen Hong, Chief Executive of Infocomm Media Development Authority; and Mr Wong Kok Hoe, Executive Director and Deputy Chairman of Centurion Global.

The breakout tracks covered a wide range of topics: Technology and Digital Transformation; Governance in Crisis; Changing Dynamics of Talent and Workforce Management; and NonProfits and Sustainability in the Evolving Landscape. A range of speakers from the frontline, including regulators, corporate leaders, industry experts, practitioners and nonprofit board members, contributed to a series of dynamic, useful and stimulating discussions.





Audit Committee Seminar 2020

The Audit Committee (AC) Seminar was held on 16 January 2020, organised together with the Accounting and Corporate Regulatory Authority (ACRA) and Singapore Exchange (SGX). The sixth in the series, the annual event attracted more than 300 participants with the theme “Looking Beyond the Veneer of Numbers”.

Speakers and panellists called for greater scrutiny of financial statements by ACs. With audit accountability in the spotlight, a higher degree of oversight is needed to maintain the integrity of the financial reporting system. Presenters from ACRA, SGX Regulation and PwC gave updates, and highlighted specific areas that ACs should look out for.

Corporate Governance Roundup 2019

On 19 November 2019, SID capped the calendar year with its annual Corporate Governance Roundup. A commentary of the year’s happenings and trends was offered by a suite of speakers from the SID council. Forecasts of upcoming trends and developments were an additional bonus.

Mr Tan Boon Gin gave a regulatory update, while Mr Tham Sai Choy and Mr Ng Wai King provided their perspective of events in 2019 on governance and directorship issues. Ms Theresa Goh touched on the nonprofit landscape, and Ms Junie Foo spoke about the importance of and developments to increase board diversity.

Conversation with Minister Chan Chun Sing

SID and the Public Service Division organised a closed-door conversation on the topic of “Public Sector Governance in the Face of Complex Global Changes”. Mr Chan Chun Sing, Minister for Trade and Industry and Minister-in-charge of the Public Service, had a lively conversation via video conferencing with 149 board directors from statutory boards, government-linked companies

and companies limited by guarantee.

The overarching message was that boards have an important role to help management identify the range of internal and external scenarios and discontinuities, and to stress test the organisation’s ability to continue to deliver on its commitment to Singaporeans amid the changing context.



SID-SGX Roundtable on Compliance with the 2018 Code of Corporate Governance

SID facilitated a dialogue session on 25 October 2019 for directors to share their views on compliance with the provisions of the 2018 Code of Corporate Governance. Over a dozen board directors of small, mid- and large cap companies were invited to share their perspectives with SGX.

The discussion was wide-ranging, covering issues such as the nine-year rule, independent directors, board composition, board diversity policy, remuneration disclosure and risk management and internal controls.

Singapore Chief Legal Officer Awards

The Singapore Corporate Counsel Association (SCCA) held its annual black-tie dinner on 1 November 2019. SID is a joint organiser of the Singapore Chief Legal Officer Awards, together with SCCA and Heidrick & Struggles, which were presented at the event. The awards recognise the significant contributions of in-house lawyers to the work of the board and senior management team of their organisations based in Singapore.

ADVOCACY AND RESEARCH

SID is involved in establishing benchmarks and conducting research as part of its mission to foster good governance and ethics in corporate leadership.

In its advocacy role as the voice of the national community of company directors, SID undertakes outreach and engagement projects within its membership base and externally with regulators, professional associations, academic and research institutions and industry partners. These include conduct of research surveys, provision of guidance and resources, and communication of views on behalf of its members on governance issues.

Singapore Governance and Transparency Index 2020

The Singapore Governance and Transparency Index (SGTI) is a benchmark for assessing listed companies in Singapore on their corporate governance disclosures and practices. Real estate investment trusts and business trusts are included in the survey. The research reviews the timeliness, accessibility and transparency of Singapore listed companies' financial results announcements.

SID, in collaboration with CPA Australia and the Centre for Governance, Institutions and Organisations of the NUS Business School, launched the results of the SGTI 2020 on 4 August 2020 at an online forum: "Corporate Governance in an Era of Extreme Risk".

Board of Directors Survey 2019

On 7 November 2019, SID launched the 11th edition of the Singapore Board of Directors Survey 2019. The survey, undertaken by SID and SGX in collaboration with PwC and Singapore University of Social Sciences, provides an insight to the board structures and practices of listed companies in Singapore. The findings of the Survey show that companies are cognisant of the changes in the 2018 Code of Corporate Governance and SGX Listing Rules, but board changes are happening very slowly.

Singapore Board Diversity Index

The inaugural Singapore Board Diversity Index was launched jointly by SID and Willis Towers Watson, with support from BoardAgender, on 16 September 2020. The index analyses all SGX-listed companies across a range of diversity markers, including age, gender, tenure, board independence, expertise, international experience, and highlights those companies that exemplify aspects of board diversity.

SID Survey on Boards' Response to Covid-19

SID and Russell Reynolds Associates administered a pulse survey in April 2020 to obtain insights into the experience of boards in Singapore in dealing with the fallout from the pandemic. SID members were asked for their responses to the impact of Covid-19. The range of issues covered included leadership and resilience, risk management controls, stakeholder engagement, crisis communication and preparedness for post-Covid recovery.



A webinar to discuss the findings and to take questions from participants was held on 18 May 2020.

BOLD 3.0: Future Fluent Board Leadership

SID was a part of a research survey on board leadership in Asia conducted by the Center for Creative Leadership. A total of 350 board leaders, directors and CEOs across six countries – India, Malaysia, the Philippines, Singapore, Sri Lanka and Vietnam – were polled on leadership development and regulatory changes. The report “BOLD 3.0: Future Fluent Board Leadership” was launched on 6 November 2019.

Environmental Social Governance (ESG) Survey

SID collaborated with Willis Towers Watson on the global ESG survey, conducted in September 2020, which explores alignment of ESG with executive incentives and human capital governance. SID sought to tap members’ responses on ESG initiatives by their companies, so as to understand the current and expected importance of ESG and its link to rewards and talent programmes.

Global Network of Director Institutes

SID is part of the Global Network of Director Institutes (GNDI), an international collaboration that shares expertise in corporate governance and directorship, collectively representing more than 100,000 individual directors and governance professionals across 23 member organisations.

Between August and September 2020, SID reached out to its members to participate in the 2020 GNDI Survey. The survey seeks to hear from the global director community and will help provide insights into the issues that matter most to directors and boards across the globe.

The results will be used to identify ways in which directors have helped organisations to respond to the Covid-19 pandemic and the challenges that directors might be expected to face in the future.

Public Consultations by ACRA, MAS and SGX

Ongoing statutes are being upgraded during this time of rapid change and disruption. SID provided its response to the following public consultations by ACRA, MAS and SGX.

ACRA’s public consultation on proposed amendments to the Companies Act covered the following areas: facilitating digitalisation; types of companies and financial reporting; matters

relating to directors and company secretaries; safeguarding shareholders’ interests; share capital and financial assistance; and updating outdated provisions. The public consultation exercise ended on 17 August 2020.

ACRA and MAS are reviewing the Limited Partnerships Act and sought feedback regarding the use of the legislation and the limited partnership framework. SID provided comments on the current process and procedures related to the limited partnership regime constituted pursuant to the Limited Partnerships Act.

SGX’s public consultation on enhancements to regulatory regime for property valuation and auditors aims to strengthen oversight of audits by requiring all listed companies to appoint an auditor registered with ACRA. The proposals deal with the regulatory regime for conduct of auditors; circumstances to direct appointment of additional auditor; qualification of property valuer; and standards of property valuation reporting. The public consultation ended on 14 February 2020.

Board Appointment Guide for Charities and IPCs

SID worked with the Centre for Non-Profit Leadership and Ernst & Young on the Board Appointment Guide for Charities and Institutes of a Public Character (IPCs), an initiative of the Council for Board Diversity. Scheduled for publication in September 2020, the Guide seeks to provide practical guidance to charities and IPCs on their appointment processes, to achieve greater board diversity and governance standards.

FutureChina Global Forum 2020

SID partnered with Business China for its annual FutureChina Global Forum 2020. The forum seeks to provide an international platform for the sharing of analyses and experiences about the new trends and forces surrounding China’s evolution to become one of the world’s largest economies. The forum was held from 15 to 17 September 2020.

FutureBoards Cross Border Dialogue

The FutureBoards Cross Border Dialogue on Women on Boards conducted its annual event online on 28 September. SID is a supporting partner of the international event hosted by the Royal Norwegian Embassy in Singapore and co-hosted by the Norwegian Business Association Singapore. The discussion focused on the long-term opportunities and challenges of building and maintaining balanced boards.

COMMUNICATIONS

SID Resource Centre: Responding to the Covid-19 Crisis

The SID resource centre offers board-relevant guidance to help companies deal with the impact of Covid-19 on their business. These practical resources are being frequently updated to reflect new developments, and we welcome feedback and contribution of articles and content.

SID responded to the Covid-19 situation by developing relevant information resources for its members. These were communicated through the SID website, weekly emails, through LinkedIn, and its various publications, some of which are listed below.

Responding to Covid-19: Resource Hub

In response to the uncertainty and fast pace of change, SID curated a repository of articles and updates on regulatory positions on the SID website for the benefit of directors working on their boards to help companies navigate the impact of Covid-19. This resource centre offers board-relevant guidance to help companies deal with the impact of Covid-19 on their business.

These practical resources are frequently updated to reflect new developments, including government advisories and measures to contain the spread of the virus, checklists to assess impact on business and evaluate crisis management plans, thought leadership articles on how to adapt to the new reality, actively engage stakeholders, and plan and prepare for post-crisis recovery.

Statements of Good Practice

SID's Statements of Good Practice (SGP) have been developed as a result of requests from its members to provide guidelines on certain fundamental issues of board performance, accountability and corporate responsibility.

SGP #16 on Cyber Security Risk Management was issued in May 2020. The Covid-19 pandemic has created a major shift in how companies are operating, with many shifting to a remote work environment. This has not only aggravated existing cyber risks but also created new ones.

The document seeks to provide guidance to boards on how to work with their management teams to consider and determine their cyber risk appetite as they navigate the Covid-19 crisis. Strong oversight and understanding of the current cyber threat landscape are key to helping directors decipher the new cyber security environment and help them provide effective oversight of management's cyber risk strategy.

As directors with fiduciary responsibilities to stakeholders, boards should adopt a baseline of cyber security good practice to safeguard the sustainability and viability of the company's increasing reliance on technology as a key enabler of its business strategy.

Conference Resources: Thought Leadership

The SID Directors Virtual Conference 2020 "Living in a Covid-19 World: A Singapore Perspective" featured a dedicated micro-site with relevant information and resources. The programme schedule, speaker profiles and sponsor information were included, along with a thought leadership section with articles related to the Conference topics.

Keynote speakers Mr Eric Yuan, CEO and Founder of Zoom Communications, contributed a piece on the Changing Face of Education, while Mr Kishore Mahbubani, Distinguished Fellow of the Asia Research Institute at the National University of Singapore wrote about The Great Paradox of Donald Trump's Plan to Combat China. Mr John Wood, Founder of Room to Read, offered the preface to his book, Purpose, Incorporated – Turning Cause into Your Competitive Advantage.

The range of articles spanned the topics of leadership and governance, digitalisation and innovation, cyber security and technology, the future of work, talent and workforce management, and sustainability.

Directors Bulletin

The *SID Directors Bulletin* is published every quarter, and continues to receive positive feedback from members for its professional focus on trending issues and developments in corporate governance, directorship matters and industry-specific topics.

SID works with its professional partners, academics and regulatory agencies to come up with high quality content with a Singapore perspective, relevant to its members. Industry developments and SID news are reported to keep members up-to-date on the latest issues.

Editorial themes for the 2019-2020 quarterly issues during the reporting period are listed below.

- Q3 2020: Leadership in Crisis
- Q2 2020: Data Revolution
- Q1 2020: Engaging Employees
- Q4 2019: The Good Issue

Boardroom Matters

SID's ongoing series of thought leadership articles are published on a monthly basis under the "SID Boardroom Matters" column in *The Business Times* and the online BTInvest portal. The articles are written by SID council and committee members. Trending topics on corporate governance, directorship and boardroom matters are highlighted.

Over the past months, articles on the board role in retrenchment, the re-emergence of stakeholder capitalism, crisis management and strategic planning, uplifting governance of private companies, board renewal, board diversity and data protection, were featured.



COURSES AND EVENTS

The professional development of directors is at the core of SID's mission. When the virus-induced lockdown disrupted classroom training, SID converted most of its classroom courses to be delivered as virtual programmes. This is to ensure the continuation of learning, with health and safety considerations of trainers, facilitators, participants and staff in mind.

SID also collaborated with its partners and regulators to put together a host of online webinar series on a range of current issues, including technology and cyber security, business remodelling, enterprise resiliency, workforce transformation, customer engagement, sustainability and board diversity.

During the reporting period, SID organised and conducted 99 professional development sessions that were attended by 8,911 participants. In a validation of the hybrid model of learning, SID was able to reach out to a significantly broader base audience than in previous years. A list of these sessions is on pages 30-32.

Curriculum

SID's educational and training programmes are delivered in accordance with a framework that

maps out the needs of different types of directors at various stages of their directorship journeys, from aspiring new director, through to board and committee chairs.

In the past 12 months, SID has curated an extensive list of director training courses covering functional skills as well as emerging skills of board directors to reach out to directors of listed companies, private enterprises, statutory boards, government-linked companies, companies limited by guarantee, social enterprises, family businesses, startups, charities and nonprofit organisations.

Programme highlights

Listed Entity Director Programme

SID's flagship Listed Entity Director (LED) Programme made the relatively seamless migration to the online space, when the Covid-19 related restrictions were imposed and ruled out group sessions in a classroom setting.

The LED Programme is listed as mandatory training for first-time directors in the SGX Listing Rules, under the stipulated roles and responsibilities of a director of a listed issuer.



During the reporting period, the four core modules of the LED were presented at four separate sessions, while the four elective modules were offered at three sessions. Participation in the LED Programme has increased, with a total of 2,066 participants signed up for the courses as compared to 1,470 in the previous reporting period.

The eight modules are listed below.

- LED1: Listed Entity Director Essentials
- LED2: Board Dynamics
- LED3: Board Performance
- LED4: Stakeholder Engagement
- LED5: Audit Committee Essentials
- LED6: Board Risk Committee Essentials
- LED7: Nominating Committee Essentials
- LED8: Remuneration Committee Essentials

Qualified Listed Entity Director Assessment

The Qualified Listed Entity Director (QLED) Assessment is available to SID members who have completed the four core modules of the LED Programme on listed entity environment, board dynamics, board performance and stakeholder engagement. In addition, they must take at least two elective modules on the work of the main board committees (audit, board risk, nominating and remuneration),

The QLED is an optional, computer-based assessment. Candidates who sit for and pass the examination will be awarded a QLED Certificate. During the reporting period, 44 participants have signed up for the QLED assessment.

Singapore Governance for Outstanding Organisation Directors Programme

The Singapore Governance for Outstanding Organisation Directors (SGOOD) Programme is targeted at directors of nonprofit boards. During the reporting period, the courses were conducted online, and participants were able to tune in seamlessly to the programme which offers a range of case studies and panel discussions with frontline practitioners and regulators.

The curriculum is co-developed and supported by the National Council of Social Service, and the series of courses are pre-approved for the VWOs-Charities Capability Fund (VCF) for local training. All exempt, registered charities and Institutions of a Public Character can apply for the VCF training grant.

The eight modules of the SGOOD Essentials programme are listed below.

- SGD1: Essentials of NonProfit Board Leadership
- SGD2: Board Dynamics
- SGD3: Board and Management Dynamics
- SGD4: Talent and Volunteer Management
- SGD5: Strategy and Board Performance
- SGD6: Financial Management and Accountability
- SGD7: Fundraising, Outreach and Advocacy
- SGD8: Social Trends

Building on the SGOOD Programme curriculum, SID seeks to cater for the professional development needs of nonprofit organisation (NPO) board members at various stages of their directorship journeys: SGOOD Fundamentals, SGOOD Essentials; SGOOD Advanced; and SGOOD Focus.

The SGOOD Advanced series takes a deep dive into specific topics that face directors of NPOs functioning in a constantly evolving landscape. They include the presentations on “Digitalisation and Innovation for NPOs” conducted on 8 January 2020 and “Branding for NPOs” on 18 February 2020.

The SGOOD Focus series comprised three workshops on “Money for Good”, presented in collaboration with fintech company StashAway. The three workshops addressed aspects of sound financial management and attracted 218 participants.

- MFG1: Managing Cash and Donations
- MFG2: Reserve Management and Drafting Investment Policy Statement
- MFG3: Fundraising Tips and Best Practices

Separately, a webinar organised by SID and the Centre for Non-Profit Leadership on the topic “Sources of Funding for Charities and NPOs”, attracted more than 230 participants. The presentation was webcast live on 8 July 2020.

The Covid-19 pandemic has had an unprecedented adverse impact on the charities sector and NPOs. The session aimed to give a better understanding of the support measures and available resources that the Singapore government has introduced to help NPOs and their employees during these difficult times.

Webinars on current topics

While a few courses under the Masterclasses for Directors and Business Future Series were cancelled given the constraints posed by Covid-19 on face-to-face training, SID collaborated with its partners and regulators to put together a host of online webinar offerings to support director learning. Members were given complimentary access to many of the sessions, which featured a range of corporate leaders, industry experts and frontline practitioners sharing their perspectives and insights on pertinent issues of the day.



A total of 23 webinars were conducted during the reporting period. Many featured speakers, panellists and participants from around the world, who would otherwise not have been able to attend the series of discussions.

Among the highlights were the Global Virtual Roundtable series conducted in collaboration with Criticaleye on “The Future of Company Boards” on 29 May 2020 and “The New Normal for Boards” on 3 July 2020. Participants tuned in from Singapore, Hong Kong and the UK.

SID also presented a series of brief Technology and Cyber Security updates for members only. The sessions were co-presented with RSM, which covered a total of five sessions, ranging from data protection, data breach management, digital transformation and building resilience into systems.

In partnership with The Law Society of Singapore, SID brought together leading practitioners who gave insights into organising effective virtual shareholder meetings, in “The Challenges and

Considerations of Virtual Shareholder Meetings” on 29 July 2020.

Current topics on board leadership, navigating liquidity, business remodelling, the future workforce, risk management, fraud and cyber security, and predictions for the post Covid-19 new reality were among the areas of board focus. Discussions were lively, dynamic and engaging, drawing positive feedback from participants.

Partnerships with SMU and INSEAD

SID renewed its partnership with the Singapore Management University (SMU), to continue its collaboration on the SID-SMU Directorship Programme. The customised directorship programme “Executive Skills for Board Members in Challenging Times” was conducted in hybrid format – with some modules taking place in a classroom setting and others going online.

The programme offers an ideal opportunity to strengthen the understanding of the director’s role and how to serve the firm more effectively. Completion of the full, six-module programme leads to the award of a diploma, while completion of the three-module programme earns an executive certificate.

The SID-INSEAD International Directors Programme was disrupted by the worldwide impact of the Covid-19 restrictions on travel and group sessions. Module 3, on “Developing Directors and Their Boards” was held from 10 to 12 December 2019, and the 2020/2021 programme is scheduled to kick off on 14 December 2020.

SID is working to improve its digital learning platform, to offer a more interactive and seamless experience to participants. The Covid-19 pandemic has provided the impetus and opportunity to accelerate the pace of digital transformation and expand the range of digital education offerings to SID members.



CURRICULUM MAP FOR DIRECTORS 2020

FORUMS	Focus	18 Seminars & Conferences 🔌	17 Current Topics (Talks, Roundtables, Forums) 🔌	16 Fireside Chats	15 AC Pit-Stops 🔌	14 Board Conversations	
	Updates	13 Annual Corporate Governance Roundup 🔌	12 CG Updates For SID Corporate Members				
COURSES	Advanced	11 SID-INSEAD International Directors Programme	10 SID-SMU Directorship Programme 🔌	9 Masterclasses For Directors	8 Business Future Series		
		Essentials	7 Listed Entity Director Programme 🔌 (Mandarin) Core	6 Listed Entity Director Programme 🔌	5 Enterprise Governance Programme	4 Director Financial Reporting Fundamentals 🔌	3 Board And Director Fundamentals 🔌
			Fundamentals			2 Startup Director Fundamentals	1 So, You Want To Be A Director 🔌

Listed Company (International)	Listed Company	Private Company	Startup
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19 E-learning Series 🔌



SCHEDULE OF SID'S CORE PROFESSIONAL DEVELOPMENT OFFERINGS FOR DIRECTORS

(1 October 2019 to 30 September 2020)

FUNDAMENTALS

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

20 May 2020, 8 July 2020

3. Board And Director Fundamentals (BDF)

18 Feb 2020, 28 Sep 2020

4. Director Financial Reporting Fundamentals (DFF)

25 Feb 2020

11. SID-INSEAD International Directors Programme

- IDP3: Developing Directors and their Boards
10-12 Dec 2019

UPDATES

13. Corporate Governance Roundup

19 Nov 2019

ESSENTIALS

6. Listed Entity Directors Programme (LED)

- LED1: Listed Entity Director Essentials
9 Oct 2019, 4 Mar 2020, 13 May 2020, 16 Jul 2020
- LED2: Board Dynamics
10 Oct 2019, 11 Mar 2020, 15 May 2020, 17 Jul 2020
- LED3: Board Performance
10 Oct 2019, 17 Mar 2020, 19 May 2020, 17 Jul 2020
- LED4: Stakeholder Engagement
11 Oct 2019, 19 Mar 2020, 21 May 2020, 20 Jul 2020
- LED5: Audit Committee Essentials
16 Oct 2019, 25 Mar 2020, 20 Jul 2020
- LED6: Board Risk Committee Essentials
16 Oct 2019, 21 Jul 2020
- LED7: Nominating Committee Essentials
17 Oct 2019, 21 Jul 2020
- LED8: Remuneration Committee Essentials
17 Oct 2019, 22 Jul 2020

ADVANCED

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

- SDP1: The Role of Directors – Duties, Responsibilities & Legal Obligations, 7-9 Jan 2020, 15-19 Jun 2020
- SDP2: Assessing Strategic Performance – The Board Level View, 19-21 Feb 2020, 28-30 Jul 2020
- SDP3: Finance for Directors
25-27 Mar 2020, 29 Jun-3 Jul 2020
- SDP4: Risk and Crisis Management
27-28 Aug 2020
- SDP5: Strategic CSR and Business Valuation
31 Oct-1 Nov 2019, 24-25 Sep 2020
- SDP6: Effective Succession Planning and Compensation Decisions, 28-29 Nov 2019

FOCUS

14. Board Conversations (BDC)

BDC3: Audit Committee

- Role of the AC in fostering innovation (KPMG), 1 Oct 2019
- Role of the AC in preventing today's risks from becoming tomorrow's headlines (EY), 18 Sep 2020

BDC6: CEO

- The CEO's Dilemma – Perform and Transform (Korn Ferry), 30 Oct 2019

15. AC Chapter Pit Stops (ACP)

- Navigating through a Financial Fraud Investigation, 21 Nov 2019
- Managing Risk In a Digital World – The New Corporate Headache, 5 Mar 2020
- Weathering the Storm: The Approaching Storm – Know Your Corporate Sea-Worthiness, 20 May 2020
- Weathering the Storm: Into the Storm – Minimise and Repair the Damage, 22 May 2020
- Leveraging Analytics and Technology for Internal Control and Fraud Prevention, 9 Jul 2020
- Ask the Right Questions – Reviewing Financial Statements and Selecting Auditors, 19 Aug 2020
- Impact of International Tax Rule Changes, 17 Sep 2020

16. Fireside Chats (FSC)

- Go Big or Go Home, 13 Nov 2019

17. Current Topics (CTP)

- Creating Value over a Family Business Life Cycle, 10 Oct 2019
- Being a Board Director in the Age of Social Media, 8 Nov 2019
- Tech: Building Your Cyber Security & Data Protection First Aid Kit, 23 Apr 2020

SCHEDULE OF SID'S CORE PROFESSIONAL
DEVELOPMENT OFFERINGS FOR DIRECTORS
(1 October 2019 to 30 September 2020)

- Embedding Resilience: Board Leadership, 28 Apr 2020
- Embedding Resilience: Navigating Liquidity, 12 May 2020
- Tech: Making IT Security a Business Enabler, 14 May 2020
- Embedding Resilience: Business Remodelling, 26 May 2020
- Opportunities in Digital Economy Agreements, 27 May 2020
- Global Virtual Roundtable 1: The Future of Company Boards, 29 May 2020
- Embedding Resilience: Future of the Workforce, 9 Jun 2020
- Reframing the Future: Achieving Supply Chain Resilience for Boards, 10 Jun 2020
- Tech: How Not to Become Another “Data Breach” Statistic, 11 Jun 2020
- Thriving in Volatile Times: Bringing Customer Matters into the Boardroom, 22 Jun 2020
- Embedding Resilience: Risk Management - Fraud and Cyber Risks, 23 Jun 2020
- Emerging Corporate Risk of “Weaponised” Fake News, 24 Jun 2020
- Reframing the Future: How to Build a Bridge from Now to Next and Beyond? 25 Jun 2020
- Thriving in Volatile Times: Board Diversity – Why It Matters in a Time Like This, 29 Jun 2020
- Global Virtual Roundtable 2: The New Normal for Boards, 3 Jul 2020
- Thriving in Volatile Times: The Sustainable Transformation – Look Ahead, Look Inside, Look Around, 6 Jul 2020
- Embedding Resilience: Predictions Post Covid-19 – The New Reality, 7 July 2020
- Sources of Funding for Charities and NPOs 8 Jul 2020
- Challenges and Considerations of Virtual Shareholder Meetings, 29 Jul 2020
- Tech: Post Covid-19 Strategy: A Stronger & Resilient Tomorrow, 30 Jul 2020
- Sustainability Deciphered for Business, 27 Aug 2020
- Tech: Data Breach Management, 2 Sep 2020

18. Seminars and Conferences

- Launch of the Singapore Board of Directors Survey, 7 Nov 2019
- ACRA-SGX-SID Audit Committee Seminar 2020, 16 Jan 2020
- Best Risk Management Award Seminar, 3 Feb 2020
- The Singapore Governance and Transparency Forum 2020, 4 Aug 2020
- SID Directors Conference 2020, 25 & 26 Aug 2020
- Launch of the Singapore Board Diversity Index, 16 Sep 2020

19. eLearning Series

- [Excuse Me, Are You a Director?](#)
- [Decoding the Code of Corporate Governance](#)

Note: Online courses



CURRICULUM MAP FOR NONPROFIT DIRECTORS 2020

Governance for Outstanding Organisation Directors (SGOOD)

FORUMS	Focus	NBC	26	NonProfit Board Conversations [🔗]	
		MFG	25	Money For Good	
COURSES	Advanced	SGA	24	SGOOD Advanced	
	Essentials	SGD	23	SGOOD Essentials [🔗]	
	Fundamentals	NFF	22	NonProfit Financial Reporting Fundamentals	
		NBF	21	NonProfit Board And Director Fundamentals	
		SYN	20	So, You Want To Be A NonProfit Director [🔗]	
		Social Enterprise	Charities / IPCs	Societies	Statutory Boards

SCHEDULE OF SID'S NONPROFIT PROFESSIONAL DEVELOPMENT OFFERINGS FOR DIRECTORS

(1 October 2019 to 30 September 2020)

FUNDAMENTALS

20. So, You Want To Be A NonProfit Director? (SYN)
7 July 2020

ESSENTIALS

23. Governance for Outstanding Organisation Directors Programme (SGOOD)

- SGD1: Essentials of NonProfit Board Leadership, 24 Mar 2020
- SGD2: Board Dynamics, 28 July 2020
- SGD3: Board and Management Dynamics, 18 Aug 2020
- SGD4: Talent and Volunteer Management, 8 Sep 2020
- SGD5: Strategy and Board Performance, 29 Sep 2020
- SGD6: Financial Management and Accountability, 3 Oct 2019
- SGD7: Fundraising, Outreach and Advocacy, 31 Oct 2019
- SGD8: Social Trends, 28 Nov 2019

ADVANCED

24. SGOOD Advanced Series (SGA)

- SGA2: Digitalisation and Innovation for NPOs, 8 Jan 2020
- SGA3: Branding for NPOs, 18 Feb 2020

FOCUS

25. Money for Good (MFG)

- Managing Cash and Donations for NPOs, 26 Nov 2019
- Reserve Management and Drafting Investment Policy Statement, 2 Dec 2019
- Fund Raising Tips and Best Practices, 14 Jan 2020

26. NonProfit Board Conversation (NBC)

- Conversation with Minister Chan Chun Sing, 14 Jul 2020

Note: Online courses

CORPORATE GOVERNANCE REPORT



CORPORATE GOVERNANCE REPORT



(For the period 1 October 2019 to 30 September 2020)

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 issued by the Monetary Authority of Singapore 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 Constitution. As the highest policy and decision-making body of 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 20 members, of whom 16 are elected and four are co-opted.

The Council members and their individual profiles are shown on pages 7 to 11 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 Executive team to achieve this objective.

The Council has also set up 21 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 experience to lead and control the Institute.

The current group of 20 Council members covers the following dimensions:

- Eight members (40 per cent) are practising directors (they are non-executives who function mainly as independent directors).
- Five members (25 per cent) are from the major professions (legal, public accounting, investor relations/PR, search/HR) with not more than two from each profession.
- The rest are executives (as well as directors) from a variety of industry backgrounds including government, banking, technology, property and retail.
- Five members (25 per cent) are female.
- Five members (25 per cent) are from ethnic minorities (they are non-Chinese and/or non-Singaporean).

Renewal of Council

To enhance council renewal, term limits were introduced in the SID Constitution in October 2012.

At the AGM of November 2019, three Council members were elected/re-elected, while two Council members stepped down without seeking election/re-election. Four Council members were subsequently co-opted into the Council after the AGM. At the AGM of November 2020, at least six Council members are expected to step down, but some will be standing for re-election.

The nomination process for the identification of candidates for the Council entails SID sending out a circular to all members in July of each calendar year, calling for interested candidates for Council and Committees. Existing Council members will meet with interested candidates to share the expectations and requirements for being on the Council and Committees. In 2020, a total of 58 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 and Governance Committee

Programme Committees

1. Advocacy and Research Committee
2. Board Diversity and Appointments Committee
3. Boardroom Matters Editorial Review & Technical Review Committees
4. Branding and Communication Committee
5. Bulletin Committee
6. Membership and Growth Committee
7. NonProfit Organisations Committee
8. Professional Development Committee 1 (Traditional)
9. Professional Development Committee 2 (Online)

Ad Hoc Committees/Task Forces

1. Annual Conference Committee
2. Annual Golf Tournament Committee
3. ASEAN CG Scorecard Committee
4. Audit Committee Chapter
 - AC Chapter Committee
5. Board of Directors Survey 2019 Committee
6. Corporate Governance Benchmarks Committee
7. Singapore Corporate Awards
 - Best CEO Award Working Committee
 - Best CEO Award Judging Panel
 - Best Managed Board Award Working Committee
 - Best Managed Board Award Judging Panel
 - Best Investor Relations Award Working Committee
 - Best Investor Relations Award Judging Panel
 - Best Risk Management Award Working Committee
 - Best Risk Management Award Judging Panel
8. Singapore Governance and Transparency Index
 - Working Committee
 - Advisory Panel

Each Committee has a defined set of terms of reference that is approved by the Council. Members of the Committees are renewed every year. The main Committees are chaired by a Council member, and members comprise other Council members and volunteers. These Committees collectively mobilise about 100 individuals, in addition to the existing Council members.

Executive Team

The affairs of SID are managed on a day-to-day basis by a team of 14, headed by the Executive Director.

The Executive is fully accountable to the Council.

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

2. Disclosure and 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

An SID Governing Council Handbook was developed and approved by the Council in 2014. Updates are approved by the Council at its meetings.

The Handbook sets out policies, guidelines and practices of the Council. It 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 Executive Team.

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

The Executive Director and select Executive team 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 SID Governing 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, as appropriate, 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 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 three 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:

Table 1. Attendance of Council Meetings¹

Name of Director	Council Meetings		Comments
	Attended	Held ²	
Tham Sai Choy	5	6	
Wong Su-Yen	6	6	
Adrian Chan Pengee	6	6	
Ramlee Bin Buang	5	6	
Wilson Chew Huat Chye	4	6	
Ferdinand de Bakker	6	6	
Junie Foo Kwee Joen	5	6	
Philip William Forrest	6	6	
Pauline Goh	6	6	
Theresa Goh Cheng Keow	5	6	
Howie Lau How Sin	6	6	
Derek Lau Tiong Seng	4	6	
Lee Suan Hiang	5	6	
Ng Wai King	3	6	
Poh Mui Hoon	6	6	
Soh Gim Teik	5	6	
Tan Boon Gin	4	6	
Max Loh Khum Whai	3	6	Joined Council on 19 Nov 2019
Parekh Nihil Rajnikant	5	6	Joined Council on 19 Nov 2019
Jaspal Singh	6	6	Joined Council on 19 Nov 2019

¹ Council meetings are for the period 1 October 2019 to 30 September 2020.

² Denotes the number of Council meetings held during the Council member's term of office (within the period 1 October 2019 to 30 September 2020).

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 sustainability.

Council Induction

The Executive Director conducts an 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 will be done in October 2020 and the findings will be reviewed at the upcoming Council retreat scheduled for November 2020.

3. Strategy Implementation

Principle: SID is set up to accomplish the objectives set out in its Constitution 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 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

SID held a retreat on 19 November 2019 to review strategy, focus and work priorities for organisational transformation. The session was facilitated by AT Kearney.

Programme Management

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

The incoming Council approves the terms of reference for each Committee, its key objectives and work plan for the year.

At every Council meeting, updates are provided on Committees' 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 defines and implements its plans, manages its operations and delivers 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.

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 Chairs.

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. SID also has a volunteer policy that sets out the courses and events that SID Council and Committee members can attend on a complimentary basis.

SID expresses its appreciation to volunteers and partner organisations with modest corporate gifts of SID, publications and souvenirs, and over a Lunar New Year “lo-hei” lunch.

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 Executive team prepares an annual budget with oversight by the Finance Committee and this is submitted to the Council for approval. As a not-for-profit organisation, the focus of the Council is for a breakeven budget, especially at this present stage where investments in staff and infrastructure are needed to take SID to the next stage.

Monthly financial reports are prepared by the Executive team 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.

Audit

The Audit Committee reviews the most recent monthly and annual financial statements of 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 LLP. The external auditor attends most meetings of the Audit Committee.

Internal Controls

Deloitte performed a pro bono internal IT audit review of SID in November 2018. The findings were presented to the Audit Committee in March 2019. SID is now in the process of formalising and enhancing its IT Policy.

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. This year, in view of safety and health considerations of its members, employees and stakeholders, SID moved its annual Directors Conference to the virtual space, and cancelled the 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. It refreshes its collaterals based on the Visual Branding Guide and its website.

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

SID, together with Institute of Singapore Chartered Accountants and *The Business Times*, organises the Singapore Corporate Awards that seek to celebrate the best in corporate governance. As a co-organiser of one of the most prestigious corporate social highlights of the year, this elevates SID's standing in the corporate community. This year, in consideration of the safety and health of its members, employees and stakeholders, the Singapore Corporate Awards were cancelled as the event was deemed not conducive in a virtual setting.

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 partnership with CGIO and CPA Australia, on the Singapore Governance and Transparency Index.

SID's publications and resources, such as the *Corporate Governance Guides for Boards in Singapore* and its Statements of Good Practice, have enhanced SID's position on corporate governance in Singapore.

Media

SID has sought to be responsive to the media and maintain a media presence in both the digital space and traditional print and broadcast media. Press releases are issued at major SID event launches, which are shared and distributed in the media network.

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

SID's column, "Boardroom Matters", in *The Business Times* and its financial portal, BTInvest, shares perspectives and thought leadership 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 which set out the upcoming professional development and other offerings.

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

Networking member evenings are usually held on a regular basis.

SID's activities, while generally open to the corporate community, are usually offered to members at a discount when a fee is charged. This year, partly because of the Covid-19 pandemic, several online events were made available to members on a complimentary basis.

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 when discharging their duties as directors.

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



FINANCIAL REPORT



Directors' Statement

The Directors of the Singapore Institute of Directors (the "Company") present their statement to the members together with the audited financial statements of the Company for the financial year ended 30 June 2020.

1. Opinion of the Directors

In the opinion of the Directors,

- (a) the accompanying financial statements of the Company together with the notes thereon as set out on pages 46 to 68 are properly drawn up in accordance with the provision of Singapore Companies Act, Chapter 50 (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 2020 and of the financial performance, changes in accumulated surplus and cash flows of the Company for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The Directors of the Company in office at the date of this statement are as follows:

Tham Sai Choy	(Chairman)
Wong Su Yen	(First Vice-Chair)
Adrian Chan Pengee	(Second Vice-Chair)
Ramlee Bin Buang	(Treasurer)
Wilson Chew Huat Chye	
Ferdinand De Bakker	
Junie Foo Kwee Joen	
Philip William Forrest	
Pauline Goh	
Theresa Goh Cheng Keow	
Howie Lau How Sin	
Derek Lau Tiong Seng	
Lee Suan Hiang	
Ng Wai King	
Poh Mui Hoon	
Soh Gim Teik	
Tan Boon Gin	
Max Loh Khum Whai	Appointed on 19 November 2019
Parekh Nimil Rajnikant	Appointed on 19 November 2019
Jaspal Singh	Appointed on 19 November 2019

As the Company is a company limited by guarantee, the Company is not required to report on the matters to be disclosed under Para (2), (5), (6) and (9) of the Twelfth Schedule of the Act.

Directors' Statement (cont'd)

3. 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 by reason of a contract made by the Company or a related corporation with the director or with a firm of which he/she is a member, or with a company in which he/she has a substantial financial interest.

4. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Tham Sai Choy
Director

Ramlee Bin Buang
Director

Singapore
15 September 2020

Independent Auditor's Report

To the Members of Singapore Institute Of Directors

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Singapore Institute of Directors (the "Company") as set out on pages 46-68, which comprise the statement of financial position as at 30 June 2020, the statement of comprehensive income, statement of changes in accumulated surplus and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 30 June 2020 and of the financial performance, changes in accumulated surplus and cash flows of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (cont'd)

To the Members of Singapore Institute Of Directors

Responsibilities of Management and Directors 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 Act and FRSs, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Directors' responsibilities include overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Independent Auditor's Report (cont'd)

To the Members of Singapore Institute Of Directors

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

15 September 2020

Statement of Financial Position

As at 30 June 2020

	Note	2020 \$	2019 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	5,525,134	4,942,042
Trade receivables	7	91,508	381,988
Other receivables and prepayments	8	284,947	303,762
Total current assets		5,901,589	5,627,792
Non-current assets			
Plant and equipment	9	220,414	288,141
Right-of-use asset	10	757,685	-
Total non-current assets		978,099	288,141
Total assets		6,879,688	5,915,933
LIABILITIES AND EQUITY			
Current liabilities			
Subscriptions received in advance	11	640,773	650,074
Course fees received in advance	12	431,331	308,309
Other payables	13	746,956	1,083,555
Lease liabilities	14	216,397	-
Income tax payables	18	18,546	-
Total current liabilities		2,054,003	2,041,938
Non-current liabilities			
Subscriptions received in advance	11	624,765	676,895
Lease liabilities	14	555,384	-
Total non-current liabilities		1,180,149	676,895
Total liabilities		3,234,152	2,718,833
Reserves			
Accumulated surplus		3,645,536	3,197,100
Total liabilities and equity		6,879,688	5,915,933

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

Statement of Comprehensive Income

For the Financial Year ended 30 June 2020

	Note	2020 \$	2019 \$
Revenue	15	2,827,626	3,156,837
Other operating income	16	407,953	497,708
Course, seminar and golf tournament expenses		(489,880)	(799,125)
Staff costs		(1,545,544)	(1,719,315)
Depreciation expense:			
- Plant and equipment	9	(80,952)	(74,748)
- Right-of-use asset	10	(221,761)	-
Other operating expenses	17	(405,634)	(800,585)
Interest expense	14	(24,826)	-
Surplus before income tax		466,982	260,772
Income tax (expense)/credit	18	(18,546)	17,000
Surplus for the financial year, representing total comprehensive income for the financial year	19	448,436	277,772

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

Statement of Changes in Accumulated Surplus

For the Financial Year ended 30 June 2020

	Accumulated surplus \$
Balance at 1 July 2018	2,919,328
Total comprehensive income for the financial year	277,772
	<hr/>
Balance at 30 June 2019	3,197,100
Total comprehensive income for the financial year	448,436
	<hr/>
Balance at 30 June 2020	<u>3,645,536</u>

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

Statement of Cash Flows

For the Financial Year ended 30 June 2020

	Note	2020 \$	2019 \$
Operating activities			
Surplus before income tax		466,982	260,772
Adjustments for:			
Depreciation expense:			
- Plant and equipment	9	80,952	74,748
- Right-to-use asset	10	221,761	-
Loss allowances for impairment	7	(249)	15,229
Interest income	16	(77,072)	(63,891)
Interest expense	14	24,826	-
Loss on disposal of plant and equipment		399	3,730
Reversal of provision for reinstatement cost for old premises	16	-	(40,286)
Operating cash flows before movements in working capital		717,599	250,302
Changes in working capital:			
Trade receivables		290,729	(109,994)
Other receivables and prepayments		18,815	40,665
Subscriptions received in advance		(61,431)	144,646
Course fees received in advance		123,022	237,411
Other payables		(336,599)	(91,065)
Net cash generated from operating activities		752,135	471,965
Investing activities			
Interest received	16	77,072	63,891
Purchase of plant and equipment	9	(13,624)	(277,658)
Net cash generated from/(used in) investing activities		63,448	(213,767)
Financing activities			
Repayments of principal and interest of lease liabilities	14	(232,491)	-
Net cash used in financing activities		(232,491)	-
Net increase in cash and cash equivalents		583,092	258,198
Cash and cash equivalents at beginning of financial year		4,942,042	4,683,844
Cash and cash equivalents at end of financial year	6	5,525,134	4,942,042

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

Notes to Financial Statements

For the Financial Year ended 30 June 2020

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General

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 #11-03 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 Article 1G of the Company's Constitution, 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 2020, the Company has a total of 2,999 members (2019: 2,896).

The financial statements of the Company for the year ended 30 June 2020 were authorised for issue by the Board of Directors on 15 September 2020.

2. Basis of preparation

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. 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.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

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, except for changes in accounting policies arising from adoption of FRS 116 Leases as disclosed in Note 3.5 to the financial statements.

3. Significant accounting policies

3.1 Financial instruments

Financial assets and financial liabilities are recognised on the statements of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets

The Company classifies its financial assets into amortised cost in accordance to the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Company shall reclassify its affected financial assets when and only when the Company changes its business model for managing these financial assets.

Amortised cost

These financial assets for which the objective of the Company is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest method.

Impairment provisions for trade receivables are recognised based on the simplified approach within FRS 109 using the provision matrix to determine the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administrative expenses in the statement of comprehensive income. On confirmation that the trade receivables will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

The Company's financial assets measured at amortised cost comprise trade and other receivables (exclude prepayments and government grant receivable) and cash and cash equivalents in the statement of financial position.

Derecognition of financial assets

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.

On derecognition, any difference between the carrying amount and the sum of proceeds received and amounts previously recognised in other comprehensive income is recognised in profit or loss.

Financial Liabilities

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: other payables and lease liabilities. 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.

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.

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.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

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.

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 basis:

Renovation and refurbishment	20% - 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.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

3.5 Leases

As lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with duration of twelve months or less.

The payments for leases of low value assets and short-term leases are recognised as an expense on a straight-line basis over the lease term.

Initial measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used.

On initial recognition, the carrying amount of lease liabilities also includes and if applicable:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Company if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of lease liabilities, reduced by any lease incentives received and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Subsequent measurement

Right-of-use assets are subsequently measured at cost less any accumulated depreciation, any accumulated impairment loss and, if applicable, adjusted for any remeasurement of the lease liabilities. The right-of-use assets under cost model are depreciated on a straight-line basis over the shorter of either the remaining lease term or the remaining useful life of the right-of-use assets. If the lease transfers ownership of the underlying asset by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise the purchase option, the right-of-use assets are depreciated over the useful life of the underlying asset.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

The carrying amount of right-of-use assets are reviewed for impairment when events or changes in circumstances indicate that the right-of-use asset may be impaired. The accounting policy on impairment is as described in Note 3.2 to the financial statements.

Subsequent to initial measurement, lease liabilities are adjusted to reflect interest charged at a constant periodic rate over the remaining lease liabilities, lease payment made and if applicable, account for any remeasurement due to reassessment or lease modifications.

After the commencement date, interest on the lease liabilities are recognised in profit or loss, unless the costs are eligible for capitalisation in accordance with other applicable standards.

When the Company revises its estimate of any lease term (i.e. probability of extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments over the revised term. The carrying amount of lease liabilities is similarly revised when the variable element of the future lease payment dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying amount of the right-of-use assets. If the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of lease liabilities, the remaining amount of the remeasurement is recognised directly in profit or loss.

When the Company renegotiates the contractual terms of a lease with the lessor, the accounting treatment depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional right-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- In all other cases where the renegotiation increases the scope of the lease (i.e. extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- If the renegotiation results in a decrease in scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference being recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For lease contracts that convey a right to use an identified asset and require services to be provided by the lessor, the Company has elected to account for the entire contract as a lease. The Company does not allocate any amount of contractual payments to, and account separately for, any services provided by the lessor as part of the contract.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

Accounting policy prior to 1 July 2019

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.

Changes in accounting policies

The Company applied FRS 116 retrospectively with the cumulative effect of initially applying this standard as an adjustment to the opening retained earnings as at 1 July 2019 (the “date of initial application”). The Company elected to apply the practical expedient to not reassess whether a contract is, or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under FRS 17 were not reassessed.

In applying the modified retrospective approach, the Company has taken advantage of the following practical expedients:

- Leases with a remaining term of twelve months from the date of initial application have been accounted for as short-term leases (i.e. not recognised on statement of financial position) even though the initial term of the leases from lease commencement date may have been more than twelve months;
- For the purpose of measuring the right-of-use asset, hindsight has been used. Therefore, it has been measured based on prevailing estimates at the date of initial application and not retrospectively by making estimates and judgements (such as lease terms) based on circumstances on or after the lease commencement date.

As a lessee, the Company previously classified leases as operating lease based on its assessment of whether the lease transferred substantially all the risks and rewards of ownership. Under FRS 116, the Company recognises right-of-use assets and lease liabilities for most leases. For those low-value assets based on the value of the underlying asset when new and leases with a lease term of 12 months or less, the Company has elected not to recognise right-of-use assets and lease liabilities for these leases.

On adoption of FRS 116, the Company recognised right-of-use assets and lease liabilities in relation to commercial leases on office premises, which had previously been classified as operating leases.

Lease liabilities from operating leases under the principles of FRS 17 were measured at the present value of the remaining lease payments, discounted using lessee’s incremental borrowing rate. The weighted average incremental borrowing rate applied to lease liabilities as at 1 July 2019 was 2.8% per annum.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

The right-of-use assets were measured as follows:

- (a) Office premises: right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.
- (b) All other leases: the carrying amount is determined as if FRS 116 being applied from the commencement date of the leases, subject to the practical expedients listed above.

The effect of adopting FRS 116 as at 1 July 2019 was as follows:

	\$
Assets	
Right-of-use asset	979,446
Liabilities	
Lease liabilities	979,446

The aggregate lease liabilities recognised in the statement of financial position as at 1 July 2019 and the Company's operating lease commitment as at 30 June 2019 can be reconciled as follows :

	\$
Operating lease commitment as at 30 June 2019 (Note 20)	1,054,784
Less: Effect of low value leases	(11,928)
	1,042,856
Effect of discounting using the incremental borrowing rate as at date of initial application	(63,410)
Lease liabilities as at 1 July 2019	979,446

The carrying amount of lease liabilities (Note 14) as at 30 June 2020 was \$771,781. If the incremental borrowing rate had been 1% higher or lower than management's estimates, the Company's lease liabilities would have been lower or higher by \$13,024.

3.6 Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Company expects to be entitled in exchange for transferring promised good or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). The consideration promised in the contracts with customers may include fixed amounts, variable amounts or both. Most of the Company's revenue is derived from fixed price contracts and therefore, the amount of revenue earned for each contract is determined by reference to those fixed prices.

Entrance and subscription fees

Revenue from entrance and subscription fees are recognised over time based on subscription period.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

Seminar and course fees

Revenue from training course fees and seminar fees are recognised at a point in time when services are rendered.

Event income and sponsorships

Event income and sponsorships are recognised at a point in time 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.

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.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

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.

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

4.1 Categories of financial instruments

	2020 \$	2019 \$
Financial assets		
Cash and cash equivalents	5,525,134	4,942,042
Trade receivables	91,508	381,988
Other receivables (excluding prepayments and government grant receivable)	78,509	245,350
Total financial assets carried at amortised cost	<u>5,695,151</u>	<u>5,569,380</u>
Financial liabilities		
Other payables	512,836	603,981
Lease liabilities (Adoption of FRS 116 on 1 July 2019)	771,781	-
Total financial liabilities carried at amortised cost	<u>1,284,617</u>	<u>603,981</u>

Notes to Financial Statements

For the Financial Year ended 30 June 2020

4.2 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.

a. 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 Company does not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics except for the top 3 (2019: 7) trade receivables from outside parties, which accounted for 32% (2019: 51%) of total trade receivables.

Trade and other receivables are written off when there is no reasonable expectation of recovery. Details of credit risks on trade receivables are disclosed in Note 7 to the financial statements.

The Company assesses on a forward-looking basis the expected credit losses (“ECLs”) associated with its financial assets which are mainly cash and bank balances.

Cash and bank balances are placed with financial institutions which are regulated. The Company limits its credit risk exposure in respect of investments by investing only in liquid securities and only with creditworthy financial institutions.

b. 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.

c. 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 cash and cash equivalents which are subjected to insignificant risk of changes in value as they are short-term in nature. Accordingly, no sensitivity analysis is prepared.

d. 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.

The contractual maturity for its financial liabilities in relation to lease liabilities are disclosed in the Note 14 to the financial statements.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

All financial assets and financial liabilities are repayable on demand or due within 1 year from the end of reporting period and are non-interest bearing, except for the fixed deposits and lease liabilities as disclosed in Note 6 and 14 respectively to the financial statements.

e. Fair value of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other receivables (excluding prepayments and government grant receivable), lease liabilities and other payables approximate their respective fair values as at the end of the financial year due to the relative short-term maturity of these financial instruments.

The fair values of the Company's non-current financial liabilities in relation to lease liabilities are disclosed in the Note 14 to financial statements.

4.3 Capital risk management policies and objectives

The Company reviews its capital structure at least annually to ensure that it 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

There are no Company's transactions and arrangements with related parties except for remuneration of key management personnel and the effect of these on the basis determined between the parties is reflected in these financial statements.

(a) Compensation of directors and key management personnel

No director received any remuneration for financial years ended 30 June 2020 and 2019.

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

	2020 \$	2019 \$
Short-term benefits	496,141	602,385
Central Provident Fund contribution	46,858	56,501
	542,999	658,886

6. Cash and cash equivalents

	2020 \$	2019 \$
Cash and bank balances	989,577	900,277
Fixed deposits	4,535,557	4,041,765
Total	5,525,134	4,942,042

Fixed deposits bear average effective interest rate from 0.1% to 2.0% (2019: 1.28% to 2.0%) per annum and for a tenure between 1 and 12 months (2019: 3 and 12 months).

Notes to Financial Statements

For the Financial Year ended 30 June 2020

7. Trade receivables

	2020 \$	2019 \$
Outside parties	106,488	397,217
Loss allowance for impairment	(14,980)	(15,229)
Total	<u>91,508</u>	<u>381,988</u>

Movement in loss allowance for impairment for trade receivables during the financial year were as follows:

	2020 \$	2019 \$
Balance as at the beginning of the financial year	15,229	-
Write back of allowance for impairment of trade receivables	(249)	-
Loss allowance made during the financial year	-	15,229
Balance as at the end of the financial year	<u>14,980</u>	<u>15,229</u>

The average credit period on trade receivables is 30 days (2019: 30 days). No interest is charged on the trade receivables.

The Company applies the simplified approach and uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. In determining the expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging. The Company considers the historical customers' payment profile in Singapore, past due status of the receivables, historical loss rate and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers in Singapore to settle the receivables. The Company has identified the risk in Singapore which it sells services to be the most relevant factors and the historical loss rates is adjusted accordingly based on the expected changes in this factor.

Trade receivables are in default if the debtor fail to make contractual payment when they fall due. Trade receivables are written off when there is no reasonable expectation of recovery, such as the debtor is in severe financial difficulty. Where receivables are written off, the Company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

Based on the above assessment, the expected credit loss ("ECL") is not expected to be significant.

8. Other receivables and prepayments

	2020 \$	2019 \$
Prepayments	108,480	58,412
Deposits	61,314	66,314
Accrued income	17,195	179,036
Government grant receivable	97,958	-
Total	<u>284,947</u>	<u>303,762</u>

Accrued income consists of course fees accrued but not yet billed.

Government grant receivable relates to Jobs Support Scheme.

Other receivables are considered to be a low credit risk and subject to immaterial credit loss.

Notes to Financial Statements

For the Financial Year ended 30 June 2020

9. Plant and equipment

	Renovation & refurbishment	Furniture & fittings	Computers	Office equipment	Website development	Total
	\$	\$	\$	\$	\$	\$
Cost						
At 1 July 2018	253,536	42,343	117,978	72,531	33,030	519,418
Additions	268,028	9,160	6,170	18,300	6,000	307,658
Disposal	(212,350)	(4,868)	(44,276)	(34,024)	-	(295,518)
At 30 June 2019	309,214	46,635	79,872	56,807	39,030	531,558
Additions	-	-	7,550	-	6,074	13,624
Disposal	-	-	(3,820)	(1,589)	-	(5,409)
At 30 June 2020	309,214	46,635	83,602	55,218	45,104	539,773
Accumulated depreciation						
At 1 July 2018	245,098	41,365	103,135	55,588	15,271	460,457
Depreciation for the financial year	39,022	2,126	11,825	10,538	11,237	74,748
Disposal	(211,663)	(4,867)	(44,270)	(30,988)	-	(291,788)
At 30 June 2019	72,457	38,624	70,690	35,138	26,508	243,417
Depreciation for the financial year	53,606	3,536	7,640	6,845	9,325	80,952
Disposal	-	-	(3,818)	(1,192)	-	(5,010)
At 30 June 2020	126,063	42,160	74,512	40,791	35,833	319,359
Carrying amount						
At 1 July 2018	8,438	978	14,843	16,943	17,759	58,961
At 30 June 2019	236,757	8,011	9,182	21,669	12,522	288,141
At 30 June 2020	183,151	4,475	9,090	14,427	9,271	220,414

10. Right-of-use asset

	Office premise \$
Cost	
At 1 July 2019 (Adoption of FRS 116)	979,446
Depreciation for the financial year	(221,761)
At 30 June 2020	757,685

Notes to Financial Statements

For the Financial Year ended 30 June 2020

11. Subscriptions received in advance

This relates to membership fees received in advance which will be recognised in future financial years.

12. Course fees received in advance

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

13. Other payables

	2020 \$	2019 \$
Sundry creditors	17,467	132,468
Accruals	380,036	409,942
Goods and services tax payable	14,230	44,087
Deferred income	189,890	405,487
Provision for reinstatement cost for office property (Note A)	30,000	30,000
Others	115,333	61,571
Total	<u>746,956</u>	<u>1,083,555</u>

Accruals are mainly provisions for staff bonus, unutilised leave and amounts due to Central Provident Fund.

Deferred income represents sponsorship for future events and government grant (Jobs Support Scheme) receivable.

Others refer mainly to sponsorship and table sales in relation to the Singapore Corporate Awards held in July each year which the Company is a joint organiser.

(A) Provision for reinstatement costs

A provision is recognised for the present value of costs to be incurred for the restoration of the office premise.

Movement in this provision is as follows:

	2020 \$	2019 \$
Beginning of the financial year	30,000	40,286
Additions during the year	-	30,000
Reversal during the year	-	(40,286)
End of the financial year	<u>30,000</u>	<u>30,000</u>

Notes to Financial Statements

For the Financial Year ended 30 June 2020

14. Lease liabilities

	Office premise \$
At 1 July 2019 (Adoption of FRS 116)	979,446
	979,446
Interest expense	24,826
Lease payments:	
- Principal portion	(207,665)
- Interest portion	(24,826)
	(232,491)
At 30 June 2020	771,781

The maturity analysis of lease liabilities of the Company at each reporting date are as follows:

	2020 \$	2019 \$
Contractual undiscounted cash flows		
- Not later than a year	235,267	-
- Later than one year and not later than five years	575,098	-
	810,365	-
Less: Future interest expense	(38,584)	-
Present value of lease liabilities	771,781	-
Presented in statement of financial position		
- Current	216,397	-
- Non-current	555,384	-
	771,781	-

15. Revenue

The Company derives revenue from the transfer of services over time and at a point in time as follow:

	At a point in time \$	Over time \$	Total \$
2020			
Entrance and subscription fees	-	938,567	938,567
Seminar and course fees	1,282,217	-	1,282,217
Event income and sponsorships	606,842	-	606,842
Total	1,889,059	938,567	2,827,626

Notes to Financial Statements

For the Financial Year ended 30 June 2020

	At a point in time \$	Over time \$	Total \$
2019			
Entrance and subscription fees	-	851,162	851,162
Seminar and course fees	1,340,690	-	1,340,690
Event income and sponsorships	964,985	-	964,985
Total	2,305,675	851,162	3,156,837

16. Other operating income

	2020 \$	2019 \$
Government grant and project funding	273,929	295,938
Interest income	77,072	63,891
Reversal of provision for reinstatement cost for old premises	-	40,286
Others	56,952	97,593
Total	407,953	497,708

Others include income from advertising, publications and provision of services to boards.

17. Other operating expenses

	2020 \$	2019 \$
Project expenses	113,305	46,969
Advertising, promotions & communications	85,806	246,244
Office rental	-	234,295
Other general & administrative expenses	206,523	273,077
Total	405,634	800,585

Projects in 2020 included:

- ASEAN Corporate Governance Scorecard
- Singapore Governance Transparency Index (SGTI)

Notes to Financial Statements

For the Financial Year ended 30 June 2020

18. Income tax

	2020 \$	2019 \$
Current tax		
Based on results for the year	18,546	-
Deferred tax		
- Over provision in prior years	-	(17,000)
Income tax expense/(credit)	18,546	(17,000)

The income tax expenses varied from the amount of income tax expenses determined by applying the Singapore income tax rate of 17% (2019: 17%) to surplus before income tax as a result of the following differences:

	2020 \$	2019 \$
Surplus before income tax	466,982	260,772
Income tax at statutory rate of 17%	79,387	44,331
Non-taxable items	(32,322)	(50,772)
Non-deductible expenses	20,835	19,311
Deferred tax assets not recognised in profit or loss	-	(4,250)
Utilisation of previously unrecognised tax losses	(25,747)	-
Overprovision of deferred tax in prior years	-	(17,000)
Others	(23,607)	(8,620)
	18,546	(17,000)

Subject to the agreement by relevant tax authorities, as at the end of financial year, the Company has unutilised tax losses of approximately \$nil (2019: \$113,000) which are available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future revenue streams.

19. Surplus for the financial year

	2020 \$	2019 \$
After charging:		
Loss allowance for impairment	(249)	15,229
Loss on disposal of plant and equipment	399	3,730
Cost of defined contribution plan included in staff costs	148,160	157,735
Operating lease expenses	-	234,295

Notes to Financial Statements

For the Financial Year ended 30 June 2020

20. Operating lease arrangements

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

	2019 \$
Future minimum lease payments payable:	
Within one year	239,307
Between one and five years	815,477
	<u>1,054,784</u>

Operating lease payments represent rentals payable by the Company for its office premise and other operating facilities.

As disclosed in Note 3.5, the Company has adopted FRS 116 on 1 July 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the statement of financial position as at 30 June 2020, except for low-value leases.

21. COVID-19 impact

At the date of these financial statements, the consequences of COVID-19 and other events and conditions have been considered and the management has determined that they do not create a material uncertainty that casts doubt upon the Company's ability to continue as a going concern.

The Company will continue to take precautionary measures and implement operational protocols in its operations in response to the current COVID-19 pandemic situation.

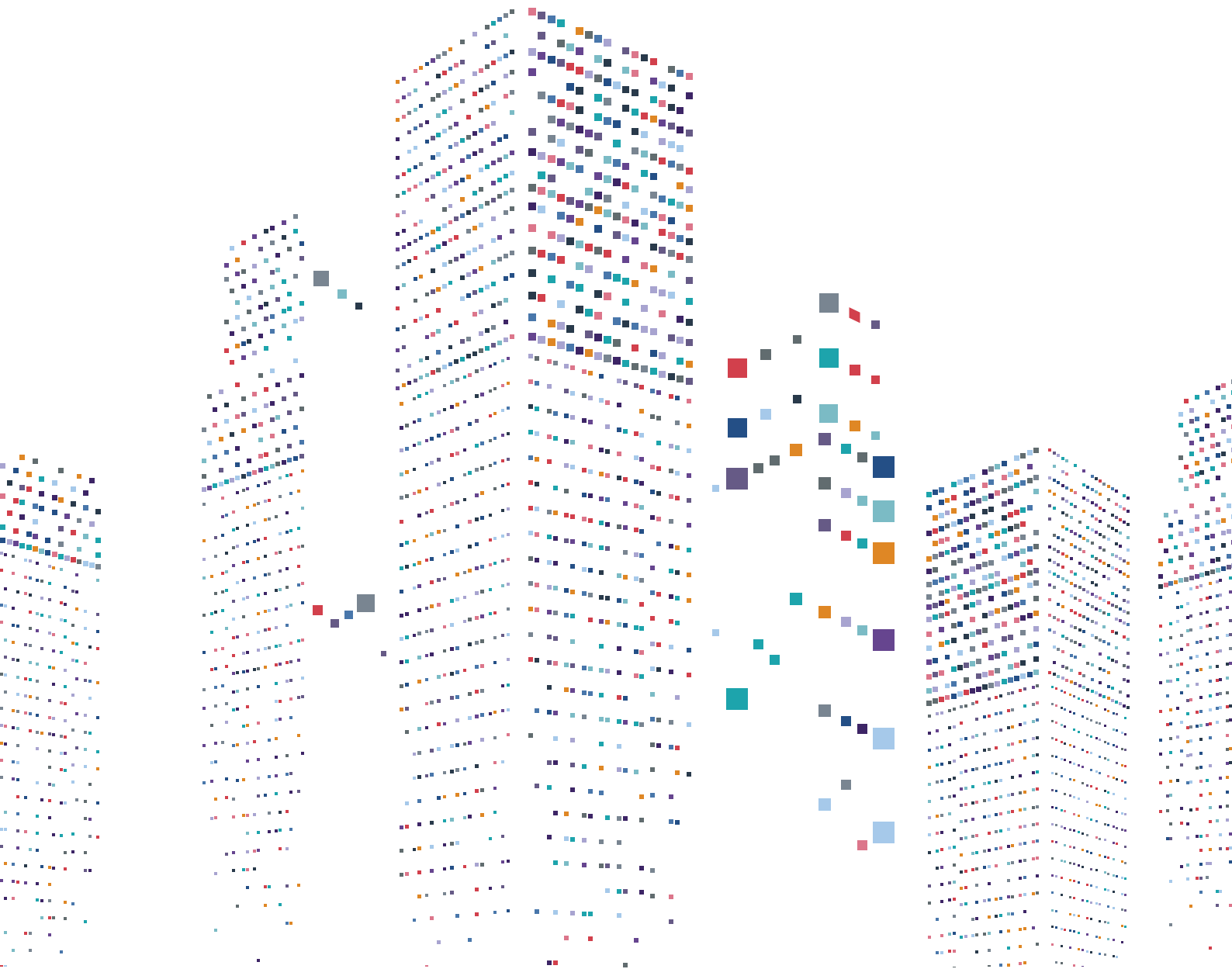
Precautionary measures taken by the Company include, among others:

- Conducting courses and hosting events online.
- Ensuring that functions that can be performed remotely are done from home so that the Company operates with minimum staff strength at the office premise and implement safe distancing measures to reduce physical interactions by staggering work hours and split team arrangements.
- Implementation of internal safety protocol measures.

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