



ANNUAL REPORT 2017

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 #09-06/07 Capital Tower Singapore 068912
Telephone	+65 6422 1188
Fax	+65 6422 1199
Website	www.sid.org.sg

CONTENT

Report by Chairman & Executive Director	2
Programmes & Activities	
Professional Development	6
Forums, Seminars & Conferences	10
Advocacy & Research	16
Communications	20
Corporate Governance Benchmarks	22
Awards	24
Member Engagement	28
Stakeholders	
Members	32
Partners	33
Governing Council	34
Executive Staff	39
Committees	40
Corporate Governance Report	43
Financial Report	53



REPORT BY

Dear Members,

We are pleased to present a review of the performance of the Singapore Institute of Directors, covering the period 1 October 2016 to 30 September 2017.

This year, we continue to operate in a challenging economic environment. Nevertheless, through various programmes and new strategic initiatives, we continue to raise our profile and widen our reach, to better influence the quality of corporate governance and directorship in Singapore.

Corporate governance

Our various programmes to support and improve corporate governance in Singapore continued unabated (see box). These are described in detail in this annual report.

CG Programmes

- Singapore Corporate Awards 2017
- Singapore Governance & Transparency Index 2017
- ASEAN Corporate Governance Scorecard
- *Corporate Governance Guides for Boards and Board Committees in Singapore*
- *Singapore Directorship Report 2016*
- *Singapore Board of Directors Survey 2017*
- *SID Directors' Bulletin*
- Boardroom Matters articles and book
- Roundtables and feedback sessions on regulatory matters

A major milestone was the completion of the *Corporate Governance Guides for Boards and Board Committees in Singapore* project, which started in February 2015. The series of six guidebooks and an e-Guide to the Code of Corporate Governance were produced with the support of five professional firms and the regulators. The full box set of guidebooks and e-Guide were launched in March 2017 by Minister Grace Fu.

This year, SID had a strong focus on sustainability. The Q3 issue of the *SID Directors' Bulletin* and our flagship annual conference (which saw a record turnout of over 1,000 attendees) were based on the theme of sustainability. Several training sessions for directors covered aspects of the subject. We also produced a *Sustainability Guide for Boards* with KPMG and SGX, and organised the inaugural Singapore Sustainability Reporting Awards with EY and SGX.

Now in its second edition, the Singapore Governance & Transparency Index was expanded to include Business Trusts and REITs, making it Singapore's only complete corporate governance rankings of listed entities.

Director Professional Development

Meanwhile, SID conducted over 100 training sessions for directors which were attended by more than 6,000 participants.

Our professional development curriculum continues to be enhanced. Existing courses are being reviewed and updated, whilst several new courses have been added to cover social enterprise directorship, family business

CHAIRMAN & EXECUTIVE DIRECTOR

governance, business trends (disruptive technologies, cyber security, and sustainability), and masterclasses (innovation, strategy, and value creation in family firms).

The Institute also developed an e-learning version of the Directors' Compliance Programme for ACRA, and will be piloting e-learning on other modules for our members.

Membership

We continue to engage and serve our members through social events, networking sessions, and other programmes.

We are especially pleased to report that membership rose by over 12 per cent in the last year to 2,579. Our members are part of a diverse community of governance leaders from the private, public, and non-profit sectors. More female directors have also joined in response to our outreach efforts through strategic partnerships with associations.

Three key accomplishments in the last year were:

- Launch of the first membership chapter, the SID Audit Committee Chapter, to build a community that will enhance the effectiveness of Audit Committees in Singapore. The Chapter got off to a roaring start, with a series of pit-stops and publication of curated articles of relevance to the community.
- Expansion of our Board Appointment Service to post and match members to board opportunities. This has even gained

traction with foreign-based companies seeking to diversify their director candidates.

- Launch of a new website integrated with a CRM backend system, which will improve processing. The site provides easy access to SID resources and tools, and improves functionality for those accessing the website on mobile devices.

In spite of the uncertain economic environment and scaling-up of SID-based activities, our financial situation remains healthy. In fact, we recorded a pre-tax surplus of S\$226,234, primarily from higher member sign-ups, sponsorships, and professional development attendance fees.

We remain committed to advance our mission, and to better engage our members through governance initiatives and director development programmes. The combined efforts of our council, committee members, staff, partners and members have contributed significantly to this journey, allowing us to chart – more steadily and with greater purpose – our course towards being relevant and accessible to all directors.

To this end, we would like to acknowledge all of them for their unstinting support and expertise, which have been crucial to our accomplishments to-date, and which will continue to be.

Willie Cheng
Chairman

Joyce Koh
Executive Director





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

PROGRAMMES & ACTIVITIES

PROFESSIONAL DEVELOPMENT

The professional development of directors is at the heart of SID's mission.

During the year, we organised and conducted over 100 professional development sessions that were attended by more than 6,000 participants. A list of these sessions is on pages 8 and 9.



INSEAD International Directors Programme

Curriculum

SID's educational programmes are delivered in accordance to a framework that maps out the needs of different types of directors at various stages of their directorship journeys. In the last year, we added new courses for directors of commercial companies, family firms and social enterprises.

The current curriculum map is as follows:

FORUMS	Focus	20	Seminars & Conferences				
		19	Current Topics (Talks, Roundtables, Forums)				
		18	AC Pit Stops				
		17	Chairmen's Conversations				
Updates		16	Annual Corporate Governance Roundup				
		15	CG Updates For Listed Companies				
COURSES	Advanced	14	SID-INSEAD International Directors Programme				
		13	SID-SMU Directorship Programme				
		12	Masterclasses For Directors				
		11	Business Future Series NEW!				
		10	Governance, Risk Management and Compliance (GRC) Professional Training Course NEW!				
	Essentials	9	Listed Company Directors Programme			8	NonProfit Directors Programme
		7	Governance For Family Businesses NEW!				
		6	Directors Financial Reporting Essentials				
	Fundamentals	5	Board And Director Fundamentals				
		4	Directors Compliance Programme				
1		So, You Want To Be A Director		2	So, You Want To Be A SE Director NEW!	3	So, You Want To Be A NP Director
			Listed Company (International)	Listed Company	Private Company	Social Enterprise (SE)	NonProfit (NP) Organisation



Masterclasses for Directors : The Director as an Innovation Driver

New Programmes for Company Directors

Four new courses that cater to directors of listed and private companies, as well as social enterprises, were successfully rolled out this year:

- **So, You Want to be a Social Enterprise Director (SYS):**
 The course provides an understanding of social enterprises, the shape of the sector in Singapore and the conundrum of “doing good” and “doing well”. It covers the duties, liabilities and benefits of directorship in social enterprises, and key considerations for joining a social enterprise board.
- **Governance for Family Businesses (GFB):**
 The course is aimed at providing directors of family firms with a better understanding of the range of governance challenges of such closely-held businesses. It presents best practices for family firms and their boards, with examples drawn from real life case studies.
- **Business Future Series (BFS):**
 The Business Future Series comprise several stand-alone courses aimed at providing participants with a deeper

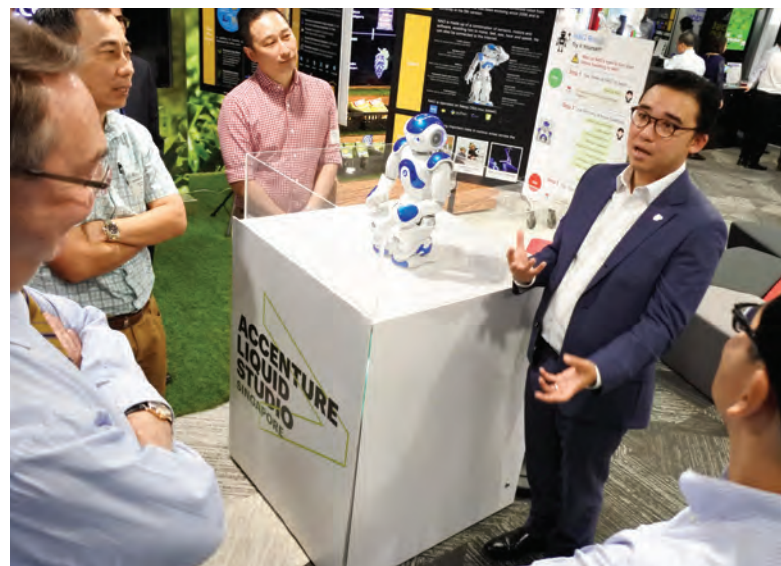
understanding of emerging trends that impact businesses and their competitiveness. The modules cover the emerging areas of Disruptive Technologies, Cyber Security and Sustainability.

- **Masterclasses for Directors (MCD):**
 The Masterclass is an advanced series for the development of soft skills and toolsets of directors. Three new modules were introduced this year:

 - The Director as an Innovation Driver
 - Value Creation for Owners and Directors in Family Firms
 - Strategy at the Board Level

With the formation of the SID Audit Committee Chapter (see page 28), four AC Chapter pit-stops were rolled out this year. They were:

- Relevance of the Enhanced Auditor’s Report (EAR)
- FRSP and AQIs
- Practical Implications of FRS 115 Revenue from Contracts with Customers
- Practical Implications of FRS 109 Accounting for Financial Instruments



Business Future Series : Disruptive Technologies

SCHEDULE OF SID'S CORE PROFESSIONAL DEVELOPMENT OFFERINGS FOR DIRECTORS (1 October 2016 to 30 September 2017)

FUNDAMENTALS

- 1. So, You Want to be a Director? (SYD)**
17 Jan 2017, 3 Aug 2017
- 2. So, You Want to be a Non-Profit Director? (SYN)**
20 Oct 2016, 13 Jun 2017
- 3. So, You Want to be a Social Enterprise Director? (SYS)**
31 Aug 2017
- 4. Directors Compliance Programme (DCP)**
10 Oct 2016, 3 Nov 2016, 10 Jan 2017, 17 Jan 2017, 16 Feb 2017, 28 Feb 2017, 15 Mar 2017, 19 Apr 2017, 25 Apr 2017, 2 May 2017, 22 Aug 2017
- 5. Board And Director Fundamentals (BDF)**
15 Feb 2017

ESSENTIALS

- 6. Directors Financial Reporting Essentials (DFE)**
25 Nov 2016, 17 Feb 2017, 26 Apr 2017, 29 Jun 2017, 30 Aug 2017
- 7. Governance for Family Business (GFB)**
29 Mar 2017
- 8. NonProfit Directors Programme (NDP)**
 - NPD1: The Non-Profit Environment*
13 Oct 2016
 - NPD2: Board and Management Relationship*
10 Nov 2016
 - NPD3: Board Dynamics and Evaluation*
8 Dec 2016
 - NPD4: Strategic Decision Making*
12 Jan 2017
 - NPD5: Financial Management and Accountability*
9 Feb 2017
 - NPD6: Fundraising and Stakeholder Management*
9 Mar 2017
 - NPD7: Social Trends*
13 Apr 2017

9. Listed Company Directors Programme (LCD)

- M1: Listed Company Directors Essentials*
6 Oct 2016, 18 Jan 2017, 8 Mar 2017
17 May 2017, 11 Jul 2017
- M2: Audit Committee Essentials*
11 Oct 2016, 14 Mar 2017, 12 Jul 2017
- M3: Risk Management Essentials*
13 Oct 2016, 21 Mar 2017, 12 Jul 2017
- M4: Nominating Committee Essentials*
19 Oct 2016, 21 Mar 2017, 13 Jul 2017
- M5: Remuneration Committee Essentials*
27 Oct 2016, 24 Mar 2017, 13 Jul 2017
- M6: Investor and Media Relations Essentials*
25 Oct 2016, 24 Mar 2017, 14 Jul 2017
- LCD (Mandarin): Listed Company Directors Essentials Programme*
17-18 May 2017

10. Governance, Risk Management and Compliance (GRC) Professional Training Course

11-13 Jan 2017, 17-19 May 2017, 19-21 Jul 2017

ADVANCED

11. Business Future Series (BFS)

- BFS1: Disruptive Technologies for Directors*
4 Oct 2016, 25 May 2017
- BFS2: Cyber Security for Directors*
14 Oct 2016, 20 Sep 2017
- BFS3: Sustainability for Directors*
23 Feb 2017

12. Masterclasses For Directors (MCD)

- MCD1: The Director as an Innovation Driver*
25 Jul 2017
- MCD2: Value Creation for Owners and Directors in Family Firms*
22 Jun 2017
- MCD3: Strategy at the Board Level*
15 Aug 2017

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

- *M1: The Role of Directors – Duties, Responsibilities & Legal Obligations*
3-5 Apr 2017, 3-5 Jul 2017
- *M2: Assessing Strategic Performance – The Board Level View*
14-16 Nov 2016, 24-26 May 2017
- *M3: Finance for Directors*
21-23 Nov 2016, 26-28 Apr 2017
- *M4: Risk & Crisis Management*
17-18 Aug 2017
- *M5: Strategic Corporate Social Responsibility & Investor Relations*
14-15 Mar 2017
- *M6: Effective Succession Planning & Compensation Decisions*
13-14 Sep 2017

14. SID-INSEAD International Directors Programme

- *IDP1: Board Effectiveness and Dynamics*
18-21 Jun 2017
- *IDP2: Board Efficiency and The Role of Committees*
25-27 Sep 2017
- *IDP3: Development of Boards and Directors*
13-15 Dec 2016
- *INSEAD Directors Forum*
28 Feb 2017

UPDATES

16. Corporate Governance Roundup

24 Nov 2016

FOCUS

17. Chairmen's Conversations (CMC)

CMC1: Board Risk Committee

- *Oversight of the intersection of sustainability, risk and strategy (Oliver Wyman)*
8 Nov 2016
- *How to spot a culture problem from the boardroom (KPMG)*
17 Aug 2017

CMC3: Audit Committee

- *Auditing at the speed of business using data analytics (EY)*
18 Aug 2016
- *Courage under fire: Embracing Disruption (Deloitte)*
13 Apr 2017

CMC 4: Nominating Committee

- *Who will be Singapore's next PM? Lessons on succession planning for companies (Willis Towers Watson)*
25 Nov 2016

18. AC Chapter Pit Stops (ACP)

- *Relevance of the Enhanced Auditor's Report (EAR)*
16 Feb 2017
- *FRSP and AQIs*
12 Apr 2017
- *Practical Implications of FRS 115 Revenue from Contracts with Customers*
27 Jul 2017
- *Practical Implications of FRS 109 Accounting for Financial Instruments*
7 Sep 2017

19. Current Topics (CTP)

- *Dialogue with Minister – Preparing the Board for the Runway Economy and an Uncertain 2017*
10 Feb 2017
- *"Dualing" over Governance, Risks and Rewards*
28 Feb 2017
- *COSO ERM Workshop*
23 Mar 2017
- *High Performance Boards: Boards that Transcend Governance and Accelerate Business*
24 May 2017
- *Business Value of Sustainability*
27 Jun 2017
- *Private Equity vs Public Markets*
21 Jul 2017
- *Executive and Directors Remuneration*
26 Jul 2017
- *Global Board Culture: Understanding the Behaviours that Drive Board Effectiveness*
22 Aug 2017

20. Seminars and Conferences

- *Launch of the Singapore Directorship Report 2016*
18 Oct 2016
- *ACRA-SGX-SID Audit Committee Seminar 2017*
13 Jan 2017
- *Final Launch of the CG Guides for Boards in Singapore and e-Guide*
23 Mar 2017
- *SID-CGIO: ASEAN Corporate Governance Scorecard Briefing*
4 May 2017
- *SID-CGIO-CPAA: The Singapore Governance and Transparency Forum*
1 Aug 2017
- *SID Directors' Conference 2017: The Sustainability Imperative*
12 Sep 2017

FORUMS, SEMINARS AND CONFERENCES



SID Annual CG Roundup

In addition to the core professional development courses, SID conducts forums, seminars and conferences on current topics, and also for specific constituencies of directors.

Most of these are held as Current Topics by way of roundtables, briefings and forums for small groups of less than a hundred participants. More significant events are held as half- to full-day Seminars and Conferences for larger audiences.

A list of the Current Topics, Seminars and Conferences that were held in the last 12 months is provided on page 9. Several of them are highlighted here.

SID Annual CG Roundup

Corporate Governance Roundup 2016

On 24 November 2016, SID held its year-end roundup of key topics impacting corporate governance and directorship. Participants were refreshed on the year's happenings in corporate governance and directorship matters through short presentations made by SID council members. A total of 10 hot areas, which ranged from regulatory changes to non-profit directorship to digital and value creation were shared.

The book *Boardroom Matters Vol III: Towards Effective Boards*, was launched at the event.





The Audit Committee Seminar 2017

The Audit Committee Seminar 2017

On 13 January 2017, SID organised its third Audit Committee Seminar with ACRA and SGX at the Marina Mandarin Singapore. The seminar titled “Rising Above Complexities – What Audit Committees Should Consider” received an overwhelming participation from more than 550 directors and professionals. They were updated on the latest regulatory developments in continuing obligations, audit and financial reporting impacting audit committees.

The event also witnessed the launch of the new *Audit Committee Guide* produced by SID with the support of ACRA, MAS and SGX and a 2017 *Mini-Guide for Audit Committees*, produced by SID, ACRA and PwC.

Dialogue with the Minister

A session with Mr Ong Ye Kung, Minister for Education (Higher Education and Skills) and Second Minister for Defence was held on 10



February 2017 at the Credit Suisse Wealth Institute.

More than 100 directors attended the dialogue session to hear the Minister speak candidly on a variety of matters including the Committee on the Future Economy (CFE) report, economic situation, government policies and politics.



Dialogue with the Minister



Dual-Class Share Forum

Dual-Class Share Forum

A forum was organised on 28 February 2017 to receive inputs from the director community on the SGX Consultation Paper: *Possible Listing Framework for Dual-Class Share Structures*.

The forum which was attended by about 100 participants, generated much debate on the pros and cons of dual-class share structures, and implications for the local bourse and the corporate governance landscape. These views were taken into consideration in SID's submission response to SGX on its Consultation Paper.

Private Equity vs Public Markets

On 21 July 2017, SID held a forum on "Private Equity vs Public Markets" which gathered over



100 directors at the Marina Mandarin Singapore. The forum looked at the delisting trends in Singapore, the level of privatisation activities, and the immense growth of private equity funds in recent years.



Private Equity vs Public Markets



ANNUAL CONFERENCE



SID held its flagship annual conference on 12 September 2017 at the Suntec Singapore Convention and Exhibition Centre. More than 1,000 directors, corporate and NGO leaders attended the event, the largest ever.

The conference theme of “The Sustainability Imperative” was pervasive, showing through in the décor, setup and experiential learning provided to participants.

Participants attending the event were greeted by a mock “Occupy Suntec” demonstration by over 100 placard-carrying teenagers. The youths chanted slogans and demanded for protection of the environment and fair treatment by businesses.

The conference opened with a powerful large-screen video that asked participants to imagine



Minister Chan Chun Sing delivering his guest-of-honour address

a world where sustainability concerns were ignored, and then embraced.

In his guest-of-honour address, Minister Chan Chun Sing provided an overview on Singapore’s sustainability journey over the last 52 years. He said that even though Singapore has reduced its reliance on water imports in the last few decades, new targets should be set to reduce dependence on external energy supplies for the next 50 years. Tapping on more sustainable and renewal energy will not only reduce the threat of energy supply being disrupted, but will also lead to a more sustainable and clean environment to live in.



Mock “Occupy Suntec” demonstration



Keynote speaker Professor Dr. Jan Peter Balkenende

The Minister also launched the *Sustainability Guide for Boards*, and presented trophies to the winners of the inaugural Singapore Sustainability Reporting Awards.

Keynote speaker Professor Dr. Jan Peter Balkenende shared on the similarities between Singapore and The Netherlands, and provided insights on the sustainable efforts around the world and in his country.

At lunch, a 14-year old boy, Dylan Soh, spoke to the adults in the audience of how they were not leaving behind a world adequate for his generation.

Two plenary panels and four breakout panels featuring over 30 speakers discussed the various facets of how boards should respond to the sustainability agenda, and specific factors of Environment, Social and Governance, and the emergence of Hybrid Organisations.



Plenary 1: The Sustainability Agenda - How Should Boards Respond



Dylan Soh speaking at the Global Realities Lunch



Plenary 2: The New Capitalism - Will Hybrid Organisations and New Business Models Succeed?



Sustainability Showcase with over 30 booths

Participants were surprised by a Global Realities Lunch where they were randomly divided into the lower, middle and upper class, with meals served that were appropriate to their social classes.

The Sustainability Showcase featured over 30 mainstream commercial companies, clean tech solution providers, social enterprises and NGOs sharing their sustainability initiatives and innovations.



Breakout Session: Environment - Is There a Change in Climate towards Saving the Earth?



Breakout Session: Social - Serving or Leveraging the Community?



ADVOCACY AND RESEARCH

In its advocacy role, SID researches, provides guidance and communicates its views on corporate governance issues.

Studies of Boards and Directorships

On 18 October 2016, SID together with the Institute of Singapore Chartered Accountants (ISCA) jointly launched the second edition of the biennial *Singapore Directorship Report*. The report was developed in conjunction with Deloitte, Handshakes, Nanyang Business School and NUS Business School, with support from ACRA and SGX. It provided a trend analysis on directorship matters such as tenures, multiple directorships, board structure, and director fees.

SID also commenced work on the *10th Singapore Board of Directors' Survey*. The survey of listed boards is organised with SGX, and conducted in partnership with PwC and Singapore University of Social Sciences (SUSS). The survey findings will be released in November 2017.

Corporate Governance Guides

The *CG Guides for Boards and Board Committees in Singapore* project was successfully completed in March this year.



The two-year project which first commenced in February 2015 is supported by ACRA, MAS and SGX. The development of each Guide was supported by resources from a professional firm and a review panel of leading practitioners, directors and experts in the corporate governance field.

During the year, SID progressively launched the *Board Guide*, and the *Audit Committee Guide*, produced with the support of PwC. The final launch of the project took place on 23 March 2017, with the full box-set comprising latest editions of the five Guidebooks (*Nominating Committee Guide*, *Remuneration Committee Guide*, *Board Risk*

Launch of the Singapore Directorship Report 2016



The Final Launch



Final Launch of the CG Guides and e-Guide

Committee Guide, Audit Committee Guide, and Board Guide) and a Resource Guide, as well as the e-Guide platform developed with the support of Deloitte.

SID hosted a dinner on 21 April 2017 to appreciate all the organisations and individuals for their contributions to the CG Guides project.

A new character, Mr SID (alter ego of SuperSid) who can answer all difficult questions on corporate governance matters, was created in the SID Directors' Bulletin Q2 issue, and made an appearance at both the launch and appreciation event.



CG Guides Appreciation Dinner

Launch of the Board Guide



ADVOCACY AND RESEARCH



Launch of the Sustainability Guide

Sustainability Guide

During the year, SID also produced a *Sustainability Guide for Boards* in collaboration with KPMG, and supported by SGX.

The *Sustainability Guide* was launched at the SID Directors' Conference (see pages 13 to 15).

Boardroom Matters

Since the launch of the weekly column *Boardroom Matters* in 2014 in *The Business Times* and its online portal, *BTInvest*, three volumes of these thought leadership articles authored by SID Council and Committee members, have been compiled:

- *Volume I: Making Sense of Corporate Governance*
- *Volume II: Of Conformance and Performance in Corporate Governance*
- *Volume III: Towards Effective Boards*

The third volume comprising 50 articles produced

from November 2015 to October 2016 was launched in November 2016.

With the completion of three volumes of *Boardroom Matters*, the articles are now produced and appear on a monthly basis, since the beginning of 2017.

Singapore Stewardship Principles

The Singapore Stewardship Principles (SSP) for Responsible Investors was launched in November 2016.

The SSP is a culmination of a two-year effort by a Working Group of 10 organisations, of which SID is a member. With the launch of the SSP, SID now forms part of the Steering Committee that will oversee and promote the SSP.

A series of networking on the SSP was planned and organised for organisations, aimed at fostering good partnerships in promoting the SSP. The first networking session kicked off on 12 April 2017.



Launch of Boardroom Matters Volume III



Corporate Governance & Directorship Issues

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

SID regularly organises roundtables and forums on various issues, often in response to invitations to provide feedback on relevant matters. During the year, these included:

- **Dual-Class Share Structures:** Following the issue of SGX’s Consultation Paper on *Possible Listing Framework for Dual Class Share Structures*, SID organised a Forum on Dual-Class Shares Structures on 28 February 2017 to solicit views on the matter, and a response paper was submitted to SGX on 17 April 2017.
- **Enhanced Auditors’ Report:** SID participated and arranged for SID AC Chapter members to join the focus group discussions organised by ACRA on implementation experience with the Enhanced Auditors’ Report. Two sessions were held on 5 and 10 July 2017 as part of ACRA’s joint-study with ACCA, ISCA and NTU.

SID also engages the media on various corporate governance and directorship-related issues. In the last year, SID provided commentaries and observations on the practices and adoption of corporate governance at companies.

Network

SID council members sit in various boards and committees of key organisations in the corporate governance ecosystem. These include representation on the Corporate Governance Council, Policy Committee of the Global Network of Director Institutes, Accounting Standards Council, ACRA, Diversity Action Committee, ISCA, Law Society of Singapore, SMU, NTU, NUS, Securities Industry Council, Singapore Corporate Counsel Association and SGX.

SID Research and Publications



COMMUNICATIONS



SID Programmes and Publications



SID publications given out at events

SID regularly reviews its branding and communications to ensure that it remains relevant to its membership, and reflects its role as the national association for directors in Singapore.

Collaterals

SID seeks to refresh its collaterals and marketing brochures to provide a distinctive look and feel.

Membership brochures (for commercial companies, nonprofit organisations and individuals) and key programmes such as Board Appointment Services were updated.

With the launch of the SID Audit Committee Chapter, membership forms for the Chapter were also developed. During the year, SID also produced a *SID Professional Development Guide 2017* and an event calendar to guide directors on the range of courses appropriate for their directorship journeys.

Publications

The *SID Directors' Bulletin*, a quarterly communication vehicle, continues to receive positive responses from members for its topical focus on local trends, developments and issues.



SID Membership Forms



The editorial foci for the 2017 issues were:

- 2016 Q4: Cyber Security
- 2017 Q1: Conformance and Performance
- 2017 Q2: Power
- 2017 Q3: Sustainability

SID also produced a booklet with articles that speakers and partners of the SID Directors' Conference 2017 had contributed on topics related to sustainability. Q3 *SID Directors' Bulletin* articles on sustainability were also available on SID mobile app for its 2017 Directors' Conference.

Several other publications were produced in conjunction with SID's advocacy and research thrusts (see pages 16 to 19).

SID Website and CRM System

In February 2017, SID launched a new website which offers members improved functionality, and accessibility via a wide range of web browsers, tablets and smartphones.

The SID staff and committees have expended considerable time and resources over more than a year to design and develop this new website to improve members' experience for accessing information and interacting with SID.

The website is integrated to a new CRM backend system which streamlines registrations and SID's internal processes. The portal also allows for swifter search of SID's CG resources which have been expanded to include the *e-Guide to the Code of Corporate Governance and Board Committees*, and online versions of the *CG Guides for Boards in Singapore*.

Media

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



CORPORATE GOVERNANCE BENCHMARKS

SID has been involved in benchmarks and awards for corporate governance as part of its drive to promote excellence in it. (Awards for corporate governance excellence are covered separately on page 24, under "Awards".)

ASEAN Corporate Governance Scorecard

The ASEAN Corporate Governance Scorecard seeks to provide a common framework for assessing the corporate governance practices of listed companies across six countries in the region – Indonesia, Malaysia, Philippines, Singapore, Thailand and Vietnam.

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

Panellists at the SGTI Forum



Prof Loh presenting the Scorecard

A review meeting in July 2016 of various ASEAN Domestic Ranking Bodies was held to revise the ranking methodology, and to make it more relevant to its various users. The official assessment for 2016 was thus not undertaken, and the next Scorecard ranking for 2017 will be based on the new approach.

On 4 May 2017, SID and CGIO organised a session for the director community to inform them about the new methodology and assessment process.





Companies recognised for governance and transparency

Singapore Governance and Transparency Index (SGTI)

The SGTI is a benchmark for assessing listed companies in Singapore, including REITs and Business Trusts, on their corporate governance disclosures and practices, as well as the timeliness, accessibility and transparency of their financial results.

In August 2017, SID together with CPA Australia and CGIO launched the results of the 2017 SGTI results. Over 200 directors and senior management of companies converged at the Marina Mandarin Singapore for the session titled “Beyond Compliance, Towards Performance”.

The forum presented the findings of the SGTI Study which covered a total of 606 Singapore-listed companies and 42 REITs and Business Trusts that released their annual reports by 31 May 2017. REITs and Business Trusts were included for the first time, making SGTI the first and only complete corporate governance rankings for all listed entities in Singapore.



Participants at the SGTI Forum

AWARDS



Welcome from the organisers

SID organises and supports awards that recognise achievements in good corporate governance.

SID has been a key organiser of the prestigious Singapore Corporate Awards. With the announcement of mandatory sustainability reporting for listed companies in 2016, SID introduced an award for sustainability reporting.

Singapore Corporate Awards

The Singapore Corporate Awards which is jointly organised by SID, ISCA and *The Business Times* celebrated its 12th year. One of the most prestigious events on Singapore's corporate calendar, the Singapore Corporate Awards recognises the best in corporate governance among SGX listed companies.

The black-tie gala dinner was held on 18 July 2017 at the Resorts World Sentosa, with Mr Lawrence

Wong, Minister for National Development and Second Minister for Finance as the guest-of-honour.

There are five main awards. SID administered the Best Managed Board Award, Best CEO Award and the Best Investor Relations Award. The other two awards, the Best CFO Award and Best Annual Report Award, were managed by ISCA.

The theme of the 2017 event was diversity, manifested through the décor for the evening, and diverse pairs of emcee-hosts and award-hosts conducting the event Oscar-style. In addition, the Special Recognition Award to recognise organisations and/or individuals that have demonstrated outstanding and exemplary corporate governance in the conduct of the affairs of boards and organisations was given to Singtel for its boardroom diversity.

Singapore Corporate Award Winners 2017







	Market Cap \$1b and above	Market Cap \$300m to under \$1b	Market Cap Under \$300m	REITs & Business Trusts	Newly Listed Companies
Best Managed Board Award					
Gold	DBS Group Holdings Limited	Keppel Telecommunications & Transportation Limited	Micro-Mechanics (Holdings) Limited		
Silver	CapitaLand Limited	Q & M Dental Group (Singapore) Limited	Dynamic Colours Limited		
Bronze	SATS Limited	Riverstone Holdings Limited	Soilbuild Construction Group Limited		
Best CEO Award	Ms Chua Sock Koong, Singapore Telecommunications Limited	Mr Mark Wakeford, Indofood Agri Resources Limited	Mr Khoo Boo Hor, Sunningdale Tech Limited		
Best Investor Relations Award					
Gold	City Developments Limited	Del Monte Pacific Limited	Micro-Mechanics (Holdings) Limited	CapitaLand Commercial Trust	
Silver	Sembcorp Industries Limited	Tuan Sing Holdings Limited	Centurion Corporation Limited	Ascendas Real Estate Investments Trust	
Bronze	Frasers Centrepoint Limited	Banyan Tree Holdings Limited	ZICO Holdings Inc.	Mapletree Greater China Commercial Trust	
Merit					Secura Group Limited United Global Limited

THE SINGAPORE SUSTAINABILITY REPORTING AWARDS



Winners of the Singapore Sustainability Reporting Awards with Minister Chan Chun Sing



SID organised the inaugural Singapore Sustainability Reporting Awards (SSRA), in collaboration with EY, and with the support of SGX.

Nominations were called for in the first half of the year, and a panel of seven distinguished independent judges examined the sustainability reports for their quality of presentation and the

information disclosed, including the key areas as set out in the SGX sustainability reporting rules and guidelines. The key assessment areas broadly include material ESG factors, sustainability policies, practices and performance.

Minister Chan Chun Sing presented the trophies to winners of the three categories at the SID Directors' Conference 2017.

The winners in the three categories were:

- **Best Inaugural Sustainability Report (Catalist):** Singapore O&G Limited
- **Best Inaugural Sustainability Report (Mainboard):** United Overseas Bank Limited
- **Best Sustainability Report for Established Reporters (Mainboard and Catalist):** City Developments Limited

MEMBER ENGAGEMENT



AC Chapter Pit Stop Series

As a membership organisation, SID seeks to address the needs of directors including community support, director appointments, networking and socials. This section discusses those areas in member engagement which are not covered in the previous sections.

Audit Committee Chapter

With the increasing demands on audit committees and interest among SID members for focused support in this area, an Audit Committee Chapter, the first of its kind in SID, was formed during the year.

The Chapter seeks to build capacity and enhance the effectiveness of audit committees in Singapore, in particular, among the listed companies.

SID soft-launched the AC Chapter initiative on 24 November 2016. This was then formally launched at the ACRA-SGX-SID Audit Committee Seminar in January 2017. A pro-tem committee was formed to develop the framework for the Chapter, and to spearhead the initiative.

Four focus areas were identified: education, publications, advocacy, and CFO engagement. A subcommittee for each focus area was formed to formulate and drive the work plans.

A series of AC Chapter pit-stops was rolled out to allow members to deep-dive into specific areas of significance to audit committees (see page 7).

To further support audit committee members, SID also curated and compiled a list of relevant SID and industry publications on audit committee matters, and catalogued them in the AC Chapter section of the SID website.

Board Appointment Services

The SID Board Appointment Service was expanded and re-launched to help organisations search, in a more comprehensive way, for director candidates from among its members.

Three services were launched to better serve the needs of organisations seeking board candidates: Board Match, Board Post and Director Profile. Organisations can thus leverage on the full suite of services for the entire search, or specific service for part of the search process.

SID proactively reached out to companies to promote the benefits of independent director searches. With the enhanced services, SID has worked on a dozen director search opportunities for both local and international organisations, and successfully placed its members to a good number of these opportunities.

Networking Socials

In the past year, SID organised several sessions for members to network informally. For some sessions, expert speakers were invited to share





Annual Golf Tournament 2017



on topics relating to business or lifestyle topics. Notable sessions were:

- Wine appreciation workshop held on 24 November 2016 at Club Meatballs.
- Dialogue with Minister Ong Ye Kung held on 10 February 2017 at the Credit Suisse Wealth Management Institute on the topic “Preparing the Board for the Runway Economy and an uncertain 2017” (see also page 11).
- A dining experience in total darkness held on 25 May 2017 at Ngee Ann Polytechnic’s Dialogue in the Dark.
- Fellows Evening held on 15 August 2017 through the kind sponsorship of EY, where fellows were treated to the musical, “Forbidden City – Portrait of an Empress”.
- Drinks at the Rookery held on 23 August 2017 for both SID members and non-members to network.

Congratulations to the SID Annual Golf Tournament 2017 winners:

- Overall Individual Winner of the SID Challenge Trophy was Bruce Dahlgren, Max Loh as the First Runner Up, and Koh Soo Keong as the Second Runner up.
- Winning team that clinched the Sembcorp Challenge Shield comprised Alan Chang, Henry Ng, Pradeep K Thiagarajan, Don Quah.

In Appreciation

An appreciation Lunar New Year “lo-hei” lunch was held on 8 February 2017 to appreciate SID committees for their contributions to the Institute, and to update on SID’s plans for the year.



Dialogue in the Dark

Golf

The SID Annual Golf Tournament was held on Friday, 31 March 2017 at the Sentosa Golf Club. The event, in its 17th year, was graced by Mr Lim Swee Say, Minister for Manpower.

Sponsorships to the golf event were fully subscribed by corporations. More than 120 golfers played at the Serapong Course, while four flights of golfers enjoyed their game at the newly refurbished Tanjong Course. The tournament kicked off with a luncheon and concluded with a networking dinner, a lucky draw and a prize-giving ceremony.



Fellows Evening

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



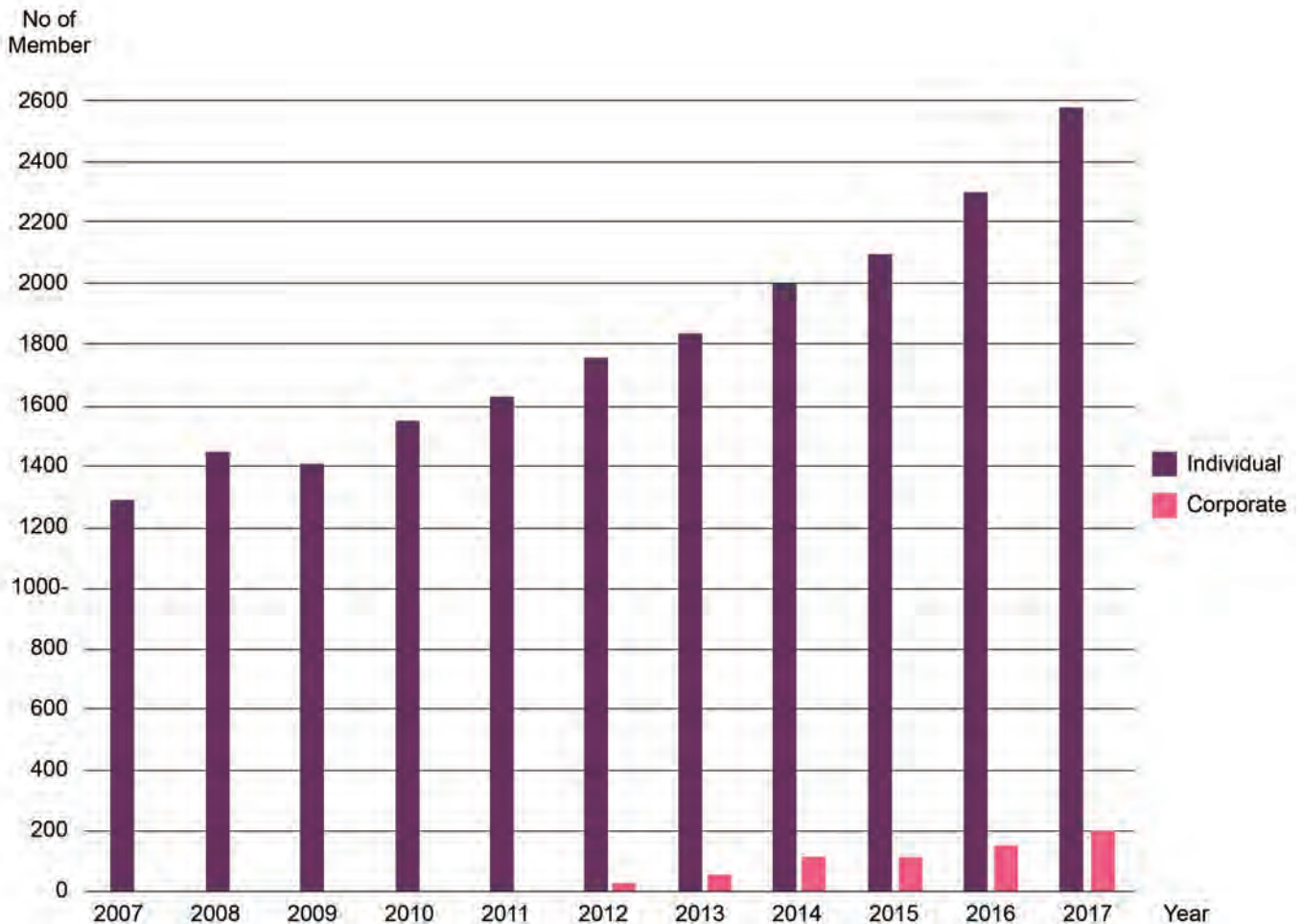
STAKEHOLDERS



MEMBERS

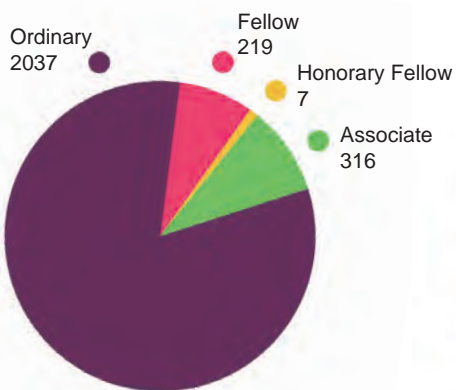
SID total membership has grown by more than 12 per cent, and member numbers now stand at 2,579. More corporates have also come on board during the year.

Membership from 2007 to 2017

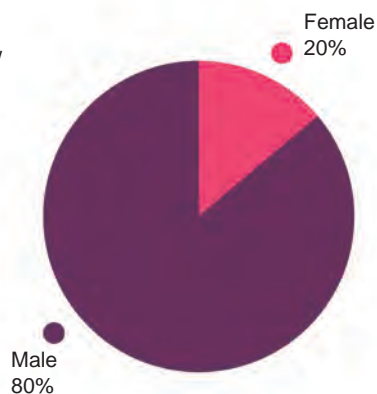


Profile of Individual Members

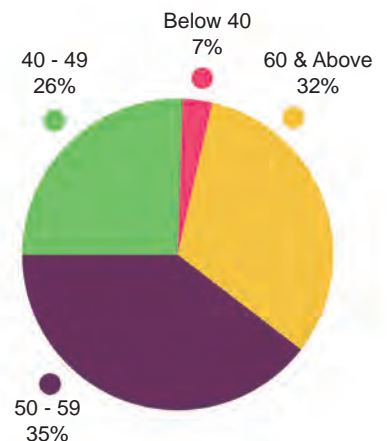
By Category



By Gender



By Age Group



PARTNERS

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

Corporations

- 3M Singapore
- Accenture LLP
- AKIRA Corporation Pte Ltd
- Allen & Gledhill LLP
- Alpha Catalyst Consulting Sdn Bhd
- Aon Singapore
- Apexlynx Leisure Sport Pte Ltd
- ARA Trust Management (Suntec) Ltd
- Ascendas Funds Management (S) Ltd
- Asian Development Bank
- Bacardi-Martini Singapore Pte Ltd
- Bain & Company SE Asia, Inc.
- Bank Julius Baer & Co. Ltd.
- Bank of Singapore Ltd
- BDO LLP
- Board Accord
- BoardPAC
- Boardroom Ltd
- Boardvantage (HK) Ltd
- Bok Seng Group
- Booz Allen Hamilton International Pte. Ltd.
- Boustead Singapore Ltd
- Borden Company Pte Ltd
- Canon Singapore Pte Ltd
- CapitaLand Ltd
- CapitaLand Mall Asia Ltd
- Carlsberg Singapore Pte Ltd
- Cerebos Pacific Ltd
- Certis CISCO Security Pte Ltd
- CITIC Envirotech Ltd
- Citigate Dewe Rogerson i.MAGE Pte Ltd
- City Developments Ltd
- Credit Suisse Wealth Institute
- CSE Global Ltd
- Daimler South East Asia Pte Ltd
- DBS Bank Ltd
- Deloitte & Touche LLP
- Diligent APAC Board Services Pte Ltd
- Dimension Data (Singapore) Pte Ltd
- Egon Zehnder International Pte Ltd
- Ernst & Young LLP
- Far East Hospitality Trust
- FEO Hospitality Asset Management Pte Ltd
- Fraser & Neave, Ltd
- Frasers Centrepoint Ltd
- Great Eastern Life Assurance Co Ltd
- Hall & Partners Ltd
- Handshakes
- Harry Elias Partnership LLP
- Harvey Norman Singapore
- Healthway Medical Corporation Ltd.
- Heidrick & Struggles
- Hewlett-Packard Singapore Pte Ltd
- Hock Tong Bee Pte Ltd
- IronOne Technologies (Pvt) Ltd
- Jardine Cycle & Carriage Ltd
- Jurong Port Pte Ltd
- JS Printing Pte Ltd
- KCS Corporate Services Pte Ltd
- Keppel Corporation Ltd
- Khong Guan Biscuits Factory (S) Pte Ltd
- Korn Ferry
- KPMG LLP
- Lee & Lee Advocates & Solicitors
- M & S Stationery
- M1 Ltd
- Marina Mandarin Singapore by Meritus
- Mandarin Oriental Singapore
- Meiban Group Ltd
- Mencast Holdings Ltd
- Mercer (Singapore) Pte Ltd
- Midas Holdings Ltd
- Morgan Lewis Stamford LLC
- Moore Stephens LLP
- Naili Print Media Pte Ltd
- Nexia TS Pte Ltd
- NTUC Fairprice Co-operative Ltd
- NTUC Income Insurance Co-Operative Ltd
- Oliver Wyman Singapore
- Oni Global Pte Ltd.
- Opal Lawyers LLC
- Orchard Parade Hotel
- OSIM International Ltd
- Outdoor Sports Travel
- Parkway Hospitals Singapore Pte Ltd
- PixelPak
- PricewaterhouseCoopers LLP
- Protiviti Pte Ltd
- Provenance Capital Pte Ltd
- Quann Singapore Pte Ltd
- RAD Station
- Rajah & Tann LLP
- RISIS Pte Ltd
- Rotary Engineering Ltd
- Russell Reynold Associates Singapore Pte Ltd
- RSM Chio Lim LLP
- S&W Fine Foods International Ltd
- SAS Institute Pte Ltd
- Sembcorp Industries Ltd
- Senoko Energy Pte Ltd
- Singapore Exchange Ltd
- Singapore Press Holdings Ltd
- Singapore Telecommunications Ltd
- Skin Inc.
- SP Telecommunications Pte Ltd
- Splunk Services (S) Pte Ltd
- StarHub Ltd
- Straits Interactive Pte Ltd
- Symantec Corporation
- Tat Hong Holdings Ltd
- Telstra Singapore Pte Ltd
- The 1872 Clipper Tea Co.
- The Boston Consulting Group Pte Ltd
- The Cocoa Trees Singapore
- Toshiba Singapore Pte Ltd
- United Overseas Bank Ltd
- UOB Travel
- Valensea LLC
- Willis Towers Watson
- Wilmar Trading Pte Ltd
- Wing Tai Holdings Ltd
- WongPartnership LLP
- Yoma Strategic Holdings Ltd

Other Organisations

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

GOVERNING COUNCIL



Willie Cheng

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

Chairman

Soh Gim Teik



Vice-Chairman

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 also serves as a director and audit committee chairperson in other charitable and non-profit organisations.

Daniel Ee



Vice-Chairman

Mr Daniel Ee is an independent director of Keppel Infrastructure Fund Management Pte Ltd, the trustee manager of Keppel Infrastructure Trust. Mr Ee is also a director of Singapore Mediation Centre. He has served as independent director of listed and unlisted regulated companies since 1999. He spent more than 14 years in investment banking and 10 years in public service. He was with Standard Chartered Merchant Bank Asia Ltd for 10 years from 1989 to 1999, in the latter part as Chief Executive. Mr Ee was conferred the Public Service Medal in 2003.

Gerard Tan Wee Seng



Treasurer

Mr Gerard Tan Wee Seng is a retired partner from PricewaterhouseCoopers LLP, Singapore. He holds a Bachelor of Accountancy (Hons) degree from the University of Singapore and is a Chartered Accountant of the Institute of Chartered Accountant (England & Wales). He is also a Fellow of the Institute of Singapore Chartered Accountants, Fellow of the Singapore Computer Society. He currently serves on the boards and committees of companies and not-for-profit organisations in various capacities as independent director; audit, nomination, remuneration committee chair/member, treasurer and council member. He was also on the panel of judges on the Singapore Corporate Awards, Investor Relations Award, and an instructor on the ACRA-SID Directors Compliance Programme (Finance Module).



Ramlee Bin Buang

Mr Ramlee Bin Buang is Life & Executive Coach and a Financial Consultant with Pharos Institute and Uyko Advisory. He currently sits on the board of various charities, private and public companies. Mr Buang has more than 35 years of experience in international business and finance, investor relations and communications, information technology and audit. Mr Buang is also a member of the Chartered Association of Certified Accountants (United Kingdom), CPA (Australia) and a non-practising member of ISCA and an Associate Certified (ICF) and a Certified Professional Co-Active Coach.

Member

Robert Chew

Mr Robert Chew is a Managing Partner of iGlobe Partners, a technology VC firm, and serves on the boards of Anacle Ltd, StreetSine Pte Ltd and TreeBox Solutions Pte Ltd. He is also a Board Member of Alexandra Health System, Integrated Health Information Systems, Shared Services for Charities, and the National Council of Social Service. Mr Chew was a former Partner of Accenture. He is a Fellow of the Singapore Computer Society (SCS) and was awarded SCS's IT Leader of the Year in 2009. He chairs the Standards Council and was conferred the Public Service Medal in 2013.



Member



Wilson Chew

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. He was awarded the Asia Brand Leadership Award for his outstanding contribution to the applied knowledge of brand strategy in management science. Dr Chew has authored three books and holds a Doctorate in Business Administration from the University of South Australia, an MBA from the University of Strathclyde Graduate Business School, an Executive Diploma In Directorship from SMU/SID and graduated from the Corporate Board Leadership program at Harvard Business School.

Member

Junie Foo

Ms Junie Foo is Head, Corporate Banking Singapore, and Head, Global Subsidiary Banking, Asia Oceania at the Bank of Tokyo-Mitsubishi UFJ Ltd. A champion of women advancing into senior leadership roles, she views a focus on gender diversity within organisations to be both a recipe for business success and a socially responsible measure. A Co-Founder and Chair of BoardAgender, Ms Foo is a former President of Financial Women's Association, current chair of the SCWO Service Fund and a member of the SIM Governing Council (Nominations, Audit Committee). She was on the Diversity Task force and a member of the inaugural Diversity Action Committee. As a seasoned corporate banker, she has previously held positions at ANZ, Standard Chartered Bank and Citibank.



Member



Philip Forrest

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

Member

Irving Low

Mr Irving Low is a partner at KPMG Advisory LLP in Singapore and heads the Risk Consulting Practice for Singapore and Indonesia markets. His other appointment is as the Head of Clients & Markets, which also includes a seat at the KPMG Executive Leadership team. As Head of Markets, he is responsible for the firm's marketing strategy, in addition to marketing communications, branding, visibility and client care. Mr Low is also KPMG's ASPAC leader in developing their Board Advisory Services practice. He is a member of the ISCA Governance Committee and a member of the Internal Audit Committee for the Singapore Accountancy Council (SAC) on behalf of ACRA. He was also a member of the Committee for Future Economy of Singapore, under the professional services work stream.



Member



Poh Mui Hoon

Ms Poh Mui Hoon is a Digital Director on boards of both Singapore Pools and SISTIC.com. Both organisations use technology extensively and are in the midst of transformation to ensure they remain relevant in the digital age. Mui Hoon's career over the years has spanned various technology companies in areas such as electronic payment, e-commerce, systems integration and telecommunications. She is an experienced board director in both the for-profit and non-profit governance. Mui Hoon is a member of the SID Governing Council and Board Member for SATA CommHealth. She also sits on the NTUive Pte Ltd's Investment Committee for the Strategic Research Innovation to evaluate innovative technology ideas. Mui Hoon was conferred the Distinguished Alumni Achievement Award by the Institute of Systems Science, NUS, in 2011 and is currently a Fellow of both the Singapore Institute of Directors and Singapore Computer Society.

Member

Andy Tan Chye Guan

Mr Andy Tan Chye Guan is the Chairman of Asia Pacific Real Estate Association (APREA) Singapore Chapter, a pan-Asian association for institutional investors whose members collectively manage more than US\$1 trillion of real estate assets. He was the CEO of Generali Real Estate Asia at Generali Group, a global Fortune 500 company. Prior, he was the Executive Vice President of MEAG Pacific Star Asset Management where MEAG is Munich Reinsurance asset management arm and Vice President of GIC. He has extensive experience across Asia, Australia and Europe in general management, fund management, investment asset management, stewardship and corporate governance. He also serves on the Board of Singapore Institute of Directors (SID), Singapore Stewardship Principles (SSP) Steering Committee and the Law Society Inquiry Panel appointed by the Chief Justice.



Member



Member

Tan Yen Yen

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



Member

Wong Su-Yen

Ms Wong Su-Yen is CEO of the Human Capital Leadership Institute, Chairman of the Board, Nera Telecommunications, and a member of the Board of Directors at MediaCorp, Yoma Strategic Holdings, and NTUC First Campus. Previously she was Chairman, Singapore, at Marsh & McLennan Companies and Managing Director, ASEAN, at Mercer. Ms Wong has over 20 years' experience in business strategy, strategic human capital development, organisation transformation, operations redesign and risk management. She was named to The Agenda Compensation 100: Top Board Candidates with Pay Setting Skills. She is also an active member of the Young Presidents' Organisation and Women Corporate Directors.



Member

Lee Kim Shin

Mr Lee Kim Shin is the Managing Partner of Allen & Gledhill LLP. He re-joined Allen & Gledhill in March 2015 after having served as a Judicial Commissioner of the Singapore High Court for a year. Mr Lee was appointed Senior Counsel in 2015.

Before his appointment to the bench in January 2014, Mr Lee was with Allen & Gledhill for more than 20 years and was Managing Partner between August 2012 and December 2013. His areas of practice encompass mergers and acquisitions and general corporate advice. Mr Lee has been cited for his expertise in corporate/M&A in several leading legal publications, including *Chambers Global*, *Chambers Asia-Pacific*, *The Legal 500 Asia Pacific* and *IFLR 1000*.

He sits on the Board of Directors of Singapore Airlines Ltd, and is a member of the Governing Board of the Duke-NUS Medical School Singapore.



Member

Tan Boon Gin

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 (MAS) 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. Mr Tan was also awarded the Public Administration (Silver) Medal in 2010.



Member

Ng Wai King

Mr Ng Wai King is the Managing Partner of WongPartnership. Mr Ng's experience focuses on M&A and private equity. He has worked on a substantial number of high profile and complex transactions in Singapore and across the region including SMRT's transition to the new financing framework with LTA and proposed scheme of arrangement with Temasek, KKR's acquisition of Goodpack, Unisteel and MMI; the merger between JTC and Temasek of four operating subsidiaries; DBS's bid for Bank Danamon, and TCC and ThaiBeverage's successful takeover offer for F&N. He graduated from the National University of Singapore where he was awarded the AV Winslow Prize, and obtained a LL.M. from Columbia University School of Law where he graduated as a Harlan Fiske Stone Scholar.

Lee Chong Kwee



Member

Mr Lee Chong Kwee is currently the chairman of Mapletree Logistics Trust Management Ltd. He was previously chairman of Jurong Port Pte Ltd. He started his career with Singapore Airlines and has served in Hong Kong, Japan, USA and the United Kingdom. He then joined the British multinational supply chain company Exel and headed the Asia-Pacific region. His current and previous board positions include listed and non-listed companies in Singapore, China, Hong Kong, India, Malaysia and Philippines.

He graduated from the University of Malaya with a degree in Mathematics and Statistics.



Member

Lee Suan Hiang

Mr Lee Suan Hiang had a varied career in public service as 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 Singapore Note & Coin Advisory 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 (Japan), Chevalier de l'Ordre des Arts et Lettres (France) and NTUC Friend of Labour Award.

Pauline Goh



Member

Ms Pauline Goh is Chief Executive Officer of the Singapore and South East Asia hub of CBRE Group, Inc. (NYSE:CBG), a Fortune 500 and S&P 500 company and the world's largest commercial real estate services and investment firm.

In her 34 years with the company, she has been an important key to its success, having been involved in Singapore's record-breaking property sales and lease transactions. As CEO since 2010, Pauline has steadily built up the South East Asia hub, overseeing all operational, financial, legal and talent management aspects across the firm's South East Asia footprint.

A strong believer of social and philanthropic causes, Pauline volunteers in and is director of several charities and a private philanthropic organisation.

EXECUTIVE STAFF



Left to Right:

- Florence Lum (Operations & Logistics)
- Ann Chong (Advocacy & Professional Development)
- Margaret Chin (Corporate Governance)
- Lavina D'souza (Accounts & Administration)
- Ivy Teo (Accounts & Projects)
- Ani Dinsan (Professional Development)
- Joyce Koh (Executive Director)
- Edwin Lee (Membership Services)
- Sue Anne Kuek (Communications & Publications)
- Ho Mee Kah (Advocacy & Communications)
- Jemmie Yee (Membership Services)
- Haryana Jaafar (Website & Graphic Design)
- Cecilia Cho (Professional Development Administration)

COMMITTEES

Programme Committees

Membership & Growth Committee

Soh Gim Teik (Chairman)
Andy Tan Chye Guan
Philip Forrest
Jehu Chan
Chiang Fock Pong
Juliana Gim Poh Pheng
Gabriel(Roy) Goh De En
Robin Lee
June Lee
Lee Tong Nge
Benedict Lim
Lim Wei Wei
Tommy Loke Hip Meng
Seet Chor Hoon
Alex Tan Kim Heng
Henry Tan
Tonya Tan
Henry Wang Xin Bin
Tracy Wun May Ling
Sonny Yuen

Professional Development Committee

Poh Mui Hoon (Chairman)
Wilson Chew
Tan Yen Yen
Jamal Sheik Abdulla
Lyn Boxall
Jayems Dhingra
Shai Ganu
Martin Garner
Abdul Jabbar Bin Karam Din
John Lee Chuan Guan
Lim Siew Ming
Lu Ling Ling
Bernard Lui
Kathy O'brien
V Ramakrishnan
Behnoud Tahmaseby
Henry Tan Seng Lee
Engelin Teh
Edgar Wong
Robin Yoo
Alan Zeller

Governance, Risk & Compliance (GRC) SubCommittee

Irving Low (Chairman)
Reto Brosi
Jill Chay Suet Yee
Bill Chua Teck Huat
Chua Ser Miang
Robert Fu Qiguo
Yvonne Goh
Warren Kim
Henry Lim Heng Lin
Paul Martin Pavey
Teo Puay Wei
Raymond Tong
Merleen Yap

Advocacy & Research Committee

Lee Kim Shin (Chairman)
Irving Low
Adrian Chan
Mark Erhart
Martin Garner
Eugene Kang
Kevin Kwok
Elaine Lim
Edouard Merette
Ramesh Bharani s/o K.
Nagaratnam
Jon Robinson
Sharon Sng
Terry Wee

Branding and Communications Committee

Philip Forrest (Chairman)
Pauline Goh (Deputy Chairman)
Ferdinand De Bakker
Chan Yu Meng
Marleen Dieleman
Sameer Khan
Marie Helene Mansard
Leonard Optiz Stornes
Victor Yeo
Annabelle Yip

Board Diversity & Appointments Committee

Andy Tan Chye Guan (Chairman)
Junie Foo (Deputy Chairman)
Alvin Cheng Yu-Dong
Nainesh Jaisingh
Mohamed Nasser
Gail Ong
Quek Peck Lim
Osith Ramanathan
Rebekah Woo Peiwei
Hugh Young

Sustainability Committee

Robert Chew (Chairman)
Constant Van Aerschot
Wilson Ang
Chan Kok Pun
Jeremy Goon
Ken Hickson
Ian Hong
John Lee Chuan Guan
Lim Eng Hong
Ben McCarron
Krishna Sadashiv
Dominique Tan Chin Soo
Tan Sze Yen

Task Forces & Project Committees

Singapore Governance and Transparency Index *

Working Committee

John Lim
Melvin Yong
Lawrence Loh

Advisory Panel

Chaly Mah
Stefanie Yuen Thio
Alvin Tay
Loh Hoon Sun
Low Weng Keong

*SGTI committee and advisory panel are set up jointly with CGIO and CCAA

Annual Conference Committee

Robert Chew (Chairman)
Wilson Chew
Philip Forrest
Lee Suan Hiang
Doreen Chew Wai Yin
Dina Coppel
Cherine Fok
Asha Hemrajani
Derrick Kon
Kwok Chui Lian
Patrick Liew
Sam Liew
Dileep Nair
Robin Pho
Teo Mee Hong
Joan Yap
Yee Cheok Hong

Annual Golf Tournament Committee

Tan Yen Yen (Chairman)
Lee Chong Kwee
Chin Chee Choon
Victor Lai
Robin Lee
Lim Chin Hu
Loh Teck Heng
Sandip Talukdar
Raymond Verghese

Board of Directors Survey 2017 Committee

Ng Wai King (Chairman)
Ramlee Bin Buang
Chua Wei Hwa
Fang Eu-Lin
Koh Wei Chern
Jonathan Edward Ramsay
June Sim
Annabelle Yip

Singapore Directorship Report 2016 Committee

Adrian Chan (Chairman)
Basil Chan
Daryl Neo
David Chew
Ho Tuck Chuen
Ho Yew Kee
Joyce Tang
June Sim
Lim Jen Hui
Perrine Oh
Pushpa Kallet
Victor Yeo

Audit Committee Chapter

Committee

Daniel Ee (Chairman)
Adrian Chan
Basil Chan
Gerard Tan

Education SubCommittee

Basil Chan (Chairman)
Chua How Khiang
Lawrence Kwan
Tan Yee Peng
Ng Siew Quan
Henry Tan

Publication SubCommittee

Gerard Tan (Chairman)
Jehu Chan
Kyle Lee
El'fred Boo

Advocacy Focus Group

Adrian Chan (Chairman)
Julia Tay
Tan Peck Joo

Infrastructure Committees

Executive Committee

Willie Cheng (Chairman)
Daniel Ee
Soh Gim Teik
Gerard Tan

Finance Committee

Gerard Tan (Chairman)
Chua How Khiang
Harry Heng
Soh Kok Leong
Tan Eng Kwee
Wong Chee Boon

Audit Committee

Ramlee Bin Buang (Chairman)
Soh Gim Teik
Andy Tan Chye Guan
Adrian Teng Wei Ann
Wan Mei Kit

Nominating & Governance Committee

Daniel Ee (Chairman)
Willie Cheng
Tan Boon Gin

Singapore Corporate Awards Committees

Best Managed Board Award Working Committee

Alvin Chiang
Daniel Ee
Philip Forrest
Yvonne Goh
Genevieve Heng
Surinder Kathpalia
Ku Xian Hong
Lee Chong Kwee
Lee Soo Chye
Ng Siew Quan
Pek Zhi Kai

Best Managed Board Award Judging Panel

Willie Cheng (Panel Chair)
Cheong Hee Kiat
Goh Swee Chen
Torsten Linke
J Y Pillay
Png Cheong Boon
Yeoh Oon Jin

Best CEO Award Working Committee

Fermin Diez Augusto
Poh Mui Hoon
Brindha Bal
Michael Di Cicco
Rung Jaismut
Tracy Lim
Fabian Tan

Best CEO Award Judging Panel

John Lim (Panel Chair)
Willie Cheng
Chong Siak Ching
Choo Chiau Beng
Karen Choy-Xavier
Gerard George
Lee Ark Boon
Tam Chee Chong

Best IR Award Working Committee

Akhil Bheda
Zayne Goh
Gerard Tan
Thomas Yap
Sharon Yeoh

Best IR Award Judging Panel

Lee Suan Hiang (Panel Co-Chair)
Wong Wei Kong (Panel Co-Chair)
Willie Cheng
Loh Hoon Sun
Vishal Sharma
David A Smith
Gabriel Yap

ASEAN CG Scorecard Committee

John Lim
Lawrence Loh

Corporate Governance Guides Committees

Steering Committee

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

Programme Management Team

ACRA Reps Andrew Abraham
Nicholas Ngoh
MAS Reps Lau Mei Seong
Jonathan Tan
SGX Reps Agnes Cheong
Siew Wun Mui
SID Reps Joyce Koh
Margaret Chin

Nominating Committee Guide Working Committee

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

Nominating Committee Guide Review Panel

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

Remuneration Committee Guide Working Committee

Shailesh Ganu (Lead)
Sonalika Ahuja
Kwong Hui Hen
Desmond Lau Kian Liong
Jon Robinson
Tiang Ker Ying
Grace Wu

Remuneration Committee Guide Review Panel

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

Board Risk Committee Guide Working Committee

Irving Low (Lead)
Edouard Bertin-Mourot
Amanda Chew
Richard Chung
Natalie Toh
Emilie Williams

Board Risk Committee Guide Review Panel

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

Board Guide Working Committee

Ng Siew Quan (Lead)
Alvin Chiang
Chua Hsieh Wen

Board Guide Review Panel

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

eGuide to the CG Code Working Committee

David Chew (Lead)
Goh Wei Leong
Hsu Man Pin
Lim Thien Hui

eGuide to the CG Code Review Panel

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

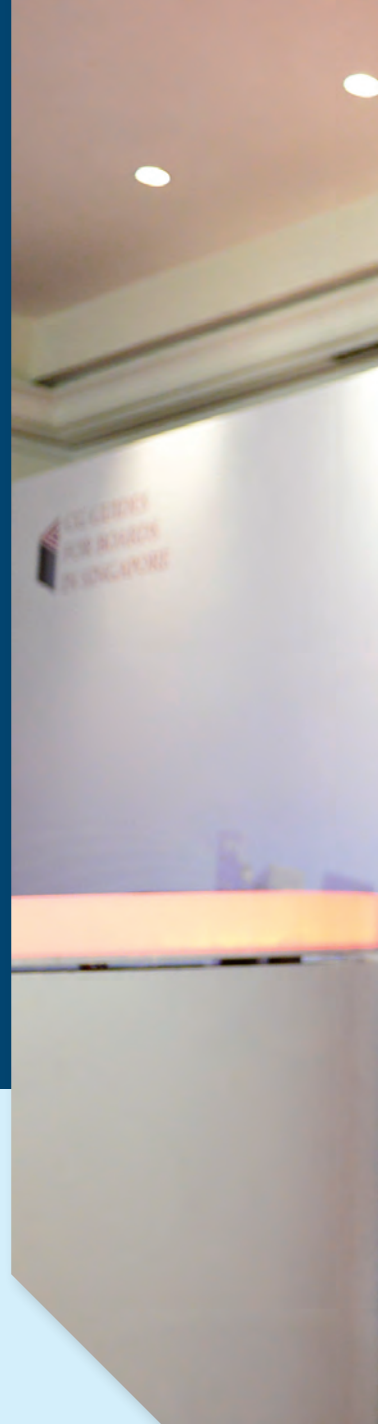
Audit Committee Working Committee

Gerard Tan (Lead)
Alvin Chiang
Chua Hsieh Wen

Audit Committee Guide Review Panel

Danny Teoh (Chairman)
Adrian Chan
Yvonne Goh
Koh Soo Keong
Hans Koopmans
Kevin Kwok
Lim How Teck
John Lim
Irving Low
Ng Siew Quan
Julia Tay

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





CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

(For the period 1 October 2016 to 30 September 2017)

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.

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

The SID Code is drawn from the principles and guidelines contained in the Code of Corporate Governance (revised 2012) 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 Memorandum and Articles of Association. As the highest policy and decision-making body of the SID, the Council has the responsibility of ensuring that SID is governed and managed responsibly and prudently to ensure its effectiveness, credibility and sustainability.

Role of the Governing Council

SID is governed by a volunteer Governing Council (“Council”), which currently comprises 20 members, of which 16 are elected and four are co-opted.

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

The Council members and their individual profiles are shown on pages 34 to 38 of the Annual Report.

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

The Council has also set up 19 Committees to assist it in the execution of its functions and to oversee specific programmes of the Institute.

Composition of Council

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

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

- Nine members or 45 per cent are practising directors (they are non-executives who function mainly as independent directors).
- Six members or 30 per cent are from the major professions (law, public accounting, investor relations/PR, search/HR) with not more than two from each profession.
- The rest come from a variety of industry backgrounds including government, banking, technology, property and retail.

- Five members or 25 per cent are female.
- Two members or 10 per cent are ethnic minorities.

Renewal of Council

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

At the AGM of November 2016, six Council members were elected/re-elected, while three Council members stepped down without seeking election/re-election. Three first-time Council members were subsequently co-opted into the Council after the AGM. At the AGM of November 2017, at least six Council members are expected to step down, but some will be standing for re-election.

Since 2013, the Council had introduced an enhanced nomination process for the identification of candidates for the Council. The process entails SID sending out a circular to all members in 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. Most of these candidates will join the Committees, while a few might stand for election. This process reduces the tension and risks that arise from unknown candidates who appear only at the AGM.

The Council has continued with the enhanced nomination process in 2017, and a total of 63 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:

“It is advisable for the board to have an explicitly articulated policy on auditor rotation. This reduces the frequency of the same debates in the boardroom, and will help respond to the question if raised in a shareholder meeting.”

- Willie Cheng

Infrastructural Committees

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

Programme Committees

1. Advocacy & Research Committee
2. Board of Directors Survey 2017 Committee
3. Singapore Directorship Report 2016 Committee
4. Sustainability Committee
5. Membership & Growth Committee
6. Professional Development Committee
 - Governance, Risk & Compliance (GRC) Subcommittee
7. Branding and Communications Committee
8. Board Diversity and Appointments Committee

Ad Hoc Committees/Task Forces

1. Annual Conference Committee
2. Annual Golf Tournament Committee
3. Singapore Corporate Awards
 - Best CEO Working Committee
 - Best CEO Judging Panel
 - BMBA Working Committee
 - BMBA Judging Panel
 - Best Investor Relations Working Committee
 - Best Investor Relations Judging Panel
4. CG Guides Committees
 - a. Steering Committee
 - b. Programme Management Team
 - c. Nominating Committee Guide Working Committee
 - d. Nominating Committee Guide Review Panel
 - e. Remuneration Committee Guide Working Committee
 - f. Remuneration Committee Guide Review Panel
 - g. Board Risk Committee Guide Working Committee
 - h. Board Risk Committee Guide Review Panel
 - i. Board Guide Working Committee
 - j. Board Guide Review Panel
 - k. e-Guide to CG Code Working Committee
 - l. e-Guide to CG Code Review Panel
 - m. Audit Committee Guide Working Committee
 - n. Audit Committee Review Panel

“The board needs to understand why and when it will allow a decision to be made by written resolution, instead of having a prior, full and frank discussion of the issues.”

- Ng Wai King

5. ASEAN CG Scorecard Committee
6. SGTI Committee
 - a. Working Committee
 - b. 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 its members comprise other Council members and volunteers. These Committees collectively mobilise about 160 individuals in addition to the existing Council members.

Secretariat

The affairs of SID are managed on a day-to-day basis by a team of 13, headed by the Executive Director.

The Secretariat is fully accountable to the Council.

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

2. Disclosure 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

A 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 Secretariat.

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

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

Conflicts of Interest

The *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 Meetings*

Name of Director	Council Meetings		Comments
	Attended	Held	
• Willie Cheng Jue Hiang	7	7	
• Daniel Ee Hock Huat	6	7	
• Soh Gim Teik	5	7	
• Gerard Tan Wee Seng	7	7	
• Ramlee Bin Buang	4	7	
• Robert Chew	5	7	
• Wilson Chew Huat Chye	5	7	
• Junie Foo Kwee Joen	5	7	
• Philip William Forrest	7	7	
• Lee Kim Shin	3	7	
• Irving Low Chee Whay	4	7	
• Ng Wai King	4	7	
• Poh Mui Hoon	6	7	
• Tan Boon Gin	4	7	
• Andy Tan Chye Guan	5	7	
• Tan Yen Yen	3	7	
• Wong Su Yen	4	7	
• Pauline Goh	4	5	Joined Council on 15 Dec 2016
• Lee Chong Kwee	5	5	Joined Council on 15 Dec 2016
• Lee Suan Hiang	5	5	Joined Council on 15 Dec 2016
• Kevin Kwok Khien	0	1	Retired from Council on 24 Nov 2016
• Elaine Lee Kia Jong (Mrs Elaine Lim)	0	1	Retired from Council on 24 Nov 2016
• Eugene Wong Hin Sun	0	1	Retired from Council on 24 Nov 2016

* Council meetings are for the period 1 October 2016 to 30 September 2017. It denotes the number of Council meetings held during the Council member's term of office (within the period 1 October 2016 to 30 September 2017).

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

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

Council Induction

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

Council Evaluation

The Nominating and Governance Committee conducts a self-evaluation survey of the Council. A survey was done in September 2016, and the results were compiled by the Executive Director and presented at the Council retreat on 22 October 2016.

In May 2017, Board Accord, an independent corporate governance advisory firm, undertook the Council evaluation on a pro-bono basis. The evaluation survey comprised two sets of questionnaires: self and peer-evaluation of Council members, and evaluation of the SID Council (as a whole) and individual Committees. The survey entailed Board Accord holding one-on-one session with each council member. The findings were reviewed by NGC Committee, and presented at the Council retreat held on 22 and 23 September 2017.

3. Strategy Implementation

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

Mission and Vision

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

“The Board should adopt a common risk management framework that articulates the roles of the audit committee and the board risk committee. This sets the tone and direction for the way risks are managed.”

- Irving Low

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 half-day session on 22 October 2016 for Council and staff to discuss its focus and core priorities for 2017. The retreat was facilitated by SID Council members, Robert Chew and Wilson Chew.

A two-day session was also held on 22 and 23 September 2017 to review strategy, focus and work priorities for the next fifteen months. The session was facilitated by Robert Gordon of Board Accord, together with SID Council members, Robert Chew and Wilson Chew.

Programme Management

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

Following the Council retreat in October 2016, a review of each Committee's terms of reference, key objectives and work plan for the year was made, and approved by the incoming Council.

At every Council meeting, updates were provided on Committees' work plans and key outcomes.

4. Human Resource Management

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

Human Resource Policy

The Institute has established a *Human Resource Manual* that contains policies and processes for paid staff and contract workers. The manual covers recruitment, remuneration, benefits, training, development actions and performance appraisal.

Recruitment

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

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

“Generally, directors should avoid situations where a reasonable person would think that there is a risk that a director’s duty to the company could be adversely affected by the director’s self-interest or duty to another party.”

- Gerard Tan

Audit

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

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

Internal Controls

Deloitte performed a pro-bono internal audit review of SID, and the findings and management's response were presented to the Audit Committee for review in March 2017.

Fundraising

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

6. Stakeholder Communications

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

Image

SID adopts a proactive approach on projecting and maintaining its image. It refreshes its

“A responsible board should establish a culture and process that incorporate mediation as a first step in any dispute resolution.”

- Daniel Ee

“It is the innovative quality of the business model that makes the difference. That, for example, is how the sharing economy has emerged, led by start-ups like Uber and Airbnb which are disrupting taxi companies and hotels.”

- Poh Mui Hoon

collaterals based on the Visual Branding Guide developed in 2014. SID launched its new website and membership system in February 2017.

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

From 2014, SID, together with Institute of Singapore Chartered Accountants, joined *The Business Times* to organise the Singapore Corporate Awards that seeks to celebrate the best in corporate governance. The elevation of SID as a co-organiser of one of the most prestigious corporate social highlights of the year should enhance SID's standing in the corporate community. In 2017, SID, in collaboration with EY and supported by SGX, organised the inaugural Singapore Sustainability Reporting Awards.

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.

The *CG Guides for Boards and Board Committees in Singapore* project has also enhanced SID's position on corporate governance in Singapore. This project is a collaboration with ACRA, MAS and SGX, and taps on the support of professional firms and individuals in the industry.

“There should be no doubt that board appointments should be by meritocracy, where an individual’s capability and fitness to serve on the board is the primary focus, irrespective of gender. What is required is the availability of more platforms and opportunities for corporations to be exposed to these women candidates and not exclude them from the selection process.”

- Junie Foo

Media

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

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

SID’s column, “Boardroom Matters”, in *The Business Times* and its financial portal, *BTInvest*, seeks to provide 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 held on a quarterly basis.

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

7. Code Of Conduct

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

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

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

“The Board chair is responsible for setting the direction and tone for the board and thus has overall responsibility for orchestrating a harmonious and functioning board. Promoting a healthy board culture is not high on the priorities of most board chairs, but ignoring the necessity of it will eventually cause problems to arise.”

- Philip Forrest





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

● Directors' Statement	55
● Independent Auditor's Report	57
● Statement of Financial Position	60
● Statement of Comprehensive Income	61
● Statement of Changes in Accumulated Surplus	62
● Statement of Cash Flows	63
● Notes to Financial Statements	64

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 2017.

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 60 to 79 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 2017 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:

Willie Cheng Jue Hiang	(Chairman)
Daniel Cuthbert Ee Hock Huat	(First Vice-Chairman)
Soh Gim Teik	(Second Vice-Chairman)
Gerard Tan Wee Seng	(Treasurer)
Ramlee Bin Buang	
Robert Chew	
Wilson Chew Huat Chye	
Junie Foo Kwee Joen	
Philip William Forrest	
Lee Kim Shin	
Irving Low Chee Whay	
Ng Wai King	
Poh Mui Hoon	
Tan Boon Gin	
Andy Tan Chye Guan	
Tan Yen Yen	
Wong Su Yen	
Pauline Goh	(Appointed on 15 December 2016)
Lee Chong Kwee	(Appointed on 15 December 2016)
Lee Suan Hiang	(Appointed on 15 December 2016)

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 is a member, or with a company in which he 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

Willie Cheng Jue Hiang
Director

Gerard Tan Wee Seng
Director

Singapore
25 September 2017

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"), which comprise the statement of financial position as at 30 June 2017, 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 2017 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

25 September 2017

Statement of Financial Position

As at 30 June 2017

	Note	2017 \$	2016 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	4,460,618	4,329,774
Trade receivables	7	536,537	429,092
Other receivables and prepayments	8	254,168	166,128
Total current assets		5,251,323	4,924,994
Non-current assets			
Plant and equipment	9	133,699	206,440
Total assets		5,385,022	5,131,434
LIABILITIES AND EQUITY			
Current liabilities			
Subscriptions received in advance	10	531,986	508,861
Course fees received in advance	11	116,208	85,803
Other payables	12	1,173,801	1,166,947
Total current liabilities		1,821,995	1,761,611
Non-current liabilities			
Subscriptions received in advance	10	595,100	628,130
Deferred tax liability	13	17,000	17,000
Total non-current liabilities		612,100	645,130
Total liabilities		2,434,095	2,406,741
Reserves			
Accumulated surplus		2,950,927	2,724,693
Total liabilities and equity		5,385,022	5,131,434

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

Statement of Comprehensive Income

For the Financial Year ended 30 June 2017

	Note	2017 \$	2016 \$
Revenue	14	3,168,730	2,877,543
Other operating income	15	406,918	413,002
Course, seminar and golf tournament expenses		(893,392)	(823,996)
Staff costs		(1,307,217)	(1,071,834)
Depreciation expense	9	(115,673)	(113,597)
Other operating expenses	16	(1,033,132)	(1,032,158)
Surplus before income tax		226,234	248,960
Income tax expenses	17	-	(5,141)
Surplus for the financial year, representing total comprehensive income for the financial year	18	226,234	243,819

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

Statement Of Changes in Accumulated Surplus

For the Financial Year ended 30 June 2017

	Accumulated surplus \$
Balance at 1 July 2015	2,480,874
Total comprehensive income for the financial year	243,819
	<hr/>
Balance at 30 June 2016	2,724,693
Total comprehensive income for the financial year	226,234
	<hr/>
Balance at 30 June 2017	<u><u>2,950,927</u></u>

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

Statement of Cash Flows

For the Financial Year ended 30 June 2017

	Note	2017 \$	2016 \$
Operating activities			
Surplus before income tax		226,234	248,960
Adjustments for:			
Depreciation expense	9	115,673	113,597
Allowance for doubtful debts	7	6,420	-
Interest income	15	(15,598)	(13,524)
Loss on disposal of plant and equipment		3,270	-
		<hr/>	<hr/>
Operating cash flows before movements in working capital		335,999	349,033
Changes in working capital:			
Trade receivables		(113,865)	(94,702)
Other receivables and prepayments		(88,040)	89,219
Subscriptions received in advance		(9,905)	217,444
Course fees received in advance		30,405	36,367
Other payables		6,854	205,321
Cash generated from operations		<hr/> 161,448	<hr/> 802,682
Income tax refunded		-	1,859
Net cash from operating activities		<hr/> 161,448	<hr/> 804,541
Investing activities			
Interest received	15	15,598	13,524
Purchase of plant and equipment	9	(46,202)	(111,343)
Net cash used in investing activities		<hr/> (30,604)	<hr/> (97,819)
Net increase in cash and cash equivalents		130,844	706,722
Cash and cash equivalents at beginning of financial year		4,329,774	3,623,052
Cash and cash equivalents at end of financial year	6	<hr/> <hr/> 4,460,618	<hr/> <hr/> 4,329,774

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

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 #09-06/07 Capital Tower, Singapore 068912.

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

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

As at 30 June 2017, the Company has a total of 2,579 members (2016: 2,300).

The financial statements of the Company for the year ended 30 June 2017 were authorised for issue by the Board of Directors on 25 September 2017.

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 2017

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

FRS issued but not yet effective

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

FRS 109 - Financial Instruments

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

Classification and movement

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

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

The Company anticipates that the financial assets it currently classified as loan and receivables will be classified into financial assets measured at amortised cost under FRS 109.

Impairment

FRS 109 introduces a new forward-looking impairment model based on expected credit losses to replace the incurred loss model in FRS 39. This determines the recognition of impairment provisions as well as interest revenue. For financial assets at amortised cost or debt instruments at fair value through other comprehensive income, the Company will recognise (at a minimum) 12 months of expected losses in profit or loss. Lifetime expected losses will be recognised on these assets when there is a significant increase in credit risk after initial recognition under the three-stage model or from initial recognition if the simplified model is applied.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

The Company plans to adopt FRS 109 when it becomes effective in 2018. Based on the Company's initial assessment, the Company does not expect any significant adjustments on adoption of FRS 109.

Transition

The Company plans to adopt FRS 109 in the financial year beginning on 1 July 2018 with retrospective effect in accordance with the transitional provisions and intends to elect not to restate comparative for the previous financial year. The Company will include additional financial statements disclosure in the financial statements in the financial year when FRS 109 is adopted.

FRS 115 Revenue from Contracts with Customers

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

On initial adoption of this standard, there may be a potentially significant impact on the timing and profile of revenue recognition of the Company. On adoption of FRS 115, the Company will be required to address any variable consideration elements in determining the transactions price, which in turn will be the amount to be recognised as revenue for that financial year. The Company is in the process of assessing the potential impact on accounting for contract modifications.

The Company plans to adopt the standard in the financial year beginning on 1 July 2018 with full retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.

FRS 116 Leases

FRS 116 supersedes FRS 17 Leases and introduces a new single lessee accounting model which eliminates the current distinction between operating and finance leases for lessees. FRS 116 requires lessees to capitalise all leases on the statement of financial position by recognising a 'right-of-use' asset and a corresponding lease liability for the present value of the obligation to make lease payments, except for certain short-term leases and leases of low-value assets. Subsequently, the lease assets will be depreciated and the lease liabilities will be measured at amortised cost.

From the perspective of a lessor, the classification and accounting for operating and finance leases remains substantially unchanged under FRS 116. FRS 116 also requires enhanced disclosures by both lessees and lessors.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

On initial adoption of this standard, there may be a potentially significant impact on the accounting treatment for the Company's leases, particularly rented office premises, which the Company, as lessee, currently accounts for as operating leases. On adoption of FRS 116, the Company will be required to capitalise its rented office premises on the statement of financial position by recognising them as 'right-of-use' assets and their corresponding lease liabilities for the present value of future lease payments. The Company plans to adopt the standard in the financial year beginning on 1 July 2019 using the modified retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.

3. Significant accounting policies

3.1 Financial instruments

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.

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

Effective interest method

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

Loans and receivables

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

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

Non-derivative financial liabilities

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

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

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

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

Impairment of financial assets

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

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

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

3.2 Impairment of non-financial assets

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

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

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

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	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.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

3.4 Provisions

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

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

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

3.5 Leases

When the company is lessee of an operating lease.

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

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

3.6 Revenue recognition

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

Entrance and subscription fees

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

Seminar and course fees

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

Event income and sponsorships

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

Interest income

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

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.

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.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

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

	2017	2016
	\$	\$
Financial assets		
Cash and cash equivalents	4,460,618	4,329,774
Trade receivables	536,537	429,092
Other receivables	154,994	154,806
Total loans and receivables	<u>5,152,149</u>	<u>4,913,672</u>
Financial liabilities		
Other payables	557,934	543,185
Total financial liabilities carried at amortised cost	<u>557,934</u>	<u>543,185</u>

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.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

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 4 (2016: 2) trade receivables from outside parties, which accounted for 56% (2016: 50%) of total trade receivables.

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

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

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

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.

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

e. Fair value of financial assets and financial liabilities

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

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

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

Compensation of directors and key management personnel

No director received any remuneration for financial years ended 30 June 2017 and 2016.

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

	2017	2016
	\$	\$
Short-term benefits	423,445	320,492
Central Provident Fund contribution	49,828	31,774
	<u>473,273</u>	<u>352,266</u>

6. Cash and cash equivalents

	2017	2016
	\$	\$
Cash and bank balances	1,529,248	1,903,302
Fixed deposits	2,931,370	2,426,472
Total	<u>4,460,618</u>	<u>4,329,774</u>

Fixed deposits bear average effective interest rate from 0.25% to 1.40% (2016: 0.45% to 1.38%) per annum and for a tenure between 6 and 12 months (2016: 1 and 12 months).

7. Trade receivables

	2017	2016
	\$	\$
Outside parties	542,957	429,092
Allowance for doubtful debts	(6,420)	-
Total	<u>536,537</u>	<u>429,092</u>

The average credit period on trade receivables is 30 days (2016: 30 days). No interest is charged on the trade receivables.

Notes to Financial Statements

For the Financial Year ended 30 June 2017

Trade receivables are substantially Sponsors, Partners and Members. The trade receivables that are neither past due nor impaired belong to these parties who have been making regular payments to the Company and are still considered recoverable.

The allowance for doubtful debts amounting to \$6,420 (2016: \$Nil) was recognised in profit or loss subsequent to the debt recovery assessment performed on trade receivables by the management at the end of the financial year.

In determining the impairment of a trade receivable, the Company considers any significant change in the recoverability of the debt. The management believes that there are no further credit allowance required in excess of the allowance for doubtful debts.

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

	2017	2016
	\$	\$
Not past due and not impaired	400,425	321,594
Past due but not impaired	136,112	107,498
Past due and impaired	6,420	-
Total trade receivables	<u>542,957</u>	<u>429,092</u>

Aging of receivables that are past due but not impaired:

	2017	2016
	\$	\$
Past due 0 to 3 months	109,969	66,000
Past due more than 3 months to 6 months	26,143	41,498
Total	<u>136,112</u>	<u>107,498</u>

8. Other receivables and prepayments

	2017	2016
	\$	\$
Prepayments	99,174	11,322
Deposits	62,642	75,222
Accrued income	92,352	79,584
Total	<u>254,168</u>	<u>166,128</u>

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

9. Plant and equipment

	Renovation & refurbishment	Furniture & fittings	Computers	Office equipment	Website development	Total
	\$	\$	\$	\$	\$	\$
Cost						
At 1 July 2015	181,516	40,891	96,274	65,198	51,504	435,383
Additions	72,020	-	27,970	11,353	-	111,343
At 30 June 2016	253,536	40,891	124,244	76,551	51,504	546,726
Additions	-	1,452	9,790	2,980	31,980	46,202
Disposal	-	-	(17,121)	(7,000)	(51,504)	(75,625)
At 30 June 2017	253,536	42,343	116,913	72,531	31,980	517,303
Accumulated depreciation						
At 1 July 2015	75,734	19,372	65,694	15,503	50,386	226,689
Depreciation for the financial year	70,032	10,846	18,734	12,872	1,113	113,597
At 30 June 2016	145,766	30,218	84,428	28,375	51,499	340,286
Depreciation for the financial year	66,208	8,007	22,253	14,808	4,397	115,673
Disposal	-	-	(16,539)	(4,317)	(51,499)	(72,355)
At 30 June 2017	211,974	38,225	90,142	38,866	4,397	383,604
Carrying amount						
At 1 July 2015	105,782	21,519	30,580	49,695	1,118	208,694
At 30 June 2016	107,770	10,673	39,816	48,176	5	206,440
At 30 June 2017	41,562	4,118	26,771	33,665	27,583	133,699

10. Subscriptions received in advance

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

Notes to Financial Statements

For the Financial Year ended 30 June 2017

11. 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.

12. Other payables

	2017	2016
	\$	\$
Sundry creditors	31,294	72,471
Accruals	450,619	302,418
Goods and services tax payable	49,756	55,540
Deferred income	525,825	527,936
Others	116,307	208,582
Total	<u>1,173,801</u>	<u>1,166,947</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 grants received upfront net of expenses for the year.

Others refer mainly to sponsorship and table sales in relation to the Singapore Corporate Awards held in July 2017 which SID is a joint organiser.

13. Deferred tax liability

	Total
	\$
Balance at 1 July 2015	10,000
Charge to profit or loss	7,000
Balance at 30 June 2016	<u>17,000</u>
Charge to profit or loss	-
Balance at 30 June 2017	<u>17,000</u>

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

14. Revenue

	2017	2016
	\$	\$
Entrance and subscription fees	732,107	642,726
Seminar and course fees	1,496,363	1,399,593
Event income and sponsorships	940,260	835,224
Total	<u>3,168,730</u>	<u>2,877,543</u>

Notes to Financial Statements

For the Financial Year ended 30 June 2017

15. Other operating income

	2017	2016
	\$	\$
Government grant and project funding	275,561	330,341
Interest income	15,598	13,524
Others	115,759	69,137
Total	<u>406,918</u>	<u>413,002</u>

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

16. Other operating expenses

	2017	2016
	\$	\$
Project expenses	395,467	355,378
Advertising, promotions & communications	178,954	242,638
Office rental	241,059	195,796
Other general & administrative expenses	217,652	238,346
Total	<u>1,033,132</u>	<u>1,032,158</u>

Projects in 2017 included:

- Corporate Governance Guides for Boards in Singapore
- Singapore Governance Transparency Index (SGTI)

17. Income tax

	2017	2016
	\$	\$
Current tax		
Based on results for the year	-	-
Over provision in prior years	-	1,859
	<u>-</u>	<u>1,859</u>
Deferred tax		
Based on results for the year	-	(7,000)
	<u>-</u>	<u>(7,000)</u>
Income tax expenses	<u>-</u>	<u>(5,141)</u>

The income tax expenses varied from the amount of income tax expenses determined by applying the Singapore income tax rate of 17% (2016: 17%) to surplus before income tax as a result of the following differences:

	2017	2016
	\$	\$
Surplus before income tax	<u>226,234</u>	<u>248,960</u>
Income tax expense at statutory rate of 17%	(38,460)	(42,323)
Non-taxable items	43,997	38,250
Over provision in prior years	-	1,859
Non-deductible expenses	(16,838)	(19,567)
Tax incentive	13,906	17,752
Others	(2,605)	(1,112)
	<u>-</u>	<u>(5,141)</u>

Notes to Financial Statements

For the Financial Year ended 30 June 2017

18. Surplus for the financial year

	2017	2016
	\$	\$
After charging:		
Allowance for doubtful debts	6,420	-
Loss on disposal of plant and equipment	3,270	-
Cost of defined contribution plan included in staff costs	122,069	120,900
Operating lease expenses	241,059	195,796

19. 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:

	2017	2016
	\$	\$
Future minimum lease payments payable:		
Within one year	247,875	247,875
Between one and five years	298,517	546,392
	<u>546,392</u>	<u>794,267</u>

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

ACKNOWLEDGEMENT

- Quotes: Corporate Governance (pages 45 - 51). All quotes in this section are taken from the articles in the “Boardroom Matters” column of *The Business Times*.

Copyright © Singapore Institute of Directors 2017.

All rights reserved.

No part of this publication may be reproduced, stored in retrieval systems, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, scanning, or otherwise without the prior written permission of the publisher or the authors. All trademarks, trade names, product names and logo appearing in this publication are the property of their respective owners.

The logo for the Singapore Institute of Directors (SID) features the letters 'SID' in a large, bold, red serif font. A thin red horizontal line is positioned directly beneath the letters.

SINGAPORE
INSTITUTE OF
DIRECTORS

168 Robinson Road #09-06/07 Capital Tower Singapore 068912

Tel +65 6422 1188 | Fax +65 6422 1199 | www.sid.org.sg